

October 3, 2013

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  
25<sup>th</sup> Floor, P J Towers  
Dalal Street, Mumbai - 400 001

Scrip Symbol: RELIGARE EQ

Scrip Code: 532915

Subject: Clause 31 - Proceedings of Annual General Meeting

Dear Sir(s),

Pursuant to Clause 31 of the Listing Agreement, please find attached herewith copy of Minutes of the Annual General Meeting held on September 13, 2013.

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 TWENTY NINTH ANNUAL GENERAL MEETING OF RELIGARE ENTERPRISES LIMITED HELD ON FRIDAY, SEPTEMBER 13, 2013 AT 4.30 PM AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI - 110010**

**PRESENT:**

Mr. Sunil Godhwani	-	Chairman & Managing Director
Mr. Padam Bahl	-	Director
Mr. Pervez Bajan	-	President & Financial Controller
Mr. Partha Ghosh	-	Representative of Statutory Auditors

**IN ATTENDANCE**

Mr. Sudhakar Shetty	-	Company Secretary
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**MEMBERS PRESENT**

In Person (including Authorised Representatives)	838
By Proxy	4

Mr Sunil Godhwani took the Chair.

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

Following registers/documents were placed before the meeting and kept open throughout the meeting for inspection by members:

1. Register of Directors
2. Register of Directors' Shareholding.
3. Proxy Register
4. Statutory Auditor's certificate confirming the compliance of SEBI guidelines for Religare Employee Stock Option Scheme, 2006, Religare Employee Stock Option Scheme, 2010 and Religare Employee Stock Option Scheme, 2012 of Company

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

At the outset, the Chairman welcomed the Members to the Annual General Meeting.

Before proposing items of agenda for voting, Chairman in his speech updated the shareholders about the performance of the Company and macro business environment and Financial Services Industry in general. He informed the Shareholders that Company has been constantly monitoring the environment and ensuring that all the operating businesses are completely aligned with market realities in the short term while ensuring that they build the necessary capabilities and make the investments required to succeed over the long term.

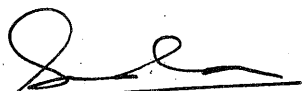
CHAIRMAN'S  
INITIALS

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For RELIGARE ENTERPRISES LIMITED

  
- Director / Company Secretary / Auth. Sign.

He concluded his speech with a thanks note to the shareholders of the Company for their continuous support.

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

Mr. Sudhakar Shetty, the Company Secretary of the Company, on the request of the Chairman, read out the Report of the Auditors.

Then the Agenda items were taken up seriatim.

**ORDINARY BUSINESS**

**ITEM NO. 1**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT MARCH 31, 2013, THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

Mr. Ajay Khurana proposed and Mr. Manjit Singh seconded the following Resolution to be adopted as **Ordinary Resolution**:

"RESOLVED THAT the Statement of Profit and Loss Account for the year ended on March 31, 2013 and Balance Sheet as at that date together with the Report of the Board of Directors and Auditors thereon be and are hereby adopted."

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

**ITEM NO. 2**

**TO APPOINT A DIRECTOR IN PLACE OF MR. PADAM BAHIL**

Mr. Harmohan Singh Sawhney proposed and Mr. Sandeep Jain seconded the following Resolution to be adopted as **Ordinary Resolution**:

"RESOLVED THAT Mr. Padam Bahl, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

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


**ITEM NO. 3**

**TO APPOINT A DIRECTOR IN PLACE OF MR. RAVI MEHROTRA**

Mr. Narender Singh Chauhan proposed and Mr. Manjit Singh seconded the following Resolution to be adopted as **Ordinary Resolution**:

"RESOLVED THAT Mr. Ravi Mehrotra, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."


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

CHAIRMAN'S INITIALS	
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Director/Company Secretary/Auth. Sign.

**ITEM NO. 4****TO APPOINT M/S PRICE WATERHOUSE, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY**

Mr. Anil Kumar proposed and Mr. Narender Singh Chauhan seconded the following Resolution to be adopted as **Ordinary Resolution**:

"RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants, (Firm Registration Number 301112E) who hold office till the conclusion of this meeting, and offers themselves for reappointment be and are hereby appointed as Auditors of the Company to hold office from conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company."

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

**SPECIAL BUSINESS****ITEM NO. 5****APPOINTMENT OF MR. VIRENDRA KUMAR MADAN AS DIRECTOR**

Mr. Vijay Sharma proposed and Mr. Nirmal Kumar seconded the following Resolution to be adopted as **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Virendra Kumar Madan, who was appointed as an Additional Director on January 24, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

**ITEM NO. 6****APPOINTMENT OF MR. MONISH KANT DUTT AS DIRECTOR**

Mr. Anil Kumar proposed and Mr. Manjit Singh seconded the following Resolution to be adopted as **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Monish Kant Dutt, who was appointed as an Additional Director on February 05, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

**ITEM NO. 7****APPOINTMENT OF MR. AVINASH CHANDER MAHAJAN AS DIRECTOR**

CHAIRMAN'S INITIALS	
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FOR RELIGARE ENTERPRISES LIMITED

  
Director/Company Secretary/Authorizing Signatory

Mr. Harmohan Singh Sawhney proposed and Mr. Nirmal Kumar seconded the following Resolution to be adopted as **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Avinash Chander Mahajan, who was appointed as an Additional Director on March 01, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

**ITEM NO. 8**

**APPOINTMENT OF MR. ARUN RAMANATHAN AS DIRECTOR**

Mr. Sarvjeet Singh proposed and Mr. Ajay Khurana seconded the following Resolution to be adopted as **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Arun Ramanathan, who was appointed as an Additional Director on May 06, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

**ITEM NO. 9**

**APPOINTMENT OF MR. RAMA KRISHNA SHETTY AS DIRECTOR**

Mr. Nirmal Kumar proposed and Mr. Narender Singh Chauhan seconded the following Resolution to be adopted as **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Rama Krishna Shetty, who was appointed as an Additional Director on June 28, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

**ITEM NO. 10**

**APPROVAL FOR PAYMENT OF REMUNERATION TO MR. AVINASH CHANDER MAHAJAN, NON - EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**


Mr. Sushil Kumar Chopra proposed and Mr. Manjit Singh seconded the following Resolution to be adopted as **Special Resolution**:

"**RESOLVED THAT** pursuant to section 309(4)(a) and other applicable provisions, if any, of the Companies Act, 1956, Clause 49 of the Listing Agreement entered with Stock Exchanges and subject to the approval of the Central Government and such other statutory approval(s) as may be required, consent of the members of the

CHAIRMAN'S INITIALS	✓
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Director/Company Secretary/Auth. Sign

Company be and is hereby accorded for the payment of remuneration of Rs. 21 Lakh per annum, by way of half yearly payment, to Mr. Avinash Chander Mahajan, Independent Non-Executive Director of the Company for a period of five years from the date of his appointment.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution and Board may further delegate its powers to any person."

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

**ITEM NO. 11**

**APPROVAL FOR PAYMENT OF REMUNERATION TO MR. ARUN RAMANATHAN, NON - EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Sarvjeet Singh proposed and Mr. Sushil Kumar Chopra seconded the following Resolution to be adopted as **Special Resolution**:

"**RESOLVED THAT** pursuant to section 309(4)(a) and other applicable provisions, if any of the Companies Act, 1956, Clause 49 of the Listing Agreement entered with Stock Exchanges and subject to the approval of the Central Government and such other statutory approval(s) as may be required, consent of the members of the Company be and is hereby accorded for the payment of remuneration of Rs. 25 Lakh per annum, by way of half yearly payment, to Mr. Arun Ramanathan, Independent Non-Executive Director of the Company for a period of five years from the date of his appointment.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution and Board may further delegate its powers to any person."

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

**ITEM NO. 12**

**KEEPING OF REGISTERS /RETURNS AT A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY**

Mr. Manjit Singh proposed and Mr. Sarvjeet Singh seconded the following Resolution to be adopted as **Special Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 163 of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of members together with the Index of members, the Register of debentureholders together with the Index of debentureholders, the copies of annual returns, the copies of certificates and documents required to be annexed with the annual return under Section 160/161 of the Companies Act, 1956 and/or any of the documents as required to be kept at the Registered office of the Company, at the office of Registrar and Transfer Agent, Karvy Computershare Private Limited situated at 305, New Delhi House, 27, Barakhamba Road, New Delhi 110 001 and at such places within Delhi where the Registrar and Transfer Agent may shift its office from time to time instead of the Registered Office of the Company."

CHAIRMAN'S  
INITIALS

*[Handwritten Signature]*

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For RELIGARE ENTERPRISES LIMITED

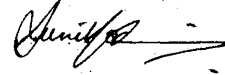
*[Handwritten Signature]*  
Director/Company Secretary/Auth. Sign.

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.

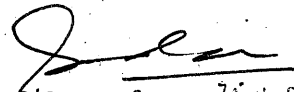
DATE: 03.10.2013



PLACE: New Delhi

CHAIRMAN

GENERATED WITH COFF  
For RELICARE ENTERPRISES LIMITED



Director/Company Secretary/Auth. Sign.

CHAIRMAN'S INITIALS	
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W.S.M.