

November 15, 2012

The National Stock Exchange of India Ltd.
Corporate Communications Department
"Exchange Plaza", 5th Floor,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Scrip Symbol: RELIGARE EQ

Scrip Code: 532915

Sub: Minutes of the Extra-Ordinary General Meeting of the Company

Dear Sir(s),

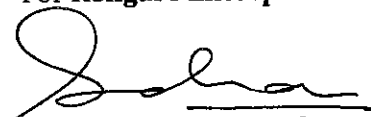
Pursuant to Clause 31 of the listing Agreement, please find enclosed herewith the certified true copy of the minutes of the Extra-Ordinary General Meeting of the Company held on October 26, 2012.

Kindly take the same on record and acknowledge receipt.

Thanking You,

Yours faithfully,

For Religare Enterprises Limited



Sudhakar Shetty
Director - Compliance & Secretarial



MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF RELIGARE ENTERPRISES LIMITED HELD ON FRIDAY, OCTOBER 26, 2012 AT 12.00 NOON. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI - 110010

PRESENT:

Mr. Anil Saxena - Director and Group CFO

SPECIAL INVITEE

Mr. Atul Gupta - President - Chairman's Office

IN ATTENDANCE

Mr. Sudhakar Shetty - Director-Compliance & Secretarial

MEMBERS PRESENT

In Person 627
(including Authorised Representatives)

By Proxy 11

As per provisions of Articles of Association of the Company as Mr. Sunil Godhwani, Chairman of the Board was unable to attend the Meeting, Mr. Anil Saxena, Director & Group CFO of the Company being present at the meeting, took the Chair.

Names of the Shareholders who attended the meeting in person or by proxy were recorded as per attendance slips.

The Chairman declared that the requisite quorum was present and he called the Meeting to order.

Notice of the Meeting already circulated was taken as read with consent of the Shareholders present.

The Agenda item was then taken up by the Chairman.

ITEM NO. 1

ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS:

Mr. Murlidhar proposed and Mr. Kishore seconded the following Resolution to be adopted as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and all other applicable provisions of the Companies Act, 1956 (Companies Act), If any (including any statutory modification(s) or re-enactment thereof, for the time being in force, various rules, circulars, press notes, clarification issued by Foreign Investment Promotion Board, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure

For Religare Enterprises Ltd.

Director/Company Secy./Authorised Sign.

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CHAIRMAN'S
INITIALS

O.S.M.

Requirements) Regulations, 2009, (SEBI (ICDR) Regulations), as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and the stock exchanges where the shares of the Company are listed (Stock Exchanges) and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities, including RBI, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot 1,000 equity shares of face value of Rs. 10/- each and up to 45,00,000 Compulsory Convertible Debentures ("CCDs") of face value of Rs. 1000/- per CCD bearing a coupon rate of 15 % per annum, each to be issued and allotted, on a preferential allotment basis, to International Finance Corporation ("IFC"), subject to the overall investment by IFC not exceeding USD 75 Million. The CCDs shall be convertible in one or more tranches, in such manner and on such terms and conditions as set out in these resolutions and as may be determined by the Board in accordance with the SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at the time of allotment of equity shares/conversion of CCDs.

RESOLVED FURTHER THAT the Board be and is hereby authorized to offer and allot 1,000 equity shares on a preferential allotment basis to IFC at an issue price of Rs 315.85/- (Rupees Three Hundred Fifteen and Paise Eighty Five) per equity share determined in accordance with the SEBI (ICDR) Regulations and upto 45,00,000 CCDs of a face value of Rs. 1000/- (Rupees One Thousand) each, on a preferential allotment basis to IFC in accordance with the SEBI (ICDR) Regulations, subject to the overall investment by IFC not exceeding USD 75 Million.

RESOLVED FURTHER THAT the exact number of the CCDs to be issued and allotted pursuant to the authorizations set out herein shall, in compliance with applicable laws and regulations, be determined based upon the actual Rupee Dollar Conversion Rate as of the date on which the investment is made by IFC, provided that the total Dollar amount to be invested by IFC shall under no circumstances exceed USD 75 Million.

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations for the determination of issue price of the CCDs and the equity shares to be allotted pursuant to the preferential allotment and upon the conversion of CCDs is fixed as September 26, 2012 i.e. 30 days prior to the date of shareholders meeting proposed to be held on October 26, 2012, to approve the proposed preferential issue, in terms of Section 81(1A) of the Companies Act.

RESOLVED FURTHER THAT the equity shares to be allotted to the proposed allottee pursuant to the aforesaid preferential allotment and the equity shares to be allotted upon conversion of CCDs shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

For Religare Enterprises Ltd.

Director/Company Secy./Authorized Sign.

CHAIRMAN'S
INITIALS

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RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and CCDs and listing of the equity shares to be allotted on preferential allotment basis and equity shares to be allotted pursuant to conversion of CCDs with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares and CCDs, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it (except the power to issue the CCDs), to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

The Resolution was put to vote and carried by requisite majority on show of hands.

VOTE OF THANKS

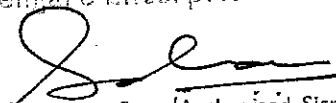
There being no other business to be transacted at the meeting, the meeting concluded with a vote of thanks to the Chair.

DATE: 8.11.2012
PLACE: New Delhi


CHAIRMAN

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For Religare Enterprises Ltd.


Director/Company Secy./Authorised Sign.

CHAIRMAN'S INITIALS	
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