

May 23, 2019

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

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

Scrip Symbol: RELIGARE

Scrip Code: 532915

Subject: Outcome of Board Meeting of Religare Enterprises Limited ("the Company")

Dear Sir(s),

We would like to inform you that the Board of Directors of the Company at their meeting held today i.e. May 23, 2019, (started at 12:00 Noon and concluded at 10.30 P.M.) has inter-alia:

1. Approved Audited Standalone & Consolidated Financial Results of the Company for the year ended March 31, 2019 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the Standalone & Consolidated Audited Financial Results along with Audit Reports is enclosed herewith as Annexure - A.

Audit Report on Standalone Financial Results is with modified opinion. Statement on Impact of Audit Qualifications for Audit Report issued on Standalone Financial Result is attached herewith as Annexure - B.

Audit Report on Consolidated Financial Results is with modified opinion. Statement on Impact of Audit Qualifications for Audit Report issued on Consolidated Financial Result is attached herewith as Annexure - C.

2. Approved, subject to requisite approvals, the draft Scheme of Amalgamation ("Scheme") that is designed to simplify the Company's corporate structure.

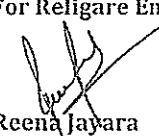
In terms of the Scheme, two (2) directly / indirect wholly owned subsidiaries of Religare Enterprises Limited namely, Religare Comtrade Limited and Religare Insurance Limited will merge with/into Religare Enterprises Limited subject to terms and conditions as provided in the Scheme.

Further, as the Scheme envisages for amalgamation of direct/ indirect wholly owned subsidiary(ies) with the parent company, the Company is not required to comply with the requirements laid under Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 read with the SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3rd January, 2018.

Disclosure as per SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015 in the matter is attached herewith as Annexure - D.

This is for your kind information and record.

Thanking you,
Yours truly,
For Religare Enterprises Limited


Reena Jayara
Company Secretary



Encl.: a/a

Religare Enterprises Limited
CIN: L74899DL1984PLC146935
Regd. Office : 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019 Ph.: +91-11-46272400, Fax No.: +91-11-46272447
Corporate Office : Prius Global, A - 3,4,5, Sector 125, Noida, Uttar Pradesh - 201301 Ph.: +91-120-339 1000 Fax No.: +91-120-3396248

Annexure - A

RELIGARE ENTERPRISES LIMITED

Regd. Office : 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019

Statement of Standalone and Consolidated Audited Financial Results for the Quarter and Year Ended March 31, 2019

Sr No	Particulars	Standalone Results						Consolidated Results	
		Quarter ended			Year ended			Year ended	
		March 31, 2019	Dec 31, 2018	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	
1	Revenue								
	a. Revenue from Operations	0.00	422.49	788.99	912.97	1,497.62	234,633.78	265,273.76	
	b. Other Income	552.86	800.51	590.27	2,603.60	5,691.62	5,538.03	8,268.01	
	Total Revenue (a+b)	552.86	1,223.00	1,379.26	3,516.57	7,189.44	240,171.81	273,541.77	
2	Expenses								
	(a) Employee benefits expense	279.93	403.26	81.15	1,279.83	1,836.68	51,762.86	49,836.69	
	(b) Finance costs	500.92	1,156.47	1,527.57	4,470.22	5,670.71	84,998.16	126,782.65	
	(c) Impairment and Loss Allowances on Financial Instruments	-	-	-	-	-	132,960.70	131,499.48	
	(d) Depreciation and amortization expense	17.94	19.68	30.22	85.42	205.91	2,573.14	3,005.87	
	(e) Other expenses	10,341.15	676.34	27,989.78	12,292.32	32,816.00	118,221.21	103,136.98	
	Total Expenses (a + b + c + d)	11,139.94	2,255.75	29,628.72	18,127.79	40,529.30	390,516.06	414,261.67	
3	Profit/ (Loss) Before Exceptional Items and Tax (1-2)	(10,587.08)	(1,032.75)	(28,249.46)	(14,611.22)	(33,339.86)	(150,344.25)	(140,719.90)	
4	Exceptional Items	-	-	-	-	-	-	-	
	Share in Profit / (Loss) of Joint Ventures / Associates	-	-	-	-	-	-	-	
5	Profit / (Loss) Before Tax and extraordinary items (3-4)	(10,587.08)	(1,032.75)	(28,249.46)	(14,611.22)	(33,339.86)	(150,353.21)	(140,742.88)	
6	Tax Expense								
	Current Tax	-	-	(1,224.63)	-	(1,224.63)	333.71	60.86	
	Deferred Tax (Net)	-	-	509.93	-	509.93	(591.87)	(22,752.67)	
7	Net Profit / (Loss) After Tax before extraordinary items (5-6)	(10,587.08)	(1,032.75)	(27,537.48)	(14,611.22)	(32,625.16)	(150,095.05)	(118,051.07)	
8	Extraordinary Items (Net of Tax)	-	-	-	-	-	-	-	
9	Net Profit/ (Loss) for the period (7 - 8)	(10,587.08)	(1,032.75)	(27,537.48)	(14,611.22)	(32,625.16)	(150,095.05)	(118,051.07)	
10	Other Comprehensive Income								
	A) (i) Items that will not be reclassified to profit or loss								
	Remeasurement Gain or (Loss) on Defined Benefit Plans	11.17	(3.37)	(2.72)	16.19	(10.87)	(41.05)	64.38	
	Payment due against Letter of comfort given	-	-	-	-	-	-	-	
	Fair Value Gain / (Loss) on Equity Instruments Designated as FVTOCI	-	-	-	-	-	104.06	(68.76)	
	(i) Items that will be reclassified to profit or loss								
	Net Gain / (Loss) on Debt Securities FVTOCI	-	-	-	-	-	-	-	
11	Total Comprehensive Income for the period, net of tax (9+10)	(10,575.91)	(1,036.12)	(27,537.48)	(14,595.03)	(32,636.03)	(149,699.71)	(118,460.89)	
	Less - Share of Non Controlling Interest	-	-	-	-	-	(21,347.86)	(13,596.11)	
	Total Comprehensive Income / (loss) (after tax and non controlling interest)	(10,575.91)	(1,036.12)	(27,537.48)	(14,595.03)	(32,636.03)	(128,351.85)	(104,864.78)	
12	Paid-up Equity Share Capital (Face Value of equity share ₹. 10 each)	21,694.27	21,694.27	17,845.52	21,694.27	17,845.52	21,694.27	17,845.52	
13	Reserves/Other Equity (Excluding Revaluation Reserve) as shown in the Audited Balance Sheet of Previous Year	NA	NA	NA	144,221.02	132,989.74	61,610.68	165,807.67	
14	Earnings Per Share ("EPS") before and after extraordinary items of ₹ 10 each fully paid up (not annualised)								
	a) Basic EPS (₹)	(4.88)	(0.48)	(15.43)	(6.93)	(18.28)	(63.32)	(58.56)	
	b) Diluted EPS (₹)	(4.88)	(0.48)	(15.43)	(6.93)	(18.28)	(63.32)	(58.56)	

Notes:

- The Company has adopted Indian Accounting Standards ("IndAS") notified under Section 133 of the Companies Act 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 as amended till date, from April 1, 2018 and the effective date of such transition is April 1, 2017. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued there under and guidelines issued by the Reserve Bank of India ("RBI") (collectively referred to as "the Previous GAAP").
The figures have been presented in accordance with format prescribed for financial statement for Non-Banking Financial Corporations whose financial statement are drawn up in compliance of Company (Indian accounting Accounting) Rule 2015, in division III of notification no GSR 1022 (E) dated October 11, 2018 issued by Ministry of Corporate Affairs, Government of India.
- In terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Statement of Standalone Results for the Quarter and Year ended March 31, 2019 and Consolidated Financial results for quarter Year ended March 31, 2019 of the Company have been reviewed by the Audit Committee on May 22, 2019 and subsequently approved Board of Directors (the "Board") of the Company at its meeting held on May 23, 2019.

3 In accordance with Ind AS 101 — 'First time adoption of Ind AS' reconciliation between standalone financial results, as previously reported under Previous GAAP and Ind AS is as under:

(a) Statement of reconciliation of equity as per previous GAAP and INDAS on date of transition April 1, 2017 and year ended March 31, 2018

Particulars	Standalone		Consolidated	
	As on	Year Ended	As on	Year Ended
	April 01, 2017	March 31, 2018	April 01, 2017	March 31, 2018
Equity as reported under IGAAP	243,840.18	232,821.88	275,338.90	168,464.41
Adjustment due to composite scheme of Arrangement			12,592.26	
Adjustments resulting in increase/(decrease) in profit after tax as reported under Previous GAAP:				
Cumulative non-redeemable preference shares reclassified to financial liabilities under Ind AS	(1,500.00)	(1,500.00)	(1,500.00)	(1,500.00)
Impact of interest expense on cumulative preference shares.	(2,046.76)	(2,436.88)	(2,046.76)	(2,436.88)
Non Cumulative Non-Convertible Redeemable Preference Shares reclassified as financial liabilities under Ind AS	(2,500.00)	(2,500.00)	(2,500.00)	(2,500.00)
Impact of interest expense on non-cumulative preference shares	(154.67)	(446.70)	(154.67)	(446.70)
Expected credit loss provision on receivables of REL (erstwhile RSSL)	(103.52)	(112.87)	14,042.69	28,969.92
Gain/loss on fair valuation of mutual funds, alternative investment funds and venture capital funds	60.45	146.48	797.06	906.62
Impact of notional income for Corporate Guarantee provided	-	3.80	-	-
Financial Liabilities recognised on account of Letter of comfort issued to Group Companies	-	(9,119.00)	-	-
Impairment loss on Investment in subsidiaries, Joint Venture and associates	-	(11,903.96)	-	-
Gain/(loss) on fair valuation of Investment in subsidiaries, Joint Venture's and Associates.	(54,117.50)	(54,117.50)	-	-
Impact of change in accounting for investment in joint venture	-	-	(754.13)	-
Transaction charges, excess interest spread, etc adjustments	-	-	(3,705.54)	(3,633.89)
Interest on NPA	-	-	1,618.16	3,094.79
Change in non controlling interest	-	-	(5,525.85)	(7,717.71)
Deferred Tax Impact on the Ind AS adjustment	-	-	597.20	534.49
Others	(6.88)	-	(68.66)	(81.86)
Equity as reported under INDAS	183,471.30	150,835.26	288,730.66	183,653.19

(b) Statement of reconciliation of Profit / (Loss) as per previous GAAP and INDAS for the quarter ended and year ended March 31, 2018

Particulars	Standalone		Consolidated
	Quarter ended	Year ended	Year ended
	March 31, 2018	March 31, 2018	March 31, 2018
Profit / (Loss) after tax under Previous GAAP	(6,432.86)	(11,018.29)	(119,250.05)
Adjustments resulting in increase/(decrease) in profit / (loss) after tax as reported under Previous GAAP:			
Fair valuation of financial assets at fair value through profit and loss	49.13	86.04	109.58
Impact on application of Expected Credit Loss method for loan loss provisions	28.78	(9.35)	14,927.16
Impact on recognition of financial liabilities at amortised cost by application of Effective Interest Rate method	(170.53)	(682.15)	(682.15)
Actuarial loss on employee defined benefit plan recognised in 'Other comprehensive income'	2.72	10.87	(64.38)
Loss on Fair Value changes Through Profit or loss	(11,903.96)	(11,903.96)	-
Payment against Letter of Comfort given to subsidiaries	(9,119.00)	(9,119.00)	-
Interest Income on NPA	-	-	1,476.63
Impact of change in accounting for investment in joint venture	-	-	754.13
Transaction charges, Excess interest spread, etc Adjustments	-	-	71.65
Change in non controlling interest	-	-	(2,195.86)
Deferred Tax Impact on the Ind AS adjustments	-	-	(62.71)
Others	10.97	10.68	(13.16)
Profit / (loss) after tax as reported under Ind AS	(27,534.76)	(32,625.16)	(104,929.16)
Other Comprehensive income (Net of Tax)	(2.72)	(10.87)	64.38
Total Comprehensive Income as reported under Ind AS	(27,537.48)	(32,636.03)	(104,864.78)

4 Figures of standalone financial results for the quarter ended March 31, 2019 are balancing figures between the audited financial of full years and published year to date figures for the period April 2018 to December 31, 2018 which were subjected to limited review.

5 The previous year/periods previous GAAP figures have been regrouped and reclassified wherever necessary to make comparable with IndAS presentation.

- 6 During the year ended March 31, 2019, the Company had allotted 111,497,914 convertible warrants of ₹. 52.30/- per warrant on April 19, 2018 in accordance to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and as amended thereto. Out of same 38,487,485 warrants were converted into equity shares during the year FY 19 and balance 73,010,429 warrants (partly paid) are remaining for conversion as on date. The Company had fully utilized the funds received from the warrant holders as per the Objects stated in the Explanatory Statement to the Notice dated February 19, 2018 sent to shareholders of the Company. There are no unutilized funds under the same as on March 31, 2019
- 7 In the matter of Daiichi Sankyo Company Limited vs. Malvinder Mohan Singh & Others (Petition O.M.P. (EFA) (COMM) NO. 6 OF 2016), the Interim application having I.A. No. 16727/2018 has been filed by REL disputing its liability as a garnishee came up for hearing on December 7, 2018. REL has not redeemed 15,00,000 preference shares due for redemption on October 31, 2018 (Redemption value of ₹ 4190.28 lakhs) and disputed the liability stating the transaction to be an illegal one. The Hon'ble High Court of Delhi directed REL to file an affidavit disclosing the names of persons who were on its Board of Directors and were managing its affairs when the alleged sham transaction was executed. It also remarked that it expected REL to file a complaint with the concerned Police Station. Accordingly, in compliance thereof, REL has filed an affidavit disclosing names of persons who were on Board of Directors at relevant times and has also filed a criminal complaint on March 22, 2019 with the Economic Offences Wing, Delhi Police against Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Mr. Sunil Godhwani, RHC Holding Private Limited, Oscar Investments Limited, RHC Finance Private Limited and their other associates for various offences under the Indian Penal Code, 1860 including the offences of cheating, criminal breach of trust, criminal misappropriation, forgery, forgery for the purposes of cheating and criminal conspiracy w.r.t transactions relating to issuance and redemption of Preference Shares.
- 8 During the quarter and Year ended March 31, 2019 the Company and the subsidiaries have made the following Investments (including Equity Share Capital/ Preference Share Capital) in subsidiaries, joint ventures and associates:

Sr No	Name of the Company	₹ In Lakhs	
		Quarter ended March 31, 2019	Year ended March 31, 2019
A	Investments in Subsidiaries		
1	Religare Health Insurance Company Limited	-	11,000.31
2	Religare Comtrade Limited*	-	212.67
B	Investment in Joint Venture and Jointly Control Trust		
1	RARC 059 (RHDFC HU) Trust (through Religare Housing Development Finance Corporation Limited)	1,936.81	1,936.81
C	Investment by Subsidiaries		
	Religare Comtrade Limited (through Religare Broking Limited)		4,500.00
	Religare Business Solutions Limited (through Religare Broking Limited)	2.00	2.00
		1,938.81	17,651.79

* Interest receivable on CCD issued by RCTL to REL have been converted into equity shares.

- 9 During the year ended March 31, 2018, non-resident shareholders of Religare Finvest Limited ("RFL"), a subsidiary of the Company, subsequent to exercise of put option for a consideration as per the Option Agreement had filed petitions in the Hon'ble Delhi High Court praying for interim and mandatory relief or give bank guarantees of the said amounts in order to secure their interests. On January 5, 2018 the High Court passed an order stating the RFL shall maintain an unencumbered and not encash fixed deposits with Laxmi Vilas Bank Limited ("LVB"). However, the subject deposit was liquidated by LVB against certain loans disbursed by LVB to third parties, which is under litigation at Hon'ble Delhi High Court. Shareholders have thereafter invoked arbitration. RFL has replied to the said notice invoking arbitration. The next hearing in the case has been scheduled for July 15, 2019. The parties are currently in advance stage of negotiation to resolve this matter. The company is not anticipating any material financial impact of these negotiations on the financial statement.
- 10 (i) Reserve Bank of India ("RBI") vide its letter dated January 18, 2018 has advised Religare Finvest Limited (RFL), a subsidiary of the Company, to adhere to the corrective action plan ("CAP") given by it. The said corrective action plan, inter alia, prohibits RFL from expansion of credit / investment portfolios other than investment in government securities and advises RFL not to pay dividend. In this regard, the RFL is taking the necessary corrective measures as advised by RBI and will seek removal of CAP in the due course.
- (ii) SEBI has passed an ad-interim ex-parte order on October 17, 2018 ("Order") in relation to Fortis Healthcare Limited (FHL) which inter alia includes directions to RFL and other entities covered in the order to repay ₹ 40,300 Lakhs to FHL and not to dispose of or alienate any of the assets or divert any funds except for payment of ₹ 40,300 Lakhs and for meeting business operations without the prior permission of SEBI. RFL has represented to SEBI and denied all the preliminary findings recorded against RFL and further requested SEBI to vacate the directions in the said order till conclusion of the investigation. Furtherance to above, SEBI further issued a confirmatory order dated March 19, 2019. The said order inter-alia continued the debilitating restraints against RFL which were originally contained in the Ex-parte Order dated October 17, 2018. However, RFL has been allowed to function in compliance with the terms of the CAP as stipulated by the Reserve Bank of India (RBI). RFL has further represented to SEBI and denied findings recorded against RFL and requested SEBI to vacate the directions in the said order qua RFL. Additionally, RFL has filed an appeal to Securities Appellate Tribunal (SAT) on April 23, 2019 against the said order seeking relief from SAT in the matter. The appeal is in the process of being listed in due course.
- (iii) In the matter of on going investigation of the Company initiated by SEBI in February 2018, SEBI has passed an interim ex-parte order dated March 14, 2019 read with the Corrigendum dated April 18, 2019. Vide the said order, SEBI has directed as below:
- REL and Religare Finvest Limited ("RFL"), subsidiary company to initiate steps to recall loans amounting to ₹. 231,509 Lakhs extended, directly or indirectly, from RFL to various entities / persons as mentioned in the Order, along with interest within 3 months.
 - Pending completion of investigation and till further orders, the said entities / persons, shall not dispose or alienate any of their assets or divert funds except for meeting expenses of day to today business operations, without prior permission of SEBI.
 - Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh shall not associate themselves with the affairs of the Company and RFL in any manner till further directions from SEBI.
- 11 Axis Bank has filed an original application ("OA") before the DRT-II, Delhi for recovery of approx. ₹ 31,300 lakhs under a facility agreement between Axis Bank and Religare Capital Markets International (Mauritius) Limited ("RCMIML"), which is inter alia secured by security provided by Promoters and Religare Capital Markets Limited. REL has neither provided any security/guarantee in relation to the facility nor has any obligation to repay the dues of RCMIML. REL has been made a party to the proceedings based on a Non-Disposal Undertaking ("NDU"). The DRT has passed an order dated March 21, 2018 directing inter-alia that REL shall not alienate or create any encumbrance in respect of certain assets and its shareholding in any company or business concerns to the extent of claimed amount and enter into any settlement with any creditors without the prior approval of DRT. REL has filed 2 applications on May 8, 2018 for deletion of REL as a party and vacation of the stay order dated March 21, 2018 against REL. Axis Bank has filed the reply. On December 18, 2018 DRT dismissed both the applications. Next Date of hearing in this matter before the DRT is May 28, 2019. REL has filed an appeal before the DRAT against the order dated December 18, 2018 which is listed on August 13, 2019.

- 12 In the matter of Settlement Application filed by the Company with SEBI for the show cause notice dated July 05, 2018 for delay in filing of disclosures in terms of regulation 7(2)(a) of PIT Regulations, 2015 w.r.t. dealing in securities of the Company by Mr. Sunil Godhwani, the settlement terms as requested by the Company have been approved and SEBI vide Settlement Order dated January 17, 2019 and accordingly disposed off the Adjudication Proceedings initiated vide abovementioned show cause notice. The Company has paid ₹ 2 Lakhs as consent fees.
- 13 In November 2018, India Ratings & Research Private Limited has revised the ratings of the Company with respect to Short Term Debt (Commercial Papers), from "IND A3/RWN" to "INDA4+/RWN" and withdrawn the earlier rating of "IND BBB-/RWN" w.r.t. Non-Convertible Debentures (NCDs) (paid in full) Further, in January 2019, existing Long Term Issuer Rating of ("IND BB-") of the Company which was on Rating Watch Negative and Short Term Debt (Commercial Papers) rating of "Ind A4+/RWN" for an amount of ₹ 5000 Lakhs were withdrawn as there were no rated debt instrument outstanding against said ratings.
- 14 M/s. Roto Power Private Limited ("RPPL") filed a winding up petition no. 150/2016 against Religare Support Services Limited ("RSSL"), formerly known as (REL Infrafacilities Limited) on December 17, 2015 alleging recovery of ₹ 72,05,937 (Rupees Seventy Two Lakhs Five Thousand Nine Hundred Thirty Seven Only) which RPPL claims to be due for payment for services provided by it under agreements/arrangement between the RPPL and RSSL. RSSL invoked arbitration against RPPL under a service provider agreement entered into between RPPL and RSSL for an aggregate claim amount of ₹ 109 Lakhs. RSSL got merged into the Company w.e.f Dec 29, 2017 pursuant to Merger Scheme pursuant to which the winding up petition referred to above was being continued against the Company. The matter been settled by the parties by virtue of the settlement agreement dated Feb 11, 2019 and necessary accounting impact has been considered in the statement of the Company.
- 15 In the matter of Application dated January 16, 2019 submitted by the Company with the stock exchanges for the Re-classification of Promoters and Promoters Group into Public Shareholders category, NSE advised the Company to justify the compliance of erstwhile Reg. 31A(6)(i) of SEBI (LODR) Regulations, 2015 in response to our Application filed on January 16, 2019 with the stock exchanges. Accordingly, the Company submitted an Application dated April 15, 2019 with SEBI seeking for an exemption from strict application of one of the conditions mentioned in erstwhile Regulation 31A(6) in relation to re-classification of existing Promoters and Promoters Group of Religare Enterprises Limited to Public Shareholders. The response of SEBI on the application is currently awaited.
- 16 The Board of Directors of the Company in its meeting held on May 23, 2019, approved, subject to requisite approvals, the draft Scheme of Amalgamation ("Scheme") that is designed to simplify the Company's corporate structure. In terms of the Scheme, two (2) directly / indirect wholly owned subsidiaries of Religare Enterprises Limited namely, Religare Comtrade Limited and Religare Insurance Limited will merge with/into Religare Enterprises Limited subject to terms and conditions as provided in the Scheme. RCTL has net loss of ₹ 1961.09 Lacs during the year ended March 31, 2019 and Companies liabilities exceeds the total assets by ₹ 10,118.71 Lakhs. However, Religare Enterprises Limited (Holding Company) has given letter of comfort for the payment of liabilities and same has also been considered in the financials of the Company.
- 17 The Company although has equity share in RCML, however in the present scenario controlling through voting rights is not there with the Company. Beside this, in terms of the tripartite agreement between the Company, Religare Capital Markets Limited ("RCML", a subsidiary of the Company) and RHC Holding Private Limited ("RHCPL"), severe long term restrictions and significant restrictive covenants on major decision making at RCML have been imposed by the holder of the preference shares. Accordingly in view of the above, the financial statements of RCML and its subsidiaries have been excluded from the consolidated financial statements of the Company w.e.f. October 01, 2011, in accordance with applicable accounting standards. The Company has already provided fully for the entire investment made by it into RCML in previous years.
- 18 Disclosure of standalone assets and liabilities as per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as at March 31, 2019:

Particulars		₹ In Lakhs			
		Standalone		Consolidated	
		Year ended 31-03-2019 (Audited)	Year ended 31-03-2018 (Audited)	Year ended 31-03-2019 (Audited)	Year ended 31-03-2018 (Audited)
A	Assets				
1	Financial assets				
	(a) Cash and cash equivalents	344.51	38.31	17,303.43	50,768.06
	(b) Other bank balances	4.40	52.41	112,002.81	123,701.44
	(c) Receivables	-	-	-	-
	- Trade Receivables	-	-	34,630.13	30,751.97
	- Other Receivables	-	-	164.41	300.90
	(d) Loans	-	275.60	505,554.75	913,136.54
	(e) Investments	211,209.41	212,147.35	143,775.10	119,717.08
	(f) Other financial assets	2,344.01	859.73	19,885.61	18,189.64
	Sub-total- Financial assets	213,902.34	213,373.40	833,316.24	1,256,565.63
2	Non-financial assets				
	(a) Inventories	-	-	9.67	4.05
	(b) Tax assets (net)	5,472.11	8,773.49	32,758.96	30,641.37
	(c) Deferred tax assets (net)	173.56	171.59	52,384.39	51,694.28
	(d) Property, plant and equipment	108.64	142.63	2,857.17	2,640.27
	(e) Goodwill	-	-	972.04	972.04
	(f) Intangible assets	39.04	85.86	4,448.50	4,355.67
	(g) Capital Work-in-Progress	-	-	67.50	-
	(h) Intangible Assets Under Development	-	-	1,318.75	1,118.59
	(i) Other Non Financial Assets	1,503.01	1,732.48	29,668.88	38,249.95
	Sub-total- Non-financial assets	7,295.36	10,906.05	124,485.86	129,676.22
	Total Assets	221,198.70	224,279.45	957,802.10	1,386,241.85

B	Liabilities and equity				
	Liabilities				
1	Financial liabilities				
	(a) Trade payables				
	Total outstanding dues to micro enterprises and small enterprises	-	-	32.84	-
	Total outstanding dues to creditors other than micro enterprises and small enterprises	1,003.35	1,099.42	26,161.44	23,697.01
	(b) Other payables				
	Total outstanding dues to micro enterprises and small enterprises	-	-	-	-
	Total outstanding dues to creditors other than micro enterprises and small enterprises	-	-	14,053.94	14,065.34
	(b) Debt Securities	-	2,966.47	-	44,535.37
	(c) Borrowings (Other than debt securities)	38,058.73	51,855.63	615,132.16	892,951.74
	(d) Subordinated Liabilities	-	-	57,000.00	57,000.00
	(e) Other financial liabilities	16,029.14	17,377.07	58,907.98	62,389.48
	Sub-total- Financial liabilities	55,091.23	73,298.59	771,288.36	1,094,638.94
2	Non-financial liabilities				
	(a) Provisions	68.85	97.39	1,514.90	1,460.92
	(b) Other non-financial liabilities	123.33	48.21	79,774.97	64,645.70
	Sub-total- Non Financial liabilities	192.18	145.60	81,289.87	66,106.62
3	Equity				
	(a) Equity Share Capital	21,694.27	17,845.52	21,694.27	17,845.52
	(b) Other equity	144,221.02	132,989.74	61,610.68	165,807.67
	(c) Non Controlling Interest	-	-	21,918.92	41,843.10
	Sub-total- Equity	165,915.29	150,835.27	105,223.87	225,496.29
	Non Controlling Interest	-	-	-	-
	Total Liabilities and Equity	221,198.70	224,279.45	957,802.10	1,385,241.85

19 Audited Segment-wise Revenue, Results , Assets and Liabilities for quarter and Year ended March 31, 2019

S. No.	Particulars	Standalone Results						Consolidated Results	
		Quarter Ended			Year Ended			Year Ended	
		March 31, 2019	Dec 31, 2018	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	
1	SEGMENT REVENUE								
	(a) Investment and Financing Activities	18.53	93.50	236.91	473.70	2,767.63	91,786.93	158,336.15	
	(b) Support Services	537.03	784.93	645.79	2,335.12	3,674.71	-	-	
	(c) Broking Related Activities	-	-	-	-	-	22,832.68	32,083.97	
	(d) Financial Advisory Services	-	-	-	-	-	116.03	673.57	
	(e) E-Governance	-	-	-	-	-	2,404.57	3,189.59	
	(f) Insurance	-	-	-	-	-	122,246.97	78,120.91	
	(g) Unallocated	(2.69)	344.58	496.56	707.75	747.10	1,309.17	1,639.89	
	Total	552.86	1,223.01	1,379.25	3,516.57	7,189.44	240,696.35	274,044.09	
	Less : Inter-Segment Revenue	-	-	-	-	-	(524.53)	(502.31)	
	Income from Operations	552.86	1,223.01	1,379.25	3,516.57	7,189.44	240,171.82	273,541.78	
2	SEGMENT RESULTS								
	Profit/ (Loss) Before Tax from Segment								
	(a) Investment and Financing Activities	(10,441.73)	(1,175.24)	(23,579.67)	(14,580.98)	(29,869.83)	(150,698.85)	(141,114.98)	
	(b) Support Services	(142.66)	(202.09)	(5,166.36)	(737.99)	(4,217.13)	-	-	
	(c) Broking Related Activities	-	-	-	-	-	(2,881.87)	63.41	
	(d) Financial Advisory Services	-	-	-	-	-	(8.37)	28.33	
	(e) E-Governance	-	-	-	-	-	597.30	883.63	
	(f) Insurance	-	-	-	-	-	5,682.30	(1,135.25)	
	(g) Unallocated	(2.69)	344.58	496.56	707.75	747.10	(2,923.45)	556.46	
	Total	(10,587.08)	(1,032.75)	(28,249.47)	(14,611.23)	(33,339.86)	(150,232.93)	(140,718.40)	
	Less : Interest Expense						120.29	16.87	
	Tax Expense						(258.16)	(22,684.22)	
	Other Comprehensive Income						395.34	(409.79)	
	Total Profit / (Loss) Before Tax	(10,587.08)	(1,032.75)	(28,249.47)	(14,611.23)	(33,339.86)	(149,699.71)	(118,460.87)	

3	SEGMENT ASSETS							
	(a) Investment and Financing Activities	211,703.63	233,743.09	213,219.42	211,703.63	213,219.42	635,221.55	1,113,841.61
	(b) Support Services	2,436.27	2,681.37	1,121.42	2,436.27	1,121.42	-	-
	(c) Broking Related Activities	-	-	-	-	-	68,642.47	85,779.44
	(d) Financial Advisory Services	-	-	-	-	-	182.36	198.37
	(e) E-Governance	-	-	-	-	-	-	1,509.56
	(f) Insurance	-	-	-	-	-	156,916.70	109,923.95
	(g) Unallocated	7,058.80	7,071.28	9,938.61	7,058.80	9,938.61	96,839.03	74,988.89
	Total Segment Assets	221,198.69	243,495.74	224,279.45	221,198.69	224,279.45	957,802.11	1,386,241.82
4	SEGMENT LIABILITIES							
	(a) Investment and Financing Activities	51,882.92	51,680.31	68,693.43	51,882.92	68,693.43	689,579.24	1,043,380.86
	(b) Support Services	3,277.16	3,280.62	4,702.55	3,277.16	4,702.55	-	-
	(c) Broking Related Activities	-	-	-	-	-	63,144.16	71,062.56
	(d) Financial Advisory Services	-	-	-	-	-	89.27	258.73
	(e) E-Governance	-	-	-	-	-	115.11	1,497.24
	(f) Insurance	-	-	-	-	-	116,800.27	84,749.30
	(g) Unallocated	123.33	139.65	48.21	123.33	48.21	4,769.10	1,639.97
	Total Segment Liabilities	55,283.40	55,100.58	73,444.19	55,283.40	73,444.19	874,497.15	1,202,588.65

The group has reported segment information as per INDAS 108 "Operating Segment" read with SEBI circular July 5, 2016. The identification of segment is in consistent with performance assessment and resource allocation by management

- 20 The Capital to risk weighted assets ratio (CRAR) of RFL as on March 31, 2019 is below the prescribed limit. RFL has an exposure of ₹ 203,670.00 Lacs as per financials as at March 31, 2019 towards the Corporate Loan Book. RBI has raised concerns in the past about the credit worthiness of the borrowers, credit appraisal and loan sanctioning mechanism followed by RFL in respect of this book. The management of RFL has reviewed the portfolio and the financial reports of the borrowers to determine the recoverability of the said loans. Based on the maturity dates of the loans, recovery steps instituted and the financial reports of the borrowers, RFL had, on a prudent basis, made full provision of ₹ 203,670 Lacs as at March 31, 2019 against this portfolio.

A law firm of repute was appointed to undertake a detailed diligence on this loan book and the said diligence has been completed. Insolvency proceedings have been initiated before the NCLT Delhi and Kolkata against the Borrowers forming a part of the Corporate Loan Book. The Insolvency Petitions filed before the NCLT New Delhi were listed on March 27, 2019 for addressing arguments for the admission of petitions. Arguments were heard at length on the said date and the Hon'ble NCLT was pleased to reserve its order and requested the counsels for all the parties to file their written submissions. Order Reserved for admission but the Proceedings are stayed by Supreme Court vide order 05.04.2019. Based on the due diligence report and the replies filed by the borrowers before the NCLT, RFL had also filed a criminal complaint before the EOW, Delhi, on which a F.I.R. no. 50/2019 has been registered and is under investigation. Whereas, the insolvency petition titled as "Religare Finvest Limited vs. Bharat Road Network Limited" filed before the NCLT, Kolkata was listed for admission hearing on March 29, 2019. The corporate debtor / borrower was granted last opportunity to file its reply within 3 days and rejoinder to be filed by RFL within 7 days thereafter. The matter got listed on May 17, 2019 but due to strike the matter was not heard and re-notified for July 18, 2019. During the year ended March 31, 2019, there is no movement in this portfolio.

- 21 (i) During the year ended March 31, 2016, there were certain assignment of loans by RFL to Strategic Credit Capital Private Limited ('SCCP') and during the year ended March 31, 2017, the amounts recoverable from SCCPL and Perpetual Credit Services Private Limited ('Perpetual') aggregating to ₹ 79,367.20 lakhs were written off by RFL and various legal proceedings were initiated by the parties against each other. During the year ended March 31, 2018 RFL entered into a settlement agreement with the counterparties pursuant to which the various cases against each other at various courts and tribunals were withdrawn on consent terms, however RFL retained its right to recover the amounts due from SCCPL and Perpetual. Despite the settlement agreement SCCPL has filed suits against RFL at various forums. SCCPL and its associate companies have filed a suit before the Hon'ble District Court Saket seeking various reliefs including specific performance of part of the Settlement Agreement entered into between RFL and the Petitioners in July 2017, and also seeking discharge of their obligations under the Settlement Agreement. The petitioners are seeking discharge of their obligations under the Agreement. RFL has filed applications seeking following:
- Rejection of plaint
 - Extension of time for filing written statement.
 - For examination of documents and seeking responses to questions.

(ii) Strategic Credit Capital Private Ltd. (SCCP) & Participation Finance & Holdings (India) Pvt. Ltd. (PFH) have filed a commercial civil suit before Hon'ble Delhi High Court against Lakshmi Vilas Bank (LVB), wherein they have arrayed RFL and other entities as party. SCCPL and PFH are seeking various reliefs in the petition against LVB and amongst other relief, a direction against RFL's fixed deposits placed with LVB. RFL has filed its written statement in the matter. No orders have been passed in this matter with regard to the fixed deposits. An interim order dated February 22, 2018 passed to maintain status quo regarding the trademark as described in the Schedule of the Deed of Assignment. RFL has filed application for rejection of plaint under order-VII Rule-11 and application u/s 340 Cr.p.c against SCCPL for filing fabricated indemnification cum release agreement. Loancore Servicing Solutions Pvt. Ltd. has filed an application seeking substitution in place of Plaintiffs. Next date of hearing is July 16, 2019 for addressing arguments on all pending applications.

- 22 (i) RFL had filed a suit for recovery of amounts misappropriated by the Lakshmi Vilas Bank ("LVB") placed as Fixed Deposits with it on May 31, 2018 before the Hon'ble Delhi High Court. The Hon'ble High Court was pleased to pass Interim Orders directing that status quo be maintained in respect of RFL's current account maintained with LVB.
(ii) It is pertinent to mention here that LVB has sought to delay the adjudication of the interim reliefs and the suit for recovery sought by RFL by filing multiple applications, all of which have been kept in abeyance by the Hon'ble Court till such time RFL's applications for Interim reliefs are disposed of. The pleadings in the matter are now complete, in as much as LVB has filed a reply to RFL's suit and RFL has filed its rejoinder to the same. LVB has further filed a sur rejoinder to the rejoinder filed by RFL. Strategic Credit Capital Private Limited and Participation Finance have filed applications to be impleaded in the matter, which are yet to be adjudicated on by the Hon'ble Court. The case has been fixed for arguments on interim applications filed by RFL for various dates since July 19, 2018 till March 11, 2019. On March 11, 2019 arguments were addressed at length by the counsel of Plaintiff. The Hon'ble Court was pleased to reserve order on the interim application on April 12, 2019. No further date has been given by the Court.
(iii) RFL has not created any additional Deferred Tax Assets during the current year and continuing same from Mar 31, 2018.
- 23 During the year, Religare Housing Development Finance Corporation Limited (RHDFCL) has entered into a transaction with RARC 059 (RHDFCL) Trust (special purpose vehicle) wherein it has sold GNPA of ₹ 3038.13 lakhs for a value of ₹ 2278.60 lakhs. The transaction has been carried out in compliance with the applicable RBI norms for securitization and the Trust has issued security receipts (SR) in the ratio of 85:15 i.e. of ₹1936.81 lakhs to RHDFCL and ₹ 341.79 lakhs to Reliance ARC Limited. The transaction is concluded within the RBI purview and RHDFCL has obtained true sale opinion for concluding the transaction. Accordingly, RHDFCL has derecognized the NPA loan receivables and has recognized security receipts as investments in the books of accounts RHDFCL shall recognize profit/loss on the Security Receipts based on the evaluation by independent rating agency as stipulated under RBI Regulation. Under INDAS, the security receipts issued by the trust would full-fill the criteria for a financial asset and has been recognized in its books.
- 24 The management of Religare Advisors Limited (RAL) subsidiary of the Company, had taken a decision to not to carry on any commercial operations from March 31, 2017 in RAL. Accordingly the financial statements of RAL have not been prepared under the going concern assumption and all assets and liabilities have been stated at their net realizable values. Adjustments relating to the recoverability and classification of recorded asset amount or to classification of liabilities that may be necessary have been made based on Management's assessment of the same.

Place: Delhi
Date : May 23, 2019



For and on behalf of the Board of Directors

Vijayalakshmi Rajaram Iyer
Director

S S KOTHARI MEHTA
& COMPANY
CHARTERED ACCOUNTANTS

Independent Auditors' Report on the Financial Results of Religare Enterprises Limited pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
Religare Enterprises Limited

1. We have audited the accompanying statement of Standalone Financial Results of **Religare Enterprises Limited** (the "Company"), for the quarter and year ended March 31, 2019 (the "Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by CIR/CFD/FAC/62/2016 dated 5th July, 2016 ("the circular"). Attention is drawn to note 4 to the statement which states that the figures for the quarter ended March 31, 2019 as reported in these statement are the balancing figures between audited figures in respect of the full financial year and the published year to date figures for the period April 1, 2018 to December 31, 2018 which were only reviewed and not subjected to audit.

These Statement, are based on the financial statements for the year ended March 31, 2019 prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (IND AS) specified under Sec 133 of the Companies Act 2013(the 'Act') and published year to date figures for the period April 1, 2018 to December 31, 2018 prepared in accordance with the recognition and measurement principals laid down in Ind AS 34 'Interim Financial Reporting' specified under Section 133 of the Act, and SEBI Circular CIR/CFD/FAC/62/2016 dated 5th July, 2016, which are the responsibility of the Company's management.

Our responsibility is to express an opinion on the statement based on our audit of the financial statements for the year ended March 31, 2019 and our review of financial results for the nine-month ended December 31, 2018.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

Basis for Qualified Opinion

3. Attention is invited to note no.7 of the statement of the company relating to pending REL's application with Hon'ble High Court of Delhi for staying the redemption of 1,500,000 non-convertible preference shares of the Company held by Oscar Investments Limited, Promoter's Group Company and due on 31st Oct. 2018 with an approx. redemption value of Rs. 4,190.28 lakhs. Pending the outcome of the application, we are unable to comment the likely implication on the statements.



**SS KOTHARI MEHTA
& COMPANY**
CHARTERED ACCOUNTANTS

Emphasis of Matter

4. Attention is invited to note no -11 of the statement of the company with respect to the appeal filed with Hon'ble Debt Recovery Appellate Tribunal against dismissal of application filed by the company for vacation of stay dated Mar 21, 2018 qua the company and deletion of Company's name from the legal proceedings between Axis Bank & Religare Capital Markets International (Mauritius) Limited (i.e RCMIML) wherein the company had issued the non-disposal undertaking(i.e NDU) with respect to the shares of RHICL for a standby letter of credit facility availed by RCMIML from Axis Bank (claimed amount of Rs 31,293 lacs). The management has represented that it has been legally advised that the said NDU does not contemplate any payment/ repayment obligations on the company in case of any default on the part of RCMIML. We have relied on the representation of the management.

Our report is not qualified on this matter.

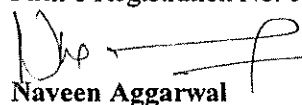
Qualified Opinion

5. Based on our audit, *except for the effects of the qualifications described in paragraph 3 above*, in our opinion and to the best of our information and according to the explanations given to us, this statement is presented in accordance with the requirements of the Regulation; and gives a true and fair view in conformity with the aforesaid Ind AS and other accounting principles generally accepted in India of the net loss (including other comprehensive income) and other financial information of the Company for the year ended March 31, 2019.

For **S. S. Kothari Mehta & Company**

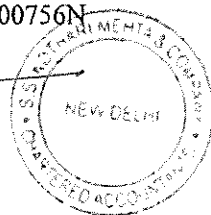
Chartered Accountants

Firm's Registration No. 000756N


Naveen Aggarwal

Partner

Membership No.: 094380



Place: New Delhi

Dated: May 23, 2019

SS KOTHARI MEHTA
& COMPANY
CHARTERED ACCOUNTANTS

Independent Auditors' Report on the Consolidated Financial Results of Religare Enterprises Limited pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

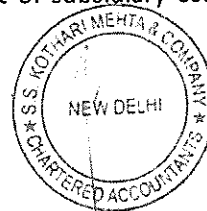
To
Board of Directors of
Religare Enterprises Limited

1. We have audited the accompanying consolidated financial results of Religare Enterprises Limited (herein after referred to as "the Holding Company"), its subsidiaries and its jointly controlled entity (the Holding Company ,its subsidiary and Jointly controlled entity together referred to as "the Group") for year ended March 31, 2019 ("the statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Regulation") read with Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular').
2. These consolidated financial results have been prepared on the basis of the audited annual consolidated financial statements, which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated financial statements, which have been prepared in accordance with the recognition and measurement principles laid down as per Indian accounting standards (Ind AS) mandated under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder as applicable and other accounting principles generally accepted in India.
3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

Basis for Qualified Opinion

4. Attention is invited to note no.7 of the statement of the company relating to pending REL's application with Hon'ble High Court of Delhi for staying the redemption of 1,500,000 non-convertible preference shares of the Company held by Oscar Investments Limited, Promoter's Group Company and due on 31st Oct. 2018 with an approx. redemption value of Rs. 4,190.28 lakhs. Pending the outcome of the application, we are unable to comment the likely implication on the statements.

The Basis of Qualification given in Auditors Report of subsidiary companies is reproduced here under:



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Religare Finvest Limited

5. We refer to -

- (i) Our modified audit report dated May 30, 2018 (first audit carried out by us) on accounts for the financial year ended March 31, 2018 and;
- (ii) Our subsequent report to Ministry of Company Affairs under section 143(12) (wherein we also stated that we do not have access to the intermediate borrowing companies) and;
- (iii) The subsequent forensic report summarized in SEBI order dated March 14, 2019:

and in the above context, we state as under:

- (a) Adjustment of fixed deposits of Rs. 79,145 lakhs (excluding Rs. 2,703.39 lakhs interest accrued & due till the date of original maturity i.e. July 20, 2018) with and by the Lakshmi Villas Bank (LVB) against the loans given to promoter group companies in the previous year continued to be under litigation at Hon'ble High Court for declaration and recovery. Pending disposal of the case, we are unable to comment on the status of recoverability and classification of the reported balance. Refer Note no. 22(i) of the Statement.
- (b) (i) Loans given to certain companies appearing in Corporate Loan Book (CLB portfolio) aggregating to Rs. 203,670 lakhs as on March 31, 2019 (substantially these loans were given upto the period March 31, 2017, when we were not the auditors. Loans, so provided including given in financial year ending March 31, 2018 have been reported by us under section 143(12) of the Companies Act, 2013 as referred in point 3(ii) above) {expected credit loss (ECL) fully provided for; no further loans have been given during the financial year ended on March 31, 2019} and proceedings launched by the company (RFL) against these companies continued to be under Insolvency and Bankruptcy Code (IBC) before the Hon'ble NCLT Delhi. Most of these proceedings are stayed by the Hon'ble Supreme Court in its order dated April 5, 2019 in case of M/s Daiichi Sankyo Company Limited Versus Oscar Investments Limited & Ors. Refer Note no.20 of the Statement.

(ii) Further, the company (RFL) has subscribed to Non-Convertible Debentures of a corporate entity of Rs. 20,000 lakhs in December 2016 (Impairment of Rs. 13,004.70 lakhs considered till March 31, 2019) and extended loan of Rs 5,000 lakhs (ECL fully provided) to one of the corporate. Due to default in making repayment of NCD/loan to the Company, it has filed the cases against both the parties under Insolvency and Bankruptcy Code (IBC) before the Hon'ble NCLT Kolkata. Refer Note no.20 of the Statement.

Considering the pending decision of Hon'ble Supreme Court of India, Hon'ble NCLT Delhi and Hon'ble NCLT, Kolkata, we are unable to comment on adequacy of provision, any additional financial and legal implications on the financial statements of the company.

6. During the year, some of the lenders have increased interest rates mainly due to downgrade in External Credit rating (ECR) of the Company (RFL) . The Company has protested for such increase in the interest rate and has not serviced increased interest rate. Further, Company



**S S KOTHARI MEHTA
& COMPANY**
CHARTERED ACCOUNTANTS

has not made the provision of increased amount of Interest amounting to Rs. 2,898.47 lakhs, but the Company shown the same as contingent liability in the financial statement. As informed, company is in the process of getting approval from respective banks for restoring the original interest rates. Had the provision of the same is made in the books of accounts than losses for the year would have increased by Rs. 2,898.47 lakhs.

Religare Housing Development Finance Corporation Limited (RHDFC)

7. We draw attention to note 23 to the statement in relation to transaction with RARC 059 (RHDFC HL) Trust (special purpose vehicle) wherein GNPA of Rs. 3038.13 lakhs were sold for a value of Rs. 2278.60 lakhs & Trust has issued security receipts (SR) in the ratio of 85:15. As informed by company (RHDFC), based on the legal opinion obtained it was a true sale. Considering that Company has de-recognized NPA loan receivables and has recognized security receipts as investments in the books of accounts. As per Ind AS-109, derecognition of financial assets shall take place only if substantial risk and reward has been transferred. However, in the referred transaction of security receipts, the company may remain exposed to substantial risk of return.

Had these NPA loan receivables not been derecognized classification of loans into investments would not have changed and profit for the year would have decreased by Rs. 96.78 lakhs.

8. During the year ended March 31, 2019, some of the lenders have increased interest rates mainly due to downgrade in External Credit rating (ECR) . The Company (RHDFC) has protested for such increase in the interest rate and has not serviced increased interest rate. Further, Company has not made the provision of increased amount of Interest amounting to Rs. 228.90 lakhs, but the Company shown the same as contingent liability in the financial statement. As informed, company is in the process of getting approval from respective banks for restoring the original interest rates. Had the provision of the same been made in the books of accounts, then profit for the year would decrease by Rs. 228.90 Lakhs.

Emphasis of Matter

9. Attention is invited to note no -11 to the statement of the company with respect to the appeal filed with Hon'ble Debt Recovery Appellate Tribunal against dismissal of application filed by the company for vacation of stay dated Mar 21, 2018 qua the company and deletion of Company's name from the legal proceedings between Axis Bank & Religare Capital Markets International (Mauritius) Limited (i.e RCMIML) wherein the company had issued the non -disposal undertaking(i.e NDU) with respect to the shares of RHICL for a standby letter of credit facility availed by RCMIML from Axis Bank (claimed amount of Rs 31,293 lacs). The management has represented that it has been legally advised that the said NDU does not contemplate any payment/ repayment obligations on the company in case of any default on the part of RCMIML. We have relied on the representation of the management.
10. Attention is invited to note no 17 to the statement in relation to non-consolidation of financials of Religare Capital Markets Limited, subsidiary of the Company, based on management assessment of non-existence of control through voting rights and existence of significant restrictive covenants on major decision making at RCML have been imposed by



S S KOTHARI MEHTA
& COMPANY

CHARTERED ACCOUNTANTS

the holder of the preference shares, we have relied on the management representation.

The Emphasis of Matter given in Auditors Report of subsidiary companies is reproduced here under:

Religare Finvest Limited (RFL)

11. We refer to our modified audit report dated May 30, 2018 on audited annual accounts for the financial year ending on March 31, 2018, the Company (RFL) is still pursuing appropriate legal remedies to recover the amounts due from Strategic Credit Capital Private Limited ('SCCPL') and Perpetual Credit Services Private Limited ('Perpetual') aggregating to Rs. 79,367.20 Lakhs (fully provided for in the financial year ending March 31, 2017) and expect that there will not be any obligation on the Company out of these cases. Refer Note no 22(ii) of the Statement.
12. The Company (RFL) continued to carry Deferred Tax Assets amounting to Rs. 49,315.69 Lakh as at March 31, 2019 considering the availability of future taxable profit against which the deductible temporary differences and unused tax losses can be utilized. We have relied on the management's assessment. Refer Note no. 22 (iii) of the Statement.

Religare Comtrade Limited (RCTL)

13. The accounts of the Company (RCTL) have been prepared on going concern basis considering the letter of comfort from its holding Company, Religare Enterprises Limited. Refer Note no. 16 of the Statement.
14. The nature of operations of the Company may qualify under the definition of Non-Banking Finance Company (i.e NBFC) in accordance with requirements of Reserve Bank of India Act, 1934 and related regulations. However, the Company (RCTL) is not required to be registered as NBFC based on legal opinion obtained by the company.

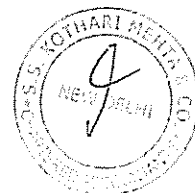
Religare Advisors Limited (Formerly known as Religare Wealth Management Limited)

15. We draw attention to the note no 24 to the statement regarding preparation of accounts of Religare Wealth Management Limited (i.e RWML), indirect subsidiary of the Company on realizable value basis in the financial year 2018-19 in view of no commercial operations for the last two previous financial years.

Our opinion is not modified on these matters.

Qualified Opinion

16. Based on our audit, *except for the effects of the qualifications described in paragraph 5 to 8*, in our opinion and to the best of our information and according to the explanations given to us these consolidated year to date statement:



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CHARTERED ACCOUNTANTS

(i) Include the financial results for the year ended March 31, 2019, of the following entities:-

a) **List of Subsidiary**

Religare Global Asset Management Inc. (RGAM Inc)
Religare Credit Advisors Pvt. Limited (RCAL)
Religare Comtrade Limited (RCTL)
Religare Commodities Limited (RCML)
Religare Broking Limited (RBL)
Religare Advisors Ltd. (formerly known as Religare Wealth Management Limited) (RAL)
Religare Business Solutions Limited (RBSL)
Religare Housing Development Finance Corporation Limited (RHDFCL)
Religare Insurance Limited (RIL)
Religare Health Insurance Company Limited. (RHICL)
Religare Finvest Limited (RFL)

b) **Jointly controlled entity**

IBOF Investment Management Private Limited

(ii) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular in this regards; and

(iii) gives a true and fair view in conformity with the aforesaid Ind AS and other accounting principles generally accepted in India of the net loss (including other comprehensive income) and other financial information of the Company for the year ended March 31, 2019.

17. Other Matters

a) We did not audit the financial statement of one Subsidiary Company (including subsidiaries incorporated outside India) whose financial statement reflect total assets of Rs. 64.46 Lakhs as at March 31, 2019, total revenue of Rs. 161.43 Lakhs, net cash outflows amounting to Rs. 12.85 Lakhs, profit after Tax of Rs. 152.01 Lakhs and total comprehensive income of Rs. 152.01 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the management our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary are based solely on the certificate furnished by the management.

b) We did not audit the financial statement of three Subsidiary Companies whose financial statement reflect total assets of Rs. 1,56,911.84 Lakhs as at March 31, 2019, total revenue of Rs. 1,22,250.56 Lakhs, net cash out flows amounting to Rs. 103.96 Lakhs, Profit after Tax of Rs. 5,833.94 Lakhs and total comprehensive income of Rs.6,132.43 Lakhs for the year ended on that date, as considered in the consolidated financial



S. S. KOTHARI MEHTA
CHARTERED ACCOUNTANTS

statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the

consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries are based solely on the report of the other auditors.

- c) Consolidated Financial statement includes group share of net Loss after Tax of Rs. 8.96 Lakhs for the year ended March 31, 2019 in respect of one jointly controlled entity, as considered in the consolidated financial statements. These financial statements are audited by other auditors whose report have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this Jointly controlled entity is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of the above matters with respect to reliance on the work done and the reports of the other auditors and financial statement certified by the management.

For **S. S. Kothari Mehta & Company**
Chartered Accountants
Firm's Registration No. 000756N

Naveen Aggarwal
Partner
Membership No.: 094380

Place: New Delhi
Dated: May 23, 2019

Religare Enterprises Limited
Regd. Office : 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi -110019

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019 on
Standalone Financial Results
[See Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016

(Amount in Rs.)				
I	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total Income	NA	NA
	2	Total Expenditure	NA	NA
	3	Net Profit/(Loss)	NA	NA
	4	Earnings Per Share	NA	NA
	5	Total Assets	NA	NA
	6	Total Liabilities	NA	NA
	7	Net Worth	NA	NA
	8	Any other financial item(s) (as felt appropriate by the management)	NA	NA
II(a)	<p>Audit Qualification (each audit qualification separately):</p> <p>a. Details of Audit Qualification:</p> <p>Pending REL's application with Hon'ble High Court of Delhi for staying the redemption of 1,500,000 non-convertible preference shares of the Company held by Oscar Investments Limited, Promoter's Group Company and due on 31st Oct. 2018 with an approx. redemption value of Rs. 4,190.28 lakhs. Pending the outcome of the application, we are unable to comment the likely implication on the statements.</p> <p>b. Type of Audit Qualification : Qualified Opinion</p> <p>c. Frequency of qualification: First Time</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: The Auditors have not quantified the impact of the Qualified Opinion</p> <p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: NA</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: The Company has not redeemed 15,00,000 preference shares due for redemption on October 31, 2018 (Redemption value of Rs 4,190.28 lakhs) and disputed the liability stating the transaction to be a illegal one by filing the interim application having I.A. No. 16727/2018 in the matter of Daiichi Sankyo Company Limited vs. Malvinder Mohan Singh & Others (Petition O.M.P. (EFA) (COMM) NO. 6 OF 2016). The Company has already accounted for the redemption value of Rs. 4,190.28 lakhs in its financial statements. Since the matter is sub-judice, the management can not determine the amount of any additional liability at this point of time, if any, which may arise due to non-redemption of said preference shares.</p>			

(iii) Auditors' Comments on (i) or (ii) above: The Auditors are of the view that pending disposal of the application filed by the Company, we are unable to comment on the likely implication on the financial statements in addition to Rs. 4,190.28 lakhs which has already been accounted for by the Company in its financial statements. .


III


Signatories:


For S. S. Kothari Mehta & Co.
Chartered Accountants
Firm Registration No.:000756N



For Religare Enterprises Limited


Naveen Aggarwal
Partner
Membership No.094380


Milind Narendra Patel
Group CEO


Gurvinder Juneja
CFO


Vijayalakshmi Rajaram Iyer
Audit Committee Chairperson

Place :- New Delhi
Date :- May 23, 2019

Annexure C

Religare Enterprises Limited
Regd. Office : 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi -110019

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019 on Consolidated Financial Results

[See Regulation 33 of the SEBI (LODR) (Amendment) Regulations, 2016]

(Amount in Rs. in Lakhs)

I	S. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total Income	240,608.21	240,608.21
	2	Total Expenditure	390,307.91	393,532.06
	3	Net Profit/(Loss)	(149,699.71)	(152,923.86)
	4	Non Controlling Interest	(21,347.86)	(21,845.73)
	5	Profit attributable to owner	(128,351.85)	(131,078.13)
	6	Earnings Per Share	(63.32)	(64.66)
	7	Total Assets	957,802.10	957,802.10
	8	Total Liabilities	874,497.14	877,721.29
	9	Net Worth	83,304.96	80,080.81
	10	Any other financial item(s) (as felt appropriate by the management)	N.A.	N.A.
II(a)	<p>Religare Finvest Limited (RFL)</p> <p>a. Details of Audit Qualification:</p> <p>Adjustment of fixed deposits of Rs. 79,145 lakhs (excluding Rs. 2,703.39 lakhs interest accrued & due till the date of original maturity i.e. July 20, 2018) with and by the Lakshmi Villas Bank (LVB) against the loans given to promoter group companies in the previous year continued to be under litigation at Hon'ble High Court for declaration and recovery. Pending disposal of the case, we are unable to comment on the status of recoverability and classification of the reported balance.</p> <p>b. Type of Audit Qualification : Qualified Opinion</p> <p>c. Frequency of qualification: Repetitive - Continue since March'18</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: The Auditors have not quantified the impact of the Qualified Opinion</p> <p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification:</p> <p>(i) RFL had filed a suit for recovery of amounts misappropriated by the Lakshmi Vilas Bank ("LVB") placed as Fixed Deposits with it on May 31, 2018 before the Hon'ble Delhi High Court. The Hon'ble High Court was pleased to pass interim Orders directing that status quo be maintained in respect of RFL's current account maintained with LVB.</p> <p>(ii) It is pertinent to mention here that LVB has sought to delay the adjudication of the interim reliefs and the suit for recovery sought by RFL by filing multiple applications, all of which have been kept in abeyance by the Hon'ble Court till such time RFL's applications for interim reliefs</p>			

are disposed of. The pleadings in the matter are now complete, in as much as LVB has filed a reply to RFL's suit and RFL has filed its rejoinder to the same. LVB has further filed a sur rejoinder to the rejoinder filed by RFL. Strategic Credit Capital Private Limited and Participation Finance have filed applications to be impleaded in the matter, which are yet to be adjudicated on by the Hon'ble Court. The case has been fixed for arguments on interim applications filed by RFL for various dates since July 19, 2018 till March 11, 2019. On March 11, 2019 arguments were addressed at length by the counsel of Plaintiff. The Hon'ble Court was pleased to reserve order on the interim application on April 12, 2019. No further date has been given by the Court.

(ii) If management is unable to estimate the impact, reasons for the same: NA

(iii) Auditors' Comments on (i) or (ii) above: The Auditors are of the view that pending disposal of the case, we are unable to comment on the status and classification.

Religare Finvest Limited (RFL)

a. Details of Audit Qualification:

(i) Loans given to certain companies appearing in Corporate Loan Book (CLB portfolio) aggregating to Rs. 203,670 lakhs as on March 31, 2019 (substantially these loans were given upto the period March 31, 2017, when we were not the auditors. Loans, so provided including given in financial year ending March 31, 2018 have been reported by us under section 143(12) of the Companies Act, 2013 as referred in point 3(ii) above) {expected credit loss (ECL) fully provided for; no further loans have been given during the financial year ended on March 31, 2019} and proceedings launched by the company (RFL) against these companies continued to be under Insolvency and Bankruptcy Code (IBC) before the Hon'ble NCLT Delhi. Most of these proceedings are stayed by the Hon'ble Supreme Court in its order dated April 5, 2019 in case of M/s Daiichi Sankyo Company Limited Versus Oscar Investments Limited & Ors. Refer Note no. 8 of the Statement.

(ii) Further, the company (RFL) has subscribed to Non-Convertible Debentures of a corporate entity of Rs. 20,000 lakhs in December 2016 (Impairment of Rs. 13,004.70 lakhs considered till March 31, 2019) and extended loan of Rs 5,000 lakhs (ECL fully provided) to one of the corporate. Due to default in making repayment of NCD/loan to the Company, it has filed the cases against both the parties under Insolvency and Bankruptcy Code (IBC) before the Hon'ble NCLT Kolkata.

Considering the pending decision of Hon'ble Supreme Court of India, Hon'ble NCLT Delhi and Hon'ble NCLT, Kolkata, we are unable to comment on adequacy of provision, any additional financial and legal implications on the financial statements of the company.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification: Repetitive - Continue since March'17

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: The Auditors have not quantified the impact of the Qualified Opinion

e. For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification:

The Company has an exposure of Rs 203,670.00 Lacs as per financials as at March 31, 2019 towards the Corporate Loan Book. RBI has raised concerns in the past about the credit worthiness of the borrowers, credit appraisal and loan sanctioning mechanism followed by the company in respect of this book. The management has reviewed the portfolio and the financial

	<p>reports of the borrowers to determine the recoverability of the said loans. Based on the maturity dates of the loans, recovery steps instituted and the financial reports of the borrowers, the Company had, on a prudent basis, made full provision of Rs. 203,670 Lacs as at March 31, 2019 against this portfolio.</p> <p>A law firm of repute was appointed to undertake a detailed diligence on this loan book and the said diligence has been completed. Insolvency proceedings have been initiated before the NCLT Delhi and Kolkata against the Borrowers forming a part of the Corporate Loan Book. The Insolvency Petitions filed before the NCLT New Delhi were listed on March 27, 2019 for addressing arguments for the admission of petitions.</p> <p>Arguments were heard at length on the said date and the Hon'ble NCLT was pleased to reserve its order and requested the counsels for all the parties to file their written submissions. Order Reserved for admission but the Proceedings are stayed by Supreme Court vide order 05.04.2019. Based on the due diligence report and the replies filed by the borrowers before the NCLT, RFL had also filed a criminal complaint before the EOW, Delhi, on which a F.I.R. no. 50/2019 has been registered and is under investigation.</p> <p>Whereas, the insolvency petition titled as "Religare Finvest Limited vs. Bharat Road Network Limited" filed before the NCLT, Kolkata was listed for admission hearing on March 29, 2019. The corporate debtor / borrower was granted last opportunity to file its reply within 3 days and rejoinder to be filed by RFL within 7 days thereafter. The matter got listed on May 17, 2019 but due to strike the matter was not heard and re-notified for July 18, 2019.</p> <p>During the year ended March 31, 2019, there is no movement in this portfolio.</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: NA</p> <p>(iii) Auditors' Comments on (i) or (ii) above: The Auditors are of the view that considering the pending decision of Hon'ble Supreme Court of India and Hon'ble NCLT Delhi and Kolkata, we are unable to comment on adequacy of provision, any additional financial and legal implications on the financial statements of the company.</p>
	<p><u>Religare Finvest Limited (RFL)</u></p> <p>i. Details of Audit Qualification:</p> <p>During the year, some of the lenders have increased interest rates mainly due to downgrade in External Credit rating (ECR) of the Company (RFL). The Company has protested for such increase in the interest rate and has not serviced increased interest rate. Further, Company has not made the provision of increased amount of Interest amounting to Rs. 2,898.47 lakhs, but the company shown the same as contingent liability in the financial statement. As informed, company is in the process of getting approval from respective banks for restoring the original interest rates. Had the provision of the same is made in the books of accounts than losses for the year would have increased by Rs. 2,898.47 Lakhs.</p> <p>ii. Type of Audit Qualification : Qualified Opinion</p> <p>iii. Frequency of qualification: First time</p> <p>iv. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</p> <p>The company has raised the concern and is perusing with the banks for restoring the contractual Rate of Interest. Company has not made the provision of increased amount of Interest amounting to</p>

	<p>Rs. 2,898.47 lakhs, but the Company has shown the same as contingent liability in the financial statements.</p> <p>v. For Audit Qualification(s) where the impact is not quantified by the auditor: Not applicable</p> <p>(i) Management's estimation on the impact of audit qualification: NA</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: NA</p> <p>(iii) Auditors' Comments on (i) or (ii) above: NA</p>
<p>II (b)</p>	<p><u>Religare Housing Development Finance Corporation Limited (RHDFC)</u></p> <p>i. Details of Audit Qualification:</p> <p>In relation to transaction with RARC 059 (RHDFC HL) Trust (special purpose vehicle) wherein GNPA of Rs. 3038.13 lakhs were sold for a value of Rs. 2278.60 lakhs & Trust has issued security receipts (SR) in the ratio of 85:15. As informed by company (RHDFC), based on the legal opinion obtained it was a true sale. Considering that Company has derecognised NPA loan receivables and has recognized security receipts as investments in the books of accounts. As per Ind AS-109, derecognition of financial assets shall take place only if substantial risk and reward has been transferred. However, in the referred transaction of security receipts, the company (RHDFC) may remain exposed to substantial risk of return.</p> <p>Had these NPA loan receivables not been derecognized classification of loans into investments would not have changed and profit for the year would have decreased by Rs. 96.78 lakhs.</p> <p>ii. Type of Audit Qualification : Qualified Opinion</p> <p>iii. Frequency of qualification: First time</p> <p>iv. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:</p> <p>The sale of GNPA to Reliance ARC is concluded within the RBI purview and the Company has obtained true sale opinion for concluding the transaction. Accordingly, the Company has derecognized the NPA loan receivables and has recognized security receipts as investments in the books of accounts The Company shall recognize profit/loss on the Security Receipts based on the evaluation by independent rating agency as stipulated under RBI Regulation. Under INDAS, the security receipts issued by the trust would full-fill the criteria for a financial asset and has been recognized it in its books.</p> <p>v. For Audit Qualification(s) where the impact is not quantified by the auditor: Not applicable</p> <p>(i) Management's estimation on the impact of audit qualification: NA</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: NA</p> <p>(iii) Auditors' Comments on (i) or (ii) above: NA</p>

Religare Housing Development Finance Corporation Limited (RHDFC)

i. Details of Audit Qualification:

During the year, some of the lenders have increased interest rates mainly due to downgrade in External Credit rating (ECR) of the Company. The Company (RHDFC) has protested for such increase in the interest rate and has not serviced increased interest rate. Further, Company has not made the provision of increased amount of Interest amounting to Rs. 228.90 lakhs, but the Company has shown the same as contingent liability in the financial statements. As informed, company is in the process of getting approval from respective banks for restoring the original interest rates. Had the provision of the same been made in the books of accounts, then profit for the year would decrease by Rs. 228.90 Lakhs.

ii. Type of Audit Qualification : Qualified Opinion

iii. Frequency of qualification: First time

iv. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

In previous year because of rating downgrade lenders has arbitrarily increased the interest rate and the company(RHDFCL) has requested for the reversal of such increase in rates. Banks have placed the company request to the appropriate authority for such reversal . Therefore, the company has not recognized as interest expenses and shown as contingent liability.

v. For Audit Qualification(s) where the impact is not quantified by the auditor: Not applicable

1. Management's estimation on the impact of audit qualification: NA
2. If management is unable to estimate the impact, reasons for the same: NA
3. Auditors' Comments on (i) or (ii) above: NA


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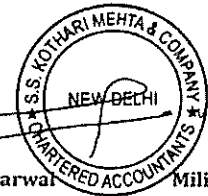
Signatories:


For S. S. Kothari Mehta & Co.
Chartered Accountants
Firm Registration No.:000756N




For Religare Enterprises Limited


Naveen Aggarwal
Partner
Membership No.094380




Milind Narendra Patel
Group CEO


Gurvinder Juneja
CFO


Vijayalakshmi Rajaram Iyer
Audit Committee Chairperson

Place :- New Delhi
Date :- May 23, 2019

Clause	Requirement	Disclosure
1.2 (a)	Name of the entities forming part of the merger details in brief such as size, turnover etc. <i>(as on March 31, 2019)</i>	<p>Transferee Company</p> <p>Religare Enterprises Limited ("REL") Turnover 3,516.57 lacs Size (Total Assets): 221,198.70 lacs</p> <p>Transferor Company No. 1</p> <p>Religare Comtrade Limited Turnover: 1,503.28 lacs Size(Total Assets): 11,250.58 lacs</p> <p>Transferor Company No 2</p> <p>Religare Insurance Limited Turnover: Nil lacs Size (Total Assets): 0.11 lacs</p> <p>Transferor Company No.1 and Transferor Company No. 2 are hereby collectively referred as Transferor Companies.</p>
1.2 (b)	Whether transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"?	<p>Yes, the merger is between REL and its related parties. Further, as per sub-regulation 5 (b) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, transactions entered into between a holding company and its wholly owned subsidiaries, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval would not require approval for any related party transaction(s) from audit committee and shareholders.</p> <p>Hence, the proposed Scheme does not fall within the purview of related party transaction and therefore prior approval from Audit committee and shareholders is not applicable.</p>
1.2 (c)	Area of business of entity(ies)	<p>Religare Enterprises Limited</p> <p>Transferee Company offers an integrated suite of financial services through its underlying subsidiaries and operating entities, including loan to SMEs, Affordable Housing Finance, Health Insurance and Retail Broking.</p> <p>Religare Comtrade Limited</p> <p>Transferee Company No. 1 was incorporated to carry on the business of as a trader/dealer in gold, silver, bullion, precious or semi-precious stones, precious metals, agri commodities etc. and trading in securities directly or indirectly in or outside India. As on the date of this Scheme, no operations are carried on by the Transferor Company No. 1.</p> <p>Religare Insurance Limited</p> <p>Transferor Company No. 2 was incorporated to carry on the business to establish, organize, manage, promote, encourage, provide, conduct, sponsor, subsidize, operate, develop, design, market, underwrite, and commercialize health insurance and assurance in all permissible ways including but not limited to travel insurance, critical illness and</p>

		personal accident insurance and all such business or liability as the Insurance Regulatory and Development Authority of India (IRDA) may permit from time to time under the applicable regulations. As on the date of this Scheme, no operations are carried on by Transferor Company No. 2.
1.2 (d)	Rationale for amalgamation/merger	<ul style="list-style-type: none"> No active business has been carried on by the Transferor Company No. 1 and Transferor Company No. 2. Further, as on date, all liabilities owed by the Transferor Company No. 1 and Transferor Company No. 2 are payable to the group entities which are ultimately consolidated into the Transferee Company. Considering the present economic environment, consolidation of the said entities is envisaged through this Scheme The Scheme will also result in simplification of holding structure, thereby resulting in reduction in multiplicity of legal and regulatory compliances, reduction of costs and pooling of common resources. The Scheme will also facilitate the Transferee Company to meet obligations of the Transferor Company No. 1 and Transferor Company No. 2.
1.2 (e)	In case of cash consideration – amount or otherwise share exchange ratio.	There would be no issue of shares by REL to the shareholders of Transferor Companies because the entire paid up share capital of the Transferor Companies (directly or indirectly) is held by REL. Upon scheme being approved by National Company Law Tribunal, the shares of Transferor Companies shall stand extinguished/cancelled.
1.2 (f)	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in shareholding pattern of REL pursuant to the Scheme becoming effective as no shares will be issued by REL pursuant to the Scheme.