

**RELIGARE ENTERPRISES LIMITED****Regd off: 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019****CIN: L74899DL1984PLC146935****Phone: +91 – 11 – 4627 2400, Fax No: +91 – 11 – 4627 2447****Website: www.religare.com, E-mail: investorservices@religare.com****NOTICE**

Notice is hereby given that the **35th Annual General Meeting (“AGM”)** of the members of Religare Enterprises Limited (“**the Company**”) will be held on **Thursday, September 26, 2019 at 4.00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110 003**, to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of the Auditors thereon.

Special Business:

2. To approve appointment of Dr. Rashmi Saluja as Non-Executive Independent Director for a term of 5 consecutive years to be designated as Non-Executive Independent Chairperson of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Dr. Rashmi Saluja (DIN 01715298), who was appointed as an Additional Non- Executive Independent Director w.e.f. December 20, 2018, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and was also designated as Non-Executive Independent Chairperson of the Company w.e.f. June 19, 2019 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years w.e.f. December 20, 2018.

RESOLVED FURTHER THAT Dr. Rashmi Saluja be and is hereby also appointed as Non-Executive Independent Chairperson of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”



3. To approve appointment of Mr. Siddharth Dinesh Mehta as Non-Executive Non-Independent Vice-Chairperson of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereto, Mr. Siddharth Dinesh Mehta (DIN 02665407), who was appointed as an Additional Director (Non- Executive Non-Independent) pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company w.e.f. July 30, 2019 post receipt of RBI approval dated July 30, 2019, and who holds office up to the date of this Annual General Meeting of the Company, and was also designated as Non-Executive Non-Independent Vice-Chairperson of the Company w.e.f. August 08, 2019 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Non Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Siddharth Dinesh Mehta be and is hereby also appointed as Non-Executive Non Independent Vice-Chairperson of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and deeds as may be necessary, proper or expedient to give effect to this resolution including but not limited to filing of appropriate forms/ returns with concerned Registrar of Companies.”

By order of the Board of Directors
For **Religare Enterprises Limited**

Sd/-
Reena Jayara
Company Secretary
Membership No: A19122

Place: New Delhi
Date: August 08, 2019

Address: Prius Global, A-3,4,5,
Sector – 125, Noida – 201 301

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.



3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses at Item No. 2 & 3 of the notice, is annexed hereto.
4. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard- 2, of persons seeking appointment as Director under Item No. 2 & 3 is also annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 20, 2019 to Thursday, September 26, 2019 (both days inclusive).
6. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Certificate from the Statutory Auditors of the Company certifying that, the Employees Stock Option Scheme 2010, Employees Stock Option Scheme 2012 and Employees Stock Option Scheme 2019 of the Company are being implemented in accordance with the SEBI (Share Based Benefits Schemes) Regulations, 2014 and in accordance with the resolutions of the general body, will be available for inspection by the Members at the AGM.
9. The Statutory Registers required to be kept open for inspection under the Act read with rules made thereunder at AGM of the Company, will be available for inspection by the members at the AGM.
10. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company’s Registrar and Transfer Agent i.e. M/s Karvy Fintech Private Limited (“Karvy”), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Members holding shares in electronic form must intimate the change in their address, if any, to their respective Depository Participant.
11. Members desirous of seeking any information relating to the annexed Annual Audited Financial Statements of the Company for the financial year ended March 31, 2019, may write to the Company at Prius Global, A-3/4/5, Sector – 125, Noida – 201301, UP, India, for the attention of Ms. Reena Jayara, Company Secretary, at least seven days in advance of the meeting so that requisite information can be made available at the Meeting.
12. **The Shareholders who have not registered their e-mail address (es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Registrar and Transfer Agent by writing to Karvy Fintech Private Limited, (Unit: Religare Enterprises Limited), Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or through e-mail at einward.ris@karvy.com.**
13. Due to non-payment of dividend by the Company for last two years on 0.01% 2,50,00,000 Non-cumulative Non-convertible Redeemable Preference Shares (“Preference Shares”) of face value of Rs. 10/- (Rupees Ten) each, the shareholders holding aforesaid Preference Shares of the Company will also be entitled to receive the Notice as they are entitled to vote on the resolutions mentioned in the Notice in proportion to the Preference Shares held by them. Hence, the Notice is being sent to them along with other members.



14. In terms of Regulation 36 of the SEBI Listing Regulations, soft copy of full Annual Report is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

The Notice of the 35th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the Notice of the 35th AGM and the Annual Report 2019 is also available on the Company's website, www.religare.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at : investorservices@religare.com or may write to the Company at Prius Global, A-3/4/5, Sector – 125, Noida – 201301, UP, India, for the attention of Ms. Reena Jayara, Company Secretary of the Company.

15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Karvy.

Further, SEBI vide its circular dated 20th April, 2018, has mandated to submit the PAN and Bank Account details by all shareholders to the Registrar and Transfer Agent of the Company. In this regard, the Company through its Registrar and Transfer Agent has already sent three notices to the shareholders for submission of their PAN and Bank Account details for registration / updation.

SEBI has amended Regulation 40 of SEBI Listing Regulations vide its circular dated June 08, 2018 wherein it was intimated that except for transmission or transposition of securities, transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from December 5, 2018. SEBI further extended the deadline for transfer of securities only in demat mode effective from April 01, 2019. Hence, SEBI mandates to hold shares in demat form with a depository for investors keen to trade them post April 01, 2019. Therefore, the shareholders of the Company are requested to get their physical shares dematerialised for any further transfers.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
17. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility of voting through electronic means (remote e-voting) on all the resolutions set forth in this notice. In this regard, the Company has agreement with Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 for facilitating remote e-voting to enable the shareholders to cast their votes electronically. However, E-voting is optional.



18. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the meeting but shall not be entitled to cast their vote again.
19. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through polling paper will not be considered.
20. Pursuant to Section 139 of the Act, appointment of the auditor i.e. M/s S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N) was made by the members in their AGM held on September 21, 2017 for a period of five years i.e. from the 33rd AGM till the 38th AGM, subject to the ratification at every AGM. However, in view of the notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of auditor has been abandoned.
21. For the immediate reference, route map for reaching the venue of the AGM is attached.

The instructions for e-voting are as under:

- I. **A. In case a Member receives an email from Karvy** [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event Number followed by Folio Number registered with the Company
Password	In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is provided in the enclosed ballot form.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**



- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the EVENT i.e. **Religare Enterprises Limited**.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- (xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) **Corporate/Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: scrutinizer.maks@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

B. In case a Member receives physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:

- (i) **User ID and initial password** as provided in the enclosed ballot form.
- (ii) Please follow all steps from Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote.

II. Other Instructions

- (i) The remote e-voting period commences on Monday, September 23, 2019 (9.00 a.m. IST) and ends on Wednesday, September 25, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, September 19, 2019 (hereinafter called as “**Cut-off Date**”), may cast their vote electronically. Further, due to non-payment of dividend by the Company for last two years on 0.01% 2,50,00,000 Non-cumulative Non-convertible Redeemable Preference Shares (“Preference Shares”) of face value of Rs. 10/- (Rupees Ten) each, the shareholders holding aforesaid Preference Shares of the Company as on Cut-off Date will also be entitled to vote on the resolutions mentioned in the Notice in proportion to the Preference Shares held by them. Further, the total voting capital of the Company for determining the voting rights of members as on Cut-off Date will be 24,19,42,733 Shares (i.e including 21,69,42,733



- Equity Shares and 2,50,00,000 Preference Shares). The e-voting module shall be forthwith blocked by Karvy for voting thereafter. Once the vote on a resolution is casted by the Member, he shall not be allowed to change it subsequently as well as a person who is not a member as on the cut off date should treat this Notice for information purpose only.
- (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. S V Raju of Karvy Fintech Private Limited at 040-67162222 or at 1800 345 4001 (toll free).
 - (iii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the total voting capital of the Company as on the Cut-off Date.
 - (iv) The Board of Directors has appointed Mr. Ankush Agarwal, Partner (Membership No. F9719 & COP No. 14486) or failing him Mr. Shailesh Kumar Singh, Partner (Membership No. F8619 & COP No. 16235) of M/s. MAKS & CO., Practicing Company Secretaries (FRN : P2018UP067700), as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted at the AGM by ballot paper and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company.
- Thereafter, the Scrutinizer shall within 48 (forty eight) hours from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairperson of the meeting or any person authorized by him in writing. The Results on the resolutions set forth in notice shall be declared after the submission of Consolidated Scrutinizer's Report, either by Chairperson of the Company/ Meeting or by any person authorized by him in writing, who shall countersign the same and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- (v) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.religare.com) and on Karvy's website (<https://evoting.karvy.com>) after passing of the resolutions and communication of the same will be send to BSE Limited and National Stock Exchange of India Limited, where securities of the Company are listed.

By order of the Board of Directors
For **Religare Enterprises Limited**

Sd/-
Reena Jayara

Company Secretary

Membership No: A19122

**Address: Prius Global, A-3,4,5,
Sector – 125, Noida – 201 301**

Place: New Delhi

Date: August 08, 2019



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

ITEM NO. 2

Appointment of Dr. Rashmi Saluja as Non-Executive Independent Director & Chairperson

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Dr. Rashmi Saluja as an Additional Director in the category of Non-Executive Independent for a term of 5 consecutive years w.e.f. December 20, 2018, subject to the approval of shareholders of the Company. Further, she was designated as Non-Executive Independent Chairperson of the Company on June 19, 2019.

The Company has received a notice, in writing, pursuant to Section 160 of the Act, from a Member proposing the candidature of Dr. Rashmi Saluja, as an Independent Director of the Company.

The Company has also received all requisite disclosures and a declaration from Dr. Rashmi Saluja confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, in opinion of the Board, Dr. Rashmi Saluja fulfills the conditions specified in the Act read with Listing Regulations relating to the appointment as Independent Director and is independent of management.

A copy of the letter for the appointment of Dr. Rashmi Saluja as an Independent Director, setting out the terms and conditions, would be available for inspection without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day (except Saturday, Sunday and public holidays).

Accordingly, approval of shareholders is sought by way of an Ordinary Resolution to appoint Dr. Rashmi Saluja as a Non- Executive Independent Chairperson of the Company.

Brief Profile of Dr. Rashmi Saluja is as follows:

Dr. Rashmi Saluja is a Doctor cum Entrepreneur. She is an MBBS, MD & MBA (Finance) by qualification.

She has been in the professional field for about 20 years; having worked in Jessa Ram Hospital. She started Chandiwalla Medical Institute in Delhi.

Presently, she is a medical advisor to reach out programme of Sir Ganga Ram Hospital and Kolmet Ganga Ram Hospital, Delhi. She is also an advisor to Ram Krishna Dharmarth Foundation (RKDF) University, Madhya Pradesh. She is also a promoter of Yogeshwar Dutt Wrestling Academy, Haryana and founder Trustee of Citizens Development foundation, which is involved in social and charitable activities especially in slum rehabilitation.

Additional Information for seeking appointment at the AGM:

1. **Name of Director seeking appointment:** Dr. Rashmi Saluja
2. **Date of Birth/ Age:** December 14, 1973/ 45 Years
3. **Date of Appointment:** December 20, 2018
4. **Qualifications, Experience and expertise in specific functional area:**
As per Brief Profile mentioned herein above
5. **Remuneration last drawn, if any:** Not Applicable.
6. **Shareholding in the Company:** Nil



7. **No. of Board Meetings attended during the year:** Four (4)
8. **Terms and Conditions of appointment:** Dr. Rashmi Saluja shall be Non-Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. December 20, 2018 and Non-Executive Independent Chairperson of the Company.
9. **Directorship held in other Companies as on date:**
1. Religare Finvest Limited
 2. Religare Housing Development Finance Corporation Limited
 3. R&R Natural Resources Private Limited
10. **Membership/Chairmanship of Committees of other Companies as on date:**

S. No	Name of Company	Name of Committee	Designation (Chairman/Member)
1	Religare Finvest Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Risk Management Committee	Member
		Loan /Investment and Borrowing Committee	Member
		Corporate Social Responsibility Committee	Member
		Share Allotment Committee	Member
		Review Committee for the identification of non-cooperative borrowers	Member
2	Religare Housing Development Finance Corporation Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Loan/Investment & Borrowing Committee	Member
		Risk Management Committee	Member
		Corporate Social Responsibility Committee	Member
		Review Committee	Member

11. Relationship with other Directors

No inter-se relationship between Dr. Rashmi Saluja and other Directors of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Dr. Rashmi Saluja is concerned or interested, financially or otherwise, in the resolution set out in this Notice.

The Board recommends the resolution as mentioned at item no. 2 above for approval of the Members by way of an ordinary resolution.

ITEM NO. 3

Appointment of Mr. Siddharth Dinesh Mehta as Non-Executive Non-Independent Director & Vice-Chairperson

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors ("Board"), on February 17, 2018 appointed Mr. Siddharth Dinesh Mehta as an Additional Director (Non-Executive Non-Independent) of the Company. The aforesaid appointment was subject to the approval of the Reserve Bank of India ("RBI") and was to get effective upon receipt of RBI approval. RBI approved the aforesaid appointment on July



30, 2019, hence his appointment on the Board became effective from July 30, 2019. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and the Articles of Association of the Company, Mr. Siddharth Dinesh Mehta will hold office up to the date of ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. Further, he was designated as Non-Executive Non-Independent Vice-Chairperson of the Company on August 08, 2019.

The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Siddharth Dinesh Mehta for the office of Director. Mr. Mehta, once appointed will be liable to retire by rotation.

The Company also received all requisite disclosures w.r.t. his appointment in the Company.

Accordingly, approval of shareholders is sought by way of an Ordinary Resolution to appoint Mr. Siddharth Dinesh Mehta as a Non-Executive Non-Independent Vice-Chairperson of the Company, liable to retire by rotation.

Brief Profile of Mr. Siddharth Dinesh Mehta is as follows:

Mr. Siddharth Dinesh Mehta is the founder and CIO of Bay Capital Partners Ltd, an India focussed investment firm. He has a career spanning over 19 years, of which he has spent 16 years investing in India.

Mr. Mehta has been a successful investor and has been credited with several notable investments over the years.

He previously also served as the Chairman of Sterling Holidays Ltd where he led the turnaround process and was instrumental in its merger with Thomas Cook Ltd to create one of the largest travel and hospitality groups in the Indian sub-continent.

He holds a bachelor's degree in Business Management and Finance from King's College, University of London.

Additional Information for seeking appointment at the AGM:

- 1. Name of Director seeking appointment:** Mr. Siddharth Dinesh Mehta
- 2. Date of Birth/ Age:** June 26, 1978/ 41 Years
- 3. Date of Appointment:** July 30, 2019
- 4. Qualifications, Experience and expertise in specific functional area:**
As per Brief Profile mentioned herein above
- 5. Remuneration last drawn, if any:** Not Applicable.
- 6. Shareholding in the Company:** Nil
- 7. No. of Board Meetings attended during the year:** N.A
- 8. Terms and Conditions of appointment:** Mr. Siddharth Dinesh Mehta shall be Non-Executive Non-Independent Vice-Chairperson of the Company, liable to retire by rotation.
- 9. Directorship held in other Companies as on date:**
 1. Religare Health Insurance Company Limited
 2. Religare Housing Development Finance Corporation Limited