RELIGARE
Values that bind

RELIGARE ENTERPRISES LIMITED

ANNUAL REPORT 2020-2021

Values that steer us ahead

Passion

To demonstrate tremendous energy and enthusiasm at all times and act entrepreneurially to achieve organizational objective.

Innovation

To constantly challenge the status quo and to look beyond mundane ways of working and think out of the box.

Ambition

To think big: Aspire to achieve seemingly impossible and to set highest standards of performance.

Diligence

To make constant and earnest efforts to accomplish whatever is undertaken and to adhere to defined processes and systems.

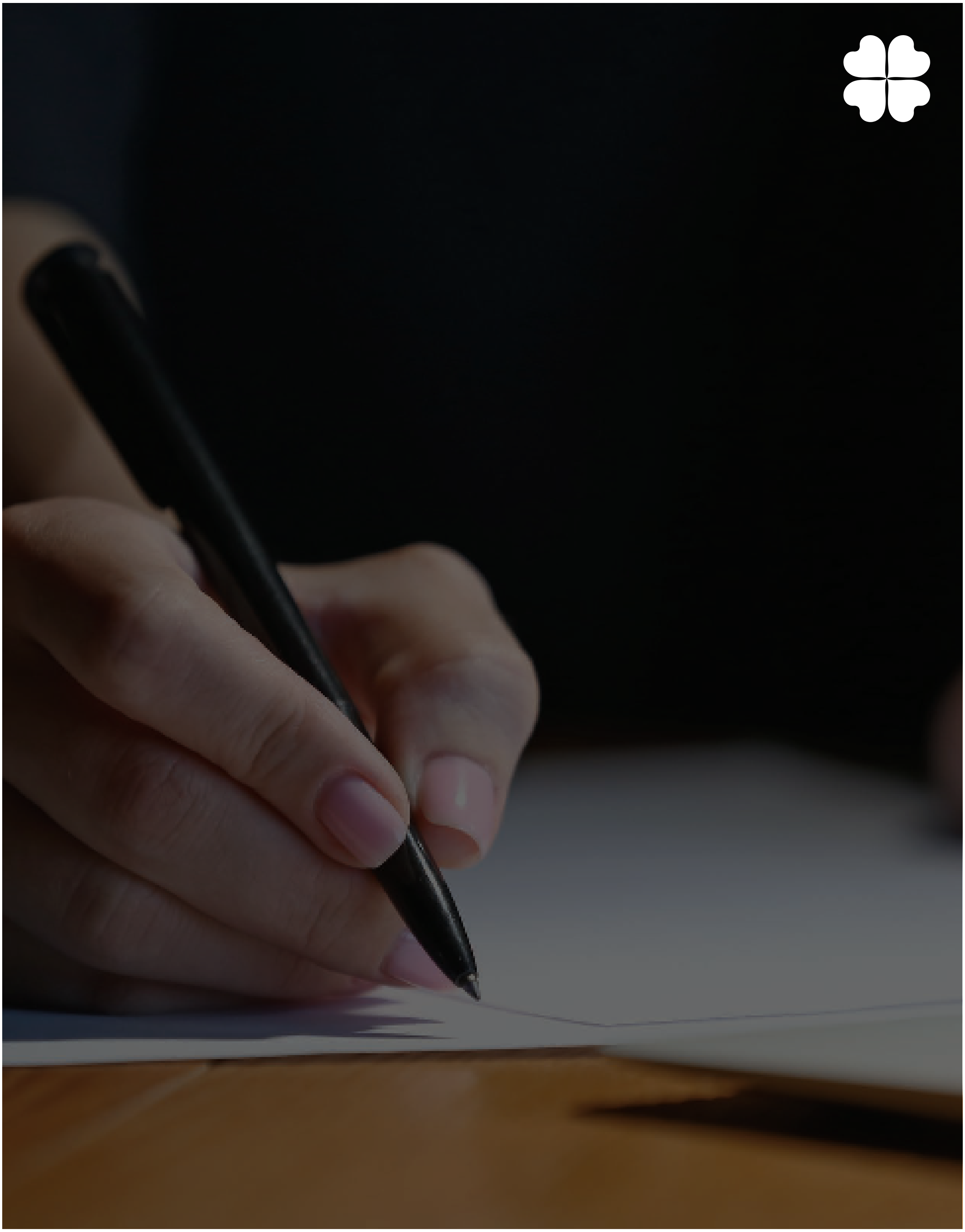
Team Work

To build relationships to ensure collaboration and integration across business groups / boundaries and to act to build a positive spirit, morale and co-operation within and across teams, take action to resolve team conflict.

Contents

COMPANY INFORMATION

BOARD OF DIRECTORS	:	Dr. Rashmi Saluja *(Executive Chairperson)*
		Mr. Siddharth Dinesh Mehta *(Non-Executive Non-Independent Vice-Chairperson)*
		Ms. Vijayalakshmi Rajaram Iyer *(Independent Director)*
		Mr. Malay Kumar Sinha *(Independent Director)*
		Dr. Vijay Shankar Madan *(Independent Director)*
		Mr. Hamid Ahmed *(Independent Director)*
GROUP CHIEF FINANCIAL OFFICER	:	Mr. Nitin Aggarwal
COMPANY SECRETARY	:	Ms. Reena Jayara
REGISTERED OFFICE	:	1st Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi - 110001
CIN NO	:	L74899DL1984PLC146935
Phone	:	+91-11-4002 1400
Fax No.	:	+91-11-4002 1401
E-mail	:	investorservices@religare.com
Website	:	www.religare.com
BANKERS TO THE COMPANY	:	HDFC Bank Limited
		Axis Bank Limited
AUDITORS	:	**M/s. S.P. Chopra & Co., New Delhi** (Statutory Auditors w.e.f. August 12, 2021)
		M/s. S.S. Kothari Mehta & Co., New Delhi (Statutory Auditors till August 12, 2021)
REGISTRAR & SHARE TRANSFER AGENT	:	**KFin Technologies Private Limited** *(formerly known as Karvy Fintech Private Limited)* Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032



MESSAGE FROM THE CHAIRPERSON'S DESK

Dear Shareholders,

The year gone by had been phenomenal in terms of achievement of critical business and financial milestones by the Company and its subsidiaries. All our businesses made remarkable progress to achieve scale and profitability and the lending business is striving towards its revival and growth. The new Board and Management at Religare Enterprises Limited (REL) have been working with focused energy and intent to revive and grow different businesses of your Company. The Company is ensuring that all our businesses are built around the strong pillars of impeccable corporate governance, sound business models, adequate growth capital and fair & honest value system and culture.

I am happy to report that in line with our guidance last year, our Retail Broking business turned profitable in FY21, achieving a PAT of Rs 10.5 crore in FY21 in comparison to PAT loss of Rs 21.4 crore in FY20. Religare Broking Limited (RBL), a 100% subsidiary of REL, is now fast scaling up new clients additions and trading volumes. We have infused additional equity of Rs 50 crore in RBL in August 2021 to further invest in Products, Technology and other areas for achieving accelerated and profitable growth for Broking Business. The Company views Retail Broking space as an important area of growth and aspires RBL to reclaim its glory of top 10 brokers in the country.

Our Insurance subsidiary, Care Health Insurance Limited (CHIL), in which REL holds 70.7% equity stake as on March 31, 2021, achieved highest Gross Written Premium (GWP) of Rs 2,588 crore in FY21 and more than 30% growth in GWP in the Retail segment. (GWP achieved in FY20 was Rs 2,409 crore which included a One-time Premium of Rs 413 crore under Ayushman Bharat scheme of a particular state). CHIL which commenced business in 2012 is one of the fastest growing insurance company in India with a profitable track record of last 3 years. The PAT for FY21 for CHIL was Rs 102 crore in comparison to PAT of Rs 66 crore in FY20. CHIL also raised primary equity capital of more than Rs 300 crore in FY21 and had healthy Solvency Ratio of 2.45 as on March 31, 2021. CHIL now has a network presence at 1,200+ locations across country with 158 branches and 16,000+ hospitals and healthcare centres empaneled for cashless claims.

The MSME lending NBFC and wholly owned subsidiary of REL, Religare Finvest Limited (RFL), has taken several important actions during the year, to correct its asset liability mismatch and resume normal business operations. RFL has repaid more than Rs 6,890 crore to its lenders since January 2018 to March 31, 2021. RFL is working with its lenders on a revised Debt Restructuring Plan (DRP) under which Religare Enterprises Limited shall be continuing as the promoter of RFL. The Company has already raised requisite funds via preferential issue to infuse the necessary capital in RFL to meet the one of the pre-condition of the proposed DRP. We are confident of receiving the final approval to the proposed DRP and RFL to be able to restart business in Q3FY22.

Your Company's affordable Housing Finance business is under Religare Housing Development Finance Corporation Limited (RHDFCL), a step down subsidiary of REL in which REL holds 87.5% equity stake. RHDFCL has 26 branches with a diversified geographical presence. The average ticket size for the home loans given by RHDFCL is around Rs 11.4 lakh and 97% of its funding to is to retail borrowers. RHDFCL envisions itself to be a future ready company and hence it aims to maximize digitization in its processes. RHDFCL is forming alliance/tie-ups with Banks and Financial Institutions to widen its borrowing & lending bases. In FY22, RHDFCL plans to accelerate its disbursement activity and achieve strong loan book growth. Your company is working to ensure that RHDFCL achieves its potential of exponential growth in affordable housing space, as structurally affordable housing is in sweet spot in India's growth story.

I am also delighted to highlight that in July 2021, your Company raised Rs. 570 crore of growth capital from some existing shareholders/new investors by way of a Preferential Issue. The Company plans to invest majority of these funds in its subsidiaries, towards growth and revival of various businesses including Rs 411 crore of fund infusion in Religare Finvest Limited (RFL) as part of its proposed Debt Resolution Plan.

Last but not the least, on the application of your Company, dated July 31, 2020, your Company received approval of both the stock exchanges viz. National Stock Exchange of India Limited (NSEL) and Bombay Stock Exchange Limited (BSEL) on June 11, 2021 and June 12, 2021 respectively for re-classification of erstwhile Promoters & Promoter Group into public category. Pursuant to the Re-classification of erstwhile Promoters / Promoters Group as public shareholders, the REL has now become a ***"Listed entity with no Promoters"***.

As I reflect back on above developments, it gives me more confidence to reassure that the Board and Management at Religare is committed to maximize the stakeholder and shareholder returns, following ethical & best business practices. I once again express my sincere thanks to all shareholders for supporting the Company in all its efforts.

Stay safe and stay healthy.

With Best Regards,
Dr. Rashmi Saluja
Executive Chairperson


INSURE

OUR BUSINESSES

Religare Group Structure and Business Model

Religare Enterprises Limited ('REL' or 'Company') is a Core Investment Company (CIC) registered with the Reserve Bank of India (RBI). REL is also the listed holding company for the subsidiaries conducting diversified financial services businesses of the group. The four key financial services businesses undertaken through its subsidiaries are as following:

- ✓ **Insurance (Health) -** Care Health Insurance Limited (CHIL)
- ✓ **SME Finance NBFC -** Religare Finvest Limited (RFL)
- ✓ **Housing Finance (Affordable) -** Religare Housing Development Finance Corporation Limited (RHDFCL)
- ✓ **Retail Broking -**Religare Broking Limited (RBL)

All these Religare Group (REL & subsidiaries) businesses have independent management teams to conduct their day-to-day operations. REL supports its subsidiaries by providing requisite Growth Capital, Board Oversight & Governance, Brand Equity, Strategic Advisory & Consulting and need based Corporate Services (Legal, Technology, HR, etc.). The Religare Group has access to a wide reach of customers – 1 million+ policy holders in insurance business, 1 million+ broking customers, more than 26k+ customer served through MSME finance & 10k+ customers contacts in affordable housing finance. As on March 31, 2021 Group has overall employee base of more 11,000 professionals servicing diversified set of customers and Group has reach to around 1,000+ locations around India.

A. Insurance (Health & Travel) - Care Health Insurance Limited (CHIL)

CHIL, 70.7 % held by REL, ranks number 2 in terms of GDP amongst the Stand Alone Health Insurance Companies (SAHI). CHIL commenced business in 2012 and has a network presence at 1,200+ locations across country with 158 branches and 16,000+ hospitals and healthcare centres empaneled for cashless claims. It has a product bouquet of 25 products encompassing group, travel, fixed benefit and indemnity categories to serve varied customer needs. CHIL has a differentiated service offering for corporate businesses, like wellness programs & preventive health check-up, thereby helping in negotiating higher premiums & improves customer stickiness. It follows a multi-channel distribution strategy through agency, brokers, corporate agents, online and bancassurance and its major focus is on retail and SME customers. CHIL continued to invest in Digital properties for its customers, partners and its employees.

B. SME Finance NBFC - Religare Finvest Limited (RFL)

Religare Finvest Limited (RFL), is a wholly owned subsidiary of REL registered with RBI as a non-deposit taking, systemically important Non-Banking Financial Company (NBFC-ND-SI). RFL's business is focused on providing debt capital to Small & Medium Enterprises (SMEs) to enable them to enhance their productive capacity and throughput. It is amongst the first NBFCs in India to focus on this segment, having started the business in 2008 and by 2016, RFL had grown to build a peak business book of over Rs 16,000 crore to become one of the largest SME financing platforms in India. Currently, RFL has an employee base of over 300 and it has 19 branches pan India. RFL's product offerings comprise of:

a) **SME-Secured:** RFL's SME-Secured product enables its customers to obtain loans against their residential or commercial property. Loans offered under this product may be utilized towards different purposes including business expansion and purchase of plant and machinery.

b) **SME-Unsecured:** This product caters to working capital and other financial requirements of small and medium enterprises, self-employed businessmen and professionals. Loans are granted after an in-depth and detailed financial analysis and credit underwriting of the clients.

c) **Short Term Trade Finance:** This product empowers our customers to bridge their short term financial gaps. Our short term trade finance gives freedom to SMEs to avail financing against purchase payables.

C. Housing Finance - Religare Housing Development Finance Corporation Limited (RHDFCL)

Religare Housing Development Finance Corporation Limited (RHDFCL), a step down subsidiary of REL in which REL holds 87.5% equity stake through RFL, offers residential collateral backed mortgage loans for home purchase, construction, extension & renovation along with loan against residential property to customers both formal & informal income segment essentially belonging to the low & medium income groups. RHDFCL is registered Housing Finance Company (Non-deposit taking) with a SARFAESI License. RHDFCL operates through 26 branches and has a diversified geographical presence across Delhi NCR, Rajasthan, Maharashtra, Gujarat, Madhya Pradesh, Tamil Nadu, Karnataka, Telangana and Andhra Pradesh. RHDFCL has remained profitable in each year of its operations since it became a part of the Religare group in year 2009.

D. Retail Broking -Religare Broking Limited (RBL)

✓ **Retail Broking:** The Retail Broking business is primarily undertaken by Religare Broking Limited (RBL), a wholly owned subsidiary of REL. RBL provides trading capabilities across all product segments – cash equities, equity derivatives, commodities, currency derivatives, and mutual funds; on all major stock and commodities exchanges in India. RBL has more than 900 points of presence spanning 400+ towns and cities across the length and breadth of India and it services more than 1 million unique customers. RBL's distribution strategy entails a judicious combination of its own branches and a strong network of sub-brokers and franchisees that help extend RBL's presence and make the Religare brand visible in the far corners of India. RBL provides multi-platform options for trading such as Branch, Web, mobile App, Call & Trade to enhance customer convenience and ease. The Retail Broking business also has Bancinvest partnerships with various banks like Andhra Bank, Bank of Maharashtra, Corporation Bank, IndusInd Bank Limited, Karur Vysya Bank Limited, South Indian Bank Limited, UCO Bank and Union Bank of India etc.

✓ **Ancillary Services:** RBL is also a TIN (Tax Information Network) and PAN (Income Tax Permanent Account Number) facilitation partner of NSDL and offers services relating to PAN, TAN (Tax Deduction and Collection Account Number), and filing of TDS/TCS (Tax Deduction at Source/Tax Collection at Source) returns at select branches, to help its customers fulfill their major financial services needs under a single roof. RBL is also empaneled with E-mudra as Registering Authority/ Agent for issuance of Digital Signature Certificate and is an AMFI registered mutual fund distributor. RBL is also registered as Point of Presence (POP) with Pension Fund Regulatory Development Authority ('PFRDA') under PFRDA Point of Presence Regulations, 2015 and with Insurance Regulation & Development Authority as a composite corporate agent to distribute insurance products.

BOARD OF DIRECTORS

DR. RASHMI SALUJA
EXECUTIVE CHAIRPERSON

Dr. Rashmi Saluja is a doctor and an entrepreneur. She is an MBBS, MD, LLB, PhD & MBA (Finance) by qualification. Dr. Saluja has administrative experience of more than 25 years, setting up institutions and being involved in social and charitable activities. As Executive Chairperson of Religare Enterprises Limited, Chairperson cum Managing Director of Religare Finvest Limited and Non-Executive Chairperson of Care Health Insurance Limited (formerly Religare Health Insurance Company Limited) Religare Housing Development Finance Corporation Limited and Religare Broking Limited, subsidiary companies, Dr. Saluja has been leading the revival of the organisation from the front, through challenging times, to build a strong and integrated financial services group.

MR. SIDDHARTH DINESH MEHTA
VICE CHAIRPERSON (NON –EXECUTIVE & NON-INDEPENDENT)

Mr. Siddharth Mehta is the Founder and CIO of Bay Capital Partners, an India focussed investment firm. In a career spanning 21 years, he has gathered extensive experience as a fund manager working closely with global institutional investors and managing and advising on their Indian investments. In 2006, he founded his own investment house, Bay Capital Partners, which has grown to become a significant investor in the long-term structural growth of India.

A keen observer of financial trends in both India and world over, helps his deep understanding of economic and geo-political policies and impact on the Indian market, he has a particular interest in companies that benefit from the Indian growth story. His experience and expertise means he is often asked to provide insight-led analysis on Indian markets. UK-educated, Mr. Siddharth Mehta holds a bachelor’s degree in Business Management and Finance from King’s College, University of London.

MS. VIJAYALAKSHMI RAJARAM IYER
INDEPENDENT DIRECTOR

Ms. Vijayalakshmi Rajaram Iyer joined Insurance Regulatory and Development Authority of India (IRDAI) as Member (Finance & Investments) on June 15, 2015 on a two year engagement till May 2017.

Prior to joining IRDAI, Mrs. Iyer was the Chairperson and Managing Director of Bank of India which is among the top Nationalized Banks of the country. She has powered the Bank ahead in various areas of business and control. The Bank has seen quantum growth in business during her tenure and the Bank turned out to be a leader in the PSU banking space.

She started her career in Union Bank of India in December 1975. She has rich and varied exposure to branch banking, having headed very large branches in Mumbai. She was instrumental for setting up the Risk Management Department in 2000, inter alia, putting in place various Risk Policies, developing Risk measures and structuring the reporting framework. In 2006-2007, she was responsible for bringing all the branches of Union Bank on a single Core Banking platform and later on went to head both the IT and Risk Management Verticals of the Bank, as its General Manager. She was also instrumental in the Bank expanding to Hong Kong, China and Dubai.

In September 2010, Ms. Iyer was elevated as Executive Director of Central Bank of India. During her tenure in Central Bank, she oversaw Credit, HR, IT, Treasury, Risk Management, Credit Monitoring and Audit & Inspection. She also spearheaded implementation of Core Banking in that Bank, as well as rolling out Alternate Delivery Channels and other initiatives on the Technology front.

MR. MALAY KUMAR SINHA

INDEPENDENT DIRECTOR

Mr. Malay Kumar Sinha has done his B.A. (Hons) and M.A. from Delhi University in Humanities and M. Phil from Madras University in Strategic Studies.

He started his career as an Executive in TISCO, Jamshedpur and in 1981 joined the Indian Police Service. After serving in UP Police and IB, MHA, in different capacities, both in India and abroad, he worked as Joint Secretary in the Ministry of External Affairs and finally as Secretary Security, Cabinet Secretariat, Rashtrapati Bhawan, from where he superannuated in September 2016.

He is an alumnus of FBI National Academy, Quantico, Virginia, USA and National Defence College, New Delhi. As Joint Secretary in the MEA he had led the evacuation of Indians in Bengazi area from the sea during the war in Libya in 2011. He has been a keen sportsperson and was Secretary of All India Police Sports Control Board for several years. He is a recipient of Police Medal for Meritorious Service and President's Police Medal for Distinguished Service.

DR. VIJAY SHANKAR MADAN

INDEPENDENT DIRECTOR

Dr. Vijay Shankar Madan is an alumnus of the Maulana Azad Medical College, University of Delhi. He joined the Indian Administrative Service (IAS) in 1981 and served for 35 years during which period he held a number of senior positions in the Government of Goa; Government of NCT of Delhi; and, the Central Government. He also worked briefly as an Officer in the Punjab National Bank before joining the IAS. His international experience includes representing India on the Council of ICAO (Montreal) and later as the Chief, Economic Policy (Air Transport Bureau) of ICAO.

Dr. Madan served as the Director General of UIDAI (Aadhaar) during the period 2013-15, and was subsequently posted as the Secretary, Land Resources, Government of India from which post he retired in August 2016. He has served on the Boards of Directors of several Government companies, including most recently, M/s Bharat Electronics Limited (2017-20).

MR. HAMID AHMED

INDEPENDENT DIRECTOR

Mr. Hamid Ahmed born in New Delhi, India in 1977 did schooling from St. Columba's School New Delhi. In 1998 completed B.A. (Eco.) from Delhi University.

He took over as the Chief Executive Officer (CEO) of Hamdard Laboratories India (HLI) in 2016, holding reins of the organization he joined in 2000. He started his career as a director in 2000 after getting his M.B.A. from London, U.K. He was appointed as a director by his grandfather and the founder of Hamdard Mr. Hakeem Abdul Hameed in 1995.

With his dynamic spirit and leadership abilities, he soon became the CEO of HLI, a professional with valuable experience to steer the company ahead in its growth plans. Spanning a career of over 20 years' experience, he has travelled widely across India and abroad and handled diverse portfolios that have helped him understand the dynamics of AYUSH and Food Industry trends in the market. He is well-versed in the intricacies of India's regional diversities and consumer needs.

He is holding the position of Hon'ble Chancellor in Jamia Hamdard, CEO - Hamdard Laboratories India (Foods Div.), Secretary – Hamdard National Foundation India (HECA), Gen. Secretary – Business and Employment Bureau and President – Unani Drugs Manufacturers Association (UDMA).

AWARDS & RECOGNITION

Awards & Recognitions

Care Health Insurance Limited (formerly Religare Health Insurance Company Limited) : 'B Silver Award for Best Search Marketing Campaign at IAMAI 11th India Digital Summit and Awards.

Care Health Insurance Limited (formerly Religare Health Insurance Company Limited) : 'Best SEO/SEM Campaign at Afaqs DIGIES Digital Awards, 2021

Religare Commodities Limited : 'Krishi Pragati Award 2021

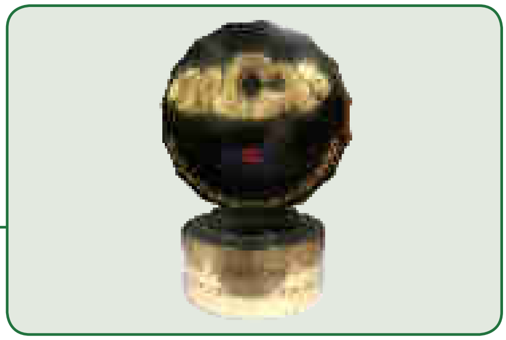
Religare Health Insurance Co. Ltd. : 'Health Insurance Category Award' – FICCI Healthcare Excellence Awards 2018

Religare Health Insurance Co. Ltd. : 'Best Health Insurance Company of the Year' – Emerging Asia Insurance Awards 2019

Religare Health Insurance Co. Ltd. : ‘Best Claims Service Provider of the Year’ – Insurance India Summit & Awards 2018

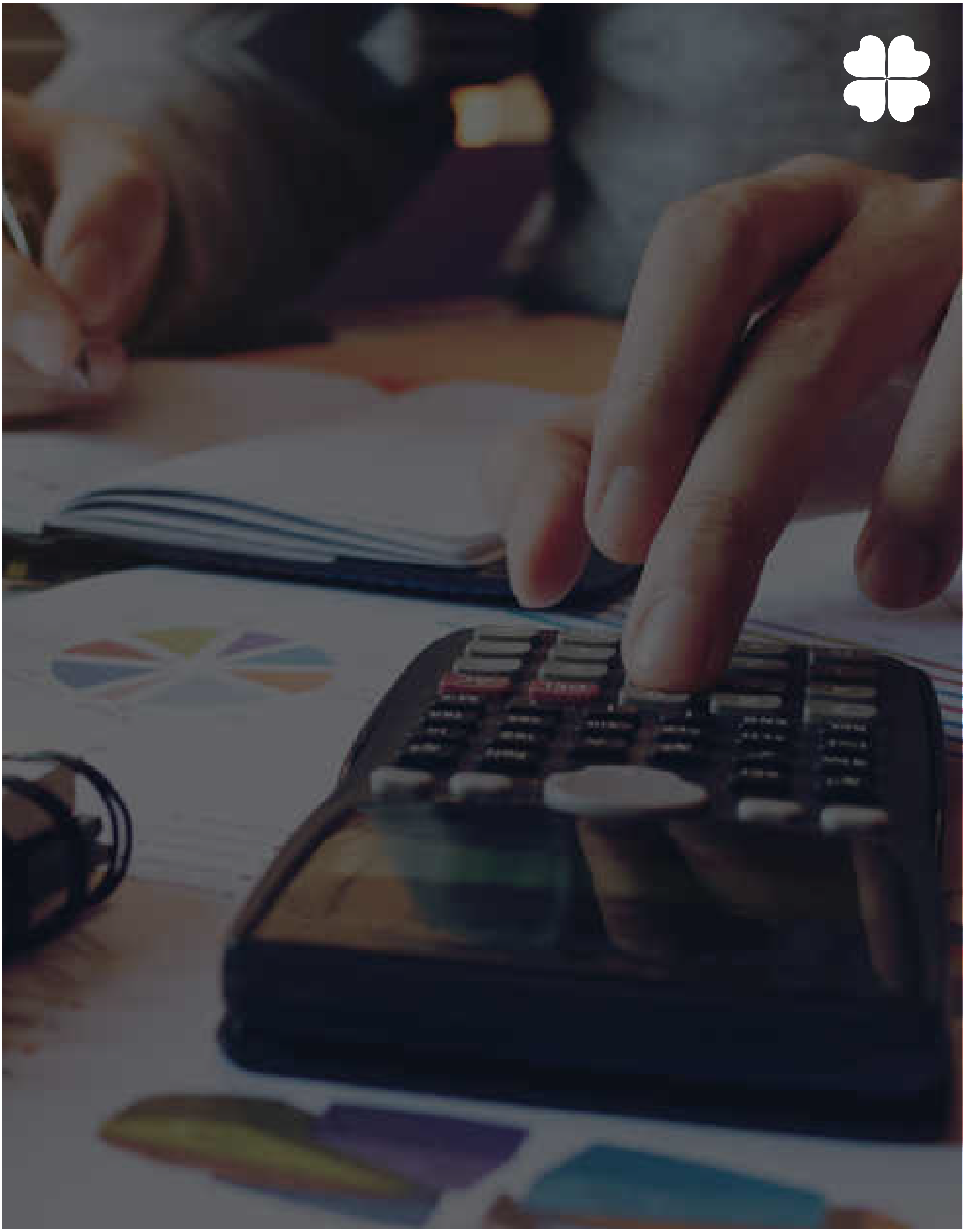
Religare Health Insurance Co. Ltd. : ‘India’s Most Preferred Travel Insurance Product’ for the Product – Explore by India’s Most Preferred Travel & Tourism Brands 2018

Religare Health Insurance Co. Ltd. : ‘India’s Most Preferred Health Insurance Brand’ – India’s Most Preferred Smart City Brands 2018-19



Religare Commodities Ltd. : ‘Best Broking House – Bullion’ – MCX Awards 2019

Religare Health Insurance Co. Ltd. : ‘India’s Best Travel Insurance Product’ – India Travel Awards 2018



FINANCIAL DECLARATION

To,
The Members,
Religare Enterprises Limited

Your Directors have pleasure in presenting this 37th Annual Report on the business and operations of the Company together with Audited Financial Statements for the financial year ended March 31, 2021.

STATE OF AFFAIRS OF THE COMPANY

As indicated and committed in the last year's report, your Company is on the path of recovery and revival to bring back the Group to its past glory having laid a strong foundation for the era of growth and profitability as visible in attracting investments from investors in the Company and subsidiaries, appreciating valuation of businesses under subsidiaries and confidence and support of the regulators, shareholders and employees.

There have been significant milestones achieved in the Financial Year 2020-21 and thereafter till date of finalization of this report which have positioned the Company as well as the Group into a new respectful identity which was tarnished due to the past financial irregularities committed against the Company and Religare Finvest Limited ("RFL"), a material subsidiary of the Company, by the erstwhile promoters and ex-management. The new Board and Management is leaving no stone unturned to reinvent the Religare Group by strategically reviving and growing different businesses of your Company.

The key achievements and developments during the last one year have been the receipt of approval of Re-classification of Promoters and Promoters group into the Public shareholders category from the stock exchanges, raising of funds to the tune of Rs. 570 cr. from the primary capital issuance through preferential allotment in the Company, raising of funds to the tune of Rs. 567 cr. in the health insurance subsidiary company Care Health Insurance Limited which include Rs. 200 cr. coming into the Company from the secondary sale of part of its stake to the new investors, lenders consent to consider the Debt Restructuring of RFL with REL continuing as the shareholder of RFL the details of which are elsewhere explained in the Report, settlement of some past disputes and legacy issues which were impending the growth and revival strategy, simplification of the group structure by filing a merger scheme and removal of past audit qualifications etc.. The Company and RFL are also actively pursuing all regulatory and legal actions, both civil and criminal, to ensure recovery of funds siphoned from Religare group.

With the fresh capital raise, the Company intends to repay its outstanding dues to RFL, meet working capital needs of its other operating subsidiaries and to utlise the funds for other general corporate purposes so that the revival, value protection and enhancement at subsidiaries can be achieved which will ultimately strengthen the Company.

With all these significant steps in place and continued support from investors and other stakeholders, we expect the Company and the Group to emerge as shinier and stronger.

COVID-19 IMPACT

The COVID-19 pandemic has been significantly impacting the economic activities and business operations of the companies across the Country on account of lockdown conditions that started and prevailed for most of the financial year. The Company, being a Core Investment Company (CIC), has invested its funds primarily in money market instruments and inter corporate loan to its subsidiaries. Hence, temporary market shocks (such as those due to pandemics/epidemics like COVID-19) are not considered to have a material impact on the business of the Company perse.

The COVID-19 pandemic has however impacted the Group's business operations in respect of its health insurance subsidiary (Care Health Insurance Limited (CHIL)) and subsidiaries engaged in the business of lending (i.e. RFL, together with its subsidiary, Religare Housing Development Finance Corporation Limited (RHDFCL)).

Considering the fact that COVID-19 can substantially impact the claim level in future, and the 'Reserve for unexpired risk' held in normal course may not be adequate to meet the increased level of claims, CHIL has created provision as at March 31, 2021 of Rs 13,587.83 Lakh (March 31, 2020: Rs 2,445.62 Lakh) towards premium deficiency, based on the review conducted and as advised by its Appointed Actuary, which is also in terms of its accounting policy on Premium Deficiency Reserve.

Apart from other adverse effects, the pandemic has put constraints on recovery of overdues from customers of RFL and RHDFCL. During the year, both RFL and RHDFCL have ensured compliance with various measures announced by various authorities from time to time such as extension of moratorium granted to borrowers, benefit of asset classification, Resolution Framework for COVID-19-related stress, grant of ex-gratia payment of difference between compound interest and simple interest, etc. RFL is required to refund / adjust an estimated sum of Rs. 876.05 Lakh (out of which RFL's share is Rs. 838.50 Lakh) to the eligible borrowers for refund of interest on interest/compound interest/

penal interest, which will be refunded / adjusted in instalments due from respective borrowers in FY2021-22. Similarly, RHDFCL has computed an amount of Rs 66.93 Lakh to be refunded / adjusted in accounts of the borrowers.

The Group believes that the factors considered are reasonable under the current circumstances. The Group has used early indicators of moratorium and delayed payment metrics observed alongwith an estimation of potential stress on probability of default and exposure at default due to COVID-19 situation in developing the estimates and assumptions to assess the expected credit losses on loans. Given the dynamic nature of the pandemic situation, these estimates are subject to uncertainty and may be affected by the severity and duration of the pandemic. In the event of the impacts being more severe or prolonged than anticipated, this will have a corresponding impact on the carrying value of financial assets, the financial position and performance of the Group.

FINANCIAL RESULTS AND BUSINESS OPERATIONS

The highlights of standalone and consolidated financial performance of the Company for the financial years 2020-21 and 2019-20 are as under:

(Rupees in Lakhs)

Particulars	For the financial year 2020-2021		For the financial year 2019-2020	
	Standalone (Audited)	Consolidated (Audited)	Standalone (Audited)	Consolidated (Audited)
Total Income	11,878.19	253,046.94	6,058.94	239,747.85
Total Expenditure	5,443.26	302,784.64	20,075.27	325,746.28
Profit before Tax	**6,434.93**	**(49,737.70)**	**(14,016.33)**	**(85,998.43)**
Exceptional Items	-	-	(17,000.00)	(17,000.00)
Profit / (Loss) before Tax after exceptional items	**6,434.93**	**(49,737.70)**	**(31,016.33)**	**(102,998.43)**
Share in Profit / (Loss) of Joint Ventures	-	(8.41)	-	(13.14)
Profit / (Loss) Before Tax	**6,434.93**	**(49,746.11)**	**(31,016.33)**	**(103,011.57)**
Income tax Expense/ (Credit)	**35.23**	(1,964.36)	**-**	785.99
Profit / (loss) After Tax	**6,399.70**	**(47,781.75)**	**(31,016.33)**	**(103,797.56)**
Other Comprehensive Income	**41.69**	**2,868.86**	**(51.50)**	**1383.75**
Total Comprehensive Income for the period	**6,441.39**	**(44,912.89)**	**(31,067.83)**	**(102,413.81)**
Less: Share of Non- Controlling Interest	-	3,776.17	-	(10,357.44)
Total Comprehensive Income/ (Loss) (after tax and non-controlling interest)	**6,441.39**	**(48,689.06)**	**(31,067.83)**	**(92,056.37)**

(i) Consolidated Performance

We recorded a 'Loss After Exceptional Items and Before Tax' of Rs 49,737.70 Lakhs, for Financial Year 2020-21 as compared to 'Loss After Exceptional Items and Before Tax' of Rs. 102,998.43 Lakhs, for Financial Year 2019-20. 'Loss After Tax and Share in profit/loss of Joint Venture' was Rs 47,781.75 Lakhs for Financial Year 2020-21 as compared to 'Loss After Tax and Share in profit/loss of Joint Venture' of Rs. 103,797.56 Lakhs for Financial Year 2019-20. Total Comprehensive Income / (Loss) attributable to the Owner of the Company for the Financial Year 2020-21 is Rs (48,689.06) Lakhs as compared to Rs. (92,056.37) Lakhs in Financial Year 2019-20. Basic earnings per share increased to Rs. (19.65) in Financial Year 2020-21 from Rs. (39.55) in Financial Year 2019-20.

(ii) Standalone Performance

We recorded a 'Profit After Exceptional Items and Before Tax' of Rs. 6,434.93 Lakhs, for Financial Year 2020-21 as compared to 'Loss After Exceptional Items and Before Tax' of Rs. 31,016.33 Lakhs, for Financial Year 2019-20. 'Profit After Tax' was Rs. 6,399.70 Lakhs for Financial Year 2020-21 as compared to 'Loss After Tax' of Rs. 31,016.33 Lakhs for Financial Year 2019-20. Total Comprehensive Income / (Loss) for the Financial Year 2020-21 is Rs. 6,441.39 Lakhs as compared to Rs. (31,067.83) Lakhs in Financial Year 2019-20. Basic earnings per share increased to Rs. 2.47 in Financial Year 2020-21 from Rs. (13.16) in Financial Year 2019-20.

(iii) Operating Performance of Businesses

In the Lending business, our subsidiary Religare Finvest Limited ("RFL"), which is focused primarily on lending to the SME segment, had total book size of Rs. 487,274 Lakhs out of which SME book constituted 48% and amounted to Rs. 234,310 Lakhs as at March 31, 2021 in accordance with Ind-AS. RFL has been under the Corrective Action Plan ("CAP") of RBI vide its letter dated January 18, 2018 and has been prohibited from expansion of credit/investment portfolio other than investment in government securities and not to pay dividend. Therefore, RFL has focused its efforts on collections, recovery and correcting the asset liability mismatch in its books. During the year RFL paid a sum of Rs. 51,292 Lakhs to its lenders. RFL has approached its lenders with a revised Debt Resolution Plan with REL continuing as RFL's promoter/ sponsor, to correct the asset liability mismatch in its business. RFL has already made provisions on its entire Corporate Loan Book of Rs. 203,670 Lakhs in previous years. RFL retains its presence across 19 branches across SME clusters in India alongwith its experienced SME focused management team. RFL is also actively pursuing legal and regulatory matters towards resolving all issues. RFL is taking necessary corrective actions and making all efforts to come out of the RBI CAP and resume normal business operations at the earliest.

RFL's subsidiary, Religare Housing Development Finance Corporation Limited ("RHDFCL") focuses on providing loans to the affordable housing segment and its total book size stands at Rs. 45,657 Lakhs as on March 31, 2021 in accordance with Ind-AS. The total income and PAT after OCI for the financial year were respectively Rs. 8,251 Lakhs and Rs. 912 Lakhs. The average ticket size for the home loans has been around Rs. 12 Lakhs. RHDFCL has a pan India presence with a network of 26 branches. RHDFCL has remained profitable in each year of its operations since it became a part of the Religare group.

Our Health Insurance business, Care Health Insurance Limited (*Formerly known as Religare Health Insurance Company Limited*) ("CHIL") registered Gross Written Premium of Rs. 258,802 Lakhs during the Financial Year 2020-21, a growth of 7% over the previous financial year and reported PBT of Rs. 7,549 Lakhs. As at March 31, 2021, CHIL has established a Pan-India distribution network of 155+ branches. It services over 1100+ locations across the Country and has a hospital network of 15,000+ hospitals and healthcare centres. It offers 25 products to cater to varied customer needs. CHIL follows a multi-product and multi-channel distribution strategy. Its products span across retail health, group health, travel insurance, etc. and it has a good channel mix consisting of agency, brokers, corporate agents, online and bancassurance.

The Retail Broking business, which comprises of Religare Broking Limited ("RBL") and Religare Commodities Limited ("RCL"), reported revenue of Rs. 24,087 Lakhs and Rs 532 Lakhs respectively during FY21. The PAT for RBL and RCL was Rs. 685 Lakhs and Rs. 367 Lakhs respectively for the financial year ended March 31, 2021. RBL services more than one million unique customers and has presence in 400+ towns and cities across India. RBL provides multi-platform options such as Branch, Web, App, Call n Trade to enhance customer convenience and ease. RBL also has Bancinvest partnerships with various banks like IndusInd Bank Limited, Andhra Bank, Bank of Maharashtra, Corporation Bank, Karur Vysya Bank Limited, South Indian Bank Limited, UCO Bank and Union Bank of India etc.

CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in the nature of business of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review detailing economic scenario and outlook, as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")** is presented in a separate section and forms an integral part of this Report.

DIVIDEND AND RESERVES

Keeping in view of the past losses and future requirements, no dividend has been declared by the Company for the financial year ended March 31, 2021.

Under section 45-IC(1) of Reserve Bank of India Act, 1934, non-banking financial companies (NBFCs) are required to transfer a sum not less than 20% of its net profits to reserve fund. Accordingly, the Company has transferred a sum of Rs. 1,279.94 Lakhs to its reserve fund.

The Company had formulated and approved a Dividend Distribution Policy ("the Policy") pursuant to the requirement under the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016 in its meeting held on October 26, 2016. Details of the same have been uploaded on the website of the Company and can be accessed through the link i.e. https://www.religare.com/pdf/Rel_Dividend_PolicyNov2016.pdf

However, the members may please note that the Reserve Bank of India ("RBI") vide its letter dated April 5, 2019 has advised the Company to stop paying dividends till further orders from RBI and has continued that restriction vide its letter dated December 19, 2019.

SUBSIDIARIES & JOINT VENTURES

As at March 31, 2021, your Company has 25 direct and indirect subsidiaries. During the year under review, the businesses of the Company and its subsidiaries and changes, if any, have been explained elsewhere in this report and Management's Discussion and Analysis Report. In terms of Section 129(3) of the Companies Act, 2013 ("Act"), your Company has prepared a statement containing the salient features of the Financial Statements of our subsidiaries & joint ventures in the prescribed format AOC-1 which is attached to the Consolidated Financial Statements of the Company. The said statement contains a report on the performance and financial position of each of the subsidiaries and hence is not repeated here for the sake of brevity. Further, the details of major subsidiaries of the Company and their business operations during the year under review are covered in the Management's Discussion and Analysis Report.

As at March 31, 2021, your Company has 1 joint venture i.e. IBOF Investment Management Private Limited in which the Company holds 50% share capital.

Religare Finvest Limited ("RFL")

1. **Capital Adequacy Ratio**

   The Capital to Risk Weighted Assets ratio ("CRAR") of RFL as on March 31, 2021 is below the prescribed limit. Reserve Bank of India ("RBI") vide its letter dated January 18, 2018 has advised RFL to adhere to corrective action plan ("CAP") given by it. The said CAP, interalia, prohibits RFL from expansion of credit/investment portfolios other than investment in Government Securities and advices RFL not to pay dividend. In this regard, RFL is taking the necessary corrective measures as advised by RBI to seek removal of CAP in the due course.

   RFL has also made defaults in repayment of its obligation towards its lenders and an amount of Rs. 3,296.02 crore (Rs. 1,771.21 crore as on March 31, 2020) are overdue as on March 31, 2021. Further, RFL has not redeemed the Unsecured Rated Listed Redeemable Non-Convertible Subordinated Debentures aggregating to Rs. 10,620 lakhs comprising of principal of Rs. 10,000 lakhs and interest of Rs. 620 lakhs on the date of maturity i.e. April 30, 2021.

2. **Corporate Loan Book**

   RFL has an exposure of Rs. 203,670 Lakhs as per financials as at March 31, 2021 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. 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 Rs. 203,670 Lakhs during the previous years against this portfolio. Insolvency proceedings have been initiated before the Hon'ble NCLT Delhi against the Borrowers forming part of the Corporate Loan Book. RFL has filed petitions in Hon'ble NCLT for recovery of corporate loans. However, the Hon'ble Supreme Court has stayed these proceedings in a hearing of the matter titled Daiichi Sankyo Company Limited vs. Oscar Investments Limited. REL, RFL and RCTL have filed application for intervention which has been allowed by the Supreme Court. The application for vacation of stay is heard by the Hon'ble Court and the judgement is reserved on the same.

   RFL had filed a criminal complaint on December 19, 2018 before the Economic Offence Wing (EOW), for various criminal actions committed by the erstwhile promoters and other associated persons/entities. The EOW filed its charge sheet on January 5, 2020 against various accused persons and entities. The Enforcement Directorate has suo-moto lodged an enforcement case under the Prevention of Money Laundering Act. The ED has filed its charge sheet on January 10, 2020 and cognizance has also been taken by the Court. The Company and RFL have also filed a complaint with CBI against various accused under various sections of Indian Penal Code, 1860. RFL is actively pursuing the recovery steps in the matter and is hopeful of recoveries.

3. **Debt Resolution Plan**

   During the year ended March 31, 2021, RFL has submitted revised Debt Restructuring Plan (DRP) to the lenders and proposed revised DRP, with Religare Enterprises Limited **(REL / Company)** continuing as the promoter of RFL. The Lead Banker of RFL in aforesaid DRP i.e. State Bank of India **(SBI)** has vide letter dated 03.06.2021 conveyed that the aforesaid proposal is under consideration on merit (with REL as a shareholder) and the same will be considered if it is in compliance of RBI circular dated June 07, 2019 (DBR No. BP.BC. 45 /21.04.048 /2018-2019) subject to necessary internal approvals by all Consortium Lenders. It was also conveyed that this does not amount to a commitment on its part to re-structure the facility sanctioned to RFL. Thereafter, the Company has raised requisite funds via preferential allotment of equity shares in order to repay the loans due to RFL from the Company and its subsidiary to meet the pre-condition of the proposed DRP. However, considering that the revised DRP approval/implementation will take some time; lenders decided to appropriate Rs. 400 Crores on 31 March 2021 out of the funds lying in the current account of RFL maintained with SBI. The funds were distributed in accordance with the proposed DRP. The financial statements of RFL have been prepared on Going Concern basis.

4. Matters related to Strategic Credit Capital Private Limited ("SCCPL") and its Associates

(i) As disclosed in previous annual reports, during the year ended March 31, 2018, RFL entered into a settlement agreement with SCCPL and its associate companies for withdrawing various litigations against each other in respect of assignment of loans by RFL to SCCPL. RFL is pursuing recovery of Rs. 79,367.20 Lakhs (fully provided for) from SCCPL. Despite the settlement, SCCPL and its associates have filed a suit before the Hon'ble District Court Saket seeking various reliefs and also seeking discharge of their obligations under the Settlement Agreement. RFL and REL have filed application for dismissal of suit. The matter is sub-judice.

(ii) SCCPL & 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 the Company and other entities as party. SCCPL and PFH are seeking various reliefs in the petition against LVB and amongst other relief, a direction against the RFL's fixed deposits placed with LVB. An interim order dated February 22, 2018 was passed to maintain status quo regarding the Religare trademark as described in the Schedule of the Deed of Assignment. The Company has also filed application for rejection of plaint under order-VII Rule-11 and application u/s 340 Cr.PC against SCCPL for filing fabricated indemnification cum release agreement. Further, Loancore Servicing Solutions Pvt. Ltd. (Loancore) has filed substitution on behalf of SCCPL by way of assignment deed. Thereafter, SCCPL also moved an application u/o 39 R-1/2 of CPC seeking injunction against the Company & RFL, restraining them from selling lending business. The said application was disposed-off on August 9, 2019 in terms of order dated February 22, 2018. Now the case is listed for disposal of interim applications. The matter is sub-judice.

(iii) RFL has also filed insolvency proceedings against SCCPL and Perpetual Capital and Servicing Pvt. Ltd. (PCSPL). The matters are sub-judice.

(iv) RFL has also filed various complaints with EOW, New Delhi against, SCCPL, Mr. Francis Daniel Lee, Mr. Mohnish Mukkar and their associates for various offences including but not limited to cheating, misappropriation, forgery, criminal intimidation, extortion, criminal breach of trust, and criminal conspiracy against SCCPL and its associate entities & individuals.

5. Fixed Deposits with Lakshmi Vilas Bank

In relation to 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 Vilas Bank (LVB) against the loans given to erstwhile promoter group companies in the previous years, RFL had filed a suit for recovery of fixed deposits amounting to Rs 79,145 Lakhs misappropriated by LVB on May 31, 2018 before the Hon'ble Delhi High Court. The Hon'ble Delhi High Court passed interim Orders directing that status quo be maintained in respect of RFL's current account maintained with LVB. Further, State Bank of India and SCCPL alongwith its associates have filed application for impleadment in the said suit.

Apart from civil suit for recovery, RFL had also filed a criminal complaint against LVB and others on May 15, 2019 with Economic Offences Wing, Delhi (EOW). The EOW has registered a FIR bearing no. 189 of 2019 dated September 23, 2019 against LVB & Ors. for committing offence of criminal breach of trust and criminal conspiracy. RFL has also placed on record, the FIR lodged by it against LVB & ors.

The EOW has filed its charge sheet on March 23, 2020, cognizance on which is yet to be taken by the Court. The matter is sub-judice. Also, the Enforcement Directorate has lodged an ECIR on the basis of the FIR lodged by EOW.

While the matter continued to be under litigation at Hon'ble High Court of Delhi for declaration and recovery, RFL has filed application to the Hon'ble Court for substitution of LVB with DBS Bank India Limited (DBS). Further, State Bank of India and SCCPL along with its associates have filed application for impleadment in the said suit. The matter is sub judice.

MAJOR EVENTS

- **Re-classification of Promoters and Promoters Group**

  With respect to the Company's application with stock exchanges for re-classification of existing Promoters and Promoters Group submitted on July 31, 2020 post requisite approvals of the Board of Directors and Shareholders, the Company has received approval of both the stock exchanges viz. National Stock Exchange of India Limited and BSE Limited on June 11, 2021 and June 12, 2021 respectively for re-classification of following Promoters & Promoter Group into public category:

  Promoters

  1. Malvinder Mohan Singh
  2. Shivinder Mohan Singh

  Promoters Group

  3. Japna Malvinder Singh
  4. Aditi Shivinder Singh
  5. Abhishek Singh
  6. RHC Finance Private Limited
  7. RHC Holding Private Limited
  8. PS Trust (held in the name of Malvinder Mohan Singh & Shivinder Mohan Singh)

  In this regard, 30,000 shares held / acquired by Nimrita Parvinder Singh (whom the Company believed to be the Daughter of Malvinder Mohan Singh, one of the erstwhile Promoters) for the quarters ending December 31, 2020 and March 31, 2021 were included in the Shareholding Pattern under the category of Promoters Group only to comply with Company's disclosure requirements in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(SEBI ICDR Regulations)** since she was falling under definition of Promoter Group provided in the SEBI ICDR Regulations.

  However, now consequent to the approval of Re-classification of Promoters (Malvinder Mohan Singh & Shivinder Mohan Singh) into Public Category, Nimrita Parvinder Singh is automatically out of Promoters Group as defined in SEBI ICDR Regulations and hence is not being classified under the Promoters / Promoters Group in the Shareholding Pattern of the Company w.e.f. June 12, 2021.

  Pursuant to the Re-classification of Promoters / Promoters Group, the Company has now become a ***"Listed entity with no Promoters"***.

- **Raising of funds through the Preferential Allotment**

  Post March 31, 2021, the Company has raised funds of Rs. 570 Cr. through preferential allotment of 5,41,56,761 equity shares in terms of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 on July 14, 2021 at issue price of Rs. 105.25 per share (including a premium of Rs. 95.25 per share) in terms of the approval of the Board of Directors and Shareholders of the Company obtained on June 08, 2021 and July 03, 2021 respectively.

  The Company is utilizing the funds as per the objects mentioned in notice of extra-ordinary general meeting send to shareholders for approval.

- **Composite Scheme of Arrangement**

  On December 18, 2019, the Board of Directors of the Company approved, subject to requisite approvals, the draft Scheme of Amalgamation ("Scheme") that is designed to simplify the Group corporate structure. In terms of the Scheme, four (4) direct/indirect wholly owned subsidiaries of the Company namely, Religare Comtrade Limited, Religare Insurance Limited, Religare Advisors Limited and Religare Business Solutions Limited will merge with/into the Company subject to terms and conditions as provided in the Scheme. Further, the earlier Scheme approved by the Board on May 23, 2019 was withdrawn accordingly.

  The Scheme is in continuation of the steps the Company has taken in the past to simplify the structure and has the following rationale:

- No active business has been carried on by the Transferor Companies. Further, as on date, all liabilities owed by the Transferor Companies 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 Companies.

The Scheme has been filed with the Hon'ble NCLT on October 31, 2020.

➢ **Divestment of partial stake in Health Insurance Business**

The Company has entered into the definitive agreements (Share Subscription and Share Purchase Agreement and Shareholders Agreement) on February 06, 2020 with M/s. Kedaara Capital Fund II LLP and M/s. Trishikhar Ventures LLP (jointly referred as **'Kedaara'**) for divestment of part of its stake in Religare Health Insurance Company Limited (name changed to **Care Health Insurance Limited** w.e.f. August 19, 2020) ("CHIL").

Pursuant to same, the Company has divested part of its investment in CHIL, a subsidiary company on June 02, 2020 to Kedaara. The total investment made by Kedaara to acquire shares of CHIL is Rs. 56,730.54 Lakhs which comprises of primary capital infusion of Rs. 30,000 Lakhs in CHIL and Rs. 26,730.54 Lakhs for the purchase of its shares from existing shareholders of CHIL, including purchase of 6.39% stake from the Company against a consideration of Rs. 20,000 Lakhs. The Company currently holds 68.72% stake in CHIL.

➢ **Settlement with Axis Bank Limited**

In relation to order dated March 21, 2018 passed by Hon'ble Debt Recovery Tribunal –II, New Delhi (DRT – II) in the Original Application filed by Axis Bank Ltd. ("OA") apart from other parties, the Company, Religare Capital Markets Ltd ("RCML"), and Religare Capital Markets International (Mauritius) Limited ("RCMIML"), were made parties for recovery of Rs. 31,293.93 Lakhs in relation to a loan facility obtained by RCMIML from Axis Bank which was, inter alia, secured by personal guarantees executed by Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh and certain other securities provided to Axis Bank. The Company has not provided any guarantee/security in relation to the facility obtained by RCMIML from Axis Bank. In the matter, in view of the full and final payment made by the Company to Axis Bank in terms of the Consent Agreement dated October 01, 2019 entered into amongst the Company, RCML, RCMIML and Axis Bank, the Hon'ble Tribunal vide its order dated July 13, 2020 has deleted REL, RCML and RCMIML from the array of parties and Interim orders passed on March 21, 2018 and August 26, 2019 against REL, RCML and RCMIML stand vacated. In accordance with the Consent Agreement, a payment of Rs. 17,000 Lakhs has been made by the Company to Axis Bank.

REGULATORY UPDATES

Reserve Bank of India ("RBI")

RBI conducted an inspection of the Company under section 45N of the Reserve Bank of India Act, 1934 in the month of December 2020 for the financial position as on March 31, 2020. The Supervisory Concerns were issued by the RBI in April 2021 pursuant to said inspection.

Further, vide Supervisory Concerns / Advisory Letter dated December 19, 2019 issued by the RBI for inspection for the financial position as on March 31, 2019, RBI has advised the Company to continue to be debarred from declaring the dividends.

Securities and Exchange Board of India ("SEBI")

i. In connection with the investigation of the Company/REL initiated by SEBI in February 2018, the Company and its subsidiary RFL have cooperated in the aforesaid investigation and have provided the requisite information / documents from time to time and made necessary submissions with SEBI.

   SEBI vide its Order dated November 12, 2020 has issued directions to initiate adjudication proceedings under appropriate legal provisions against certain entities mentioned in the said Order.

   Thereafter, the Company/REL received the Show Cause Notice dated November 17, 2020 from SEBI in the matter through which REL was called upon to show cause as to why appropriate directions, as deemed fit, under Sections 11B (1) and 11(4) read with Section 11(1) of SEBI Act 1992 and Section 12A(1) of SCRA Act, 1956 should not be issued against it. REL is further called upon to show cause as to why appropriate directions for imposing penalty under Sections 11(4A) and

11B (2) read with Section 15HA and 15HB of SEBI Act, 1992 and Section 12A (2) read with Section 23E of the SCRA Act, 1956 and SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 and Securities Contract (Regulation) (Procedure for holding inquiry and imposing penalties) Rules, 2005 should not be issued against REL.

Charges alleged on REL relates to violation of provisions of Sections 12A (a) (b) & (c) of the SEBI Act, 1992 and Regulations 3(b), 3(c) & 3 (d), 4(1), 4(2)(f), and 4(2)(r) of the SEBI (PFUTP) Regulations, 2003 as well as clauses 32 and 36 of the Listing Agreement, Clause 49(I)(C)(1)(a) & 49(I)(C)(1)(d) of the Listing Agreement [post circular dated April 17,2014] read with Regulation 103 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations") and Section 21 of the SCRA Act, 1956; Regulations 4(1)(a), 4(1)(b), 4(1)(c), 4(1)(d), 4(1)(g), 4(1)(h), 4(1)(i), 4(1)(j), 30(1), and 48 of SEBI (LODR) Regulations.

RFL also received a Show Cause Notice dated November 17, 2020 in which the charges alleged on RFL relates to violation of provisions of Section 12A(a) (b) & (c) of the SEBI Act and Regulations 3(b), 3(c) & 3 (d) and 4(1) of the SEBI (PFUTP) Regulations, 2003 read with Section 11(4), (4A) and 11B (1) & (2) of the SEBI Act, 1992 and the SEBI (Procedure for holding inquiry and imposing penalties) Rules, 1995. RFL was called upon to show cause as to why appropriate directions, as deemed fit, under Sections 11B (1) and 11(4) read with section 11(1) of SEBI Act should not be issued against it. RFL is further called upon to show cause as to why appropriate directions for imposing penalty under Sections 11(4A) and 11B(2) read with Section 15HA of SEBI Act SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 should not be issued against RFL.

REL & RFL have jointly filed reply on February 11, 2021 and part arguments have also been heard by the Whole Time Director.

In accordance with the SEBI (Settlement Proceedings) Regulations, 2018 and guidelines and circulars issued by SEBI, RFL and REL have also filed a joint application for settlement (without prejudice) on March 31, 2021. The matter has been kept for adjudication of the settlement application.

ii. In the matters of interim ex-parte Order passed by SEBI on October 17, 2018, read with Confirmatory Order dated March 19, 2019 and modified directions dated June 28, 2019 in the matter of Fortis Healthcare Limited ("FHL") (**"SEBI Order"**) an appeal was preferred by Religare Finvest Limited **("RFL")**, subsidiary company of REL, against the SEBI Order. After hearing the parties, the Securities Appellate Tribunal ("**SAT**") has passed an Order dated January 29, 2020 quashing and setting aside the SEBI Order *qua* RFL. The SAT has remitted the matter to Whole-time Member **("WTM")** of SEBI for passing fresh order, if they so desire after giving an opportunity of hearing to RFL.

SAT has further directed RFL to maintain its assets worth Rs. 200 crores for a period of three months from the SAT Order. If the WTM is unable to pass any Order within the said period, this limited restraint order passed by the SAT will come to an end.

In the said matter, Fortis Hospitals Ltd. has filed a suit for recovery from RFL & Ors. on the basis the SEBI Order dated October 17, 2018 and confirmatory Order March 19, 2019. The matter is sub-judice.

Thereafter, SEBI passed another order dated 12th Nov, 2020 (WTM/GM/IVD/ID2/48/2020-21) wherein, SEBI by virtue of Section 19 read with sections 11 and 11B of SEBI Act, 1992 has revoked the directions issued vide the order date 19th March, 2019 read with order dated 28 June, 2019 against Best Healthcare Private Limited, Fern Healthcare Private Limited and Modland Wears Private Limited and has also disposed of the ongoing proceedings under section 11 /11 B of the SEBI Act, 1992 against them. SEBI further has directed that the Adjudicating Officer appointed in the matter pursuant to this order shall carry out the adjudication proceedings in an independent manner without getting influenced by this order of revocation.

Recently, SEBI has issued a notice dated 09th April, 2021 (EAD-4/ADJ/GR/KG/OW/8529/1/2021) to various entities/ individuals vide which, RFL has been called upon to show cause as to why an inquiry should not be imposed under sections 15HA and 15HB of the SEBI Act, 1992, within 14 days from the date of the receipt of the said notice. RFL has filed its reply along with settlement application which is pending for disposal as on date.

Serious Fraud Investigation Office ("SFIO")

In the matter of ongoing investigation of the Company initiated by SFIO in February 2018, as ordered by Ministry of Corporate Affairs, Government of India, the Company and its subsidiaries have been cooperating in the aforesaid investigation and have been providing the requisite information / documents from time to time.

LEGAL UPDATES

a. Cancellation of allotment of 2,50,00,000 Preference Shares issued to RHC Finance Pvt. Ltd.

The Company has filed a petition before Hon'ble NCLT, Delhi under Section 55 read with Section 59 and other applicable provisions of the Companies Act, 2013 seeking rectification of register of members of the Company. The said petition is filed with the prayer to order declaring that the allotment of 2,50,00,000 0.001% Non-Convertible Redeemable Preference Shares issued by the Company to RHC Finance Private Limited on August 30, 2016 as void ab initio and /or otherwise unlawful, and to consequently cancel the said allotment. The matter is sub-judice. The amount outstanding against such preference shares as on March 31, 2021 is Rs. 4,030.06 lakhs.

b. Redemption of 15,00,000 preference shares

In the matter of Daiichi Sankyo Company Limited vs. Malvinder Mohan Singh & Others (Petition O.M.P. (EFA) (COMM) NO. 6 OF 2016), an interim application has been filed by the Company disputing its liability as a garnishee. The Company has not redeemed 15,00,000 preference shares due for redemption on October 31, 2018 and disputed the liability stating the transaction to be an illegal one. The Hon'ble High Court of Delhi 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 (EOW) for various offences under the Indian Penal Code, 1860 w.r.t transactions relating to issuance and redemption of Preference Shares. The Complaint is filed with the EOW. Investigating Officer is assigned in the matter and notice is issued to the accused. The Company has been served with warrants of attachment as Garnishee, which is being contested / challenged. In Supreme Court there are the contempt proceedings against the Singh Brothers for allegedly violating Delhi High Court orders and selling their stake in Fortis Healthcare Limited. Hon'ble Supreme Court of India has stayed the proceeding which was pending before the NCLT, New Delhi for passing order on admission hearing of insolvency petitions. Now, RFL, REL and RCTL are impleaded as a party in the said proceedings.

However, the Company has created an adhoc provision of Rs 1,209.06 Lakhs towards the potential interest liability from the redemption date till March 31, 2021.

The term sheet signed by the Company provides a Redemption Event that "holders of the Preference Shares, may have the option to subscribe to equity shares in REL though preferential allotment worth the Due Amount subject to approval of the shareholders at the time if required and subject to compliance with SEBI regulations and other applicable law.

c. Petition against the Company under Insolvency and Bankruptcy Code, 2016

Loancore Servicing Solutions Pvt. Ltd. (Loancore) allegedly filed as operational creditor to initiate corporate insolvency resolution process ("CIRP") under Section 9 of the Insolvency and Bankruptcy Code, 2016 ("IBC") read with rule 6 of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rule, 2016 on the basis of the Penalty Fee Agreement of Rs. 125 Crore approx. As per the Company's understanding said petition was not maintainable on grounds: (a) the Company is in financial services sector and hence can be referred to CIRP under IBC only by RBI; (b) There is no as such Penalty Fee Agreement with Loancore approved by the Board of Directors of the Company ever. The petition has been dismissed for default on July 28, 2021 in the NCLT, Delhi.

d. Petition for rectification of Register of Members of the Company

Loancore Servicing Solutions Pvt. Limited has filed a petition with the Hon'ble NCLT, Delhi under Sections 58 and 59 of the Companies Act, 2013 seeking rectification of Register of Members of the Company. The Company is contesting the same on maintainability of the petition. The matter is currently sub-judice. The Board and management strongly believe that this is a frivolous petition by Loancore and the Company will strongly defend the case.

e. Promoter Indemnity Agreement

In the matter of Malvinder Mohan Singh vs. Religare Enterprises Limited & Ors., in Hon'ble Delhi High Court, Malvinder Mohan Singh has filed Suit for declaration that the termination of Indemnification cum Release Agreement dated November 14, 2017 ("**Indemnity**") issued by the Company is unlawful. The new Board had cancelled the Indemnity on September 02, 2018. No notice is issued on the said Petition. The Company has raised objections regarding maintainability of suit. The matter is sub-judice.

f. **Petition by Finserve Shared Services Limited ("FSSL")**

FSSL has filed a petition against the Company under Section 11 of the Arbitration and Conciliation Act, 1996 for appointment of the Arbitral Tribunal alleging that the Company had executed a Master Services Agreement dated 09.11.2011 ("MSA'') with FSSL to centralize the costs of REL by the creation of a separate entity which would provide corporate services to REL and its subsidiaries which would also facilitate the reduction of the overall costs of REL and its subsidiaries and persuaded RHC Holding Pvt Ltd. ("RHC") to make an investment of Rs. 83,900 Lakhs in FSSL, by way of equity, preference and debt. The matter is sub-judice.

g. **Non-redemption of preference shares by Religare Capital Markets Limited ("RCML")**

RHC Holding Pvt Limited has filed a petition against RCML under Section 11 of the Arbitration and Conciliation Act, 1996 for appointment of the Arbitral Tribunal demanding the payment of its investment amount in the preference share capital of RCML of Rs. 52,447 Lakhs along with premium of Rs. 53,841 Lakhs which has been due for redemption but not redeemed by RCML due to losses. The Company has also been arrayed as party to the said petition. The matter is sub-judice.

CHANGE OF THE REGISTERED OFFICE

During the financial year ended March 31, 2021, the registered office of the Company has been shifted from "2nd Floor Rajlok Building, 24, Nehru Place, New Delhi 110019" to **First Floor, P-14, 45/90, P- Block, Connaught Place, New Delhi -110001 *w.e.f.* May 13, 2020.**

EQUITY SHARE CAPITAL

The current Authorized Share Capital of the Company is Rs. 816,45,00,000/- (Rupees Eight Hundred Sixteen Crores Forty Five Lakhs only) divided into 65,44,50,000 (Sixty Five Crores Forty Four Lakhs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each and 16,20,00,000 (Sixteen Crores Twenty Lakhs) Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each.

During the year under review, the issued, subscribed and paid up equity share capital of the Company was increased from Rs. 258,12,81,520 (Rupees Two Hundred Fifty Eight Crores Twelve Lakhs Eighty One Thousand Five Hundred and Twenty only) consisting of 25,81,28,152 (Twenty Five Crores Eighty One Lakhs Twenty Eight Thousand One Hundred and Fifty Two only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 259,41,39,020 (Rupees Two Hundred Fifty Nine Crores Forty One Lakhs Thirty Nine Thousand and Twenty only) consisting of 25,94,13,902 (Twenty Five Crores Ninety Four Lakhs Thirteen Thousand Nine Hundred and Two only) equity shares of Rs. 10/- (Rupees Ten only) each.

The issued, subscribed and paid up equity share capital as on March 31, 2021 is Rs. 259,41,39,020/-.

Post March 31, 2021 and till the date of this report, the Company allotted 78,000 Equity Shares of face value of Rs. 10/- each at exercise price of Rs. 29.43 each pursuant to exercise of stock options granted under the Religare Enterprises Limited Employee Stock Option Plan 2019 and 54,156,761 Equity Shares of face value of Rs. 10/- each under the Preferential Issue of Equity Shares made in terms of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. Pursuant to the said allotments, the issued, subscribed and paid up equity capital of the Company stands increased from Rs. 259,41,39,020/- divided into 25,94,13,902 equity shares of Rs. 10/- each to Rs. 313,64,86,630/- divided into 31,36,48,663 equity shares of Rs. 10/- each.

PREFERENCE SHARE CAPITAL

The Company has two types of Preference shares outstanding as on date comprising 15 lakhs 13.66% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each issued in 2008 (2008 Preference Shares) and 2.5 crores 0.01% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each issued in 2016 (2016 Preference Shares).

The Company did not redeem the 2008 Preference Shares on due date of October 31, 2018 basis the interim application filed before the Hon'ble High Court of Delhi praying among other reliefs for the stay of redemption pending the outcome of investigations into the affairs of the Company and its subsidiaries already initiated by SEBI and SFIO.

Further, due to non-payment of dividend by the Company continuously for two years on 2016 Preference Shares, the holder of these shares are entitled for voting rights of approx. 8.81% on the total voting capital of the Company. The Company has also not paid dividend on 2008 Preference Shares but the Company has a letter dated August 20, 2012 from then holder of these shares irrevocably and unconditionally waiving off the voting rights on 2008 Preference Shares.

The Company has filed the petition before the Hon'ble National Company Law Tribunal, New Delhi Bench on June 14, 2019 seeking rectification of Register of Members of the Company by cancellation of 2016 Preference Shares and any other appropriate reliefs, including interim relief with respect to freezing of voting rights and dividend rights attached to the said 2016 Preference Shares. The matter is sub judice.

NON-CONVERTIBLE DEBENTURES

There are no outstanding non-convertible debentures as on date.

PUBLIC DEPOSITS

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the period under review.

ANNUAL RETURN

As per the requirements of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 read with Rules framed thereunder, the draft Annual Return as on March 31, 2021 is available on website of the Company and can be accessed through the link https://www.religare.com/Annual-Returns.aspx

CAPITAL REQUIREMENTS

Your Company is registered with the Reserve Bank of India ("RBI")[1] as a Non-Deposit Taking Systemically Important Core Investment Company ("CIC-ND-SI") vide Certificate No. N-14.03222 dated June 03, 2014. In terms of the RBI Notification dated August 13, 2020, the CIC-ND-SI will henceforth be termed as Core Investment Company. The Company primarily functions as an investment holding company with more than 90% of its total assets consisting of investments in shares of subsidiary companies/ joint venture companies.

As a Core Investment Company, the Company is required to –

a. maintain minimum Adjusted Net Worth of 30% of its aggregate risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items as on the date of the last audited balance sheet as at the end of the financial year; and

b. restrict the outside liabilities up to 2.5 times of its Adjusted Net Worth as on the date of the last audited balance sheet as at the end of the financial year.

The Company is in compliance with the abovementioned requirements as at March 31, 2021.

RELIGARE EMPLOYEES STOCK OPTION SCHEMES

Nomination and Remuneration Committee ("Committee") of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Schemes of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (erstwhile Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999) ('the SEBI ESOP Regulations').

During the year under review, the Committee granted 11,500,000 stock options under the "Religare Enterprises Limited Employees Stock Option Plan 2019" and further 2,500,000 stock options were granted after the close of the FY 2021 till the date of this Report.

Details as required under the SEBI ESOP Regulations, for Religare Employees Stock Option Scheme 2010, Religare Employees Stock Option Scheme 2012 and Religare Employees Stock Option Plan 2019 have been uploaded on the website of the Company and can be accessed through the link https://www.religare.com/Employee-Stock-Option-Schemes.aspx

There is no other material change in the ESOP schemes of the Company during the year.

Certificate from the Auditors confirming that schemes have been implemented in accordance with the SEBI ESOP Regulations will be available for inspection by the members in the forthcoming Annual General Meeting of the Company.

1 ***RBI Disclaimer**: (a) Reserve Bank of India does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for discharge of liability by the company; (b) Neither is there any provision in law to keep, nor does the company keep any part of the deposits with the Reserve Bank and by issuing the Certificate of Registration to the company, the Reserve Bank neither accepts any responsibility nor guarantee for the payment of the public funds to any person/ body corporate.*

DIRECTORS AND KEY MANAGERIAL PERSONNEL

All Independent Directors (IDs) have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of SEBI LODR Regulations. All the IDs of the Company have registered their names with the data bank of IDs maintained by the Indian Institute of Corporate Affairs (IICA). Further, in terms of Regulation 25(8) of the SEBI LODR Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situation which exist or may be anticipated, that could impair or impact their ability to discharge their duties. Further, in the opinion of the Board, Independent Directors qualify the criteria of Independent Director as mentioned in the Act and SEBI LODR Regulations and are independent of the management.

Further, all the Directors of the Company have confirmed that they satisfy the “fit & proper” criteria as prescribed in the Directors Fit & Proper Policy of the Company.

Following changes occurred in the directorships / key managerial positions (KMP) of the Company during the FY 2020-21:

Sr. No.	Name of Director	Particulars of Change (Appointment / Resignation/Others)	Effective Date of change
1	Dr. Vijay Shankar Madan	Appointed as Non-Executive Independent Director	February 10, 2021
2	Mr. Hamid Ahmed	Appointed as Non-Executive Independent Director	February 10, 2021
3.	Ms. Sabina Vaisoha	Resigned as Non-Executive Independent Director	February 10, 2021

The Board places on record its appreciation and gratitude to Ms. Sabina Vaisoha for her participation in the Board of the Company during her tenure.

Post end of the financial year 2021, Mr. Sushil Chandra Tripathi, Non-Executive & Independent Director was passed away after a long battle with Covid -19 on May 19, 2021. The Board expresses its heartfelt condolences for his untimely death and wishes to put on record its sincere and deep appreciation for his invaluable guidance and contribution during his tenure. The Company immensely benefitted from his vision, enriched experience and leadership during his tenure on the Board of the Company

In terms of Section 203 of the Act, following are the KMPs of the Company as on March 31, 2021:

1. Dr. Rashmi Saluja, Executive Chairperson
2. Mr. Nitin Aggarwal, Group Chief Financial Officer
3. Ms. Reena Jayara, Company Secretary

In accordance with the provisions of the Companies Act, 2013 and Regulation 36 of the SEBI LODR Regulations, Dr. Rashmi Saluja (DIN: 01715298), retires at the ensuing Annual General Meeting (AGM), and being eligible offers herself for re-appointment. The brief resume and other details relating to the directors, who are to be re-appointed as stipulated under Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standards issued by ICSI, are furnished in the Notice of the ensuing AGM. The Board of Directors recommends the re-appointment of the Director liable to retire by rotation at the ensuing AGM.

BOARD EVALUATION

Pursuant to the provisions of the Act and SEBI LODR Regulations, the Board is required to carry out an annual performance evaluation of its own performance, the performance of the directors individually as well as the evaluation of the working of its Committees.

The performance evaluation of the members of the Board, the Board level Committees and Board as a whole was carried out in June 2021 as per the Board Evaluation Policy of the Company. The manner in which evaluation has been carried out and criteria of evaluation has been explained in the Corporate Governance Report.

REMUNERATION POLICY

Remuneration Policy formed by the Board on the recommendation of the Nomination and Remuneration Committee is in place for selection and appointment of Directors, Key Managerial Personnel and their remuneration as well as policy on other employees' remuneration. The Remuneration Policy is stated in the Corporate Governance Report. The relevant Policy(ies) have been uploaded on the website of the Company and can be accessed through the link https://www.religare.com/Policies.aspx

BOARD/COMMITTEE COMPOSITION AND MEETINGS

A calendar of meetings is prepared and circulated in advance to the Directors. The details of composition of Board and Committees and their meetings held during the year are given in the Corporate Governance Report which forms integral part of this Report. The intervening gap between the Meetings was within the period prescribed under the Act and the SEBI LODR Regulations.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In compliance with Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended, the Company has established a Corporate Social Responsibility ("CSR") Committee. The CSR Committee has formulated and recommended to the Board, a CSR Policy which provides the overview of projects or programs and the guiding principles for selection, implementation and monitoring of the CSR activities, which has been approved by the Board. The strategic intent was to adopt a unified cause across the Religare Group and hence the CSR policy and program to be supported has been cascaded across all Group entities.

The Company was not required to spend money under CSR for financial year ended 2020-21 as prescribed under Section 135 of the Act since the Company incurred an average net losses of Rs. 11,804 Lakhs for last three financial years.

Annual Report on CSR in the format prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended is attached as "**Annexure A".**

AWARDS & RATINGS

Following awards and recognitions were received by the subsidiaries of the Company during the period under review –

Awards

- **Care Health Insurance Limited (*formerly Religare Health Insurance Company Limited*):**
    i. Silver Award for Best Search Marketing Campaign at IAMAI 11th India Digital Summit and Awards.
    ii. Best SEO/SEM Campaign at Afaqs DIGIES Digital Awards, 2021
- **Religare Commodities Limited**:
    i. Krishi Pragati Award 2021

Ratings

The Company had no ratings during the year under review as there were no outstanding facility(ies) which requires the Company to have any rating.

LISTING ON STOCK EXCHANGES

The Equity Shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. The annual listing fees for the year 2021-22 have been paid to both the Stock Exchanges.

STATUTORY DISCLOSURES

None of the Directors of your Company is disqualified as per provision of section 164(2) of the Act. The Directors of the Company have made necessary disclosures, as required under various provisions of the Act and the SEBI LODR Regulations.

CONSOLIDATED FINANCIAL STATEMENTS

As required under the Regulation 34 of SEBI LODR Regulations and Section 129(3) of the Act, consolidated financial statements of the Company and its subsidiaries are attached to the Annual Report. The consolidated financial statements have been prepared in accordance with Indian Accounting Standard Ind AS-103, "Business Combination" and Ind AS-110 "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India and notified by the MCA. The audited consolidated financial statements together with Auditor's Report form part of the Annual Report.

Though, the Company holds 100% equity share capital in Religare Capital Markets Limited ("RCML"), however in the present scenario controlling through voting rights of RCML is not there with the Company. Beside this, the tripartite agreement entered into, in financial year 2011-12, between REL, RCML and RHC Holding Private Limited ("RHCHPL"), for providing financial support to RCML by RHCHPL (by subscribing Preference Shares of RCML), severe long term restrictions and significant restrictive covenants on major decision making at RCML were imposed by the holder of 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.

The Consolidated Financial Statements presented by your Company, including financial information of all its subsidiaries, excluding RCML and RCML's subsidiaries, have been duly audited by the Statutory Auditors and the same is published in your Company's Annual Report.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Even though operations of the Company are not energy intensive, the management has been highly conscious of the importance of conservation of energy and technology absorption at all operational levels and efforts are made in this direction on a continuous basis. In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption are not applicable to the Company and hence have not been provided.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has incurred expenditure of Rs. 2.39 Lakhs (previous year: Rs. 1.08 Lakhs) in foreign exchange and earned Nil (previous year: Nil) in foreign exchange during the year under review on a standalone basis.

MAINTAINANCE OF COST RECORDS

The Company is in the financial services industry. In view of the nature of activities which are being carried on by the Company, the maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Act is not applicable on the Company and hence such accounts and records are not maintained.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

No amount was required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) during the financial year under reporting.

The Company has appointed a Nodal Officer for the IEPF authority, the details of which are available on the website of the Company at https://www.religare.com/investor-contacts.aspx

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

(a) in the preparation of the annual financial statements for the year ended March 31, 2021, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;

(b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period;

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) they have prepared the annual accounts on a going concern basis;

(e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and

(f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE

The Company is committed to uphold high standards of Corporate Governance and adhere to the requirements set out by the Securities and Exchange Board of India.

A detailed report on Corporate Governance alongwith the Certificate of M/s Sanjay Grover & Associates, Company Secretaries regarding compliance with conditions of Corporate Governance as stipulated in Part C of Schedule V of the SEBI LODR Regulations and a certificate from a Practicing Company Secretary that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by Board / Ministry of Corporate Affairs or any such statutory authority forms integral part of this Report.

AUDITORS

M/s S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N) ("SSKM"), were appointed as statutory auditors of the Company by the shareholders at the 33rd Annual General Meeting of the Company ("AGM") held on September 21, 2017, to hold office for a period of five consecutive years commencing from the financial year 2017-18 i.e. from the conclusion of 33rd AGM until the conclusion of the 38th AGM to be held in the year 2022.

However, RBI has issued a Circular on 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' on April 27, 2021 **(RBI SA Guidelines)** providing necessary instructions for appointment of SCAs/SAs, the number of auditors, their eligibility criteria, tenure and rotation, etc. while ensuring the independence of auditors.

As per above said guidelines of RBI, Entities will have to appoint the SCAs/SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Since, SSKM, the existing auditors had already completed a tenure of three years, they shall not be able to continue as Statutory Auditor.

The Company is in receipt of letter dated August 12, 2021 from SSKM communicating their intention to resign as statutory auditors of the Company since they have completed four years of continuous audit and are ineligible to continue as auditors beyond 30 September 2021.

In compliance with the above said regulatory requirement, the Company has evaluated the proposals received from various audit firms eligible to be appointed as Statutory Auditor of the Company. Basis the various proposals received from the eligible audit firms, the Board of Directors of the Company on recommendation of Audit Committee made the appointment of **M / s S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N)** as Statutory Auditors of the Company w.e.f. August 12, 2021, to fill the casual vacancy caused by resignation of SSKM, till the conclusion of this Annual General Meeting (AGM) and has also recommended for approval of the Members, the appointment of **M/s S. P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N)** as Statutory Auditors of the Company for a period of three years from the conclusion of 37th AGM until the conclusion of the 40th AGM to be held in the year 2024. The first year of audit will be of the financial statements for the year ending March 31, 2022, which will include the audit / limited review of the quarterly financial results for the year. In this regard, the Company has received certificate to the effect that they satisfy the criteria provided under Section 141 of the Act and RBI SA Guidelines and that the re-appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

AUDITORS' REPORT

The Reports given by the Auditors on the financial statements of the Company form part of the Annual Report. There is no qualification in the Auditors Report on the standalone financial statements for the financial year ended March 31, 2021. The Management response on the Statutory Auditors' Qualifications on the Company's consolidated financial statements for the financial year ended March 31, 2021 is as below.

Management's response on the Statutory Auditors' Qualification on the Company's consolidated financial statements:

i. **Qualification pertaining to Lakshmi Vilas Bank adjusting the fixed deposits of Religare Finvest Ltd., subsidiary of the Company (RFL):** RFL had filed a suit for recovery of Fixed Deposits amounting to Rs. 79,145 Lakhs misappropriated by the Lakshmi Vilas Bank ("LVB") on May 31, 2018 before the Hon'ble Delhi High Court that passed interim orders directing that status quo be maintained in respect of RFL's current account maintained with LVB. RFL has also filed an application to the Hon'ble Court for substitution of LVB with DBS Bank India Limited (DBS). Further, State Bank of India and SCCPL along with its associates have filed application for impleadment in the said suit. The matter is sub judice.

RFL had also filed a complaint against LVB and others on May 15, 2019 with Economic Offence Wing (EOW). The EOW, Delhi has registered a FIR against LVB & Ors. for committing offence of criminal breach of trust and criminal conspiracy. The EOW has filed its charge sheet on March 23, 2020, cognizance on which is yet to be taken by the Court. The matter is sub-judice. Also, the Enforcement Directorate has lodged an ECIR on the basis of the FIR. Further, management has taken appropriate legal remedies and no expected credit loss / provision is required at this point of time.

ii. **Qualification pertaining to sale of GNPA of Rs. 3,038.13 lakhs for a value of Rs. 2,278.60 lakhs to a Trust for security receipt as a consideration by Religare Housing Development Finance Corporation Ltd., subsidiary of RFL (RHDFCL):** The sale of GNPA to Reliance ARC was concluded within the RBI framework 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 it in its books.

    Further, RHDFCL had obtained third party opinion, which is also supporting the accounting treatment for derecognition of the loan portfolio and recognition of security receipts as Investments as per the applicable provisions of Ind AS particularly Ind AS-109, Financial Statements.

SECRETARIAL AUDITORS' REPORT

As per provisions of Section 204 of the Act, the Board of Directors of the Company has appointed M/s P I & Associates as the Secretarial Auditor of the Company to conduct the Secretarial Audit. The Secretarial Audit Report for the financial year ended March 31, 2021, is annexed to this Report. Management comments on qualification given by auditors in the report are as follows:

i. **Levy of fine by the stock exchanges for non-compliance of composition of Audit Committee in terms of the requirement of Regulation 18(1)(b) of the SEBI LODR Regulations during the period from February 26, 2020 to September 02, 2020:** Pursuant to requirements SEBI LODR Regulations, the Audit Committee shall comprise of minimum 3 directors as members with 2/3rd of the members to be Independent Directors. The Audit Committee of the Company comprised of 5 members and since 2/3rd of 5 arrive at 3.3, the Company was of the view that 3.3 is to be rounded to the nearest number which arrives at 3. However, post receipt of necessary clarification from the exchanges in the matter, the Company immediately took the corrective steps by re-constitution of the Audit Committee on September 02, 2020 and making the composition in compliance of the exchange requirements. The Company has also paid the fines imposed by Exchanges in the matter.

Further, the secretarial audit reports of material subsidiaries of the Company in FY 2020-21 are annexed to this Annual Report.

PARTICULARS OF INVESTMENTS, LOANS AND GUARANTEES

The Company, being an NBFC, is exempted from the provisions of Section 186 [except sub-section (1)] of the Act. Accordingly, details of particulars of loans, guarantees or investments as required to be provided as per Section 134(3)(g) of the Act are not provided.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions entered by the Company with related parties which may have a potential conflict with the interest of the Company.

All Related Party Transactions are placed before the Audit Committee for approval as per the Related Party Transactions Policy of the Company as approved by the Board. The policy is also uploaded on the website of the Company & can be accessed through the link https://www.religare.com/pdf/Related_party_Transaction_Policy_02042019.PDF

Since all related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and there was no material related party transaction entered by the Company during the year as per Related Party Transactions Policy, no details are required to be provided in Form AOC-2 prescribed under clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

The details of the transactions with related parties are provided in the notes to accompanying standalone financial statements.

RISK MANAGEMENT

The Board of Directors of the Company has constituted a Risk Management Committee, responsible to frame, implement, monitor and periodically review the effectiveness of the risk management plan and make appropriate changes as and when necessary.

The Company is a Core Investment Company and therefore as an investment holding company the management function includes oversight of risk function prevalent to its key operating group companies. The Company has a comprehensive Risk Management framework and overarching Risk Management Policy, which is adopted by each of the key operating subsidiaries while formulating their Risk Policy. Risk Management Policy of the Company identifies the key risk, if any, which may threaten the existence of the Company. Risk Management Policy is aimed at identification, evaluation/assessment, mitigation, monitoring and reporting of identifiable risks and recording of each identified risk alongwith their mitigation plan. Respective functional head and/or risk management department of key subsidiaries are responsible for implementation of the Risk Management system and maintenance of record of risk and mitigation plan in Risk & Control Matrix (RCM) for their respective functional area, which is tested and updated periodically. Therefore, the risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identification of risks and their classification as High, Medium and Low categories on the basis of likelihood, impact and velocity.

The testing and evaluation of control environment around Risk Management is integrated with the internal audit conducted by the Internal Auditors. The Risk Management Committee of the Company and its key operating subsidiaries reviews the risk management policy on an annual basis. Further, adequacy of design and operating effectiveness of key processes and controls, as documented in the risk and control matrices, is tested by internal auditors and a consolidated dashboard of Risk and Control review results across the Company and it key operating subsidiaries is presented to the Risk Management Committee of your Company on periodic basis.

Therefore, the Company has implemented a formal risk management policy and framework. Financial reporting and fraud risks are duly considered in the risk management framework. Risks are mapped with controls and Risk management framework is revisited and revised on the basis of prevailing practice and relevance.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of unethical practices, fraud and mismanagement, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and any leak/suspected leak of Unpublished Price Sensitive Information or gross misconduct by the employees of the Company, if any, that can lead to financial loss or reputational risk to the organization. The detail of the Whistle Blower Policy has been posted on the website of the Company & can be accessed through the link https://www.religare.com/Policies.aspx

During the year under review, no complaint pertaining to the Company was received under the Whistle Blower mechanism.

INTERNAL FINANCIAL CONTROLS AND INTERNAL CONTROL SYSTEM

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Controls of the company encompasses the policies, standard operating procedure manuals, approval/ authorization matrix, circulars/ guidelines, and risk & control matrices adopted by the company for ensuring the orderly and efficient conduct of its business & support functions, adherence to these policies & procedures, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information during the process of financial reporting.

The Company and its key operating subsidiaries have adequate control environment for identification and assessment of applicable risks on a periodical basis. Mitigation plans and controls are documented for each identified risk in the form of policies & procedures and risk & control matrices (RCM). Risks/controls documented in the risk and control matrices are mapped to each of the financial statement line items and financial assertions to ensure availability of mitigation plans and internal financial controls for each of the material balances contained in the financial statements. The Company has prepared separate RCMs for Process Level Controls (PLC) and Entity Level Controls (ELC). Similarly, IT General Controls (ITGC) have also been identified, assessed and documented.

The Company has satisfactory system of periodical monitoring and reporting of internal financial controls. Key policies and procedures including the Risk & Control Matrices are updated on a periodical basis. Management ensures that controls as designed are operating effectively and that lapses are identified and remedied in a timely manner. The monitoring activities are carried out through Control Self-Assessment (CSA) mechanism integrated with the internal audit function, conducted by Internal Auditor, whereby key risks and controls are reviewed on a quarterly basis and dashboard containing results of evaluation of Test of Design (TOD) and Test of Operating Effectiveness (TOE) are presented to the Audit Committee of the Company and its key operating subsidiaries. A half yearly report on TOD/TOE testing is presented to the Risk Management Committee.

The Company and its key operating subsidiaries have an elaborate quarterly internal audit system. The scope and authority of the Internal Audit function is defined in the comprehensive agreement with the internal auditor, which is reviewed and approved by the Audit Committee of the Company and its respective subsidiaries. To maintain its objectivity and independence, the Internal Auditor firm directly reports to the Audit Committee.

The Internal Auditor evaluates the efficacy and adequacy of the internal control system and internal financial controls (IFC) in the Company, its compliance with operating systems, accounting procedures, policies and regulatory requirements at key locations of the Company and its subsidiaries. Based on the integrated report of internal audit function and IFC, process owners undertake corrective action in their respective areas and thereby strengthen the internal controls. Significant internal audit observations and corrective actions thereon, alongwith IFC dashboard, are presented to the Audit Committee on quarterly basis.

Therefore, the Board has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively during the financial year.

DETAILS OF FRAUD REPORTABLE BY AUDITOR

During the year under review, neither the statutory auditors nor the secretarial auditors of the Company has disclosed any instance of fraud committed against the Company by its officers or employees required to be disclosed in terms of Section 143(12) of the Act.

HUMAN RESOURCES

The Company has successfully strengthened the overall position of the group and has created a blueprint to move ahead. The company and its subsidiaries are steadily restoring confidence amongst its various stakeholders. With the sincere efforts of dedicated, committed and loyal employees, the Company has stood strong even during difficult circumstances in the recent past and has made a strong presence felt across industry.

As we have paved our way to achieve greater heights, the Company continued to invest in creating a pool of talent for the growing business needs by way of retaining highly experienced and competent resources and by attracting new talent. Employees are the most important and critical asset and we are committed towards their overall development. We focus on promoting a collaborative, transparent and participative organization culture, and have developed strong performance management practices wherein innovation and meritocracy is recognized and rewarded. The Company also initiated various wellness initiatives to help employees in their physical and psychological well-being during the difficult times of COVID 19 Pandemic. Expert talks and sessions on various topics related to physical and mental health and fitness were organized. The Company is committed towards building encouraging work environment with a healthy work life balance.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place Prevention of Sexual Harassment at Workplace Policy in line with the requirements of The Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder. An Internal Complaints Committee (ICC) is in place as per the requirements of the said Act to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No case has been reported during the year under review.

PARTICULARS OF EMPLOYEES

The details required under Section 197(12) of the Act read with Rule 5(1) & 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed as “**Annexure B**” to this report.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirm that, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (SS1 and SS2) respectively relating to Meetings of the Board, its Committees and the General Meetings.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its operations in future except to the extent mentioned in this Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION

There are no material changes and commitments adversely affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate (i.e. March 31, 2021) and as of date of the report i.e. August 12, 2021.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Company's Bankers, Regulatory Bodies, Stakeholders including Financial Institutions and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors also wish to place on record their deep sense of gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company during the year under review. Your Directors would also like to thank all shareholders for their continued faith in the Company and look forward to your continued support in the future.

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

Sd/-
Dr. Rashmi Saluja
Executive Chairperson
DIN: 01715298

Place: New Delhi
Date: August 12, 2021

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

Annexure A

ANNEXURE –II
ANNUAL REPORT ON CSR ACTIVITIES
TO BE INCLUDED IN THE BOARD'S REPORT FOR FINANCIAL YEAR COMMENCING ON OR AFTER 1ST DAY OF APRIL, 2020

1. **Brief outline on CSR Policy of the Company:**

Company has adopted its CSR Policy which aims at enhancing the welfare measures for the underprivileged communities and aims to contribute towards access to good quality education, healthcare, sports, environment, facilities for senior citizens and orphans, enhancing vocational skills and sanitation initiatives. It also aims to empower communities to lead a self-reliant and healthier life at large.

CSR Policy of the Company provides the overview of projects or programs and the guiding principles for selection, implementation and monitoring of the CSR activities.

The CSR Policy of the Company can be assessed at the company's website through the link:

https://www.religare.com/pdf/Corporate_Social_Responsibility_Policy.pdf

2. **Composition of CSR Committee**:

Sl No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr. Rashmi Saluja	Executive Chairperson / Executive Director	1	1
2	Mr. Siddharth Mehta	Non-Executive Non Independent Vice Chairperson	1	1
3	Mr. Malay Kumar Sinha	Non-Executive Independent Director	1	1
4	Mr. Hamid Ahmed[1]	Non-Executive Independent Director	1	N.A
5	Ms. Sabina Vaisoha[2]	Non-Executive Independent Director	1	1
6	Late Mr. Sushil Chandra Tripathi[3]	Non-Executive Independent Director	1	1

[1]Mr. Hamid Ahmed appointed as Member of Corporate Social Responsibility Committee w.e.f. May 24, 2021;

[2]Ms. Sabina Vaisoha resigned as Independent Director from the Board of Directors on February 10, 2021 and consequently ceased to be member of the Committee on that date;

[3]Mr. Sushil Chandra Tripathi ceased to be Independent Director w.e.f. May 19, 2021 due to his sad demise on May 19, 2021 after a long battle with COVID-19 and consequently ceased to be member of the Committee on that date.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.-

Composition of CSR Committee

https://www.religare.com/Committees-of-Board.aspx

CSR Policy

https://www.religare.com/pdf/Corporate_Social_Responsibility_Policy.pdf

CSR projects approved by the board - *Not Applicable*

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). –

Not Applicable - *Due to losses during the past three years, the Company was not required to spend money under CSR for financial year 2020-21 as prescribed under Section 135 of the Companies Act, 2013, hence project assessment is not applicable*

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any - **Nil**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
Nil			
	TOTAL		

6. Average net profit of the company as per section 135(5)- Loss of Rs. 11,804 Lakhs

7. (a) Two percent of average net profit of the company as per section 135(5) – Nil

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. - Nil

   (c) Amount required to be set off for the financial year, if any- Nil

   (d) Total CSR obligation for the financial year (7a+7b-7c). – Nil

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount	Date of transfer.
N/A	N/A	N/A	N/A	N/A	N/A

Due to losses during the past three years, the Company was not required to spend money under CSR for financial year 2020-21 as prescribed under Section 135 of the Companies Act, 2013

(b) Details of CSR amount spent against **on-going projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation – Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number
	Not Applicable											
	TOTAL											

(c) Details of CSR amount spent against **other than on-going projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation on - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District.			Name	CSR registration number.
	Nil								
	TOTAL								

(d) Amount spent in Administrative Overheads- Nil

(e) Amount spent on Impact Assessment, if applicable- Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – Nil

(g) Excess amount for set off, if any - Nil

Sl.No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9.(a) Details of Unspent CSR amount for the preceding three financial years: Nil

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of Transfer.	
Nil							
	TOTAL						

(b) Details of CSR amount spent in the financial year for **on-going projects** of the preceding financial year(s): Nil

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	**Project ID.**	**Name of the Project.**	**Financial Year in which the project was commenced.**	**Project duration.**	**Total amount allocated for the project (in Rs.).**	**Amount spent on the project in the reporting Financial Year (in Rs).**	**Cumulative amount spent at the end of reporting Financial Year. (in Rs.)**	**Status of the project – Completed /Ongoing.**
Nil								
	TOTAL							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year – **Not Applicable**

(asset-wise details).

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). – **Not Applicable**

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

	Sd/- **Dr. Rashmi Saluja** **Executive Chairperson**	**Sd/-** **Mr. Hamid Ahmed** **Chairperson - CSR Committee meeting**
Place: New Delhi **Date:** August 12, 2021	DIN: 01715298 Address: Prius Global, A-3,4,5, Sector – 125, Noida – 201 301	DIN: 09032137 Address: Prius Global, A-3,4,5, Sector – 125, Noida – 201 301

Annexure B

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name & Designation	Ratio to Median REL Remuneration
Dr. Rashmi Saluja – Executive Chairperson	119:1

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name & Designation	% increase in REL remuneration in the financial year
Dr. Rashmi Saluja – Executive Chairperson	NA
Mr. Nitin Aggarwal – Group CFO	NA
Ms. Reena Jayara - Company Secretary	10

(iii) The percentage increase in the median remuneration of employees in the financial year: There is decrease in the median remuneration of employees in the financial year.

(iv) The number of permanent employees on the rolls of company: **29 (as on 31 March'21)**

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year was 1% whereas the average percentage increase in the applicable managerial remuneration for the same financial year was 5% .**

(vi) Affirmation that the remuneration is as per the remuneration policy of the company**:** It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Religare Enterprises Limited

Statement of Employee remuneration pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S. No.	Name	Age	Designation	Gross Remuneration (Rs.)	Qualification	Experience (years)	Date of Commencement of Employment	Last Employment
1	Rashmi Saluja	47	Executive Chairperson	103,307,533	MBBS, MD, LLB, MBA (Finance) PhD	26	26-Feb-20	Self Employed
2	Nitin Aggarwal	45	Group Chief Financial Officer	25,151,976	B.Com, CA	23	9-Sep-19	Religare Broking Limited
3	Nishant Singhal*	40	Director & General Counsel	11,695,700	B.Com, LLB	16	1-Jun-20	Religare Finvest Ltd
4	Mayur Ranjan Dwivedi	40	EVP & Head - Strategy, M&A and Investor Relations	8,884,863	MBA (PGDIM), Bachelor of Engg.	13	1-Jun-20	Religare Finvest Ltd
5	Nitya Kishore Sahu[1]	63	Group Head – Compliance	8,433,845	MA (Economics), CAIIB	37	23-Apr-18	Reserve Bank of India

S. No.	Name	Age	Designation	Gross Remuneration (Rs.)	Qualification	Experience (years)	Date of Commencement of Employment	Last Employment
6	Rajesh Sharma*	52	Director - Internal Audit	7,739,744	B.Com, CA	26	1-Jan-18	Religare Support Services Limited
7	Shalabh Garg	42	VP - Information Technology	5,396,008	BE (Computer Science), PGDBA	16	1-Jan-18	Religare Support Services Limited
8	Sanjeev Tandon	43	SVP - Finance & Accounts	4,474,236	B.Com, CA	21	1-Jan-18	Religare Support Services Limited
9	Reena Jayara	39	VP & Company Secretary	4,118,151	B.Com, CS	15	17-Nov-17	Religare Support Services Limited
10	Sandeep Kumar Diwan	44	VP - Finance & Accounts	2,667,479	CA, CMA, MBA(Finance)	20	1-Sep-18	Religare Finvest Ltd

[1] Resigned w.e.f. December 1, 2020

*Non Board members

Statement of Employee remuneration pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(Employed for the part of the year with an average salary above Rs. 8.5 Lakh per month not covered above)

S. No.	Name	Age	Designation	Gross Remuneration (Rs.)	Qualification	Experience (years)	Date of Commencement of Employment	Last Employment
1	Amarjeet Singh Arora[1]	58	Director - Legal & Recovery	1,966,480	B.Com,	39	1-Jan-18	Religare Support Services Limited

[1] Non Board member & Resigned w.e.f. April 30, 2020

1) Persons named above are/ were permanent employees of the Company except Mr. Nitya Kishore Sahu whose appointment was on fixed term basis.
2) Remuneration includes salary, allowances, leave encashment, bonus, leave travel concession & Employer contribution towards NPS. In addition, the employees are entitled to gratuity, employer's contribution to Provident Fund, Food Voucher, Group insurance and Other Perquisites in accordance with Company's Rules.
3) The appointment of the above employees is non-contractual except as stated in 1. above however they are all governed by the Company policy and rules
4) None of the employees above has equity shareholding in the company exceeding 2% of the equity shares as on March 31, 2021
5) None of the employees mentioned above are relative of any Director of the Company.
6) None of the employees were in receipt of remuneration which in the aggregate, is in excess of that drawn by Managing Director of the Company and also holds by himself or along with his spouse and dependent children, 2% of the equity shares of the Company
7) Remuneration mentioned above is inclusive of retirement/ separation benefits paid during the year

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

Sd/-
Dr. Rashmi Saluja
Executive Chairperson
DIN: 01715298

Place: New Delhi
Date: August 12, 2021.

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

FORM MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Religare Enterprises Limited
(L74899DL1984PLC146935)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Religare Enterprises Limited** (hereinafter called "the Company" or "REL"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. As informed to us, the Company is registered with the Reserve Bank of India (RBI) as a Systemically Important Core Investment Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, during the audit period covering the financial year ended on March 31, 2021, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment,

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   d. The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(not applicable to the Company during the audit period)*;

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(not applicable to the Company during the audit period)*

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(not applicable to the Company during the audit period)*

h. The Securities and Exchange Board of India (Buy - back of Securities) Regulations, 2018; *(not applicable to the Company during the audit period)*

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

(vi) Based upon the Management Representation wherever required from the Company, we further report that subject to the observations mentioned hereinafter, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the following pertinent laws, rules, regulations and guidelines as specifically applicable to the Company: -

i. The Reserve Bank of India Act, 1934 to the extent it is applicable to Core Investment Companies (CIC) and

ii. Master Directions on Core Investment Companies (Reserve Bank) Directions, 2016 including revised Master Directors, 2020 ("Revised NBFC CIC Directions" effective from October 5, 2020).

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India:

We noted that the Company is generally regular in complying with the standards.

(ii) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited read with the Listing Regulations.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. *That the constitution of the Audit Committee was comprised of 3 independent directors out of 5 total members from February 26, 2020 till September 2, 2020 and the same was not in line with the Regulation 18(1)(b) of the Listing Regulations which requires the Company to have two-third of total number of members as independent directors (i.e. minimum 4 members ought to be independent directors). Thereafter, NSE vide its letters dated July 02, 2020, August 20, 2020, November 17, 2020 and BSE vide its letters dated July 03, 2020, August 20, 2020, November 17, 2020 had levied a penalty of Rs. 70,000/-, Rs.1,82,000/-, Rs.1,28,000/- each respectively which have been paid by the Company to both the exchanges as on date of this report.*

We further report that:

i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

ii. Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except few Board Meetings which were held on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

iii. Majority decisions were carried through and there were no instances where any director expressing any dissenting views.

We further noted that:

i. In terms of the Revised NBFC CIC Directions, every CIC is required to obtain the registration from all 4 (four) Credit Information Companies. In this regard, we noted that the Company after commencement of Revised CIC Directions from October 5, 2020, has obtained registration from 2 (two) Credit Information Companies as on the date of this report and it is in process of obtaining the registration from rest 2 (two) Credit Information Companies.

ii. That in terms of the Revised NBFC CIC Directions, every CIC shall constitute a Group Risk Management Committee ("GRMC") which shall comprise of at least 5 members out which 2 members shall be independent directors, one of whom shall be chairperson and GRMC shall meet at least once in a quarter. In this regard, we noted that the Company has reconstituted its existing Risk Management Committee in accordance with the Revised Directions however the said Committee of the Company did not meet in the last quarter ended on March 31, 2021.

We further report that during the audit period, following events were occurred having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

i. That in continuation of the matter disclosed in our previous year's report regarding re-classification of promoters and promoter group, the Company has received approval, under the provisions of Regulation 31A of the Listing Regulations from both the stock exchanges viz. BSE Limited dated June 12, 2021 and National Stock Exchange of India Limited dated June 11, 2021, for re-classification of Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Ms. Japna Malvinder Singh, Ms. Aditi Shivinder Singh, Mr. Abhishek Singh, RHC Finance Private Limited, RHC Holding Private Limited and PS Trust (held in the name of Malvinder Mohan Singh & Shivinder Mohan Singh). Consequently, Company become a listed entity with no promoters.

ii. That the Company has filed a petition before Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT") on June 14, 2019 seeking rectification of Register of Members of the Company by cancellation of 25,000,000, 0.01% Preference Shares ("Preference Shares") issued on August 30, 2016 to RHC Finance Private Limited, a Promoter Group Company. Also, the Company has sought interim relief with respect to suspension of voting rights and dividend rights attached to the said Preference shares. The matter is still pending before the NCLT.

iii. That a petition has been filed against the Company by Loancore Servicing Solutions Ltd. before NCLT under Sections 58 and 59 of the Companies Act seeking rectification of Register of Members of REL wherein the petitioners claim that they should be allotted 24.5% shares of REL in terms of a Penalty Fee Agreement which allegedly has been executed by S. Laxminarayan in their favour. REL denies existence of such Penalty Fee Agreement. The matter is listed before the Hon'ble NCLT New Delhi bench and pending for disposal.

iv. That the Board of Directors in its Meeting held on December 18, 2019 approved the Scheme of Merger / Amalgamation of 4 (four) direct/indirect wholly owned subsidiaries of the Company, namely Religare Comtrade Limited, Religare Insurance Limited, Religare Advisors Limited and Religare Business Solutions Limited with/into the Company. As informed to us, the filing of the Scheme was delayed due to the lockdown situation on account of COVID-19 pandemic outbreak and consequently was filed with the NCLT on October 31, 2020 and the approval of NCLT is still pending as on the even date.

v. In continuation of the SEBI order SEBI vide Order No. WTM/GM/IVD/100/2018 -19 dated March 14, 2019 read with order No. WTM/GM/IVD/34/2019-20 dated September 11, 2019, the SEBI issued Show Cause Notice ("SCN") dated November 17, 2020 to the Company for alleged violation of provisions of section 12A (a) (b) & (c) of the SEBI Act, 1992 ("SEBI Act") and Regulations 3(b), 3(c) & 3 (d), 4(1), 4(2)(f), and 4(2)(r) of the SEBI (PFUTP) Regulations, 2003 as well as clauses 32 and 36 of the Listing Agreement, Clause 49(I)(C)(1)(a) & 49(I)(C)(1)(d) of the Listing Agreement [post circular dated April 17,2014] read with Regulation 103 of Listing Regulations and Section 21 of the Securities Contract (Regulation) Act, 1956; Regulations 4(1)(a), 4(1)(b), 4(1)(c), 4(1)(d), 4(1)(g), 4(1)(h), 4(1)(i), 4(1)(j), 30(1), and 48 of Listing Regulations.

The Company was called upon to show cause as to why appropriate directions, as deemed fit, under Sections 11B (1) and 11(4) read with section 11(1) of SEBI Act and Section 12A(1) of SCRA Act, 1956 should not be issued against it. The Company was further called upon to show cause as to why appropriate directions for imposing penalty under Sections 11(4A) and 11B (2) read with Section 15HA and 15HB of SEBI Act and section 12A (2) read with Section 23E of the SCRA Act, 1956 and SEBI (Procedure for holding inquiry and imposing penalties) Rules, 1995 and Securities Contract (Regulation) (Procedure for holding inquiry and imposing penalties) Rules, 2005 should not be issued against the Company. Thereafter, the Company has filed its reply and part arguments have also been heard in the matter.

Further, the Company has also submitted a settlement application with SEBI in accordance with provisions of SEBI (Settlement Proceedings) Regulations, 2018 on March 31, 2021 which is pending for disposal as on date.

vi. As per the date of this report, the Board of Directors of the Company has approved on June 08,2021 to raise funds through preferential basis by issuing upto 5,41,56,761 equity shares at an issue price of Rs. 105.25 per share and the same has been approved by the Shareholder in the extra-ordinary general meeting held on July 03, 2021. Thereafter the Company has made allotment of equity shares on July 14, 2021.

Limitations

It is to be noted that due to Covid-19 situation in the Country and in compliance of the Covid-19 norms issued by the Government of India and State Governments from time to time, the Firm had carried out the audit virtually and the documents, registers, forms, etc. were made available to us by the company through electronic medium. Further, wherever possible we have also taken confirmations from the company but the audit, as conducted, is subject to limitation of availability of documents due to continuous restrictions imposed by governments.

For PI & Associates,
Company Secretaries

Sd/-
Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN: A032109C000733524

Date: August 4, 2021
Place: New Delhi

The above report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

"Annexure A"

To,
The Members,
RELIGARE ENTERPRISES LIMITED

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates,
Company Secretaries

Sd/-
Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN: A032109C000733524

Date: August 4, 2021
Place: New Delhi

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Care Health Insurance Limited

(U66000DL2007PLC161503)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Care Health Insurance Limited (hereinafter called "the Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. This Company is governed mainly under the provisions of the Insurance Act, 1938 and the Insurance Regulatory and Development Authority Act, 1999 ('Insurance Laws') and under the Companies Act, 2013 and rules framed thereunder where there is no inconsistency with the Insurance Laws.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent and as applicable to the Company, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2021 as mentioned in ***Annexure-A and Annexure-B***, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (*Not applicable to the Company during the audit period*)

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (*Not applicable to the Company during the audit period*)

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Not applicable*)

d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (*Not applicable*)

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (*Not* applicable)

h. The Securities and Exchange Board of India (Buy - back of Securities) Regulations, 2018; (*Not applicable*)

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*Not applicable*)

(vi) And the Company being in the business of Insurance other than Life Insurance, the Special Act as applicable to it is the Insurance Act, 1938 and extant Rules & Regulation framed under Insurance Regulatory and Development Authority Act, 1999 (IRDA).

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The Listing Agreements entered into by the Company with the Stock Exchange(s), if applicable; **(***Not applicable***)**

We further report that:

I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 and IRDA Regulations incl. Corporate Governance guidelines.

II. Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

III. Majority decision were carried through and there were no instances where any director expressing any dissenting views.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:

I. That the Company has altered its Articles of Association in accordance with the conditions contained in the Share Subscription and Share Purchase Agreement entered into between M/s. Kedaara Capital Fund II LLP (Investment Parent), M/s Trishikar Ventures LLP (Investors) (Jointly referred as "Kedaara"), M/s. Religare Enterprises Limited and the Company dated 06th February, 2020.

II. The Company issued and allotted 791,76,564 equity shares of the Company, of face value of Rs. 10 each, on preferential allotment/private placement basis at a price of Rs. 37.89/- per equity share (including premium of Rs. 27.89) aggregating to Rs. 300,00,00,009.9 to M/s. Trishikhar Ventures LLP.

III. That the Company also issued and allotted 6,91,416 Equity Shares of the Company of face value of Rs. 10 each, on preferential allotment/private placement basis at a price of Rs. 37.89/- per equity share (including premium of Rs. 27.89) aggregating to Rs. 2,61,97,752.24 to certain Investors.

IV. That the Company allotted 1,66,33,239 equity shares of face value of Rs. 10 each at a price of Rs. 10 each amounting to Rs. 16,63,32,390/- to Mr. Anuj Gulati, Managing Director & CEO of the Company pursuant to ESOP options exercised by CEO under Religare Health Insurance CEO Stock Option Scheme 2014.

For PI & Associates
Company Secretaries

Sd/-
Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN: A032109C000698467

Date: June 15, 2021
Place: New Delhi

The above report is to be read with our letter of even date which is annexed as "Annexure A and B" and forms an integral part of this report.

“Annexure A”

Under Companies Act, 2013: -

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended March 31, 2020.
3. Minutes of the meetings of the Board of Directors, Audit Committee and Nomination & Remuneration Committee, along with Attendance Register held during the financial year under report.
4. Minutes of General Body Meetings held during the financial year ended March 31, 2021 under report.
5. Statutory Registers as per Companies Act 2013.
6. Agenda papers submitted to all the directors / members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 149(6) & (7), Section 164 and Section 184 of the Companies Act, 2013.
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.
9. Various Policies framed by the Company required under the Companies Act, 2013 viz. Nomination and Remuneration Policy, Corporate Social Responsibility Policy, Board Evaluation Policy etc.
10. Documents pertaining to Appointment, Resignation of Directors and KMP and approvals received from IRDAI.
11. Other relevant documents as required to be maintained and published on website by the Company.

Under Insurance Act, 1938 and Insurance Regulatory and Development Authority of India Act (IRDAI) 1999: -

1. Minutes of Investment Committee, Policyholders Protection Committee, Risk Management Committee required as per IRDAI Corporate Governance Guidelines along with Attendance Register, held during the financial year under report.
2. Deed of Covenants at the time of appointment.
3. Declaration and undertakings from Directors.
4. Compliance / Correspondence with IRDAI i.e. Monthly, Quarterly, Half yearly, Annually etc.
5. Documents pertaining to Appointment of Directors and KMP and approvals received from IRDAI.

Limitations

It is to be noted that due to Covid-19 situation in the Country and in compliance of the Covid-19 norms issued by the Government of India and State Governments from time to time, the Firm had carried out the audit virtually and the documents, registers, forms, etc. were made available to us by the company through electronic medium. Further, wherever possible we have also taken confirmations from the company but the audit, as conducted, is subject to limitation of availability of documents due to continuous restrictions imposed by governments.

“Annexure B”

To,
The Members,
Care Health Insurance Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Compliance Certificate about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates
Company Secretaries

Sd/-
Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN: A032109C000698467

Date: June 15, 2021
Place: New Delhi

FORM MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

RELIGARE BROKING LIMITED

(U65999DL2016PLC314319)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Religare Broking Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. As informed to us, The Company is registered as a Research Analyst w.e.f. March 29, 2019 under SEBI (Research Analyst) Regulations, 2014, as a Stock Broker w.e.f. May 3, 2018 under SEBI (Stock Brokers) Regulations, 1992, as a Depository Participant w.e.f. October 16, 2018 under SEBI (Depository Participants) Regulations, 2018, as a Corporate Agent w.e.f. July 23, 2018 under IRDAI (Registration of Corporate Agents) Regulations, 2015 and as a Point of Presence w.e.f. June 7, 2018 under PFRDA (Point of Presence) Regulations, 2018.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of: -

i. The Companies Act, 2013 ('the Act') and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder; *(Not applicable)*

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not applicable)*

   (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, *(Not applicable)*

   (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not applicable)*

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not applicable)*

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable)*

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; (Applicable to the extent in case of Issuer)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not applicable)* and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable)*

vi. Based upon the Management Representation letter wherever required from the Company and the audit reports as made available to us of the respective auditors appointed under specific Laws/ Regulations/ Rules, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances except to the extent qualified by the said auditors with the following pertinent laws, rules, regulations and guidelines as specifically applicable to the Company:-

(i) On the basis of business operations and registrations obtained by the Company, we further report that we have relied upon the Internal Audit Reports/ concurrent audit reports/ system audit report provided to us of the respective auditors so appointed, and sought confirmations wherever required from the management of the Company, under the following specifically applicable Regulations:

a) The Securities and Exchange Board of India (Research Analyst) Regulations, 2014; **(‘RA Regulations’**)

b) The Securities and Exchange Board of India (Stock-Brokers) Regulations, 1992 read with Master Circular for Stock Broker; **(‘Broking Regulations’)**

c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **(‘DP Regulations’);**

d) Pension Fund Regulatory and Development Authority (Point of Presence) Regulations, 2018 **(‘POP Regulations’)**;

e) Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015; and

f) Prevention of Money Laundering Act, 2002 read with Prevention of Money- Laundering (Maintenance of Records) Rules, 2005 to the extent of filing information of clients.

We have also examined compliance with the applicable clauses of the following: -

(i) Secretarial Standards issued by The Institute of Company Secretaries of India: The Company is generally regular in complying with the standards;

(ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) and Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. *(Not applicable)*

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. and other specific applicable regulations as mentioned above.

We further report that:

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven (7) days in advance except the few Board Meetings which were held on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) Majority decision were carried through and there were no instances where any director expressing any dissenting views.

We further report that during the period under review, the stock exchanges namely Bombay Stock Exchange (BSE), National Stock Exchange (NSE) and Multi Commodity Exchange (MCE) had respectively levied a nominal penalty on the Company for few of the operational lapses and as confirmed to us, such penalties have been paid to the stock exchanges.

We further report that during the audit period no events occurred which have a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards etc. referred to above.

Limitations

It is to be noted that due to Covid-19 situation in the Country and in compliance of the Covid-19 norms issued by the Government of India and State Governments from time to time, the Firm had carried out the audit virtually and the documents, registers, forms, etc. were made available to us by the company through electronic medium. Further, wherever possible we have also taken confirmations from the company but the audit, as conducted, is subject to limitation of availability of documents due to continuous restrictions imposed by governments.

For PI & Associates,
Company Secretaries

Sd/-
(Ajay Khandelwal)
Partner
ACS No.: A22362
C P No: 18606
UDIN: A022362C000690249

Date: July 26, 2021
Place: New Delhi

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

“Annexure A”

To,

The Members,

RELIGARE BROKING LIMITED

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates,
Company Secretaries

Sd/-
(Ajay Khandelwal)
Partner
ACS No.: A22362
C P No: 18606
UDIN: A022362C000690249

Date: July 26, 2021
Place: New Delhi

FORM MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Religare Finvest Limited
(U74999DL1995PLC064132)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Religare Finvest Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. The Company is primarily engaged in the lending business and registered with the Reserve Bank of India (RBI) as a Systemically Important Non-Deposit taking Non-Banking Financial Company (NBFC- ND-SI). The Company also holds the certificate/ registration as (i) distribution of mutual fund products from RBI (ii) Depository Participant with CDSL (iii) Association of Mutual Funds in India (AMFI) and (iv) Corporate Agent (Composite) from the Insurance Regulatory and Development Authority of India (IRDAI). The Non-Convertible Debentures (NCDs) of the Company issued on private placement basis are listed on BSE Limited.

Based on our verification of the Company, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, during the audit period covering the financial year ended on March 31, 2021, the Company has complied with the statutory provisions listed hereunder and also that the Company has Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; *(not applicable to the Company)*

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

  a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(not applicable to the Company)*

  b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI (PIT) Regulations, 2015) *(for listed NCDs of the Company)*;

  c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;*(not applicable to the Company during the audit period)*

d. The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; *(not applicable to the Company)*

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(not applicable to the Company during the audit period)*;

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;*(not applicable to the Company)*

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;*(not applicable to the Company during the audit period)*

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent it is applicable to listed debt.

(vi) Based upon the Management Representation wherever required from the Company and the audit report as made available to us of the respective auditor appointed under specific any Law/ Regulations, we further report that subject to the observations mentioned hereinafter, there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the following pertinent laws, rules, regulations and guidelines as specifically applicable to the Company: -

(a) The Reserve Bank of India Act, 1934 (RBI Act, 1934) to the extent it is applicable to NBFC;

(b) RBI Master Directions - NBFC-ND-SI, 2016; ("NBFC Directions")

(c) RBI Master Directions - KYC Directions, 2016;

(d) RBI's Master Directions-Information Technology Framework for the NBFCs, 2016;

(e) RBI's Master Directions - Monitoring of Frauds in NBFCs, 2016

(f) RBI's Master Directions - Returns by NBFCs, 2016

(g) SEBI (Depository and Participant) Regulations, 2018; and

(h) IRDAI (Registration of Corporate Agents) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following:

I. Secretarial Standards issued by The Institute of Company Secretaries of India: We noted that the Company is generally regular in complying with the standards.

II. The Listing Agreements entered into by the Company with the Stock Exchange(s) with respect to its debt listed on private placement basis.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below: -

1. *That the Capital to Risk Assets Ratio (CRAR) of the Company as on March 31, 2021 is*

   (-)78.27% which is in breach of the limits of minimum 15% at all time as required under NBFC Directions;

2. *That the Net Owned Fund (NOF) of the Company as on March 31, 2021 is* Rs (-) 1,831.78 crores *which is in breach of the*

requirement of having NOF of Rs. 200 Lakhs at all time in terms of the provisions of RBI Act, 1934 and due to negative Owned Fund as on March 31, 2021 the Company has accordingly exceeded the limits of concentration of lending to a single borrower and any single group of borrowers of 15% and 25% of Owned Fund, respectively. Further, the cumulative mismatches in the ALM Returns filed with the RBI in all buckets have exceeded the limit defined by the RBI; and

3. *That in terms of Liquidity Risk Management Framework Guidelines issued by the RBI dated November 04, 2019 wherein applicable NBFCs are required to comply with the Liquidity Coverage Ratio (LCR) which needs to be achieved 100% by December 1, 2024 in a progressive manner beginning from 50% as at end of December 1, 2020. However, we noted that the Company has not achieved the minimum LCR even as on date of the report.*

We further report that:

i. That as at the end of the period under review, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

ii. Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except that of few Board Meetings which were held on shorter notice in compliance with the applicable statutory requirements, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

iii. Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes.

We noted that Consequent to approval of Reserve Bank of India (RBI) on Company's application for change in designation of Dr. Rashmi Saluja from Non-Executive & Independent Director to Non-Executive & Non-Independent Director, the Company had appointed Dr. Rashmi Saluja, Chairperson cum Managing Director, as Designated Director of the Company in terms of the provisions of Prevention of Money Laundering Act, 2002 read with RBI (Know your Client) Directions, 2016 w.e.f. September 11, 2020.

We further report that during the audit period following events were occurred which have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

1. That the Company had made defaults in the repayment of its obligations towards its lenders (other than NCD holders) and an amount of Rs. 329,602.94 lacs were overdue as at March 31st, 2021 since the Company is facing significant asset liability mismatches. After the closure the period under review, the Company has been unable to service its obligations in respect of payment of principal and interest amounts towards the Non-Convertible Debentures, due on April 30, 2021, to the eligible debenture holder(s).

2. That the Company has been placed under the Corrective Action Plan ("CAP") by the RBI vide its letter dated January 18, 2018 which inter-alia prohibits it from the expansion of credit/investment portfolios other than investment in Government Securities and advises the Company to not to pay dividend. As informed to us, the Company is taking necessary corrective actions and making all efforts to come out of the CAP imposed by the RBI. The Company, in order to revive its business and to ensure proper alignment of its asset liability profile has proposed a Debt Resolution Plan ("DRP") to its lenders subject to all requisite approvals and compliances with all applicable norms/ regulations. In continuation thereof, the Company has received a letter dated June 3, 2021 from State Bank of India stating that the proposal is under consideration on merit and will be considered if it complies of the RBI circular dated June 7, 2019 subject to necessary internal approvals by all Consortium lenders. The Company along with holding Company is working towards the revival and removal of CAP by RBI.

3. In reference to our Report for the Financial Year 2019-20 dated August 27, 2020, the show cause notice received from the SEBI in the matter of Deccan Chronicle Holdings Limited dated December 31st, 2019 for inadvertent non-filing of disclosures

under Regulation 13(1) of the SEBI (PIT) Regulations, 1992 and Regulation 29(4) of the SEBI (SAST) Regulations, 2011 in the year 2012, has been disposed of in pursuance to settlement application filed by the Company on October 16, 2020 by the Adjudicating Officer in lieu of Settlement amount of Rs. 13,80,591/- (Rupees Thirteen lakhs eighty thousand five hundred and ninety-one only).

4. As informed to us, the Company has filed a suit for recovery for an amount of Rs. 800 crore approximately which was misappropriated by the Lakshmi Vilas Bank (LVB) on the account of illegal liquidation of Fixed Deposits placed with it. The said suit was filed in May, 2018 before the Hon'ble Delhi High Court. However, during the year ended March 31st, 2020, the Company had filed an application for amendment of its original suit stating that the appropriations of FDs by LVB was illegal as LVB had colluded and conspired with the old promoters and Ex Directors and two other entities. In the said suit State Bank of India (SBI) has also preferred an application for intervention which is pending for adjudication.

   The Company has also filed a criminal complaint before the Economic Offences Wing (EOW), Delhi. As Explained, the EOW has filed its charge sheet as well the supplementary charge sheet against the accused persons including the senior LVB officials, cognizance on which has already been taken. The Court has also summoned DBS Bank in the matter. The Enforcement Directorate has suo-moto lodged an ECIR on the basis of FIR.

5. That Strategic Credit Capital Private Limited (SCCPL) & Participation Finance & Holdings (India) Private Limited (PFH) have filed a commercial civil suit before Hon'ble Delhi High Court against Lakshmi Vilas Bank (LVB), wherein they have arrayed Company and other entities as party. SCCPL and PFH are seeking various relief in petition against LVB amongst other relief, a direction against the Company's Fixed Deposit placed with LVB. The Company had filed application u/s 340 of Cr.pc against SCCPL, for filing fabricated indemnification cum release agreement. Further, Loancore Servicing Solutions Private Limited (Loancore) filed an application for substitution in place of plaintiffs. Thereafter, SCCPL also moved an application u/o39 R-1/2 of CPC seeking injunction against the Company and its holding Company, restraining them from selling their business. The said application was disposed of in terms of order dated February 22, 2018 i.e. status quo on brand. Loancore Servicing Solutions Pvt. Ltd had filed substitution on behalf of SCCPL by way of assignment deed. The Matter is now listed for arguments on all pending applications on August 9, 2021.

6. That SCCPL and its associate companies have filed a suit seeking relief inter alia in the nature of specific performance of part of the Settlement Agreement entered into between RFL and the Petitioners in July 2017. The petitioners are seeking discharge of their obligations under the said Settlement Agreement. The Company had filed applications for the rejection of plaint, extension of time for filing written statement and for examination of documents and seeking responses to questions.

   SCCPL and its associate companies have filed replies to the applications filed by the Company. The Court has given liberty to the Company to file rejoinder, if any. SCCPL has filed two applications 1) seeking injunctive orders qua the investigating agency (EOW) (under order 39 rule 1&2 CPC) to which the Company has to file its reply & 2) application for amendment of plaint (under order 6 rule 17 CPC) to which reply has already been filed by the Company. The matter is now scheduled for hearing on August 24, 2021 for concluding arguments on application for amendment.

7. Nishu Finlease Private Limited (NFPL) entered into a loan agreement with SCCPL on July 21, 2015, whereby the SCCPL had availed a loan facility of Rs. 40 Crore from NFPL. The Company entered into a sale agreement with NFPL, whereby the Company purchased the outstanding loan, along with underlying securities and receivables, given by NFPL to SCCPL under Loan Agreement for a purchase consideration of Rs. 45 Crore. The Company had invoked its right under clause 24.1 of the loan agreement and terminated the loan agreement by issuing a termination cum recall notice dated June 24, 2016. However, SSCPL failed to pay the Company, consequently had filed insolvency petition against SCCPL before the Hon'ble NCLT, New Delhi and matter is listed on September 14, 2021.

8. Perpetual Capital and Servicing Private Limited (PCSPL) had taken the loan of Rs. 225 Crore against the pledge of shares and optionally fully convertible debentures on June 8, 2015 by entering into a loan agreement. Further an additional amount

of Rs. 35 Crore was also sanctioned vide letter dated December 30, 2015.However, PCSPL defaulted in making the payment that was due and payable under the loan agreement. On account of failure to make payment, the Company had consequently filed insolvency petition against PCSPL before the Hon'ble NCLT, Mumbai and matter is listed on September 22, 2021 Also, PCSPL has filed a transfer petition seeking transfer of company petition from Mumbai Bench to the Principal Bench of Delhi, against which RFL has filed its reply which is posted for hearing on 12-Aug- 21 before the NCLT, New Delhi.

9. In the matter of Interim ex-parte order passed by SEBI on March 14, 2019 read with Corrigendum dated April 18, 2019 and Confirmatory Order dated September 11, 2019 ("SEBI Order") w.r.t. the Order passed by SEBI on November 12, 2020 in the matter of Religare Enterprises Limited, parent company, the Company has received a Show Cause Notice dated November 17, 2020 from the SEBI. Thereafter, the Company along with holding Company has submitted a settlement application with SEBI in accordance with provisions of SEBI (Settlement Proceedings) Regulations, 2018 on March 31, 2021 which is pending for disposal as on date at SEBI end.

10. SEBI has issued a notice dated 09th April, 21 (EAD-4/ADJ/GR/KG/OW/8529/1/2021) with respect to Fortis Healthcare Limited matter, wherein RFL has been called upon to show cause as to why an inquiry should not be imposed under sections 15HA and 15HB of the SEBI Act, 1992, within 14 days from the date of the receipt of the said notice. RFL vide its letter dated 23rd April, 2021 requested SEBI to grant permission for inspection of relied upon documents however, the said request was turned down by SEBI. The matter was partly heard on 15th June, 2021 after which SEBI directed RFL to file written submissions by 25-Jun-21. RFL has already filed its reply and written submissions along with settlement application (without pre-judice).

11. The Company had borrowed funds from Axis Bank Limited through issuance of Unsecured Rated Listed Redeemable Non-Convertible Subordinated Debentures of Series LIII (53) (NCDs) issued on private placement basis of Rs. 10,00,000/- each for cash at par for upto Rs. 100 crore on September 30, 2015. The Debentures carried a coupon rate of 10.68% p.a. which was payable annually. The Company, year on year, honored its contractual obligation by making annual payments of the interest due on the Debentures to Axis Bank, without default. However, on due date of maturity i.e. 30 April, 2021, due to significant assets liabilities mismatches, the Company was not in a position to pay and consequently, has not paid the total outstanding of Rs. 10,620 Lacs comprising of principal of Rs. 10,000 Lacs and interest of Rs. 620 lacs. Consequently, the rating agency, India Ratings, has downgraded the ratings on lower Tier-2 debt from IND C to IND D. The same has been appropriately disclosed by the Company to the regulatory / statutory authorities and all stakeholders. Further, Axis Trustee is now in the process to nominate a Nominee Director on the Board of the Company, for representing the Debenture Holder.

Limitations

It is to be noted that due to Covid-19 situation in the Country and in compliance of the Covid-19 norms issued by the Government of India and State Governments from time to time, the Firm had carried out the audit virtually and the documents, registers, forms, etc. were made available to us by the company through electronic medium. Further, wherever possible we have also taken confirmations from the company but the audit, as conducted, is subject to limitation of availability of documents due to continuous restrictions imposed by governments.

For PI & Associates,
Company Secretaries

Sd/-
Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN: A032109C000733581

Date: August 4, 2021
Place: New Delhi

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

“Annexure A”

To,
The Members,
RELIGARE FINVEST LIMITED

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates,
Company Secretaries

Sd/-
Nitesh Latwal
Partner
ACS No.: 32109
C P No.: 16276
UDIN: A032109C000733581

Date: August 4, 2021
Place: New Delhi

FORM MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Religare Housing Development Finance Corporation Limited
(U74899DL1993PLC054259)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Religare Housing Development Finance Corporation Limited** (hereinafter called "the Company"/"RHDFCL"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon. It is also noted that the Company is a Housing Finance Company (HFC) registered with National Housing Bank (NHB) under section 29A of the National Housing Bank Act, 1987.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, during the audit period covering the financial year ended on March 31, 2021, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; *(not applicable to the Company);*

(iii) The Depositories Act, 2018 and the Regulations and Bye-laws framed thereunder; *(not applicable to the Company);*

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(not applicable)*

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *(not applicable)*

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;*(not applicable)*

   d. The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; *(not applicable)*

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(not applicable)*;

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act; *(not applicable)*

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(not applicable)*

   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable)*

   i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. *(not applicable)*

(vi) Based upon the Management Representation wherever required from the Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the following pertinent laws, rules, regulations and guidelines as specifically applicable to the Company: -

1) The National Housing Bank Act, 1987;

2) The Housing Finance Companies (NHB) Directions, 2010 read with Housing Finance Companies (Reserve Bank) Directions, 2021;

3) Master Circular on Fair Practice Code for Housing Finance Companies; and

4) Master Circular- Housing Finance Companies – Corporate Governance (NHB) Directions, 2016.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India: The Company is generally regular in complying with the standards.

(ii) The Listing Agreements entered into by the Company with the Stock Exchange(s). *(Not applicable)*

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors including independent directors as at the end of the period under review. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013. Further it is noted that Dr. Rashmi Saluja was appointed as a Whole Time Director/ Executive Director of the ultimate holding company (i.e. Religare Enterprises Limited) w.e.f February 26, 2020 and consequently, she ceased to hold the office as an Independent Director of the Company from that date in terms of the provisions of Section 149 of the Companies Act, 2013. However, it is pertinent to note that the Board of Directors of RHDFCL on Feb 01, 2020 had approved the change in designation of Dr. Rashmi Saluja from Non-Executive Independent Director to Non-Executive & Non-Independent Director subject to receipt of prior approval from National Housing Bank (NHB). Accordingly, RHDFCL had submitted the application with NHB for seeking prior approval in the said matter. The Company received the approval from Reserve Bank of India (RBI) on June 24, 2020 for change in designation of Dr. Rashmi Saluja from Non-Executive Independent Director to Non-Executive & Non-Independent Director of RHDFCL. Change in designation of Dr. Rashmi Saluja from Non-Executive Independent Director to Non-Executive & Non-Independent Director w.e.f February 26, 2020 as per provisions of the Companies Act, 2013, could not happen due to pending approval of RBI/NHB, being the regulator of the Company. Thereafter, upon appointment of Ms. Sabina Vaisoha w.e.f September 10, 2020 as an Independent Director, the composition of the board of directors, Audit and Nomination & Remuneration Committees was in compliance with the Act.

ii. Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except that of few Board Meetings which were held on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

iii. Majority decisions were carried through and there were no instances where any director expressing any dissenting views.

We noted that

i. That in pursuance to para 7(h) of RBI Circular on Review of Regulatory Framework for Housing Finance Companies dated October 22, 2020, the Company is required to comply with the Liquidity Risk Management Framework for NBFC and CIC and the same has been adopted by the Company in the Board Meeting held on June 16, 2021; and

ii. The Company has marked lien on its Fixed Deposit (FD) of Rs. 20 Lakhs in favour of Federal Bank ('Bank') and as informed to us, it is in process of making request to the Bank to register the charge with the Registrar of Companies under the Act.

We further report that during the audit period there were no specific events/actions having a major bearing on Company's affairs in pursuance of the above -referred laws, rules, regulations, guidelines, standards etc referred to above.

Limitations

It is to be noted that due to Covid-19 situation in the Country and in compliance of the Covid-19 norms issued by the Government of India and State Governments from time to time, the Firm had carried out the audit virtually and the documents, registers, forms, etc. were made available to us by the company through electronic medium. Further, wherever possible we have also taken confirmations from the company but the audit, as conducted, is subject to limitation of availability of documents due to continuous restrictions imposed by governments.

For PI & Associates,
Company Secretaries

Sd/-
(Ankit Singhi)
Partner
ACS No: A20642
C P No: 16274
UDIN: A020642C000725775

Date: August 2, 2021
Place: New Delhi

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

"Annexure A"

To,

The Members,

RELIGARE HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For PI & Associates,

Company Secretaries

Sd/-
(Ankit Singhi)
Partner
ACS No: A20642
C P No: 16274
UDIN: A020642C000725775

Date: August 2, 2021
Place: New Delhi

Religare Enterprises Limited
Business Responsibility Report-2021

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Corporate Identity Number(CIN) of the Company	L74899DL1984PLC146935
Name of the Company	Religare Enterprises Limited
Registered address	1st Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi – 110001
Website	www.religare.com
E-mail id	investorservices@religare.com
Financial Year reported	2020-21
Sector(s) that the Company is engaged in	Investment activity (NIC Code – 64200)
List three key products/services that the Company manufactures/provides (as in balance sheet)	Investment activity (NIC Code – 64200) Support Services (NIC Code – 78300)
Total number of locations where business activity is undertaken by the Company	
(a) Number of International Locations	Nil
(b) Number of National Locations	Three offices (Delhi -2 and Noida -1)
Markets served by the Company	India

SECTION B: FINANCIAL DETAILS OF THE COMPANY

Paid up Capital (INR)	2,594,139,020
Total Turnover (INR)	1,187,818,661.35
Total profit after taxes (INR)	639,969,793.31
Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Refer Annual Report on CSR activities
List of activities in which expenditure in 4 above has been incurred	Refer Annual Report on CSR activities

SECTION C: OTHER DETAILS

Does the Company have any Subsidiary Company/ Companies?	Yes (25 direct and indirect subsidiaries)
Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	In general, the Company's approach is to develop and adopt policies relating to BR at the Group level, which are adopted and implemented by all Indian subsidiaries to the extent relevant. As such, all Indian subsidiaries with operating businesses directly or indirectly participate in the BR initiatives of the Company.
Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No

SECTION D: BR INFORMATION

Details of Director/Directors responsible for BR

(a) Details of the Director/Directors responsible for implementation of the BR policy/policies	
1. DIN Number	01715298
2. Name	Dr. Rashmi Saluja
3. Designation	Executive Chairperson
(b) Details of the BR head	
1. DIN Number (if applicable)	Not Applicable
2. Name	Mr. Nitin Aggarwal
3. Designation	Group Chief Financial Officer
4. Telephone number	0120-635 6588
5. e-mail id	Nitin.aggarwal@religare.com

2. Principle-wise (as per NVGs) BR Policy/policies

Principle 1 (P1)	Businesses should conduct and govern themselves with ethics, transparency and accountability
Principle 2 (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
Principle 3 (P3)	Businesses should promote the well being of all employees
Principle 4 (P4)	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
Principle 5 (P5)	Businesses should respect and promote human rights
Principle 6 (P6)	Businesses should respect, protect, and make efforts to restore the environment
Principle 7 (P7)	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
Principle 8 (P8)	Businesses should support inclusive growth and equitable development
Principle 9 (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner

(a) Details of compliance (Reply in Y/N)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy/ policies for....	Y	N.A	Y	Y	N*	Y	Y	Y	N.A
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	-	Y	Y	-	Y	Y	Y	-
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	-	-	-	-	-	-	-	-	-
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ Owner/ CEO/ appropriate Board Director?	Y	-	Y	Y	-	Y	Y	Y	-
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	-	Y	Y	-	Y	Y	Y	-
6	Indicate the link for the policy to be viewed online?	Relevant policies and code of conduct are available on our website www.religare.com								

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies are communicated to key internal and external stakeholders and it is an ongoing process.								
8	Does the company have in-house structure to implement the policy/ policies.	Y	-	Y	Y	-	Y	Y	Y	-
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	-	Y	Y	-	Y	Y	Y	-
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	-	Y	Y	-	Y	Y	Y	-

* The Company is dedicated to uphold the human rights of all its employees and it strictly ensures compliance with all applicable laws of the land pertaining to human rights. The Company did not receive any complaint relating to violation of human rights during the year 2020-21.

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The company has not understood the Principles	-	-	-	-	-	-	-	-	-
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	√	-	-	-	-
3	The company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6	Any other reason (please specify)									
	The Company is a holding and investment company and is not involved in any manufacturing activity or services under the purview of BRR.	-	√	-	-	-	-	-	-	-
	The Company being a holding and investment company does not have any direct customers under the scope of the BRR	-	-	-	-	-	-	-	-	√

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

The Board and Board Committees assess the BR performance of the Company on a periodic basis and as and when need arises.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Starting from 2016-17, the Company publishes the information on BR which forms part of the Annual report of the Company. The Annual report is available on the website of the Company at www.religare.com. However, since the Company was not falling in the list of top 500 companies as per market capitalization as on March 31, 2019, the BR Report for the year 2019 was not published by the Company for that year. The Company resumed publishing the same from the year 2020.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. **Does the policy relating to ethics, bribery and corruption cover only the company?**

   No

   Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

   Whistle blower policy covers all the stakeholders.

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

Stakeholder's Complaints			
Complaints	**No of Complaints received**	**No. of Complaints resolved**	**% of complaints resolved**
Shareholders Complaints	1	1	100%

Principle 2 : Not Applicable

The Company is a holding and investment company and is not involved in any manufacturing activity or services under the purview of BRR.

Principle 3

1. Please indicate the Total number of employees :29

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis: Nil

3. Please indicate the Number of permanent women employees. : 9

4. Please indicate the Number of permanent employees with disabilities : Nil

5. Do you have an employee association that is recognized by management. : No

6. What percentage of your permanent employees is members of this recognized employee association? NA

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	**Nil**	**Nil**
2	Sexual harassment	**Nil**	**Nil**
3	Discriminatory employment	**Nil**	**Nil**

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

   (a) Permanent Employees - None

   (b) Permanent Women Employees - NA

   (c) Casual/Temporary/Contractual Employees - NA

   (d) Employees with Disabilities - NA

Principle 4 :

1. **Has the company mapped its internal and external stakeholders? :** Yes

2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders. :** Yes

3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

   Yes, We have a Group CSR policy which targets the underprivileged communities and aims to contribute towards access to good quality education, healthcare, sports, environment, facilities for senior citizens and orphans, enhancing vocation skills, and sanitation initiatives. It also aims to empower communities to lead a self-reliant and healthier life at large.

Principle 5

1. **Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?**

   The Company does not have a policy on human rights. However, the Company is dedicated to uphold the human rights of all its employees and it strictly ensures compliance with all applicable laws of the land pertaining to human rights.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   The Company did not receive any complaint relating to violation of human rights during the year 2020-21.

Principle 6

1. **Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/others.**

   Social and Environmental Management Policy of the Company extends to subsidiaries of the Company, wherever applicable.

2. **Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

   The Company continually endeavors to ensure effective social & environmental management practices in all its activities, products and services as per Social and Environmental Management Policy

3. **Does the company identify and assess potential environmental risks? Y/N**

   Yes

4. **Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

   No

5. **Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

   Even though operations of the Company are not energy intensive, the management has been highly conscious of the importance of conservation of energy and technology absorption at all operational levels and efforts are made in this direction on a continuous basis.

6. **Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

   Not applicable

7. **Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

   Not Applicable

Principle 7

1. **Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

   Yes company is member of Federation of Indian Chambers of Commerce and Industry (FICCI), Associated Chambers of Commerce and Industry of India (ASSOCHAM), Confederation of Indian Industry (CII) and Forum for Indian Development Cooperation (FIDC).

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

   No

Principle 8

1. **Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   The Company has adopted a Group CSR Policy which seeks to create significant social impact and promote inclusive growth. However, during FY2020-21, the Company was not required to undertake any CSR initiatives due to absence of average profits based on the previous three years' financial performance.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

   Not Applicable as due to non-availability of average profits in last three years, the Company has not made any CSR spend in the FY 21.

3. **Have you done any impact assessment of your initiative?**

   Not Applicable

4. **What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.**

   Nil – as the Company was not required to undertake any CSR initiatives. Refer to the Annual Report on CSR activities for further information

Principle 9 : **Not Applicable**

The Company being a holding and investment company does not have any direct customers under the scope of the BRR

1. MACROECONOMIC DEVELOPMENT & INDUSTRY OVERVIEW

Macroeconomic Developments

Growth of Indian Economy

The Indian economy contracted by 8.0% in Financial Year 2020-21 (FY21) due to adverse impact of COVID-19 pandemic and the related lockdowns imposed to restrict the spread of the disease. The full-year GDP de-growth was exceptional and GDP fall was greatest since 1979-80. The de-growth in India's GDP was a massive 24.4% in Q1FY21 and 7.3% in Q2FY21. Amongst the large economies this was the highest de-growth witnessed in world over.

	FY 2018	FY 2019	FY 2020	FY 2021
Real GDP Growth	6.8%	6.5%	4%	(8.0)%
Real GVA Growth	6.2%	5.9%	4.1%	(6.5)%

Source: Government of India, CSO. As per revised and provisional estimate available

However in second half of FY21 the economic activity picked up and several high frequency economic indicators showed that economic activity was back to pre-pandemic levels. Finally for the year, India's GDP contracted by 8.0%, which was lesser than expectation after the Q1 FY21 GDP numbers were announced. Though International Monetary Fund (IMF) has forecasted India's GDP to grow between 11.5% to 12.5% in FY22 but post the second wave of COVID-19 pandemic in India, Moody's latest forecast of 9.5% GDP growth looks more realistic.

Impact of COVID-19

The unprecedented pandemic crisis of COVID-19 and resultant lockdowns has given a massive shock to economies world over. The Indian economy was negatively impacted by an unprecedented health crisis in 2020-21 with the highly contagious COVID-19 spreading across the country. In response to the pandemic, Government has taken several proactive preventive and mitigating measures starting with progressive tightening of international travel, issue of advisories for the members of the public, setting up quarantine facilities, contact tracing of persons infected by the virus and various social distancing measures. In India nationwide lockdowns resulted in massive GDP contraction in first quarter of FY21. However by the end of second quarter of FY21 a lot of economic activity has normalized and in many sectors economic activity has reached upto 90% of pre-Covid level.

Macroeconomic Outlook

Economic conditions shall remain mixed in FY22, considering that disastrous second wave in Q1FY22 already adversely affected economic activity, especially in services and financial sector and the threat of potential third wave is also a looming danger on economic growth. Though after initial hiccups India's vaccination programme has gathered more pace and country has already crossed milestone of delivering 50 crores vaccine dosage, continued momentum of vaccination drive and adequate attention on controlling the spread of disease will be critical to protect the economy from potential lockdowns from a future surges of COVID-19 pandemic. While systemic liquidity is abundant, the economic weakness caused by the pandemic and its effects on labour market, will impact banking sector loan growth, revenues, margins, asset quality and credit costs The Government of India (GOI) has also announced special economic and comprehensive packages under Atmanirbhar Bharat to fight the COVID-19 pandemic in India. Several structural reforms announced include change in definition of MSMEs, new PSU policy, commercialization of coal mining, higher FDI limits in defense and space sector, development of Industrial Land/ Land Bank and Industrial Information System, Production Linked Incentive Schemes, revamp of Viability Gap funding scheme for social infrastructure, new power tariff policy and incentivizing states to undertake sector reforms.. Strong growth in Technology, Metals, Infrastructure, Chemicals and Exports etc, is expected to continue and this shall contribute to support other consumption based sectors.

Industry Overview- Financial Services

NBFC Sector

Non-Banking Financial Companies (NBFCs) play a critical role in financial intermediation and promoting inclusive growth by providing last-mile access of financial services to meet the diversified financial needs of less-banked customers. NBFCs have also been a significant source of credit to the Micro, Small and Medium Enterprises (MSMEs) sector, which accounts for about 29% of India's GDP. Over the years, the segment has grown rapidly and NBFCs are leveraging technology to adopt tech-based innovative business models. Automation and Digitalization has accelerated reinvention of financial products. New age technologies and strategic partnerships with Fin-Techs have also allowed NBFCs to lower the cost of operations and acquire new customer rapidly.

The aftermath of liquidity stress post IL&FS and DHFL resulted in difficult market conditions for NBFCs with respect to raising liabilities. While NBFCs with better asset quality and robust business models managed to come out stronger, the smaller NBFCs and Microfinance Institutions (MFIs), which contributed to the last mile credit delivery, got impacted adversely due to liquidity squeeze. As the sector was slowly normalizing, the outbreak of COVID-19 and disruptions in economic activity due to lockdowns again led to stress in financial system and the impacted NBFCs severely, straining their profitability.

Banks are a key source of credit for NBFCs. The Reserve Bank of India's (RBI) regulations have incentivized the flow of credit from banks to NBFCs by making on-lending by NBFCs to certain specific sectors, eligible for classification as priority sector lending. The reliance of NBFCs on market-based instruments, like Corporate Bonds and Commercial Paper (CPs), to meet their financing needs, has also grown and better performing NBFCs find easier access to market financing.

Impact of COVID19 and Lockdown on financial sector

The lockdown has affected the cash flow and liquidity position of many borrowers (individuals, small businesses and corporates), impacting their debt-servicing capabilities. The impact would be more prominent in the case of self-employed borrowers, the daily wage workforce, and small businesses (non-essentials). Non-banks largely cater to the self-employed borrower segment in retail space, where the cash flows are expected to be more volatile in the current situation vis-à-vis their salaried counterparts.

NBFCs, which are already facing funding constraints and an expected increase in delinquencies, are likely to focus more on collections, at least in the near term. Therefore, the lack of supplementary credit funding could have a significant negative impact on these borrowers as their cash flow mismatches would compound with the passage of time. Deterioration in the asset quality could further stifle the fund flow to the sector as bank credit to the sector is already high and funding from other sources like mutual funds (MFs), insurance, foreign institutional investor (FIIs), etc., are likely to be quite muted

Financial sector measures:

To get the economy moving, the Government of India and Reserve Bank of India announced various measures including policy changes, reforms, relief packages, bank loans, and infrastructure building plans and so on. The Ministry of Finance and RBI also announced a list of measures to boost the economy and provide relief to the businesses which included:

- RBI had announced 6 months EMI moratorium for the period March 2020 – August 2020 vide its guidelines dated March 27, 2020, April 17, 2020 and May 23, 2020.
- Emergency Credit Line Guarantee Scheme (ECLGS) – The scheme was announced by Central Government as part of COVID-19 relief package by providing 100% guarantee to members **lending** institutions on the loan extended by them to the eligible borrowers.
- Resolution Framework **for** COVID-19 related stress - to provide the sectors a relief by way of onetime restructuring which were facing any **financial** stress on August 06, 2020.
- MSME restructuring 2020 – To provide one-time relief by restructuring of MSMEs accounts having aggregate exposure of upto Rs. 25 crores in August 2020.
- Ex-Gratia Payment Scheme – To grant ex-gratia payment of difference between compound interest and simple interest for six months (01 March 2020 to 31 August 2020) to eligible borrowers vide RBI circular dated October 26, 2020.
- Interest on Interest Refund – In line with the Hon'ble Supreme Court of India judgement on March 23, 2021, RBI vide its circular dated April 07, 2021 advised to refund the interest on interest charged during the moratorium period.
- Resolution Framework Resolution Framework 2.0 – Resolution of Covid-19 related stress of Micro, Small and Medium Enterprises (MSMEs) – To extend one-time restructuring relief to MSMEs having aggregate exposure of upto Rs. 50 crores impacted by COVID-19.

Measures undertaken by the RBI may considerably ease the stress in financial market conditions; Gradual economic recovery and adequate provisioning by financial institutions towards deterioration in portfolio credit quality should gradually restore more confidence in financial sector and NBFC sector in particular.

2. BUSINESS OVERVIEW & KEY DEVELOPMENTS

Religare Group Structure and Business Model

Religare Enterprises Limited ('REL' or 'Company') is a Core Investment Company (CIC) registered with the Reserve Bank of India (RBI). REL is also the listed holding company for the subsidiaries conducting diversified financial services businesses of the group. The four key financial services businesses undertaken through its subsidiaries are as following:

- ✓ **Insurance (Health) -** Care Health Insurance Limited (CHIL)
- ✓ **SME Finance NBFC -** Religare Finvest Limiited (RFL)
- ✓ **Housing Finance (Affordable) -** Religare Housing Development Finance Corporation Limited (RHDFCL)
- ✓ **Retail Broking -**Religare Broking Limited (RBL)

All these Religare Group (REL & subsidiaries) businesses have independent management teams to conduct their day-to-day operations. REL supports its subsidiaries by providing requisite Growth Capital, Board Oversight & Governance, Brand Equity, Strategic Advisory & Consulting and need based Corporate Services (Legal, Technology, HR, etc.). The Religare Group has access to a wide reach of customers – 1 million+ policy holders in insurance business, 1 million+ broking customers, more than 26k+ customer served through MSME finance & 10k+ customers contacts in affordable housing finance. As on March 31, 2021 Group has overall employee base of more 11,000 professionals servicing diversified set of customers and Group has reach to around 1,000+ locations around India.

Key Developments:

Capital Raise by REL and Subsidiary Level

Preferential Issue of Rs 570 crores by REL: The Company raised Rs. 570 crore by way of Preferential allotment of 5,41,56,761 equity shares of REL on July 14, 2021 at an issue price of Rs. 105.25 per share (including a premium of Rs. 95.25 per share) to some existing shareholders and new investors, as per the terms of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Company intends to invest majority of these funds in its subsidiaries, towards growth and revival of various financial services businesses conducted by its subsidiaries.

CHIL Stake Sale to Kedaara Capital: REL and its subsidiary, Care Health Insurance Limited (CHIL) entered into the definitive agreement (Share Subscription and Purchase Agreement) on February 06, 2020 with M/s. Kedaara Capital Fund II LLP and M/s. Trishikhar Ventures LLP (jointly referred as 'Kedaara') for raising primary capital for CHIL and part divestment of REL's stake in CHIL. Pursuant to same, REL has divested part of its investment in CHIL on June 02, 2020 to Kedaara. The total investment made by Kedaara to acquire shares of CHIL is Rs 567.31 crore, which comprises of primary capital infusion of Rs 300 crore in CHIL and Rs 267.31 crore for the purchase of its shares from existing shareholders of CHIL, including purchase of 6.39% stake from the REL against a consideration of Rs 200 crore.

Re-classification of Erstwhile Promoters as public shareholders

On Company's application, submitted on July 31, 2020 to stock exchanges, for re-classification of Promoters and Promoters Group, the stock exchanges viz. National Stock Exchange of India Limited (NSEL) and Bombay Stock Exchange Limited (BSEL) gave their approval on June 11, 2021 and June 12, 2021 respectively for re-classification of following Promoters & Promoter Group into public category:

Promoters (Erstwhile now)

1. Malvinder Mohan Singh
2. Shivinder Mohan Singh

Promoters Group (Erstwhile now)

3. Japna Malvinder Singh
4. Aditi Shivinder Singh

5. Abhishek Singh
6. RHC Finance Private Limited
7. RHC Holding Private Limited
8. PS Trust (held in the name of Malvinder Mohan Singh & Shivinder Mohan Singh)

The Erstwhile Promoters & Promoter Group held combined equity shareholding of 0.31% of total equity shares of the Company as on March 31, 2021. Pursuant to the Re-classification of Promoters / Promoters Group (Erstwhile now), the Company has now become a ***"Listed entity with no Promoters".***

Revival efforts of Religare Finvest Limited

The Reserve Bank of India (RBI) vide its letter dated January 18, 2018, advised Religare Finvest Limited (RFL) to adhere to Corrective Action Plan (RBI CAP), which inter-alia prohibits RFL from expansion of credit / investment portfolios other than investment in government securities and advised RFL to not pay any dividends. RFL's new Board and Management have been taking necessary corrective measures as advised by the RBI and is making concerted efforts towards the revival of RFL. During the year ended March 31, 2021, RFL has submitted revised Debt Restructuring Plan (DRP) to the lenders and proposed revised DRP, with Religare Enterprises Limited (REL / Company) continuing as the promoter of RFL. The Lead Banker of RFL in aforesaid DRP i.e. State Bank of India (SBI) has vide letter dated June 3, 2021 conveyed that the aforesaid proposal is under consideration on merit (with REL as a shareholder) and the same will be considered if it is in compliance of RBI circular dated June 07, 2019 (DBR No. BP.BC. 45 /21.04.048 /2018-2019) and the same is subject to necessary internal approvals by all Consortium Lenders. It was also conveyed that this does not amount to a commitment on its part to re-structure the facility sanctioned to RFL. Thereafter, the Company has raised requisite funds via preferential allotment of equity shares in order to repay the loans due to RFL from the Company and its subsidiary to meet the one of the pre-condition of the proposed DRP.

Settlement with Axis Bank Limited:

Axis Bank filed a legal case in Hon'ble Debt Recovery Tribunal, New Delhi (DRT) against the Company and its subsidiaries, Religare Capital Markets Ltd (RCML) and Religare Capital Markets International (Mauritius) Limited (RCMIML) amongst other, for recovery of Rs 312.93 crore in relation to a Credit Facility obtained by RCMIML from Axis Bank. While the Company had not provided any guarantee/securities in relation to the aforesaid Facility, Company had executed a Non Disposal Undertaking (NDU) in favour of Axis Bank, with regard to its equity shareholding in CHIL. The Hon'ble DRT had passed interim restraint orders dated 21.03.2018 and 26.08.2019, against the Company amongst others, restricting it from sale of any assets. In view of same the Company settled the dispute with Axis Bank by paying a total settlement amount of Rs 170 crore, in tranches (Rs 17 crore in FY20 and Rs 153 crore in June 2020) and pursuant to this settlement the Hon'ble DRT vide its order dated July 13, 2020 has deleted REL, RCML and RCMIML from the list of parties and vacated interim restraints orders passed earlier.

COVID-19 Impact:

The COVID-19 pandemic has been significantly impacting the economic activities and business operations of the companies across the Country on account of lockdown conditions that started and prevailed for most of the financial year. The Company, being a Core Investment Company (CIC), has invested its funds primarily in money market instruments and inter corporate loan to its subsidiaries. Hence, temporary market shocks (such as those due to pandemics/epidemics like COVID-19) are not considered to have a material impact on the business of the Company on standalone basis. The COVID-19 pandemic has however impacted the Group's business operations in respect of its health insurance subsidiary (Care Health Insurance Limited (CHIL)) and subsidiaries engaged in the business of lending (i.e. RFL, together with its subsidiary, Religare Housing Development Finance Corporation Limited (RHDFCL)).

Considering the fact that COVID-19 can substantially impact the claim level in future, and the 'Reserve for unexpired risk' held in normal course may not be adequate to meet the increased level of claims, CHIL has created provision as at March 31, 2021 of Rs 135.87 crore (as March 31, 2020: Rs 24.5 crore) towards premium deficiency, based on the review conducted and as advised by its Appointed Actuary, which is also in terms of its accounting policy on Premium Deficiency Reserve.

Apart from other adverse effects, the pandemic has put constraints on recovery of overdues from customers of RFL and RHDFCL. During the year, both RFL and RHDFCL have ensured compliance with various measures announced by various authorities from time to time such as extension of moratorium granted to borrowers, benefit of asset classification, Resolution Framework for COVID-19-related stress, grant of ex-gratia payment of difference between compound interest and simple interest, etc. RFL is required to refund/adjust an estimated sum of Rs. 8.76 crore to the eligible borrowers for refund of interest on interest/compound interest/penal interest, which will be refunded/ adjusted in instalments due from respective borrowers in FY22. Similarly, RHDFCL has computed an amount of Rs 66.9 Lakh to be refunded / adjusted in accounts of the borrowers.

3. KEY SUBSIDIARIES AND OPERATIONAL PERFORMANCE

The table below lists the key subsidiaries with operations as at March 31, 2021 :

Company	Status	REL's Stake	Major Area(s) of Operation
Lending			
Religare Finvest Limited (RFL)	Subsidiary	100%	• SME Finance
Religare Housing Development Finance Corporation Limited (RHDFC)	Step down subsidiary (held through RFL)	87.5%	Affordable Housing Finance
Health Insurance			
Care Health Insurance Limited (CHIL)	Subsidiary	70.71%	Health insurance & related products
Broking			
Religare Broking Limited (RBL)	Subsidiary	100%	Retail Broking Depository & E-Gov. Services

SME Finance NBFC - Religare Finvest Limited (RFL)

Religare Finvest Limited (RFL), is a wholly owned subsidiary of REL registered with RBI as a non-deposit taking, systemically important Non-Banking Financial Company (NBFC-ND-SI). RFL's business is focused on providing debt capital to Small & Medium Enterprises (SMEs) to enable them to enhance their productive capacity and throughput. It is amongst the first NBFCs in India to focus on this segment, having started the business in 2008 and by 2016, RFL had grown to build a peak business book of over Rs 16,000 crore to become one of the largest SME financing platforms in India. Currently, RFL has an employee base of over 300 and it has 19 branches pan India. RFL's product offerings comprise of:

a) **SME-Secured:** RFL's SME-Secured product enables its customers to obtain loans against their residential or commercial property. Loans offered under this product may be utilized towards different purposes including business expansion and purchase of plant and machinery.

b) **SME-Unsecured:** This product caters to working capital and other financial requirements of small and medium enterprises, self-employed businessmen and professionals. Loans are granted after an in-depth and detailed financial analysis and credit underwriting of the clients.

c) **Short Term Trade Finance:** This product empowers our customers to bridge their short term financial gaps. Our short term trade finance gives freedom to SMEs to avail financing against purchase payables.

RBI Cap and Revival efforts:

The Reserve Bank of India (RBI) vide its letter dated January 18, 2018, advised RFL to adhere to Corrective Action Plan (RBI CAP), which inter-alia prohibits RFL from expansion of credit / investment portfolios other than investment in government securities and advised RFL to not pay any dividends. The past wrongdoings of the erstwhile promoter group and ex-management resulted in siphoning of Rs 2,037 crore through Corporate Loan Book (CLB) transactions, which came to light through forensic audits, various RBI reports and SEBI investigations. The other financial challenges faced by RFL, include misappropriation of Rs 791 crore of RFL's Fixed Deposit by Laxmi Vilas Bank (LVB) and other non-core (non SME) investments done by RFL's ex-management, which resulted in losses for the company.

RFL's new Board and Management have been taking necessary corrective measures as advised by the RBI and is making concerted efforts towards the revival of the company. Forensic audits, filing of legal proceedings for recovery of CLB funds, submission of criminal complaints & evidences to investigating agencies, expediting collections & recovery efforts, sale of NPA's to Asset Reconstruction Companies (ARCs), resolving other legacy issues and putting in place systems & controls for responsible corporate governance are some of the key steps being taken towards revival of RFL in last 3 years. Despite being under RBI CAP, RFL has repaid more than Rs 6,890 crore to its lenders since January 2018 to March 31, 2021.

During the year ended March 31, 2021, RFL has submitted revised Debt Restructuring Plan (DRP) to the lenders with Religare Enterprises Limited (REL / Company) continuing as the promoter of RFL. The Lead Banker of RFL in aforesaid DRP i.e. State Bank of India (SBI) has vide letter dated 03.06.2021 conveyed that the aforesaid proposal is under consideration on merit (with REL as a shareholder) and the same will be considered if it is in compliance of RBI circular dated June 07, 2019 (DBR No. BP.BC. 45 /21.04.048 /2018-2019) and the same is subject to necessary internal approvals by all Consortium Lenders. It was also conveyed that this does not amount to a commitment on its part to re-structure the facility sanctioned to RFL.

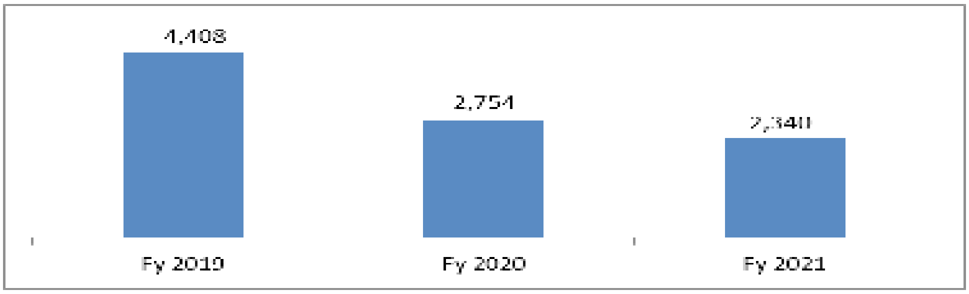
Operational Performance

RFL's total loan book size was Rs 4,873 crore as on March 31, 2021, decreased from Rs 5,306 as on March 31, 2020. SME book constituted 48% of total book and amounted to Rs 2,343 crore. The Total income earned during the year was Rs 295.5 crore, declined by 32% from the last financial year. RFL's net NPAs stood at 38% of total book size and Capital to Risk Assets Ratio (CRAR) as on March 31, 2020 was -78.3 %. Being under RBI CAP, RFL has focused its efforts on collections, recovery and correcting the asset liability mismatch in its books. During the year ended March 31, 2021, RFL has submitted revised Debt Restructuring Plan (DRP) to the lenders and proposed revised DRP, with Religare Enterprises Limited (REL / Company) continuing as the promoter of RFL. RFL is taking necessary corrective actions and making all efforts to come out of the RBI CAP and resume normal business operations at the earliest.

RFL- SME Secured Lending:

As on March 31, 2021, RFL's SME-Secured loan book was at Rs 2,340 crore with 1,663 no. of active accounts

SME Secured Book Size YoY

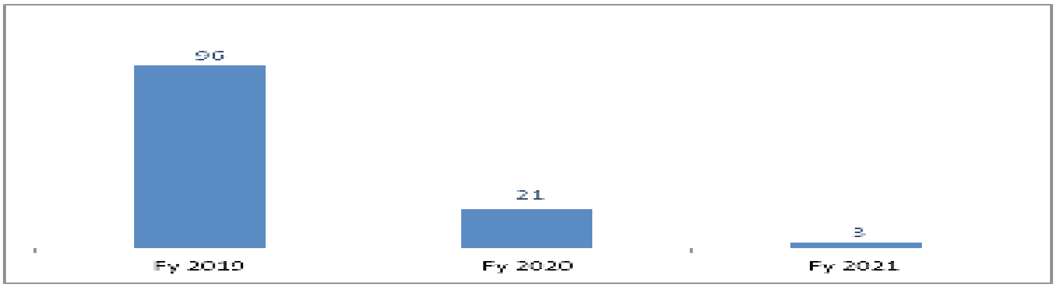


(Figures in Cr., FY21)

SME-Unsecured Lending

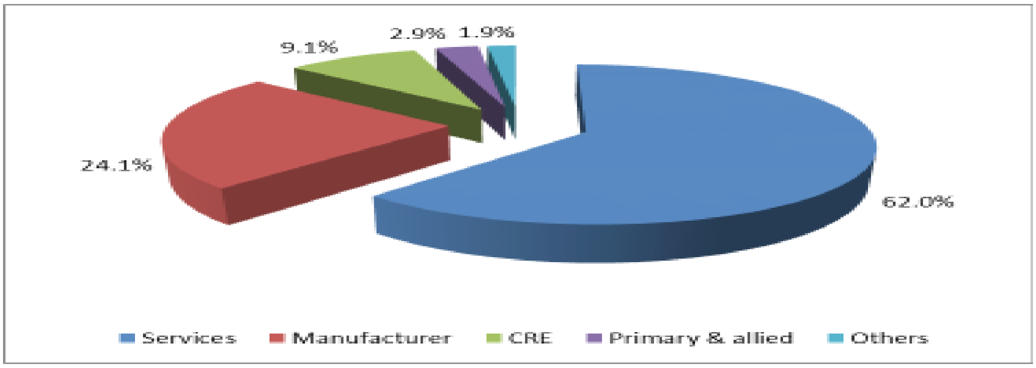
As on March 31, 2021, RFL's SME working capital loan book stood at Rs 3 crore with 299 no. of active accounts

SME Unsecured Book Size YoY



(Figures in Cr., FY21)

SME Portfolio by Industry segment



(Figures in %, FY21)

Threats /Risks: The second wave of the COVID 19 pandemic has impacted the economic recovery which was severely impacted and crippled during the first wave of the pandemic. Most MSMEs of India in pre-COVID-19 times were known to carry out their operations solely through a brick and mortar model, which is known to limit the outreach to their geographical location, and also productivity. While MSMEs in India can produce goods of a good standard, lack of access to global value chains hinders their ability to increase their revenue and set off the virtuous cycle of growth as mentioned earlier. Some of the other potential threats are as below:

- Outbreak of the pandemic COVID-19 across the world has impacted all industries and most specific the MSME industry.
- High cost of funds
- Rising NPAs across the industry
- Continued lockdown
- Resurgence of COVID via third wave and other delta variants

Opportunities : The New to Credit customer provides a vast opportunity for the NBFCs. Since NBFCs by nature are nimble, agile and bring both flexibility and speed of processing they will be quick in onboarding new customers. 'Co-lending' is an opportunity wherein NBFCs can provide financing to the underserved priority sectors. Co Lending helps in sharing the risks and rewards and make available funds to the ultimate beneficiary at an affordable cost, considering the lower cost of funds from banks and greater reach of the NBFC. In the budget amendment to the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act, 2002, the loan threshold limit for applicability of SARFAESI provision to NBFC was further brought down to Rs 20 Lacs from the earlier limit of Rs 50 Lacs. Reducing the amount for taking SARFAESI action will provide NBFCs better access to fast track and out of court enforcement mechanism, which would lead to better discipline in the financing world.

Housing Finance - Religare Housing Development Finance Corporation Limited (RHDFCL)

Religare Housing Development Finance Corporation Limited (RHDFCL), a step down subsidiary of REL in which REL holds 87.5% equity stake through RFL, offers residential collateral backed mortgage loans for home purchase, construction, extension & renovation along with loan against residential property to customers both formal & informal income segment essentially belonging to the low & medium income groups. RHDFCL is registered Housing Finance Company (Non-deposit taking) with a SARFAESI License. RHDFCL operates through 26 branches and has a diversified geographical presence across Delhi NCR, Rajasthan, Maharashtra, Gujarat, Madhya Pradesh, Tamil Nadu, Karnataka, Telangana and Andhra Pradesh. RHDFCL has remained profitable in each year of its operations since it became a part of the Religare group in year 2009.

RHDFCL envisions itself to be a future ready company and hence it aims to maximize digitization in its processes and work towards enabling an efficient workforce. RHDFCL is increasingly using analytics and big data to better understand inventory, migration and pricing trends. The ability to assess the credit worthiness of potential borrowers is crucial for succeeding in this segment; robust credit assessment processes position RHDFCL extremely well to capitalize on this opportunity. Customer centricity has also been a forefront vision of the company and company is following 'Closer to Customer' strategy to have a better outreach to the customers.

Operational Performance

As on March 31, 2021, RHDFCL's loan book size was Rs 457 crore with 100% of collateral as residential properties and 97% funding to retail borrowers. Out of the total book size, 68.3% of the lending has been for Home Loans, 28.3% for Loan against Property (LAP) and 3.4% towards builder funding. The total loan book size has reduced from Rs 603 crore as on March 31, 2020. The reduction in the book was primarily due to constraints faced by RHDFCL in raising more funds or liabilities from its lenders on account of financial stress faced by its parent company, RFL. The Total Income and PAT after OCI for the financial year were respectively Rs 82.5 crore and Rs 9.1 crore. The average ticket size for the home loans has been around Rs 11.4 lakh. RDHFCL maintained a CRAR of 67.7% as on March 31, 2021. The Gross NPA and Net NPA ratio were respectively 10.7% and 5.7% of the total assets. RHDFCL is working with its lenders towards mobilization of borrowings, since from an equity and regulatory capital perspective RHDFCL is very well capitalized with high CRAR of 67.7%. RHDFCL sales and distribution, risk management, operations functions are adequately robust to scale up lending operations in a prudent manner.

Insurance (Health & Travel) - Care Health Insurance Limited (CHIL)

CHIL, 70.7 % held by REL as on March 31, 2021, ranks number 2 in terms of GDP amongst the Stand Alone Health Insurance Companies (SAHI). CHIL commenced business in 2012 and has a network presence at 1,200+ locations across country with 158 branches and 16,000+ hospitals and healthcare centres empaneled for cashless claims. It has a product bouquet of 25 products encompassing group, travel, fixed benefit and indemnity categories to serve varied customer needs. CHIL has a differentiated service offering for corporate businesses, like wellness programs & preventive health check-up, thereby helping in negotiating higher premiums & improves customer stickiness. It follows a multi-channel distribution strategy through agency, brokers, corporate agents, online and bancassurance and its major focus is on retail and SME customers. CHIL continuedto invest in Digital properties for its customers, partners and its employees.

Operational Performance

During the FY21, CHIL garnered Gross Written Premium of Rs 2,588 crore (which represented a growth of 30% from FY20 on granular/regular business – i.e. excluding onetime Gross Premium of Rs 413 crore under Ayushman Bharat scheme of a particular state from overall Gross Written Premium of Rs 2,409 crore achieved by CHIL in FY20). CHIL reported PBT of Rs 75.5 crore and PAT of Rs 102 crore in FY21. As on March 31, 2021 CHIL had a networth of Rs 1,037 crore. In June 2020, Kedaara Capital invested a primary capital of Rs 300 crore in CHIL along with investment in secondary purchase of CHIL shares. This capital infusion has helped the company to make investments in distribution, technology, servicing opportunities and building healthy solvency margins. CHIL is continuously monitoring the impact of pandemic on the business operations.

Threats / Risks: IRDAI has instructed that COVID-19 claims will also be accepted as part of active health insurance policies. The Risks for COVID-19 were not factored in while at the time of issuance of earlier policies, hence additional claims related to COVID-19 may impact profitability of Health Insurance companies. Also some studies have shown that COVID-19 affects the co-morbidities such as diabetes, renal or other chronic diseases and this can result in longer trail of non COVID chronic claims for a for extended period beyond COVID-19 crisis.

Opportunities: Indian health insurance market is a growing market and registered a market size of Rs 56,798 crore in FY20, up by 11.6% from last year. Out of all health insurance service providers in India, Public Sector institutions have a market share of 46% and Private Insurers having a market share of 29% and Stand Alone Health Insurance Companies (SAHI) hold 25% market share. However in terms of retail Gross Written Premium (GWP), SAHI had the biggest share of 50% in FY20. The group believes that having invested in people, processes, alliances, technology and customer services, CHIL is well placed to serve and grow in the structural growth story of insurance sector in India and specially health insurance sector. Further the onset of COVID-19 has increased awareness towards need of Health Insurance products and this may result in additional demand for health product for next few years.

Retail Broking -Religare Broking Limited (RBL)

The Retail Broking business is primarily undertaken by Religare Broking Limited (RBL), a wholly owned subsidiary of REL. RBL provides trading capabilities across all product segments – cash equities, equity derivatives, commodities, currency derivatives, and mutual funds; on all major stock and commodities exchanges in India. RBL has more than 900 points of presence spanning 400+ towns and cities across the length and breadth of India and it services more than 1 million unique customers. RBL's distribution strategy entails a judicious combination of its own branches and a strong network of sub-brokers and franchisees that help extend RBL's presence and make the Religare brand visible in the far corners of India. RBL provides multi-platform options for trading such as Branch, Web, mobile App, Call & Trade to enhance customer convenience and ease. The Retail Broking business also has Bancinvest partnerships with various banks like Andhra Bank, Bank of Maharashtra, Corporation Bank, Dhanlaxmi Bank Limited, IndusInd Bank Limited, Karur Vysya Bank Limited, Sarasvat Bank, South Indian Bank Limited, Tamilnadu Mercantile Bank Limited, UCO Bank and Union Bank of India etc. Under the Broking Business the following key segments operate:

- **Retail Equity Broking:** The retail equity broking business is operated by RBL. RBL is registered as a Stock and commodity Broker with Securities and Exchange Board of India (SEBI). RBL is a also member of the National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), Metropolitan Stock Exchange Limited of India Limited (MSE), National Commodity & Derivatives Exchange Ltd. (NCDEX) and Multi Commodity Exchange of India Ltd. (MCX). In addition, RBL is a depository participant with National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), which facilitates smooth settlement of client's delivery-based transactions.

- **Retail Commodity Broking:** Commodity Broking provides platform for Exchange-based trading of futures in various agricultural products, bullion, metals and oil & gas provides producers, end-users and intermediaries who are exposed to price risks in these commodities, to lock-in future prices and thereby hedge their exposures. RBL is a member of National Commodity & Derivatives Exchange Ltd. (NCDEX), Multi Commodity Exchange of India Ltd.

- **Retail Currency Broking:** Trading in currency futures and options allows clients to hedge the capital and trading exposures they may have in currencies other than the Indian rupee. These products are offered by RBL as a member of the currency segment on NSE, BSE and MSEI. Currently, the exchanges permit futures trading in four currency pairs, viz. US dollar-Indian rupee, Euro-Indian rupee, Pound Sterling-Indian rupee and Japanese yen-Indian rupee, and options trading in the US dollar-Indian rupee pair.

- **Ancillary Services:** RBL is also a TIN (Tax Information Network) and PAN (Income Tax Permanent Account Number) facilitation partner of NSDL and offers services relating to PAN, TAN (Tax Deduction and Collection Account Number), and filing of TDS/TCS (Tax Deduction at Source/Tax Collection at Source) returns at select branches, to help its customers fulfill their major financial services needs under a single roof. RBL is also empaneled with E-mudra as Registering Authority/ Agent for issuance of Digital Signature Certificate and is an AMFI registered mutual fund distributor. RBL is also registered as Point of Presence (POP) with Pension Fund Regulatory Development Authority ('PFRDA') under PFRDA Point of Presence Regulations, 2015 and with Insurance Regulation & Development Authority as a composite corporate agent to distribute insurance products.

Operational Performance

RBL reported total consolidated revenue of Rs 244.5 crore in FY21, compared to Rs 220 crore of revenue achieved in FY20. RBL turned profitable in FY21, achieving a PAT of Rs 10.5 crore in FY21 in comparison to PAT loss of Rs 21.4 crore in FY20. The Average Daily Trading Turnover for the company increased by 23 % in FY21. The E-Governance business of RBL increased its franchise significantly from around 2,635 to 5,983 franchise touchpoints.

Threats/ Risk: A continued slowdown in real economy may result in pessimism towards capital markets. There is high amount of liquidity in markets due to monetary and fiscal easing by Central Banks globally and reversal of this phenomenon may impact market adversely. However, the penetration of Capital Markets in India is still low and it leaves a lot of scope to structural growth of markets. Further Broking business is seeing a lot of discount Brokers offering very low or negligible brokerage impacting profitability. RBL is adapting its products; technology and service experience to increase its volumes and mitigated this risk.

Opportunities: The revival in market sentiments is expected to give push to the primary market activities and overall volumes. The commodities market has adjusted well to the new regulatory regime. After few years of hiatus due to systemic issues of the past, the regulator has proposed the introduction of new products and new participants in the market. As these efforts come to fruition, the commodities market will be well positioned to enter a new phase of growth

4. REVIEW OF FINANCIAL PERFORMANCE:

The highlights of standalone and consolidated financial performance of the Company in FY21 are as under:

(Rs in Crs)

Particulars	Financial Year 2020-21		Financial Year 2019-20	
	Standalone (Audited)	Consolidated (Audited)	Standalone (Audited)	Consolidated (Audited)
Total Income	**118.78**	**2530.47**	**60.59**	**2397.48**
Total Expenditure	54.43	3027.85	200.75	3257.46
Profit before Tax	**64.35**	**(497.38)**	**(140.16)**	**(859.98)**
Exceptional Items	-	-	(170.00)	(170.00)
Profit/(Loss) before Tax after exceptional items	**64.35**	**(497.38)**	**(310.16)**	**(1029.98)**
Share in Profit / (Loss) of Joint Ventures	-	(0.08)	-	(0.13)
Profit/(Loss) Before Tax	**64.35**	**(497.46)**	**(310.16)**	**(1030.12)**
Income tax Expense/ (Credit)	0.35	(19.64)	-	7.86
Profit/(loss) After Tax	**64.00**	**(477.82)**	**(310.16)**	**(1037.98)**
Other Comprehensive Income	0.42	28.69	(0.52)	13.84
Total Comprehensive Income for the period	**64.41**	**(449.13)**	**(310.68)**	**(1024.14)**
Less: Share of Non- Controlling Interest	0.00	37.76	0.00	(103.57)
Total Comprehensive Income/(Loss) (after tax & non-controlling interest)	**64.41**	**(486.89)**	**(310.68)**	**(920.56)**

Consolidated Performance

REL recorded a 'Loss after Exceptional Items and Before Tax' of Rs 497.38 crore, for FY21 as compared to 'Loss after Exceptional Items and Before Tax' of Rs. 1,029.98 crore, for FY20. 'Loss After Tax and Share in profit/loss of Joint Venture' was Rs 477.82 crore for FY21 as compared to 'Loss After Tax and Share in profit/loss of Joint Venture' of Rs. 1,037.98 crore for FY20. Total Comprehensive Income/(Loss) attributable to the Owner of the Company for the FY21 was Rs (486.89) crore as compared to Rs. (920.56) crore in FY20. Basic Earnings per Share was Rs. (19.65) in FY21 compared to Rs. (39.55) in FY20.

Standalone Performance

REL recorded a 'Profit After Exceptional Items and Before Tax' of Rs. 64.35 crore, for FY21 as compared to 'Loss After Exceptional Items and Before Tax' of Rs. 310.16 crore, for FY20. 'Profit after Tax' was Rs. 64 crore for FY21 as compared to 'Loss After Tax' of Rs. 310.16 crore for FY20. Total Comprehensive Income/(Loss) for the FY21 was Rs. 64.41 crore, compared to Rs. (310.68) crore for the FY20. Basic earnings per share Increased to Rs. 2.47 in FY21 from Rs. (13.16) in FY20.

Segment-wise Performance(Consolidated)

Our income from operations is comprised of income from lending activities, insurance premium, broking operations, interest from fixed deposits with banks, income from non-current investments, income from current investments, interest from delayed payments, profit on assignment of loans, income from advisory services, investment management and advisory fees and income from arbitrage and trading of securities and derivatives. A comparison of the income from our operations in FY21 and in FY20 is tabulated below:

(Rs in Crore)

Particulars	As per Ind AS			
	FY21		FY 20	
	Amount	% of Total income	Amount	% of Total income
Income From Lending Activities	341.13	13.48%	479.55	20.00%
Interest Income on Fixed Deposits with Banks	19.86	0.78%	16.91	0.71%
Interest Income/Charges on Delayed Payments	11.51	0.45%	23.82	0.99%
Income from Investments	169.99	6.72%	119.14	4.97%
Commission Income	7.02	0.28%	34.05	1.42%
Income From Broking Operations	204.85	8.10%	167.96	7.01%
Income From Advisory Services	-		0.11	0.00%
Net Income From Insurance Premium	1729.47	68.35%	1,507.79	62.89%
Other Business Income	2.94	0.12%	6.03	0.25%
Total Revenue From Operations	**2486.77**	**98.27%**	**2,355.36**	**98.24%**
Other Income	43.70	1.73%	42.12	1.76%
Total Income	**2530.47**	**100.00%**	**2,397.48**	**100.00%**

Details of Other Income (Consolidated):

Other income primarily includes balances written back/bad debts and loans written off recovered, profit on sale/ redemption of Investments, interest income on loans and fixed deposits with banks, etc. Contribution of other income of Rs 43.70 crore, out of total income decreased to 1.73 % as compared 1.76% in FY20. Below is a comparison of the components of our other income during FY21 with that in FY20:

(Rs in Crore)

Particulars	FY 21	FY20
Balances Written Back /Bad Debts and Loans Written off Recovered	3.06	1.85
Income From Support Services	0.01	0.67
Interest Income From Fixed Deposits With Banks*	0.07	0. 22
Net Gain on de-recognition of Property, Plant and Equipment	0.36	0.84
Profit on Sale/Redemption of Investments (Net)	0.15	5.26
Interest Income From Investments	5.46	5.83
Interest Income on Others	20.40	16.63
Income towards ARC transaction (Net)	4.23	5.50
Miscellaneous Income	9.96	5.32
Total Other Income	**43.70**	**42.12**

Key Ratios (Consolidated level): (Rs in Crore)

Particulars	FY 21	FY 20
Total Income	2,530.47	2,397.48
EBITDA	286.39	50.12
EBITDA Margin %	11%	2%
PBT	(497.46)	(1,030.12)
PBT Margin %	(20%)	(43%)
PAT	(477.82)	(1,037.98)
PAT Margin %	(19%)	(43%)

Particulars	FY 21	FY 20
Current Ratio	0.53	0.65
Debt Equity Ratio	16.42	27.57
Return on Networth *	(160%)	(534%)

The company's profitability ratios have improved on both standalone and consolidated levels. EBIDTA Margin /PBT Margin / PAT Margin have improved due to improved profitability in all key subsidiary businesses and reduced loss at RFL. PAT have increased in CHIL to Rs 102 crore in FY21 from Rs 75.5 crore in FY20, RBL had PAT of Rs 10.5 crore in FY21 compared to loss of Rs 21.4 crore in FY20, RDHFCL achieved a PAT of Rs 9.1 crore in FY21 in comparison to PAT of Rs 4.9 crore in FY20 and RFL's loss has reduced to Rs 575.4 crore in FY21 in comparison to loss of Rs 896.8 crore in FY20. REL also realized PAT of Rs 64 crore in FY 21 in comparison to loss Rs 310.16 crore in FY20, primarily due to profit from sale of secondary stake of 6.39% in CHIL in FY21 and reduction on costs. The improved profitability during year also resulted in improvement of debt /equity ratio to 16.42 in FY21 from 27.57 in FY20 and improvement of Return on Networth ratio which was negative 160% in FY21 in comparison to negative 534% in FY20.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Controls of the company encompasses the policies, standard operating procedure manuals, approval/ authorization matrix, circulars/ guidelines, and risk & control matrices adopted by the company for ensuring the orderly and efficient conduct of its business & support functions, adherence to these policies & procedures, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information during the process of financial reporting.

The Company and its key operating subsidiaries have adequate control environment for identification and assessment of applicable risks on a periodical basis. Mitigation plans and controls are documented for each identified risk in the form of policies & procedures and risk & control matrices (RCM). Risks/controls documented in the risk and control matrices are mapped to each of the financial statement line items and financial assertions to ensure availability of mitigation plans and internal financial controls for each of the material balances contained in the financial statements. The Company has prepared separate RCMs for Process Level Controls (PLC) and Entity Level Controls (ELC). Similarly, IT General Controls (ITGC) have also been identified, assessed and documented.

The Company has satisfactory system of periodical monitoring and reporting of internal financial controls. Key policies and procedures including the Risk & Control Matrices are updated on a periodical basis. Management ensures that controls as designed are operating effectively and that lapses are identified and remedied in a timely manner. The monitoring activities are carried out through Control Self-Assessment (CSA) mechanism integrated with the internal audit function, conducted by Internal Auditor, whereby key risks and controls are reviewed on a quarterly basis and dashboard containing results of evaluation of Test of Design (TOD) and Test of Operating Effectiveness (TOE) are presented to the Audit Committee of the Company and its key operating subsidiaries. A half yearly report on TOD/TOE testing is presented to the Risk Management Committee.

6. HUMAN RESOURCES

The Company and its subsidiaries have been operating in challenging times. However, in continuation to our dedicated efforts towards rebuilding the Group, we have seen a lot of tangible and positive developments in the Company: increased corporate governance and controls, improvement in systems and processes including cost rationalization, enhanced engagement with regulators and retention of critical talent.

As the transition of the Company in to this new phase continues, our management and employees are strongly aligned towards building an enabling eco-system to restore high growth and profitability. Employees are our vital and most valuable assets. In line with the business strategy, talent strategy has been focused on employee engagement, providing role elevation opportunities to existing talent and developing a strong culture of transparency through constant employee communication. In order to boost the employee morale, the organization has recognized the commitment, loyalty and contribution of its internal stakeholders. The Company is dedicated to offering its employees favorable work environment and opportunities to navigate through the current period and also influence its future course of direction as planned.

At Religare Group, Business and Human Resource teams are continuously striving towards achieving business objectives, dealing with exceptional adversities, ensuring adherence to established human resource processes and policies, maintaining credible communication with employees, to reinforce the professional value system and transparent work culture of the Group.

In compliance with Regulation 34(3) read with schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ("SEBI Listing Regulations"), the Company submits the Corporate Governance Report for the year ended March 31, 2021:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to ensure that all stakeholders' interests are protected by continuously striving to increase the efficiency of the operations as well as the systems and processes for use of corporate resources. The Company aims at achieving not only the highest possible standards of legal and regulatory compliances, but also of effective management.

While working to enhance the corporate value of the group in the medium to long term, we place the highest importance on strengthening and further developing your Company's corporate governance initiatives. The corporate structure, business and disclosure practices have been aligned to Corporate Governance philosophy, transparency, accountability, fairness and intensive communication with stakeholders which are integral to your company's functioning. We believe in performance oriented systems. We accord highest priority to these systems and protect the interests of all shareholders, particularly the minority shareholders.

The Board of Directors (the "Board"), guided by above philosophy, formulate strategies and policies having focus on optimizing value for various stakeholders like consumers, shareholders and the society at large. Your Company's Corporate Governance framework ensures that we make the timely disclosures and share correct information regarding our financials and performance as well as business of the Company from time to time.

Your Company has complied with the requirements of Corporate Governance as laid down under Chapter IV of the SEBI Listing Regulations except as mentioned in this Report.

2. BOARD OF DIRECTORS

A. BOARD'S COMPOSITION AND CATEGORY

The Board comprises of eminent persons with high credentials of considerable professional experience and expertise in diverse fields who effectively contribute to the Company's growth and policy making decisions. The composition of Board of Directors of the Company is in conformity with the requirements of Regulation 17 of SEBI Listing Regulations as well as provisions of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and all other applicable laws and in accordance with best practices. The Chairperson of the Board of the Company is an Executive Director.

The category wise composition of Board of Directors under Regulation 17 of SEBI Listing Regulations as on March 31, 2021 is as under:

S. No.	Category	No. of Directors
1	Executive Director	1
2	Non-Executive, Independent Director (including Woman Director)*	5
3	Other Non- Executive Director *	1
Total		**7**

*None of the Non-Executive Directors are responsible for the day to day affairs of the Company.

The details relating to composition, category of Directors, directorships held by them in other companies and their membership and chairpersonship in various Committees of Board of other companies, as on March 31, 2021 are as follows:

S. No.	Name of the Director	DIN	Category of Directors	No. of Directorships held in other Companies (other than in Religare Enterprises Limited)	No. of Memberships/ Chairpersonship in various other Board Committees (other than Religare Enterprises Limited)		Directorship in other listed entity & Category of Directorship
					Member including Chairpersonship	Chairpersonship	
1	Dr. Rashmi Saluja	01715298	Executive Chairperson (Whole Time Director)	5	6	Nil	Nil
2	Mr. Malay Kumar Sinha	08140223	Independent, Non-Executive	5	6	1	Nil
3	Mr. Sushil Chandra Tripathi[1]	00941922	Independent, Non-Executive	9	9	5	1. Motherson Sumi Systems Limited (*Independent, Non-Executive Director*); 2. Ginni Filaments Limited (*Independent, Non-Executive Director*);
4	Ms. Vijayalakshmi Rajaram Iyer	05242960	Independent, Non-Executive	10	10	5	1. Magma Fincorp Limited (*Independent, Non-Executive Director*); 2. Aditya Birla Capital Limited (*Independent, Non-Executive Director*); 3. ICICI Securities Limited (*Independent, Non-Executive Director* 4. GIC Housing Finance Limited (*Independent, Non-Executive Director*) 5. Computer Age Management Services Limited (*Independent, Non-Executive Director*)
5	Ms. Sabina Vaisoha[2]	00207306	Independent, Non-Executive	NA	NA	NA	NA
6	Mr. Siddharth Dinesh Mehta	02665407	Non-Independent, Non-Executive Vice-Chairperson	2	2	Nil	Nil
7	Mr. Hamid Ahmed[3]	09032137	Independent, Non-Executive	2	2	Nil	Nil
8	Dr. Vijay Shankar Madan[3]	00806142	Independent, Non-Executive	3	2	1	Nil

[1]*Ceased to be Non-Executive Independent Director from the Board of the Company w.e.f. May. 19, 2021 due to his sad demise after long battle against COVID-19;*

[2]*Resigned as a Non-Executive Independent Director on February 10, 2021;*

[3]*Appointed as Non-Executive Independent Director on February 10, 2021*

Below are the details of resignation of Non-Executive Independent Directors from the Board of the Company during the financial year 2020-21 before the expiry of their tenure:

S. No.	Name of the Director	Date of Cessation of Directorship	Reason for Cessation
1	Ms. Sabina Vaisoha	February 10, 2021	Not to be in position to devote enough time as an Independent Director of the Company due to her pre-occupation and other professional commitments. Ms. Sabina Vaisoha also confirmed that there is no other material reason for her resignation other than reason stated in her resignation letter.

Notes:

I. The Independence of a Director is determined by the criteria stipulated under Regulation 16(1)(b) of the SEBI Listing Regulations & Section 149 (6) of the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under the Regulation 16(1)(b) of the SEBI Listing Regulations and are not aware of any circumstances or situation which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. Further, in the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management.

II. None of the Directors of the Company holds directorship in more than 20 companies. This includes alternate directorship but does not include the directorships held in foreign companies, dormant companies and companies under Section 8 of the Act. Further, none of the Directors hold directorship in more than 10 public companies.

III. None of the Directors of the Company is holding position of Director in more than seven listed companies.

IV. None of the Directors of the Board is holding position of Independent Director in more than seven listed companies;

V. None of the Directors on the Board is a Member of more than 10 Committees or Chairperson of more than 5 Committees (as specified in Regulation 26 of the SEBI Listing Regulations) across all the public limited companies in which the person is a Director. Necessary disclosures regarding Committee positions in other Public Limited Companies as on March 31, 2021 have been made by the Directors. The Committees considered for the purpose are those prescribed under Regulation 26 of the SEBI Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee of all Indian Public Limited Companies.

VI. All the Directors in their individual capacity have confirmed that they are not debarred or disqualified by SEBI/Ministry of Corporate Affairs or any other statutory authority to continue as Director of the Company. The Company has also obtained a certificate from a Company Secretary, in Whole Time Practice in this regard.

VII. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

VIII. The Board of Directors periodically reviews the compliance report of all the laws applicable to the Company.

IX. As required under Regulation 17 of SEBI Listing Regulations and second proviso to Section 149(1) of the Act, Ms. Vijayalakshmi Rajaram Iyer is the Woman Independent Director on the Board of the Company.

X. None of the Directors of the Company has attained the age of seventy five years as on March 31, 2021.

XI. None of the Directors on the Board of the Company has been debarred from accessing the capital market and/or restrained from holding position of Director in any listed company by virtue of any SEBI Order or any such authority.

XII. There are no inter-se relationships between our Board members.

B. BOARD MEETINGS & ATTENDANCE

Minimum four pre-scheduled Board meetings are held annually. Additional Board meetings are convened by giving appropriate notice to address the Company's specific needs. Dates of Quarterly Board Meetings are fixed in advance and agenda papers are circulated to Directors generally one week before the meeting except for meetings which are held on shorter notice period. Each agenda item is provided with sufficient background and all material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. Video conferencing or other audio visual facilities are used to facilitate Directors residing abroad or who are not able to attend meetings physically in India and present at other locations, to participate in the meetings. In case of exigencies or urgencies, resolutions are considered by circulation as well.

The Board is given presentations covering the Company's major business segments and their operations, overview of business operations of major subsidiary companies, business environment, the Company's business areas, including business opportunities and strategy and risk management practices before taking on record the Company's quarterly/ annual financial results.

New directors to be inducted are identified by Nomination and Remuneration Committee and are updated by the management regarding the Company's business and operations, governing documents, detailed business strategy for various businesses, information on key personnel, and financial information through personal orientation in separate meetings.

During the financial year 2020-21, **Six (06)** Board meetings were held: July 28, 2020, September 02, 2020, September 14, 2020, November 11, 2020, February 10, 2021, and March 27, 2021. Time gap between two consecutive board meetings was not more than 120 days except for the board meeting held on July 28, 2020 as the Company availed exemption given by MCA vide its circular no. 11/2020 dated March 24, 2020 and SEBI vide its circular no. SEBI/HO/ CFD/CMD1/CIR/P/2020/110 dated June 26, 2020.

Further, in accordance to the relaxation provided by the Registrar of Companies, Delhi vide its Order dated September 08, 2020, the last Annual General Meeting of the Company was held on December 17, 2020.

Details of attendance of Directors at various Board Meetings and at the Annual General Meeting held during the financial year 2020-21 are as under:

S. No.	Name of Director	No. of Board meetings attended	Whether attended last AGM
1.	Dr. Rashmi Saluja	6/6	Yes
2.	Mr. Malay Kumar Sinha	6/6	Yes
3.	Mr. Sushil Chandra Tripathi[1]	6/6	No
4.	Ms. Vijayalakshmi Rajaram Iyer	6/6	Yes
5.	Ms. Sabina Vaisoha[2]	4/4	Yes
6.	Mr. Siddharth Dinesh Mehta	6/6	No
7.	Mr. Hamid Ahmed[3]	1/1	NA
8.	Dr. Vijay Shankar Madan[3]	1/1	NA

[1]*Ceased to be Non-Executive Independent Director from the Board of the Company w.e.f. May. 19, 2021 due to his sad demise after long battle against COVID-19;*

[2]*Resigned as Non-Executive Independent Director w.e.f. February 10, 2021;*

[3]*Appointed as Non-Executive Independent Director w.e.f. February 10, 2021.*

Skills/Expertise/Competence of the Board of Directors:

The table below summarizes the skill/expertise/competencies of the Directors identified by the Board for effective functioning of the Company and which are available with the Board of the Company as on March 31, 2021.

Sl. No.	Core Competencies	Sl. No	Sub-Competencies	Name of the Directors having Skills/Expertise/Competence						
				Dr. Rashmi Saluja	Mr. Malay Kumar Sinha	Mr. Sushil Chandra Tripathi[1]	Ms. Vijayalakshmi Rajaram Iyer	Dr. Vijay Shankar Madan	Mr. Hamid Ahmed	Mr. Siddharth Dinesh Mehta
1	Industry knowledge/ experience & Technical Expertise	i.	Should have adequate knowledge to make informed decisions about the industry and the organization	√	√	√	√	√	√	√
		ii.	To ensure overall efficiency & profitability	√	√	√	√	√	√	√
		iii.	To mitigate larger risks by ensuring compliance	√	√	√	√	√	√	√
		iv.	Knowledge of broad public policy direction & understanding of government legislation	√	√	√	√	√	√	√
		v.	Understanding of macro-economic factors, trends, challenges and opportunities, or unique dynamics in financial market that are relevant to Religare Enterprises	√	-	√	√	√	√	√
2.	Governance	i.	Should have essential knowledge and understanding of governance related matter	√	√	√	√	√	√	√
		ii.	Ability to think strategically, identify and critically assess strategic opportunities and threats. Develop effective strategies in the context of the strategic objectives of the Religare Enterprise's relevant policies and priorities. The ability to support, promote, and ensure alignment with the organization's vision and values	√	√	√	√	√	√	√
		iii.	Ability to identify key issues and opportunities for Religare Enterprises within Financial Services industry and develop appropriate policies to define the parameters within which the organisation should operate.	√	-	√	√	-	√	√

Sl. No.	Core Competencies	Sl. No	Sub-Competencies	Name of the Directors having Skills/Expertise/Competence						
				Dr. Rashmi Saluja	Mr. Malay Kumar Sinha	Mr. Sushil Chandra Tripathi[1]	Ms. Vijayalakshmi Rajaram Iyer	Dr. Vijay Shankar Madan	Mr. Hamid Ahmed	Mr. Siddharth Dinesh Mehta
		iv.	Ability to make prudent business decisions based on risk assessment and market conditions that reflect the risk appetite and corporate values of the organization; including the ability to apply practical business experience at a governance level	√	√	√	√	√	√	√
3	Leadership	i.	Ability to inspire, motivate and offer direction and leadership to others. They also demonstrate an understanding of the importance of teamwork to the success of the board. This may include an ability to recognize and value the contributions of all board members, staff, and stakeholders	√	√	√	√	√	√	√
		ii.	Make use of available resources by delegating responsibilities and directing resources to desired results	√	√	√	√	√	√	√
4	Strategic thinking and decision making	i.	Ability to see the big picture and also being goal/future oriented	√	√	√	√	√	√	√
		ii.	Ability to think independently & critically	√	√	√	√	√	√	√
		iii.	Ability to make informed decisions efficiently & take necessary actions	√	√	√	√	√	√	√
		iv.	Ability to analyse & understand report and data presentations	√	√	√	√	√	√	√
		v.	Ability to review and analyse proposed budgets & vacancies to provide organization with strategic inputs & priorities	√	√	√	√	√	√	√

Sl. No.	Core Competencies	Sl. No	Sub-Competencies	Name of the Directors having Skills/Expertise/Competence						
				Dr. Rashmi Saluja	Mr. Malay Kumar Sinha	Mr. Sushil Chandra Tripathi[1]	Ms. Vijayalakshmi Rajaram Iyer	Dr. Vijay Shankar Madan	Mr. Hamid Ahmed	Mr. Siddharth Dinesh Mehta
5	Personal Attributes/ Behavioural competencies - The attributes and competencies enabling the individual director to use their knowledge and skills to function well as a team member and to interact with key stakeholders.	i.	Leadership & Collaboration - Ability to inspire, motivate and offer direction and leadership to others. They also demonstrate an understanding of the importance of teamwork to the success of the board. This may include an ability to recognize and value the contributions of all board members, staff, and stakeholders	√	√	√	√	√	√	√
		ii.	Communication Skills - Ability to both listen effectively and articulate ideas, opinions, rationales and comments in a clear, concise manner. This includes accepting accountability for engaging in frank, open and honest discussions, valuing a diversity of opinions and perspectives, making well-informed decisions and seeking to achieve in-group consensus in the best interest of Religare Enterprises	√	√	√	√	√	√	√
		iii.	Integrity - A commitment to: a) putting the Company's interests before any personal interests b) acting in a transparent manner and declaring any activities or conduct that might be a potential conflict c) maintaining Board confidentiality at all times.	√	√	√	√	√	√	√
		iv.	Influencer and negotiator - The ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain stakeholder support for the Board's decisions;	√	√	√	√	√	√	√
		V.	Commitment - A visible commitment to the purpose for which Religare Enterprises has been established and operates, and its on-going success	√	√	√	√	√	√	√

[1]Ceased to be be Non-Executive Independent Director from the Board of the Company w.e.f. May. 19, 2021 due to his sad demise after long battle against COVID-19.

Information available to the Board

During the year 2020-21, minimum information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, wherever applicable, has been placed before the Board for its consideration.

The aforesaid information is generally provided as a part of the agenda of the board meeting and/or is placed at the table during the course of the meeting. Key Managerial Personnel and other senior management staff are also invited to the Board Meetings to present reports on the Company's operations and internal control systems. The Company Secretary, in consultation with the Chairperson prepares the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted to be taken up as 'any other item'. Further, the Board periodically reviews Compliance Reports in respect of laws and regulations applicable to the Company.

Separate Meeting of Independent Directors & Familiarization Programme for Independent Directors

During financial year 2020-21, separate meeting of the Independent Directors of the Company was held on June 12, 2020 without the presence of Non-Independent Directors and members of management. Along with other matters, Independent Directors discussed the matters specified in Schedule IV of the Act and Regulation 25(4) of SEBI Listing Regulations.

Company has also carried out Familiarization Programme for its Non – Executive Independent Directors on June 12, 2020 in accordance with the Regulation 25(7) of SEBI Listing Regulations read with Independent Director Training Policy of the Company. Details of Familiarization Programmes conducted are uploaded on the website of the Company & can be accessed through the link https://www.religare.com/Familiarisation-Prgm-for-ID.aspx

Shareholding of Executive Directors

As on March 31, 2021, the Company has one Executive Director on the Board of the Company. Dr. Rashmi Saluja is Executive Chairperson (Whole Time Director) and does not hold any shares of the Company as on March 31, 2021. Further, she was granted 50,00,000 Stock Options on June 01, 2020 under the Religare Enterprises Limited Employees Stock Option Plan 2019.

C. COMMITTEES OF THE BOARD

The Board has constituted 9 Committees viz. Audit and Governance Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Investment, Borrowing and Share Allotment Committee, Risk Management Committee, Asset Liability Committee, RPT Sub-Committee and IT Strategy Committee.

Details of the role and composition of Board Committees constituted as per requirements of the Act, SEBI Listing Regulations and RBI Master Directions including number of meetings held during the financial year and attendance thereat are provided hereunder:

I. Audit and Governance Committee

(i) Composition

The Composition of the Audit and Governance Committee as at March 31, 2021 is as under:

S. No.	Name of Member/Chairperson	Position
1	Ms. Vijayalakshmi Rajaram Iyer	Chairperson
2	Mr. Malay Kumar Sinha	Member
3	Mr. Sushil Chandra Tripathi[1]	Member
4	Dr. Rashmi Saluja	Member
5	Mr. Siddharth Dinesh Mehta[2]	Member

[1]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise;*

[2]*Ceased to be Member of the Committee w.e.f. September 02, 2020.*

The Composition of the Committee as on March 31, 2021 and terms of reference are in compliance with Section 177 of the Act and Regulation 18 of SEBI Listing Regulations. The Chairperson of the Committee is an Independent Director. The Company Secretary of the Company acts as the Secretary to the Committee. All the members of the Committee are financially literate and have accounting or related financial management expertise.

(ii) Terms of Reference:

Primarily, the Audit and Governance Committee is responsible for:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Reviewing, with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:

   a. Matters required being included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013

   b. Changes, if any, in accounting policies and practices and reasons for the same

   c. Major accounting entries involving estimates based on the exercise of judgment by management.

   d. Significant adjustments made in the financial statements arising out of audit findings

   e. Compliance with listing and other legal requirements relating to financial statements

   f. Disclosure of any related party transactions

   g. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing and monitoring independence and performance of auditors, effectiveness of audit process.

8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

9. Discussion with internal auditors of any significant findings and follow up thereon.

10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

13. Approval of appointment of Chief Financial Officer ("CFO") (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

14. Approval or any subsequent modification of transactions of the company with related parties; including the omnibus approval for the related party transactions proposed to be entered by the Company.

15. Scrutiny of inter-corporate loans and investments.
16. Valuation of undertakings or assets of the company, wherever it is necessary,
17. Evaluation of internal financial controls including internal controls relating to the insider trading and risk management systems.
18. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
19. To review the functioning of the Whistle Blower mechanism.
20. Review of utilization of loans and/ or advances from/investment by the Company in any of its subsidiary exceeding Rs. 100 crore or 10% of the asset size of that subsidiary, whichever is lower including existing loans / advances / investments.
21. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc.
22. Such other role/functions as may be specifically referred to the Committee by the Board of Directors and / or other committees of Directors of the Company and specified in Listing Regulations.

(iii) **Meetings and attendance during the year**

During the financial year 2020-21, **Five (5)** meetings of the Audit and Governance Committee were held: July 28, 2020, September 02, 2020, September 14, 2020, Nov. 11, 2020 and February 10, 2021.

The attendance of Members at the meetings of the Committee held during the year is as follows:

S. No.	Name of the Member/Chairperson	No. of Meetings Attended
1	Ms. Vijayalakshmi Rajaram Iyer	5/5
2	Mr. Malay Kumar Sinha	5/5
3	Mr. Sushil Chandra Tripathi[1]	5/5
4	Dr. Rashmi Saluja	5/5
5	Mr. Siddharth Dinesh Mehta[2]	2/2

[1]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise;*

[2]*Ceased to be Member of the Committee w.e.f. September 02, 2020.*

Chief Financial Officer, Representatives of the Statutory and Internal Auditors usually attend the Audit Committee meetings by invitation.

II. Nomination and Remuneration Committee

(i) Composition

The Nomination and Remuneration Committee's composition and terms of reference are in compliance with the provisions of the Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. The composition of the Nomination and Remuneration Committee as at March 31, 2021 is as under:-

S. No.	Name of Member/Chairperson	Position
1	Mr. Malay Kumar Sinha	Chairperson
2	Dr. Rashmi Saluja	Member
3	Mr. Sushil Chandra Tripathi[1]	Member
4	Ms. Vijayalakshmi Rajaram Iyer[2]	Member
5	Mr. Siddharth Dinesh Mehta	Member

[1]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise;*

[2]*Ceased to be Member of the Committee w.e.f May 24, 2021.*

Chairperson of the Committee is an Independent Director. The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

(ii) Terms of Reference

The role of the Nomination and Remuneration Committee includes:

1. Formulation, Superintendence and administration of Director's appointment & remuneration policy;
2. Formulation, Superintendence and administration of Key Managerial Personnel's appointment and remuneration policy;
3. Formulation, Superintendence and administration of Employees remuneration policy; & review of annual performance evaluation of Senior Management Personnel and making suitable recommendations to the Board;
4. Formulation, Superintendence and administration of Annual Performance Evaluation Policy of the Board;
5. Oversee the Company's nomination process for the top level management and specifically to identify, screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors consistent with the criteria approved by the Board and to recommend for approval by the Board nominees for election at the Annual General Meeting of the Company;
6. Superintendence and administration of the Employee Stock Option Schemes of the Company;
7. Such other role/functions as may be specifically referred to the Committee by the Board of Directors and / or other committees of Directors of the Company or mentioned in the SEBI Listing Regulations.

(iii) Meetings and attendance during the year

During the financial year 2020-21, **Four (4)** meetings of the Committee were held: June 27, 2020, July 27, 2020, September 02, 2020, and February 10, 2021.

The attendance of Members at the meetings of the Committee held during the year is as follows:-

S. No.	Name of the Member/Chairperson	No. of Meetings attended
1	Mr. Malay Kumar Sinha	4/4
2	Ms. Vijayalakshmi Rajaram Iyer[1]	4/4
4	Mr. Sushil Chandra Tripathi[2]	4/4
5	Dr. Rashmi Saluja	4/4
6	Mr. Siddharth Dinesh Mehta	3/4

[1]*Ceased to be Member of the Committee w.e.f. May 24, 2021;*

[2]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise.*

III. <u>Stakeholders Relationship Committee</u>

(i) Composition

The Stakeholders Relationship Committee has been constituted to specifically look into various aspects of interest of Shareholders and Investors complaints and other shareholders related issues.

The composition of Stakeholders Relationship Committee as at March 31, 2021 is as under:-

S. No.	Name of the Member/Chairperson	Position
1	Mr. Malay Kumar Sinha	Chairperson
2	Ms. Sabina Vaisoha[1]	Member
3	Mr. Sushil Chandra Tripathi[2]	Member
4	Dr. Rashmi Saluja	Member
5	Mr. Siddharth Dinesh Mehta	Member

[1]*Ceased to be Member of the Committee w.e.f. February 10, 2021 due to her resignation as Non-Executive Independent Director;*

[2]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise.*

Chairperson of the Committee is a Non–Executive Independent Director. The Company Secretary of the Company acts as the Secretary to the Committee.

(ii) Terms of Reference

i. Overseeing and reviewing all matters connected with securities of the Company;

ii. Redressal of Shareholders' / Investors'/Debenture holders'/other security holders complaints/queries related to transfer / transmission / consolidation / splitting of shares/ rematerialisation, non-receipt of Annual Report, declared dividend, issue of new/duplicate certificates, general meetings etc.;

iii. Overseeing the performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of Investor services;

iv. Review of adherence of the service standards adopted by the Company in respect of various services rendered by the Registrar & Share Transfer Agent;

v. Review of various measures and initiative taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

(iii) Meetings and attendance during the year

During the year ended March 31, 2021, **four (4)** meetings of the Committee were held: July 27, 2020, September 14, 2020, November 10, 2020 and February 10, 2021.

The attendance of Members at the meetings of the Committee held during the year is as follows:-

S. No.	Name of the Member/Chairperson	No. of Meetings attended
1	Ms. Sabina Vaisoha[1]	3/3
2	Mr. Malay Kumar Sinha	4/4
3	Mr. Sushil Chandra Tripathi[2]	4/4
4	Dr. Rashmi Saluja	4/4
5	Mr. Siddharth Dinesh Mehta	3/4

[1]*Ceased to be Member of the Committee w.e.f. February 10, 2021 due to her resignation as Non-Executive Independent Director;*

[2]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise.*

The details of investor complaints (as reported under Regulation 13 of SEBI Listing Regulations) received and resolved during the period from April 1, 2020 to March 31, 2021 is as under:

No. of Investor Complaints pending at the beginning of April 1, 2020	No. of Investor Complaints received from April 1, 2020 to March 31, 2021	No. of Investor Complaints resolved from April 1, 2020 to March 31, 2021	No. of Investor Complaints pending at the end of March 31, 2021
0	1	1	0

The Company addresses all complaints/grievances, suggestions and grievances expeditiously and replies have been sent/ issues resolved within 15 days from the date of lodgement of complaint's/grievances.

Ms. Reena Jayara, Company Secretary is the Compliance Officer of the Company.

IV. Corporate Social Responsibility Committee

(i) Composition

The Corporate Social Responsibility Committee of the Board ("CSR Committee") has been constituted to oversee the CSR Policy of the Company and recommend and monitor the amount of expenditure to be incurred on the activities mentioned in the Schedule VII of the Act.

The composition of CSR Committee as at March 31, 2021 is as under:-

S. No.	Name of the Member/Chairperson	Position
1	Ms. Sabina Vaisoha[1]	Member
2	Mr. Malay Kumar Sinha	Member
3	Mr. Sushil Chandra Tripathi[2]	Member
4	Dr. Rashmi Saluja	Member
5	Mr. Siddharth Dinesh Mehta	Member

[1]*Ceased to be Member of the Committee w.e.f. February 10, 2021 due to her resignation as Non-Executive Independent Director;*

[2]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise.*

(ii) Terms of Reference

i. Formulation of Corporate Social Responsibility Policy;

ii. Recommend the amount of expenditure to be incurred on the Corporate Social Responsibility activities to the Board;

iii. Monitoring and ensuring implementation of the projects / programmes / activities proposed to be undertaken by the company;

iv. Discharge such other role/functions as may be specifically referred to the Committee by the Board of Directors in relation to Corporate Social Responsibility Policy of the Company from time to time.

(iii) Meetings and attendance during the year

During the year ended March 31, 2021, **One (1)** meeting of the Committee was held: September 02, 2020.

The attendance of Members at the meeting of the Committee held during the year is as follows:-

S. No.	Name of the Member/Chairperson	No. of Meetings attended
1	Mr. Malay Kumar Sinha	1/1
2	Mr. Sushil Chandra Tripathi[1]	1/1
3	Ms. Sabina Vaisoha[2]	1/1
4	Dr. Rashmi Saluja	1/1
5	Mr. Siddharth Dinesh Mehta	1/1

[1]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise;*

[2]*Ceased to be Member of the Committee w.e.f. February 10, 2021 due to her resignation as Non-Executive Independent Director.*

V. Investment, Borrowing and Share Allotment Committee

(i) Composition

The composition of Investment, Borrowing and Share Allotment Committee as at March 31, 2021 is as under:-

S. No.	Name of the Member/Chairperson	Position
1	Mr. Malay Kumar Sinha	Member
2	Ms. Vijayalakshmi Rajaram Iyer[1]	Member
3	Dr. Rashmi Saluja	Member
4	Mr. Sushil Chandra Tripathi[2]	Member
5	Mr. Siddharth Dinesh Mehta	Member

[1]*Ceased to be Member of the Committee w.e.f. May 24, 2021.*

[2]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise.*

(ii) Terms of Reference

i. To invest the funds of the Company; borrow monies and make loans in the form of subscription/ acquisition/purchase of securities, loans, Guarantees, (including Corporate and Counter Guarantee), Inter Corporate Deposits [ICDs] in Subsidiaries/Joint Ventures or otherwise and providing security on behalf of subsidiaries as may decided by the Committee from time to time up to Rs. 6000 Crores and to borrow monies from Banks, other Bodies Corporate or Individuals in the form of term loan, ICD's, Working Capital Loan or otherwise as may be decided by the members of the Committee from time to time up to Rs. 3000 Crores;

ii. To look after the matters pertaining to the issue, offer, allotment and cancellation of securities including ESOP/SAR/ Equity / Preference shares / instruments convertible into Equity Shares, whether optionally or otherwise and GDRs, of the Company, to make call on securities, to invite & accept further subscription money on securities, to issue share certificates / receipts, to redeem / convert securities and to do all such acts, deeds and things as may be considered necessary and incidental thereto.

(iii) Meetings and attendance during the year

During the year ended March 31, 2021, **Four (4)** meetings of the Committee were held: June 01, 2020, July 01, 2020, July 17, 2020 and February 10, 2021.

The attendance of Members at the meetings of the Committee held during the year is as follows:-

S. No.	Name of the Member/Chairperson	No. of Meetings attended
1	Ms. Vijayalakshmi Rajaram Iyer[1]	4/4
2	Mr. Malay Kumar Sinha	4/4
3	Dr. Rashmi Saluja	4/4
4	Mr. Sushil Chandra Tripathi[2]	4/4
5	Mr. Siddharth Dinesh Mehta	2/4

[1]*Ceased to be Member of the Committee w.e.f. May 24, 2021;*

[2]*Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise.*

VI. Risk Management Committee

(i) Composition

The Risk Management Committee has been constituted to review integrated risk of the Company and to provide operational and policy guidance to the Company which paves the way for an effective risk management including the cyber security so as to safeguard the interest of the Company and the group. The composition of Risk Management Committee as at March 31, 2021 is as under:-

S. No.	Name of the Member/Chairperson	Position
1	Mr. Malay Kumar Sinha	Chairperson
2	Ms. Vijayalakshmi Rajaram Iyer	Member
3	Dr. Rashmi Saluja	Member
4	Mr. Siddharth Dinesh Mehta[1]	Member
5	Mr. Sushil Chandra Tripathi[2]	Member
6	Mr. Nitin Aggarwal[3] – Group CFO	Member

[1]*Ceased to be Member of the Committee w.e.f. May 24, 2021;*

[2]*Appointed as Member of the Committee on November 11, 2020 and ceased to be Member w.e.f. May 19, 2021 due to his sad demise;*

[3]*Appointed as Member of the Committee on November 11, 2020.*

(ii) Terms of Reference

Role and responsibility of the Committee is to review integrated risk of the Company and to provide operational and policy guidance to the Company which paves the way for an effective risk management including the cyber security so as to safeguard the interest of the Company and inter-alia includes:

(1) To formulate a detailed risk management policy which shall include:

   (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

   (b) Measures for risk mitigation including systems and processes for internal control of identified risks.

   (c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company and its subsidiaries;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) To consider and approve the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

(7) To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

(8) Such other role/functions as may be specifically referred to the Committee by the Board of Directors and / or other committees of Directors of the Company and specified in SEBI/RBI Regulations.

(iii) **Meetings and attendance during the year**

During the year ended March 31, 2021, **two (2)** meetings of the Committee were held: July 27, 2020 and November 10, 2020.

The attendances of Members at the meetings of the Committee held during the year are as follows:-

S. No.	Name of the Member/Chairperson	No. of Meetings attended
1	Ms. Vijayalakshmi Rajaram Iyer	2/2
2	Mr. Malay Kumar Sinha	2/2
3	Dr. Rashmi Saluja	2/2
4	Mr. Siddharth Dinesh Mehta[1]	2/2
5	Mr. Sushil Chandra Tripathi[2]	0/0
6	Mr. Nitin Aggarwal[3]	0/0

[1]Ceased to be Member of the Committee w.e.f. May 24, 2021;

[2]Appointed as Member of the Committee on November 11, 2020 and ceased to be Member w.e.f. May 19, 2021 due to his sad demise;

[3]Appointed as Member of the Committee on November 11, 2020.

VII. Asset Liability Committee

(i) **Composition**

The Asset Liability Committee has been constituted to manage liquidity and interest rate risk and to put in place the ALM system and to decide the product pricing for the loans, maturity profile and mix of the incremental assets and liabilities.

The composition of Assets Liability Committee as at March 31, 2021 is as under:-

S. No.	Name of the Member/Chairperson	Position
1	Dr. Rashmi Saluja	Chairperson
2	Ms. Vijayalakshmi Rajaram Iyer	Member
3	Mr. Sushil Chandra Tripathi[1]	Member
4	Mr. Malay Kumar Sinha	Member
5	Mr. Siddharth Dinesh Mehta[2]	Member
6	Mr. Nitin Aggarwal	Member

[1]Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise;

[2]Ceased to be Member of the Committee w.e.f. May 24, 2021.

(ii) **Meetings and attendance during the year**

During the year ended March 31, 2021, **Four (4)** meetings of the Committee were held: July 27, 2020, September 14, 2020, November 10, 2020 and February 10, 2021.

The attendances of Members at the meetings of the Committee held during the year is as follows:-

S. No.	Name	No. of Meetings attended
1	Dr. Rashmi Saluja	4/4
2	Ms. Vijayalakshmi Rajaram Iyer	4/4
3	Mr. Sushil Chandra Tripathi[1]	4/4
4	Mr. Malay Kumar Sinha	4/4
5	Mr. Siddharth Dinesh Mehta[2]	3/4
6	Mr. Nitin Aggarwal – Group CFO	4/4

[1]Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise;

[2]Ceased to be Member of the Committee w.e.f. May 24, 2021.

VIII. RPT Sub-Committee

(i) Composition

RPT Sub-Committee has been constituted to monitor and regulate transactions between the Company and its Related Parties in terms of shareholder agreement with International Finance Corporation.

The composition of RPT Sub-committee as at March 31, 2021 is as under:-

S. No.	Name of the Member/Chairperson	Position
1	Ms. Vijayalakshmi Rajaram Iyer	Member
2	Mr. Malay Kumar Sinha	Member
3	Mr. Sushil Chandra Tripathi[1]	Member
4	Dr. Rashmi Saluja	Member
5	Mr. Siddharth Dinesh Mehta	Member

[1]Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise.

(ii) Meetings and attendance during the year

During the year ended March 31, 2021 **three (3)** meetings of the Committee were held: July 27, 2020, September 14, 2020 and November 10, 2020.

The attendances of Members at the meetings of the Committee held during the year is as follows:-

S. No.	Name of the Member/Chairperson	No. of Meetings attended
1	Ms. Vijayalakshmi Rajaram Iyer	3/3
2	Mr. Malay Kumar Sinha	3/3
3	Mr. Sushil Chandra Tripathi[1]	3/3
4	Mr. Siddharth Dinesh Mehta	3/3
5	Dr. Rashmi Saluja	3/3

[1]Ceased to be Member of the Committee w.e.f. May 19, 2021 due to his sad demise.

IX. IT Strategy Committee

(i) Composition

In pursuant to the Master Direction – Information Technology Framework for the NBFC Sector issued by RBI, the IT Strategy Committee was constituted by the Company in May 2019.

The composition of IT Strategy Committee as at March 31, 2021 is as under:-

S. No.	Name of the Member/Chairperson	Position
1	Mr. Malay Kumar Sinha	Chairperson
2	Dr. Rashmi Saluja	Member
3	Mr. Chirag Jain	Member
4	Mr. Shalabh Garg	Member
5	Mr. Siddharth Dinesh Mehta[1]	Member

[1]Ceased to be Member of the Committee w.e.f. May 24, 2021.

(ii) **Meetings and attendance during the year**

During the year ended March 31, 2021 **two (2)** meetings of the Committee were held: July 06, 2020 and December 18, 2020.

The attendances of Members at the meetings of the Committee held during the year are as follows:-

S. No.	Name of the Member/Chairperson	No. of Meetings attended
1	Mr. Malay Kumar Sinha	2/2
2	Dr. Rashmi Saluja	2/2
3	Mr. Siddharth Dinesh Mehta[1]	1/2
4	Mr. Chirag Jain	2/2
5	Mr. Shalabh Garg	2/2

[1]Ceased to be Member of the Committee w.e.f. May 24, 2021.

D. POLICIES ON APPOINTMENT & REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Nomination and Remuneration Committee ("NRC") has determined the criteria to identify the Directors and Key Managerial Personnel (KMP) in accordance with the criteria laid down, and has recommended to the Board following policies relating to the appointment and remuneration for the Directors, Key Managerial Personnel and other employees which were approved by the Board:

1. Employee Remuneration Policy
2. Director's Fit & Proper Policy
3. Director's Appointment & Remuneration Policy
4. KMP's Appointment & Remuneration Policy

Appointment

NRC determines the criteria of appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors. In evaluating the suitability of a person for appointment / continuing to hold appointment as a Director, the NRC takes into account apart from others, Board diversity, person's eligibility, qualification, expertise, track record, general understanding of the business, professional ethics, integrity, values and other fit and proper criteria's. Based on recommendation of the NRC, the Board evaluates the candidate(s) and decide on the selection of the appropriate member. In case of re-appointment of any Board member, NRC basis evaluation scores of the concerned Board member pursuant to performance evaluation, recommends its decision to the Board to extend or continue the term of appointment of the Board member.

The authority to identify right candidates for appointment of KMP's is vested with the CEO/ Executive Chairperson. The CEO/Executive Chairperson along with HR Head identifies candidates internally or externally and proposes to NRC for its approval for appointment along with proposed remuneration. The remuneration proposed used to be consistent with the strategy of the Company and in line with the comparable market & internal remuneration benchmarks.

In case of CEO's appointment & remuneration, NRC initiates the process of identifying the CEO. After identification of the candidate, NRC proposes the candidature to Board for its approval for appointment.

Remuneration

The remuneration of Executive / Non-Executive Directors and KMPs is governed by the external competitive environment, track record, potential, individual performance and performance of the Company as well as industry standards and decided by NRC in accordance of abovementioned policies. NRC conducts a review of director compensation on a periodic basis to ensure directors of the Company are compensated effectively in a manner consistent with the strategy of the Company and to further ensure that the Company will be able to attract, retain and reward those who contribute to the success of the Company. CEO's remuneration is determined keeping in view the industry benchmark & the relative performance of the Company to the industry performance. It is proposed by NRC and subsequently approved by the Board.

(i) Remuneration of Executive Directors

Remuneration of Executive Directors is decided by the Board based on recommendation of NRC within the ceiling fixed by the Shareholders and permissible under the Act. Remuneration paid to the Executive Directors for the year ended March 31, 2021 and the disclosure as per the requirement of Schedule V of the Act and SEBI Listing Regulations, are as follows:

(Amount in Rs)

Name and Designation of the Director	Salary & Allowances	Guaranteed/ Joining Bonus	Bonus	Commission payable	Perquisite	Retiral Benefits	Total	Stock Options Granted
Dr. Rashmi Saluja, Executive Chairperson	4,33,07,533/-	1,50,00,000/-	4,50,00,000/-	-	83,26,044/-	-	11,16,33,577/-	50,00,000

The payment of performance bonus as above has been made post evaluation of achievements against the key performance indicators approved by the Nomination & Remuneration Committee and the Board of Directors which inter-alia include revival of NBFC business, raising of funds for the Company and Health Insurance business, resolving outstanding litigations, guidance to various businesses carried out through its subsidiaries to maintain their growth trajectories.

Dr. Rashmi Saluja has been appointed as Executive Chairperson of the Company for a period of 3 (three) years from the date of appointment i.e. February 26, 2020, who is liable to retire by rotation. The services can be terminated by either party by giving 90 days' notice in writing. There is no separate provision for payment of severance fees as on March 31, 2021.

The Company has granted 50,00,000 stock options to Dr. Rashmi Saluja, Executive Chairperson, at an exercise price of Rs. 24.10/- per share during the financial year under the review, the vesting period of which is 2 years and exercisable as per the terms of the Religare Enterprises Limited Employees Stock Option Plan 2019.

(ii) Remuneration of Non-Executive Directors

Non-Executive Directors including Independent Directors do not have any pecuniary relationship or transactions with the Company. They are paid only the sitting fees for attending the meetings of the Board of Directors and Committees within the limits as prescribed under the Act. Independent Directors are paid sitting fees of Rs. 1,00,000/- per meeting for attending Board, Audit & Governance Committee and Risk Management Committee meetings and Non – Executive Non-Independent Directors are paid sitting fees of Rs. 25,000/- per meeting for attending the Board, Audit & Governance Committee and Risk Management Committee meetings. Sitting fees amount paid to the Independent Directors for the Nomination & Remuneration Committee, Asset Liability Committee, Stakeholders Relationship Committee, RPT-Sub Committee, Corporate Social Responsibility Committee, Investment, Borrowing & Share Allotment Committee and IT Strategy Committee meetings is Rs. 20,000/- per meeting and to Non-Executive Non-Independent Directors is Rs. 10,000/- per meeting.

Details of remuneration paid to Non-Executive Directors during FY 2020-21 and their shareholding in the Company as at 31st March 2021 are as follows:

S. No	Name of Director	Sitting Fees (Rs.)	Salary (Rs.)	Benefits or Bonuses	Stock Options	Shareholding (Number of Share)
1	Mr. Malay Kumar Sinha	17,40,000	Nil	Nil	Nil	Nil
2	Mr. Sushil Chandra Tripathi[1]	15,00,000	Nil	Nil	Nil	Nil
3	Ms. Vijayalakshmi Rajaram Iyer	16,00,000	Nil	Nil	Nil	Nil
4	Ms. Sabina Vaisoha[2]	4,80,000	Nil	Nil	Nil	Nil
5	Mr. Siddharth Dinesh Mehta	4,10,000	Nil	Nil	Nil	Nil
6	Mr. Hamid Ahmed[3]	1,00,000	Nil	Nil	Nil	Nil
7	Dr. Vijay Shankar Madan[3]	1,00,000	Nil	Nil	Nil	Nil

1. Ceased to be Non-Executive Independent Director from the Board of the Company w.e.f. May. 19, 2021 due to his sad demise after long battle against COVID-19;

2 Resigned as Non-Executive Independent Director w.e.f. February 10, 2021;

3 Appointed as Non-Executive Independent Director w.e.f. February 10, 2021.

None of the Independent Directors holds any shares or convertible instruments i.e. which are convertible into equity shares of the Company as on March 31, 2021.

Apart from receiving sitting fees, no Non-Executive Director including Independent Directors received any fixed component & performance linked incentives from the Company during the period under review.

Further, there were no other pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company during the year under review other than the payment of sitting fees for attending meetings of the Board and its Committee. The Company has not granted any stock options to any of its Non-Executive Independent Directors.

Employee Stock Options Schemes

Nomination and Remuneration Committee of the Board of Directors of the Company, inter-alia, administers and monitors the Employees' Stock Option Schemes of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

Details as required under the SEBI SBEB Regulations, for Religare Employees Stock Option Scheme 2010, Religare Employees Stock Option Scheme 2012 and Religare Employees Stock Option Plan 2019 (ESOP Schemes) have been uploaded on the website of the Company and can be accessed through the following link https://www.religare.com/Employee-Stock-Option-Schemes.aspx

During the year under review, the Committee granted 11,500,000 stock options under the "Religare Enterprises Limited Employees Stock Option Plan 2019" and further 2,500,000 stock options were granted after the close of the FY 2021 till the date of this Report.

There is no material change in the ESOP schemes of the Company during the year.

E. ANNUAL PERFORMANCE EVALUATION

In terms of provisions of the Act and Regulation 17(10) read with Regulation 25(4) of SEBI Listing Regulations, the Board conducts an annual performance evaluation of its own performance, the performance of the Directors individually as well as the evaluation of the working of its Committees through questionnaire designed with qualitative parameters and feedback based on ratings.

The Board has adopted Board Evaluation Policy ("Policy") for carrying out the evaluation of Board as whole, the Board Committees and individual Directors including Independent Directors. The Policy covers the performance evaluation criteria of all the directors including independent directors. The criteria covered to conduct the evaluation process includes contribution to and monitoring of corporate governance practices, knowledge & update of relevant areas, participation in the long term strategic planning and fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active/effective participation at the Board and Committee meetings, representation of shareholders' interest and enhancing shareholders value etc.

Pursuant to the Policy, Board has carried out the annual performance evaluation of the Board as whole, all the Board Committees and individual Directors for the FY 2019-20 in July 2020 and for FY 2020-21 in June 2021 as per the parameters prescribed in the evaluation forms provided in the Policy for evaluation of Board as whole, the Board Committees and individual Directors which include various aspects of Board's functioning.

Further, Independent Directors have also carried out the performance evaluation of Board as a whole, Non-Independent Directors and Chairperson of the Company in their meeting held on June 12, 2020 for the FY 2019-20 and on June 22, 2021 for the FY 2020-21.

The Board of Directors expressed their satisfaction with the Policy and Annual Performance Evaluation process and evaluation results.

F. GENERAL BODY MEETINGS

(i) Annual General Meetings

Details of the Annual General Meetings held in the last three years:

Year	Date	Day	Time	Venue	Special Resolutions Passed
2017-2018	20.09.2018	Thursday	11.30 A.M.	Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003	*3 Special Resolutions were passed **3 Special Resolutions were not passed
2018-2019	26.09.2019	Thursday	4.00 P.M.	Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003	There was no Special Resolution proposed at the AGM
2019-2020	17.12.2020	Thursday	4.00 P.M	Through Video Conferencing / Other Audio Visual Means (VC/OAVM)	***2 Special Resolutions were passed ****1 Special Resolution was not passed

*Resolutions pertaining to the following matters were passed as Special Resolution:

- Appointment of Mr. Sushil Chandra Tripathi (DIN 00941922), as Non-Executive Independent Director of the Company for a term of 5 consecutive years;
- Appointment of Mr. Krishnan Subramanian (DIN: 08038047) as Whole Time Director of the Company for a period of three years;
- Disclosure of beneficial ownership of Bay Capital Investments Limited.

**Resolutions pertaining to the following matters were proposed to be passed as Special Resolutions:

- Raising of funds through issue of Non-Convertible Debentures aggregating upto Rs. 500 crore on private placement basis;
- Ratification and approval of remuneration paid to Mr. Subramanian Lakshminarayanan (DIN: 02808698) as Executive Chairman of the Company;
- Ratification and approval of remuneration paid to Mr. Francis Daniel Lee (DIN: 07870495) as Executive Director of the Company.

However, the above mentioned resolutions failed to receive requisite majority and therefore could not be passed.

***Resolutions pertaining to the following matters were passed as Special Resolutions:

- Approval of revision of remuneration of Dr. Rashmi Saluja (DIN: 01715298), Executive Chairperson of the Company;
- Approval of sale, disposal and leasing of assets exceeding 20% of the assets of the material subsidiary (ies) of the Company;

****Resolution pertaining to the following matter was proposed to be passed as Special Resolution:

- Approval of Grant of Options under Religare Enterprises Limited Employee Stock Option Plan 2019 (“REL ESOP 2019 / Scheme”) to the employee(s) equivalent to or exceeding 1% of the current issued share capital of the Company;

However, the above mentioned resolution failed to receive requisite majority and therefore could not be passed.

As on date of this report, there is no proposal for passing Special Resolution by Postal Ballot.

(ii) Extra-ordinary General Meeting

During the financial year 2020-21 no Extra-Ordinary General Meeting was held.

(iii) Postal Ballot

During the financial year 2020-21, the Company has conducted two Postal Ballots in compliance with Regulation 44 of SEBI Listing Regulations and in pursuance of Section 108 read with Section 110 and other applicable provisions of the Act read with Companies (Management and Administration) Rules, 2014:

Postal Ballot 1	Postal Ballot 2
1. Approval on appointment of Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson of the Company. **(Special Resolution)** 2. Approval on Grant of Options under Religare Enterprises Limited Employee Stock Option Plan 2019 ("REL ESOP 2019 / Scheme") to the employee(s) equivalent to or exceeding 1% of the current issued share capital of the Company. **(Special Resolution)**	Approval of Re-classification of Promoters and Promoters Group into Public shareholders category **(Ordinary Resolution)**
Resolutions were passed on May 28, 2020 and result was declared on May 29, 2020.	Resolution was passed on July 23, 2020 and result was declared on July 24, 2020.

Persons responsible for conducting the postal ballot exercises:

Postal ballot No. 1: Dr. Rashmi Saluja, Executive Chairperson**,** Mr. Nitin Aggarwal, Group CFO and Ms. Reena Jayara, Company Secretary of the Company, were appointed as persons responsible for conducting postal ballot process in a fair and transparent manner. Mr. Ankush Agarwal, (C.P. No. 14486) Partner, M/s. MAKS & CO., Practicing Company Secretaries (FRN: P2018UP067700) was appointed as Scrutinizer for conducting the Postal Ballot process and services of KFin Technologies Private Limited (*formerly known as Karvy Fintech Private Limited*) were engaged as an Agency for the purpose of providing e-voting facility. Mr. Ankush Agarwal conducted the postal ballot / e-voting process and submitted his report to the Chairperson.

A detailed procedure followed by the Company for conducting the Postal Ballot process is provided hereunder:

Procedure followed for postal ballot 1:

- The Company issued the Postal Ballot Notice dated April 23, 2020 containing draft resolutions together with the explanatory statement as required under Section 102 of the Act setting out material facts and the reasons for the Special Resolutions through email to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited / Central Depository Services (India) Limited on the Cut-Off Date i.e. Friday, April 24, 2020 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited for facilitating e-voting to enable the shareholders to cast their votes electronically instead of physical mode due to COVID-19 situation and in terms of the relaxations issued by the MCA vide various circulars. Further postal ballot notice was also made available on the website of KFintech and was sent to the stock exchanges and placed on the website of the Company on the following link https://www.religare.com/Notices.aspx;
- E-voting was allowed from Wednesday, April 29, 2020 (9.00 A.M. IST) to Thursday, May 28, 2020 (5.00 P.M. IST)
- The Company also published the Postal Ballot Notice in the newspapers i.e. Financial Express (English Newspaper) and Jansatta (Hindi Newspaper) declaring the details and requirements as mandated by the Act and Rules. Further, the newspaper publications of the Postal Ballot Notice was also placed at the Company

website on the following link https://www.religare.com/Newspaper-Advertisements.aspx.

- The voting rights were reckoned on the paid up value of the shares registered in the names of the Members / Beneficial Owner as on Cut-off Date.
- The results of the Postal Ballot were declared on May 29, 2020 and displayed on the notice board at the registered office of the Company. The date of receipt of approval i.e. May 28, 2020 of the requisite majority of shareholders by means of e-voting has been taken as the date of passing of the resolutions;
- The results of the postal ballot were published in Financial Express (English Newspaper) and Jansatta (Hindi Newspaper) and were also placed at the website of the Company on the following path https://www.religare.com/Stock-Exchange-announcements.aspx besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.

Postal ballot No. 2: Dr. Rashmi Saluja, Executive Chairperson**,** Mr. Nitin Aggarwal, Group CFO and Ms. Reena Jayara, Company Secretary of the Company, were appointed as persons responsible for conducting postal ballot process in a fair and transparent manner. Mr. Ankush Agarwal, (C.P. No. 14486) Partner, M/s. MAKS & CO., Practicing Company Secretaries (FRN: P2018UP067700) was appointed as Scrutinizer for conducting the Postal Ballot process and services of KFin Technologies Private Limited (*formerly known as Karvy Fintech Private Limited*) were engaged as an Agency for the purpose of providing e-voting facility. Mr. Ankush Agarwal conducted the postal ballot / e-voting process and submitted his report to the Chairperson.

A detailed procedure followed by the Company for conducting the Postal Ballot process is provided hereunder:

Procedure followed for postal ballot 2:

- The Company issued the Postal Ballot Notice dated June 17, 2020 containing draft resolutions together with the explanatory statement as required under Section 102 of the Act setting out material facts and the reasons for the Special Resolution through email to all the Members of the Company whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories, National Securities Depository Limited / Central Depository Services (India) Limited on the Cut-Off Date i.e. Friday, June 19, 2020 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited for facilitating e-voting to enable the shareholders to cast their votes electronically instead of physical mode due to COVID-19 situation and in terms of the relaxations issued by the MCA vide various circulars. Further postal ballot notice was also made available on the website of KFintech and was sent to the stock exchanges and placed on the website of the Company on the following link https://www.religare.com/Notices.aspx;
- E-voting was allowed from Wednesday, June 24, 2020 (9.00 A.M. IST) to Thursday, July 23, 2020 (5.00 P.M. IST).
- The Company also published the Postal Ballot Notice in the newspapers i.e. Financial Express (English Newspaper) and Jansatta (Hindi Newspaper) declaring the details and requirements as mandated by the Act and Rules. Further, the newspaper publications of the Postal Ballot Notice was also placed at the Company website on the following link https://www.religare.com/Newspaper-Advertisements.aspx.
- The voting rights were reckoned on the paid up value of the shares registered in the names of the Members / Beneficial Owner as on Cut-off Date
- The results of the Postal Ballot were declared on July 24, 2020 and displayed on the notice board at the registered office of the Company. The date of receipt of approval i.e. July 23, 2020 of the requisite majority of shareholders by means of e-voting has been taken as the date of passing of the resolution;
- The results of the postal ballot were published in Financial Express (English Newspaper) and Jansatta (Hindi Newspaper) and were also placed at the website of the Company on the following path https://www.religare.com/Stock-Exchange-announcements.aspx besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent.

Details of Voting Pattern of Postal Ballot 1:

After scrutinizing all votes received, the scrutinizer reported as under:

RESOLUTION NO. 1 - Approval on appointment of Dr. Rashmi Saluja (DIN: 01715298) as Executive Chairperson of the Company **(Special Resolution) (Remote E-voting mode only)**

Details of voting through e-voting on the resolution are given below:

VOTING THROUGH REMOTE E-VOTING:

Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal Ballot	E-votes	Total	
Assent	NA	14,83,43,575	14,83,43,575	84.18
Dissent	NA	2,78,76,055	2,78,76,055	15.82
Total	**NA**	**17,62,19,630**	**17,62,19,630**	**100**

Note: 1 (One) Shareholder holding 5 (Five) Shares abstained from remote E-voting on the Resolution

A detailed summary E-votes is given herein as under:

Particulars	No of share-holders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Paid-up Capital (Approx.)
(a) Total votes received	117	17,62,19,635	176,21,96,350	62.24
(b) Less: Abstained	1	5	50	Negligible
(c) Net Valid Votes	116	17,62,19,630	176,21,96,300	62.24
(d) Votes with Assent	93	14,83,43,575	148,34,35,750	52.39
(e) Votes with dissent	26	2,78,76,055	27,87,60,550	9.85

RESOLUTION NO. 2 – Approval on Grant of Options under Religare Enterprises Limited Employee Stock Option Plan 2019 ("REL ESOP 2019 / Scheme") to the employee(s) equivalent to or exceeding 1% of the current issued share capital of the Company. **(Special Resolution) (Remote E-voting mode only)**

Details of voting through e-voting is given below:

VOTING THROUGH REMOTE E-VOTING:

Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal Ballot	E-votes	Total	
Assent	NA	14,82,37,986	14,82,37,986	84.12
Dissent	NA	2,79,81,644	2,79,81,644	15.88
Total	**NA**	**17,62,19,630**	**17,62,19,630**	**100.00**

Note: 1 (One) Shareholder holding 5 (Five) Shares abstained from remote E-voting on the Resolution.

A detailed summary E-votes is given herein as under:

Particulars	No of share-holders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Paid-up Capital (Approx.)
(a) Total votes received	117	17,62,19,635	176,21,96,350	62.24
(b) Less: Abstained	1	5	50	Negligible
(c) Net Valid Votes	116	17,62,19,630	176,21,96,300	62.24
(d) Votes with Assent	88	14,82,37,986	148,23,79,860	52.36
(e) Votes with dissent	28	2,79,81,644	27,98,16,440	9.88

Details of Voting Pattern of Postal Ballot 2:

RESOLUTION NO. 1 - Approval of Re-classification of Promoters and Promoters Group into Public shareholders category **(Ordinary Resolution) (Remote E-voting mode only)**

Details of voting through e-voting on the resolution are given below:

VOTING THROUGH REMOTE E-VOTING:

Particulars	Number of Valid Votes			Percentage of total net valid votes casted
	Postal Ballot	E-votes	Total	
Assent	NA	11,82,81,993	11,82,81,993	99.47
Dissent	NA	6,25,533	6,25,533	0.53
Total	**NA**	**11,89,07,526**	**11,89,07,526**	**100**

Note: 7 (Seven) Shareholders holding 1,28,23,587 (One Crore Twenty Eight Lakhs Twenty Three Thousand Five Hundred and Eighty Seven) Shares abstained from remote E-voting on the Resolution

A detailed summary E-votes is given herein as under:

Particulars	No of share-holders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Paid-up Capital (Approx.)
(a) Total votes received	176	13,17,31,113	131,73,11,130	46.53
(b) Less: Abstained	7	1,28,23,587	12,82,35,870	04.53
(c) Net Valid Votes	169	11,89,07,526	118,90,75,260	42.00
(d) Votes with Assent	148	11,82,81,993	118,28,19,930	41.78
(e) Votes with dissent	21	6,25,533	62,55,330	0.22

No Special Resolution requiring Postal Ballot is being proposed to be conducted as on date of this Report.

(iv) Unclaimed Shares

Pursuant to Regulation 39(4) read with Schedule VI of the SEBI Listing Regulations unclaimed shares i.e. shares issued pursuant to the Public Issues but remaining unclaimed despite of the best efforts of the Registrar to Issue or the Company, such shares and any other corporate benefit related to these shares are required to be transferred to a separate Demat Suspense Account.

Therefore, the Company opened a separate Demat Suspense Account in the name and style of "**Religare Enterprises Limited – IPO Suspense Account"** and the shares lying unclaimed as on that date were transferred to the above said suspense account on July 27, 2009.

The details of such equity shares as on 31st March 2021 are as follows:

S. No.	Description	Number of Shares / Shareholders
1	Total number of Shareholders in the Suspense Account at the beginning of the year	14 Shareholders
2	Total number of outstanding equity shares in the Suspense Account lying at the beginning of the year	490 Equity Shares
3	Number of Shareholders who approached the Company for transfer of shares and to whom shares were transferred from Suspense Account during the year	0
4	Number of shares transferred from Suspense Account to Beneficiary Account during the year	0
5	Total number of Shareholders in the Suspense Account at the end of the year	14 Shareholders
6	Total number of outstanding equity shares in the Suspense Account lying at the end of the year	490 Equity Shares

Further, the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

G. DISCLOSURES

(i) Related Party Transactions

All the contract/arrangements/transactions entered into with Related Parties as per the Act and Regulation 23 of the SEBI Listing Regulations during the Financial Year 2020-21 were in ordinary course of business and on an arm's length basis and do not attract provisions of Section 188 of the Act. Further, there was no materially significant related party transaction which required shareholder's approval and was required to be disclosed quarterly along with the compliance report on Corporate Governance.

The required statements / disclosures with respect to the related party transactions are placed before the Audit Committee on regular basis. Suitable disclosures so required are in accordance with the Indian Accounting Standards (Ind-AS) as notified under Section 133 of the Act have been made in notes to the Financial Statements.

Further, the Company has not entered into any transaction of material nature with Promoters, Promoter Group, the Directors or the management, their subsidiaries or relatives etc. that may have any potential conflict with the interest of the Company. The related party transactions are entered into based on considerations of various business exigencies, such as synergy in operations, and the Company's long term strategy for investments, profitability, legal requirements, liquidity and capital resources of subsidiaries, associates and group companies.

The Company has formulated a policy on materiality of Related Party Transaction and on dealing with Related Party Transactions. The said Policy is also posted on the website of the Company & can be accessed through the link https://www.religare.com/pdf/Related_party_Transaction_Policy_02042019.PDF

As per the SEBI amendments to Regulation 23 of SEBI Listing Regulations, the Company has submitted a report on all related party transactions entered into by the Company on consolidated basis on half yearly periodicity as per the format prescribed in the relevant accounting standards to NSE and BSE within 30 days of publication of the standalone and consolidated Financial Results. The said report has also been posted on the Company's website and can be accessed at https://www.religare.com/Stock-Exchange-announcements.aspx.

(ii) **Disclosure of accounting treatment in preparation of Financial Statements**

The Company has adopted Indian Accounting Standard (Ind-AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules, 2015 from April 01, 2018 with effective transition date of April 01, 2017. Accordingly, the financial statements for the financial year ended March 31, 2021 together with the comparative reporting period have been prepared in accordance with the recognition and measurement principals as laid down in Ind-AS.

The significant accounting policies which are consistently applied have been set out in the Notes to the financial statements.

(iii) **Management Discussion and Analysis Report**

The Management Discussion and Analysis report forms part of the Annual Report.

(iv) **Details of non-compliance by the Company**

Neither any penalty nor any stricture has been imposed by SEBI or any other Statutory Authority on any matter relating to capital markets, during the last three years except as mentioned herein below:

1. NSE & BSE vide their communications dated June 15, 2018 & June 18, 2018 respectively levied a fine of Rs. 5,000/- plus applicable taxes each for delayed submission of financial results for the period ended March 31, 2018 by one day. In view of the fact that the meeting of the Board of Directors to consider and approve the Audited Financial Results for the FY 2017-18 held on May 30, 2018 commenced at 10:30 a.m. on May 30, 2018 and ended at 2.30 a.m. on Thursday, May 31, 2018, the Company requested NSE and BSE to waive off the fine imposed on the Company by condoning the marginal delay of approximately three hours in submission of the audited annual financials for FY 18.

   NSE vide its letter dated February 04, 2019 waived off the total fine while there is no further communication from BSE on the response submitted by the Company. Further, the refund of fine of Rs. 5,000/- was credited to the Company from NSE on February 17, 2021.

2. SEBI has issued a notice dated July 05, 2018 to show cause as to why an inquiry should not be held against it, in terms of Rule 4 of Adjudication Rules, 1995 read with Section 15-I of the SEBI Act, 1992 and why penalty, if any, should not be imposed on it under the provisions of Section 15A(b) of the SEBI Act, 1992 for delay in filing of disclosures in terms of regulation 7(2)(b) of SEBI PIT Regulations, 2015 w.r.t. dealing in securities of the Company by Mr. Sunil Godhwani.

   In response to the above, the Company submitted the Settlement Application on August 24, 2018.

   SEBI vide Order dated January 17, 2019 disposed off the Adjudication Proceeding initiated vide above show cause notice. The Company has paid Rs. 2 Lakhs as consent fees for same.

3. NSE and BSE vide their respective letter dated November 01, 2019 and October 31, 2019, levied a fine of Rs. 1,45,000/- plus 18% GST for non-compliance of Regulation 17 of SEBI Listing Regulations i.e. not having minimum 6 Directors on the Board of the Company for a period of 29 days during the quarter ended September 30, 2019.

   In the matter, the Company vide its letter dated November 05, 2019 submitted clarification to both NSE and BSE stating that the Company had appointed 3 new Non-Executive Non-Independent Directors on the Board of the Company during the period from February 2018 till November 2018 which were subject to the approval from Reserve Bank of India (RBI) under the Master Directions – Core Investment Companies (Reserve Bank) Directions 2016 and requested the stock exchanges to waive off the fine. However, NSE advised the Company to make payments as per the applicable SEBI Circular and also mentioned that a separate committee of the NSE will consider the matter of waiver of the fine imposed. Accordingly, the Company deposited the fine to NSE on November 13, 2019.

In the matter, NSE vide its letter dated December 11, 2020 waived off the fine levied on the Company regarding non-compliance with Regulation 17 of SEBI Listing Regulations and refunded the entire penalty amount of Rs. 1,45,000/- to the Company on February 17, 2021.

Further, BSE also vide communication dated May 19, 2021 informed that after considering the facts of the case and the company's representation, they have decided to waive the fines levied in the matter.

4. With reference to the Corporate Governance Reports submitted by the Company for the quarter / period ended March 31, 2020, June 30, 2020 and September 30, 2020, the stock exchanges viz; NSE & BSE vide their respective letters dated July 02, 2020, August 20, 2020, November 17, 2020 and July 03, 2020, August 20, 2020, November 17, 2020 had levied a fine of Rs. 70,000/-, Rs. 1,82,000/-, Rs. 1,28,000/- each respectively for non-compliance relating the Constitution of Audit Committee as required under Regulation 18(1)(b) of SEBI Listing Regulations saying that Two thirds of the members of Audit Committee are not Independent.

   The Company submitted the application(s) for waiver of fine imposed with NSE along with the detailed clarification / justification on Audit Committee constitution of the Company and also deposited the fine as advised to NSE.

   Similar representations were made to BSE as well vide various submissions in the matter.

   BSE vide communication dated May 19, 2021 informed that the justification submitted by the company's representation for waiver of fine was placed before the "Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP)". The Company justification / reason does not fall under any of the carve-outs jointly formulated by BSE and NSE and noted by SEBI, therefore the request for waiver could not be acceded to. The Company was advised to deposit the fines outstanding. Accordingly, the Company deposited the aforesaid fines to BSE on May 26, 2021.

   The fines were already submitted with the NSE earlier. NSE also vide letter dated June 28, 2021 rejected the request for waiver of fines in the matter.

5. In connection with the investigation of the Company/REL initiated by SEBI in February 2018, the Company and its subsidiary RFL have cooperated in the aforesaid investigation and have provided the requisite information / documents from time to time and made necessary submissions with SEBI. SEBI vide its Order dated November 12, 2020 has issued directions to initiate adjudication proceedings under appropriate legal provisions against certain entities mentioned in the said Order. Thereafter, the Company received the Show Cause Notice dated November 17, 2020 for alleged violation of provisions of Section 12A (a) (b) & (c) of the SEBI Act, 1992 ("SEBI Act") and Regulations 3(b), 3(c) & 3 (d), 4(1), 4(2)(f), and 4(2)(r) of the SEBI (PFUTP) Regulations, 2003 as well as clauses 32 and 36 of the Listing Agreement, Clause 49(I)(C)(1)(a) & 49(I)(C)(1)(d) of the Listing Agreement [post circular dated April 17,2014] read with Regulation 103 of Listing Regulations and Section 21 of the Securities Contract (Regulation) Act, 1956; Regulations 4(1)(a), 4(1)(b), 4(1)(c), 4(1)(d), 4(1)(g), 4(1)(h), 4(1)(i), 4(1)(j), 30(1), and 48 of Listing Regulations.

   REL was called upon to show cause as to why appropriate directions, as deemed fit, under Sections 11B (1) and 11(4) read with section 11(1) of SEBI Act and Section 12A(1) of SCRA Act, 1956 should not be issued against it. REL was further called upon to show cause as to why appropriate directions for imposing penalty under Sections 11(4A) and 11B (2) read with Section 15HA and 15HB of SEBI Act and section 12A (2) read with Section 23E of the SCRA Act, 1956 and SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 and Securities Contract (Regulation) (Procedure for holding inquiry and imposing penalties) Rules, 2005 should not be issued against REL. REL & RFL have jointly filed reply and part arguments have also been heard in the matter.

   In the said Show Cause Notice, SEBI has also mentioned that a settlement mechanism is provided under the SEBI (Settlement Proceedings) Regulations, 2018. Further, REL and RFL have filed a joint application for settlement with SEBI in accordance with provisions of SEBI (Settlement Proceedings) Regulations, 2018 on March 31, 2021 which is pending for disposal as on date.

(v) **Details of Compliance with mandatory requirements**

The Company has complied with all mandatory requirements of SEBI Listing Regulations except as mentioned elsewhere in this report and in the Compliance Certificate issued by M/s Sanjay Grover & Associates, Practicing Company Secretaries.

Compliance Certificate issued by M/s Sanjay Grover & Associates, Practicing Company Secretaries is annexed to this Report.

(vi) **Details of Adoption of Non-Mandatory requirements**

The Company has adopted the non-mandatory requirements of Regulation 27 read with Part E of Schedule II of the SEBI Listing Regulations in following manner.

i. **The Board**

The Chairperson of the Company is an Executive Director.

ii. **Shareholders' Rights**

The quarterly results of the Company are published in English newspaper (Mint / Financial Express, as per availability) and a Hindi newspaper (Rashtriya Sahara / Jansatta, as per availability), having wide circulation in Delhi. Further, the quarterly results are also posted on the website of the Company and can be accessed on https://www.religare.com/Quarterly-Annual-Results.aspx. . In view of the forgoing, the half yearly results of the Company are not sent to the Shareholders individually. The complete copy of the Annual Report is sent to the shareholders of the Company. Further, the Company also publish the other important notices/ information in English newspaper (Financial Express) and a Hindi newspaper (Jansatta), having wide circulation in Delhi besides uploading the same on the website of the Company.

iii. **Modified Opinion(s) in Audit Report**

The Company believes in maintaining its accounts in a transparent manner and aims at receiving unqualified report of auditors on the financial statements of the Company.

However, the Auditors have qualified their reports in the financial year 2016-17, 2017-18, 2018-19, 2019-20 and 2020-21. Management responses on the qualified opinions have been provided in the Directors Report of respective years.

iv. **Reporting of Internal Auditor**

The Internal Auditors of the Company reports directly to the Audit Committee of the Company.

(vii) **Whistle-Blower Policy/ Vigil Mechanism**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism in form of Whistle Blower Policy ("Policy or Mechanism") for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and any leak/suspected leak of Unpublished Price Sensitive Information. Policy is applicable to all the Directors of the Company, permanent & contractual employees of the Company based in India or outside, employees of other agencies deployed for the company, contractors, vendors, suppliers or agencies (or any of their employees), customers of the Company and any other person having an association with the Company. Mechanism also provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee. The detail of establishment of such Policy/Mechanism is also uploaded on the website of the Company & can be accessed through the following link https://www.religare.com/pdf/Religare_Whistle_Blower_Policy_Feb10_2021.pdf.

It is hereby confirmed that during the year under review, no personnel has been denied access to the Audit Committee.

(viii) CEO/ CFO Certification

The certificate duly signed by the Executive Chairperson and Group CFO confirming compliance of Part B of Schedule II of the SEBI Listing Regulations was placed before the Board at its meeting and the same is annexed and forms part of this Annual Report.

(ix) Code of Conduct

In compliance with Regulation 17 of the SEBI Listing Regulations, the Company has formulated and adopted a Code of Conduct applicable to the Board Members as well as the Senior Management Personnel and the same has been placed on the web-site of the Company i.e. https://www.religare.com/pdf/REL_CodeofConductforBoardMembers_May16.pdf and https://www.religare.com/pdf/Code_of_Conduct_for_Senior_Management_Personnel_02042019.pdf respectively.

The Code of Conduct inter-alia includes the duties of the Independent Directors as prescribed under the Act. All the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as on March 31, 2021 except late Mr. Sushil Chandra Tripathi because of his prolonged ill-health and sad demise due to Covid-19 disease..

A declaration to this effect, duly signed by Executive Chairperson, is annexed and forms part of this Annual Report.

(x) Procedures for fair disclosure of Unpublished Price Sensitive Information and Prevention of Insider Trading

The Company has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code") and Code of Conduct for Prevention of Insider Trading ("Insider Code") with a view to deal with Unpublished Price Sensitive Information and trading in securities by Directors, employees of the Company, Designated Persons and Connected Persons. The Company Secretary is Compliance Officer for the purpose of Insider Code.

During the year, the Company has amended the existing Insider Code and Fair Disclosure Code of the Company for incorporating the provisions / amendments introduced by SEBI vide notification dated July 17, 2020. Mr. Mayur Ranjan Dwivedi, Director & Head - Strategy, M&A and Investor Relations, is the Chief Investor Relations Officer for the purpose of the Fair Disclosure Code. Both the Fair Practice Code and Insider Code have been posted on the website of the Company on the following link https://www.religare.com/pdf/Code_of_Practices_and_Procedures_for_Fair_Disclosure_of_Price_Sensitive_15092020.pdf and https://www.religare.com/pdf/Code_of_Conduct_for_Prevention_of_Insider_Trading.pdf

(xi) Risk Management Framework

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews through Risk Management Committee to ensure that critical risks are controlled by the management. The details of the Risk Management Committee are provided elsewhere in this Report and details of Risk Management Framework are provided in Director's Report.

(xii) Compliance with Corporate Governance Requirements

During the financial year 2020-21, the Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub regulation (2) of Regulation 46 of the SEBI Listing Regulations except as mentioned in the Compliance Certificate issued by M/s Sanjay Grover & Associates, Practicing Company Secretaries or elsewhere mentioned in this report.

(xiii) Dividend Distribution Policy:

In pursuant to introduction of Regulation 43A of the SEBI Listing Regulations, the Company had adopted a Dividend Policy on October 26, 2016 which defines the financial parameters and factors that were considered for declaration and payment of dividend to its shareholders. The declaration and distribution of dividends, whether interim or final, will at all times, be in accordance with the Act and SEBI Listing Regulations, such other applicable laws and Article of Association of the Company as amended.

The Dividend Policy of the Company is posted on the website of the Company i.e. https://www.religare.com/pdf/Rel_Dividend_PolicyNov2016.pdf. There has been no change in the said Policy during the Financial Year ended March 31, 2021. However, it may please be noted that the Company does not fall in the list of top five hundred listed entities based on market capitalization as on March 31, 2021. Further, RBI vide its letter dated April 5, 2019 has advised the Company to stop paying dividends till further orders from the RBI and continues to barred so as per RBI Letter dated December 19, 2019. No further order has been passed by RBI in the matter till the date of this Report.

(**xiv) Details of utilisation of fund raised through Preferential Allotment of convertible warrants**

During the year ended March 31, 2021, the Company has not made any preferential allotment or private placement of shares or convertible securities and hence no funds are pending for utilisation as on March 31, 2021.

However, post March 31, 2021, the Company has raised funds amounting to Rs. 570 cr. by making preferential allotment of 5,41,56,761 equity shares in terms of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 on July 14, 2021 at issue price of Rs. 105.25/- per share (including a premium of Rs. 95.25 per share) in terms of the approval of the Board of Directors and Shareholders of the Company obtained on June 08, 2021 and July 03, 2021 respectively.

The Audit Committee of the Company reviews the statement of utilization of funds as and when required.

(xv) Business Responsibility Report ("BRR")

Regulation 34 of the SEBI Listing Regulations mandates the inclusion of the Business Responsibility Report as part of the Annual Report for the top 1000 listed entities based on market capitalization as at the end of immediate previous financial year.

Accordingly, Business Responsibility Report for the FY 2020-21 of the Company forms part of this Annual Report.

(xvi) There was no instance during financial year 2020-21 when the Board had not accepted any recommendation of any Committee of the Board.

H. SUBSIDIARY COMPANIES

In terms of Regulation 16(1)(c) of the SEBI Listing Regulations, material subsidiaries are the subsidiaries whose income or networth exceeds 10% of the consolidated income or networth respectively. Accordingly, for year ended March 31, 2021, Religare Finvest Limited (*on the basis of income as well as net worth*), Care Health Insurance Limited (*formerly known as Religare Health Insurance Company Limited*) (*on the basis of income as well as networth*), Religare Housing Development Finance Corporation Limited (RHDFCL) (*on basis of networth*), Religare Broking Limited (*on basis of networth*) and Religare Commodities Limited (*on basis of networth*) are 'material non-listed Indian subsidiaries' as defined under Regulation 16(1)(c) of the SEBI Listing Regulations.

The Company has updated the policy for determining 'material' subsidiaries in terms of SEBI Listing Regulations and such policy is uploaded on the Company's website and can be accessed through the following link https://www.religare.com/pdf/Subsidaries_Policy.pdf

As a holding company, the performance of subsidiaries is monitored by the following means:

- The Audit committee / Board of the Company quarterly reviews the financial statements of the unlisted subsidiary companies, in particular the investments made by these companies.
- Minutes of Board meetings of the unlisted subsidiary companies are placed before the Board meetings of the Company periodically.
- A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies is placed at the Board meetings of the Company periodically.
- Secretarial audit is carried out for all material unlisted Indian subsidiaries of the Company by Company Secretary in whole time practice. Further, the Secretarial Audit Report of all material unlisted Indian subsidiaries forms part of the Annual report.

I. MEANS OF COMMUNICATION

In accordance to Regulation 46 of SEBI Listing Regulations, the Company has maintained a functional website at www.religare.com. The Company's quarterly (un-audited), and annual financial results (audited) are submitted to the Stock Exchanges immediately after these are approved by the Board in accordance with the requirements of the SEBI Listing Regulations. The Annual Report of the Company and the quarterly/annual financial results of the Company are also placed on the Company's website and can be accessed from the following link https://www.religare.com/annual-reports.aspx and https://www.religare.com/Quarterly-Annual-Results.aspx and can further be downloaded. These financial results are generally published in one of the leading newspapers of country i.e. Financial Express / Mint in English and Jansatta / Rashtriya Sahara in Hindi (as per availability of publications) and are displayed on the website of the Company i.e. https://www.religare.com/Newspaper-Advertisements.aspx. Further, the Company also publish the other important notices / information in Financial Express English newspaper and Jansatta in Hindi newspaper, having wide circulation in Delhi besides uploading the same on the website of the Company from time to time.

Official news releases and official press releases are sent to NSE and BSE before sending the same to media and are also displayed on the Company's website i.e. https://www.religare.com/Stock-Exchange-announcements.aspx.

There is a separate dedicated section under ''Investors Relations" on the Company's website i.e. www.religare.com which gives information on unclaimed dividends, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public. The presentations made to the Investors are available on the website.

All the corporate communication to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited are filed electronically on BSE's on-line portal i.e. BSE Listing Centre. Likewise, the said information is also filed electronically with NSE through NSE's NSE Electronic Application Processing System (NEAPS) portal. The Stock Exchange filings are also made available on the website of the Company and can be accessed at https://www.religare.com/Stock-Exchange-announcements.aspx.

The Company has designated an e-mail ID called investorservices@religare.com exclusively for redressal of Shareholders/Investors complaints / grievances. Shareholders may also contact Company's Registrar and Transfer Agent, KFin Technologies Private Limited to report any grievance. Contact details of the RTA are available in the "Investor Contact" section available at https://www.religare.com/investor-contacts.aspx.

J. GENERAL SHAREHOLDERS INFORMATION

(i) Annual General Meeting

Due to COVID-19 pandemic situation and mandatory social distancing norms imposed by the Government of India and State Governments as a preventive measure to contain the spread of corona virus cases/impact on the public, Ministry of Corporate Affairs (MCA) has taken measures to provide relaxation to the companies to overcome difficulties and ensure various compliances in a smooth manner.

In this regard, Ministry of Corporate Affairs vide its General Circulars No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, and General Circular No. 02/2021 dated January 13, 2021 had allowed companies to conduct their Annual General Meeting through video conference/other audio visual (VC/OAVM) means till December 31 2021, without physical presence of shareholders at a common venue subject to fulfilment of certain pre-requisite conditions.

Accordingly, adhering to social distancing norms and restrictions placed on gathering of persons and in terms of the above MCA Circulars, it has been decided by the Company to hold its 37th Annual General Meeting (AGM) through VC/OAVM as per the details mentioned hereunder:

Date	:	Wednesday, September 29, 2021
Time	:	4.00 P.M (IST)

(ii) Financial Calendar (tentative)

The financial year covers the period starting from 1st April and ending on 31st March.

Adoption of Quarterly Results

For the Quarter ended on or before (actual & tentative for future quarters)

June 30, 2021	August 12, 2021 (Subject to Limited Review)
September 30, 2021	November 14, 2021 (Subject to Limited Review)
December 31, 2021	February 14, 2022 (Subject to Limited Review)
March 31, 2022	May 30, 2022 (Audited)

(iii) Dividend Payment Date

The Company has not recommended/ paid any dividend for the period under review.

(iv) Listing on Stock Exchanges

Equity Shares of the Company are currently listed on the following Stock Exchanges:

I. BSE Limited (BSE)

Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001;

II. National Stock Exchange of India Limited (NSE)

Address: "Exchange Plaza" C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) are the depositories for the equity shares of the Company.

The Annual Listing Fees for the year 2020-21 and 2021-22 have been paid by the Company to both NSE and BSE where the Company's equity shares are listed. The equity shares of the Company have not been suspended from trading on the Stock Exchanges or by any Regulatory/Statutory Authority.

Payment of Depository Fees

Annual Custody/Issuer fee for the year 2021-22 has been / is being paid by the Company to CDSL and NSDL.

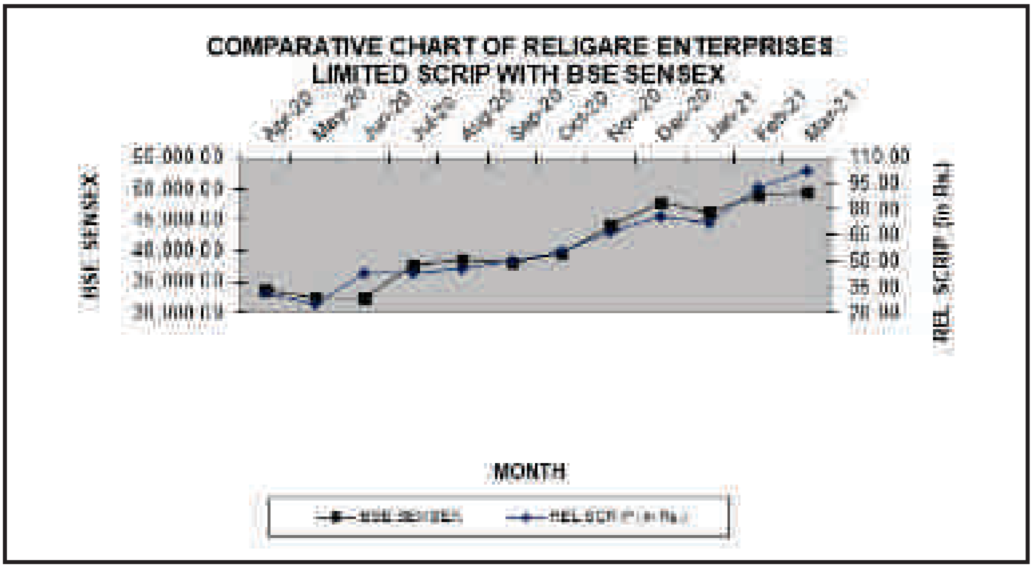
(v) Scrip Symbol / Code

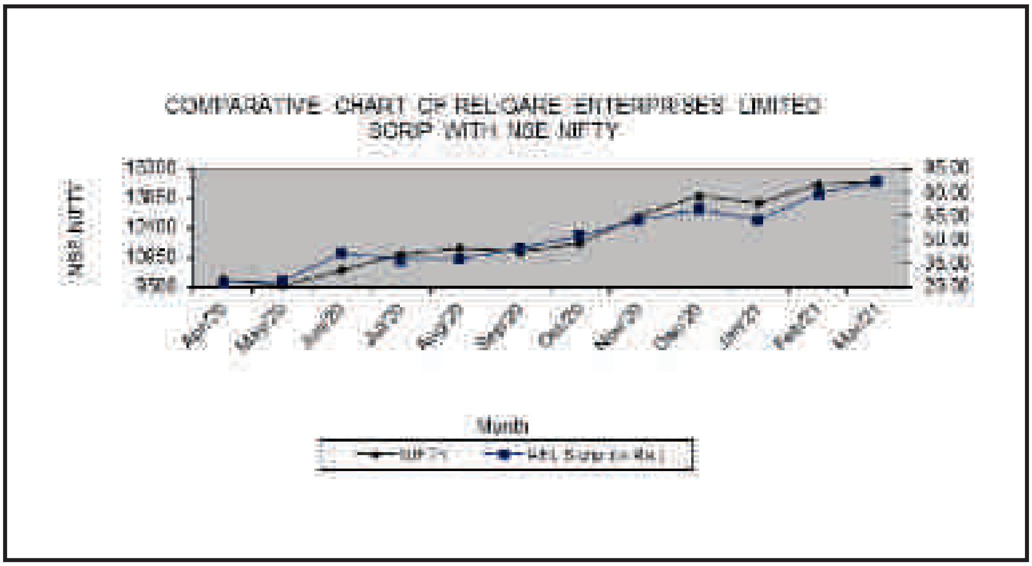
NSE	RELIGARE
BSE	532915
Corporate Identification Number (CIN)	L74899DL1984PLC146935

(vi) Market Price Data

In INR

Month	Bombay Stock Exchange (BSE)			National Stock Exchange (NSE)		
	High	Low	Volume (Number of Shares)	High	Low	Volume (Number of Shares)
April 2020	32.00	19.95	5,36,245	31.85	20.00	34,82,995
May 2020	25.40	21.05	3,18,642	25.60	21.00	21,92,706
June 2020	43.50	24.50	26,46,821	43.45	24.25	1,25,45,482
July 2020	43.20	33.50	25,12,241	43.00	33.95	1,11,05,861
August 2020	46.00	33.70	14,02,274	44.85	33.55	1,25,56,094
September 2020	50.55	36.95	13,93,313	50.55	37.30	1,80,79,468
October 2020	55.15	44.75	12,15,083	55.20	44.50	1,16,64,699
November 2020	67.30	47.10	17,61,688	67.35	49.15	1,94,96,601
December 2020	75.85	60.65	49,26,044	76.00	60.20	2,10,56,072
January 2021	72.65	60.70	1,86,12,053	72.75	60.45	92,70,967
February 2021	93.05	61.60	27,65,690	93.20	61.80	2,18,18,289
March 2021	102.65	80.55	39,21,143	102.70	77.55	2,99,79,171





(vii) Registrar & Transfer Agent (RTA)

KFin Technologies Private Limited (KFINTECH)

(formerly known as Karvy Fintech Private Limited)

Address: Selenium Tower B,

Plot 31-32, Gachibowli, Financial District,

Nanakramguda, Serilingampally Mandal Hyderabad - 500032

Telephone: Toll free number - 1- 800-309-4001

Email: einward.ris@kfintech.com

Website: https://www.kfintech.com

(viii) Share Transfer System

The Company has appointed KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) ("KFINTECH") as the Registrar and Share Transfer Agent. Name of Karvy Fintech Private Limited changed to KFin Technologies Private Limited w.e.f. December 05, 2019. The Company's Equity share being in compulsory Demat list, are transferable through the depository system. The Board has delegated its authority for approving transfer, transmission and so on of the Company's securities to the Stakeholders Relationship Committee. The share transfer process is reviewed by the said Committee.

Further, SEBI vide its circular dated 20th April, 2018, has mandated to submit the PAN and Bank Account details by all shareholders to the Registrar and Transfer Agent of the Company. In this regard, the Company, through its Registrar and Transfer Agent has already sent three notices to the shareholders for submission of their PAN and Bank Account details for registration / updation. Furthermore, the RTA is required to submit to the Company on quarterly basis soft copy of the Members data at end of each quarter of every financial year and SEBI further mandates that the RTA and the Company shall maintain theses records on permanent basis.

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

As per the provisions of the Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or Registrar of the Company. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

The Company has obtained half-yearly certificate of compliance related to the share transfer formalities from a Company Secretary in practice as required under Regulation 40(9) of the SEBI Listing Regulations and filed a copy of the certificate simultaneously with the Stock Exchanges under Regulation 40(10) of the SEBI Listing Regulations during the FY 2020-21.

(ix) Shareholding Pattern as on March 31, 2021

Category		**No. of Shares held**	**Percentage of Shareholding (%)**
(A)	**Shareholding of Promoter and Promoter Group[1]**		
1	Indian	7,66,754	0.30
2	Foreign	30,000	0.01
	Total Shareholding of Promoter and Promoter Group	**7,96,754**	**0.31**
(B)	**Public Shareholding[2]**		
1	Institutions		
	Mutual Funds/Trusts	1,91,293	0.07
	Alternate Investment Funds	17,89,295	0.69
	Qualified Institutional Buyer	11,02,660	0.43
	Financial Institutions/Banks	0	0.00
	Foreign Portfolio Investors	4,26,89,277	16.46
2	Non-institutions		
	Bodies Corporate	9,09,17,753	35.05
	NBFC's	10,535	0.00
	Indian Public and Others	12,19,16,335	47.00
	Total Public Shareholding	**25,86,17,148**	**99.69**
(C)	**Shares held by Custodians and against which Depository Receipts have been issued**		
1	Promoter and Promoter Group	NIL	NIL
2	Public	NIL	NIL
	TOTAL (A) + (B) + (C)	**25,94,13,902**	**100.00**

[1]For definitions of “Promoter” and “Promoter Group” refer to Regulation 2(w) of SEBI Listing Regulations.

[2]For definition of “Public Shareholding”, refer to Regulation 2(y) of the SEBI Listing Regulations.

Re-classification of Promoters and Promoters Group:

The Company submitted the application for re-classification of Promoters and Promoters Group to the stock exchanges on July 31, 2020 after obtaining approval of shareholders of the Company through ordinary resolution by means of Postal Ballot on July 23, 2020, the results of which were submitted on July 24, 2020.

The Company has received approval of both the stock exchanges viz. National Stock Exchange of India Limited and BSE Limited on June 11, 2021 and June 12, 2021 respectively for re-classification of following Promoters & Promoter Group into public category:

Promoters

1. Malvinder Mohan Singh
2. Shivinder Mohan Singh

Promoters Group

3. Japna Malvinder Singh
4. Aditi Shivinder Singh
5. Abhishek Singh
6. RHC Finance Private Limited
7. RHC Holding Private Limited
8. PS Trust (held in the name of Malvinder Mohan Singh & Shivinder Mohan Singh)

In this regard, 30,000 shares held / acquired by Nimrita Parvinder Singh (whom the Company believed to be the Daughter of Malvinder Mohan Singh, one of the erstwhile Promoters) during the quarter ended March 31, 2021 were included in the Shareholding Pattern under the category of Promoters Group only to comply with Company’s disclosure requirements in terms of the SEBI Listing Regulations and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(SEBI ICDR Regulations)** since she was falling under definition of Promoter Group provided in the SEBI ICDR Regulations.

However, now consequent to the approval of Re-classification of Promoters (Malvinder Mohan Singh & Shivinder Mohan Singh) into Public Category, Nimrita Parvinder Singh is automatically out of Promoter Group as defined in SEBI ICDR Regulations and hence is not being classified under the Promoters / Promoters Group in the Shareholding Pattern of the Company w.e.f. June 12, 2021.

Pursuant to the Re-classification of Promoters / Promoters Group, the Company has now become a ***“Listed entity with no Promoters”***.

Voting Rights accrued on the Preference Share Capital

The Company has two types of Preference shares outstanding as on date comprising 15 lakh 13.66% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each issued in 2008 (2008 Preference Shares) and 2.5 crore 0.01% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- each issued in 2016 (2016 Preference Shares).

Due to non-payment of dividend by the Company continuously for two years on 2016 Preference Shares, the holder of these shares are entitled for voting rights of approx. 8.79% on the total voting capital of the Company as on March 31, 2021.

However, The Company has filed the petition before the Hon’ble National Company Law Tribunal, New Delhi Bench on June 14, 2019 seeking rectification of Register of Members of the Company by cancellation of 2016 Preference Shares and any other appropriate reliefs, including interim relief with respect to freezing of voting rights and dividend rights attached to the said 2016 Preference Shares. The matter is sub judice.

The said application / petition were filed by the Company basis certain facts discovered by the new Management relating to irregularity / illegality in issuance of said Preference Shares. The Company has also made a complaint with the Economic Offences Wing of the Delhi Police in March 2019 against Promoters and others 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 in the Company.

List of Public Shareholders holding more than 1% shareholding of the Company as on March 31, 2021

Sr. No.	Name of the shareholder	No. of Shares held	Percentage of Shareholding (%)
1	Puran Associates Private Limited	18,164,432	7.00
2	Investment Opportunities V Pte Limited	17,638,579	6.80
3	Chandrakanta Rock Builders and Developers Private Limited	15,719,304	6.06
4	International Finance Corporation	12,818,331	4.94
5	Quick Trading and Investment Advisors LLP	12,000,671	4.62
6	Dilipkumar Lakhi	8,383,747	3.23
7	Ashish Kacholia	8,155,122	3.14
8	Chirag Dilipkumar Lakhi	7,855,321	3.03
9	LKP Finance Limited	7,339,942	2.83
10	Bengal Finance and Investment Pvt. Limited	6,500,000	2.51
11	M B Finmart Private Limited	5,586,136	2.15
12	Hypnos Fund Limited	5,500,000	2.12
13	Naina Mahesh Buxani	6,386,584	2.46
14	Pivotal Enterprises Private Limited	5,000,000	1.93
15	Milky Investment and Trading Company	4,780,112	1.84
16	Girdharilal V. Lakhi	4,543,090	1.75
17	Mukul Mahavir Prasad Agrawal	5,455,014	2.10
18	Sunder Iyer	4,503,707	1.74
19	India Discovery Fund Limited	4,100,000	1.58
20	Manish Lakhi	3,961,707	1.53
21	Singularity Holdings Limited	3,851,000	1.46
22	CB Green Ventures Pte Limited	3,841,875	1.48
23	Hunt International Investment LLC	3,737,742	1.44
24	Mahesh Udhav Buxani	3,408,441	1.31
	TOTAL	**178,292,086**	**68.73**

(x) **Distribution of Shareholding as on March 31, 2021**

S No	Category	No. of Cases	% of Cases	Shares	% of Shares
1	1-5000	36,955	86.32	32,57,466	1.26
2	5001- 10000	2,273	5.31	19,35,046	0.75
3	10001- 20000	1,281	2.99	20,39,508	0.79
4	20001- 30000	511	1.19	13,42,680	0.52
5	30001- 40000	264	0.62	9,58,486	0.37
6	40001- 50000	326	0.76	15,79,624	0.61
7	50001- 100000	486	1.14	37,63,062	1.45
8	100001 & Above	717	1.67	24,45,38,030	94.27
	Total:	**42813**	**100.00**	**259,413,902**	**100.00**

(xi) **Dematerialization of Shares and Liquidity**

The Company's Equity Shares are in compulsory demat segment and are available for trading under dematerialized form with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2021, 259,404,331 Equity Shares of the Company, forming 99.99% of the total issued and paid up Equity Share Capital of the Company, were in dematerialized form.

The ISIN allotted to Equity Shares of the Company is INE621H01010 (with NSDL and CDSL).

(xii) **Outstanding Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Warrants or any other Convertible instruments, conversion date and likely impact on equity**

Details of outstanding Stock Options are being uploaded on the website of the Company and same can be accessed through following web link https://www.religare.com/Employee-Stock-Option-Schemes.aspx

Other than above, the Company has no outstanding ADR/GDR, options or rights to convert debentures, loans or other instruments into the Equity Shares as on March 31, 2021.

(xiii) **Plant Locations:** Not Applicable.

(xiv) **Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not deal in any commodity risk or foreign exchange or hedging activities and hence is not directly exposed to any commodity price risk.

(xv) **Transfer of unclaimed/unpaid amounts to the Investor Education and Protection Fund (IEPF)**

Pursuant to the provisions of Section 124 and Section 125 of the Act and pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, dividend, if not claimed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, is liable to be transferred to Investor Education and Protection Fund (IEPF). There is no amount which is required to be transferred by the Company to IEPF.

(xvi) **Address for Correspondence with the Company**

i. **Details of Compliance Officer**

Ms. Reena Jayara
Company Secretary
1st Floor, Plot No. A-3/4/5, Prius Global Tower 'A', Sector-125, Noida -201301
E-mail: investorservices@religare.com

ii. **For Securities held in Physical form**

KFin Technologies Private Limited (Registrar & Share Transfer Agent)

(formerly known as Karvy Fintech Private Limited)

Address: Selenium Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Serilingampally Mandal Hyderabad - 500032
Telephone: Toll free number - 1- 800-309-4001
Email: einward.ris@kfintech.com
Website: https://www.kfintech.com

iii. **For Securities held in Demat form**

To the Investors' Depository Participant (s) and/or KFin Technologies Private Limited

iv. **For retail investors**

E-mail: investorservices@religare.com and / or einward.ris@kfintech.com

v. **For institutional investors' / analysts' queries**

E-mail: investorrelations@religare.com

(xvii) Credit Rating and Change /Revision in Credit Rating of the Company during the Financial Year 2020-21

The Company did not have any credit rating during the FY 2020-21.

(xviii) Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder, the details of the cases reported during the Financial Year 2020-21 are mentioned hereunder:

Particulars	Financial Year 2020-21
Number of cases in the beginning of the F.Y.	Nil
Number of cases reported during the F.Y.	Nil
Number of cases disposed during the F.Y.	Nil
Number of cases remaining unresolved/pending as at the end of F.Y.	Nil

(xix) Certificate from Company Secretary in Practice for Non-disqualification of Directors

Mr. Ankush Agarwal of M/s. MAKS & Co, Practicing Company Secretaries, has issued a certificate as required under the SEBI Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The said Certificate forms part of this Annual Report.

(xx) Total Fees for all Services paid by the Company and its Subsidiaries on consolidated basis to Statutory Auditors and all entities in the Network Firm/Network Entity of which the Statutory Auditor is a part

During the year under review the total fees for all services paid by the Company and its subsidiaries, on consolidated basis, to the Statutory Auditors are as follows:

Amount (Rs in Lakhs)

Particulars	For the Year ended March 31, 2021	For the Year ended March 31, 2020
As Auditor:		
Audit Fees	**134.77**	118.19
Tax Audit Fees	**9.05**	9.46
In other Capacity:		
Fees For Other Services (Primarily include certification services)	**13.80**	28.38
For Reimbursement of Expenses	**4.73**	21.35
Total	**162.35**	177.38

CEO /CFO CERTIFICATION

We, Rashmi Saluja, Executive Chairperson and Nitin Aggarwal, Group CFO of Religare Enterprises Limited (*the Company*) hereby certify that:

A. We, have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:

   (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We, accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee that:

   (1) there has not been any significant changes in internal control over financial reporting during the year under reference;

   (2) there has not been any significant changes in accounting policies during the year under review; and

   (3) there has not been any instances of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

	Sd/-	Sd/-
Place : New Delhi	**Dr. Rashmi Saluja**	**Nitin Aggarwal**
Date : June 22, 2021	(Executive Chairperson)	(Group CFO)

DECLARATION BY EXECUTIVE CHAIRPERSON

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is put on the website of the Company viz. www.religare.com

It is further certified that the Directors and Senior Management have affirmed their compliance with the Code for the year ended 31st March, 2021 except late Mr. Sushil Chandra Tripathi because of his prolonged ill-health and sad demise due to Covid-19 disease.

Place : New Delhi
Date : June 22, 2021

Sd/-
Dr. Rashmi Saluja
(Executive Chairperson)

CORPORATE GOVERNANCE CERTIFICATE

To
The Members
Religare Enterprises Limited

We have examined the compliance of conditions of Corporate Governance by **Religare Enterprises Limited** ("the Company"), for the financial year ended March 31, 2021, as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations except that:

The Company was not in compliance with Regulation 18(1)(b) of Listing Regulations in respect of composition of Audit Committee from February 26, 2020 till September 2, 2020.

The auditor adhered to best professional standards and practices as could be possible while carrying out audit during the conditions due to Covid-19. The Company made due efforts to make available the relevant records and documents which were verified through online means to conduct and complete the audit in the aforesaid conditions.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.: P2001DE052900

Sd/-
Devesh Kumar Vasisht
Partner
CP No.: 13700
FCS NO. 8488
UDIN: F008488C000772141

August 12, 2021
New Delhi

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Religare Enterprises Limited
Regd. Office: 1st Floor, P-14, 45/90,
P-Block, Connaught Place,
New Delhi - 110001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Religare Enterprises Limited, having CIN L74899DL1984PLC146935 and having registered office at 1st Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi – 110001, India, (hereinafter referred to as **'the Company'**), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority as applicable.

S. No.	Name of Director	DIN	Date of Appointment in Company
1	Dr. Rashmi Saluja	01715298	20/12/2018
2	Mr. Siddharth Dinesh Mehta	02665407	30/07/2019
3	Mr. Sushil Chandra Tripathi*	00941922	01/08/2018
4	Ms. Vijayalakshmi Rajaram Iyer	05242960	08/05/2018
5	Mr. Malay Kumar Sinha	08140223	28/05/2018
6	Mr. Hamid Ahmed	09032137	10/02/2021
7	Dr. Vijay Shankar Madan	00806142	10/02/2021

** Ceased to be Non-Executive Independent Director from the Board of the Company w.e.f. May. 19, 2021 due to his sad demise after long battle against COVID-19*

Ensuring the eligibility for the appointment and continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s. MAKS & Co.,**
Company Secretaries
[FRN P2018UP067700]

Sd/-
Ankush Agarwal
Partner
Membership No: F9719
Certificate of Practice No: 14486

UDIN: F009719C00073979

Place: Noida, UP
Date: August 05, 2021


65.32
55.01
11.08

CONSOLIDATED FINANCIALS

TO THE MEMBERS OF RELIGARE ENTERPRISES LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **RELIGARE ENTERPRISES LIMITED** (hereinafter referred to as "the Holding Company or the Company"), its subsidiaries (including step-down subsidiaries) (the Holding Company and its subsidiaries together referred to as "the Group") and jointly controlled entity, refer Note (2.2) to the attached consolidated Ind AS financial statements), which comprises the Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting and other explanatory information (hereinafter referred to as "consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us except for the effects of the matters as stated in basis of qualified opinion of our report and based on the consideration of the reports of the other auditors on separate financial statements of such subsidiaries and jointly controlled entity as were audited by other auditors, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and jointly controlled entity as at March 31, 2021, of consolidated loss (including Other Comprehensive profit), consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Qualified Opinion

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

In case of Religare Finvest Limited (RFL) (a Subsidiary):

We draw attention to Note no. 5.2 to the consolidated Ind AS financial statements (read with our modified report dated July 24, 2020 for the year ended March 31, 2020 of RFL) in relation to adjustment of fixed deposits of Rs. 79,145 lacs (excluding Rs. 2,703.39 lacs interest accrued & due till the date of original maturity i.e. July 20, 2018) with and by the Lakshmi Vilas Bank (LVB) against the loans given to erstwhile promoter group companies in the previous years continued to be under litigation at Hon'ble High Court of Delhi for declaration and recovery.

RFL has also filed a criminal complaint before the EOW and EOW had registered FIR against the accused persons/entities. Also, the Enforcement Directorate had lodged an ECIR on the basis of the FIR. RFL has filed application for substitution of LVB with DBS Bank India Limited (DBS) on which notice was issued by the Hon'ble Court. Pending disposal of the case, we are unable to comment on the status of recoverability and classification of the reported balance.

In case of Religare Housing Development Finance Corporation Limited (RHDFCL) (a step-down Subsidiary):

We draw attention to Note 46 (g) of the consolidated Ind AS financial statements, (read with our modified report dated 20th May 2019 for the year ended March 31, 2019 of RHDFCL) of the Ind AS financial statements in relation to transaction with a trust namely "RARC 059 (RHDFC HL)" (special purpose vehicle) wherein during FY 2018-19 Gross NPA of Rs. 3,038.13 lakhs were sold for a value of Rs. 2,278.60 lakhs & Trust has issued security receipts (SR) in the ratio of 85:15. As informed by RHDFCL, based on the legal opinion obtained it was a true sale. Considering that RHDFCL 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, RHDFCL may remain exposed to substantial risk of return.

Had these NPA loan receivables not been derecognized as on March 31, 2021, classification of loans into investments would not have changed and profit for the year ended March 31, 2021 would have decreased by Rs. 420.45 Lakhs.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the consolidated Ind AS financial statements section of our report. We are independent of the Group and jointly controlled entity in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the 'ICAI') together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our qualified opinion on the consolidated Ind AS financial statements.

Material Uncertainty Related to Going Concern:

a. We draw attention to Note No. 45 (VII), 21.7 and 22A to the consolidated Ind AS financial statements which indicates that RFL has continued to incur losses in the current year, which has resulted in erosion of its Net Worth, Negative Net Owned Fund and Capital Risk Adjusted Adequacy Ratio (CRAR) i.e. (78.27%) as on March 31, 2021. Besides this, RFL has made defaults in repayment of its obligation towards its lenders and an amount of Rs. 329,602.94 lacs (Rs. 177,121.48 lacs as on March 31, 2020) are overdue as on March 31, 2021 along with continuing restrictions imposed by the Reserve Bank of India (the RBI) on RFL to carry out business indicate the existence of the material uncertainty that may cast significant doubt on the RFL's ability to continue as a going concern. However, for the reasons more fully described in the aforesaid notes, the accounts of the RFL have been prepared on a Going Concern basis.

b. We draw attention to Note No. 45 (IV) (a) of the consolidated Ind AS financial statements, in respect of RCTL, which indicates that the RCTL's liabilities exceed the underlying assets due to continued losses and thus erosion of its Net Worth as on March 31, 2021. Besides this, RCTL has no business plans as on the reporting date indicate the existence of the material uncertainty that may cast significant doubt on the RCTL's ability to continue as a going concern. However, for the reasons more fully described in the aforesaid note including board approval of scheme of amalgamation with Holding Company, Religare Enterprises Limited (REL) and letter of comfort of excess liabilities, the accounts of RCTL have been prepared as a Going Concern.

Our opinion is not modified in respect of above matters.

Emphasis of Matter

(i) We refer to Note no. 2.2 (C), 45(b) and 54 (p) of the consolidated Ind AS financial statements, in relation to non-consolidation of financials of Religare Capital Markets Limited (RCML) having the negative net-worth of Rs. 61,971.95 lakhs based on last available audited accounts for the financial year ended March 31, 2017, 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 the holder of the preference shares. Further, there is a contingent liability amounting to Rs. 4,077.50 lakhs in the books of REL towards uncalled capital on equity shares of RCML. We have relied on the management representation.

(ii) We draw your attention to Note 2.1 (iv) of the Statement, which describe the management's assessment of the impact of the outbreak of Coronavirus (COVID-19) pandemic on the business of operations of the Group.

We draw your attention to the following matters of the subsidiary Companies:

In case of Religare Finvest Limited (RFL) (a Subsidiary Company):

(iii) We refer to modified report dated July 24, 2020 for the year ended March 31, 2020 of RFL, the management expects that there will not be any obligation on the RFL out of the following matters, which we have relied upon:

   a. Note no.7.2 and Note 8 of the consolidated Ind AS financial statements relating to loans given to certain companies in earlier years appearing in Corporate Loan Book (CLB portfolio) aggregating to Rs. 203,670 lacs as on March 31, 2021 (which were fully provided for in earlier years) and investment in Non-Convertible Debentures (NCDs) of a corporate entity of Rs. 20,000 lacs (which is fully Impaired as at March 31, 2021, out of which Rs. 17,797.55 lacs impaired in earlier years). RFL is taking legal actions for recovery of its amounts.

   b. Note 45 (VI) of the consolidated Ind AS financial statements, that 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 Lacs (which was fully provided for in earlier years).

(iv) Note 12.1 of the consolidated Ind AS financial statements, RFL continued to carry Deferred Tax Assets amounting to Rs. 49,315.69 Lakhs as at March 31, 2021 (Rs. 49,315.69 lakhs as of March 31, 2020) 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.

<u>In case of Religare Comtrade Limited (RCTL) (a Subsidiary Company)</u>:

(v) The nature of operations of the RCTL 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, RCTL is not required to be registered as NBFC based on legal opinion obtained by it.

<u>In case of Religare Advisors Limited (RAL) (a Step-down Subsidiary Company)</u>:

(vi) Note no. 54 (h) of the consolidated Ind AS financial statements, with respect to the accounts of RAL, a step down subsidiary of the Holding Company continued to be prepared on realizable value basis for the year ended March 31, 2021 in view of no commercial operations for the last four previous financial years.

<u>In case of Religare Credit Advisors Private Limited (RCAL) (a Step-down Subsidiary Company)</u>:

(vii) Note no. 2.2 (B) (5) of the consolidated Ind AS financial statements, the accounts of RCAL has been prepared on realizable value basis in the financial year 2020-21 in view of no commercial operations in this financial year.

<u>In case of Religare Business Solutions Limited (RBSL) (a Step-down Subsidiary Company)</u>:

(viii) Note no. 54 (o) of the consolidated Ind AS financial statements, RBSL is in the process of merger with ultimate Holding Company and in view of no commercial operations, the Financial Statement for the year ended March 31, 2021 have been prepared on not going concern basis and all assets and liabilities have been stated on their net realizable value.

<u>In case of Religare Insurance Limited (RIL) (a Step-down Subsidiary Company)</u>:

(ix) Note no. 2.2 (B) of the consolidated Ind AS financial statements, RIL was incorporated on July 21, 2016 but has not yet commenced any business. The management of RIL has informed us that RIL is proposed to be merged into its Holding Company i.e. REL and the Board of Directors of RIL in their meeting held on December 18, 2019 approved the scheme of Amalgamation of RIL with REL subject to necessary approvals. The Scheme of Amalgamation has been filed with the National Company Law Tribunal (NCLT) on October 31, 2020 which is pending approval. RIL has accordingly adopted going concern basis of accounting.

<u>In case of Care Health Insurance Limited (CHIL) (a Subsidiary Company)</u>:

(x) The estimate of Claims Incurred But Not Reported (IBNR), Claims Incurred But Not Enough Reported (IBNER) and Premium Deficiency Reserve (PDR) have been certified by the CHIL's Appointed Actuary. The Appointed Actuary has certified to CHIL that the assumptions used for such estimation are appropriate and are in accordance with the requirements of relevant regulation issued by IRDAI and Actuarial Practice Standards issued by Institute of Actuaries of India. We have relied upon on the Appointed Actuary's certificate in this regard for forming our opinion on the financial statements of CHIL.

Our Opinion is not modified for the matters stated in paragraphs above.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Key Audit matters given in Auditors' Report of subsidiary company is reproduced here under:

Religare Finvest Limited ("RFL")

Key Audit Matter	Auditor's response
Impairment loss allowance of loans and advances (Refer Note 7 of the Consolidated Ind AS financial statements) Impairment loss allowance of loans and advances ("Impairment loss allowance") is a Key Audit Matter as the Company has significant credit risk exposure to a large number of customers. The value of loans and advances on the balance sheet is significant and there is a high degree of complexity and judgment involved for the Company in estimating individual and collective credit impairment provisions and write-offs against these loans. The Management exercises significant judgment in determining Expected Credit Loss (ECL). The most significant areas are: a. Segmentation of loan book b. Criteria for Loan staging c. Calculation of probability of default/ Loss given default d. Availability and realizability of the underlying security There is a large amount of the data inputs required by the ECL model. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. In some cases, data is unavailable and reasonable alternatives have been applied to allow calculations to be performed.	**Our audit procedures included:** ● Evaluation of the appropriateness of the impairment principles based on the requirements of Ind AS 109, our business understanding and industry practice. ● Understanding of the internal control environment related to impairment loss allowance. ● Assessing the internal controls over recognition and measurement of impairment loss allowance. ● Assessed the design and tested the operating effectiveness of the selected key controls implemented by the Company. ● Assessing the design and implementation of key internal financial controls over loan impairment process used to calculate the impairment charge. ● Assessed the approach of the Company regarding definition of default, Probability of Default, Loss Given Default, Regulatory requirements and incorporation of forward-looking information for the calculation of ECL. For loans and advances which are assessed for impairment on a portfolio basis we performed particularly the following procedures: ● We tested the reliability of key data inputs and related management controls; ● We checked the stage classification as at the balance sheet date as per definition of default of the company; ● We validated the ECL model and calculation; ● We have also calculated the ECL provision manually for a selected sample; and ● We have assessed the assumptions made by the Company in making accelerated provision considering forward looking information & regulatory requirements. For loans and advances which are written off during the year under audit, we read and understood the methodology and policy laid down and implemented by the Company in this regard along with its compliance on sample basis.

Information Other than the consolidated Ind AS Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the holding company's Annual Report particularly with respect to the management discussion and analysis, board's report including annexures to board's report, business responsibility report and corporate governance report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon. The Other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated cash flows and consolidated statement of changes in equity of the Group and jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the Group and jointly controlled entity, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and jointly controlled entity, and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and jointly controlled entity, are responsible for assessing the ability of the Group and jointly controlled entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and jointly controlled entity, or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and jointly controlled entity are responsible for overseeing the financial reporting process of the Group and jointly controlled entity.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS Financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiaries has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and jointly controlled entity to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Ind AS financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a) We did not audit the financial statements of three subsidiary companies whose financial statement reflect total assets Rs. 303,575.76 lakhs as at March 31, 2021, total revenue of Rs. 190,005.52 lakhs and total net profit after tax of Rs. 10,073.76 lakhs and total comprehensive Income of Rs. 12,502.71 lakhs for the year ended March 31, 2021 as considered in the consolidated Ind AS financial statements. These financial statements have been audited by other auditors, whose report has been furnished to us by the Management and our opinion on the consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary companies, is based solely on the report of the other auditors.

b) We did not audit the financial statement of one subsidiary company incorporated outside India, whose financial statements reflected total assets of Rs. 59.03 lakhs as at March 31, 2021, total revenue of Nil, total net Loss after tax of Rs 3.44 lakhs and total comprehensive Loss of Rs 0.73 lakhs for the year ended on that date, as considered in the consolidated Ind AS Financial Statements. This financial statement is unaudited and have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosers included in respect of this subsidiary are is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

c) The Consolidated Ind AS Financial statements includes Group's jointly controlled entity's share of net loss after tax of Rs. 8.39 Lakhs and total comprehensive loss of Rs 8.39 lakhs for the year ended March 31, 2021 in respect of one jointly controlled entity, as considered in the consolidated Ind AS financial statements. These financial statements have been audited by other auditors, whose report has been furnished to us by the management and our opinion on the consolidated Ind AS 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 auditor.

Our opinion on the consolidated Ind AS 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.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on consideration of the report of the other auditors on financial statements and the other financial information of subsidiaries as referred to in other Matters paragraph, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of accounts and records maintained for the purpose of preparation of the consolidated Ind AS financial statements.

d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the report of statutory auditors of its subsidiaries companies incorporated in India and jointly controlled entities, none of the directors of the Group and jointly controlled entity are disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in Annexure 'A'.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company and its subsidiaries incorporated in India, to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The consolidated Ind AS financial statements disclose impact of pending litigations as at March 31, 2021 on its financial position of the Group and jointly controlled entity.

   ii. The Group and jointly controlled entity have made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including long term derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries and jointly controlled entity incorporated in India.

For **S S KOTHARI MEHTA & COMPANY**
Chartered Accountants
Firm Reg. No. : 000756N

Yogesh K. Gupta
Partner
Membership No. 093214
UDIN: 21093214AAAADT2540

Place: New Delhi
Date: 22th June 2021

"Annexure A" to the Independent Auditor's Report of even date on the Consolidated Ind AS Financial Statements of RELIGARE ENTERPRISES LIMITED

Report on the Internal Financial Controls with reference to financial Statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph (f) of 'Report on Other Legal and Regulatory Requirements'

In conjunction with our audit of the consolidated Ind AS financial statements of **RELIGARE ENTERPRISES LIMITED** ("the Holding Company") as of March 31, 2021, we have audited the internal financial controls with reference to financial statements of Holding Company, its subsidiaries and jointly controlled entity, which are incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company, its subsidiaries and jointly controlled entity which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial Statement criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial Statement based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial Statement. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial Statement was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to financial Statements included obtaining an understanding of internal financial controls with reference to financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to financial Statements of the Holding Company, its subsidiaries and jointly controlled entity which are incorporated in India.

Meaning of Internal Financial Controls with reference to financial Statements

A company's internal financial controls with reference to financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial Statement

Because of the inherent limitations of internal financial controls with reference to financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial Statements to future periods are subject to the risk that the internal financial controls with reference to financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Holding Company, its subsidiaries and jointly controlled entity which are incorporated in India, have maintained in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial Statements were operating effectively as at March 31, 2021, based on the internal controls with reference to the consolidated financial statements criteria established by the Holding Company, its subsidiaries and jointly controlled entity which are incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S S KOTHARI MEHTA & COMPANY**
Chartered Accountants
Firm Reg. No. : 000756N

Yogesh K. Gupta
Partner
Membership No. 093214
UDIN: 21093214AAAADT2540

Place: New Delhi
Date: 22th June 2021

(Amount in Rs. Lakh, unless otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
ASSETS			
Financial Assets			
Cash and Cash Equivalents	4	**25,064.66**	37,240.19
Bank Balance Other Than Cash and Cash Equivalents	5	**126,826.87**	108,840.38
Receivables			
- Trade Receivables	6	**19,227.79**	9,380.06
Loans	7	**245,221.48**	310,519.10
Investments	8	**318,993.58**	202,305.92
Other Financial Assets	9	**14,841.36**	21,973.69
Non-Financial Assets			
Inventories	10	**49.94**	46.54
Current Tax Assets (Net)	11A	**27,640.75**	28,267.42
Deferred Tax Assets (Net)	12A	**55,761.56**	51,959.19
Property, Plant and Equipment	13	**6,989.58**	12,522.75
Goodwill	14	**972.04**	972.04
Intangible Assets	15	**3,722.28**	4,002.08
Capital Work-in-Progress	16	**-**	-
Intangible Assets Under Development	17	**1,220.28**	1,323.82
Other Non-Financial Assets	18	**26,024.98**	23,664.68
Total Assets		**872,557.15**	813,017.86
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Payables			
- Trade Payables	19		
(i) total outstanding dues of micro enterprises and small enterprises		**99.70**	2.07
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		**32,317.42**	28,690.82
- Other Payables	20		
(i) total outstanding dues of micro enterprises and small enterprises		**108.92**	83.27
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		**13,492.34**	16,882.82
Borrowings (Other than Debt Securities)	21	**432,840.88**	479,156.55

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Subordinated Liabilities	22	**56,135.09**	56,474.70
Other Financial Liabilities	23	**167,640.10**	112,759.75
Non-Financial Liabilities			
Provisions	24	**1,345.14**	2,299.31
Current Tax Liabilities (Net)	11B	**512.52**	-
Deferred Tax Liabilities (Net)	12B	**26.55**	-
Other Non-Financial Liabilities	25	**138,256.33**	97,238.95
Total Liabilities		**842,774.99**	793,588.24
EQUITY			
Equity Share Capital	26	**25,941.39**	25,812.82
Other Equity	27	**(30,650.03)**	(15,711.23)
Equity Attributable to Owners of the Company		**(4,708.64)**	10,101.59
Non Controlling Interest	28	**34,490.80**	9,328.03
Total Equity		**29,782.16**	19,429.62
Total Liabilities And Equity		**872,557.15**	813,017.86
Overview, Principles of Consolidation and Significant Accounting Policies	1 to 3		

The notes are an integral part of these Consolidated Financial Statements

This is the Consolidated Balance Sheet referred to in our report of even date

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

Sd/-
HAMID AHMED
Director
DIN-09032137

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place: New Delhi
Date : June 22, 2021

Place : New Delhi
Date : June 22, 2021

(Amount in Rs. Lakh, unless otherwise stated)

Particulars	Note No.	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Income			
Revenue From Operations			
Interest Income	29	**53,767.91**	63,432.29
Dividend Income		**-**	5.22
Fee and Commission Income	30	**701.84**	3,404.82
Net Gain on Fair Value Changes	30A	**35.08**	-
Sale of Services	31	**20,484.63**	16,807.03
Other Revenue From Operations	32	**173,687.45**	151,886.62
Total Revenue From Operations		**248,676.91**	235,535.98
Other Income	33	**4,370.03**	4,211.87
Total Income		**253,046.94**	239,747.85
Expenses			
Finance Costs	34	**72,492.30**	84,926.11
Fee and Commission Expenses	35	**8,888.14**	4,598.73
Net Loss on Fair Value Changes	36	**-**	137.50
Impairment and Loss Allowances on Financial Instruments (Net)	37	**9,443.26**	37,423.69
Expense Towards Capital Commitment	37A	**-**	894.85
Employee Benefit Expenses	38	**58,554.66**	53,451.01
Depreciation and Amortization	39	**5,884.14**	6,084.35
Other Expenses	40	**147,522.14**	138,230.04
Total Expenses		**302,784.64**	325,746.28
Profit / (Loss) Before Exceptional Items, Share in Profit / (Loss) of Joint Ventures and Tax		**(49,737.70)**	(85,998.43)
Exceptional Items			
Expense Towards Capital Commitment	54(b)	**-**	(17,000.00)
		(49,737.70)	(102,998.43)
Share in Profit / (Loss) of Joint Ventures	48	**(8.41)**	(13.14)
Profit / (Loss) Before Tax		**(49,746.11)**	(103,011.57)
Income Tax Expense / (Credit):	41		
Current Tax		**1,871.59**	267.77
Tax of Earlier Years Provided / (Written Back)		**(60.13)**	32.14
Deferred Tax (Net)		**(3,775.82)**	486.08
Profit / (Loss) For The Period From Continuing Operations		**(47,781.75)**	(103,797.56)
Profit / (Loss) For The Year		**(47,781.75)**	(103,797.56)
Other Comprehensive Income			
(A) Items that will not be reclassified to Profit or Loss			
→Remeasurement Gain or (Loss) on Defined Benefit Plans		**555.88**	(861.94)
Income Tax Impact on Above Item		**8.83**	-
→Fair Value Gain / (Loss) on Equity Instruments Designated as FVTOCI		**(87.11)**	101.35
Income Tax Impact on Above Item		**-**	-
Subtotal (A)		**459.94**	(760.59)

Particulars	Note No.	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
(B) Items that will be reclassified to Profit or Loss			
→Net Gain / (Loss) on Debt Securities FVTOCI		**2,406.21**	2,152.57
Income Tax Impact on Above Item		**-**	-
→Exchange differences on translation of financial statements of foreign operations		**2.71**	(8.23)
Income Tax Impact on Above Item		**-**	-
Subtotal (B)		**2,408.92**	2,144.34
Other Comprehensive Income (Net of Tax) (A + B)		**2,868.86**	1,383.75
Total Comprehensive Income For The Year		**(44,912.89)**	(102,413.81)
Profit/(Loss) for the year attributable to:			
a) Owners of the Company		**(50,846.13)**	(93,246.95)
b) Non Controlling Interest	28	**3,064.38**	(10,550.61)
		(47,781.75)	(103,797.56)
Other Comprehensive Income attributable to:			
a) Owners of the Company		**2,157.07**	1,190.58
b) Non Controlling Interest	28	**711.79**	193.17
		2,868.86	1,383.75
Total Comprehensive Income attributable to:			
a) Owners of the Company		**(48,689.06)**	(92,056.37)
b) Non Controlling Interest	28	**3,776.17**	(10,357.44)
		(44,912.89)	(102,413.81)
Earnings Per Equity Share (In Rs)	42		
Basic (Face value of Rs 10 each, fully paid up)		**(19.65)**	(39.55)
Diluted (Face value of Rs 10 each, fully paid up)		**(19.69)**	(39.62)
Overview, Principles of Consolidation and Significant Accounting Policies	1 to 3		

The notes are an integral part of these Consolidated Financial Statements

This is the Consolidated Statement of Profit and Loss referred to in our report of even date

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Place: New Delhi
Date : June 22, 2021

For and on behalf of the Board of Directors

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

Sd/-
HAMID AHMED
Director
DIN-09032137

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place : New Delhi
Date : June 22, 2021

(a) **Equity Share Capital**

Equity shares of Rs 10 each issued, subscribed and fully paid	Note No.	Nos.	Amount (Rs. in Lakh)
At March 31, 2019		**216,942,733**	**21,694.27**
Increase / (Decrease) During The Year	26	41,185,419	4,118.55
At March 31, 2020		**258,128,152**	**25,812.82**
Increase / (Decrease) During The Year	26	1,285,750	128.57
At March 31, 2021		**259,413,902**	**25,941.39**

(b) **Other Equity** **(Amount in Rs. Lakh, unless otherwise stated)**

Particulars	Reserves and Surplus										Other Comprehensive Income			Exchange Differences on translating the financial statements of foreign subsidiaries	Reserve on Forfeiture of Share Warrant	Money Received against Share Warrants	Attributable to Owners of the Company	Non Controlling Interest	Total
	Securities Premium Reserve	Capital Redemption Reserve	Capital Reserve arising out of Composite Scheme of Arrangement	Capital Reserve on Consolidation	General reserve	Statutory Reserve	Short / (Excess) Payment for Shares in Subsidiaries Post Getting Control	Employee Stock Option Reserve	Impairment Reserve	Retained Earnings	Remeasurement Gain or (Loss) on Defined Benefit Plans (Net of Tax)	Fair Value Gain / (Loss) on Equity Instruments Designated as FVTOCI	Net Gain / (Loss) on Debt Securities FVTOCI						
As at March 31, 2019	**368,158.87**	**1,123.14**	**6,525.65**	**8,882.34**	**24,988.95**	**35,575.61**	**(3,261.56)**	**1,254.31**	**-**	**(393,805.77)**	**18.63**	**31.66**	**(65.55)**	**2,638.29**	**-**	**9,546.11**	**61,610.68**	**21,918.92**	**83,529.60**
# Profit / (Loss) for the Year	-	-	-	-	-	-	-	-	-	(93,246.95)	-	-	-	-	-	-	(93,246.95)	**(10,550.61)**	(103,797.56)
# On account of change in NCI	-	-	-	-	-	-	-	-	-	164.70	-	-	-	-	-	-	164.70	**(164.70)**	-
# Transfer to/from Retained Earnings and Other Reserves	-	-	-	-	-	84.77	-	-	9,985.77	(10,070.54)	-	-	-	-	4,161.12	(4,161.12)	-	**-**	-
# On Employee Stock Options	-	-	-	-	-	-	-	2,049.13	-	-	-	-	-	-	-	-	2,049.13	**257.47**	2,306.60
# Securities Premium increase due to conversion of Share warrant into Equity Share	19,123.11	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	19,123.11	**-**	19,123.11
# Money Received against Share Warrants	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	16,154.98	16,154.98	**-**	16,154.98
# Share warrant money utilised	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(21,539.97)	(21,539.97)	**-**	**(21,539.97)**
# Proceed from issuance of shares to NCI share holders	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**1,161.45**	1,161.45
# Impact of (purchase) / sale of NCI by the Company	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**(3,473.58)**	(3,473.58)
# Others	-	-	-	-	-	-	(1,231.58)	-	-	-	-	-	-	-	-	-	(1,231.58)	-	(1,231.58)
# Other Comprehensive Income	-	-	-	-	-	-	-	-	-	-	(792.25)	89.90	1,915.25	(8.23)	-	-	1,204.67	179.08	1,383.75
As at March 31, 2020	**387,281.98**	**1,123.14**	**6,525.65**	**8,882.34**	**24,988.95**	**35,660.38**	**(4,493.14)**	**3,303.44**	**9,985.77**	**(496,958.56)**	**(773.62)**	**121.56**	**1,849.70**	**2,630.06**	**4,161.12**	**-**	**(15,711.23)**	**9,328.03**	**(6,383.20)**
# Profit / (Loss) for the Year	-	-	-	-	-	-	-	-	-	(50,846.13)	-	-	-	-	-	-	(50,846.13)	**3,064.38**	(47,781.75)
# On account of change in NCI	-	-	-	-	-	-	-	-	-	17,844.19	-	-	-	-	-	-	17,844.19	**(17,844.19)**	-
# Transfer to/from Retained Earnings and Other Reserves	-	-	-	-	-	1,440.06	-	-	6,289.20	(7,729.26)	-	-	-	-	-	-	-	**-**	-
# On Employee Stock Options	251.31	-	-	-	-	-	-	(1,103.63)	-	-	-	-	-	-	-	-	(852.32)	**467.01**	(385.31)

Particulars	Reserves and Surplus										Other Comprehensive Income			Exchange Differences on translating the financial statements of foreign subsidiaries	Reserve on Forfeiture of Share Warrant	Money Received against Share Warrants	Attributable to Owners of the Company	Non Controlling Interest	Total
	Securities Premium Reserve	Capital Redemption Reserve	Capital Reserve arising out of Composite Scheme of Arrangement	Capital Reserve on Consolidation	General reserve	Statutory Reserve	Short / (Excess) Payment for Shares in Subsidiaries Post Getting Control	Employee Stock Option Reserve	Impairment Reserve	Retained Earnings	Remeasurement Gain or (Loss) on Defined Benefit Plans (Net of Tax)	Fair Value Gain / (Loss) on Equity Instruments Designated as FVTOCI	Net Gain / (Loss) on Debt Securities FVTOCI						
# Securities Premium increase due to conversion of Share warrant into Equity Share	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
# Share in Securities Premium received on issuance of shares to NCI in a subsidiary	16,788.86	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**16,788.86**	-	16,788.86
# Proceed from issuance of shares to NCI share holders	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**18,733.31**	18,733.31
# Impact of (purchase) / sale of NCI by the Company	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**19,734.12**	19,734.12
# Others	-	-	-	-	-	-	265.88	-	-	-	-	-	-	-	-	-	**265.88**	-	265.88
# Other Comprehensive Income	-	-	-	-	-	-	-	-	-	-	622.24	(86.52)	1,322.29	2.71	-	-	**1,860.72**	1,008.14	2,868.86
As at March 31, 2021	**404,322.15**	**1,123.14**	**6,525.65**	**8,882.34**	**24,988.95**	**37,100.44**	**(4,227.26)**	**2,199.81**	**16,274.97**	**(537,689.76)**	**(151.38)**	**35.04**	**3,171.99**	**2,632.77**	**4,161.12**	**-**	**(30,650.03)**	**34,490.80**	**3,840.77**

Notes:

Refer Note 27.1 for nature and purpose of the different reserves.

This is the Consolidated Statement Of Changes In Equity referred to in our report of even date

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Place : New Delhi
Date : June 22, 2021

For and on behalf of the Board of Directors

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

HAMID AHMED
Director
(DIN - 09032137)

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place : New Delhi
Date : June 22, 2021

(Amount in Rs. Lakh, unless otherwise stated)

		For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
A.	**Cash Flow From Operating Activities:**		
	Net Profit / (Loss) Before Tax	**(49,746.11)**	(103,011.57)
	Adjustments for:		
	Depreciation and Amortisation	**5,884.14**	6,084.35
	Interest Expense	**72,014.41**	84,512.95
	Interest Income*	**(19,654.78)**	(15,477.05)
	Dividend Income	**-**	(5.22)
	Share of (Profit) / Loss of Associates and Joint Ventures	**8.41**	13.14
	(Profit)/Loss on Selling of PPE and Intangible Assets Under Development (Net)	**(36.18)**	(84.13)
	(Profit)/Loss on Selling of Other Investments / Premium of Investment (Net)	**(62.09)**	(1,035.92)
	Remeasurement Gain or (Loss) on Defined Benefit Plans	**555.88**	(861.94)
	Employee Stock Option Expenses / Reverse	**(636.65)**	2,306.60
	Bad Debts, Balances and Loans Written Off	**1,101.09**	2,525.06
	Provision Made / (Reversed) Against Loans (Net)	**7,572.83**	4,280.00
	Provision Made / (Reversed) Against Investments and Investment Written Off	**2,202.80**	5,260.48
	Provision Made / (Reversed) Against Trade Receivables	**(455.87)**	115.74
	Provision Made / (Reversed) Against Others Financial Assets	**300.67**	115.40
	Provision Made / (Reversed) Against Others Non-Financial Assets	**630.32**	2,009.26
	Provision for Gratuity and Leave Encashment (written off) / created	**(954.17)**	784.41
	(Gain) / Loss on Financial Assets Measured at Fair Value Through Profit or Loss (Net)	**(35.08)**	137.50
	Translation Reserve	**0.03**	(0.16)
	Gain on Rent Concession and Loss on termination / modification of leases	**4.43**	-
	Expense Towards Capital Commitments	**-**	17,894.85
	Expense Towards Contingency	**1,209.07**	673.99
	Amortisation of Excess Interest Spread	**(268.62)**	531.15
	Operating Profit Before Changes in Operating Assets and Liabilities	**19,634.53**	6,768.89
	Adjustments for Changes in Operating Assets and Liabilities:		
	- (Increase)/Decrease in Trade Receivables	**(9,391.86)**	24,948.38
	- (Increase)/Decrease in Loans	**56,623.71**	188,421.55
	- (Increase)/Decrease in Other Financial Assets	**9,195.54**	(3,268.31)
	- (Increase)/Decrease in Inventories	**(3.40)**	(36.87)
	- (Increase)/Decrease in Other Non-Financial Assets	**(2,990.62)**	3,020.97
	- Increase/(Decrease) in Trade and Other Payables	**359.40**	3,322.72
	- Increase/(Decrease) in Other Financial Liabilities	**25,601.39**	(1,472.22)
	- Increase/(Decrease) in Other Non-Financial Liabilities	**41,017.40**	17,443.80
	Cash Used/ generated in/ from operations before taxes	**140,046.09**	239,148.91
	- Taxes Refunded / (Paid) (Net)	**(681.10)**	4,130.75
	Net Cash Generated / (Used) from / in Operating Activities#	**139,364.99**	243,279.66
B.	**Cash Flow From Investing Activities:**		
	Purchase of Property, Plant and Equipments and Other Intangible Assets	**(1,973.46)**	(2,454.14)
	Proceeds from sale of Property, Plant and Equipments and Other Intangible Assets	**96.89**	198.08
	Intangible Assets Under Development and Capital Works in Process	**103.54**	(37.82)
	Proceeds from Sale of Other Investments	**131,980.59**	98,576.72
	Purchase of Other Investments	**(248,463.19)**	(159,228.82)
	Change in Bank Balances other than Cash and Cash Equivalents	**(18,051.15)**	3,896.64
	Interest Received (Revenue)	**17,624.18**	15,470.55
	Dividend Received (including dividend from an associate)	**-**	5.22
	Net Cash Generated / (Used) from / in Investing Activities	**(118,682.60)**	(43,573.57)

	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
C. Cash Flow From Financing Activities:		
Proceeds from fresh issue of Equity Share Capital (including securities premium) (Net)	**379.89**	16,155.00
Proceeds/ (Repayment) for Borrowings (Other than Debt Securities) (Net):		
- Term Loans	**(50,135.44)**	(109,756.24)
- Loan Repayable on Demand	**3,420.38**	(21,331.98)
Proceeds/ (Repayment) for Subordinated Liabilities (Net):		
- Debentures	**106.04**	106.71
- Term Loans	**(445.65)**	(74.58)
Principal Payment of Lease Liability	**(2,667.13)**	(2,846.88)
Payment for Acquiring the Shares held by Non-Contrlling Interest	**-**	(4,705.15)
Proceeds from the Shares issued to Non-Contrlling Interest	**35,522.16**	2,863.12
Proceeds from the Shares sold to Non-Contrlling Interest	**20,000.00**	-
Interest Paid on Lease Liability	**(826.80)**	(1,054.82)
Interest Paid other than on Lease Liability	**(23,804.63)**	(51,104.44)
Payment against Capital Commitments	**(14,405.15)**	(2,594.85)
Net Cash Generated / (Used) from / in Financing Activities	**(32,856.33)**	(174,344.11)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	**(12,173.94)**	25,361.98
Add: Cash and Cash Equivalents at the beginning of the Year	**37,240.19**	11,872.85
Add: Effect of Exchange difference on Translation of Foreign Currency Cash & Cash Equivalents	**(1.59)**	5.36
Cash and Cash Equivalents at the end of the Year	**25,064.66**	37,240.19
Cash and Cash Equivalents at the end of the Year Comprises of (Refer Note 4)		
Cash in Hand	**1.40**	4.03
Cheques on Hand	**485.11**	122.15
Stamp Papers On Hand	**18.97**	25.21
Balances with Banks in Current Accounts	**24,457.64**	36,892.80
Balances with Banks in Fixed Deposits Accounts	**101.54**	196.00
Total	**25,064.66**	37,240.19

* Interest income does not include interest income from lending operations of Rs 34,113.13 Lakh (March 31, 2020: Rs 47,955.24 Lakh).

Net Cash used in Operating Activities includes Rs 98.27 Lakh (March 31, 2020: Rs 39.62 Lakh) spent towards CSR expenditure during the year (Refer Note 40.2).

Notes:

a) The Cash Flow Statement has been prepared under the 'indirect method' as set out in Ind AS - 7 on 'Statement of Cash Flows'.

b) Figures in bracket indicate cash outgo / income.

c) Previous year's figures have been regrouped and rearranged wherever necessary to conform to the current year classification.

d) For reconciliation of liabilities arising from financing activities refer Note 44A.

The notes are an integral part of these Consolidated Financial Statements

This is the Consolidated Statement of Cash Flow referred to in our report of even date

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Place: New Delhi
Date : June 22, 2021

For and on behalf of the Board of Directors

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

Sd/-
HAMID AHMED
Director
DIN-09032137

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place : New Delhi
Date : June 22, 2021

1. OVERVIEW

Religare Enterprises Limited ("REL" or "the Company") is a leading emerging markets financial services company in India. REL is a diversified financial services company with presence in all over India operating through its subsidiaries. The Subsidiaries, Joint Ventures and Associates are primarily engaged in the business of broking in securities and commodities, lending and investments, financial advisory services, distribution of third party financial products, custodial and depository operations, and health insurance services to its clients. REL was originally incorporated as a private limited company under the Companies Act, 1956 on January 30, 1984. The Company is listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The Company is registered with the Reserve Bank of India as a Non-Deposit Taking Core Investment Company ("CIC-ND"). (Refer Disclaimer below).

More than 90% of its total assets are invested in long term investments in group companies.

The Company has changed its registered office from 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi -110019 to First Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi –110001 w.e.f. May 13, 2020.

The Consolidated Financial Statements comprise the Company and its subsidiary, joint ventures and associates (referred to collectively as "the Group"). (Refer Note 54(f))

RBI Disclaimer:

(a) Reserve Bank of India does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for discharge of liability by the company.

(b) Neither is there any provision in law to keep, nor does the company keep any part of the deposits with the Reserve Bank and by issuing the Certificate of Registration to the Company, the Reserve Bank neither accepts any responsibility nor guarantee for the payment of the public funds to any person/body corporate.

2. BASIS OF PREPARATION AND PRINCIPLES OF CONSOLIDATION

2.1 BASIS OF PREPARATION AND PRESENTATION

(i) Statement of Compliance

These consolidated financial statements have been prepared and presented in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015 and related amendments as notified from time to time other relevant provisions of the Act, 2013, NBFC Directions, 2016 and CIC Directions.

The Company has adopted Ind AS 116 effective April 1, 2019, using the modified retrospective method. For detail please refer Note 49.

(ii) Basis of Measurement

The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items which have been measured at fair value amount:

(a) Certain financial assets and liabilities (including derivative instruments); and

(b) Defined benefit plan assets;

(iii) Functional and Presentation Currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the Group operates ("the functional currency"). The financial statements are presented in Indian National Rupee ("INR" or "Rs"), which is the Group's functional and presentation currency. All amounts have been rounded to Lakh up to two decimals, unless otherwise indicated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

(iv) Use of Judgements and Estimates

In preparation of the consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent liabilities and contingent assets as at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The management believes that the estimates used in preparation of financial statements are prudent and reasonable. Information about estimates and critical judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

→ **Useful Lives of Property, Plant and Equipment and Intangible Assets:**

Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

→ **Impairment Testing of Non-Financial Assets:**

Impairment exists when the recoverable amount of the asset or the cash generating unit to which these pertain is less than the carrying value. The recoverable amount of the asset or the cash generating units is higher of value-in-use and fair value less cost of disposal. The calculation of value in use of a cash generating unit involves use of significant estimates and assumptions which includes turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

→ **Provisions and Other Contingent Liabilities:**

The Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the Group's businesses.

When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

→ **Defined Benefit Plans and Compensated Absences:**

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

→ **Income Taxes and Deferred Taxes:**

Income Tax: The major tax jurisdictions for the Group is India. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

Deferred Tax: Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

The extent to which the Holding Company can control the timing of reversal of deferred tax liability on undistributed profits of its subsidiaries requires judgement. Further details of the deferred taxes is disclosed at Note 12.

→ **Impairment of Financial Asset / Expected Credit Losses ("ECL") on Financial Assets:**

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk including Group's internal credit. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Please also refer Note 3(k).

→ **Fair Value Measurement of Financial Instruments:**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please refer Notes 3(l) and 46.

→ **Business Model Assessment:**

Classification and measurement of financial assets depends on the results of the 'solely payments of principal and interest ("SPPI")' and the 'business model' tests (Refer Note 3(k)). The Group determines the business model at a level that reflects how Groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

→ **Business combination:**

In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets (including useful life estimates) and liabilities acquired, and contingent consideration assumed involves management judgment.

These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

→ **Share Based Payments:**

The group companies measure the cost of equity-settled transactions with employees using Black-Scholes Model or other method to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 50.

→ **Lease:**

Calculation of leased assets and liabilities requires the use of both estimation and judgement. The determination of the lease term for each lease involves the Company assessing any extension and termination options, the enforceability of such options, and judging whether it is reasonably certain that they will be exercised. Several of the Company's leases contain such clauses. For each lease, a conclusion was reached on the overall likelihood of the option being exercised.

In addition, the identification of an appropriate discount rate to use in the calculation of the lease liability involves both estimation and judgement. Where the lease's implicit rate is not readily determinable, an incremental borrowing rate must be calculated by the Company.

The Company reassesses these estimates and judgements if a significant event or a significant change in circumstances occurs.

→ **Uncertainty relating to the global health pandemic on COVID-19:**

The 'Severe Acute Respiratory Syndrome Coronavirus 2 (SARS-CoV-2)', generally known as COVID-19 is an evolving human tragedy declared a global pandemic by the World Health Organisation on March 11, 2020. This pandemic disrupted the social, economic and financial structures of the entire world. In India, from March 25, 2020 to May 31, 2020, the central government declared a national lockdown, restricting the movement of the entire population of the country as a preventive measure against the spread of COVID-19 during which only defined essential services were operating with limited capacity. COVID-19 is rapidly spreading in the country with second phase on progress since late February, 2021 and by mid of April, 2021 the peak cases were 3 times of the peak cases in the previous phase. The lockdown is being lifted in a phased manner. However, there remains a high level of uncertainty about the duration of the lockdown and the time required for life and business operations to normalise. The extent to which the COVID-19 pandemic will impact the Group's business and financial results including the expected credit loss on financial assets is dependent on future developments, which are highly uncertain.

In assessing the recoverability of receivables including loans granted, trade receivables, contract assets, investments and other financial assets and its non – financial assets including property plant and equipment, investment properties, right-of-use assets, goodwill, intangible assets and other assets, the Company has considered internal and external information up to the date of approval of these financial statements including credit reports and economic forecasts. Based on the current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

Based on the current assessment of the potential impact of the COVID-19, including the current "second wave", on the Company, management is of the view that the Company does not anticipate any material uncertainties which affects its liquidity position and also ability to continue as a going concern.

The impact of COVID-19 remains uncertain and may be different from what have been estimated as of the date of approval of these consolidated financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

REL is a diversified financial services company operating through its subsidiaries. Business specific uncertainity and impact due to COVID-19 are as under:

<u>Non-Banking Financial Services (including Housing Finance)</u>

In accordance with the RBI guidelines relating to COVID-19 Regulatory Package dated March 27, 2020, April 17, 2020 and May 23, 2020, the Non-Banking Financial and Housing Finance companies of the Group have granted a moratorium of upto six months, on payment of all installments falling due between March 1, 2020 and August 31, 2020 ('Moratorium Period') on all term loans, to all eligible borrowers classified as Standard, even if overdue, as on February 29, 2020 in accordance with the respective company's Board approved policy. The installments include principal and / or interest components, bullet repayments and equated monthly installments. The repayment schedule for such loans as also the residual tenor, have been shifted across the board by six months after the moratorium period. Interest shall continue to accrue, at contractual rate, on the outstanding portion of the term loans during the moratorium period. These companies have also granted Ex Gratia payment of difference between compound interest and simple interest for six moths (from March 1, 2020 to August 31, 2020) to borrowers in specified loan account. These Group companies granted ex-gratia payments of Rs 181.68 Lakh to specified loan accounts which has been subsequently claimed from the Government of India, as reimbursement during the current Financial Year 2020-21.

For all such accounts where the moratorium is granted, the asset classification shall remian stand still during the moratorium period (i.e. the number of days past-due shall exclude the moratorium period for the purposes of asset classification under the prudential norms on Income Recognition, Asset Classification and Provisioning ("IRACP")).

Reversal of Excess Interest / Penal Interest:

In line with the Hon'ble Supreme Court of India's judgment in the matter of Small Scale Industrial Manufacturers Association vs UOI & Ors. and other connected matters pronounced on March 23, 2021, the Reserve Bank of India ("RBI"), vide its circular RBI/2021-22/17 DOR.STR.REC.4/21.04.048/2021-22 dated April 7, 2021 mandated all lending institutions to put in place a Board-approved policy to refund / adjust the 'interest on interest' charged to the borrowers during the moratorium period, i.e. March 1, 2020 to August 31, 2020 in conformity with the said judgement. The relief of refund / adjustment was applicable to all borrowers, irrespective of whether moratorium had been fully or partially availed, or not availed, in terms of the RBI moratorium circulars.

Further, in order to ensure that the said judgement is implemented uniformly in letter and spirit by all lending institutions, RBI prescribed that methodology for calculation of the amount to be refunded / adjusted for different facilities shall be finalised by the Indian Banks Association ("IBA") in consultation with other industry participants / bodies, which shall be adopted by all lending institutions. Accordingly, IBA prescribed the uniform methodology to be adopted by lending institutions for refund of interest on interest / compound interest / penal interest. In terms of the RBI circular and the methodology prescribed by IBA,

Religare Finvest Limited ("RFL") is required to refund / adjust an estimated sum of Rs 876.05 Lakh (out of which RFL's share is Rs 838.50 Lakh) to the eligible borrowers; and

Religare Housing Development Finance Corporation Limited is required to refund / adjust an estimated sum of Rs 66.93 Lakh to the eligible borrowers.

The said amount will be refunded / adjusted in installments due from respective borrowers in Financial Year 2021-22.

<u>Share and Commodity Broking</u>

The stock exchanges were permitted to function normally, as part of essential services, during the national lockdown and correspondingly the broking services and other functions of the Company have remained operational even during the COVID-19 lockdown. The broking companies of the Group have changed their operating model in line with the regulatory guidelines during lockdown by enabling Work From Home ("WFH") for dealers, operations and other functions by setting up of trading terminals & other applications to keep operating from our data center via secured VPN access to authorized employees. Employees were also facilitated to WFH and enabled through secured remote access to ensure business continuity with minimal disruption. The management of the broking companies doesn't foresee any material impact due to COVID-19 on the financial assets for the years ended March 31, 2021 and March 31, 2020.

<u>Health Insurance</u>

In accordance with IRDAI Assets Liability and Solvency Margin Regulations, 2016, Premium Deficiency Reserve ("PDR") is to be maintained at insurer level, while a company needs to calculate PDR at segmental level. However, considering that the COVID-19 is rapidly spreading in the country, Appointed Actuary has advised to build a PDR as at March 31, 2021 of Rs 13,587.83 Lakh (March 31, 2020: Rs 2,445.62 Lakh) in Care Health Insurance Limited (formerly known as Religare Health Insurance Company Limited) ("CHIL"), a heath insurance company in the group, which is also in line with the CHIL's accounting policy on PDR.

The Appointed Actuary has estimated this amount for lives which are exposed to risk as on March 31, 2021 under various indemnity policies of the CHIL. For estimation of PDR various studies published across countries and India were referred to assume certain proportion of population will get affected, which will result in certain number of hospitalization after taking the effect of effort taken by various government agencies on containment, limitation of medical infrastructure etc. Due weightage was also given to own experience of the CHIL for COVID-19 claims. These assumptions were used to project number of claims for the CHIL for the risk exposure as of March, 2021. Average Severity was estimated, after considering COVID-19 claims experience of the CHIL. This led to an estimate of total expected claim incurred for the CHIL pertaining to COVID-19. The Appointed Actuary further varied the various assumptions to create scenarios and selected one of the probable scenario to estimate the expected total claim, which was considered as gross PDR. Further net to gross factor (calculated based on actual data) was applied to estimate the net PDR.

(v) The Group presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is presented in Note 43.

vi) **Impairment Reserve**

Impairment reserve, created by the non banking financials companies of the Group, as stipulated by the Reserve Bank of India ("RBI") (Refer Note 27.1(x)), is rolled up to the consolidated financials after elimination the inter-companies transactions.

(vii) **Recent Pronouncements**

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division III which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

→ Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.

→ Specified format for disclosure of shareholding of promoters.

→ Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.

→ If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.

→ Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

→ Additional disclosures relating to Corporate Social Responsibility ("CSR"), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of consolidated financial statements.

2.2 PRINCIPLES OF CONSOLIDATION

A. The consolidated financial statements relate to the Company and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis:

(i) The Company determines the basis of control in line with the requirements of Ind AS-110, 'Consolidated Financial Statements'. Subsidiaries and controlled Trusts are entities controlled by the Group.

The Group controls an entity when the parent has power over the entity, it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

(ii) The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. The Group re-assesses whether or not it controls an entity if facts and circumstances indicate that there are changes in control.

(iii) The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes and expenses, after eliminating intra-group balances and intra-group transactions in full.

(iv) In case of foreign subsidiaries have a functional currency other than INR, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the reporting date. Any exchange difference arising on consolidation is recognised in the 'Foreign Currency Translation Reserve ("FCTR")'. When a foreign subsidiary is disposed of, the relevant amount recognized in FCTR is transferred to the Consolidated Statement of Profit or Loss as part of the profit or loss on disposal.

(v) The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.

(vi) Financial statement of subsidiaries used for the purpose of Consolidation are drawn up to the same reporting date as that of the Company.

(vii) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.

(viii) Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Company's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of no controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

(ix) Equity accounted investees are entities in respect of which, the Company has significant influence, but not control, over the financial and operating policies. Generally, associates and joint venture companies come under this category. Investments in such entities are accounted for using the equity method (equity accounted investees) and are initially recognized at cost. The carrying amount of investment is increased/ decreased to recognized investors share of profit or loss of the investee after the acquisition date post eliminating unrealized profits and losses resulting from transactions between the Company and its equity accounted entities to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the equity accounted entities' Statement of Profit and Loss and through its reserves for the balance based on available information.

B. The Subsidiaries, Joint Venture and Associate considered in the Consolidated Financial Statements are as under:

Name of the Entity	% of equity shareholdings		Country of Incorporation / Place of Business
	As at March 31, 2021	As at March 31, 2020	
(a) Subsidiaries / Sub-Subsidiaries			
Religare Finvest Limited[1]	**100.00%**	100.00%	India
Religare Commodities Limited (subsidiary of Religare Broking Limited)	**100.00%**	100.00%	India
Religare Housing Development Finance Corporation Limited (subsidiary of Religare Finvest Limited)	**87.50%**	87.50%	India
Care Health Insurance Limited (formerly known as Religare Health Insurance Company Limited)[2]	**70.71%**	88.95%	India
Religare Comtrade Limited (Company holds 73.066% and Religare Commodities Limited holds 26.934%)[3]	**100.00%**	100.00%	India
Religare Global Asset Management Inc., USA[4]	**100.00%**	100.00%	USA
Religare Broking Limited	**100.00%**	100.00%	India
Religare Insurance Limited	**100.00%**	100.00%	India
Religare Advisors Limited (formerly known as Religare Wealth Management Limited) (subsidiary of Religare Broking Limited) (Refer Note 54(h))	**100.00%**	100.00%	India
Religare Credit Advisor Private Limited [formerly known as Religare Credit Advisors LLP) [5]	**99.99%**	99.99%	India
Religare Business Solutions Limited (subsidiary of Religare Broking Limited) (Refer Note 54(o))	**100.00%**	100.00%	India
(b) Joint Ventures			
IBOF Investment Management Private Limited (formerly known Quadria Investment Management Private Limited)	**50.00%**	50.00%	India

Note: Also refer Point (C) below.

[1] On February 11, 2020, the Company, entered into Share Purchase Agreements ("SPA") for acquisition of 3,76,41,204 equity shares of Religare FInvest Limited ("RFL"), a subsidiary of the Company, constituting 14.36% shareholding of RFL from Two private equity investors viz. Resurgence PE Investments Limited (formerly known as Avigo PE Investments Limited) ("Resurgence") and NYLIM Jacob Ballas India Fund III, LLC ("Jacob Ballas") (together "Investors"). Further, a

Consent Term Agreement had been entered amongst the parties whereby the parties had agreed to amicably settle all the existing disputes initiated by the Investors against the Company and RFL in accordance with the terms set out therein.

Accordingly, in terms of the SPA, the 14.36% stake of RFL was acquired from the Investors and RFL became a wholly owned subsidiary of the Company w.e.f. February 28, 2020.

[2] During the year end the Company has divested part of its investment in Care Health Insurance Limited (formerly known as Religare Health Insurance Company Limited) ("CHIL"), a subsidiary of the Company on June 02, 2020 for a consideration of Rs 20,000 Lakh to Trishikhar Ventures LLP, a subsidiary of Kedaara Capital Fund II LLP (jointly referred as "Kedaara"). The total investment made by Kedaara to acquire shares of CHIL is Rs 56,731 Lakh which comprises of primary capital infusion of Rs 30,000 Lakh in CHIL and Rs 26,731 Lakh for the purchase of CHIL shares from existing shareholders of CHIL, including purchase of 6.39% stake from the Company against a consideration of Rs 20,000 Lakh. The Company, as on March 31, 2021, has 70.714% shareholding in CHIL on a paid up equity capital basis.

[3] Religare Comtrade Limited, a wholly owned sub-subsidiary of the Company has become a direct subsidiary of the Company pursuant to conversion of CCDs into equity w.e.f December 31, 2018. Pursuant to conversion, Religare Enterprises Limited directly holds 73.066% shareholding in Religare Comtrade Limited.

[4] The Board of Directors of the erstwhile holding company RGAM Investment Advisers Private Limited ("RGAMIAPL") at its meeting held on May 25, 2016, has given its consent to liquidate the Religare Global Asset Management Inc., USA ("RGAM Inc"). RGAMIAPL has merged with the Company. The Company is evaluating various options including voluntary winding up of RGAM Inc, subject to compliance with the provisions of the laws applicable to it in the United States of America.

[5] The Religare Credit Advisor Private Limited ("RCAL") was previously into investment management and the management has taken a decision to not to carry on any commercial operations from April 1, 2021. The management does not foresee to commence any business. Since RCAL is not working, going concern assumption does not apply to it. Accordingly the financial statements of RCAL have not been prepared under the going concern assumption and all assets and liabilities have been stated at their net realizable values.

Note-1: On December 18, 2019, the Board of Directors of the Company approved, subject to requisite approvals, the draft Scheme of Amalgamation ("Scheme") that is designed to simplify the Group corporate structure. In terms of the Scheme, four direct / indirect wholly owned subsidiaries of the Company namely, Religare Comtrade Limited, Religare Insurance Limited, Religare Advisors Limited and Religare Business Solutions Limited will merge with / into the Company subject to terms and conditions as provided in the Scheme. The Scheme shall be submitted with the Hon'ble NCLT in due course of time.

Further, the earlier Scheme approved by the Board on May 23, 2019 was withdrawn accordingly.

Note-2: Board of Directors of Religare Broking Limited ("RBL") and Religare Commodities Limited ("RCL"), in their Board Meeting held on March 08, 2019 had approved "Scheme of Merger" to merge RCL into/with RBL. The Merger was planned with an objective to integrate securities trading and commodity trading services as provided by RBL and RCL respectively under one entity i.e. RBL. However, later on RBL has made applications with Commodity Exchanges for obtaining new licenses with respect to commodity broking services. Hence, the Board of Directors of RBL and RCL at their meetings held on May 13, 2019, reviewed the matter and decided to withdraw the "Scheme of Merger" of RCL into/with RBL. Therefore, the "Scheme of Merger" of RCL with/into RBL stands withdrawn w.e.f. May 13, 2019.

RBL, being a securities and commodities broking business entity acquired, for better synergy, on September 07, 2019 commodities broking business of its 100% subsidiary, RCL, a commodities broking business entity, as a 'slump sale' (as defined as per Section 2 (42C) of the Income Tax Act, 1961) as per agreement dated August 07, 2019.

C. Subsidiaries are entities controlled by the other entity. As per Ind AS-110, 'Consolidated Financial Statements' an entity controls other entity when:

(i) the parent has power over the other entity;

(ii) it is exposed to, or has rights to, variable returns from its involvement with the other entity; and

(iii) it has the ability to affect those returns through its power over the other entity.

As per Ind AS - 111, 'Joint Arrangements', when all the parties, or a group of the parties, considered collectively, are able to direct the activities that significantly affect the returns of the arrangement (i.e. the relevant activities), the parties control the arrangement collectively. After concluding that all the parties, or a group of the parties, control the arrangement collectively, an entity shall assess whether it has joint control of the arrangement. Joint control exists only when decisions about the relevant activities require the unanimous consent of the parties that collectively control the arrangement.

The Company although holds 100% equity shares capital in RCML, however in the present scenario controlling through voting rights is not there with the Company. Beside this, the tripartite agreement entered into, in financial year 2011-12, between REL, Religare Capital Markets Limited ("RCML") and RHC Holding Private Limited ("RHCPL"), a promoter group company (application with SEBI for delisting of promoters is pending since January 16, 2019) for providing financial support to RCML by RHCPL imposed severe long term restrictions and significant restrictive covenants on major decision making at RCML 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. The net worth of RCML as per last audited financial statement as on March 31, 2017 was Rs. (61,971.95) Lakh.

Following is given the list of the RCML group companies.

Name of the Entity*	% of equity shareholdings		Country of Incorporation / Place of Business
	As at March 31, 2021	As at March 31, 2020	
Religare Capital Markets Limited	**100.00%**	100.00%	India
Religare Capital Markets International (Mauritius) Limited	**100.00%**	100.00%	Mauritius
Religare Capital Markets Corporate Finance Pte. Limited **	**100.00%**	100.00%	Singapore
Religare Capital Markets (Europe) Limited ** ^	**100.00%**	100.00%	United Kingdom
Religare Capital Markets (UK) Limited*	**100.00%**	100.00%	United Kingdom
Religare Capital Markets Inc.**	**100.00%**	100.00%	USA
Tobler UK Limited**	**100.00%**	100.00%	United Kingdom
Kyte Management Limited ("KML") **	**100.00%**	100.00%	BVI
Religare Capital Markets (Hong Kong) Limited** (subsidiary of Kyte Management Limited)	**100.00%**	100.00%	Hong Kong
Religare Capital Markets (Singapore) Pte. Limited** (subsidiary of Religare Capital Markets (Hong Kong) Limited)	**100.00%**	100.00%	Singapore
Bartleet Religare Securities (Private) Limited@ **(formerly known as Bartleet Mallory Stock Brokers (Private) Limited)	**50.00%**	50.00%	Sri Lanka
Bartleet Asset Management (Private) Limited@ **(subsidiary of Bartleet Religare Securities (Private) Limited)	**50.00%**	50.00%	Sri Lanka
Strategic Research Limited@ ** (subsidiary of Bartleet Religare Securities (Private) Limited)	**50.00%**	50.00%	Sri Lanka
Bartleet Wealth Management (Private) Limited (Formerly known as Religare Bartleet Capital Markets (Private) Limited)@** (subsidiary of Bartleet Religare Securities (Private) Limited)	**50.00%**	50.00%	Sri Lanka

* Also refer Note 54(p)

** Subsidiary / Sub-subsidiary of Religare Capital Markets International (Mauritius) Limited.

@ Board controlled subsidiary.

^ In process of Liquidation.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) PROPERTY, PLANT AND EQUIPTMENT ("PPE")

Freehold lands are carried at historical cost. Other items of property, plant and equipment are measured at historical cost, less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Subsequent costs are included in the PPE's carrying value or recognised as separate asset only when, it is probable that the economic benefits associated with the item will flow to the Company / Group in future periods and the cost of the item can be measured reliably. Expenditure, incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred.

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss, arising on the disposal or retirement of an item of PPE, is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under 'other non-financial assets'.

(b) DEPRECIATION

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Land is not depreciated.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 or the rates based on the useful life of the asset as estimated by the Management taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. which has a significant impact on the useful life of an asset. The estimated useful lives are, as follows:

Asset Description	Useful life and rates specified in Schedule II of Companies Act, 2013		Useful life and rates considered by the Group	
	Useful Life of Asset (In year)	Depreciation Rate (%)	Useful Life of Asset (In year)	Depreciation Rate (%)
Office Equipments	5	20%	2 to 5	20% to 50%
Server and Networks	6	16.67%	5 to 6	16.67% to 20%
Laptop, Desktop etc.	3	33.33%	3	33.33%
Electrical Installation & Equipments	10	10%	5 to 10	10% to 20%
Furniture and Fixtures	10	10%	5 to 10	10% to 20%
Car	8	12.50%	5 to 8	12.5% to 20%
Bike	10	10.00%	6 to 10	10% to 16.67%
Right-of-Use Assets*	Lease Period		Lease Period	
Leasehold Improvement**	Lease Period		Lease Period	

* Company' Right-of-Use Assets mainly consist of office premises, motor vehicles and office equiptments and are amortized over the lease period.

** Leasehold Improvements are amortized over the lease period, which corresponds with the useful lives of the assets.

Individual assets costing up to Rs 5,000 are fully depreciated in the year in which they are acquired.

Depreciation is provided for on a pro-rata basis on the assets acquired, sold or disposed off during the year.

Useful life of the part of PPE which is significant to the total cost of PPE, has been separately assessed and depreciation has been provided accordingly.

The estimated useful lives, residual values and the depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

(c) INTANGIBLE ASSETS

Intangible assets that are acquired by the Group are measured at cost. Subsequent to initial recognition, the assets are measured at cost, less accumulated amortisation and accumulated impairment losses, if any.

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate.

An item of intangible asset is derecognised when no future economic benefit are expected to arise from the continued use of the asset or upon disposal. Any gain or loss on disposal of an item of intangible assets is recognised in the Statement of Profit and Loss.

Computer software which is not an Integral part of the related hardware is classified as an intangible asset and is being amortised over the estimated useful life. The estimated useful lives of Intangible assets are 5 years.

(d) AMORTISATION

Intangible assets with a finite useful life are amortised on a straight line basis over their estimated useful lives. The amortisation period are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

(e) GOODWILL

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired and is arrived at cost less accumulated impairment losses.

Impairment

Cash generating units to which goodwill is allocated are tested for impairment annually at each balance sheet date, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to that unit and then to the other assets of the unit pro rata on the basis of carrying amount of each asset in the unit. Goodwill impairment loss recognized is not reversed in subsequent period.

Disposed of

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

(f) EARNINGS PER SHARE ("EPS")

The basic earnings per share is computed by dividing the net profit / loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year. In considering whether potential equity shares are dilutive or anti-dilutive, each issue or series of potential equity shares is considered separately rather than in aggregate.

In computing dilutive earnings per share, only potential equity shares that are dilutive are considered.

(g) TAXES ON INCOME

Current Tax

(i) The income tax expense or credit for the year is the tax payable on the current year's taxable income in accordance with the applicable income tax rates for each jurisdiction adjusted by changes in deferred tax assets / liabilities attributable to temporary differences and to unused tax losses

(ii) The tax rates and tax laws used to compute amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(iii) Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

(iv) Current tax assets and current tax liabilities are offset where the entity has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current tax for current and prior periods shall, to the extent unpaid, be recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess shall be recognised as an asset.

Deferred Tax

(v) Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

(vi) Deferred tax liabilities are recognised for all taxable temporary differences, except deferred tax liability arises from:

>> The initial recognition of goodwill; or

>> The initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss); or

>> The temporary differences between the carrying amount and tax bases on investments in subsidiaries, branches and associates, and interests in joint arrangements where the Group is able to control the timing of the reversal of the temporary difference; and it is probable that the temporary difference will not reverse in the foreseeable future.

(vii) A deferred tax asset shall be recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised, except deferred tax liability arises from:

>> The initial recognition of an asset or liability in a transaction that is not a business combination; and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss); or

>> The temporary differences between the carrying amount and tax bases on investments in subsidiaries, branches and associates, and interests in joint arrangements where it is not probable that the temporary difference will reverse in the foreseeable future; and taxable profit will be available against which the temporary difference can be utilised.

A deferred tax asset shall be recognised for the carryforward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

(viii) Deferred tax assets and liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

(ix) Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

(x) Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(xi) The housing finance group compay continues to create the deferred tax liability on ‘Special Reserve’ created and maintained under section 36(1)(viii) of the Income Tax Act, 1961 .

(xii) Minimum Alternate Tax (“MAT”) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group companies will pay normal income tax during the specified period.

Direct Tax Contingencies

The group companies has ongoing disputes with income tax authorities relating to tax treatment of certain items. The disputes relate to tax treatment of certain expenses claimed as deductions, computation or eligibility of tax incentives or allowances, and characterisation of fees for services received.

The Group has contingent liability in respect of demands from direct tax authorities in India, as reported in Note - 45.

The group company periodically receives notices and inquiries from income tax authorities related to the companies' operations in the jurisdictions it operates in. The respective company has evaluated these notices and inquiries and has concluded that any consequent income tax claims or demands by the income tax authorities will not succeed on ultimate resolution and accordingly no provision is considered necessary.

(h) REPOSSESSED ASSETS HELD FOR SALE

Assets acquired in satisfaction of debts are disclosed in the balance sheet at outstanding principal loan amount or market value (as per valuation reports) whichever is lower. In case the market value of assets acquired is lower than the outstanding principal loan amount, difference is charged to the Statement of Profit and Loss. In case the market value of assets acquired cannot be determined, assets are recognised at a nominal value.

The outstanding overdue interest, other charges and interest from the date of settlement till the disposal of such assets are accounted on realization basis. Any money realized over and above the principal outstanding in either of these categories such as interest or other charges etc. are booked under the respective heads of the Statement of Profit and Loss. Further, if on disposal of these assets, the sale proceeds are higher than the loan amount (including outstanding overdue interest, other charges and interest from the date of settlement till the disposal of such assets), then the Group refunds the excess amount to the customers, unless agreed otherwise at the time of acquiring assets in satisfaction of debts with the customers.

(i) INVENTORIES

Inventories are valued at the lower of cost and net realisable value.

(j) LEASES

The Company has applied Ind AS 116, 'Leases' using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under erstwhile Ind AS 17. For transitional adjustments please refer Note 49.

Policy applicable from April 1, 2019

At inception of a contract, the Company assesses whether a contract is, or contains a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in Ind AS 116.

(i) **Company As a lessee**:

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative standalone prices. However, for leases of property, the Company has elected not to separate non – lease components and account for the lease and non – lease components as a single lease component.

The Company recognizes a right – of – use asset and a lease liability at the lease commencement date. The right- of – use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right- of – use asset is subsequently depreciated using the straight – line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right – of – use asset reflects that the Company will exercise a purchase option. In that case the right – of – use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right – of – use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payment included in the measurement of lease liability comprise the following:

Fixed payments, including in – substance fixed payments;

Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

Amounts expected to be payable under a residual value guarantee; and

The exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in – substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right – of – use asset, or is recorded in profit or loss if the carrying amount of the right – of – use asset has been reduced to zero.

The Company presents right – of – use assets that do not meet the definition of investment property in 'Property, Plant and Equipment' and lease liabilities under the head 'Other Financial Liabilities'.

<u>Short – term leases and leases of low value assets</u>

The Company has elected not to recognize right – of – use assets and lease liabilities for leases of low – value assets and short – term leases. The Company recognizes the lease payments associated with these leases as an expense on a straight – line basis over the lease term.

(ii) **Company As a lessor**:

A lessor is an entity that provides the right to use an underlying asset for a period of time in exchange for a consideration. The Company, in cases, where it is a lessor, classify each of its leases as either a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying asset. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to the ownership of an underlying asset.

<u>Finance Lease</u>

At the commencement date of the lease, the Company recognizes assets held under a finance lease in its balance sheet and present them as a receivable at an amount equal to the net investment in the lease. Thereafter, the Company recognizes finance income over the lease term, based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

<u>Operating Lease</u>

The Company recognizes lease payments from operating leases as income either on a straight-line bass or another systematic basis if that systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished.

(k) FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial recognition and measurement

A financial asset or a financial liability is recognised in its balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables. Transaction costs, that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs, directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss, are recognised immediately in the Statement of Profit and Loss.

Regular way purchase and sale of financial assets are recoganised at trade date (i.e. the date when an entity commits to purchase or sell an asset). Regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Trade receivables, do not contain a significant financing component in accordance with Ind AS 115, are initially measured at their transaction price.

When the transaction price of the financial instrument differs from the fair value at origination and the fair value is evidenced by a quoted price in an active market or for an identical asset or liability or is based on a valuation technique using only inputs observable in market transactions, the Group recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in the Statement of Profit and Loss when the inputs become observable, or when the instrument is derecognised.

(ii) Classification and Subsequent Measurement

(A) <u>Financial Assets</u>

(A)(1) Debt Instruments

The Group classifies debt instruments based their subsequent measurements that depends on the group's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised Cost**: Asset is measured at amortised cost if both of the following conditions are met:
  - (i) the financial asset is held within a business model whose, objective is to hold financial assets in order to collect contractual cash flows, and
  - (ii) the contractual terms of the financial asset give rise on specified dates to cash flows, that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.
- **Fair Value Through Other Comprehensive Income ("FVTOCI")**: Asset is measured at FVTOCI if both of the following conditions are met:
  - (i) the financial asset is held within a business model, whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
  - (ii) the contractual terms of the financial asset give rise on specified dates to cash flows, that are solely payments of principal and interest on the principal amount outstanding.
- **Fair Value Through Profit or Loss ("FVTPL")**: Asset is measured at FVTPL unless it is measured at amortised cost or at FVTOCI.

(A)(2) Equity Instruments

All equity investments are measured at fair value. Equity instruments, which are held for trading, are classified as at FVTPL. For equity instruments other than held for trading, the Company has not exercised irrevocable option to recognise in other comprehensive income subsequent changes in the fair value.

(A)(3) Derivatives

Derivatives recorded at fair value through profit or loss.

Impairment of Financial Assets / Expected Credit Losses ("ECL")

The Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortised cost, debt instruments, trade receivables and other financial assets. Expected Credit Loss ("ECL") is the difference between the contractual cash flows and the cash flows that the entity expects to receive, discounted using the effective interest rate.

 # Simplified Approach

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated for changes in the forward-looking estimates.

 # Stages Approach

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-Months ECL ("12mECL") is used to provide for impairment loss. However, if credit risk is increased significantly, Life Time ECL ("LTECL") is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Group revert to recognising impairment loss allowance based on 12-months ECL.

To mitigate its credit risks on financial assets, the Group seeks to use collateral, where possible. The collateral comes in various forms, such as cash, securities, letters of credit/guarantees, real estate, receivables, inventories, other non-financial assets and credit enhancements such as netting agreements. Collateral, unless repossessed, is not recorded on the Group's balance sheet. However, the fair value of collateral affects the calculation of ECLs.

To mitigate its credit risks on financial assets, the RHDFC seeks to use collateral (Housing Property), where possible. However, the fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a annual basis for credit impaired financial assets.

To the extent possible, the RHDFC uses active market data and value assessed by certified third party valuers for valuing financial assets held as collateral.

The Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Group does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest days past due ("DPD") is considered to be applicable for all the facilities of that borrower.

The Group calculates ECL based on total loans receivable (including accrued interest) which are divided into segments based upon the industry in which the customer is operating.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

PD - The Probability of Default ("PD") is an estimate of the likelihood of default over a given time horizon.

EAD - The Exposure at Default ("EAD") is an estimate of the exposure at a reporting date, taking into account repayments of principal and interest, whether scheduled by contract or otherwise and accrued interest from missed repayments. The EAD is sum total of outstanding principal and accrued interest, if any, on the reporting date.

LGD - The Loss Given Default ("LGD") is an estimate of the loss arising in case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

The maximum period for which the credit losses are determined is the contractual life of a financial instrument unless the Company has the legal right to call it earlier.

Based on the above process, the Group categorises its loans into Stage 1, Stage 2, Stage 3, as described below:

Stage 1: The 12mECL represents expected credit loss from default events on a financial instrument that are possible within the 12 months from the reporting date. These expected 12 months default probabilities are applied to the

Exposure at Defaults ("EAD") and multiplied by the expected Loss Given Defaults ("LGD") and discounted by an approximation to the Rete of Interest ("ROI") as at reporting date.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECL. The mechanism is similar to that explained above, but the Probability of Default ("PD") and LGD are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the ROI as at reporting date.

Stage 3: For loans considered credit impaired, the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for Stage 2.

Purchased or Originated Credit Impaired ("POCI"): The newly recognised loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be POCI. For POCI financial assets, the Company only recognises the cumulative changes in LTECL since initial recognition in the loss allowance.

POCI assets are financial assets that are credit impaired on initial recognition. POCI assets are recorded at fair value at original recognition and interest income is subsequently recognised based on a credit-adjusted EIR. ECLs are only recognised or released to the extent that there is a subsequent change in the expected credit losses.

As per circular RBI/2020-21/73/DOR.FIN.HFC.CC.No.120/03.10.136/2020-21 dated February 17th, 2021, HFC are required to follow the extant direction on Prudential Norms, including on assets classification, provisioning etc. issued by the RBI / NHB. However, provision for impairment on loan assets calculated through application of ECL Model is less than as provision calculated as per RBI / NHB Prudential norms, so the RHDFC has considered provision as per RBI / NHB Prudential norms in the financial statements.

In its ECL models, the Group companies rely on a broad range of forward looking information as economic inputs, such as: GDP growth. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

Write-offs

The Group directly reduces the gross carrying amount of a financial asset when it has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. A write-off constitutes a derecognition event.

Any subsequent recoveries are credited in the Statement of Profit and Loss.

(B) Financial Liabilities and Equity

Debt and equity instruments, issued by the Company, are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(B)(1) Equity

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

(B)(2) Financial Liabilities

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

The measurement of financial liabilities depends on their classification, as described below:

(B)(2)(i) Financial Liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading, unless they are designated as effective hedging instruments.

Financial liabilities, designated upon initial recognition at FVTPL, are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

(B)(2)(ii) Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (“EIR”) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Preference shares that are compulsorily redeemable on a specific date, are classified as liabilities. The dividend on that preference shares are recoganised in the Statement of Profit and Loss as finance cost.

(B)(2)(iii) Financial guarantees and undrawn loan commitments

Financial guarantees are initially recognised in the financial statements at fair value, being the premium/deemed premium received. The premium/deemed premium is recognised in the statement of profit and loss on a straight line basis over the life of the guarantee.

Subsequent to initial recognition, the Group’s liability under each guarantee is measured at the higher of the ECL on guarantee and amount initially recognised less cumulative amortisation recognised in the Statement of Profit and Loss.

The nominal contractual value of undrawn loan commitments, where the loan agreed to be provided is on market terms, are reported as contingent liabilities in the financial statements.

(iii) Derecognition

(A) Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

The rights to receive cash flows from the financial asset have expired, or

It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass–through’ arrangement; and either (a) Group has transferred substantially all the risks and rewards of the asset or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Group’s continuing involvement, in which case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration the Group could be required to pay.

If continuing involvement takes the form of a written or purchased option (or both) on the transferred asset, the continuing involvement is measured at the value the Group would be required to pay upon repurchase. In the case of a written put option on an asset that is measured at fair value, the extent of the entity’s continuing involvement is limited to the lower of the fair value of the transferred asset and the option exercise price.

(B) Financial Liabilities

Financial liabilities are derecognized when these are extinguished, that is when the obligation is discharged, cancelled or has expired. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the Statement of Profit and Loss.

(iv) Reclassification of Financial Instruments

The Group does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified.

(v) Offsetting Financial Instruments

Financial assets and financial liabilities are generally reported gross in the balance sheet. Financial assets and financial liabilities are offset and the net amount presented in the balance sheet where there is a legally enforceable right to set off the amounts and there is intention to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(vi) Effective Interest Rate Method

Under Ind AS 109 interest income and expenses are recorded using the Effective Interest Rate (“EIR”) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset or liabilities) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Group recognises interest income and expenses using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loan. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges).

If expectations regarding the cash flows on the financial asset or liabilities are revised for reasons other than credit risk, the adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income / expense. The adjustment is subsequently amortised through Interest income / expense in the statement of profit and loss.

For more information on financial instruments please refer Note 46.

(I) DETERMINATION OF FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

► In the principal market for the asset or liability, or

► In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities (for which fair value is measured or disclosed in the financial statements) are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group estimates the value of its own credit from market observable data, such as secondary prices for its traded debt and the credit spread on credit default swaps and traded debts on itself.

The Group evaluates the levelling at each reporting period on an instrument-by-instrument basis and reclassifies instruments when necessary based on the facts at the end of the reporting period. Refer Note 46.

(m) REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.

(i) **Insurance Premium Income:** Premium written including reinstatement premium is recognized as income over the contract period or period of risk, whichever is appropriate, on a gross basis, net of goods and service tax. However, in case of government scheme / policy, the premium is recognized to the extent of certainty of its realization. Any subsequent revision to premium as and when they occur are recognized over the remaining period of risk or contract period, as applicable. Adjustments to premium arising on cancellation of policies are recognized in the period in which it is cancelled. The Net Premium Written is adjusted / netted of by the amount of movement of Unearned Premium Reserve to arrive at the net premium earned.

Insurance premium on ceding of the risk is recognised in the period in which the risk commences in accordance with reinsurance arrangements with the reinsurers. Any subsequent revision to premium ceded is recognised in the period of such revision. Adjustment to reinsurance premium arising on cancellation of policies is recognized in the period in which they are cancelled.

(ii) **Income From Reinsurance Ceded:** Commission on reinsurance ceded is adjusted/netted off from commission expense in the period of ceding the risk.

Profit Commission under reinsurance treaties, wherever applicable, is recognized as income in the year of final determination of profits and combined with commission on reinsurance ceded.

(iii) **Dividend Income:** It is recognised when the Company's right to receive the payment has been established.

(iv) **Interest Income:** Interest income on financial instruments are recorded using the effective interest rate ("EIR") to the gross carrying amount of financial assets other than credit-impaired assets. EIR is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.

When a financial asset becomes credit-impaired interest income is calculated by applying the EIR to the net amortised cost of the financial asset subject to availability of security and management estimate regarding recoverability. If the financial assets cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Interest income is recognised in the consolidated statement of profit and loss for FVTOCI debt instruments. Other changes in fair value of FVTOCI financial assets are recognised in other comprehensive income. When the investment is disposed of, the cumulative gain or loss previously accumulated in reserves is transferred to the consolidated statement of profit and loss.

Interest income is recognised in the consolidated statement of profit and loss for FVTPL debt instruments.

(v) **Net Gain / Loss on Fair value Changes:** Any differences between the fair values of financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised as income and if there is a net loss the same is disclosed as expenses.

(vi) **Broking Income:** Revenue from broking activities are accounted on the trade date of transaction.

(vii) **Interest Income From Delayed Payments:** Delayed Payment Charge is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable, where there is no uncertainty regarding the realisation.

(viii) **Income from depository operation** except for Annual Maintenance Charges ("AMC") is accounted for on accrual basis. AMC are recognised on time basis over the period of contract.

(ix) **Income from direct assignment:** Gains arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee, also known as the right of excess interest spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. EIS evaluated and adjusted for ECL and expected prepayment.

(x) **Other Income**

- Charges recoverable from customers are recognised upon receipt of the same.
- Interest income on fixed deposit and bonds are recognised on time proportion basis.
- Income from mutual fund investment is recognised upon receipt of the same.
- Income from brokerage is recognized on accrual basis when the company satisfies the performance obligation.
- Profit/Loss earned on sale of Investment is recognised on trade date basis, net of expenses. The cost of Investment is computed based on weighted average basis.
- Income from Trading of Bullion/Agri Commodities is recognized on accrual basis.
- Income from Trading in Derivative Transactions is recognized on accrual basis.
- Revenue from E-Governance Services [Except Digital Signature Certificate (DSC) with and without USB token] is recognized at point in time when acknowledgement is issued by the Branch. Sales of DSC Token with or without USB are recognised on transfer of significant risks and rewards of ownership to the buyer as per the terms of contract, and no uncertainty exists regarding the amount of consideration that will be derived from sales of DSC.
- Revenue from National Pension System ("NPS") towards initial subscriber registration, contribution upload charges and other transaction charges are booked on receipt basis.
- Insurance agency income on first year premium of insurance policies is recognised, when an insurance policy sold by the Company is accepted by the principal insurance company. Renewal commission on policy is accounted for on receipt on renewal premium by the principal insurance company.

(xi) Revenue excludes Goods and Service Tax ("GST"), Service Tax, Value Added Tax ("VAT") and Securities Transaction Tax ("STT"), as applicable.

(n) UNEARNED PREMIUM RESERVE ("UPR") / UNEXPIRED RISK RESERVE ("URR")

Unearned Premium Reserve represents that part of the net written insurance premium (i.e. premium, net of reinsurance ceded) which is attributable to, and set aside for subsequent risks to be borne by the Company under contractual obligations on contract period basis or risk period basis, whichever is appropriate, and is created at 50% of the net written premium of preceding twelve months as at the Balance Sheet date.

(o) CLAIMS (IN INSURANCE BUSINESS)

Claims are recognized as and when reported. Claims are recorded in the Revenue Account, net of claims recoverable from reinsurers / co-insurers to the extent there is a reasonable certainty of realization. These estimates are progressively revalued on the availability of further information. Estimated liability in respect of claims is provided for, based on the intimations received up to the year end, information / estimates provided by the insured / surveyors / Third Party Administrators (TPA) and judgment based on the past experience and other applicable laws and practices.

Claims Incurred but not reported (IBNR) represent that amount of claims that may have been incurred prior to the end of the current accounting year but have not been reported or claimed. The IBNR provision also includes provision, if any, required for claims Incurred but not enough reported (IBNER). IBNR and IBNER liabilities are provided based on actuarial principles and certified annually by the Appointed Actuary of the Company. The methodology and assumptions on the basis of which the liability has been determined has also been certified by the Appointed Actuary to be appropriate, in accordance with guidelines and norms issued by the Institute of Actuaries of India and in concurrence with the IRDA.

Further claims incurred also include specific claims settlement costs such as survey / legal fees / TPA fees and other directly attributable costs.

(p) IMPAIRMENT OF NON-FINANCIAL ASSETS

The Company assesses, at each reporting date, using external and internal sources, whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous period(s). If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying value of an asset exceeds its recoverable amount.

The recoverable amount is determined:

- in the case of an individual asset, at the higher of the asset's fair value less cost of sell and value in use; and
- in the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of the cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that effects current market assessments of the time value of money and the risks specific to that asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

An impairment loss for an asset is reversed, if and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized, the carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss being recognized for the asset in prior year(s).

(q) CASH AND CASH EQUIVALENTS

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, where bank overdrafts which are repayable on demand form an integral part of the Group companies' cash management, bank overdrafts are included as a component of cash and cash equivalents. In the consolidated balance sheet, bank overdrafts are presented under borrowings.

(r) BUSINESS COMBINATION

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Company. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. The Company recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Statement of Profit and Loss.

Transaction costs are expensed as incurred, other than those incurred in relation to the issue of debt or equity securities.

Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Statement of Profit and Loss.

(s) FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION

(i) **Transactions and balances**

Initial recognition: Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Conversion: Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the reporting date, are translated at the reporting date at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of recognition.

(ii) **Foreign operations**

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period.

Exchange differences arising, if any, are recognised in other comprehensive income and held in foreign currency translation reserve ("FCTR"), a component of equity, except to the extent that the translation difference is allocated to non-controlling interest. When a foreign operation is disposed of, the relevant amount recognised in FCTR is transferred to the consolidated statement of profit and loss as part of the profit or loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

(t) RETIREMENT AND OTHER EMPLOYEE BENEFITS

Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the year. Benefits such as salaries and wages, etc. and the expected cost of the bonus / ex-gratia are recognised in the year in which the employees render the related service.

Compensated Absences / Leave Encashment

Compensated absences accruing to employees and which can be carried to future periods but where there are restriction on availament or encashment or where the availament or encashment is not expected to occur wholly with in next twelve months, the liability on account of benefits is determined actuarially using the projected unit credit method.

Post Employment Employee Benefits

(i) Defined Contribution Schemes

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset.

(ii) Defined Benefit Schemes

The Group companies operate defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income ("OCI") in the year in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

► The date of the plan amendment or curtailment, and

► The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the Standalone statement of profit and loss:

► Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

► Net interest expense or income

Other Employee Benefits

Compensated Absences

The employees of the Group are entitled leave benefits as per the policy of the Company. The liability for compensated absences is accrued based on the actuarial valuation as at the balance sheet date conducted by an independent actuary. The net present value of the Group companies' obligations are determined based on the Projected Unit Credit Method at the end of each year.

Actuarial gains or losses arising on account of actuarial reports are recognized in the other comprehensive income ("OCI") in the year in which they arise.

The undiscounted amount of short - term employee benefits expected to be paid in exchange for services rendered by an employee is recognized during the period when the employee renders the service.

Share Based Payments

Employees of the Company receive remuneration in the form of share-based payments in consideration of the services rendered. Under the equity settled share based payment, the fair value on the grant date of the awards given to employees is recognised as 'employee benefit expenses' with a corresponding increase in equity over the vesting period. The fair value of the options at the grant date is calculated by an independent valuer basis Black Scholes model. At the end of each reporting period, apart from the non market vesting condition, the expense is reviewed and adjusted to reflect changes to the level of options expected to vest. When the options are exercised, the Company issues fresh equity shares.

For cash-settled share based payments, the fair value of the amount payable to employees is recognised as 'employee benefit expenses' with a corresponding increase in liabilities, over the period of non market vesting conditions getting fulfilled. The liability is remeasured at each reporting period up to, and including the settlement date, with changes in fair value recognised in employee benefits expenses.

(u) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Claims against the Group, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(v) DIVIDENDS ON ORDINARY SHARES

The Group recognises a liability to make cash or non-cash distributions to equity shares holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

(w) NON-CURRENT ASSETS HELD FOR SALE AND DISPOSAL COMPANY

The Group classifies non-current assets and disposal group as held for sale/ distribution to owners if their carrying amounts will be recovered principally through a sale/ distribution rather than through continuing use. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale/ distribution will be made or that the decision to sell/ distribute will be withdrawn. Management must be committed to the sale/ distribution expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale/ distribution classification is regarded met only when the assets or disposal group is available for immediate sale/ distribution in its present condition, subject only to terms that are usual and customary for sales/ distribution of such assets (or disposal group), its sale/ distribution is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale/ distribution of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations,
- Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations

  or

- Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

All other notes to the financial statements mainly include amounts for continuing operations, unless otherwise mentioned.

Non-current assets held for sale/for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value (as on the date when such classified) less costs to sell/ distribute. Assets and liabilities classified as held for sale/ distribution are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale/ distribution to owners are not depreciated or amortised.

(Amount in Rs. Lakh, unless otherwise stated)

4. Cash and Cash Equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Cash On Hand	**1.40**	4.03
Balances With Banks		
In Current Accounts*	**24,457.64**	36,892.80
In Fixed Deposits With Maturity Of Less Than 3 Months	**101.54**	196.00
Cheques On Hand	**485.11**	122.15
Stamp Papers On Hand	**18.97**	25.21
Total	**25,064.66**	37,240.19

*The Balances with banks Includes Rs 3,860.63 Lakh (March 31, 2020: Rs 8,328.61 Lakh) appearing in current bank accounts are in Client Bank Accounts.

5. Bank Balances (Other than Cash and Cash Equivalent)

Particulars	As at March 31, 2021	As at March 31, 2020
Balances With Banks In Current Accounts^	**-**	8,764.18
Earmarked Balances With Banks	**100.53**	100.84
Fixed deposit with maturity for more than 3 months (Refer Note 5.1)	**47,581.57**	20,830.59
Other (Refer Note 5.2)	**79,144.77**	79,144.77
Total	**126,826.87**	108,840.38

^ Durng the previous year, this amount is lying with State Bank of India (“SBI”) towards the share of unsecured lenders of the Religare Finvest Limited, a subsidiary of the Company, which has been kept by it in the form of banker’s cheque as on March 31, 2020.

5.1 Details of Fixed Deposits kept as security*

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Margin money or security against Guarantee		
- Pledged with Banks for Guarantees Taken	**10,953.28**	10,875.77
- Pledge with Banks for Overdraft and other Facility	**1,219.84**	1,644.24
(b) Margin money or security against other Commitment		
- Security with Tax Authorities /for License	**2.63**	12.43
- Pledge with Securities Exchanges as Margin	**35,189.67**	7,411.80
- Submitted to Stock Exchange for arbitration cases #	**27.75**	27.75
- Others	**51.20**	41.60
Total	**47,444.37**	20,013.59

* includes Fixed deposit accounts with maturity for more than 12 months (Refer Note 9).

These Fixed Deposit Receipts (FDR’s) are placed with the exchanges in relation to lost arbitration cases earlier filed by the clients against the Religare Borking Limited (“RBL”). These FDR’s, having exchange lien marked, are being held by the exchange as security/deposit and will be released by the Exchanges either to the RBL (trading member) or to the client depending upon the final outcome of the legal case.

5.2 Religare Finvest Limited (“RFL”), a subsidiary of the Company, had filed a suit for recovery of amounts misappropriated by the Lakshmi Vilas Bank (“LVB”) placed as Fixed Deposits (“FDs”) with it on May 31, 2018 before the Hon’ble Delhi High Court. 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 the RFL’s applications for interim reliefs is disposed of. Strategic Credit Capital Private Limited and Participation Finance have also filed an application to be impleaded in the matter, which are yet to be adjudicated upon by the Hon’ble Court. Earlier, the Hon’ble High Court was pleased to reserve order on the interim application filed by the RFL Order 39 Rule 1 and 2 of CPC seeking status quo order qua the FDs on April 12, 2019.

Thereafter, the RFL has filed application for amendment of pleadings on which notice is issued to LVB and LVB has filed reply to the same. Order on Interim Application under is reserved by the Hon’ble Court. Further, SBI has filed application for Impeadment in the said Suit. RFL thereafter filed application to bring SEBI order dated September 11, 2019 on record. RFL has also placed on record, the FIR lodged by it against LVB & Ors.

RFL filed an early hearing application on account of the precarious financial position of LVB and its proposed merger with Clix Capital Services Private Limited which was allowed by the Hon’ble Court with early hearing date as December 1, 2020 however, before the date of hearing RFL came to know about the amalgamation of LVB with DBS Bank by RBI basis which RFL filed another application for substitution of LVB with DBS Bank on which notice was issued by the Hon’ble Court. DBS Bank has filed a reply on RFL’s substitution application and thereafter RFL has also filed its rejoinder. The Court has directed that all the pending applications be taken up together. The Hon’ble Court further directed that the application for substitution of Defendant, i.e. DBS Bank India Limited in place of Lakshmi Vilas Bank will be taken up first on August 4, 2021.

RFL has also filed a criminal complaint on May 15, 2019 before the Economic Offence Wing (“EOW”) which has been marked to the investigation officer (“IO”). The EOW has registered FIR against the accused persons/entities on September 23, 2019. The IO has also conducted custodial investigation of Mr. Shivinder Mohan Singh and Mr. Malvinder Mohan Singh. The EOW has filed its charge sheet before the Ld. CMM, Saket on March 23, 2020, cognizance on which is taken by the Court. EOW further arrested two ex-employees of LVB nameley Pradeep Kumar and A. K. Verma. The supplementary charge sheet has also been filed by the IO and the matter is listed for further proceedings on June 23, 2021. Also, the Enforcement Directorate has lodged an ECIR on the basis of the FIR.

(Amount in Rs. Lakh, unless otherwise stated)

6. Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Secured, considered good *	**14,509.71**	7,432.42
Unsecured, considered good**	**4,723.85**	1,947.65
Credit impaired	**3,454.21**	3,915.85
	22,687.77	13,295.91
Less: Allowance for lifetime expected credit loss	**3,459.98**	3,915.85
Total	**19,227.79**	9,380.06

Includes Rs 0.87 Lakh (March 31, 2020: Rs 0.77 Lakh) due from related parties. For detail refer Note 51.

*Includes as on March 31, 2021 Rs 1,986.53 Lakh (March 31, 2020: Rs. 366.19 Lakh) receivable from stock exchanges on account of trades executed by clients of Religare Broking Limited on last trading day of the financial year and settled in subsequent year as per the settlement cycles.

**Refer Note 54(k)

(Amount in Rs. Lakh, unless otherwise stated)

6.1 The movement in the allowance for lifetime expected credit loss is given below:

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at the beginning of the year	**(3,915.85)**	(3,800.11)
Additions during the year (net)	**455.87**	(115.74)
Purchased or originated credit-impaired	**-**	-
Balance at the end of the year	**(3,459.98)**	(3,915.85)

7. Loans

Particulars	As at March 31, 2021	As at March 31, 2020
Valued at Amortised Cost		
(A) Nature of Loans		
- Term Loans	**521,841.23**	579,566.03
Total (A) - Gross	**521,841.23**	579,566.03
Less: Impairment Loss Allowance	**276,619.75**	269,046.93
Total (A) - Net	**245,221.48**	310,519.10
(B) Security of Loans		
- Secured by Tangible Assets	**353,452.43**	353,452.43
- Unsecured	**168,388.80**	226,113.60
Total (B) - Gross	**521,841.23**	579,566.03
Less: Impairment Loss Allowance	**276,619.75**	269,046.93
Total (B) - Net	**245,221.48**	310,519.10
(C) (I) Loans in India		
- Public Sector	**-**	-
- Others		
(i) Public Limited	**62,641.47**	69,879.37
(ii) Private Limited	**290,192.22**	305,462.33
(iii) Proprietorship	**40,525.15**	47,856.79
(iv) Trust/Society	**45,635.58**	51,822.29
(v) Partnership	**33,635.31**	39,360.34
(vi) Individual	**13,569.60**	14,976.06
(vii) Others	**35,641.90**	50,208.83
Total (C) (I) - Gross	**521,841.23**	579,566.03
Less: Impairment Loss Allowance	**276,619.75**	269,046.93
Total (C) (I) - Net	**245,221.48**	310,519.10
(C) (II) Loans outside India		
- Public Sector	**-**	-
- Others	**-**	-
Total (C) (II) - Gross	**-**	-
Less: Impairment Loss Allowance	**-**	-
Total (C) (II) - Net	**-**	-
Total (C) (I) and (C) (II) - Net	**245,221.48**	310,519.10

7.1 Secured Loans given by the Group non-banking finance and housing finance companies are secured by property, plant & equipment, vehicles, receivables, equitable mortgage of properties, tradable listed / unlisted securities held by the Group companies in their depository accounts or by way of pledge of shares held in the depository account of the clients for which Power of Attorneys are held by the Group companies; or by direct pledge of shares by the client in favor of the Group companies.

7.2 Religare Finvest Limited ("RFL"), a subsidiary of the Company has an exposure of Rs 203,670 Lakh as per financials as at March 31, 2021 towards the Corporate Loan Book ("CLB"). Reserve Bank of India ("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 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 has, on a prudent basis, made full provision of Rs 203,670 Lakh as at March 31, 2021 against this portfolio.

A law firm of repute was appointed to undertake a detailed diligence on this CLB and the said diligence has been completed. Insolvency proceedings have been initiated before the National Company Law Tribunal ("NCLT"), Delhi and Kolkata against the borrowers forming a part of the CLB. 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. However, the proceedings at NCLT are stayed by Supreme Court vide order dated April 5, 2019. RFL filed an intervention application before the Supreme Court which has been allowed. Application for vacation of stay order dated April 5, 2019 has been heard by the Hon'ble Court. The Hon'ble Court after hearing all the parties has reserved the order.

Whereas, the Insolvency Petition titled as "Religare Finvest Limited vs. Bharat Road Network Limited" filed before the Hon'ble NCLT, Kolkata has been settled and RFL has received the claim amount claimed under the petition.

Based on the due diligence report and the replies filed by the borrowers before the Hon'ble NCLT, RFL has also filed a criminal complaint before the Economic Offence Wing ("EOW"), Delhi, on which a F.I.R. No. 50/2019 has been registered. The Zonal Office of Enforcement Directorate ("ED") has lodged an enforcement case under the Prevention of Money Laundering Act bearing ECIR no. 5 of 2019 on the basis of said FIR. The EOW arrested five accused persons, whereas ED has arrested three accused persons. EOW and ED have filed its charge sheet against the accused persons. EOW has further arrested three more persons in the aforesaid investigation. The supplementary charge sheet has also been filed by the Investigating Officer ("IO"). The accused person charge sheeted in the supplemental Charge Sheet includes sixteen entities and three individuals. As per the arguments of the IO, EOW has already traced and established the siphoning of funds amounting to Rs 126,096 Lakh.

7.3 During the year, Religare Housing Development Finance Corporation Limited ("RHDFCL"), a subsidiary of the Company has received Rs. 1,227.43 Lakh (March 31, 2020: Rs 601.59 Lakh) against 586 (March 31, 2020: 303) customers towards interest subsidy and Rs 12.26 Lakh (March 31, 2020: Rs 3.90 Lakh) towards processing fee [Rs 11.34 Lakh (March 31, 2020: Rs 3.51 Lakh) credited in RHDFCL's bank account and Rs 0.92 Lakh (March 31, 2020: Rs 0.39 Lakh) credited in TDS / 26AS] under Pradhan Mantri Awas Yojana ("PMAY") – Credit Linked Subsidy Scheme ("CLSS") from National Housing Bank ("NHB"). Out of this, Rs 98.49 Lakh (March 31, 2020: Rs 36.05 Lakh) towards interest subsidy and Rs 0.89 Lakh (March 31, 2020: Rs 0.22 Lakh) towards processing fee has been refunded back to NHB due to reasons such as foreclosure, non-performing assets, etc. Further during the current year refunds for two customers were made to NHB due to reason such as, NPA and construction not completed within 3 years, refund amount was Rs 3.22 Lakh and for both the cases subsidy were received during the financial year 2019-20.

7.4 The Company has filed a petition under section 7 of Insolvency and Bankruptcy Code, 2016 against ANR Securities Private Limited on October 9, 2018 for recovery of outstanding loan amount of Rs 8,139.66 Lakh. The arguments were heard, however the order reserved by Hon'ble NCLT on the admission of petition has been stayed by the Hon'ble Supreme Court vide order dated April 5, 2019. The Company filed an application for intervention which was allowed by the Supreme Court. Arguments on application for vacation of stay order has been heard by the Supreme Court and the matter is reserved for order.

7.5 The Company has filed a petition under section 7 of Insolvency and Bankruptcy Code, 2016 against Ligare Aviation Limited on Janurary 18, 2021 for recovery of outstanding loan amount of Rs 587.27 Lakh.

7.6 Religare Comtrade Limited ("RCTL"), a subsidiary of the Company issued a demand notice dated July 10, 2020 to RHC Holding Private Limited ("RHC") for payment of an outstanding loan amount of Rs 14,001.42 Lakh (Rs 9,830 Lakh loan and Rs 4,171.42 Lakh interest upto July, 2020). RHC has not responded to the said demand. RCTL are in the process of initiating appropriate legal action for recovery of dues from RHC.

Considering the recoverability of the said inter corporate loan RCTL has made 100% provision. Further, considering the remote possibility of realisability of the income, no interest income have been recognised on said doubtful inter corporate loan.

7.7 Religare Comtrade Limited ("RCTL"), a subsidiary of the Company has filed an application under the Insolvency & Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, New Delhi ("NCLT") on October 9, 2018, to initiate insolvency proceedings against the below named Borrowers / Corporate Debtors claiming therein, a total outstanding amount of Rs 2,916.03 Lakh (Includes interest up to August, 2018). The matters are sub-judice.

Name of the Party	Amount of Claim filed	Remarks
Blue Line Finance Private Limited	435.17	Arguments heard, order reserved by the NCLT on the admission of insolvency petition has been stayed by the Hon'ble Supreme Court vide interim order dated April 5, 2019.
Decent Financial Services Private Limited	42.07	
Best Healthcare Private Limited	2,438.79	
Total	**2,916.03**	

7.8 Credit Quality of Assets

The tables below show the credit quality and the maximum exposure to credit risk based on the Company's internal credit rating system and year-end stage classification. The amounts presented are gross of impairment allowances.

(Amount in Rs. Lakh, unless otherwise stated)

Internal Rating Grade	As at March 31, 2021			
	Stage 1	Stage 2	Stage 3	Total
Standard	**160,337.12**	**26,300.96**	**250.00**	**186,888.08**
Sub-Standard	**-**	**-**	**26,809.61**	**26,809.61**
Doubtful	**-**	**-**	**307,891.84**	**307,891.84**
Loss	**-**	**-**	**251.70**	**251.70**
Total	**160,337.12**	**26,300.96**	**335,203.15**	**521,841.23**

Internal Rating Grade	As at March 31, 2020			
	Stage 1	Stage 2	Stage 3	Total
Standard	218,641.60	41,476.05	250.00	260,367.65
Sub-Standard	-	-	23,919.68	23,919.68
Doubtful	-	-	295,038.07	295,038.07
Loss	-	-	240.63	240.63
Total	218,641.60	41,476.05	319,448.38	579,566.03

7.9 Analysis of changes in the gross carrying amount as follows:

Particulars	Year Ended March 31, 2021			
	Stage 1	Stage 2	Stage 3	Total
Gross Carrying Amount Opening Balance	**220,436.59**	**41,476.05**	**317,653.39**	**579,566.03**
New Assets Originated or Purchased*	4,372.15	716.47	1,159.69	6,248.31
Assets Derecognised or Repaid (excluding write offs)	(52,222.07)	(3,149.37)	(8,161.97)	(63,533.41)
Transfers to / (from) Stage 1	14,576.32	(11,522.05)	(3,054.27)	-
Transfers to / (from) Stage 2	(17,169.21)	17,639.71	(470.50)	-
Transfers to / (from) Stage 3	(7,861.67)	(18,859.85)	26,721.52	-
Amounts written off	-	-	(462.50)	(462.50)
Less: Contingenecies Reserves on standard asset	-	-	22.80	22.80
Gross Carrying Amount Closing Balance	**162,132.11**	**26,300.96**	**333,408.16**	**521,841.23**

(Amount in Rs. Lakh, unless otherwise stated)

Particulars	Year Ended March 31, 2020			
	Stage 1	Stage 2	Stage 3	Total
Gross Carrying Amount Opening Balance	327,021.12	65,966.41	377,339.16	770,326.69
New Assets Originated or Purchased*	5,686.13	99.20	0.06	5,785.39
Assets Derecognised or Repaid (excluding write offs)	(99,008.75)	(16,060.62)	(52,923.31)	(167,992.68)
Transfers to / (from) Stage 1	17,407.39	(12,623.46)	(4,783.93)	-
Transfers to / (from) Stage 2	(17,086.24)	18,429.91	(1,343.67)	(0.00)
Transfers to / (from) Stage 3	(13,582.40)	(14,294.47)	27,876.87	-
Amounts written off	(0.66)	(40.92)	(28,511.79)	(28,553.37)
Gross Carrying Amount Closing Balance	220,436.59	41,476.05	317,653.39	579,566.03

* Includes Restructured Cases

7.10 Reconciliation of ECL balance :

Particulars	**Year Ended March 31, 2021**			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
ECL - Opening Balance	**2,994.96**	**2,243.05**	**263,808.92**	**269,046.93**
New Assets Originated or Purchased*	**3,065.38**	**769.93**	**7,207.58**	**11,042.89**
Assets Derecognised or Repaid (excluding write offs)	**(1,125.80)**	**(274.08)**	**(1,915.75)**	**(3,315.63)**
Transfers to / (from) Stage 1	**1,314.56**	**(603.26)**	**(711.30)**	**-**
Transfers to / (from) Stage 2	**(442.13)**	**505.82**	**(63.69)**	**-**
Transfers to / (from) Stage 3	**(252.85)**	**(1,006.65)**	**1,259.50**	**-**
Amounts Written off	**-**	**-**	**(154.44)**	**(154.44)**
ECL - Closing Balance	**5,554.12**	**1,634.81**	**269,430.82**	**276,619.75**

Particulars	Year Ended March 31, 2020			
	Stage 1	Stage 2	Stage 3	Total
ECL - Opening Balance	2,270.53	293.70	262,202.69	264,766.92
New Assets Originated or Purchased*	1,966.59	1,946.61	19,898.30	23,811.50
Assets Derecognised or Repaid (excluding write offs)	(1,863.16)	(104.72)	(8,315.01)	(10,282.89)
Transfers to / (from) Stage 1	754.93	(49.94)	(704.99)	-
Transfers to / (from) Stage 2	(68.22)	260.17	(191.95)	-
Transfers to / (from) Stage 3	(65.71)	(102.77)	168.48	-
Amounts Written off	-	-	(9,248.60)	(9,248.60)
ECL - Closing Balance	2,994.96	2,243.05	263,808.92	269,046.93

* Includes Restructured Cases

(Amount in Rs. Lakh, unless otherwise stated)

8. Investments

Particulars	As at March 31, 2021	As at March 31, 2020
(A) Investments Measured at Amortised Cost		
- Government Securities	**116,143.17**	60,453.85
- Debt Securities	**32,816.36**	32,983.89
- Joint Ventures - Using Equity Method		
- Equity Instruments (Fully Paid-up)		
IBOF Investment Management Private Limited	**13.96**	22.37
- Preference Shares (Fully Paid-up) - Others	**40.95**	40.95
- Others	**0.36**	0.36
(B) Investments Measured at Fair Value Through Profit or Loss		
- Mutual Funds	**17,738.23**	10,781.54
- Alternative Investment Funds (“AIF”) / Venture Capital Funds	**638.91**	723.00
- Others (RARC 059 (RHDFC HL) Trust) (Refer Note 46(g))	**1,793.01**	1,795.15
(C) Investments Measured at Fair Value Through Other Comprehensive Income		
- Equity Instruments (Fully Paid-up)	**921.09**	989.16
- Other Approved (by IRDA) Securities	**168,928.85**	112,354.16
Total - Gross (A + B + C)	**339,034.89**	220,144.43
(i) Investments outside India	**-**	-
(ii) Investments in India	**339,034.89**	220,144.43
Total (D)	**339,034.89**	220,144.43
Less: Allowance for Impairment Loss (E) (Refer Note 8.1)	**20,041.31**	17,838.51
Total - Net [(A + B + C) - (E)]	**318,993.58**	202,305.92

8.1 Breakup of the provision for diminution in value of long term investments is as under:

Particulars	As at March 31, 2021	As at March 31, 2020
Debt Securities*	**20,000.00**	17,797.56
Preference Shares	**40.95**	40.95
Others	**0.36**	-
Total	**20,041.31**	17,838.51

*Religare Finvest Limited (“RFL”), a subsidiary of the Company has subscribed to Non-Convertible Debentures (“NCD”) of a corporate entity of Rs 20,000 Lakh in December, 2016 [Impairment of Rs 20,000 Lakh has been made till March 31, 2021 (Rs 17,797.56 Lakh till March 31, 2020)]. Due to default in making repayment of NCD to the RFL, it has filed the case against the party under Insolvency and Bankruptcy Code (“IBC”) before the Hon’ble NCLT, Kolkata, who issued liquidation order. However, as per the liquidator there are no realizable assets or properties available. Therefore, the liquidator has filed dissolution application. The company is in the process of challenging the said dissolution application. RFL has also filed a criminal complaint before the EOW, Delhi. The EOW has registered an FIR on July 3, 2020 bearing no. 64/20. The matter is under investigation. RFL has learnt that Enforcement Directorate has also lodged an ECIR NO. 36 of 2020 dated September 29, 2020 against the accused persons /entities on the basis of the said FIR.

The statutory auditor’s report for the financial years ended March 31, 2017 to March 31, 2020 were modified with respect to adequacy of provision and any additional financial / legal implications. RFL has recognized ECL / impairment in respect of its entire exposure in respect of CLB portfolio and NCD as at March 31, 2021. Accordingly, no further adverse financial implications are expected on the Company.

(Amount in Rs. Lakh, unless otherwise stated)

9. Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Security Deposits		
- With Stock Exchanges	**489.75**	535.75
- With Others	**1,792.92**	1,616.50
Less: Loss Allowance Against Security Deposits	**(543.03)**	(534.67)
Interest Accrued (Refer Note 9.1)	**11,402.35**	9,371.75
Less: Loss Allowance Against Interest Accrued	**(474.87)**	(474.87)
Other Bank balances		
- Fixed Deposit Account (Refer Note 5.1)	**118.90**	54.24
Excess Interest Spread	**1,155.73**	1,086.70
Less: Loss Allowance Against Excess Interest Spread	**(120.46)**	(106.08)
Recoverable for Support Services	**388.85**	390.09
Less: Loss Allowance Against Recoverable for Support Services	**(372.13)**	(268.74)
Staff Advances*	**32.66**	1,535.24
Less: Loss Allowance Against Staff Advances	**(0.11)**	-
Margin with Exchanges	**817.59**	8,641.25
Less: Loss Allowance Against Margin with Exchanges	**(30.67)**	(30.67)
Margin with Custodian	**1.00**	1.00
Others**	**1,175.79**	974.68
Less: Loss Allowance Against Others	**(992.91)**	(818.48)
Total	**14,841.36**	21,973.69

* Included NIL (March 31, 2020: Rs 1,499.99 Lakh) advance given by the Company to the employees of Care Health Insurance Limited (formerly known as Religare Health Insurance Company Limited) (“CHIL”) for buying shares of CHIL through exercising shares options granted and vested to them under ESOP scheme of CHIL.

** It includes the amounts of Rs 299.93 Lakh which were debited by the exchange directly from Exchange Dues Account or Settlement Bank Account in relation to lost Investor Grievances (“IG”) /arbitration cases filed by the clients of Religare Broking Liminted (“RBL”), a wholly owned subsidiary of the Company. RBL has already filed cases / appeals challenging the impugned order / award. Fixed Deposits (“FDs”) are made by the exchange against the said amount debited / withhold and retains the same as security or deposit in relation to lost IG / arbitration cases. As these FDs are not in the control of the RBL, these FDs and interest thereon are not recognized in the books of accounts of the RBL. The amount is released by the exchanges to the clients or to the RBL depending upon the final outcome of the legal case / appeals. As a matter of prudence, provisions against these withheld / debited amounts by the exchange has been made.

9.1 Interest Accrued includes interest on fixed deposits with Lakshmi Vilas Bank (“LVB”) amounting to Rs 2,703.40 Lakh (March 31, 2020: Rs 2,703.40 Lakh). Also Refer Note 5.2.

10. Inventories

Particulars	As at March 31, 2021	As at March 31, 2020
Closing Stock of		
- Digital Signature Certificate ("DSC") and USB Tokens	**49.94**	46.54
Total	**49.94**	46.54

(Refer Note 3(i))

(Amount in Rs. Lakh, unless otherwise stated)

11. (A) Current Tax Assets (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
Advance Income Tax and Tax Deducted at Source (Net)*	**27,640.75**	28,267.42
Total	**27,640.75**	28,267.42

*It includes Rs. 17,886.86 Lakh (March 31, 2020 - Rs. 2,746.13 Lakh) paid under protest to income tax authorities in Religare Finvest Limited and Religare Broking Limited.

(B) Current Tax Liabilities (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Income Tax (Net)	**512.52**	-
Total	**512.52**	-

12. (A) Deferred Tax Assets (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
The balance comprises temporary differences attributable to:		
(A) Deferred Tax Assets		
Expected Credit Losses Allowance	**50,045.94**	50,617.28
Provision for Employee Benefits	**538.55**	117.64
Carry Forward Losses	**832.68**	1,010.94
Property, Plant and Equipment	**393.13**	668.18
MAT Credit Entitlement	**-**	171.59
Other Provisions (including Unexpired Risk Reserve)	**3,924.47**	-
Others	**66.62**	182.04
Total (A)	**55,801.39**	52,767.67
(B) Deferred Tax Liabilities		
Deduction Under Section 36(1)(viii) of Income Tax Act, 1961	**-**	764.09
Others	**39.83**	44.39
Total (B)	**39.83**	808.48
Total Net (A-B)	**55,761.56**	51,959.19

(Refer Note 41)

(B) Deferred Tax Liabilities (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
The balance comprises temporary differences attributable to:		
(A) Deferred Tax Liabilities		
Deduction Under Section 36(1)(viii) of Income Tax Act, 1961	**662.20**	-
Others	**8.78**	-
Total (A)	**670.98**	-

Particulars	As at March 31, 2021	As at March 31, 2020
(B) Deferred Tax Assets		
Expected Credit Losses Allowance	**621.29**	-
Provision for Employee Benefits	**12.36**	-
Property, Plant and Equipment	**10.78**	-
Total (B)	**644.43**	-
Total Net (A-B)	**26.55**	-

(Refer Note 41)

(Amount in Rs. Lakh, unless otherwise stated)

(C) The movement on the deferred tax account is as follows:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
At the beginning of the year	**51,959.19**	52,393.00
Credit / (charge) in the Consolidated Statement of Profit and Loss (Net) (For detail refer Note 41(a))	**3,947.41**	(398.26)
MAT Credit Entitlement Created / (Reversed) in the Consolidated Statement of Profit and Loss (Net)	**(171.59)**	(87.82)
MAT Credit Set-off Against Tax Liability	**-**	52.27
At the end of the year	**55,735.01**	51,959.19

12.1 As a matter of prudence, Religare Finvest Limited (“RFL”), a subsidiary of the Company restricted the creation of additional Deferred Tax Asset (“DTA”) and kept the DTA (net) at Rs 49,315.69 Lakh, in its books. Hence, DTA of Rs 49,315.69 Lakh have been considered on March 31, 2021, in its separate financial statements considering the availability of future taxable profit against which the deductible temporary differences and unused tax losses can be utilised.

13 Property, Plant and Equipment

(Amount in Rs. Lakh, unless otherwise stated)

Current Year

Particulars	Gross Carrying Value				Depreciation				Net Carrying Value
	Balance as at April 1, 2020	Additions during the Year	Deletions / Adjustments for the Year	Balance as at March 31, 2021	Balance as at April 1, 2020	Depreciation for the year	Deletions / Adjustments for the year	Balance as at March 31, 2021	Balance as at March 31, 2021
(a) Owned Assets									
Land	26.96	-	-	26.96	-	-	-	-	26.96
Leasehold Improvements	517.29	8.04	29.10	496.23	222.01	120.62	26.06	316.57	179.66
Office Equipments	1,004.71	183.51	91.99	1,096.23	615.57	196.72	82.47	729.82	366.41
Data Processing Machines	4,267.21	535.37	79.81	4,722.77	2,242.73	773.96	70.62	2,946.07	1,776.70
Furnitures and Fixtures	267.28	7.29	18.42	256.15	217.76	18.37	12.46	223.67	32.48
Vehicles	432.29	-	118.33	313.96	174.92	56.08	85.64	145.36	168.60
Sub Total (a)	**6,515.74**	**734.21**	**337.65**	**6,912.30**	**3,472.99**	**1,165.75**	**277.25**	**4,361.49**	**2,550.81**
(b) Leased Assets									
Right -of- Use Assets*:									
• Buildings / Office Premises	11,464.84	2,159.80	5,575.72	8,048.92	2,930.85	2,778.30	1,620.34	4,088.81	3,960.11
• Data Processing Machines	1,362.41	11.36	136.44	1,237.33	438.31	410.99	72.49	776.81	460.52
• Vehicles	93.36	6.58	9.66	90.28	71.45	10.36	9.67	72.14	18.14
Sub Total (b)	**12,920.61**	**2,177.74**	**5,721.82**	**9,376.53**	**3,440.61**	**3,199.65**	**1,702.50**	**4,937.76**	**4,438.77**
Total (a+b)	**19,436.35**	**2,911.95**	**6,059.47**	**16,288.83**	**6,913.60**	**4,365.40**	**1,979.75**	**9,299.25**	**6,989.58**

Previous Year

Particulars	Gross Carrying Value					Depreciation				Net Carrying Value
	Balance as at April 1, 2019	Addition on account of Transition to Ind AS 116 - April 1, 2019	Additions during the year	Deletions / Adjustments for the year	Balance as at March 31, 2020	Balance as at April 1, 2019	Depreciation for the year	Deletions / Adjustments for the year	Balance as at March 31, 2020	Balance as at March 31, 2020
(a) Owned Assets										
Land	26.96	-	-	-	26.96	-	-	-	-	26.96
Leasehold Improvements	262.89	-	269.80	15.40	517.29	115.44	121.14	14.57	222.01	295.28
Office Equipments	815.10	-	211.76	22.15	1,004.71	400.69	230.47	15.59	615.57	389.14
Data Processing Machines	3,445.63	-	935.33	113.75	4,267.21	1,507.54	830.67	95.48	2,242.73	2,024.48
Furnitures and Fixtures	260.56	-	17.07	10.35	267.28	162.33	60.05	4.62	217.76	49.52
Vehicles	390.04	-	165.49	123.24	432.29	194.44	59.45	78.97	174.92	257.37
Sub Total (a)	5,201.18	-	1,599.45	284.89	6,515.74	2,380.44	1,301.78	209.23	3,472.99	3,042.75
(b) Leased Assets										
Right -of- Use Assets*:										
• Buildings / Office Premises	-	8,776.61	2,712.15	23.92	11,464.84	-	2,930.85	-	2,930.85	8,533.99
• Data Processing Machines	-	1,362.41	-	-	1,362.41	-	438.31	-	438.31	924.10
• Vehicles	143.11	-	11.90	61.65	93.36	106.68	19.11	54.34	71.45	21.91
Sub Total (b)	143.11	10,139.02	2,724.05	85.57	12,920.61	106.68	3,388.27	54.34	3,440.61	9,480.00
Total (a+b)	5,344.29	10,139.02	4,323.50	370.46	19,436.35	2,487.12	4,690.05	263.57	6,913.60	12,522.75

Refer Note 49

(Amount in Rs. Lakh, unless otherwise stated)

13.1 Part of land is mortgaged as security for debenture holders.

13.2 There are no adjustments to Property, Plant and Equipment on account of borrowing costs and exchange differences. There is no revaluation of Property, Plant and Equipment during the year.

13.3 Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost or revalued amount are recognised in the Consolidated Statement of Profit and Loss.

13.4 The title deeds in respect of land are in the name of the Company / subsidiary company.

14. Goodwill

Current Year

Particulars	Gross Carrying Value				Amortisation				Net Carrying Value
	Balance as at April 1, 2020	Additions during the Year	Deletions / Adjustments for the Year	Balance as at March 31, 2021	Balance as at April 1, 2020	Impairment during the Year	Deletions / Adjustments for the year	Balance as at March 31, 2021	Balance as at March 31, 2021
Goodwill (on Consolidation)	**1,899.00**	**-**	**-**	**1,899.00**	**926.96**	**-**	**-**	**926.96**	**972.04**
Total	**1,899.00**	**-**	**-**	**1,899.00**	**926.96**	**-**	**-**	**926.96**	**972.04**

Previous Year

Particulars	Gross Carrying Value				Amortisation				Net Carrying Value
	Balance as at April 1, 2019	Additions during the Year	Deletions / Adjustments for the Year	Balance as at March 31, 2020	Balance as at April 1, 2019	Impairment during the Year	Deletions / Adjustments for the year	Balance as at March 31, 2020	Balance as at March 31, 2020
Goodwill (on Consolidation)	1,899.00	-	-	1,899.00	926.96	-	-	926.96	972.04
Total	1,899.00	-	-	1,899.00	926.96	-	-	926.96	972.04

14.1 For the purpose of impairment testing, goodwill is allocated to a Cash Generating Units (“CGU”) representing the lowest level within the Group at which goodwill is monitored for internal management purposes, and which is not higher than the Company’s operating segment. Goodwill is tested for impairment at least annually in accordance with the Company’s procedure for determining the recoverable value of each CGU.

The recoverable amount of the CGU is determined on the basis of ‘Fair Value’ Less ‘Cost of Disposal’ (“FVLCD”). The FVLCD of the CGU is determined based on the market capitalisation approach, using the turnover and earnings multiples derived from observable market data. The fair value measurement is categorised as a level 2 fair value based on the inputs in the valuation techniques used.

Based on the above testing, no impairment was identified as at March 31, 2021 and 2020, as the recoverable value of the CGUs exceeded the carrying value. Further, none of the CGU’s tested for impairment as at March 31, 2021 and 2020 were at risk of impairment. An analysis of the calculation’s sensitivity to a change in the key parameters (turnover and earnings multiples), did not identify any probable scenarios where the CGU’s recoverable amount would fall below its carrying amount.

(Amount in Rs. Lakh, unless otherwise stated)

15. Intangible Assets

Current Year

Particulars	Gross Carrying Value				Amortisation				Net Carrying Value
	Balance as at April 1, 2020	Additions during the Year	Deletions / Adjustments for the Year	Balance as at March 31, 2021	Balance as at April 1, 2020	Amortisation for the year	Deletions / Adjustments for the year	Balance as at March 31, 2021	Balance as at March 31, 2021
Computer Softwares	**8,297.84**	**1,239.25**	**0.09**	**9,537.00**	**4,295.76**	**1,518.74**	**(0.22)**	**5,814.72**	**3,722.28**
Total	**8,297.84**	**1,239.25**	**0.09**	**9,537.00**	**4,295.76**	**1,518.74**	**(0.22)**	**5,814.72**	**3,722.28**

Previous Year

Particulars	Gross Carrying Value				Amortisation				Net Carrying Value
	Balance as at April 1, 2019	Additions during the year	Deletions / Adjustments for the year	Balance as at March 31, 2020	Balance as at April 1, 2019	Amortisation for the year	Deletions / Adjustments for the year	Balance as at March 31, 2020	Balance as at March 31, 2020
Computer Softwares	7,353.95	954.94	11.05	8,297.84	2,905.45	1,394.30	3.99	4,295.76	4,002.08
Total	7,353.95	954.94	11.05	8,297.84	2,905.45	1,394.30	3.99	4,295.76	4,002.08

15.1 There are no adjustments to Intangible Assets on account of borrowing costs and exchange differences. There is no revaluation of Intangible Assets during the year.

15.2 The Group does not have any internally generated intangible assets.

15.3 Losses arising from the retirement of, and gains or losses arising from disposal of intangible assets which are carried at cost or revalued amount are recognised in the Statement of Profit and Loss.

16. Capital Work In Progress

Current Year

Particulars	Gross Carrying Value				Amortisation				Net Carrying Value
	Balance as at April 1, 2020	Additions during the Year	Deletions / Adjustments for the Year	Balance as at March 31, 2021	Balance as at April 1, 2020	Amortisation for the year	Deletions / Adjustments for the year	Balance as at March 31, 2021	Balance as at March 31, 2021
Leasehold Premises	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-

(Amount in Rs. Lakh, unless otherwise stated)

Previous Year

Particulars	Gross Carrying Value				Amortisation				Net Carrying Value
	Balance as at April 1, 2019	Additions during the year	Deletions / Adjustments for the year	Balance as at March 31, 2020	Balance as at April 1, 2019	Amortisation for the year	Deletions / Adjustments for the year	Balance as at March 31, 2020	Balance as at March 31, 2020
Leasehold Premises	67.50	139.72	207.22	-	-	-	-	-	-
Total	67.50	139.72	207.22	-	-	-	-	-	-

17 Intangible Assets Under Developments

Current Year

Particulars	Gross Carrying Value				Amortisation				Net Carrying Value
	Balance as at April 1, 2020	Additions during the Year	Deletions / Adjustments for the Year	Balance as at March 31, 2021	Balance as at April 1, 2020	Amortisation for the year	Deletions / Adjustments for the year	Balance as at March 31, 2021	Balance as at March 31, 2021
Computer Softwares	1,321.72	301.61	403.05	1,220.28	-	-	-	-	1,220.28
Website Design and Development	2.10	-	2.10	-	-	-	-	-	-
Total	**1,323.82**	**301.61**	**405.15**	**1,220.28**	**-**	**-**	**-**	**-**	**1,220.28**

Previous Year

Particulars	Gross Carrying Value				Amortisation				Net Carrying Value
	Balance as at April 1, 2019	Additions during the year	Deletions / Adjustments for the year	Balance as at March 31, 2020	Balance as at April 1, 2019	Amortisation for the year	Deletions / Adjustments for the year	Balance as at March 31, 2020	Balance as at March 31, 2020
Computer Softwares	1,316.65	475.87	470.80	1,321.72	-	-	-	-	1,321.72
Website Design and Development	2.10	-	-	2.10	-	-	-	-	2.10
Total	**1,318.75**	**475.87**	**470.80**	**1,323.82**	**-**	**-**	**-**	**-**	**1,323.82**

(Amount in Rs. Lakh, unless otherwise stated)

18. Other Non Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Balance With Tax Authorities	**7,862.00**	4,352.64
Balance With Provident Fund Authority	**21.46**	21.46
Prepaid Expenses	**2,096.36**	1,573.86
Deposits Paid Under Protest	**585.59**	129.67
Advances to Related Parties (for services)	**1,326.50**	1,326.50
Less: Loss Allowance Against Advances to Related Parties	**(1,326.50)**	(1,326.50)
Art Works	**1.78**	1.78
Capital Advances	**6.76**	-
Repossesed Assets Held For Sale (Refer Note 18.1)	**17,844.66**	20,171.21
Less: Loss Allowance Against Assets Held For Sale	**(3,845.95)**	(3,189.39)
Stamp papers on hand	**3.79**	-
Others	**1,560.02**	741.18
Less: Loss Allowance Against Others	**(111.49)**	(137.73)
Total	**26,024.98**	23,664.68

18.1 (i) Pursuant to the Arrangement, that was designed to simplify the Group corporate structure, took place in the financial year 2017-18, the Land & Building of Rs 363.97 Lakh transferred from erstwhile subsidiary company “Religare Securities Limited” (RSL). The title of the acquired asset is in the name of erstwhile company viz. Religare Securities Limited.

(ii) During the previous financial year, the Religare Broking Limited (“RBL”) created allowances for impairment losses on the units of India Built Out Fund held by the RBL as assets acquired in satisfaction of debt on the Net Asset Value (NAV) of Rs 878.61 Lakh based on unaudited financial statement as on March 31, 2020 provided by the Computer Age management Services Limited(CAMS).

On March 16, 2021 IBOF Investment Management Private Limited has redeemed the balance units for an aggregate consideration of Rs 3.40 Lakh (Outstanding value of Rs 14.60 Lakh) as the full and final distribution and wind up the affairs of the fund. The RBL has recognised the loss of Rs 11.19 Lakh on redemption of the IBOF units in the Statement of Profit and Loss and reversed the allowances for impairment created in the Financials Year 2019-20.

No advances are due from directors or other officer of the Company either severally or jointly with any other person. Nor any advances are due from firm or any private companies respectively in which any director is a partner, a director or a member other than stated above.

(iii) During the year ended March 31, 2021, the Religare Finvest Limited (“RFL”) has sold the assets acquired in satisfaction of debts at total consideration of Rs. 2,394.00 Lakh. The principal amount outstanding in respect of this debt was Rs. 2,232.61 Lakh and the excess of Rs. 230.66 Lakh was booked towards outstanding overdue interest, other charges and interest from the date of settlement till the disposal of asset (as applicable) and the shortfall of Rs. 69.27 Lakh was booked as Loss on sale of Assets acquired in satisfaction of debts. During the year, the RFL did not acquire any immovable property in satisfaction of debts.

(Amount in Rs. Lakh, unless otherwise stated)

19. Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
(i) Total outstanding dues of micro enterprises and small enterprises*	**99.70**	2.07
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	**32,317.42**	28,690.82
Total	**32,417.12**	28,692.89

* Refer note 54 (a)

20. Other Payables

Particulars	As at March 31, 2021	As at March 31, 2020
(i) total outstanding dues of micro enterprises and small enterprises*	**108.92**	83.27
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	**13,492.34**	16,882.82
Total	**13,601.26**	16,966.09

* Refer note 54 (a)

21. Borrowings (Other than Debt Securities)

Particulars	As at March 31, 2020	As at March 31, 2019
Current		
Borrowings Measured at Amortised Cost		
(a) Secured		
- Term Loans		
(i) From Banks (Refer Note 21.1)	**341,122.63**	387,305.37
(ii) From Other Parties (Refer Note 21.2)	**24,799.71**	28,002.41
- Loans Repayable on Demand		
(i) From Banks (Refer Note 21.3)	**58,698.20**	55,252.49
(ii) From Other Parties	**-**	-
Sub-Total (a)	**424,620.54**	470,560.27
(b) Unsecured		
- Term Loans		
(i) From Banks (Refer Note 21.4)	**-**	750.00
(ii) From Other Parties	**-**	-
- Liability Component of Compound Financial Instruments (Refer Note 21.5)	**8,220.34**	7,820.95
- Loans Repayable on Demand		
(i) From Banks	**-**	-
(ii) From Other Parties (Refer Note 21.6)	**-**	25.33
Sub-Total (b)	**8,220.34**	8,596.28
Total (a+b)	**432,840.88**	479,156.55
Borrowings in India	**432,840.88**	479,156.55
Borrowings outside India	**-**	-
Total	**432,840.88**	479,156.55

(Amount in Rs. Lakh, unless otherwise stated)

21.1 Secured Term Loans From Banks

Repayment Term	Sanctioned Tenure	As at March 31, 2021	As at March 31, 2020
Annually	Over 60 Months	**252,640.22**	285,490.37
	37 to 60 Months	**11,610.86**	12,506.70
	13 to 36 Months	**-**	-
	0 to 12 Months	**-**	-
Semi Annually	Over 60 Months	**3,776.73**	5,347.35
	37 to 60 Months	**1,152.13**	1,158.00
	13 to 36 Months	**463.96**	484.00
	0 to 12 Months	**-**	-
Quarterly	Over 60 Months	**46,116.85**	49,351.72
	37 to 60 Months	**25,357.96**	32,183.85
	13 to 36 Months	**-**	-
	0 to 12 Months	**-**	-
Monthly	Over 60 Months	**3.92**	24.74
	37 to 60 Months	**-**	8.64
	13 to 36 Months	**-**	-
	0 to 12 Months	**-**	750.00
Total		**341,122.63**	387,305.37

All secured term loans from banks as on March 31, 2021 and March 31, 2020 are secured against "floating first charge on pari passu basis on all the present and future standard business receivables and current assets in the form of cash and cash equivalent" of the respective subsidiary companies.

The pricing of the above loans availed from banks are at the rate of interest respective bank's base rate / MCLR plus a margin up to 3.35% (March 31, 2020: up to 3.55%).

21.2 Secured Term Loans From Others Parties

Repayment Term	Sanctioned Tenure	As at March 31, 2021	As at March 31, 2020
Quarterly	Over 60 Months	**24,751.46**	20,459.41
	37 to 60 Months	**48.25**	7,543.00
	13 to 36 Months	**-**	-
	0 to 12 Months	**-**	-
Total		**24,799.71**	28,002.41

All the above Secured term loans from others as on March 31, 2021 and March 31, 2020 are secured against "Floating First charge on Pari Passu basis on all the present and future standard business receivables and Current Assets in the form of Cash and Cash Equivalent of the Company".

The pricing of the above loans availed at the rate of respective lender's PLR less a margin up to 2.20% (March 31, 2020: up to 1.90%).

(Amount in Rs. Lakh, unless otherwise stated)

21.3 Secured Loans Repayable on Demand From Banks

Nature of Security	Interest Rate	As at March 31, 2021	As at March 31, 2020
Floating First charge on pari passu basis on all present and future standard business receivables and Current Assets in the form of Cash and Cash Equivalent of a subsidiary company.	Respective Bank's Base Rate / MCLR plus a margin 0.25% to 2.00% (March 31, 2020: 0.25% to 2.00%).	**58,698.20**	55,252.49

21.4 Pricing for short term loan from banks is at Marginal Cost of Funds based Lending Rate i.e. MCLR.

21.5 Liability Component of Compound Financial Instruments

Redeemable preference shares accounted as a financial liability measured initially at the fair value and subsequently at amortized cost with the interest accretion at Effective Interest Rate ("EIR") based on the IRR calculated on the yield thereon.

13.66% Cumulative Redeemable Preference Shares

The face value of each shares is Rs 10. The share shall have voting rights applicable to the preference share under the Companies Act, 2013. Each preference share holder has right to receive in priority to equity shareholders, preference dividend on cumulative basis at the rate not exceeding 13.66% per financial year. The aggregate shares allotted were 50,000,000 at Rs 100 (including premium of Rs 90 per share) of which the Company had already redeemed 25,000,000 shares at premium in prior years. The above shares were redeemable at an amount of Rs 4,190.28 Lakh (including premium not exceeding Rs 269.36 per share) on October 31, 2018. (Also refer Note 45(a)(II))

0.01% Non Convertible Non Cumulative Redeemable Preference Shares

The face value of each share is Rs 10. The share shall have voting rights applicable to the preference share under the Companies Act, 2013. Each preference share holder has right to receive in priority to equity shareholder, preference dividend on non cumulative basis at the rate not exceeding 0.01% per financial year. The shares allotted were 25,000,000 in one tranche on August 30, 2016. The above shares are redeemable at an amount (including premium) not exceeding Rs 16.851 per share on August 30, 2021. The carrying value of preference share as on March 31, 2021 is Rs 4,030.06 Lakh (March 31, 2020: Rs 3,630.67 Lakh). (Also refer Note 45(a)(II))

21.6 Pricing for Unsecured Loans Repayable on Demand From Other Parties

S. No.	Pricing of Loans	As at March 31, 2021	As at March 31, 2020
1	9%	-	25.33
	Total	-	25.33

21.7 There is no default as on the balance sheet date in repayment of above loans and interest thereon, except in Religare Finvest Limited ("RFL"), a subsidary of the Company. In RFL there are following default as on the balance sheet date (i.e. March 31, 2021) in repayment of loans and interest:

Nature of Borrowings	Name of Lender	Period of delay (as at March 31, 2021)						
		Principal Overdue	1-182 days	Above 182 days	Interest Overdue (Interest / Additional / Penal)	1-182 days	Above 182 days	Total Overdue as at 31 st March 2021
Term Loan & Cash Credit	Bank of Baroda	36,610.00	11,250.00	25,360.00	3,505.32	2,903.14	602.18	**40,115.32**
Term Loan, WCDL & Cash Credit	Bank of India	29,146.79	-	29,146.79	8,914.19	3,388.37	5,525.82	**38,060.98**
Term Loan	Bank of Maharashtra	4,443.07	1,000.00	3,443.07	6,472.46	2,047.97	4,424.49	**10,915.53**
Term Loan	Canara Bank	13,855.04	10,703.04	3,152.00	10,569.18	3,254.59	7,314.60	**24,424.22**
Term Loan	Central Bank of India	17,584.34	-	17,584.34	4,894.19	1,317.75	3,576.44	**22,478.53**

Nature of Borrowings	Name of Lender	Period of delay (as at March 31, 2021)						
		Principal Overdue	1-182 days	Above 182 days	Interest Overdue (Interest / Additional / Penal)	1-182 days	Above 182 days	Total Overdue as at 31 st March 2021
Term Loan	Federal Bank Limited	463.96	-	463.96	226.54	46.30	180.24	**690.50**
Term Loan	ICICI Bank	-	-	-	5,813.13	1,605.74	4,207.39	**5,813.13**
Term Loan & Cash Credit	IDBI Bank Limited	16,134.03	2,500.00	13,634.03	4,087.90	1,308.89	2,779.01	**20,221.93**
Term Loan	Karnataka Bank	1,705.92	1,000.00	705.92	1,006.26	327.52	678.74	**2,712.18**
Term Loan	Karur Vysya Bank	1,918.83	1,250.00	668.83	512.89	150.45	362.44	**2,431.72**
Term Loan	Punjab & Sind Bank	3,986.63	3,200.00	786.63	2,669.31	714.24	1,955.07	**6,655.94**
Term Loan & Cash Credit	Punjab National Bank	38,214.36	1,500.00	36,714.36	6,095.69	2,394.31	3,701.38	**44,310.05**
Term Loan	SIDBI	17,291.37	7,750.00	9,541.37	5,382.50	1,618.82	3,763.68	**22,673.87**
Term Loan	South Indian Bank	1,501.74	1,500.00	1.74	867.41	361.22	506.19	**2,369.15**
Term Loan	State Bank of India	29,019.44	937.50	28,081.94	4,601.60	3,122.15	1,479.45	**33,621.04**
Term Loan	Uco Bank	17,030.89	15,999.55	1,031.34	4,645.37	2,689.82	1,955.55	**21,676.26**
Term Loan	Union Bank of India	21,163.53	6,937.50	14,226.03	9,269.06	3,643.73	5,625.33	**30,432.59**
	Total	**250,069.94**	**65,527.59**	**184,542.35**	**79,533.00**	**30,895.01**	**48,638.00**	**329,602.94**

(Also Refer Note 22A)

Nature of Borrowings	Name of Lender	Period of delay (as at March 31, 2020)						
		Principal Overdue	1-183 days	Above 183 days	Interest Overdue (Interest / Additional / Penal)	1-183 days	Above 183 days	Total Overdue as at March 31, 2020
Term Loan	Andhra Bank	6,783.53	4,687.50	2,096.03	-	-	-	**6,783.53**
Term Loan & Cash Credit	Bank of Baroda	19,054.88	10,840.47	8,214.41	1,343.57	1,343.57	-	**20,398.45**
Term Loan, WCDL & Cash Credit	Bank of India	21,707.31	-	21,707.31	3,149.25	3,120.39	28.86	**24,856.56**
Term Loan	Bank Of Maharashtra	1,683.18	384.97	1,298.21	2,517.55	1,919.61	597.94	**4,200.73**
Term Loan	Central Bank of India	5,730.66	5,730.66	-	2,302.43	1,856.76	445.67	**8,033.09**
Term Loan	Corporation Bank	4,333.87	4,333.87	-	368.97	368.97	-	**4,702.84**
Term Loan	Federal Bank Limited	483.87	-	483.87	135.60	109.33	26.27	**619.47**
Term Loan	ICICI Bank	-	-	-	2,592.83	1,924.88	667.95	**2,592.83**
Term Loan & Cash Credit	IDBI Bank Limited	11,134.03	2,500.00	8,634.03	1,937.06	1,561.52	375.54	**13,071.09**
Term Loan	Karnataka Bank	1,062.04	441.59	620.45	388.10	367.86	20.24	**1,450.14**
Term Loan	Karur Vysya Bank	998.25	842.00	156.25	218.48	171.07	47.41	**1,216.73**
Term Loan	Oriental Bank of Commerce	3,232.36	-	3,232.36	1,590.67	1,264.86	325.81	**4,823.03**
Term Loan	Punjab & Sind Bank	1,959.35	1,959.35	-	1,262.26	1,072.06	190.20	**3,221.61**
Term Loan & Cash Credit	Punjab National Bank	24,677.00	-	24,677.00	2,788.45	2,246.90	541.55	**27,465.45**
Term Loan	SIDBI	5,248.54	4,700.29	548.25	2,130.30	2,130.30	-	**7,378.84**
Term Loan	South Indian Bank	982.26	982.26	-	155.95	155.95	-	**1,138.21**
Term Loan	State Bank of India	17,652.99	7,324.59	10,328.40	1,760.60	1,760.60	-	**19,413.59**
Term Loan	Syndicate Bank	8,090.04	6,533.04	1,557.00	4,702.28	3,686.60	1,015.68	**12,792.32**
Term Loan	UCO Bank	4,000.00	4,000.00	-	651.46	651.46	-	**4,651.46**
Term Loan	Union Bank of india	2,973.98	-	2,973.98	2,296.52	1,758.82	537.70	**5,270.50**
Term Loan	United Bank of India	2,821.60	1,884.10	937.50	219.41	176.42	42.99	**3,041.01**
	Total	**144,609.74**	**57,144.69**	**87,465.05**	**32,511.74**	**27,647.93**	**4,863.81**	**177,121.48**

21.8 None of the above term loans have been guaranteed by the any director of the group companies.

(Amount in Rs. Lakh, unless otherwise stated)

22. Subordinated Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Subordinated Liabilities Measured at Amortised Cost		
Unsecured		
- Term Loan From Bank (Refer Note 22.1)	**34,274.18**	34,719.83
- Debentures (Refer Note 22.2)	**21,860.91**	21,754.87
Total	**56,135.09**	56,474.70
Subordinated Liabilities in India	**56,135.09**	56,474.70
Subordinated Liabilities outside India	**-**	-
Total	**56,135.09**	56,474.70

Above unsecured term loan(s) from banks and debentures are subordinated in nature and qualify for inclusion in Tier II capital fund for the computation of Capital to Risk Assets Ratio ("CRAR") of the NBFC subsidiary company.

Subordinated Liabilities outstanding are net of prepaid expenses.

22.1 Subordinated Liabilities - Unsecured Term Loans From Banks

Repayment Term	Sanctioned Tenure	As at March 31, 2021	As at March 31, 2020
Bullet	Over 60 Months	**34,274.18**	34,719.83
	37 to 60 Months	**-**	-
	13 to 36 Months	**-**	-
	0 to 12 Months	**-**	-
Total		**34,274.18**	34,719.83

The pricing of the above loans availed are at the rate of respective Bank's Base Rate plus a margin up to 1.65% to 2.75% (March 31, 2020: 1.65% to 2.75%).

22.2 Subordinated Liabilities - Privately Placed Unsecured Redeemable Non-Convertible Debentures

S. No.	Coupon Rate	As at March 31, 2021	As at March 31, 2020	Date of Allotment	Redemption Due On
1	10.68% (Refer Note 22.4 (b))	**9,936.77**	9,970.46	30-Sep-15	30-Apr-21
2	12.20%	**4,968.39**	4,901.30	12-Oct-12	12-Oct-22
3	12.20%	**4,173.45**	4,111.67	21-Jan-13	21-Jan-23
4	12.00%	**794.94**	786.93	25-Feb-13	25-Feb-23
5	12.05%	**1,987.36**	1,984.51	28-Mar-13	28-Mar-23
Total		**21,860.91**	21,754.87		

22.3 None of the above term loans have been guaranteed by directors of the any Group company.

22.4 (a) There is no default as on the balance sheet date in repayment of above term loans and interest thereon except in Religare Finvest Limited, a subsidiary of the Company ("RFL"). In RFL there are default as on the Balance Sheet date (i.e. March 31, 2021) in repayment of loans and interest under Term Loan from Banks (Refer Note 21.7).

(b) RFL borrowed funds from Axis Bank Limited through issuance of Unsecured Rated Listed Redeemable Non-Convertible Subordinated Debentures of Series LIII (53) ("NCDs") issued on private placement basis of Rs 1,000,000 each for cash at par for up to Rs 10,000 Lakh and allotted on September 30, 2015. The Debentures carried a coupon rate of 10.68% p.a. which was payable annually. RFL, year on year, honored its contractual obligation by making annual payments of the interest due on the Debentures to Axis Bank, without default, as has been detailed below:

S. No.	Due Date	Date of Payment	Amount (Rs in Lakh)
1	30-Sep-16	30-Sep-16	1,068
2	30-Sep-17	30-Sep-17	1,068
3	30-Sep-18	30-Sep-18	1,068
4	30-Sep-19	30-Sep-19	1,068
5	30-Sep-20	30-Sep-20	1,068

The maturity of these NCDs was due on April 30, 2021 however on the maturity date, due to significant ALM mismatches, RFL was not in a position to pay and consequently, has not paid the total outstanding of Rs 10,620 Lakh comprising of principal of Rs 10,000 Lakh and interest of Rs 620 Lakh.

RFL has serviced prior intimation of expected default to Axis Bank Limited vide letter dated April 13, 2021 and other requisite disclosure to the stock exchanges as per the applicable norms was also done. Axis Bank Limited has advised that RFL must abide by the terms and conditions governing the underlying debenture and make good the payment. In the event of any failure on part of the RFL to comply with the requisition, the Bank reserves the right to explore all legal remedies available to secure its interest.

Subsequent to due date, the requisite disclosure / intimation of default to all stock exchanges, debenture trustee, rating agency, etc. was done by RFL. Due to the aforesaid default, India Rating has downgraded the rating on Lower Tier-2 debt from IND C to IND D. Axis Trustee has intimated vide their letter dated May 3, 2021 that they are in the process to nominate a nominee director, representing the debenture holders, on the Board of RFL.

22A Debt Restructuring Plan ("DRP") of Religare Finvest Limited

Religare Finvest Limited ("RFL") is facing significant asset liability mismatches as a a result of misappropriation and embezzlement of company's funds under the control of erstwhile promoters. The misappropriation happened by way of corporate loan book, Strategic Credit Capital Private Limited ("SCCPL") related exposure, loans to Zee Group, investment in OSPL and fixed deposits with Lakshmi Vilas Bank ("LVB") etc. RFL has made a provision / written off these amounts except its fixed deposits with LVB (Now DBS Bank India Limited) as a result of which it has suffered huge losses and the required Owned Funds, CRAR etc. have turned negative. During the year ended March 31, 2020, RFL proposed its Debt Restructuring Plan ("DRP") to the lenders with the cut-off date of April 1, 2019 in terms of Reserve Bank of India ("RBI") circular on Prudential Framework for Resolution of Stressed Assets dated June 7, 2019 to realign its debt with cash flows. The said DRP was approved by the requisite majority of lenders and the payments to lenders were being made in accordance with the proposed DRP. However, RBI did not accede to the request of TCG as investor in RFL in the month of March, 2020. Thereafter, RFL made a further payment of Rs 83,708.26 Lakh to its lenders in March, 2020.

RFL has proposed its revised DRP alongwith the Company, continuing as its promoter / investor and has made a payment of Rs 41,510 Lakh to its lenders during the year (excluding Rs 8,764 Lakh lying with State Bank of India as at March 31, 2020). RFL has received a letter dated June 3, 2021 from State Bank of India stating that the proposal is under consideration on merit (with REL as a shareholder) and will be considered if it is in compliance of RBI circular dated June 7, 2019 subject to necessary internal approvals by all Consortium Lenders. RFL along with the Company is working towards its revival and removal of Corrective Action Plan by RBI (Refer Note 45(VIII)). Accordingly, the financial statements of RFL have been prepared on going concern basis.

(Amount in Rs. Lakh, unless otherwise stated)

23. Other Financial Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Interest Accrued and Due	**-**	17.39
Interest Accrued but not Due	**80,473.73**	33,472.75
Unclaimed Debenture Refund and Interest Thereon	**100.51**	112.63
Unclaimed Amount of Policy Holders	**-**	229.39
Book Overdraft	**0.01**	15.78
Security Deposits (Including Margin for Vehicles)	**2,799.83**	2,795.00
Debt Service Reserve ("DSR") and Other Accounts	**524.08**	613.14
Margin Deposits From Clients	**22,151.37**	10,907.82
Creditors for Expenses / Expenses Payable^	**8,186.57**	5,252.65
Payable For Assignment and Securitisation Transactions	**2,042.00**	1,613.70
Claims Outstanding (Insurance Business)	**38,388.08**	26,255.21
Margin for Vehicle	**16.98**	16.98
Lease Liability	**5,052.76**	9,557.04
Liability towards Capital Commitment / Settlement*	**894.85**	15,300.00
Financial Liability Towards Contingency**	**1,209.07**	673.99
Other Liabilities	**5,800.26**	5,926.28
Total	**167,640.10**	112,759.75

^ The amount also includes balance of Micro and Small Enterprises of Rs. 35.89 Lakh (March 31, 2020 : Rs 60.36 Lakh). Also refer Note no 52 (a).

*During the previous years, two non resident shareholders of Religare Finvest Limited (RFL), a subsidiary of the Company, had exercised their right of put option requiring the Company to acquire their shareholding in RFL and had filed petitions in Delhi High Court for seeking various reliefs. Accordingly, a contingent liability of Rs. Nil (previous year Rs. 84,182.34 Lakh) was disclosed. On February 11, 2020, the Company, entered into Share Purchase Agreements (“SPA”) for acquisition of 37,641,204 equity shares of RFL constituting 14.36% shareholding of RFL from the said non resident shareholders. Further, Consent Term Agreements had been entered amongst the parties to amicably settle all the existing disputes initiated by the said non resident shareholders against the Company and RFL. The Company deposited a sum of Rs. 894.85 Lakh with the Court in accordance with the terms set out therein. The Company obtain the permission of the competent government authority to transfer the Settlement Amount. The process to transfer this settlement amount as per terms of SPA has been initiated.

Accordingly, in terms of the SPA, 14.36% stake of RFL was acquired for a consideration of Rs. 4,705 Lakh and RFL became a wholly owned subsidiary of the Company on February 28, 2020.

For previous year’s amount please refer Note 54(b).

** Refer Note 45(a)(II)

24. Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for Employee Benefits		
- Gratuity	**215.93**	1,284.49
- Leave Encashment	**1,129.21**	1,014.82
Total	**1,345.14**	2,299.31

(Amount in Rs. Lakh, unless otherwise stated)

25. Other Non Financial Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Statutory Due Payable	**11,981.90**	8,175.36
Advances From Customers / Clients	**3,681.66**	3,184.01
Unexpired Risk Reserve ("URR")* (Including 'Premium Deficiency Reserve' Rs 13,587.82 Lakh (March 31, 2020: Rs 2,445.62 Lakh)	**107,515.61**	71,237.44
Other Liabilities	**1,405.42**	1,408.20
Unallocated Premium	**7,932.70**	7,102.66
Premiums Received in Advance	**5,719.86**	6,111.77
Others	**19.18**	19.51
Total	**138,256.33**	97,238.95

* Unexpired Risk Reserve represents that part of the net written premium (i.e. premium, net of reinsurance ceded) which is attributable to, and set aside for subsequent risks to be borne by the Company under contractual obligations on contract period basis.

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	**71,237.44**	57,034.87
Less:-Amount utilized during the year	**71,237.44**	57,034.87
Add:-Provision made during the year	**107,515.61**	71,237.44
Closing Balance	**107,515.61**	71,237.44

26. Equity Share Capital

Particulars	As at March 31, 2021	As at March 31, 2020
Authorized Capital		
654,450,000 (March 31, 2020: 654,450,000) Equity Shares of Rs 10 each	**65,445.00**	65,445.00
Total	**65,445.00**	65,445.00
Issued, subscribed and paid up		
259,413,902 (March 31, 2020: 258,128,152) Equity Shares of Rs 10 each fully paid up	**25,941.39**	25,812.82
Total	**25,941.39**	25,812.82

26.1 Reconciliation of the shares outstanding at the beginning and at the end of reporting period

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number	Amount	Number	Amount
Equity Shares of 10 each Fully Paid Up				
Balance as at the beginning of the year	**258,128,152**	**25,812.82**	216,942,733	21,694.27
Add: Shares issued during the year	**1,285,750**	**128.57**	41,185,419	4,118.55
Balance as at the end of the year	**259,413,902**	**25,941.39**	258,128,152	25,812.82

(Amount in Rs. Lakh, unless otherwise stated)

26.2 The rights, preferences and restrictions attaching to equity shares including restrictions on the distribution of dividends and the repayment of capital is as under:

The Company has only one class of equity shares having a face value of Rs 10 per share. Each shareholder is entitled to one vote per share held. Dividend, if any, declared is payable in Indian Rupees. The dividend proposed, if any, by the Board of the Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of Interim Dividend. In the event of the liquidation of the Company, the holder of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of the number of the equity shares held by the equity share holders.

Reserve Bank of India ("RBI"), vide letter dated April 05, 2019, has advised the Company to stop paying dividends till further order. In relation to the Supervisory Concerns issued by the RBI to the Company in December, 2019 w.r.t the Inspection as at March 31, 2019 carried under Section 45N of the Reserve Bank of India Act, the Company has suitably submitted the compliance. The Company continues to be barred from declaring dividends as per said RBI letter issued in December, 2019.

26.3 Details of the shareholders holding more than 5% of the aggregate shares in the Company:

Name of the Shareholder	**As at March 31, 2021**		As at March 31, 2020	
	No. of Shares held	**% of Holding**	No. of Shares held	% of Holding
Equity Shares				
(i) Puran Associates Private Limited	**18,164,432**	**7.00**	18,164,432	7.04
(ii) Chandrakantarock Builders And Developers Private Limited	**15,719,304**	**6.06**	-	-
(iii) Resilient India Growth Fund	**-**	**-**	17,638,579	6.83
(iv) Investment Opportunities V Pte. Limited	**17,638,579**	**6.80**	-	-
(v) Win Sure Trade Invest Private Limited, Rock Builders And Developers Private Limited (on behalf of Chandrakanta Enterprise)	**-**	**-**	14,659,304	5.68

26.4 There are no securities that are convertible into equity / preference shares other than employee stock options issued by the Company.

26.5 During the period of five years immediately preceding the Balance Sheet Date, the Company has not:

(a) allotted any share as fully paid up pursuant to contract without payment being received in cash;

(b) allotted any share as fully paid up by way of bonus shares; and

(c) bought back any share.

26.6 No share was forfeited by the Company during the year.

26.7 Preference Share Capital

Particulars	**As at March 31, 2021**	As at March 31, 2020
Authorized Capital		
162,000,000 (March 31, 2020: 162,000,000) Redeemable Preference Shares of Rs 10 each	**16,200.00**	16,200.00
Total	**16,200.00**	16,200.00

(Also refer Note 21.5)

26.8 Subsequent to the balance sheet date, the Board of Directors of the Company at its meeting held on June 08, 2021 has approved, subject to the approval of the shareholders and other requisite approvals, raising of funds through preferential issue of equity shares by issuing up to 54,156,761 (Five Crore Forty One Lakh Fifty Six Thousand Seven Hundred Sixty One) equity shares of the Company at an issue price of Rs 105.25 per share (including premium of Rs 95.25 per share) aggregating upto Rs 57,000 Lakh on a preferential basis. The Extraordinary General Meeting ("EGM") for approval of shareholders in the matter is scheduled to be held on July 03, 2021.

(Amount in Rs. Lakh, unless otherwise stated)

27. Other Equity

	Particulars	As at March 31, 2021	As at March 31, 2020
(A)	**Securities Premium Reserve**		
	Opening Balance	**387,281.98**	368,158.87
	Add : Securities premium credited on share issue	**17,040.17**	19,123.11
	Closing Balance	**404,322.15**	387,281.98
(B)	**Capital Redemption Reserve**		
	Opening Balance	**1,123.14**	1,123.14
	Closing Balance	**1,123.14**	1,123.14
(C)	**Capital Reserve arising out of Composite Scheme of Arrangement**		
	Opening Balance	**6,525.65**	6,525.65
	Closing Balance	**6,525.65**	6,525.65
(D)	**Capital Reserve on Consolidation**		
	Opening Balance	**8,882.34**	8,882.34
	Closing Balance	**8,882.34**	8,882.34
(E)	**General Reserve**		
	Opening Balance	**24,988.95**	24,988.95
	Closing Balance	**24,988.95**	24,988.95
(F)	**Statutory Reserve**		
	Opening Balance	**35,660.38**	35,575.61
	Add: Transfer from retained earnings (Net of NCI)	**1,440.06**	84.77
	Closing Balance	**37,100.44**	35,660.38
(G)	**Short / (Excess) Payment for Shares in Subsidiaries Post Getting Control**		
	Opening Balance	**(4,493.14)**	(3,261.56)
	Add: Changes during the year	**265.88**	(1,231.58)
	Closing Balance	**(4,227.26)**	(4,493.14)
(H)	**Employee Stock Option Reserve**		
	Opening Balance	**3,303.44**	1,254.31
	Add: Changes during the year	**(1,103.63)**	2,049.13
	Closing Balance	**2,199.81**	3,303.44
(I)	**Foreign Currency Translation Reserve**		
	Opening Balance	**2,630.06**	2,638.29
	Add / (Less): Changes during the year	**2.71**	(8.23)
	Closing Balance	**2,632.77**	2,630.06
(J)	**Money Received Against Share Warrants**		
	Opening Balance	**-**	9,546.11
	Amount Received During the year	**-**	16,154.98
	Less: Transfer to Reserve on Forfeiture of Share Warrant	**-**	(4,161.12)
	Less: Utilised toward Equity Shares Allotments	**-**	(21,539.97)
	Closing Balance	**-**	-

	Particulars	As at March 31, 2021	As at March 31, 2020
(K)	**Reserve on Forfeiture of Share Warrant**		
	Opening Balance	**4,161.12**	-
	Add: Changes during the year	**-**	4,161.12
	Closing Balance	**4,161.12**	4,161.12
(L)	**Impairment Reserve**		
	Opening Balance	**9,985.77**	-
	Add: Changes during the year	**6,289.20**	9,985.77
	Closing Balance	**16,274.97**	9,985.77
(M)	**Surplus / (Deficit) in the Statement of Profit and Loss**		
	Opening Balance	**(496,958.56)**	(393,805.77)
	Add: Net Profit / (Loss) For The Year	**(50,846.13)**	(93,246.95)
	Add / (Less): Adjustment due to change in NCI	**17,844.19**	164.70
	Less: Transfer to Impairment Reserve	**(6,289.20)**	(9,985.77)
		(536,249.70)	(496,873.79)
	Less: Appropriations		
	Transfer to Statutory Reserve (Net of NCI)	**(1,440.06)**	(84.77)
	(I) Total Profit / (Loss)	**(537,689.76)**	(496,958.56)
	Other Comprehensive Income ("OCI")		
	Opening Balance	**1,197.64**	(15.26)
	Add / (Less): Movement in OCI during the year		
	● Remeasurement Gain or (Loss) on Defined Benefit Plans (Net of Tax)	**547.05**	(861.94)
	● Fair Value Gain / (Loss) on Equity Instruments Designated as FVTOCI	**(87.11)**	101.35
	● Net Gain / (Loss) on Debt Securities FVTOCI	**2,406.21**	2,152.57
	Add / (Less): Share of NCI and Adjustment due to change in NCI	**(1,008.14)**	(179.08)
	(II) Total OCI	**3,055.65**	1,197.64
	Total Comprehensive Income (I + II)	**(534,634.11)**	(495,760.92)
	Total Other Equity	**(30,650.03)**	(15,711.23)

27.1 The Description of the nature and purpose of each reserve within other equity are as follows:

(i) Securities Premium Reserve

Securities premium reserve is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc.

(ii) Capital Redemption Reserve ("CRR")

Capital Redemption Reserve are the reserve mainly created on buy back of the equity shares by few subsidiary companies in past. CRR cannot be used to pay the dividends.

(iii) Capital Reserve arising out of Composite Scheme of Arrangement

In past some subsidiary companies was merged with the Company. The difference between the amounts recorded as investments of the Company and the amount of share capital and share premium of amalgamating subsidiary companies are reported as "Capital Reserve arising out of Composite Scheme of Arrangement".

(iv) Capital Reserve on Consolidation

This reserves created during business combination for the gain on bargain purchase.

(v) General Reserve

It is a free reserve which is created by

(1) appropriation from profits of the current year and / or undistributed profits of previous years, before declaration of dividend duly complying with any regulations in this regard; and

(2) transfer from the balances in the other reserves that are no more required.

(vi) Statutory Reserve

NBFC companies of the Group need to transfer a part of profit to this reserve as per Prudential Norms of RBI / NHB.

(vii) Short / (Excess) Payment for Shares in Subsidiaries Post Getting Control

It reports the excess amount paid, over face value of the shares, by the Company to acquire the equity shares of its subsidiary from the non-controlling interest share holders.

(viii) Employee Stock Option Reserve

The difference between fair value and exercise price of the equity settled share based payment transactions with employees is recognised in Statement of Profit and Loss with corresponding credit to Employee Stock Options Reserve.

(ix) Foreign Currency Translation Reserve

Foreign Currency Translation Reserve represents the exchange rate variation on the reporting date in respect of Subsidiary (ies) of the Company, being non-integral foreign operation.

(x) Impairment Reserve

In NBFCs / ARCs, if impairment allowance (i.e. expected credit loss), on the loan books, under Ind AS 109 is lower than the provisioning required under prudential norms on Income Recognition, Asset Classification and Provisioning ("IRACP"), an amount equel to that difference is appropriated from their net profit or loss after tax to this reserve. It is mandated by the Reserve Bank of India ("RBI"), vide its Circular No. RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019-20 dated March 13, 2020.

The balance in the 'Impairment Reserve' shall not be reckoned for regulatory capital. Further, no withdrawals shall be permitted from this reserve without prior permission from the Department of Supervision, RBI. (Refer Note 2.1 (vi))

28 Non Controlling Interest

(Amount in Rs. Lakh, unless otherwise stated)

The following table summarises the financial information relating to subsidiaries that have non controlling interests:

Particulars	Total		Religare Health Insurance Company Limited		Religare Finvest Limited*		Religare Housing Development Finance Corporation Limited	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Country of Incorporation / Place of Business			India		India		India	
Proportion of Non Controlling Interest (%)			29.29%	11.05%	-	-	12.50%	12.50%
(A) Balance Sheet								
Financial Assets	333,946.95	255,219.13	285,263.78	193,691.54	-	-	48,683.16	61,527.59
Non-financial Assets	19,286.73	12,779.65	18,311.76	11,639.08	-	-	974.96	1,140.57
Financial Liabilities	(89,833.31)	(93,934.89)	(61,434.72)	(51,644.68)	-	-	(28,398.59)	(42,290.21)
Non-Financial Liabilities	(133,537.46)	(92,494.87)	(133,373.75)	(92,297.76)	-	-	(163.71)	(197.11)
Net Assets	**129,862.90**	**81,569.02**	**108,767.08**	**61,388.18**	**-**	**-**	**21,095.83**	**20,180.84**
Share Application Money from NCI	**-**	**22.53**	**-**	**22.53**	**-**	**-**	**-**	**-**
Carrying Amount of Non Controlling Interest	**34,490.80**	**9,328.03**	**31,853.82**	**6,805.42**	**-**	**-**	**2,636.98**	**2,522.60**

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
(B) Statement of Profit and Loss								
Total Income	198,696.10	218,854.46	190,444.79	165,392.01	-	43,278.72	8,251.31	10,183.73
Profit / (Loss) For The Year	10,985.99	(82,410.70)	10,074.48	6,733.96	-	(89,676.22)	911.51	531.56
Other Comprehensive Income (Net of Tax)	2,432.46	1,660.08	2,428.95	1,885.66	-	(181.15)	3.52	(44.43)
Total Comprehensive Income For The Year	**13,418.45**	**(80,750.61)**	**12,503.43**	**8,619.62**	**-**	**(89,857.37)**	**915.03**	**487.13**
Attributable to Non Controlling Interests:								
Profit / (Loss) For The Year	3,064.38	(10,550.61)	2,950.44	744.05	-	(11,396.00)	113.94	101.34
Other Comprehensive Income (Net of Tax)	711.79	193.17	711.35	208.35	-	(18.27)	0.44	3.09
Total Comprehensive Income For The Year	**3,776.17**	**(10,357.44)**	**3,661.79**	**952.40**	**-**	**(11,414.27)**	**114.38**	**104.43**
(C) Cash Flow Statement (Standalone Companies)								
Net Cash Generated / (Used) from / in Operating Activities	54,183.36	187,235.45	38,629.93	34,530.85	-	139,622.12	15,553.43	13,082.48
Net Cash Generated / (Used) from / in Investing Activities	(73,855.70)	(60,298.90)	(72,212.72)	(39,635.58)	-	(23,554.12)	(1,642.98)	2,890.80
Net Cash Generated / (Used) from / in Financing Activities	18,462.10	(113,214.09)	32,561.14	4,558.77	-	(100,421.51)	(14,099.04)	(17,351.35)
Net Increase / (Decrease) in Cash and Cash Equivalents	**(1,210.24)**	**13,722.46**	**(1,021.65)**	**(545.96)**	**-**	**15,646.49**	**(188.59)**	**(1,378.07)**
(D) Dividend Paid to Non Controlling Interest	-	-	-	-	-	-	-	-

* 14.36% stake of Religare Finvest Limited ("RFL") was acquired from the Non-Controlling Investors and RFL became a wholly owned subsidiary of the Company w.e.f. February 28, 2020.

(Amount in Rs. Lakh, unless otherwise stated)

29. Interest Income (Revenue From Operations)*

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Income From Lending Activities	**34,113.13**	47,955.24
Interest Income on Fixed Deposits with Banks	**1,986.15**	1,691.35
Interest Income on Delayed Payments / Charges for Delayed Payments	**1,150.99**	2,381.76
Interest Income on Investments	**16,517.64**	11,403.94
Total	**53,767.91**	63,432.29

***Breakup of Interest Income:**

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
(A) On Financial Assets Measured at Amortised Cost		
Income From Lending Activities	**34,113.13**	47,955.24
Interest Income on Fixed Deposits with Banks	**1,969.77**	1,638.28
Interest Income on Delayed Payments / Charges for Delayed Payments	**1,150.99**	2,381.76
Interest Income on Investments	**5,377.57**	144.57
Subtotal (A)	**42,611.46**	52,119.85
(B) On Financial Assets Measured at Fair Value Through Profit and Loss ("FVTPL")		
Income From Lending Activities	**-**	-
Interest Income on Fixed Deposits with Banks	**16.38**	53.07
Interest Income on Delayed Payments / Charges for Delayed Payments	**-**	-
Interest Income on Investments	**453.15**	55.92
Subtotal (B)	**469.53**	108.99
(C) On Financial Assets Measured at Fair Value Through OCI ("FVTOCI")		
Income From Lending Activities	**-**	-
Interest Income on Fixed Deposits with Banks	**-**	-
Interest Income on Delayed Payments / Charges for Delayed Payments	**-**	-
Interest Income on Investments	**10,686.92**	11,203.45
Subtotal (C)	**10,686.92**	11,203.45
Total (A+B+C)	**53,767.91**	63,432.29

(Amount in Rs. Lakh, unless otherwise stated)

30. Fee and Commission Income

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Commission Income From Reinsurance (Net)	-	2,217.01
Other Commission Income	701.84	1,187.81
Total	**701.84**	3,404.82

30A Net Gain on Fair Value Changes

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Net Gain on Fair Value Changes (Refer Notes 30A.1 and 36.1)	35.08	-
Total	**35.08**	-

30A.1 Gain / (Loss) on Fair Value Changes#

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
(A) Net Gain / (Loss) on Financial Instruments at Fair Value Through Profit or Loss		
(i) On Trading Portfolio		
- Investments	35.08	-
- Others	-	-
(ii) On Financial Instruments Designated at Fair Value Through Profit or Loss	-	-
(B) Others	-	-
Total Net Gain on Fair Value Changes (A+B) (C)	**35.08**	-
(D) Fair Value Changes		
- Realised	74.77	-
- Unrealised	(39.69)	-
Total (D)	**35.08**	-

Fair value changes in this schedule are other than those arising on account of accrued interest income / expense.

31. Revenue From Sale of Services

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Income From Broking Operations^	20,484.63	16,795.63
Income From Advisory Services	-	11.40
Total	**20,484.63**	16,807.03

^ Net of Stamp Duty Expense Rs 193.69 Lakh (March 31, 2020: Rs 728.50 Lakh) and Exchange Transaction Fees Rs 1,171.24 Lakh (March 31, 2020: Rs 892.33 Lakh).

(Amount in Rs. Lakh, unless otherwise stated)

32. Other Revenue From Operations

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Income From Insurance Premium (Net of Premium on Re-insurance ceded)	**172,946.95**	150,779.11
Profit on Sale/Redemption of Investments (Net)	**446.15**	509.88
Gain on Rent Concession (Refer Note 49)	**102.10**	-
Other Income	**192.25**	597.63
Total	**173,687.45**	151,886.62

33. Other Income

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Balances Written Back (Net)	**306.18**	185.30
Income From Support Services	**0.55**	67.20
Interest Income From Fixed Deposits With Banks*	**7.46**	21.93
Profit on Derecognition of Property, Plant and Equipment (Net)	**36.18**	84.13
Profit on Sale/Redemption of Investments (Net)	**15.06**	526.04
Interest Income From Investments (Refer Note 33.1)	**546.02**	582.86
Interest Income on Others	**2,039.64**	1,662.67
Income towards ARC transation (Net)	**423.22**	549.73
Miscellaneous Income	**995.72**	532.01
Total	**4,370.03**	4,211.87

* On Financial Assets measured at Amortised Cost.

33.1 Interest Income From Investments (Other Income)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
(A) On Financial Assets Measured at Amortised Cost	**546.02**	503.38
(B) On Financial Assets Measured at Fair Value Through Profit and Loss ("FVTPL")	**-**	79.48
(C) On Financial Assets Measured at Fair Value Through OCI ("FVTOCI")	**-**	-
Total	**546.02**	582.86

(Amount in Rs. Lakh, unless otherwise stated)

34. Finance Costs

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Interest on:		
Borrowings	**62,958.00**	76,172.68
Subordinated Liabilities	**7,668.20**	6,679.21
Liability Portion of Preference Shares	**399.39**	359.82
Client Margins	**135.08**	190.43
Lease Liabilities	**826.80**	1,054.82
Others	**4.23**	22.39
Loan Review Charges	**22.71**	33.60
Bank Guarantee Commission and Other Charges	**477.89**	413.16
Total	**72,492.30**	84,926.11

Note: The entire finance costs are on the financial liabilities measured at Amortised Cost.

35. Fee and Commission Expenses

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Commission Expense On Reinsurance (Net)	**2,538.73**	-
Commission and Brokerage Expenses	**6,349.41**	4,598.73
Total	**8,888.14**	4,598.73

36. Net Loss on Fair Value Changes

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Net Loss on Fair Value Changes (Refer Notes 36.1 and 30A.1)	**-**	137.50
Total	**-**	137.50

36.1 Gain / (Loss) on Fair Value Changes#

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
(A) Net Gain / (Loss) on Financial Instruments at Fair Value Through Profit or Loss		
(i) On Trading Portfolio		
- Investments	**-**	(137.50)
- Others	**-**	-
(ii) On Financial Instruments Designated at Fair Value Through Profit or Loss	**-**	-
(B) Others	**-**	-
Total Net Gain on Fair Value Changes (A+B) (C)	**-**	(137.50)
(D) Fair Value Changes		
- Realised	**-**	-
- Unrealised	**-**	(137.50)
Total (D)	**-**	(137.50)

Fair value changes in this schedule are other than those arising on account of accrued interest income / expense.

(Amount in Rs. Lakh, unless otherwise stated)

37. Impairment and Loss Allowances on Financial Instruments (Net)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Impairment and Loss Allowances on Financial Instruments Measured at Amortised Cost (Net)		
- Loans	**7,572.83**	4,280.00
- Investments	**2,202.81**	4,792.85
- Trade Receivables	**(455.87)**	115.74
- Others Financial Assets	**300.67**	115.40
Loss on sale of NPA sale to ARC	**-**	26,274.93
Bad Debts and Loans and Balances Written Off	**1,101.09**	2,525.06
Investment Written Off	**-**	467.62
Recovery of Financial Assets Written Off	**(1,278.27)**	(1,147.91)
Total	**9,443.26**	37,423.69

37A Expense Toward Capital Commitment / Settlement

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Expense Toward Capital Commitment/Settlement*	**-**	894.85
Total	**-**	894.85

* Refer foot note of Note 23.

38. Employee Benefit Expenses

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Salaries, Allowances and Bonus	**52,307.10**	45,999.18
Contribution to Provident and Other Funds	**2,911.80**	2,930.37
Share Based Payments to Employees	**1,148.86**	2,303.42
Gratuity and Compensated Absences Expenses	**839.36**	780.89
Staff Welfare Expenses	**1,257.35**	1,143.80
Training and Recruitment Expenses	**90.19**	293.35
Total	**58,554.66**	53,451.01

39. Depreciation and Amortization

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Depreciation (Refer Note 13)	**4,365.40**	4,690.05
Amortization (Refer Note 15)	**1,518.74**	1,394.30
Total	**5,884.14**	6,084.35

(Amount in Rs. Lakh, unless otherwise stated)

40. Other Expenses

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Rent, Rates and Taxes	**829.28**	993.42
Repairs and Maintenance	**1,097.32**	1,204.95
Communication Expenses	**1,856.13**	1,094.64
Printing and Stationery	**502.96**	724.66
Advertisement and Business Promotion	**12,795.15**	12,409.42
Directors' Fees, Allowances and Other Expenses	**126.40**	160.70
Payment to Auditors (Refer Note 40.1)	**162.35**	177.38
Legal and Professional Expenses	**13,961.00**	14,386.02
Insurance	**150.01**	64.38
Support Services Fees	**84.46**	15.55
Loss on Account of Error Trades (Net)	**7.78**	3.97
Digitization Expenses	**98.12**	169.83
Postage and Courier	**84.42**	816.22
Office Expenses	**859.48**	1,486.83
Membership and Subscription Expenses	**612.57**	345.81
Custodial and Stamp Charges	**980.59**	702.89
Transaction Charges	**372.28**	270.38
Travel and Conveyance	**490.32**	3,255.48
Electricity and Water Expenses	**484.54**	634.15
Filing and Registration Fees	**17.63**	19.68
Bank Charges	**807.19**	604.96
Fines and Penalties	**2.34**	7.73
Storage and Warehouse Charges	**103.05**	117.70
Provision Against Non-Financial Assets Made / (Reversed)	**630.32**	2,009.26
Premium Deficiency Reserve	**11,142.21**	2,445.62
Software Expenses	**602.51**	768.53
Goods and Services Tax Expense	**880.39**	1,085.82
Rating Expenses	**47.86**	54.66
Loss on Sale of Assets Acquired in Satisfaction of Debts (Net)	**94.16**	64.32
Amortisation of Excess Interest Spread ("EIS")	**(268.62)**	531.15
Claims and Other Benefits	**95,381.63**	89,194.47
Corporate Social Responsibility Expenses (Refer Note 40.2)	**98.27**	39.62
Loss on foreign currency transaction (Net)	**100.94**	56.49
Expense Towards Contingency (Refer Note No. 45(a)(II))	**535.07**	673.99
Premium/(Amortisation) of Investment (Net)	**399.12**	-
Training Expenses	**727.01**	1,103.93
Miscellaneous Expenses	**665.90**	535.43
Total	**147,522.14**	138,230.04

(Amount in Rs. Lakh, unless otherwise stated)

40.1 Payment to Auditors

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
As Auditor:		
Audit Fees	**134.77**	122.19
Tax Audit Fees	**9.05**	9.46
In other Capacity:		
Fees For Other Services	**13.80**	24.38
For Reimbursement of Expenses	**4.73**	21.35
Total	**162.35**	177.38

40.2 Corporate Social Responsibility ("CSR") Expenses

(a) Gross amount required to be spent by the group companies during the current year is Rs 98.19 Lakh (March 31, 2020: Rs 67.84 Lakh).

(b) Amount spent during

FY 2020-21

Particulars	In cash	Yet to be paid in cash
(i) Construction/acquisition of any asset	**-**	**-**
(ii) On purposes other than (i) above	**98.27**	**-**

FY 2019-20

Particulars	In cash	Yet to be paid in cash
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	39.62	-

(c) Related party transactions during the year in relation to CSR expenditure is Rs Nil (March 31, 2020: Nil)

(d) The Company has not created any provision towards CSR expenditure during the year. Accordingly, the movement in provision during the year is Rs Nil.

(e) During the year RCTL, a subsidairy of the Company was carrying a provision of Rs 18.73 Lakh as unspent CSR provision of previous Financial Years (2015-16 and 2017-18). On the recommendation of Corporate Social Responsibility Committee, the Board of RCTL, vide resolution by circulation dated January 14, 2021, has approved utilization of entire unspent CSR provision of Rs 18.73 Lakh on the Project - Adopting School.

41. Income Tax Expense

a) Income Tax Recognised in Profit and Loss

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
# Current Tax Expense		
Current Tax on Profits for the Year	**1,871.59**	267.77
Tax for Earlier Years (Net)	**(60.13)**	32.14
	1,811.46	299.91
Current Tax Expense booked in Other Comprehensive Income ("OCI")		
- Remeasurement of the defined benefit plans	**8.83**	-
# Deferred Tax Expense		
MAT Credit Entitlement (Created) / Reversed	**171.59**	87.82

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Origination and Reversal of Temporary Differences		
(Incremental) / Decremental Deferred Tax Assets on Account of:		
Expected Credit Losses Allowance	**(49.95)**	(54.36)
Provision for Employee Benefits	**(433.27)**	68.51
Carry Forward Losses	**178.26**	(174.17)
Property, Plant and Equipments	**264.27**	380.61
Other Provisions (including Unexpired Risk Reserve)	**(3,924.47)**	-
Others	**115.42**	94.22
Incremental / (Decremental) Deferred Tax Liability on Account of:		
Other Disallowances / Deduction Under Income Tax	**(97.67)**	83.45
	(3,775.82)	486.08
Total Income Tax Expenses Recognised in Profit and Loss	**(1,964.36)**	785.99

(Refer Note 12)

(Amount in Rs. Lakh, unless otherwise stated)

b) Deferred Tax Related to Items Recognised in OCI During the Year

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Deferred Tax Expense		
Remeasurement on Defined Benefit Plans	**-**	-
Deferred Tax Related to Items Recognised in OCI During the Year	**-**	-

c) The income tax expenses for the year can be reconciled to the accounting profit as follows:

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Profit Before Tax (A)	**(49,746.11)**	(103,011.57)
Computed Tax Expense Based on Applicable Tax Rates to Group Companies (B)	**4,100.88**	2,045.88
Tax Effect of :		
Expenses Disallowed for Tax Purpose	**1,905.37**	2,883.91
Deduction Claimed / Expenses Allowed for Tax Purpose	**(567.09)**	(2,249.78)
Losses Set off	**(3,606.85)**	(2,367.08)
Adjustment of profit according to IRDA regulations	**39.28**	(42.42)
Income taxes related to prior years	**(60.13)**	32.14
Others (Net)	**-**	(2.74)
Current Tax Provision (C)	**1,811.46**	299.91
Deferred Tax Provision (Refer Note 41(a) above) (D)	**(3,775.82)**	486.08
Tax Expenses recognised in Statement of Profit and Loss (C + D) (E)	**(1,964.36)**	785.99

(Amount in Rs. Lakh, unless otherwise stated)

42. Earnings Per Share ("EPS")

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Profit / (Loss) attributable to equity holders (Rs in Lakh)	**(50,846.13)**	(93,246.95)
Diluted effect of the subsidary companies (Rs in Lakh)	**(93.78)**	(163.14)
Diluted Profit / (Loss) attributable to equity holders (Rs in Lakh)	**(50,939.91)**	(93,410.09)
Weighted average number of Equity Shares used for calculating Basic EPS (Nos)	**258,733,196**	235,764,730
Effect of dilutive equivalent share options (Nos)	**-**	-
Total weighted average number of Equity Shares used for calculating Diluted EPS (Nos)	**258,733,196**	235,764,730
Basic Earnings Per Share (Rs)	**(19.65)**	(39.55)
Diluted Earnings Per Share (Rs)	**(19.69)**	(39.62)
Face Value Per Equity Share (Rs)	**10.00**	10.00

43. Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	As at March 31, 2021			As at March 31, 2020		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial Assets						
Cash and Cash Equivalents	**25,064.66**	**-**	**25,064.66**	37,240.19	-	37,240.19
Bank Balance Other Than Above	**125,009.04**	**1,817.83**	**126,826.87**	108,834.88	5.50	108,840.38
Receivables						
- Trade Receivables	**19,097.26**	**130.53**	**19,227.79**	6,746.56	2,633.50	9,380.06
Loans	**84,269.19**	**160,952.29**	**245,221.48**	79,972.39	230,546.71	310,519.10
Investments	**78,562.67**	**240,430.91**	**318,993.58**	42,879.59	159,426.33	202,305.92
Other Financial Assets	**7,284.73**	**7,556.63**	**14,841.36**	15,577.42	6,396.27	21,973.69
Non-financial Assets						
Inventories	**49.94**	**-**	**49.94**	46.54	-	46.54
Current Tax Assets (Net)	**23,481.33**	**4,159.42**	**27,640.75**	23,042.05	5,225.37	28,267.42
Deferred Tax Assets (Net)	**-**	**55,761.56**	**55,761.56**	-	51,959.19	51,959.19
Property, Plant and Equipments	**-**	**6,989.58**	**6,989.58**	-	12,522.75	12,522.75
Goodwill	**-**	**972.04**	**972.04**	-	972.04	972.04
Other Intangible Assets	**-**	**3,722.28**	**3,722.28**	-	4,002.08	4,002.08
Intangible Assets Under Development	**-**	**1,220.28**	**1,220.28**	-	1,323.82	1,323.82
Other Non-Financial Assets	**24,875.39**	**1,149.59**	**26,024.98**	22,814.98	849.70	23,664.68
Total Assets	**387,694.21**	**484,862.94**	**872,557.15**	337,154.60	475,863.26	813,017.86

Particulars	As at March 31, 2021			As at March 31, 2020		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
LIABILITIES						
Financial Liabilities						
Payables						
- Trade Payables						
(i) total outstanding dues of micro enterprises and small enterprises	**99.70**	**-**	**99.70**	2.07	-	2.07
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	**32,021.42**	**296.00**	**32,317.42**	27,945.67	745.15	28,690.82
- Other Payables						
(i) total outstanding dues of micro enterprises and small enterprises	**108.92**	**-**	**108.92**	83.27	-	83.27
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	**13,492.34**	**-**	**13,492.34**	16,882.82	-	16,882.82
Borrowings (Other than Debt Securities)	**343,578.02**	**89,262.86**	**432,840.88**	275,873.48	203,283.07	479,156.55
Subordinated Liabilities	**34,921.36**	**21,213.73**	**56,135.09**	-	56,474.70	56,474.70
Other Financial Liabilities	**164,216.59**	**3,423.51**	**167,640.10**	93,330.22	19,429.53	112,759.75
Non-Financial Liabilities						
Current Tax Liabilities (Net)	**512.52**	**-**	**512.52**	-	-	-
Provisions	**742.38**	**602.76**	**1,345.14**	1,764.38	534.93	2,299.31
Deferred Tax Liabilities (Net)	**-**	**26.55**	**26.55**	-	-	-
Other Non-Financial Liabilities	**138,255.83**	**0.50**	**138,256.33**	97,238.45	0.50	97,238.95
Total Liabilities	**727,949.08**	**114,825.91**	**842,774.99**	513,120.36	280,467.88	793,588.24
Net	**(340,254.87)**	**370,037.03**	**29,782.16**	(175,965.76)	195,395.38	19,429.62

With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

Where there is breach of a material provision of a long term loan arrangement on or before the end of the reporting period with the effect that liability becomes payable on demand on the reporting date, the Group does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the Financial Statements for issue, not to demand payment as a consequence of breach.

(Amount in Rs. Lakh, unless otherwise stated)

44. **Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures.**

Name of the Entity	As at March 31, 2021							
	Net Assets (Total Assets minus Total Liabilities^)		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount (Rs in Lakhs)	As a % of Consolidated Profit or (Loss)	Amount (Rs in Lakhs)	As a % of Consolidated Other Comprehensive Income	Amount (Rs in Lakhs)	As a % of Consolidated Total Comprehensive Income	Amount (Rs in Lakhs)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Parent								
Religare Enterprises Limited	-3353.79%	157,917.58	-12.59%	6,399.70	1.93%	41.69	-13.23%	6,441.39
Subsidiaries - Indian								
Religare Finvest Limited	1114.08%	(52,457.68)	113.19%	(57,551.49)	11.21%	241.80	117.71%	(57,309.69)
Religare Commodities Limited	-133.70%	6,295.56	-0.72%	366.92	0.00%	-	-0.75%	366.92
Religare Housing Development Finance Corporation Limited	-448.02%	21,095.82	-1.79%	911.50	0.16%	3.52	-1.88%	915.02
Care Health Insurance Limited (formerly known as Religare Health Insurance Company Limited)	-2309.95%	108,767.07	-19.81%	10,074.49	112.60%	2,428.95	-25.68%	12,503.44
Religare Comtrade Limited	232.95%	(10,968.74)	1.04%	(530.09)	0.00%	-	1.09%	(530.09)
Religare Broking Limited	-295.64%	13,920.69	-1.05%	534.93	6.96%	150.19	-1.41%	685.12
Religare Insurance Limited	0.00%	0.05	0.00%	-	0.00%	-	0.00%	-
Religare Advisors Limited (formerly known as Religare Wealth Management Limited)	26.55%	(1,249.91)	0.05%	(27.48)	0.00%	-	0.06%	(27.48)
Religare Credit Advisor Private Limited	-1.60%	75.50	0.02%	(12.33)	0.00%	-	0.03%	(12.33)
Religare Business Solution Limited	0.00%	(0.08)	0.00%	(0.72)	0.00%	-	0.00%	(0.72)
Subsidiaries - Foreign				-				-
Religare Global Asset Management Inc.	2.31%	(108.67)	0.01%	(3.44)	0.00%	-	0.01%	(3.44)
Minority Interest in all subsidiaries	732.50%	(34,490.80)	6.03%	(3,064.38)	-33.00%	(711.79)	7.76%	(3,776.17)
Joint Ventures (Investment as per equity method) - Indian		-		-				-
IBOF Investment Management Private Limited	-0.30%	13.96	0.02%	(8.41)	0.00%	-	0.02%	(8.41)
Net Goodwill on Consolidation (All on standalone companies reported above)	-20.64%	972.04	0.00%	-	0.00%	-	0.00%	-
Intercompany elimination and other consolidated adjustments	4555.27%	(214,491.02)	15.61%	(7,935.34)	0.13%	2.71	16.29%	(7,932.63)
Total	**100.00%**	**(4,708.63)**	**100.00%**	**(50,846.13)**	**100.00%**	**2,157.07**	**100.00%**	**(48,689.06)**

(Amount in Rs. Lakh, unless otherwise stated)

Name of the Entity	As at March 31, 2020							
	Net Assets (Total Assets minus Total Liabilities^)		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of Consolidated Net Assets	Amount (Rs in Lakhs)	As a % of Consolidated Profit or (Loss)	Amount (Rs in Lakhs)	As a % of Consolidated Other Comprehensive Income	Amount (Rs in Lakhs)	As a % of Consolidated Total Comprehensive Income	Amount (Rs in Lakhs)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Parent								
Religare Enterprises Limited	1495.40%	151,058.91	33.26%	(31,016.33)	-4.33%	(51.50)	33.75%	(31,067.83)
Subsidiaries - Indian								
Religare Finvest Limited	48.16%	4,865.05	96.17%	(89,676.23)	-15.22%	(181.15)	97.61%	(89,857.38)
Religare Commodities Limited	58.69%	5,928.64	-0.23%	218.00	-0.39%	(4.70)	-0.23%	213.30
Religare Housing Development Finance Corporation Limited	199.78%	20,180.82	-0.57%	531.56	-3.73%	(44.43)	-0.53%	487.13
Care Health Insurance Limited (formerly known as Religare Health Insurance Company Limited)	607.93%	61,410.72	-7.22%	6,733.96	158.38%	1,885.66	-9.36%	8,619.62
Religare Comtrade Limited	-103.34%	(10,438.66)	0.34%	(319.99)	0.00%	-	0.35%	(319.99)
Religare Broking Limited	130.93%	13,225.74	2.30%	(2,146.32)	-17.80%	(211.90)	2.56%	(2,358.22)
Religare Insurance Limited	0.00%	0.05	0.00%	-	0.00%	-	0.00%	-
Religare Advisors Limited (formerly known as Religare Wealth Management Limited)	-12.10%	(1,222.43)	0.04%	(40.41)	0.00%	-	0.04%	(40.41)
Religare Credit Advisor Private Limited	0.87%	87.83	0.01%	(5.26)	0.00%	-	0.01%	(5.26)
Religare Business Solution Limited	0.01%	0.64	0.00%	(0.60)	0.00%	-	0.00%	(0.60)
Subsidiaries - Foreign				-				-
Religare Global Asset Management Inc.	-1.07%	(107.94)	0.00%	(2.93)	0.00%	-	0.00%	(2.93)
Non-Controling Interest in all subsidiaries	-92.34%	(9,328.03)	-11.31%	10,550.61	-16.22%	(193.17)	-11.25%	10,357.44
Joint Ventures (Investment as per equity method) - Indian		-		-				-
IBOF Investment Management Private Limited	0.22%	22.38	0.01%	(13.14)	0.00%	-	0.01%	(13.14)
Net Goodwill on Consolidation (All on standalone companies reported above)	9.62%	972.04	0.00%	-	0.00%	-	0.00%	-
Intercompany elimination and other consolidated adjustments	-2242.76%	(226,554.17)	-12.80%	11,940.13	-0.69%	(8.23)	-12.96%	11,931.90
Total	**100.00%**	**10,101.59**	**100.00%**	**(93,246.95)**	**100.00%**	**1,190.58**	**100.00%**	**(92,056.37)**

(Amount in Rs. Lakh, unless otherwise stated)

44A Changes in liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars		As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
1)	Borrowings (Other than Debt Securities)	**432,840.88**	479,156.55	615,212.44
2)	Subordinated Liabilities	**56,135.09**	56,474.70	56,442.57
3)	Lease Liability	**5,052.76**	9,557.04	50.94
4)	Interest Payables	**80,473.73**	33,490.14	1,496.27
	Total	**574,502.46**	578,678.43	673,202.22

Particulars	Borrowings (Other than Debt Securities)	Subordinated Liabilities	Lease Liability	Interest payable thereon	Total
As at March 31, 2019	**615,212.44**	**56,442.57**	**50.94**	**1,496.27**	**673,202.22**
Cash Flows					
Proceed / (Repayment) (Net)	(131,088.23)	32.13	(3,901.70)	-	(134,957.80)
Interest Paid	-	-	-	(51,104.44)	(51,104.44)
Non-Cash Flows					
Additional Lease Liability	-	-	12,352.98	-	12,352.98
Interest Accrued	359.82	-	1,054.82	83,098.31	84,512.95
Bank Overdrafts Reported as Cash and Cash Equivalents in Cash Flow Statement	(5,327.48)	-	-	-	(5,327.48)
As at March 31, 2020	**479,156.55**	**56,474.70**	**9,557.04**	**33,490.14**	**578,678.43**
Cash Flows					
Proceed / (Repayment) (Net)	(46,715.06)	(339.61)	(3,493.93)	-	(50,548.60)
Interest Paid	-	-	-	(23,804.63)	(23,804.63)
Non-Cash Flows					
Additional Lease Liability	-	-	(1,841.58)	-	(1,841.58)
Gain of Rent Concession	-	-	(102.10)	-	(102.10)
Loss on Termination/Modification of Leases	-	-	106.53	-	106.53
Interest Accrued	399.39	-	826.80	70,788.22	72,014.41
As at March 31, 2021	**432,840.88**	**56,135.09**	**5,052.76**	**80,473.73**	**574,502.46**

45. Contingent Liabilities and Commitments

(a) Contingent Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Claims against the Group not acknowledged as debts	**892.47**	1,311.81
(b) Guarantees[A]		
- Bank Guarantees given by the bankers on behalf of the Company / subsidiaries / joint ventures	**18,049.05**	16,507.55
- Other Bank Guarantees	**93.95**	93.95
(c) Other money for which the company is contingently liable		
- Disputed Income Tax Demands not provided for[B] (Refer Footnote XI)	**61,309.51**	35,234.64
- Disputed Value Added Tax ("VAT") and Service Tax demand not provided for[C D]	**1,498.29**	1,412.70
- Disputed Provident Fund ("PF") demand not provided for[E]	**180.18**	647.01
- Underwriting commitments / obligations for shares/ debentures / Letter of Comfort[F]	**10,184.48**	11,246.92
Total	**92,207.93**	66,454.58

Future cash outflows in respect of points (a) and (c) in above table are determinable only on receipt of judgments / decisions pending with various forums / authorities. The Group is of the opinion that above demands or claims are not sustainable and expects to succeed in its appeals. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Group's financial position and results of operations.

[A] (i) Certain guarantees have been disclosed at net outstanding value instead of face value.

(ii) It includes financial and other guarantees issued by the banks for and on behalf of the Religare Broking Limited ("RBL"), a wholly owned subsidiary of the Company to stock exchanges, clearing corporations and others. These are issued against 50% to 100% cash collateral in the form of Fixed Deposits.

(iii) The Company has given corporate guarantee to bankers on behalf of a subsidiary company Religare Broking Limited amounting to Rs 19,000 Lakh (March 31, 2021: Rs 12,500 Lakh) against the fund based and non fund based facilities. As on March 31, 2021, the outstanding fund based and non fund based facilities availed by aforesaid subsidiaries against the Company's bank guarantee amounts to Rs 10,000 Lakh (March 31, 2020: Rs 4,291 Lakh).

[B] (i) Inclusive of Rs 141.04 Lakh (March 31, 2020: Rs 44.75 Lakh) has been adjusted with tax refunds due and a demand of Rs Nil (March 31, 2020: Rs 58.73 Lakh) has been paid under protest in Religare Housing Development Finance Corporation Limited, a subsidiary of the Company.

(ii) Out of this Religare Finvest Limited ("RFL"), a subsidiary of the Company : (a) Rs 17,186.12 Lakh (March 31, 2020: Rs 6,149.39 Lakh) has been adjusted with tax refunds due to RFL; and (b) A demand of Rs 700.00 Lakh (March 31, 2020: Rs 700.00 Lakh) has been paid in protest.

(iii) Amount paid under protest Rs 0.74 Lakh (March 31, 2020: Rs 0.74 Lakh) by Religare Commodities Limited, a wholly owned sub-subsidiary of the Company.

(iv) Includes demands which are pending for adjudication with various income tax authorities i.e. ITAT, CIT (Appeal), Commissioner of Income Tax, etc.

[C] Excludes penalty of Rs 102.32 Lakh (March 31, 2020: Rs 102.32 Lakh) levied by the Commissioner of Central Excise in Religare Broking Limited. The said penalty is contingent upon base tax demand adjudicated by the Tax Authority. Currently the matter is pending with CESAT.

[D] (i) In RFL out of this, Rs 33.41 Lakh (March 31, 2020: Rs 33.41 Lakh) has been paid under protest.

(ii) It is net of bank guarantees of Rs 13.85 Lakh (March 31, 2020: Rs 13.85 Lakh) given by RFL.

[E] Amount paid under protest Rs 21.46 Lakh (March 31, 2020: Rs 21.46 Lakh) by Religare Broking Limited ("RBL"), a wholly owned subsidiary of the Company.

[F] Underwriting commitments / obligations for shares/ debentures / Letter of Comfort includes followings:

(i) (a) During the year ended March 31, 2018, Bartleet Transcapital Limited (BTL), Srilanka has exercise their put option right to require Religare Capital Markets International (Mauritius) Limited's (RCMIML) (subsidiary of Religare Capital Markets Limited (RCML), RCML and the Company to acquire shareholding of BTL in Bartleet Religare Securities Private Limited, Srilanka (BRS) for a consideration of USD 10,497,422.98 as per the shareholders' agreement dated September 15, 2010 between Bartleet Company Pvt Ltd, BTL, BRS and the Company. The Company, vide Assignment Agreement dated September 30, 2010, assigned the rights and obligations to RCML which further assigned the same to its subsidiary RCMIML, under Assignment Agreement dated September 30, 2010 and thus RCMIML acquired 50% stake in BRS.

(b) Subsequently, RCMIML and BTL entered into a Sale & Purchase Agreement (SSPA) dated December 21, 2017 for sale of its entire shareholding in BRS to BTL for USD 250,000 alongwith a condition to withdraw the said put option notice by BTL, which were part of the terms and conditions of the SSPA.

(c) The sale of shares as per SSPA could not be completed as at the year-end date due to pending legal matters against RCMIML. During the FY 2020-21 BTL has sent a letter dated May 26, 2020, addressed to the Company, RCML and RCMIML, alleging breach of several representations, covenants and warranties of the said SSPA resulting into breach of the SSPA. It has been alleged that due to non-completion of the transaction in a reasonable time of the execution of SSPA and breach of SSPA, the said SSPA is considered as terminated by BTL and therefore REL should comply with its obligations in respect of the Put Option Notice dated June 23, 2017, with immediate effect.

(d) RCMIML and the Company have denied any breach of Shareholders' Agreement dated 15 September 2010 (SHA) or Share Sale and Purchase Agreement dated 21 December 2017 (SSPA) and any liability towards Put Option Notice dated June 23, 2017. The parties are discussing the matter for an amicable resolution.

(e) The estimated value of exercised put option as at March 31, 2021 amounts to Rs 7,684.48 Lakh (March 31, 2020: Rs 7,913.59 Lakh).

(ii) Letter of Comfort issued to banker, by a subsidiary of the Company, for loan taken by its subsidiary company. Outstanding loan as on March 31, 2021 Rs 2,500 Lakh (March 31, 2020: Rs 3,333.33 Lakh).

Notes:

(I) The Audit Committee and the Board of Directors on December 8, 2016 and December 10, 2016 respectively, approved the payment of Brand License Fees to RHC Holding Private Limited ("RHC") for period of 6 years effective April 01, 2016 for usage of the "Religare" trademark / brand.

During the year ended March 31, 2018, RHC assigned the trademark "Religare" and its logo to Elive Infotech Private Limited ("assignee" / "Elive") and the right to sell, assign, transfer or encumber all or portion of its rights and obligations for the trademark or other rights in said trademarks. Further, Elive has waived the right to receive the brand license fee from REL and its subsidiaries / affiliates till the time interest on loans availed by the group companies of Elive and RHC from Religare Finvest Limited is serviced.

In the suit titled SCCPL & Another vs. LVB & Others having no. CS(COMM) 633/2018 pending before the Hon'ble Delhi High Court, SCCPL had claimed ownership of "Religare" brand by way of an Assignment Deed allegedly executed in its favour by RHC and Elive. The Hon'ble Delhi High Court vide its order date February 22, 2018 passed an order to maintain status quo regarding the "Religare" trademark. RHC and Elive have filed an application under Section 340 Code of Criminal Procedure ("CrPC") against SCCPL for willfully knowing and deliberately making false statement, filing forged documents. Loancore Servicing Solutions Limited has filed substitution on behalf of SCCPL by way of assignment deed. SCCPL has filed applications for amendment of suit and application u/o 39 1&2 seeking status quo qua the investigation agency. The matter is listed for arguments on applications pending disposal. The matter is sub-juidice.

(II) The Company has not redeemed 15 Lakh preference shares amounting to Rs 4,190.28 Lakh due for redemption on October 31, 2018 and disputed the liability stating the transaction to be an illegal one and filed a police complaint with EOW. However, the Company has created an adhoc provision of Rs 1,209.07 Lakh (Rs 673.99 Lakh in FY 2019-20 and Rs 535.07 Lakh in FY 2020-21) towards the potential interest liability from the redemption date till March 31, 2021. In the matter of Daiichi Sankyo Company Limited vs. Malvinder Mohan Singh & Others, the Company has been made a garnishee with regards to these preference shares. The Company has filed an interim application disputing its liability as a garnishee. The preference shares stand transferred in the account of the Court receiver. The Decree Holder i.e. Daiichi has filed an application by suppressing the fact that the entire shareholding of RHC Holdings Private Limited in M/s Elive Infotech Pvt. Ltd. had been pledged in favour of Religare Finvest Limited (RFL) as a security for various loans to group companies of RHC Holdings Private Limited and obtained a status quo order on the brand "Religare". RFL has filed an objection application in the said proceedings. The case is sub-judice.

The Company has also filed a petition in Hon'ble NCLT, Delhi under Section 55 & 59 of the Companies Act, 2013 seeking rectification of Register of Members of the Company w.r.t. 250 Lakh preference shares amounting to Rs 4,030.06 Lakh as on March 31, 2021, issued by the Company to RHC Finance Private Limited in August 2016 alleging the transaction to be a fraudulent one and sought cancellation of preference shares along with stay on voting rights in the interim. The matter is sub-judice.

(III) Fortis Hospitals Limited has filed a suit for recovery against RFL & others basis the SEBI Order dated October 17, 2018 and confirmatory Order March 19, 2019. Fortis Hospitals Limited ("Plaintiff") during the last hearing before the Court stated that it would not press the interim application for the moment and prayed for issuance of notice to all the defendants. The Hon'ble Court after hearing submissions of the respective counsels issued notice to the Defendants including RFL.

SAT vide order dated January 29, 2020 passed an order quashing the order dated October 17, 2018 and March 19, 2019. To which RFL has filed application for placing on record additional documents. RFL has also filed its written statement and admission denial affidavit. RFL has further filed application under Order 7 Rule 11 of CPC for rejection of plaint, application seeking dismissal of suit being infructuous and reply to the amendment application filed by Plaintiff. RFL has also filed application for placing on record, the additional documents which the Hon;ble Court pleased to allow on vide order dated March 3, 2021.

Futher, with regards to RFL's application for dismissal of suit and rejoinder, if any. The matter is now listed on July 28, 2021.

(IV) (a) The Company has given a Letter of Comfort ("LoC") dated May 15, 2020 to Religare Comtrade Limited ("RCTL"), a wholly owned subsidiary of the Company superseding the earlier LoC issued in the FY 2017-18 to provide financial support to RCTL for repayment of all its outstanding dues including interest component thereon relating to Inter Corporate Loans and Non Convertible Debentures issued by RCTL. Financial liability of RCTL is Rs 10,968.90 Lakh as on March 31, 2021 (March 21, 2020: Rs 10,438.67 Lakh).

(b) The Company has given LoC to the Religare Advisors Limited (before known as Religare Wealth Management Limited) ("RAL"), a wholly owned subsidiary of the Company, to provide financial support of Rs 250 Lakh to meet its business requirement, which will be paid by REL as and when business demands cash funds and support for revival of business.

(V) Hon'ble Supreme Court has pronounced a judgment in February, 2019 issuing clarification with respect to the definition of "Basic Wages' for the purpose of Employees Provident Fund contribution. Further petitions have been filed by the Consortium of Oraganisations with the Hon'ble Supreme Court seeking additional clarifications which are awaited. In light of the above, the Group has not made any provision of the same in the financial statements. However, appropriate accounting treatment will be given in its ensuing financial statements as and when clarification is received.

(VI) Strategic Credit Capital Private Limited ("SCCPL") and Participation Finance & Holdings (India) Private Limited ("PFH") have filed a commercial civil suit before Hon'ble Delhi High Court against Lakshmi Vilas Bank ("LVB"), wherein they have arrayed the 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 the RFL's fixed deposits placed with LVB. An interim order dated February 22, 2018 was passed to maintain status quo regarding the trademark as described in the Schedule of the Deed of Assignment. The RFL has also filed application for rejection of plaint under order-VII Rule-11 and application under section 340 Code of Criminal Procedure ("CrPC") against SCCPL for filing fabricated indemnification cum release agreement. The case was listed for disposal of interim applications. Further, Loancore has filed substitution on behalf of SCCPL by way of assignment deed. An application filed by Loancore Servicing Solutions Private Limited for substitution in place of plaintiffs came up for hearing on May 14, 2019 but were posted along with the main suit already posted for July 16, 2019.

Thereafter, SCCPL also moved an application u/o 39 R-1/2 of CrPC seeking injunction against RFL and the Company, restraining them from selling RFL and RHDFC businesses. The said application has been disposed-off in terms of order dated February 22, 2018 (issued on August 9, 2019). Loancore has filed substitution application on behalf of SCCPL by way of assignment deed. RFL has filed its reply to the substitution application. The matter is now listed for disposal of interim applications on August 9, 2021.

SCCPL and associate companies ("Plaintiffs") have filed it before the District Court, Saket seeking relief inter alia in the nature of specific performance of part of the Settlement Agreement entered into between RFL ("Defendant") and the Plaintiffs in July, 2017. The Plaintiffs are seeking discharge of their obligations under the Agreement.

RFL has filed applications for the following:

a. Rejection of plaint.

b. Extension of time for filing written statement.

c. For examination of documents and seeking responses to questions.

The Plaintiffs have filed replies to the applications filed by the RFL. The Court has given liberty to RFL to file rejoinder, if any.

The Plaintiffs have recently filed two applications:

1. seeking injunctive orders qua the investigating agency(EOW) (under order 39 rule 1&2); and

2. application for amendment of plaint (under order 6 rule 17 CPC.) to which RFL has already filed its reply.

Next date of hearing is August 24, 2021 for concluding arguments on application for amendment.

<u>FIR against SCCPL</u>

RFL had filed a complaint for the offences of cheating, misappropriation, forgery, criminal breach of trust, and criminal conspiracy against SCCPL and its associate entities and individuals. The said complaint arose out of an assignment transaction wherein RFL had assigned 12 loans to SCCPL in 2015 against which SCCPL issued a Standby Letter of Credit (”SBLC”) which turned out to be forged. Besides the assignment transaction, a loan was also given by RFL to an associate company of SCCPL and remains unpaid. In 2017, Mohnish Makkar who controlled SCCPL and associate entities entered into settlement agreement with RFL acknowledging their joint liability of Rs 793 Crores towards RFL which again was never repaid. The said complaint had been registered as an FIR by the EOW on December 12, 2020.

RFL has learnt that ED has also lodged an ECIR against the accused persons/entities on the basis of the said FIR.

<u>Insolvency Proceedings Against SCCPL (Nishu) Before NCLT, Delhi and Perpetual Capital and Servicing Private Limited (“PCSPL”) before the NCLT, Mumbai</u>

RFL has filed petitions under the Insolvency and Bankruptcy Code against the aforesaid entities in their respective jurisdictions. Nishu Finlease Private Limited (“NFPL”) entered into a loan agreement with the SCCPL on July 21, 2015 (“Loan Agreement”) whereby the SCCPL had availed a loan facility of Rs 40 Crores from NFPL. RFL entered into a sale agreement with NFPL (“Sale Agreement”) whereby RFL purchased the outstanding loan, along with the underlying securities and receivables, given by NFPL to SCCPL under the Loan Agreement for a purchase consideration of Rs 45 Crores as such, RFL invoked its right under Clause 24.1 of the Loan Agreement and terminated the Loan Agreement by issuing a Termination cum Recall Notice dated June 24, 2016. By way of the said notice, RFL also recalled the outstanding loan amount along with accrued interest and other charges, aggregating to Rs 45 Crores. However, SCCPL failed to pay RFL, the outstanding debt due and payable under the Loan Agreement.

Similarly, PCSPL had availed a loan of Rs 225 Crores on June 8, 2015 for a tenure of three years against pledge of shares and optionally fully convertible debentures and consequently entered into a Loan Agreement dated June 20, 2015 (“Loan Agreement”). On December 30, 2015, RFL sanctioned an additional amount of Rs 35 Crores vide sanction letter dated December 30, 2015. As such, the term loan amount was increased from Rs 225 Crores to upto Rs 260 Crores. Pursuant thereto, a total amount of Rs 228.75 Crores was disbursed to PCSPL. PCSPL defaulted in making payment that was due and payable under the Loan Agreement. On account of the failure, RFL issued a Loan Recall Notice dated June 24, 2016.

The parties then entered into discussions to settle the payment of the outstanding dues. Pursuant to the discussions, RFL, SCCPL, PCSPL, Mohnish Makkar and others entered into a Settlement Agreement dated July 1, 2017 for payment of the outstanding debt due and payable to the RFL. All the parties jointly acknowledged its liability to pay the total outstanding amount of Rs 793 Crores towards RFL in the Settlement Agreement. However, no payment was made by any of the parties to RFL.

The insolvency petition filed by RFL against SCCPL before the NCLT, New Delhi is listed on July 9, 2021, whereas the insolvency petition filed against PCSPL is posted for hearing before the NCLT, Mumbai on July 28, 2021.

Also, under the insolvency proceedings against PCSPL, the corporate debtor has filed a transfer petition seeking transfer of company petition from Mumbai Bench to the Principal Bench of Delhi, against which RFL has filed its reply which is posted for hearing on July 15, 2021.

(VII) Reserve Bank of India (“RBI”) vide its letter dated January 18, 2018 has advised RFL to adhere to Corrective Action Plan (“CAP”) given by it. The said CAP, interalia, prohibits RFL from expansion of credit / investment portfolio other investment in Government securities and advices 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. The Capital to Risk Weighted Assets Ratio (“CRAR”) of the RFL as on March 31, 2021 is below the prescribed limit. Also refer Note 22A.

(VIII) Loancore Servicing Solutions Private Limited has filed Section 9 (of IBC code, 2016) petition against the Company on the basis of Penalty Fee Agreement of Rs 12,500 Lakh (approx.). The said notice refer to the agreement allegedly executed / signed by ex-chairman of the Company with Loancore Servicing Solutions Private Limited. However, the Company has no such agreement in its records and neither it has been found in any of the minutes of Board meeting sanctioning the execution of said agreement. The Company has submitted its certificate of registration as NBFC and suitable reply. The matter is being pursued for disposal the Company is expected positive outcome.

(IX) The Securities and Exchange Board of India (“SEBI”) issued an ex parte order dated October 17, 2018 and interim order dated March 19, 2019 (“Order”). The Order was based on the forensic audit conducted by MSA Probe Consulting Private Limited (“MSA”). The ex parte order held that the RFL is liable to pay an amount of Rs 20,000 Lakh to Fortis Healthcare Limited (“FHL”) & Fortis Hospitals Limited (“FHsL”) without even ascertaining whether the RFL was in-fact liable to pay the said amount. The said order inter-alia continued the debilitating restraints against the RFL by directing the RFL to not dispose or alienate any of its assets or divert funds except for repayment of funds.

On April 23, 2019, an appeal was filed before Securities Appellate Tribunal ("SAT") against the order dated October 17, 2018 and order dated March 19, 2019. Further, the SAT on August 22, 2018 recorded that "we find that prima facie, there appears to be a contradiction in the impugned order dated October 17, 2018 and subsequent order passed by the Whole Time Member ("WTM") in another matter dated March 14, 2019.

After hearing both the parties i.e. SEBI and RFL, the SAT passed an order dated January 29, 2020 quashing and setting aside the SEBI order qua RFL. The SAT has remitted the matter to WTM of SEBI for passing fresh order, if they so desire after giving an opportunity of hearing to the Company.

SAT has further directed the RFL to maintain its assets worth Rs 20.000 Lakh for a period of three months from the SAT's order. If the WTM is unable to pass the order with in aforesaid period, this limited restraint order that SAT has passed will come to an end. However, due to Covid-19 outbreak, the Hon'ble Supreme Court has taken suo-moto cognizance and excluded the lockdown period from the limitation till further orders.

SEBI has passed an order dated November 12, 2020, where SEBI by virtue of Section 19 read with sections 11 and 11B of SEBI Act, 1992 has revoked the directions issued vide the order date March 19, 2019 read with order dated June 28, 2019 against Best Healthcare Private Limited, Fern Healthcare Private Limited and Modland Wears Private Limited and has also disposed of the ongoing proceedings under section 11 /11 B of the SEBI Act, 1992 against them. SEBI further has directed that the Adjudicating Officer appointed in the matter pursuant to this order shall carry out the adjudication proceedings in an independent manner without getting influenced by this order of revocation.

SEBI has recently issued a notice dated April 9, 2021 with respect to Fortis Healthcare Limited matter, wherein RFL has been called upon to show cause as to why an inquiry should not be imposed under sections 15HA and 15HB of the SEBI Act, 1992, within 14 days from the date of the receipt of the said notice. RFL vide its letter dated April 23, 2021 has requested SEBI to grant permission for inspection of relied upon documents and also for six weeks additional time to file reply from the date of inspection. Learned counsel of for RFL has been asked to file additional written submission by June 25, 2021.

The Supreme Court vide its order dated March 14, 2021, has restored its earlier order dated March 23, 2021 which had extended limitation period and has further directed that the period of limitation provided under any law, shall stand extended till further order.

(X) SEBI passed an ad-interim ex-parte order dated March 14, 2019 ("Order") in relation of the Company which inter alia includes initiation of steps to recall the amount of Rs 231,509 Lakh given directly or indirectly from Religare Finvest Limited ("RFL"), a subsidiary of the Company. The noticee entities (exceptre the Company and RFL) have also been directed not to dispose of or alienate any of the assets or divert any funds except for meeting business operations without the prior permission of SEBI. Further, SEBI has also directed the erstwhile promoters of the Company (Mr. Shivinder Mohan Singh and Mr. Malvinder Mohan Singh) to not to associate themselves with the affairs of the Company and RFL, in any manner whatsoever, till further directions.

SEBI on September 11, 2019 passed an interim order in the matter wherein they have recorded the submissions made by RFL for seeking reliefs. In the matter of LVB, SEBI has recorded that prima facie the findings of SEBI shall not be construed as a conclusive pronouncement of SEBI on the legality or otherwise of the adjustment of Fixed Deposits by LVB. Further, SEBI mentioned that both RFL and LVB may independently pursue remedies available under the law, in respect of the dispute.

SEBI has passed an order dated November 12, 2020 ("the recent order"), where SEBI by virtue of Section 19 read with sections 11 and 11B of SEBI Act, 1992 has revoked the directions issued in its earlier order dated March 14, 2019 read with confirmatory order dated September 11, 2019 against the entities mentioned in the recent order ("the said entities") and has also disposed of and substituted the ongoing proceedings under section 11 /11 B of the SEBI Act, 1992 with the adjudication proceedings against the said entities. SEBI has further directed that the Adjudicating Officer appointed in the matter pursuant to the recent order shall carry out the adjudication proceedings in an independent manner without getting influenced by this order of revocation.

The said directions have been passed without prejudice to the rights of the Company and RFL to pursue the remedies under law against the said entities in respect of funds diversion.

Also, SEBI has issued the show cause notice ("SCN") dated November 17, 2020 to which REL and RFL have jointly filed reply and part arguments have also been heard by the Whole Time Director on April 16, 2021 and the matter is now listed for further hearning. Next hearing date is yet to be notified by SEBI.

REL and RFL have also filed a joint application for settlement (without prejudice). The matter has been kept for adjudicating the settlement application.

(XI) (a) In Religare Enterprises Limited (”REL”), assessment proceedings for the Assessment Year 2016-17 was referred for the special audit under section 142(2A) of the Income Tax Act, 1961 (“Act”) vide directions issued by the Income Tax Department dated August 6, 2019. The Special Auditors had submitted audit report on November 18, 2019 wherein they have proposed an aggregate addition of Rs 384.57 Crore (approx.) on various grounds and proposed disallowance of capital loss amounting to Rs 894.26 Crore (approx.). Thereafter, the income tax department has, vide its draft assessment order u/s 144C of the Act dated March 19, 2020, confirmed all the additions of Rs 1,249.42 Crores (approx.) (including disallowance of capital loss amounting to Rs 894.26 Crore) as proposed by the special auditors. Aggrieved by disallowances made by the AO, the Company has filed objections before the Dispute Resolution Panel (“DRP”), New Delhi on June 26, 2020. Post representation of the grounds before the DRP, the bench has passed the order on February 8, 2021 wherein the DRP has not given any relief except on the two grounds entail the amount aggregating to Rs 7.17 Crore (approx.).

Successively, the tax department has without giving any opportunity of being heard, has passed a final assessment order on March 31, 2021, wherein it has confirmed all the disallowances proposed in the draft assessment order. The said disallowance also includes the additions / disallowances on which relief was accorded by the DRP and further confirmed by the TPO in relation to the TP addition. Consequently in the final assessment order the income tax department has made an aggregate disallowance amounting to Rs 1,249.42 Crore (including the disallowance of capital loss of RCML pursuant to reduction of share capital aggregating to Rs 834 Crore). Further, the income tax department has raised a demand aggregating to Rs 204.51 Crore (including interest u/s 234B and 234C of Rs 76.42 Crore) after setting off advance tax and TDS for the subject year.

Against the impugned order passed by the income tax department, the Company has taken following actions

(i) with respect to the mistaken apparent from records in the final assessment order the Company has filed a rectification application vide letter dated April 12, 2021. Post adjudication of the said application by the tax department, the demand shall reduce from Rs 204.51 Crores to Rs 200.54 Crore.

(ii) The Company has filed an appeal before the Income Tax Appellant Tribunal (“ITAT”) against the disallowances made by the income tax department on April 19, 2021, which is yet to be fixed for the hearing.

(iii) The Company had filed stay application before ITAT for stay of demand on April 19, 2021. The hearing for stay of demand is yet to be fixed.

(b) In REL, the assessment proceedings was initiated u/s 143(3) for Assessment Year 2017-18 and thereafter the assessment was referred the Transfer Pricing Office (“TPO”) by the Assessing Officer. In the transfer pricing assessment, the TPO has made a disallowance of Rs 8.32 Crore on account of corporate guarantee of 150 M USD given by RGAM Investment Advisors Limited (merged with REL w.e.f. April 1, 2016) to RGAM Inc. (a wholly owned subsidiary).

Subsequently the Assessing Officer has passed a draft assessment order u/s 144C on March 31, 2021 proposing the disallowances aggregating to Rs 947.46 Crore which includes disallowance proposed by the TPO amounting to Rs 8.32 Crore and disallowance of capital loss of Rs 939.14 Crore.

Against the aforesaid order under section 144C of the Act, the Company has filed its objections before Hon’ble bench of Dispute Resolution Penal (“DRP”), New Delhi on April 29, 2021. Since this is draft assessment order, no demand notice u/s 156 has been issued and no tax liability is payable by the Company.

(Amount in Rs. Lakh, unless otherwise stated)

(b) Commitments

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Estimated amount of contracts remaining to be executed and not provided for*	**207.73**	171.43
(b) Other commitments		
- Undisbursed Sanctioned Loans	**2.30**	39.67
(c) Uncalled Liability on Shares^	**4,077.50**	4,077.50
Total	**4,287.53**	4,288.60

* Net of Advances, if any.

^ Unpaid capital call on equity shares of Religare Capital Markets Limited

46. Financial Instruments **(Amount in Rs. Lakh, unless otherwise stated)**

(a) Financial Instruments by Category

Particulars	As at March 31, 2021			As at March 31, 2020		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Cash and Cash Equivalents	-	-	**25,064.66**	-	-	37,240.19
Bank Balance Other Than Above	-	-	**126,826.87**	-	-	108,840.38
Receivables						
- Trade Receivables	-	-	**19,227.79**	-	-	9,380.06
Loans	-	-	**245,221.48**	-	-	310,519.10
Investments						
- Mutual Funds	**17,738.23**	-	-	10,781.54	-	-
- Alternative Investment Funds ("AIF") / Venture Capital Funds	**638.91**	-	-	723.00	-	-
- Government Securities	-	-	**116,143.17**	-	-	60,453.85
- Debt Securities	-	-	**12,816.36**	-	-	15,186.33
- Equity Instruments (Fully Paid-up)	-	**921.09**	-	-	989.16	-
- Joint Ventures - Using Equity Method	-	-	**13.96**	-	-	22.37
- Other Approved (by IRDA) Securities	-	**168,928.85**	-	-	112,354.16	-
- Others ('RARC 059 (RHDFC HL) TRUST)	**1,793.01**	-	-	1,795.15	-	-
- Others	-	-	-	-	-	0.36
Other Financial Assets	-	-	**14,841.36**	-	-	21,973.69
Total Financial Assets	**20,170.15**	**169,849.94**	**560,155.65**	13,299.69	113,343.32	563,616.33
Financial Liabilities						
Payables						
- Trade Payables	-	-	**32,417.12**	-	-	28,692.89
- Other Payables	-	-	**13,601.26**	-	-	16,966.09
Borrowings (Other than Debt Securities)	-	-	**432,840.88**	-	-	479,156.55
Subordinated Liabilities	-	-	**56,135.09**	-	-	56,474.70
Other Financial Liabilities	-	-	**167,640.10**	-	-	112,759.75
Total Financial Liabilities	-	-	**702,634.45**	-	-	694,049.98

(b) Fair Valuation Measurement Hierarchy

The table below provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value. The different levels have been defined as follows:

Level 1: This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of quoted equity shares, quoted corporate debt instruments and the mutual fund units valued using the closing Net Asset Value("NAV").

Level 2: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e; as prices) or indirectly (i.e; derived from prices).

Level 3: This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table presents fair value of hierarchy of assets and liabilities measured at fair value on a recurring basis:

(Amount in Rs. Lakh, unless otherwise stated)

Financial assets and liabilities measured at fair value	As at March 31, 2021			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments at FVTPL				
- Mutual Funds	**16,730.99**	**-**	**-**	**16,730.99**
- Alternative Investment Funds ("AIF") / Venture Capital Funds	**-**	**-**	**1,646.16**	**1,646.16**
- Others ('RARC 059 (RHDFC HL) TRUST)	**-**	**1,793.01**	**-**	**1,793.01**
Investments at FVTOCI				
- Equity Instruments (Fully Paid-up)	**154.15**	**-**	**766.95**	**921.10**
- Other Approved (by IRDA) Securities	**-**	**168,928.83**	**-**	**168,928.83**
Total Financial Assets	**16,885.14**	**170,721.84**	**2,413.11**	**190,020.09**
Financial Liabilities	**-**	**-**	**-**	**-**
Total Financial Liabilities	**-**	**-**	**-**	**-**

There has been no transfers between level 1, level 2 and level 3 for the years ended March 31, 2021 and 2020.

Financial assets and liabilities measured at fair value	As at March 31, 2020			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments at FVTPL				
- Mutual Funds	10,781.54	-	-	10,781.54
- Alternative Investment Funds ("AIF") / Venture Capital Funds	-	-	723.00	723.00
- Others ('RARC 059 (RHDFC HL) TRUST)	-	1,795.15	-	1,795.15
Investments at FVTOCI				
- Equity Instruments (Fully Paid-up)	81.32	-	907.84	989.16
- Other Approved (by IRDA) Securities	-	112,354.16	-	112,354.16
Total Financial Assets	10,862.86	114,149.31	1,630.84	126,643.01
Financial Liabilities	-	-	-	-
Total Financial Liabilities	-	-	-	-

There has been no transfers between level 1, level 2 and level 3 for the years ended March 31, 2020 and 2019.

(c) Movements in Level-3 Financial Instruments Measured at Fair Value

The following table shows the reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities measured at fair value. Transfers from Level 3 to Level 2 occur when the market for some securities became more liquid, which eliminates the need for the previously required significant unobservable valuation inputs. Since the transfer, these instruments have been valued using valuation models incorporating observable market inputs. Transfers into Level 3 reflect changes in market conditions as a result of which instruments become less liquid. Therefore, the Group requires significant unobservable inputs to calculate their fair value.

Particulars	Total		Alternative Investment Funds		Pass Through Certificates		Equity Instruments	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March, 31 2020	March 31, 2021	March 31, 2020
Opening Balance	**1,630.84**	**2,808.55**	**723.00**	**2,107.55**	**-**	**-**	**907.84**	**701.00**
Purchases	2,549.90	5,406.84	2,549.90	5,200.00	-	-	-	206.84
Sales	(1,694.21)	(5,941.48)	(1,553.32)	(5,941.48)	-	-	(140.89)	-

Particulars	Total		Alternative Investment Funds		Pass Through Certificates		Equity Instruments	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March, 31 2020	March 31, 2021	March 31, 2020
Loss of Principal (Investment Written Off)	-	(495.47)	-	(495.47)	-	-	-	-
Transfer in to Level-3	-	-	-	-	-	-	-	-
Transfer from Level-3	-	-	-	-	-	-	-	-
Net Interest Income, Net Trading Income and Other Income	3.32	36.26	3.32	36.26	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	-	-	-
Closing Balance	**2,413.11**	**1,630.84**	**1,646.16**	**723.00**	**-**	**-**	**766.95**	**907.84**
Unrealised Gains and (Losses) Related to Balances Held at the End of the Year	(73.42)	(147.60)	(73.42)	(147.60)	-	-	-	-

(d) Valuation Techniques

Debt Securities

The Group uses active market prices when available, or other observable inputs to estimate the corresponding fair value. Units held in funds are measured based on their published net asset value ("NAV"), taking into account redemption and/or other restrictions. Such instruments are generally Level 2. Municipal bonds and bonds issued by financial institutions are generally Level 1 and corporate bonds are generally Level 2.

Equity Instruments

Equity instruments actively traded on public stock exchanges with readily available active prices on a regular basis are classified as Level 1. Equity instruments in non-listed entities included investment in private equity funds are initially recognised at transaction price and re-measured (to the extent information is available) and valued on a case-by-case and classified as Level 3.

Non Current Assets and Liabilities Held for Sale

The Group's non-current assets and liabilities held for sale are measured at fair value on non-recurring basis, with the exception of the certain financial instruments that have already been measured at fair value on a recurring basis. In its normal course of business, the Group does not physically repossess properties or other assets in its retail portfolio, but engages external agents to recover funds, generally at auction, to settle outstanding debt. As a result of this practice, the residential properties under legal repossession process are not recorded on the balance sheet and treated as non-current assets/liabilities held for sale.

(e) The following table provides an analysis of fair value of financial instruments that are not measured at fair value on recurring basis but measured at amortised cost.

(Amount in Rs. Lakh, unless otherwise stated)

Financial Assets and Liabilities Measured at Amortised Cost	As at March 31, 2021				
	Carrying Amount	Fair Value			
		Level 1	Level 2	Level 3	Total
Financial Assets					
Cash and Cash Equivalents	25,064.66	-	-	25,064.66	25,064.66
Bank Balance Other Than Above	126,826.87	-	-	126,826.87	126,826.87
Receivables					
- Trade Receivables	19,227.79	-	-	19,227.79	19,227.79
Loans	245,221.48	-	-	245,221.48	245,221.48
Investments	128,973.49	-	-	128,973.49	128,973.49
Other Financial Assets	14,841.36	-	-	14,841.36	14,841.36
Total	**560,155.65**	**-**	**-**	**560,155.65**	**560,155.65**

Financial Assets and Liabilities Measured at Amortised Cost	As at March 31, 2021				
	Carrying Amount	Fair Value			
		Level 1	Level 2	Level 3	Total
Financial Liabilities					
Payables					
- Trade Payables	**32,417.12**	**-**	**-**	**32,417.12**	**32,417.12**
- Other Payables	**13,601.26**	**-**	**-**	**13,601.26**	**13,601.26**
Borrowings (Other than Debt Securities)	**432,840.88**	**-**	**-**	**432,840.88**	**432,840.88**
Subordinated Liabilities	**56,135.09**	**-**	**-**	**56,135.09**	**56,135.09**
Other Financial Liabilities	**167,640.10**	**-**	**-**	**167,640.10**	**167,640.10**
Total	**702,634.45**	**-**	**-**	**702,634.45**	**702,634.45**

(Amount in Rs. lakhs, unless otherwise stated)

Financial assets and liabilities measured at amortised cost	As at March 31, 2020				
	Carrying Amount	Fair Value			
		Level 1	Level 2	Level 3	Total
Financial Assets					
Cash and Cash Equivalents	37,240.19	-	-	37,240.19	37,240.19
Bank Balance Other Than Above	108,840.38	-	-	108,840.38	108,840.38
Receivables					
- Trade Receivables	9,380.06	-	-	9,380.06	9,380.06
Loans	310,519.10	-	-	310,519.10	310,519.10
Investments	75,662.91	-	-	75,662.91	75,662.91
Other Financial Assets	21,973.69	-	-	21,973.69	21,973.69
Total	563,616.33	-	-	563,616.33	563,616.33
Financial Liabilities					
Payables					
- Trade Payables	28,692.89	-	-	28,692.89	28,692.89
- Other Payables	16,966.09	-	-	16,966.09	16,966.09
Borrowings (Other than Debt Securities)	479,156.55	-	-	479,156.55	479,156.55
Subordinated Liabilities	56,474.70	-	-	56,474.70	56,474.70
Other Financial Liabilities	112,759.75	-	-	112,759.75	112,759.75
Total	694,049.98	-	-	694,049.98	694,049.98

(f) Valuation methodologies of financial instruments not measured at fair value

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the Group's financial statements. These fair values were calculated for disclosure purposes only. The below methodologies and assumptions relate only to the instruments in the above tables and, as such, may differ from the techniques explained in Point (c) above.

Short Term Financial Assets and Liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: cash and cash equivalents, trade receivables, balances other than cash and cash equivalents, trade payables and other liabilities. Such amounts have been classified as Level 3 on the basis that no adjustments have been made to the balances in the balance sheet.

(g) During the financial year 2018-19, the RHDFCL has entered into a transaction with RARC 059 (RHDFC HL) Trust (special purpose vehicle) ("Trust") wherein it has sold Gross Non Performing Assets ("GNPA") of Rs 3,038.13 Lakh for a value of Rs 2,278.60 Lakh. The transaction has been carried out in compliance with the applicable Reserve Bank of India ("RBI") norms for securitization and the Trust has issued Security Receipts ("SR") in the ratio of 85:15 i.e. of Rs 1,936.81 Lakh to the RHDFCL and Rs 341.79 Lakh 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 SR based on the evaluation by independent rating agency as stipulated under RBI Regulations.

Under Ind AS, the SR issued by the Trust would fulfill the criteria of a financial asset and has been recognized accordingly in the books. The value of the aforesaid investments as on March 31, 2021 is Rs. 1,793.01 Lakh (March 31, 2020: Rs 1,795.15 Lakh).

47. Information about segments:

(i) The Group's operating segments are established on the basis of those components of the group that are evaluated regularly by the Executive Committee (the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments'), in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

(ii) The Group's primary business comprises of 'Broking in securities and commodities', 'Interest on Loans', Financial Advisory Services', 'E-Governance' and Health Insurance. The business segments have been identified considering the nature of services, the differing risks and returns, the organization structure and the internal financial reporting system.

(iii) As per Indian Accounting Standard 108 - Operating Segments, the Company has reported segment information on consolidated basis including businesses conducted through its subsidiaries.

(iv) Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

(v) Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses incurred on behalf of other segments and not directly identifiable to each reportable segment have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

(vi) Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. Common assets have been allocated to each segment on the basis of associated revenues of each segment. Common liabilities have been allocated to each segment on the basis of total segment expense. All other assets and liabilities are disclosed as unallocable.

If the segment result of a segment includes interest or dividend income, its segment assets include the related receivables, loans, investments, or other interest or dividend generating assets.

If the segment result of a segment includes interest expense, its segment liabilities include the related interest-bearing liabilities.

(vii) The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted by the Group companies. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated expenses/income". Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

(viii) Inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based.

(ix) As part of additional information reporting, revenues are attributed to Geographic areas based on the location of the subsidiary companies.

(Amount in Rs. Lakh, unless otherwise stated)

(a) Segment Information for the year ended March 31, 2021 is as under:

Particulars	Investment and Financing Activities	Broking Related Activities	E-Governance	Insurance	Unallocated	TOTAL
(i) Segment Revenue						
External Revenue	**35,945.99**	**21,594.58**	**2,331.78**	**190,444.78**	**2,720.89**	**253,038.02**
	50,822.59	*18,989.29*	*2,015.50*	*165,430.69*	*2,480.55*	*239,738.62*
Inter -Segmental Revenue	**743.17**	**161.89**	**-**	**-**	**-**	**905.06**
	601.44	*577.98*	*-*	*-*	*-*	*1,179.42*
Add: Interest/Dividend Income						**8.92**
						9.23
Total Revenue	**36,689.16**	**21,756.47**	**2,331.78**	**190,444.78**	**2,720.89**	**253,952.00**
	51,424.03	*19,567.27*	*2,015.50*	*165,430.69*	*2,480.55*	*240,927.27*
(ii) Segment Results	**(61,106.89)**	**926.74**	**529.57**	**7,392.45**	**2,512.58**	**(49,745.55)**
	(108,802.89)	*(2,906.02)*	*406.67*	*6,815.65*	*1,479.42*	*(103,007.17)*
Less: Interest expense						**1.07**
						0.49
Income Taxes (Current and Deferred)						**(1,964.36)**
						785.99
Share in Profit / (Loss) of Joint Ventures / Associates (using Equity Method)						**(8.41)**
						(13.14)
Profit / (Loss) For The Year						**(47,781.75)**
						(103,797.56)
Other Comprehensive Income						**2,868.86**
						1,383.75
Total Comprehensive Income For The Year						**(44,912.89)**
						(102,413.81)

Particulars	Investment and Financing Activities	Broking Related Activities	E-Governance	Insurance	Unallocated	TOTAL
Total Comprehensive Income For The Year attributable to:						
a) Owners of the Company						**(48,689.06)**
						(92,056.37)
b) Non Controlling Interest						**3,776.17**
						(10,357.44)
(iii) Segment Assets	**397,747.26**	**72,164.15**	**1,686.53**	**303,582.45**	**-**	**775,180.39**
	441,466.53	*52,341.37*	*1,527.50*	*205,360.04*	*-*	*700,695.44*
Unallocated Corporate Assets					**97,376.76**	**97,376.76**
					112,322.42	*112,322.42*
Total Assets	**397,747.26**	**72,164.15**	**1,686.53**	**303,582.45**	**97,376.76**	**872,557.15**
	441,466.53	*52,341.37*	*1,527.50*	*205,360.04*	*112,322.42*	*813,017.86*
(iv) Segment liabilities	**589,588.16**	**52,614.49**	**1,686.53**	**194,766.49**	**-**	**838,655.67**
	603,126.86	*41,314.80*	*1,517.39*	*143,920.06*	*-*	*789,879.11*
Unallocated Corporate Liabilities					**4,119.32**	**4,119.32**
					3,709.13	*3,709.13*
Total liabilities	**589,588.16**	**52,614.49**	**1,686.53**	**194,766.49**	**4,119.32**	**842,774.99**
	603,126.86	*41,314.80*	*1,517.39*	*143,920.06*	*3,709.13*	*793,588.24*
(v) Capital Expenditure*	**283.25**	**985.78**	**135.91**	**424.09**	**34.80**	**1,863.83**
	356.11	*334.84*	*-*	*-*	*43.83*	*734.78*
(vi) Depreciation and Amortization	**1,244.44**	**1,475.94**	**80.84**	**3,068.14**	**14.78**	**5,884.14**
	1,237.98	*1,671.73*	*65.65*	*3,043.75*	*65.24*	*6,084.35*
(vii) Non Cash Expenditure other than Depreciation	**12,389.07**	**343.56**	**29.28**	**-**	**104.99**	**12,866.90**
	18,782.96	*641.25*	*0.29*	*-*	*451.69*	*19,876.19*

Figures in italics represent Previous Year.

* The amount of addition to non-current assets other than financial instruments, deferred tax assets, net defined benefit assets and right arising under insurance contracts.

(Amount in Rs. Lakh, unless otherwise stated)

(b) Additional Information by Geographies for the year ended March 31, 2021 is as under:

Although the Group's operations are managed by product area, we provide additional information based on geographies.

Domestic Operations comprise of activities having operations in India.

Foreign Operations comprise of activities outside India.

Description	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Revenue		
Domestic operations	**253,046.76**	239,747.85
Foreign Operations	**0.18**	-
Total	**253,046.94**	239,747.85
Carrying Amount of Segment Assets		
Domestic operations	**872,498.12**	812,953.82
Foreign Operations	**59.03**	64.04
Total	**872,557.15**	813,017.86

(c) Revenue from major customers

The Group is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

48. Details of individually immaterial joint ventures and associates

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Aggregate carrying amount of its interests in all individually immaterial joint ventures or associates	**13.96**	22.37
Aggregate amount of Group's share of:		
Profit or (loss) from continuing operations	**(8.41)**	(13.14)
Post-tax profit or loss from discontinued operations	**-**	-
Other comprehensive income	**-**	-
Total comprehensive income	**(8.41)**	(13.14)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Share of profit / (loss) from joint ventures	**(8.41)**	(13.14)
Share of profit / (loss) from associates	**-**	-
Total	**(8.41)**	(13.14)

49. Disclosure as per Ind AS 116 'Lease' :

The Company has adopted Ind AS 116 effective April 1, 2019, using the modified retrospective method. The Company has applied the standard to its leases with the cumulative impact recognised on the date of initial application (April 1, 2019). Accordingly, previous period information has not been restated.

On adoption of Ind AS-116, the Company recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of Ind AS-17 'Leases'. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of April 1, 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on April 1, 2019 was ranging from 8.80% to 11%.

The Company has also recoganised the right-of-use ("ROU") assets equel to an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

Practical expedients applied

In applying Ind AS-116 for the first time, the Company has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- the accounting for operating leases with a remaining lease term of less than 12 months as at April 1, 2019 as short-term leases;
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Company has also elected not to reassess whether a contract is, or contains, a lease at the date of initial application. Instead, for contracts entered into before the transition date, the company relied on its assessment made applying Ind AS-17 for determining whether an arrangement contains a lease.

Initial application impact (on April 1. 2019)

✓ **Leases previously classified as operating leases**

In the statement of profit and loss for the current year, operating lease expenses which were recognised as other expenses in previous periods is now recognised as depreciation expense for the right-of-use asset and finance cost for interest accrued on lease liability. The adoption of this standard did not have any significant impact on the profit for the year and earnings per share.

The adoption of Ind AS 116 affected the following items in the balance sheet on April 1, 2019, initial application day:

Particulars	Amount Rs in Lakh
• Right-of-use assets increased / (decreased) by	10,139.02
• Deferred tax assets increased / (decreased) by	-
• Prepaid expenses increased / (decreased) by	(513.25)
• Accruals for lease incentives increased / (decreased) by	-
• Lease liabilities (increased) / decreased by	(9,628.93)
• Lease Equalization Reserve (increased) / decreased by	3.18

Reconciliation of the operating lease commitments disclosed applying Ind AS 17 as at March 31, 2019 and lease liabilities recognised in the balance sheet at the date of initial application:

Particulars	Amount Rs in Lakh
Operating lease commitments disclosed as at March 31, 2019	5,455.52
Add: adjustments as a result of a different treatment of extension and termination options	6,876.01
Less: Non-lease components	-
Less: Future lease payments on short-term leases	-
Less: Future lease payments on low-value leases	-
Less: Discount using the lessee's incremental borrowing rate	2,702.60
Lease liability recognised as at April 1, 2019	9,628.93

✓ **Leases previously classified as finance leases**

- The net carrying value of assets procured under the finance lease of Rs 36.43 Lakh (gross carrying and accumulated depreciation value of Rs 143.11 Lakh and Rs 106.68 Lakh respectively) have been reclassified from property, plant and equipment to right- of-use assets.
- The obligations under finance leases of Rs 50.94 Lakh (non-current and current obligation under finance leases Rs 32.19 Lakh and Rs 18.75 Lakh respectively) have been reclassified to lease liabilities.

A single note disclosure for information about its leases:

→ Accounting Policy: Refer Notes 3(j).

→ Right-of-Use Assets: Refer Notes 3(b) and 13.

→ Lease Liability:

(Amount in Rs. Lakh, unless otherwise stated)

Particulars	As At March 31, 2021	As At March 31, 2020
Current	**2,743.22**	3,353.69
Non - Current	**2,309.54**	6,203.35
Total	**5,052.76**	9,557.04

→ Amounts recognised in the 'Profit and Loss Statement':

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Depreciation charge of right-of-use assets (Refer Note 13)	**3,199.65**	3,388.27
Add: Interest Expense (included in Finance Cost)	**826.80**	1,054.82
Add: Expense relating to short-term leases and relating to low value assets that are not shown as short-term leases (Reported under 'Other Expenses')	**576.23**	599.43
Less: Gain on Rent Concession (Covid-19 related rent concessions) ^ (Reported under 'Other Revenue From Operations')	**102.10**	-
Total	**4,500.58**	5,042.52

^ Covid-19 Related Rent Concessions

The Group has applied the practical expedient, as provided in the Ind AS 116, Leases, to all Covid-19 related rent concessions gets on leased buildings / office premises that meet the conditions in paragraph 46B of the Ind AS 116.

As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The gain on applying the practical expedient of Rs 102.10 Lakh has been recognized as 'Gain on Rent Concession' under 'Other Revenue From Operations' in the Profit and Loss Statement.

(Amount in Rs. Lakh, unless otherwise stated)

→ Total Cash outflow during the year:

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
• Payments for the principal portion of the lease liability (Financing Activities)	**(2,667.13)**	(2,846.88)
• Payments for the interest portion of the lease liability (Financing Activities)	**(826.80)**	(1,054.82)
• Short-term lease payments, payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability (Operating Activities)	**(576.23)**	(566.01)

→ The Company has commitments under non-cancellable leases which fall due as follows:

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Maturity Analysis – contractual undiscounted cash flows		
Within 1 Year	**2,619.76**	3,698.15
1 Year to 2 Years	**1,307.91**	2,973.34
2 Years to 3 Years	**846.41**	1,823.86
3 Years to 4 Years	**460.77**	1,518.38
4 Years to 5 Years	**343.24**	544.76
After 5 Years	**371.77**	809.59
Total undiscounted lease liabilities	**5,949.86**	11,368.08
Impact of discounting	**(897.10)**	(1,811.04)
Lease Liabilities included in the balance sheet	**5,052.76**	9,557.04

50. Share Based Payment

(A) Religare Enterprises Limited (“REL”)

The Board of Directors at its meeting held on February 12, 2019, approved the Religare Enterprises Limited Employee Stock Option Plan 2019 (“REL ESOP 2019 / Scheme”) to issue and allot stock options up to a maximum of 10% of expanded share capital of the Company (after taking into account any other equity Shares including through convertible instruments) for the permanent employees and directors whether a whole-time director or not (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and its present and future holding company and subsidiary company(ies) in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The shareholders of the Company approved the Scheme vide their special resolution passed through postal ballot on March 29, 2019.

The Nomination and Remuneration Committee of the Company has approved the following grants to select senior level executives of the Company in accordance with the Stock Option Scheme.

(Amount in Rs. Lakh, unless otherwise stated)

(i) Details of grants approved for employees of the Company, its subsidiary & parent in accordance with the Stock Option Scheme:

To the employees of the Company

Grant date	Exercise price	Options granted	Options vested and exercisable	Options unvested	Options exercised	Options cancelled	Options outstanding
01-Apr-19	29.43	8,750,000	60,000	862,500	252,500	7,575,000	1,175,000
08-Aug-19	30.85	150,000	-	112,500	37,500	-	150,000
09-Sep-19	31.35	650,000	162,500	487,500	-	-	650,000
01-Jun-20	24.10	5,000,000	-	5,000,000	-	-	5,000,000
27-Jul-20	39.55	3,570,000	-	3,570,000	-	-	3,570,000
Total		**18,120,000**	**222,500**	**10,032,500**	**290,000**	**7,575,000**	**10,545,000**

To the employees of the subsidiaries (including step down subsidiaries)

Grant date	Exercise price	Options granted	Options vested and exercisable	Options unvested	Options exercised	Options cancelled	Options outstanding
01-Apr-19	29.43	6,375,000	264,250	1,126,250	858,250	4,126,250	2,248,750
19-Jun-19	29.43	500,000	-	225,000	75,000	200,000	300,000
08-Aug-19	30.85	450,000	112,500	325,000	12,500	-	450,000
09-Sep-19	31.35	350,000	37,500	262,500	50,000	-	350,000
27-Jul-20	39.55	2,930,000	-	2,830,000		100,000	2,830,000
Total		**10,605,000**	**414,250**	**4,768,750**	**995,750**	**4,426,250**	**6,178,750**

(ii) Weighted average fair value of stock options granted during the year is as follows:

Particulars	Previous Year (Scheme 2020)				Current Year	
	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 1	Tranche 2
Grant date	01-Apr-19	19-Jun-19	08-Aug-19	09-Sep-19	01-Jun-20	27-Jul-20
No. of options granted	15,400,000	500,000	600,000	1,000,000	5,000,000	6,500,000
Weighted average fair value (Rs.)	29.43	29.43	30.85	31.35	24.30	39.55

Following table depicts range of exercise prices and weighted average remaining contractual life

Total for all grants	No. of options	Range of exercise prices (Rs.)	Weighted average exercise price (Rs.)	Weighted average remaining contractual life (years)
Outstanding at the beginning of the year	9,075,000	29.43- 31.35	-	-
Granted during the year	11,500,000	24.10- 39.55	34.02	1.91
Cancelled during the year	3,851,250	29.43	29.71	-
Expired during the year	-	-	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	16,723,750	24.10- 31.35	33.20	1.99
Exercisable at the end of the year	-	-	-	-

Note: The weighted average market price of equity shares for options exercised during the year is Nil (previous year Nil).

(iii) Method used for accounting for share based payment plan

The Company has used the fair value method to account for the compensation cost of stock options to employees. The fair value of options used are estimated on the date of grant using the Black – Scholes Model.

Note: For the year ended March 31, 2021, the Company has accounted expense of Rs 35.87 Lakh as employee benefit Expenses on the aforesaid employee stock option plan (March 31, 2020: Rs 15 Lakh). The balance in employee stock option outstanding account is Rs. 75.94 Lakh as of March 31, 2021 (March 31, 2020: Rs. 56.43).

(iv) Transactions during the year -

During the year, the Company has:

(a) Credited ESOP reserve on:

i) Debiting to employee related cost by Rs 30.18 Lakh (March 31, 2020: Rs 11.04 Lakh) being ESOP expenses on its own employees;

ii) Debiting investment in subsidiaries by Rs 1.53 Lakh (March 31, 2020: Rs 41.43 Lakh) being ESOP expenses on its subsidiaries employees;

Credited to retained earning and debited employee related cost by Rs 4.78 Lakh (March 31, 2020: Rs 3.96 Lakh) being ESOPs granted to the employees of the Company by its subsidiary.

The part of ESOP granted to employees of the its subsidiaries stand cancelled during the year. On Cancellation of ESOP's the amount of Rs 13.93 Lakh was transferred from ESOP reserve A/c to Retained earning.

(b) The Company granted 50,00,000 stock options at a grant price of Rs 24.10 per share on June 01, 2020 and 65,00,000 stock options at a grant price of Rs 39.55 per share on July 27, 2020 under "Religare Enterprises Limited Employees Stock Option Plan 2019" (REL ESOP Scheme 2019). The Company allotted 1,285,750 Equity Shares of face value of Rs. 10 each at exercise price of Rs 29.43 each pursuant to exercise of stock options granted under the REL ESOP Scheme 2019. Pursuant to the said allotment, the issued, subscribed and paid up equity capital of the Company stands increased from Rs 25,812.82 Lakh divided into 258,128,152 equity shares of Rs. 10 each to Rs 25,941.40 Lakh divided into 259,413,902 equity shares of Rs 10 each.

(B) Care Health Insurance Limited ("CHIL")

Equity Settled Share Based Payment

Employee Stock Option Scheme 2010

Series	Date of grant	Number Granted	Contractual Life	Vesting Conditions	Exercise Price per option	Estimated fair value of share granted
Series-I	29-Dec-10	1,856,250	4 years	20% on expiry of 12 months from grant date 20% on expiry of 24 months from grant date 20% on expiry of 36 months from grant date 40% on expiry of 48 months from grant date	10	10
Series-II	14-Mar-11	12,368,750	4 years			
Series-III	5-Aug-11	1,300,000	4 years			

(Amount in Rs. Lakh, unless otherwise stated)

Employee Stock Option Scheme 2014

Series	Date of grant	Number Granted	Contractual Life	Vesting Conditions	Exercise Price per option	Estimated fair value of share granted
Series-I	28-Jul-14	9,575,000	3 years	33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date	10	10
Series-II	27-Apr-15	7,780,000	3 years			
Series-III	4-Jul-15	1,983,500	3 years			
Series-IV	30-Sep-15	3,111,500	3 years			
Series-V	30-Nov-15	2,892,550	3 years			
Series-VI	2-Feb-16	2,224,080	3 years			
Series-VII	30-Mar-16	1,498,150	3 years			
Series-VIII	30-Jun-16	1,843,200	3 years			
Series-IX	3-Mar-17	633,600	3 years			
Series-X	31-Mar-17	861,120	3 years			
Series-XI	31-Jul-18	4,061,707	1 year	100% on expiry of 12 months from grant date		
Series-I - New	6-Nov-18	28,868,288	3 years	33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date	21.85	21.85
Series-II - New	6-Nov-18	17,361,155	3 years		10	21.85
Series-III - New	7-Feb-19	243,160	3 years		10	26.1
Series-IV - New	28-Jun-19	584,584	3 years		34.31	34.31
Series-V - New	19-Nov-19	2,311,376	3 years		10	34.31
Series-VI - New	19-Nov-19	657,979	3 years		34.31	34.31
Series-VII - New	14-Aug-20	7,397,825	3 years		37.89	37.89

CEO Scheme 2014

Series	Date of grant	Number Granted	Contractual Life	Vesting Conditions	Exercise Price per option	Estimated fair value of share granted
Category-1 (in lieu of surrender of Options granted under 2010 Scheme)	28-Jul-14	2,000,000	1 year	100% on expiry of 12 months from grant date	10	10
Category-1 (new Grant)	28-Jul-14	2,285,714	3 years	33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date		
Category-2	28-Jul-14	1,331,250	1 year	100% on expiry of 12 months from grant date		
Category-3	28-Jul-14	7,500,000		31 Mar'16		

Series	Date of grant	Number Granted	Contractual Life	Vesting Conditions	Exercise Price per option	Estimated fair value of share granted
Category-1 (new Grant)	27-Apr-15	1,714,286		33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date	10	10
Category-2	27-Apr-15	668,750		100% on expiry of 12 months from grant date		
Category-3	27-Apr-15	4,500,000		April 27, 2016		
Category-1 (new Grant)	4-Jul-15	428,571		33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date		
Category-2	4-Jul-15	-		100% on expiry of 12 months from grant date		
Category-3	4-Jul-15	857,143		July 4, 2016		
Category-1 (new Grant)	30-Sep-15	428,571		33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date		
Category-2	30-Sep-15	-		100% on expiry of 12 months from grant date		
Category-3	30-Sep-15	857,143		September 30, 2016		
Category-1 (new Grant)	30-Nov-15	428,571		33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date		
Category-2	30-Nov-15	-		100% on expiry of 12 months from grant date		
Category-3	30-Nov-15	857,143		November 30, 2016		
Category-1 (new Grant)	2-Feb-16	428,571		33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date		
Category-2	2-Feb-16	-		100% on expiry of 12 months from grant date		
Category-3	2-Feb-16	857,143		February 2, 2017		
Category-1 (new Grant)	30-Mar-16	428,571		33% on expiry of 12 months from grant date 33% on expiry of 24 months from grant date 34% on expiry of 36 months from grant date		

<table>
<tr><th>Series</th><th>Date of grant</th><th>Number Granted</th><th>Contractual Life</th><th>Vesting Conditions</th><th>Exercise Price per option</th><th>Estimated fair value of share granted</th></tr>
<tr><td>Category-2</td><td>30-Mar-16</td><td>714,285</td><td></td><td>100% on expiry of 12 months from grant date</td><td rowspan="15">10</td><td rowspan="15">10</td></tr>
<tr><td>Category-3</td><td>30-Mar-16</td><td>857,143</td><td></td><td>March 30, 2017</td></tr>
<tr><td>Category-1 (new Grant)</td><td>30-Jun-16</td><td>407,143</td><td></td><td>33% on expiry of 12 months from grant date
33% on expiry of 24 months from grant date
34% on expiry of 36 months from grant date</td></tr>
<tr><td>Category-2</td><td>30-Jun-16</td><td>-</td><td></td><td>100% on expiry of 12 months from grant date</td></tr>
<tr><td>Category-3</td><td>30-Jun-16</td><td>814,286</td><td></td><td>June 30, 2017</td></tr>
<tr><td>Category-1 (new Grant)</td><td>3-Mar-17</td><td>162,297</td><td></td><td>33% on expiry of 12 months from grant date
33% on expiry of 24 months from grant date
34% on expiry of 36 months from grant date</td></tr>
<tr><td>Category-2</td><td>3-Mar-17</td><td>-</td><td></td><td>100% on expiry of 12 months from grant date</td></tr>
<tr><td>Category-3</td><td>3-Mar-17</td><td>324,593</td><td></td><td>March 30, 2018</td></tr>
<tr><td>Category-1 (new Grant)</td><td>31-Mar-17</td><td>245,145</td><td></td><td>33% on expiry of 12 months from grant date
33% on expiry of 24 months from grant date
34% on expiry of 36 months from grant date</td></tr>
<tr><td>Category-2</td><td>31-Mar-17</td><td>271,529</td><td></td><td>100% on expiry of 12 months from grant date</td></tr>
<tr><td>Category-3</td><td>31-Mar-17</td><td>490,291</td><td></td><td>March 31, 2018</td></tr>
<tr><td>Category-1 (new Grant)</td><td>31-Jul-18</td><td>471,130</td><td></td><td>100% on expiry of 12 months from grant date</td></tr>
<tr><td>Category-2</td><td>31-Jul-18</td><td>157,043</td><td></td><td>100% on expiry of 12 months from grant date</td></tr>
<tr><td>Category-3</td><td>31-Jul-18</td><td>942,259</td><td></td><td>July 31, 2019</td></tr>
<tr><td>Series-I - New</td><td>6-Nov-18</td><td>13,224,900</td><td>3 years</td><td rowspan="5">33% on expiry of 12 months from grant date
33% on expiry of 24 months from grant date
34% on expiry of 36 months from grant date</td><td>21.85</td><td>21.85</td></tr>
<tr><td>Series-II - New</td><td>6-Nov-18</td><td>15,561,816</td><td>3 years</td><td>10</td><td>21.85</td></tr>
<tr><td>Series-III - New</td><td>7-Feb-19</td><td>224,463</td><td>3 years</td><td>10</td><td>26.1</td></tr>
<tr><td>Series-IV - New</td><td>28-Jun-19</td><td>539,618</td><td>3 years</td><td>34.31</td><td>34.31</td></tr>
<tr><td>Series-V - New</td><td>19-Nov-19</td><td>2,162,040</td><td>3 years</td><td>34.31</td><td>34.31</td></tr>
<tr><td>Series-VI - New</td><td>13-Jul-20</td><td>3,509,002</td><td></td><td>November 6, 2021</td><td>37.89</td><td>37.89</td></tr>
<tr><td>Series-VII - New</td><td>13-Jul-20</td><td>7,015,898</td><td>1 year</td><td>100% on expiry of 12 months from grant date</td><td>37.89</td><td>37.89</td></tr>
<tr><td>Series-VIII - New</td><td>13-Jul-20</td><td>16,633,239</td><td>3 years</td><td rowspan="2">33.33% on expiry of 12 months from grant date
33.33% on expiry of 24 months from grant date
33.34% on expiry of 36 months from grant date</td><td>37.89</td><td>37.89</td></tr>
<tr><td>Series-IX - New</td><td>14-Aug-20</td><td>6,710,402</td><td>3 years</td><td>37.89</td><td>37.89</td></tr>
</table>

Note 1: During the year, valuation has been taken at comparable company method.

Note 2: All the grants mentioned above to be settled in equity only.

Scheme	Number of Options Outstanding as on April 1, 2020	Issued During the year	Cancellation of Options due to resignations / surrender 2020-21	Options Exercised 2020-21	Number of Options outstanding as on March 31, 2021	Exercisable as at March 31, 2021
ESOP Scheme 2014						
- Series-I	200,000	-	-	200,000	-	-
- Series-XI	4,061,707	-	-	3,406,512	655,195	655,195
- Series-I - New	28,787,036	-	57,205	1,440,367	27,289,464	17,732,389
- Series-II - New	17,235,824	-	88,238	4,931,632	12,215,954	6,532,046
- Series-III - New	241,054	-	1,994	42,527	196,533	116,927
- Series-IV - New	581,232	-	3,158	8,444	569,630	184,540
- Series-V - New	2,311,376	-	13,247	111,364	2,186,765	655,866
- Series-VI - New	657,979	-	3,770	8,211	645,998	210,202
- Series-VII - New	-	7,397,825	60,000	-	7,337,825	-
CEO Scheme 2014						
- Series-II	6,775,100	-	-	6,775,100	-	-
- Series-III	1,285,714	-	-	1,285,714	-	-
- Series-IV	1,285,714	-	-	1,285,714	-	-
- Series-V	1,285,714	-	-	1,285,714	-	-
- Series-VI	1,285,714	-	-	1,285,714	-	-
- Series-VII	1,999,999	-	-	1,999,999	-	-
- Series-VIII	1,221,429	-	-	1,221,429	-	-
- Series-IX	486,890	-	-	486,890	-	-
- Series-X	1,006,965	-	-	1,006,965	-	-
- Series-XI	1,570,432	-	-	1,570,432	-	-
- Series-I - New	13,224,900	-	10,524,900	-	2,700,000	1,799,820
- Series-II - New	15,561,816	-	-	4,872,419	10,689,397	5,501,088
- Series-III - New	224,463	-	-	-	224,463	149,627
- Series-IV - New	539,618	-	-	-	539,618	179,855
- Series-V - New	2,162,040	-	-	-	2,162,040	720,608
- Series-VI - New	-	3,509,002	-	-	3,509,002	-
- Series-VII - New	-	7,015,898	-	-	7,015,898	-
- Series-VIII - New	-	16,633,239	-	-	16,633,239	-
- Series-IX - New	-	6,710,402	-	-	6,710,402	-
Total	**103,992,716**	**41,266,366**	**10,752,512**	**33,225,147**	**101,281,423**	**34,438,163**

The weighted average remaining contractual life of options outstanding at the March 31, 2021 is 1.1 years.

Key Assumptions used to estimate the fair market value of options granted during the financial year 2020-21 are as below:

Comparable company multiples and Comparable transaction multiples methodology have been used for computing the fair value of equity shares of the company for the purpose of computing compensation cost of ESOPs.

(C) Religare Finvest Limited ("RFL")

(i) Details of grants approved for employees of the RFL, its subsidiary & parent in accordance with the Stock Option Scheme:

To the employees of the RFL

Grant date	Exercise price	Number of Options outstanding as on April 1, 2020	Options granted during the year	Migrations during the year	Options vested and exercisable	Options unvested	Options Exercised / Expired	Options cancelled during the year	Number of Options outstanding as on March 31, 2021
13-Aug-13	98.00	654,000	-	-	654,000	-	-	42,000	612,000
30-Sep-14	108.00	200,000	-	-	200,000	-	-	-	200,000
Total		**854,000**	**-**	**-**	**854,000**	**-**	**-**	**42,000**	**812,000**

To the employees of the Subsidiary of RFL

Grant date	Exercise price	Number of Options outstanding as on April 1, 2020	Options granted during the year	Migrations during the year	Options vested and exercisable	Options unvested	Options Exercised / Expired	Options cancelled during the year	Number of Options outstanding as on March 31, 2021
13-Aug-13	98.00	315,000	-	-	315,000	-	-	-	315,000
30-Sep-14	108.00	60,000	-	-	60,000	-	-	-	60,000
Total		**375,000**	**-**	**-**	**375,000**	**-**	**-**	**-**	**375,000**

To the employees of the Parent of RFL

Grant date	Exercise price	Number of Options outstanding as on April 1, 2020	Options granted during the year	Migrations during the year	Options vested and exercisable	Options unvested	Options Exercised / Expired	Options cancelled during the year	Number of Options outstanding as on March 31, 2021
30-Sep-14	108.00	160,000	-	-	160,000	-	-	-	160,000
Total		**160,000**	**-**	**-**	**160,000**	**-**	**-**	**-**	**160,000**

(ii) Details of grants approved in ESOP Scheme 2019 for employees of the RFL, its subsidiary & parent in accordance with the Stock Option Scheme:

To the employees of the RFL

Grant date	Exercise price	Number of Options outstanding as on April 01, 2019	Options granted during the year	Migrations during the year	Options vested and exercisable	Options unvested	Options Exercised / Expired	Options cancelled during the year	Number of Options outstanding as on March 31, 2021
20-May-19	11.89	11,577,882	-	(35,000)	838,750	10,704,132	-	8,527,882	3,015,000
19-Jun-19	11.89	400,000	-	-	87,500	312,500	-	87,500	312,500
09-Sep-19	11.89	550,000	-	-	181,500	368,500	-	-	550,000
27-Jun-20	10.63	-	12,774,200	-	-	12,774,200	-	792,500	11,981,700
Total		**12,527,882**	**12,774,200**	**(35,000)**	**1,107,750**	**24,159,332**	**-**	**9,407,882**	**15,859,200**

To the employees of the Subsidiary of RFL

Grant date	Exercise price	Number of Options outstanding as on April 1, 2020	Options granted during the year	Migrations during the year	Options vested and exercisable	Options unvested	Options Exercised / Expired	Options cancelled during the year	Number of Options outstanding as on March 31, 2021
20-May-19	11.89	800,000	-	35,000	200,000	635,000	-	510,000	325,000
07-Aug-19	11.89	250,000	-	(250,000)	-	-	-	-	-
Total		**1,050,000**	**-**	**(215,000)**	**200,000**	**635,000**	**-**	**510,000**	**325,000**

To the employees of the Parent of RFL

Grant date	Exercise price	Number of Options outstanding as on April 1, 2020	Options granted during the year	Migrations during the year	Options vested and exercisable	Options unvested	Options Exercised / Expired	Options cancelled during the year	Number of Options outstanding as on March 31, 2021
07-Aug-19	11.89	125,000	-	250,000	103,750	271,250	-	-	375,000
27-Jun-20	10.63	-	2,559,100	-	-	2,559,100	-	203,500	2,355,600
Total		**125,000**	**2,559,100**	**250,000**	**103,750**	**2,830,350**	**-**	**203,500**	**2,730,600**

(iii) Weighted average fair value of stock options granted during the year is as follows:

Particulars	For the Year ended March 31, 2021		For the Year ended March 31, 2020	
	Number of Options Granted during the year	Weighted average fair value	Number of Options Granted during the year	Weighted average fair value
Grant date				
20-May-19	-	-	13,727,882	11.89
19-Jun-19	-	-	400,000	11.89
07-Aug-19	-	-	575,000	11.89
09-Sep-19	-	-	550,000	11.89
09-Sep-19	15,333,300	10.63	550,000	11.89

Following table depicts range of exercise prices and weighted average remaining contractual life

Total for all grants	No. of options	Range of exercise prices	Weighted average exercise price	Weighted average remaining contractual life (years)
Outstanding at the beginning of the year	15,491,882	98-108	16.93	1.86
Granted during the year	15,333,300	10.63		
Cancelled during the year	10,163,382	11.89 to 90		
Expired during the year	-	-		
Exercised during the year	-	-		
Outstanding at the end of the year	20,261,800	10.63 to 108		
Exercisable at the end of the year	2,758,500	98-108		

(iv) Method used for accounting for share based payment plan

The Company has used the fair value method to account for the compensation cost of stock options to employees. The fair value of options used are estimated on the date of grant using the Black – Scholes Model.

(v) Transactions during the year -

Amount (Rs in Lakh)

Particulars	For the Year ended March 31, 2021		For the Year ended March 31, 2020	
	Number of Options outstanding	Amount	Number of Options outstanding	Amount
During the year, the RFL has:				
Credited ESOP reserve on:				
Debiting the employee related cost being ESOP expenses on its own employees	**16,671,200**	**-**	13,381,882	-
Debiting investment in subsidiaries being ESOP expenses on its subsidiaries employees	**700,000**	**-**	1,425,000	-
Debiting retained earnings being ESOP expenses on its parents employees	**2,890,600**	**-**	285,000	-
Credited 'equity' & debited employee related cost being ESOPs granted to the employees of the Company by its parent	**3,926,250**	**(13.04)**	6,165,000	37.03
Credited 'dividend income' & debited employee related cost being ESOPs granted to the employees of the Company by its subsidiary	**-**	**-**	1,199,950	-

(D) Religare Housing Development Finance Corporation Limited ("RHDFC")

(i) RHDFCL Employee Stock Option Scheme 2019 was approved by the Board of Directors of the company on February 06, 2019 and by shareholders of the company on March 05, 2019.

To the employees of the RHDFC

Grant date	Exercise price Rs.	Number of Options outstanding as on April 1, 2020	Options granted during the year	Migrations during the year	Options vested and exercisable	Options unvested	Options Exercised / Expired	Options cancelled during the year	Number of Options outstanding as on March 31, 2021
20-May-19	63.00	1,157,500	-	(37,500)	289,375	830,625	-	250,000	870,000
07-Aug-19	63.00	100,000	-	-	-	100,000	-	100,000	-
23-Jun-20	61.04	-	1,421,800	-	-	1,421,800	-	-	1,421,800
04-Nov-20	61.04	-	978,700	-	-	978,700	-	-	978,700
Total		**1,257,500**	**2,400,500**	**(37,500)**	**289,375**	**3,331,125**	**-**	**350,000**	**3,270,500**

To the employees of the parent (Religare Finvest Limited)

Grant date	Exercise price Rs.	Number of Options outstanding as on April 1, 2020	Options granted during the year	Migrations during the year	Options vested and exercisable	Options unvested	Options Exercised / Expired	Options cancelled during the year	Number of Options outstanding as on March 31, 2021
20-May-19	63.00	999,950	-	-	-	999,950	-	999,950	-
09-Nov-19	63.00	200,000	-	-	-	200,000	-	200,000	-
Total		**1,199,950**	**-**	**-**	**-**	**1,199,950**	**-**	**1,199,950**	**-**

To the employees of the ultimate parent (Religare Enterprises Limited)

Grant date	Exercise price Rs.	Number of Options outstanding as on April 1, 2020	Options granted during the year	Migrations during the year	Options vested and exercisable	Options unvested	Options Exercised / Expired	Options cancelled during the year	Number of Options outstanding as on March 31, 2021
23-Jun-20	61.04	-	240,400	-	-	240,400	-	41,800	198,600
10-Sep-20	61.04	-	351,800	-	-	351,800	-	-	351,800
Total		**-**	**592,200**	**-**	**-**	**592,200**	**-**	**41,800**	**550,400**

(ii) Weighted average fair value of stock options granted during the year is as follows:

Grant Date	For the Year ended March 31, 2021		For the Year ended March 31, 2020	
	Number of Options Granted during the year	Weighted average fair value	Number of Options Granted during the year	Weighted average fair value
20-May-19	-		2,299,950	63.00
07-Aug-19	-		100,000	63.00
09-Nov-19	-		200,000	63.00
23-Jun-20	**1,662,200**	**61.04**	-	-
10-Sep-20	**351,800**	**61.04**	-	-
04-Nov-20	**978,700**	**61.04**	-	-

Following table depicts range of exercise prices and weighted average remaining contractual life

Total for all grants	No. of options	Range of exercise prices	Weighted average exercise price	Weighted average remaining contractual life (years)
Outstanding at the beginning of the year	2,457,450	63.00	61.49	2.32
Granted during the year	2,992,700	61.04		
Cancelled during the year	1,629,250	61.04 to 63.00		
Expired during the year	-	-		
Exercised during the year	-	-		
Outstanding at the end of the year	3,820,900	61.04 to 63.00		
Exercisable at the end of the year	289,375	63.00		

(iii) Method used for accounting for share based payment plan

The RHDFC has used the fair value method to account for the compensation cost of stock options to employees. The fair value of options used are estimated on the date of grant using the Black – Scholes Model.

(iv) Transactions during the year - Amount (Rs in Lakh)

Particulars	For the Year ended March 31, 2021		For the Year ended March 31, 2020	
	Number of Options outstanding	Amount	Number of Options outstanding	Amount
During the year, the RFL has:				
Credited ESOP reserve on:				
Debiting the employee related cost being ESOP expenses on its own employees	**3,270,500**	**-**	1,257,500	-
Debiting retained earnings being ESOP expenses on its parents employees	**550,400**	**-**	1,199,950	-
Credited 'equity' & debited employee related cost being ESOPs granted to the employees of the Company by its parent	**700,000**	**-**	1,425,000	-
Credited 'equity' & debited employee related cost being ESOPs granted to the employees of the Company by its Ultimate parent	**740,000**	**(0.02)**	360,000	2.76

(E) Religare Broking Limited ("RBL")

The Board of Directors of the RBL have approved the following grants in accordance with the Stock Option Scheme (RBL ESOP 2019).

The details of grants approved for employees of the RBL and parent in accordance with the Stock Option Scheme:

To the employees of the RBL								
Grant date	Exercise price (Rs)	Opening Balance as on April 01, 2020	Options granted	Options vested and exercisable	Options unvested	Options exercised	Options cancelled	Options outstanding as on March 31, 2021
17-Apr-19	12.12	7,500,000	-	1,325,000	-	-	2,200,000	5,300,000
5-Aug-19	12.12	1,300,000	-	225,000	-	-	400,000	900,000
9-Aug-19	12.12	675,000	-	168,750	-	-	-	675,000
9-Mar-20	12.12	375,000	-	123,750	-	-	-	375,000
16-Mar-20	12.12	2,200,000	-	726,000	-	-	-	2,200,000
9-Jun-20	12.12	-	450,000	-	-	-	-	450,000
7-Sep-20	10.23	-	4,000,000	-	-	-	400,000	3,600,000
4-Feb-21	10.23	-	1,200,000		-	-	-	1,200,000
Total		**12,050,000**	**5,650,000**	**2,568,500**	**-**	**-**	**3,000,000**	**14,700,000**

To the employees of the parent								
Grant date	Exercise price (Rs)	Opening Balance as on April 01, 2020	Options granted	Options vested and exercisable	Options unvested	Options exercised	Options cancelled	Options outstanding as on March 31, 2021
17-Apr-19	12.12	3,000,000	-	750,000	-	-	-	3,000,000
7-Sep-20	10.23	-	1,585,000		-	-	130,000	1,455,000
Total		**3,000,000**	**1,585,000**	**750,000**	**-**	**-**	**130,000**	**4,455,000**

Particulars	ESOP Scheme 2019	
	As at March 31, 2021	**As at March 31, 2020**
Date of Grant	**Various Dates**	Various Dates
Date of Board Approval	**March 08, 2019**	March 08, 2019
Date of Shareholder's Approval	**April 02, 2019**	April 02, 2019
Number of Options Granted	**7,235,000**	18,450,000
Method of Settlement	**Equity Settled**	Equity Settled
Vesting period	**1 to 3 years**	1 to 4 years
Weighted average remaining contractual life (Vesting period)		
Granted but not vested	**2.52 Years**	3.23 Years
Vested but not exercised	**NA**	NA
Weighted average share price at the date of exercise for stock options exercised during the year	**NA**	NA
Exercise period	**8 Years from the date of Vesting**	8 Years from the date of Vesting
-Vesting conditions for ESOP granted to RBL employees on March 09, 2020 March 16, 2020 June 09, 2020 September 07, 2020 -Vesting conditions for ESOP granted to Holding Company employees on September 07, 2020 February 04. 2021	**1) 25% vest after 1 year from the date of grant 2) 37.5% vest after 2 years from the date of grant 3) 37.5% vest after 3 years from the date of grant**	1) 25% vest after 1 year from the date of grant 2) 25% vest after 2 years from the date of grant 3) 25% vest after 3 years from the date of grant 4) 25% vest after 3 years from the date of grant
- Vesting conditions for ESOP granted to RBL employees on April 17, 2019 August 05, 2019 August 09, 2019 - Vesting conditions for ESOP granted to Holding Company employees on April 17, 2019	**1) 33% vest after 1 year from the date of grant 2) 33% vest after 2 years from the date of grant 3) 34% vest after 3 years from the date of grant**	1) 25% vest after 1 year from the date of grant 2) 25% vest after 2 years from the date of grant 3) 25% vest after 3 years from the date of grant 4) 25% vest after 3 years from the date of grant
Weighted Average Fair Value of options (granted but not vested) as on grant date	**11.27**	11.83
Range of Risk free interest rate	**5.48%**	6.36%
Dividend yield	**0%**	0%
Expected volatility	**33%**	22%

Note: For the Year March 31,2021, the RBL has accounted expense of Rs 9.83 Lakh as employee benefit Expenses on the aforesaid employee stock option plan (March 31, 2020: Rs 14.76 Lakh). The balance in Share Based Payment Reserve is Rs 14.85 Lakh as of March 31,2021 (March 31, 2020: Rs 17.51 Lakh).

(Amount in Rs. Lakh, unless otherwise stated)

TRANSACTIONS DURING THE YEAR ENDED MARCH 31, 2021

During the year, the RBL has:

Credited ESOP reserve on:

- Debiting to employee related cost by Rs.9.16 Lakh (March 31, 2020: Rs.Rs.13.55 Lakh) being ESOP expenses on its own employees;
- Debiting retained earnings by Rs. 5.69 Lakh (March 31, 2020: Rs. 3.96 Lakh) being ESOP expenses on its parents employees:
- Credited 'equity' & debited employee related cost by Rs.0.67 Lakh (March 31, 2020: Rs.1.64) being ESOPs granted to the employees of the Company by its parent.

50A Retirement Benefit Plan

(I) Religare Enterprises Limited ("REL")

(i) Defined Contribution Plan

Contribution toward provident fund plan for all employees is made to regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Scheme as the Company does not carry any legal or constructive obligations to pay further contributions apart from the contributions made on monthly basis which are charged to the statement of Profit and Loss account as incurred. The amount charged to P & L account Rs 39.25 Lakhs during the FY 2020-21 (For FY 2019-20 Rs 53.82 Lakhs).

(ii) Defined Benefits plan

The Company has a defined benefit gratuity plan in India (funded). The Company's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. This includes employing the use of annuities and longevity swaps to manage the risks. The Board of Trustees decides its contribution based on the results of this annual review. The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

The following tables summaries the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(A) Changes in the defined benefit obligation and fair value of plan assets :

Gratuity

	As on March 31, 2021			As on March 31, 2020		
	Defined benefits obligation	**Fair value of plan assets**	**Benefits liability**	Defined benefits obligation	Fair value of plan assets	Benefits liability
Gratuity cost charged to profit & loss						
Present value of DBO at the beginning of the year	**67.13**	**-**	**(67.13)**	117.03	119.00	1.97
Service Cost	**17.61**	**-**	**(17.61)**	17.74	-	(17.74)
Net interest expense	**4.09**	**-**	**(4.09)**	5.97	-	(5.97)
Sub total included in profit & loss	**21.70**	**-**	**(21.70)**	23.71	-	(23.71)
Benefits paid	**(26.59)**	**(26.59)**	**-**	(65.83)	(65.83)	-

	As on March 31, 2021			As on March 31, 2020		
	Defined benefits obligation	**Fair value of plan assets**	**Benefits liability**	Defined benefits obligation	Fair value of plan assets	Benefits liability
Remeasurement gains/(losses) in other comprehensive income						
Return on plan assets (excluding amounts included in net interest expenses)	**-**	**-**	**-**	-	-	-
Actuarial changes arising from changes in demographic assumptions	**-**	**-**	**-**	-	-	-
Actuarial changes arising from changes in financial assumptions	**(11.28)**		**11.28**	(0.86)		0.86
Return on plan assets greater/(lesser) than discount rate	**-**	**23.85**	**23.85**	-	(14.37)	(14.37)
Experience adjustments	**(6.56)**	**-**	**6.56**	31.88	-	(31.88)
Subtotal included in OCI	**-**	**-**	**-**	-	-	-
Contributions by employer	**-**	**-**	**-**	-	-	-
Present value of DBO at the end of the year	**44.40**	**(2.74)**	**(47.14)**	105.93	38.80	(67.13)

(Amount in Rs. Lakh, unless otherwise stated)

Leave Encashment

	As on March 31, 2021			As on March 31, 2020		
	Defined benefits obligation	**Fair value of plan assets**	**Benefits liability**	Defined benefits obligation	Fair value of plan assets	Benefits liability
Leave Encashment cost charged to profit & loss						
Present value of DBO at the beginning of the year	**69.76**	**-**	**(69.76)**	68.85	-	(68.85)
Service Cost	**18.28**	**8.11**	**(10.17)**	18.26	-	(18.26)
Net interest expense	**3.88**	**-**	**(3.88)**	3.91	-	(3.91)
Sub total included in profit & loss	**22.16**	**8.11**	**(14.05)**	22.17	-	(22.17)
Benefits paid	**(12.39)**	**-**	**12.39**	(27.55)	-	27.55
Remeasurement gains/(losses) in other comprehensive income		**-**	**-**		-	-
Return on plan assets (excluding amounts included in net interest expenses)	**-**	**-**	**-**	-	-	-
Actuarial changes arising from changes in demographic assumptions	**-**	**-**	**-**	(0.31)	-	0.31
Actuarial changes arising from changes in financial assumptions	**(5.67)**	**(5.67)**	**-**	-	-	-
Experience adjustments	**(2.44)**	**(2.44)**	**-**	6.60	-	(6.60)
Subtotal included in OCI	**-**	**-**	**-**	-	-	-
Contributions by employer	**-**	**-**	**-**	-	-	-
Present value of DBO at the end of the year	**71.42**	**-**	**(71.42)**	69.76	-	(69.76)

(Amount in Rs. Lakh, unless otherwise stated)

(B) Major Category of Plan asset as percentage of total plan asset

Investments quoted in active markets:	Gratuity	
	March 31, 2021	March 31, 2020
Quoted equity investments	**-**	-
Manufacturing and consumer products sector	**-**	-
Telecom sector	**-**	-
Cash and cash equivalents	**-**	-
Unquoted investments:	**-**	-
Bonds issued by India Government	**-**	-
Scheme of Insurance - Conventional Products	**-**	-
Scheme of Insurance - ULIP Products	**100.00%**	100.00%
Total	**100.00%**	100.00%

The current service cost and net interest expense for the year pertaining to Gratuity expenses have been recognised in "'Gratuity and compensated absences expenses". The remeasurements of the net defined benefit liability are included in Statement of Profit and Loss and Other Comprehensive Income in Statement of change in Equity.

(C) Expected payment for future years

	Gratuity	
	March 31, 2021	March 31, 2020
Within the next 12 months (next annual reporting period)	**11.29**	14.23
Between 2 and 5 years	**34.33**	70.23
Between 5 and 10 years	**115.71**	98.28
Beyond 10 years	**-**	-
Total expected payments	**161.33**	182.74

(D) Changes in Fair Value of Plan Assets:

	Gratuity	
	March 31, 2021	March 31, 2020
Plan Asset at the beginning of the Year	**38.80**	119.00
Asset Acquired in Business Combination	**-**	-
Expected Return on Plan Asset	**1.56**	6.11
Remeasurement Gain/Loss on Plan Assets	**23.85**	(20.48)
Actual Company Contributions	**-**	-
Benefits Paid	**(26.59)**	(65.83)
Others	**-**	-
Plan Asset at the end of the Year	**37.62**	38.80

(E) Actuarial Assumptions

Financial Assumption

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	March 31, 2021	March 31, 2020	**March 31, 2021**	March 31, 2020
Discount Rate	**6.20%**	6.10%	**6.20%**	6.10%
Salary Escalation	**5.00%**	7.00%	**5.00%**	7.00%

(Amount in Rs. Lakh, unless otherwise stated)

Demographic Assumption

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	March 31, 2021	March 31, 2020	**March 31, 2021**	**March 31, 2020**
Mortality rate	**Indian Assured Lives Mortality (2006-08) Ult.**	Indian Assured Lives Mortality (2006-08) Ult.	**Indian Assured Lives Mortality (2006-08) Ult.**	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rate	**18-35 years: 20% 36-45 years: 15% 46 and above: 10%**	18-35 years: 20% 36-45 years: 15% 46 and above: 5%	**18-35 years: 20% 36-45 years: 15% 46 and above: 10%**	18-35 years: 20% 36-45 years: 15% 46 and above: 5%

Sensitivity Analysis

The sensitivity analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of sensitivity analysis from previous year.

Impact on defined benefits obligations	March 31, 2021	March 31, 2020
Discount Rate		
Increase by 0.5%	**(2.36)**	(2.45)
Decrease by 0.5%	**2.49**	2.58
Future salary increases		
Increase by 0.5%	**2.51**	2.55
Decrease by 0.5%	**(2.40)**	(2.44)

Risk Analysis

The Company is exposed to a number of risks in the defined benefit plans. Most significancy risk pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Salary Growth Rate

The present value of defined benefit plans liability is calculated by reference to the future salaries of plan participates. Salary increase considered @ 5% . As such ,an increase in the salary of the plan participants will increase the plan's liability.

Demographic Risk

This is the risk of variability of results due to systematic nature of decrements that include mortality. , withdrawal , disability and retirement . The effect of these decrements on the defined obligation is not straight forward and depends upon the combination of salary increase , discount rate and vesting criteria. it is important not to overstate withdrawals because in the financial analysis the retirement benefit of short career employee typically costs less per year as compared to long service employee.

Interest rate risks

The defined benefit obligation uses a discount rate based on government bonds. If bonds yields fall , the defined benefit obligation will tend to increase.

(II) Religare Finvest Limited ("RFL")

(i) Defined Contribution Plan

Contribution toward provident fund plan for all employees is made to regulatory authorities, where the RFL has no further obligations. Such benefits are classified as Defined Contribution Scheme as the RFL does not carry any legal or constructive obligations to pay further contributions apart from the contributions made on monthly basis which are charged to the statement of Profit and Loss account as incurred.

(Amount in Rs. Lakh, unless otherwise stated)

(ii) Defined Benefits plan

The RFL has a defined benefit gratuity plan in India (funded). The RFL's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund.The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. This includes employing the use of annuities and longevity swaps to manage the risks. The Board of Trustees decides its contribution based on the results of this annual review. The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(A) Changes in the defined benefit obligation and fair value of plan assets :

Particulars	As at March 31, 2021			As at March 31, 2020		
	Defined benefits obligation	Fair value of plan assets	Benefits liability	Defined benefits obligation	Fair value of plan assets	Benefits liability
Gratuity cost charged to profit & loss						
Present value of DBO at the beginning of the year	**530.28**	**281.14**	**249.14**	504.96	470.68	34.28
Service Cost	**67.98**	**-**	**67.98**	66.86	-	66.86
Net Interest Income/Expense	**25.27**	**18.65**	**6.62**	29.56	28.43	1.13
Sub total included in profit & loss	**93.25**	**18.65**	**74.60**	96.42	28.43	67.99
Benefits paid	**(106.93)**	**(107.78)**	**0.85**	(114.14)	(114.14)	-
Remeasurement gains/(losses) in other comprehensive income						
Return on plan assets (excluding amounts included in net interest expenses)	**-**	**206.03**	**(206.03)**	-	(138.11)	138.11
Actuarial changes arising from changes in demographic assumptions	**(3.47)**	**-**	**(3.47)**	-	-	-
Actuarial changes arising from changes in financial assumptions	**(21.74)**	**-**	**(21.74)**	(2.26)	-	(2.26)
Experience adjustments	**(10.56)**	**-**	**(10.56)**	45.30	-	45.30
Subtotal included in OCI	**(35.77)**	**206.03**	**(241.80)**	43.04	(138.11)	181.15
Contributions by employer	**-**	**249.14**	**(249.14)**	-	34.28	(34.28)
Present value of DBO at the end of the year*	**480.83**	**647.18**	**(166.35)**	530.28	281.14	249.14

*During FY 2020-21 an additional amount of INR 85,000 was mistakenly transferred from the fund along with a payment. This amount will be reversed after the valuation date. Since this amount is not an actual payout to an employee, it does not affect the liability of the RFL and hence has been excluded from benefits paid under liability reconciliation.

Particulars	As at March 31, 2021		As at March 31, 2020	
	Defined benefits obligation	Benefits Liability	Defined benefits obligation	Benefits Liability
Leave Encashment cost charged to profit & loss				
Present value of DBO at the beginning of the year	**190.09**	**190.09**	209.65	209.65
Service Cost	**90.02**	**90.02**	90.19	90.19
Net interest expense	**7.21**	**7.21**	10.77	10.77
Actuarial Gain/(Loss) arising during the year	**(11.44)**	**(11.44)**	(3.37)	(3.37)
Sub total included in profit & loss	**85.79**	**85.79**	97.59	97.59
Benefits and Settlement paid	**(108.19)**	**(108.19)**	(117.15)	(117.15)
Remeasurement gains/(losses) in other comprehensive income				
Return on plan assets (excluding amounts included in net interest expenses)		**-**	-	-
Actuarial changes arising from changes in demographic assumptions		**-**	-	-
Actuarial changes arising from changes in financial assumptions	**(6.44)**	**(6.44)**	(0.64)	(0.64)
Experience adjustments	**(5.00)**	**(5.00)**	(2.73)	(2.73)
Actuarial Gain/(Loss) arising during the year	**11.44**	**11.44**	3.37	3.37
Subtotal included in OCI	**-**	**-**	-	-
Contributions by employer		**-**	-	-
Present value of DBO at the end of the year	**167.69**	**167.69**	190.09	190.09

(Amount in Rs. Lakh, unless otherwise stated)

(B) Major Category of Plan asset as percentage of total plan asset (Gratuity)

Investments quoted in active markets:	31-March-2021	31-March-2020
Quoted equity investments	-	-
Manufacturing and consumer products sector	-	-
Telecom sector	-	-
Cash and cash equivalents	-	-
Unquoted investments:	-	-
Bonds issued by India Government	-	-
Scheme of Insurance - Conventional Products	100.00%	100.00%
Total	**100.00%**	**100.00%**

The current service cost and net interest expense for the year pertaining to Gratuity expenses have been recognised in ‘Gratuity and compensated absences expenses.’ The remeasurements of the net defined benefit liability are included in Statement of Profit and Loss and Other Comprehensive Income in Statement of change in Equity.

(Amount in Rs. Lakh, unless otherwise stated)

(C) Expected payment for future years

	Gratuity		Leave Encashment	
	31-March-2021	31-March-2020	31-March-2021	31-March-2020
Within the next 12 months (next annual reporting period)	193.12	201.08	105.50	127.36
Between 2 and 5 years	379.28	429.26	119.97	172.10
Between 5 and 10 years	116.09	203.60	22.55	45.74
Beyond 10 years		-		-
Total expected payments	**688.49**	**833.94**	**248.02**	**345.20**

(D) Changes in Fair Value of Plan Assets (Gratuity)

Particulars	31-March-2021	31-March-2020
Plan Asset at the beginning of the Year	-	-
Asset Acquired in Business Combination	-	-
Expected Return on Plan Asset	-	-
Remeasurement Gain/Loss on Plan Assets	-	-
Actual RFL Contributions	206.03	(138.11)
Benefits Paid	18.65	28.43
Others	-	-
Plan Asset at the end of the Year	**224.68**	**(109.68)**

(E) Actuarial Assumptions

Financial Assumption

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	31-March-2021	31-March-2020	31-March-2021	31-March-2020
Discount Rate	4.90%	5.30%	4.90%	5.30%
Salary Escalation	5.00%	7.50%	5.00%	7.50%

Demographic Assumption

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	31-March-2021	31-March-2020	31-March-2021	31-March-2020
Mortality rate	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rate	18-45 years: 40% 46 and above: 35%	18-45 years: 43% 46 and above: 25%	18-45 years: 40% 46 and above: 35%	18-45 years: 43% 46 and above: 25%

(Amount in Rs. Lakh, unless otherwise stated)

Sensitivity Analysis

The sensitivity analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of sensitivity analysis from previous year.

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	31-March-2021	31-March-2020	31-March-2021	31-March-2020
Discount Rate				
Increase by 0.5%	(4.94)	(6.23)	(1.30)	(1.74)
Decrease by 0.5%	5.05	6.41	1.33	1.78
Future salary increases				
Increase by 0.5%	5.05	6.30	1.33	1.75
Decrease by 0.5%	(4.98)	(6.17)	(1.31)	(1.72)

Risk Analysis

The RFL is exposed to a number of risks in the defined benefit plans. Most significant risk pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Salary Growth Rate

The present value of defined benefit plans liability is calculated by reference to the future salaries of plan participates. Salary increase considered @ 5% . As such, increase in the salary of the plan participants will increase the plan's liability.

Life expectancy/ Longevity risks

The present value of the defined benefit plan liability is calculated by references to the best estimates of the mortality of plan participants both during and after their employment. Mortality tables as per Indian Assured Lives Mortality (2006-08) modified Ult is used for during the employment and post retirement respectively. As increase in the life expectancy of the plan participants will increase the plan's liability.

Interest rate risks

The defined benefit obligation uses a discount rate based on government bonds. If bonds yields fall , the defined benefit obligation will tend to increase.

Inflation risk

Higher than expected increases in salary will increase the defined benefit obligation.

(III) Religare Housing Development Finance Corporation Limited ("RHDFC")

(i) Defined Contribution Plan

Contribution toward provident fund plan for all employees is made to regulatory authorities, where the RHDFCL has no further obligations. Such benefits are classified as Defined Contribution Scheme as the RHDFCL does not carry any legal or constructive obligations to pay further contributions apart from the contributions made on monthly basis which are charged to the statement of Profit and Loss account as incurred.

(ii) Defined Benefits plan

The RHDFCL has a defined benefit gratuity plan in India (funded). The RHDFCL's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

(Amount in Rs. Lakh, unless otherwise stated)

Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. This includes employing the use of annuities and longevity swaps to manage the risks. The Board of Trustees decides its contribution based on the results of this annual review. The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(A) Changes in the defined benefit obligation and fair value of plan assets

Particulars	**As at 31 March 2021**			As at 31 March 2020		
	Defined benefits obligation	**Fair value of plan assets**	**Benefits liability**	Defined benefits obligation	Fair value of plan assets	Benefits liability
Gratuity cost						
Present value of DBO / Fair value of plan assets at the beginning of the year	**109.16**	**48.19**	**60.97**	92.61	49.38	43.23
Current Service Cost	**15.48**		**15.48**	15.12		15.12
Net interest on net defined benefit (liability) / asset	**5.61**	**3.98**	**1.63**	5.23	3.81	1.42
Benefits paid *	**(2.37)**	**(4.46)**	**2.09**	(26.66)	(26.66)	-
Amount recognised in OCI			**-**			-
Return on plan assets (excluding amounts included in net interest expenses)		**42.54**	**(42.54)**		(21.57)	21.57
Actuarial (gain) / loss - experience	**39.76**	**-**	**39.76**	(1.78)	-	(1.78)
Actuarial (gain) / loss - demographic assumptions	**9.48**	**-**	**9.48**	1.93	-	1.93
Actuarial (gain) / loss - financial assumptions	**(11.40)**	**-**	**(11.40)**	22.71	-	22.71
Subtotal included in OCI		**-**	**-**			
Contributions by employer	**-**	**60.97**	**(60.97)**	-	43.23	(43.23)
Present value of DBO / Fair value of plan assets at the end of the year	**165.72**	**151.22**	**14.50**	109.16	48.19	60.97

*An additional amount of INR 209,000 was mistakenly transferred fom the fund along with a payment. This amount will be reversed after the valuation date. Since this amount is not an actual payout to an employee, it does not affect the liability of the RHDFCL and hence has been excluded from benefits paid under Liability Reconciliation.

Particulars	**As at 31 March 2021**		As at 31 March 2020	
	Defined benefits obligation	**Benefits liability**	Defined benefits obligation	Benefits liability
Leave Encashment cost				
Present value of DBO at the beginning of the year	**46.48**	**46.48**	49.80	49.80
Current Service Cost	**27.03**	**27.03**	31.16	31.16
Net interest expense	**1.60**	**1.60**	2.58	2.58
Benefits / Settlement paid	**(31.58)**	**(31.58)**	(35.52)	(35.52)

Particulars	As at 31 March 2021		As at 31 March 2020	
	Defined benefits obligation	Benefits liability	Defined benefits obligation	Benefits liability
Immediate recognition of (gains)/losses – other long term employee benefit plans				
Return on plan assets (excluding amounts included in net interest expenses)	-	-	-	-
Actuarial (gain) / loss - demographic assumptions	1.10	1.10	(0.32)	(0.32)
Actuarial (gain) / loss - financial assumptions	(3.05)	(3.05)	0.85	0.85
Actuarial (gain) / loss - experience	7.54	7.54	(2.07)	(2.07)
Subtotal included in OCI				
Contributions by employer	-	-	-	-
Present value of DBO at the end of the year	49.12	49.12	46.48	46.48

(Amount in Rs. Lakh, unless otherwise stated)

(B) Major Category of Plan asset as percentage of total plan asset (Gratuity)

Investments quoted in active markets:	31 March 2021	31 March 2020
Quoted equity investments	-	-
Manufacturing and consumer products sector	-	-
Telecom sector	-	-
Cash and cash equivalents	-	-
Unquoted investments:	-	-
Bonds issued by India Government	-	-
Schemes of Insurance - Conventional Products	100.00%	100.00%
Total	100.00%	100.00%

The current service cost and net interest expense for the year pertaining to Gratuity expenses have been recognised in "'Gratuity and compensated absences expenses" . The remeasurements of the net defined benefit liability are included in Statement of Profit and Loss and Other Comprehensive Income in Statement of change in Equity.

(C) Expected payment for future years

Expected payment for future years	Gratuity		Leave Encashment	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Within the next 12 months (next annual reporting period)	51.53	38.71	25.68	32.46
Between 2 and 5 years	144.18	106.64	52.23	53.06
Between 5 and 10 years	70.04	27.11	14.85	6.81
Beyond 10 years				
Total expected payments	265.75	172.46	92.76	92.33

(Amount in Rs. Lakh, unless otherwise stated)

(D) Changes in Fair Value of Plan Assets (Gratuity)

Particulars	31 March 2021	31 March 2020
Fair value of Plan Asset at the beginning of the Year	**48.19**	49.38
Acquisition Adjustment	**-**	-
Interest income on Plan Asset	**3.98**	3.81
Return on Plan Assets greater / lesser than discount rate	**42.54**	(21.57)
Employer Contributions	**60.97**	43.23
Benefits Paid *	**(4.46)**	(26.66)
Others	**-**	-
Fair Value of Plan Asset at the end of the Year	**151.22**	48.19

(E) Actuarial Assumptions

Financial Assumption

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Discount Rate	**5.10%**	5.20%	**5.10%**	5.20%
Salary Escalation	**5.00%**	7.50%	**5.00%**	7.50%

Expected Return on Plan Assets

Demographic Assumption

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Mortality rate	**Indian Assured Lives Mortality (2006-08) Ult.**	Indian Assured Lives Mortality (2006-08) Ult.	**Indian Assured Lives Mortality (2006-08) Ult.**	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rate	**18-45 years: 35% 46 and above: 25%**	18-45 years: 43% 46 and above: 57%	**18-45 years: 35% 46 and above: 25%**	18-45 years: 43% 46 and above: 57%

Sensitivity Analysis

The sensitivity analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of sensitivity analysis from previous year.

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Discount Rate				
Increase by 0.5%	**(2.21)**	(1.08)	**(0.60)**	(0.38)
Decrease by 0.5%	**2.27**	1.11	**0.61**	0.39
Future salary increases				
Increase by 0.5%	**2.28**	1.09	**0.61**	0.38
Decrease by 0.5%	**(2.23)**	(1.07)	**(0.60)**	(0.38)

(Amount in Rs. Lakh, unless otherwise stated)

Risk Analysis

The RHDFCL is exposed to a number of risks in the defined benefit plans. Most significant risk pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Salary Growth Rate

The present value of defined benefit plans liability is calculated by reference to the future salaries of plan participates. Salary increase considered @ 5% . As such ,an increase in the salary of the plan participants will increase the plan's liability.

Life expectancy/ Longevity risks

The present value of the defined benefit plan liability is calculated by references to the best estimates of the mortality of plan participants both during and after their employment. Mortality tables as per Indian Assured Lives Mortality (2006-08) modified Ult is used for during the employment and post retirement respectively. As increase in the life expectancy of the plan participants will increase the plan's liability.

Interest rate risks

The defined benefit obligation uses a discount berate based on government bonds. If bonds yields fall , the defined benefit obligation will tend to increase.

inflation risk

Higher than expected increases in salary will increase the defined benefit obligation

(IV) Religare Broking Limited ("RBL")

(i) Defined Contribution Plan

The RBL makes contributions towards Provident Fund, Family Pension Fund, National Pension Scheme, and Employee State Insurance Scheme which are defined contribution retirement benefit plans for qualifying employees.

Amount of Rs. 441.16 Lakhs (Previous Year Rs. 473.18 Lakhs) is recognised as expenses, which is classified as a part of "Contribution to provident and other funds".

(ii) The RBL has a defined benefit gratuity plan in India (funded). The RBL's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the Board of Trustees. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. The Board of Trustees decides its contribution based on the results of this annual review. The Religare Securities Limited Group Gratuity Scheme "the Trust" has obtained a group gratuity plan from Life Insurance Corporation of India which is IRDA Registered Insurance RBL. Generally, the plan envisages allocation as per the Objects of the Trust.

(Rs. in Lakhs)

Particulars	March 31, 2021	March 31, 2020
Defined benefit plans		
a) Gratuity payable	**20.78**	358.78
b) Compensated absences for Employees	**179.79**	152.10

(Amount in Rs. Lakh, unless otherwise stated)

(A) Actuarial assumptions

Particulars	March 31, 2021		March 31, 2020	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Mortality	**IALM (2006-08) Modified Ultimate**	**IALM (2006-08) Modified Ultimate**	IALM (2006-08) Modified Ultimate	IALM (2006-08) Modified Ultimate
Discount rate (per annum)	**4.90%**	**4.90%**	5.40%	5.40%
Salary Escalation Rate	**6.00%**	**6.00%**	5.00%	5.00%
Attrition Rates	**18-35 Years: 70% p.a., 36-45 Years: 35% p.a., 46 Years and above: 35% p.a. and CEO & above-NA**	**18-35 Years: 70% p.a., 36-45 Years: 35% p.a., 46 Years and above: 35% p.a. and CEO & above-NA**	18-35 Years: 38% p.a., 36-45 Years : 53% p.a., 46 Years and above: 10% p.a. and CEO & above-NA	18-35 Years: 38% p.a., 36-45 Years : 53% p.a., 46 Years and above: 10% p.a. and CEO & above-NA

(B) Reconciliation of opening and closing balances of defined benefit obligation **(Rs. in Lakhs)**

Particulars	March 31, 2021		March 31, 2020	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Present value of Defined Benefit obligation at the beginning of the year	**729.85**	**152.10**	694.06	251.40
Interest cost	**36.55**	**6.99**	41.10	14.38
Settlement Cost	**-**	**-**	(4.00)	2.48
Acquisition Cost ((refer note 45(k))	**-**	**-**	79.13	24.96
Current service cost	**68.67**	**46.98**	70.74	104.88
Curtailments				
Settlements	**-**	**-**	-	(56.50)
Benefits paid	**(105.97)**	**(45.29)**	(142.69)	(100.52)
Actuarial (gain)/ loss on obligations	**37.95**	**19.01**	(8.49)	(88.98)
Present value of Defined Benefit obligation at the end of the year	**767.05**	**179.79**	729.85	152.10

(C) Reconciliation of opening and closing balance of fair value of plan assets **(Rs. in Lakhs)**

Particulars	March 31, 2021		March 31, 2020	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Fair values of plan assets at the beginning of the year	**371.07**	**-**	663.34	-
Interest income on plan assets	**24.43**	**-**	40.09	-
Employer contribution	**268.60**	**-**	30.72	-
Return on Plan Assets	**188.14**	**-**	(220.39)	-
Benefits Paid	**(105.97)**	**-**	(142.69)	-
Fair value of plan assets at year end	**746.27**	**-**	371.07	-

(D) Expense recognized in the Statement of Profit and Loss **(Rs. in Lakhs)**

Particulars	March 31, 2021		March 31, 2020	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Current service cost	**68.67**	**46.98**	70.74	104.88
Settlement Cost	**-**	**-**	-	2.48
Interest cost	**12.12**	**6.99**	1.01	14.38
Immediate recognition of (gains)/losses- other long term employee benefit plan	**-**	**19.01**	-	(88.98)
Total expenses recognized in the Statement Profit and Loss	**80.79**	**72.98**	71.75	32.76

(E) Loss/(Gain) recognised during the year in other comprehensive income (OCI) **(Rs. in Lakhs)**

Particulars	March 31, 2021		March 31, 2020	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Actuarial (gain)/loss due to defined benefit obligation	**23.43**	**-**	(11.59)	-
Actuarial (gain)/loss due to defined benefit obligation assumption changes	**14.52**	**-**	3.10	-
Actuarial (gain)/loss arising during the year	**37.95**	**-**	(8.49)	-
Return on plan assets (greater)/less than discount rate	**(188.14)**	**-**	220.39	-
Actuarial (gain)/loss recognized in Other Comprehensive Income (OCI)	**(150.19)**	**-**	211.90	-

(F) Net Asset/ (liability) recognised in the balance sheet **(Rs. in Lakhs)**

Particulars	March 31, 2021		March 31, 2020	
	Gratuity	Compensated absences	Gratuity	Compensated absences
Net defined benefit assets / (liability) at end of the period	**(358.78)**	**(152.10)**	(30.72)	(251.40)
Service cost	**(68.67)**	**(46.98)**	(70.74)	(107.36)
Interest cost	**(12.12)**	**(6.99)**	(1.01)	(14.38)
Amount recognized in OCI	**150.19**		(211.90)	
Actuarial (losses)/ gain		**(19.01)**		88.98
Employer Contribution	**268.60**		30.72	
Acquisition Cost	**-**	**-**	(75.13)	(24.96)
Settlement made directly by the RBL		**-**		56.50
Benefits paid directly by the RBL	**-**	**45.29**	-	100.52
Net asset / (liability) recognized in Balance Sheet	**(20.78)**	**(179.79)**	(358.78)	(152.10)

(G) Sensitivity analysis **(Rs. in Lakhs)**

Particulars	March 31, 2021		March 31, 2020	
Projected defined benefit obligation (DBO) on current assumptions	Gratuity	Compensated absences	Gratuity	Compensated absences
Discount rate	**4.90%**	**4.90%**	5.40%	5.40%
Effect on DBO due to 0.5% increase in discount rate	**(8.24)**	**(1.66)**	(8.12)	(1.45)
Effect on DBO due to 0.5% decrease in discount rate	**8.45**	**1.71**	8.39	1.49
Salary Escalation Rate	**6.00%**	**6.00%**	5.00%	5.00%
Effect on DBO due to 0.5% increase in Salary escalation rate	**8.38**	**1.70**	8.42	1.50
Effect on DBO due to 0.5% decrease in Salary escalation rate	**(8.24)**	**(1.66)**	(8.22)	(1.47)

(H) Maturity analysis of expected benefit obligation **(Rs. in Lakhs)**

Particulars	March 31, 2021		March 31, 2020	
Expected benefits payable in future years from the date of reporting	Gratuity	Compensated absences	Gratuity	Compensated absences
Apr 2017- Mar 2018				
1st Following Year	**300.48**	**100.50**	332.82	93.89
2nd Following Year	**213.67**	**55.46**	191.51	54.97
3rd Following Year	**151.69**	**33.47**	128.79	34.43
4th Following Year	**115.53**	**21.34**	81.00	20.43
5th Following Year	**92.10**	**14.22**	60.78	12.36
Sum of years 6 to 10	**206.54**	**25.66**	214.41	28.36

(iii) The estimate of future salary increases considered in the actuarial valuation takes into account the rate of inflation, seniority, promotion, business performance and other relevant factors, such as supply and demand in the employment market.

51. Related Party Disclosures

Nature of Relationship	Name of Party
(a) Individual Owning Direct or Indirect Interest and Voting Power that Given them Control	Nil
(b) Joint Ventures of the Company	
	IBOF Investment Management Private Limited
(c) Key Managerial Personnel ("KMP") and close members of their families	
	Dr. Rashmi Saluja
	Mr. Nitin Aggarwal
	Mrs. Sabina Vaisoha
	Mrs. Vijaylakshmi Rajaram Iyer

Nature of Relationship	Name of Party
	Mr. Malay Kumar Sinha
	Mr. Sushil Chandra Tripathi
	Mr. Siddarth Dinesh Mehta (w.e.f. July 30 , 2019)
	Mr. Milind Narendra Patel (till July 19 , 2019)
	Mr. Sanjay D. Palve (till May 31, 2020)
	Mr. Pankaj Sharma (w.e.f. September 11, 2020)
	Mr. Gaurav Kaushik (w.e.f. March 28, 2019)
	Mr. Gurvinder Singh Juneja (w.e.f. April 23, 2019 till August 8, 2019)
	Mr. Ashish Tyagi (w.e.f. August 8, 2019 till September 9, 2019)
	Mr. Rahul Mehrotra (w.e.f. March 3, 2020)
	Mr. Gagan Chhabra (w.e.f. March 3, 2020)
	Mr. Gourav Mardia (till March 03, 2020)
	Mr. Anuj Gulati
	Mr. Pankaj Gupta
	Mr. Ajay Shah
	Mr. Chandrakant Mishra
	Mr. Nitin Katyal
	Mr. Anoop Singh
	Ms. Bhawana Jain
	Mr. Pratik Kapoor
	Mr. Sanjeev Meghani
	Mr. Manish Dodeja
	Mr. Irvinder Singh Kohli
	Mr. Kamal Kumar Kaushik (w.e.f. May 29, 2018 till July 16, 2019)
	Mr. Sham Lal Mohan
	Lt. Gen (Retd.) Shamsher Singh Mehta
	Mrs. Asha Nair
	Dr. Manjushree Ghodke (w.e.f. September 18, 2019)
	Mr. Sanjay Chandel (w.e.f. December 13, 2019)
	Ms. Jaishri Chandel (w.e.f. December 13, 2019)
	Mr. Tirlockee Chauhan
	Mr. Gurpreet Singh Sidana (w.e.f. September 25, 2019)
	Mr. Jayant Manglik - (till September 25, 2019)

Nature of Relationship	Name of Party
	Mrs. Sanjana Manglik
	Mr. Rajender Singh Kaira (w.e.f. June 12, 2019)
	Mr. Mohit Adhikari (w.e.f. June 12, 2019 till December 31, 2020)
	Mr. Hamid Ahmed (w.e.f February 10, 2021)
	Mr. Vijay Shankar Madan (w.e.f February 10, 2021)
(d) Enterprises over which KMP and close members of their families are able to exercise significant influence with whom transactions have taken place	
	Bay Capital Advisors Private Limited
(e) Post-Employment Benefit Plan	
	Religare Enterprises Limited Group Gratuity Trust
	Religare Finvest Limited Group Gratuity Scheme
	Religare Housing Development Finance Corporation Limited Group Gratuity Scheme
	Religare Commodities Limited Group Gratuity Scheme
	Religare Securities Limited Group Gratuity Scheme
(f) Subsidiaries / Subsidiaries of Subsidiary *	
	Religare Capital Markets Limited
	Religare Capital Markets International (Mauritius) Limited
	Religare Capital Markets (Europe) Limited
	Religare Capital Markets (UK) Limited
	Religare Capital Markets Corporate Finance Pte Limited
	Religare Capital Markets (Hongkong) Limited
	Tobler (UK) Limited
	Kyte Management Limited
	Religare Capital Markets (Singapore) Pte Limited
	Bartleet Wealth Management (Private) Limited (formerly Religare Bartleet Capital Markets (Private) Limited)
	Bartleet Asset Management (Private) Limited
	Strategic Research Limited
	Bartleet Religare Securities (Private) Limited
	Religare Capital Markets Inc.

*** Refer Note 2.2 (C)**

(Amount in Rs. Lakh, unless otherwise stated)

Following transactions were carried out with related parties in the ordinary course of business at arm's length basis:

NATURE OF TRANSACTIONS	Name of the Related Party	RP Type	For the Year Ended on March 31, 2021	For the Year Ended on March 31, 2020
INCOME				
Brokerage Earned				
	Ms. Sanjana Manglik	c	**0.01**	-
	Mr. Nitin Aggarwal	c	**-**	0.01
	Mr. Sanjay Chandel	c	**0.05**	-
	Ms. Jaishri Chandel	c	**0.01**	-
Brokerage Earned Total			**0.07**	0.01
Depository Charges				
	Mr. Nitin Aggarwal	c	**0.01**	-
	Mr. Sanjay Chandel	c	**0.18**	-
	Ms. Jaishri Chandel	c	**0.03**	-
	Religare Capital Markets Limited	f	**0.09**	0.15
Depository Charges Total			**0.31**	0.15
Lease Rental Income				
	Religare Capital Markets Limited	f	**-**	0.63
Lease Rental Income Total			**-**	0.63
EXPENSES				
Director's Sitting Fees				
	Mr. Malay Kumar Sinha	c	**64.70**	51.80
	Mr. Sushil Chandra Tripathi	c	**48.50**	31.00
	Ms. Sabina Vaisoha	c	**15.30**	19.00
	Dr. Manjushree Ghodke	c	**6.00**	6.20
	Ms. Vijayalakshmi Rajaram Iyer	c	**16.00**	18.00
	Dr. Rashmi Saluja	c	**-**	48.20
	Mr. Gurvinder Singh Juneja	c	**-**	0.50
	Mr. Sanjay Chandel	c	**5.60**	1.00
	Lt Gen (Retd) Shamsher Singh Mehta	c	**19.00**	15.00
	Mr. Siddharth Dinesh Mehta	c	**4.10**	3.00
	Mrs. Asha Nair	c	**11.40**	10.91
	Mr. Sham Lal Mohan	c	**20.00**	15.00
	Mr. Hamid Ahmed	c	**5.50**	-
	Mr. Vijay Shankar Madan	c	**7.50**	-
Director's Sitting Fees Total			**223.60**	219.61

NATURE OF TRANSACTIONS	Name of the Related Party	RP Type	For the Year Ended on March 31, 2021	For the Year Ended on March 31, 2020
Remuneration to Key Management Personnel *				
	Dr. Rashmi Saluja	c	**5,202.09**	5,225.19
	Mr. Nitin Aggarwal	c		
	Mr. Anuj Gulati	c		
	Mr. Pankaj Gupta	c		
	Mr. Ajay Shah	c		
	Mr. Chandrakant Mishra	c		
	Mr. Nitin Katyal	c		
	Mr. Anoop Singh	c		
	Ms. Bhawana Jain	c		
	Mr. Pratik Kapoor	c		
	Mr. Sanjeev Meghani	c		
	Mr. Manish Dodeja	c		
	Mr. Irvinder Singh Kohli	c		
	Mr. Jayant Manglik	c		
	Mr. Tirlockee Chauhan	c		
	Mr. Gurpreet Singh Sidana	c		
	Mr. Sanjay D Palve	c		
	Mr. Gaurav Kaushik	c		
	Mr. Pankaj Sharma	c		
	Mr. Kamal Kumar Kaushik	c		
	Mr. Gourav Mardia	c		
	Mr. Milind Narendra Patel	c		
	Mr. Rahul Mehrotra	c		
	Mr. Gagan Chhabra	c		
	Mr. Gurvinder Singh Juneja	c		
	Mr. Ashish Tyagi	c		
	Mr. Mohit Adhikari	c		
	Mr. Rajendra Singh Kaira	c		
Remuneration to Key Management Personnel Total			**5,202.09**	5,225.19
Contribution to Post Employment Benefit Plans				
	Religare Housing Development Finance Corporation Limited Group Gratuity Scheme	e	**60.97**	43.23
	Religare Finvest Limited Group Gratuity Scheme	e	**249.14**	34.28
	Religare Securities Limited Group Gratuity Scheme	e	**268.60**	30.72

NATURE OF TRANSACTIONS	Name of the Related Party	RP Type	For the Year Ended on March 31, 2021	For the Year Ended on March 31, 2020
	Religare Commodities Limited Group Gratuity Scheme	e	-	75.10
Contribution to Post Employment Benefit Plans Total			**578.71**	183.33
OTHER RECEIPTS AND PAYMENTS				
Purchase of Fixed Asset				
	Mr. Tirlockee Chauhan	c	-	0.03
Purchase of Fixed Asset Total			-	0.03
Insurance Claims Payment				
	Mr. Sanjeev Meghani	c	**0.24**	-
Insurance Claims Payment Total			**0.24**	-
Premium Received in Advance / Cash Deposit				
	Bay Capital Advisors Private Limited	d	**0.19**	-
Premium Received in Advance / Cash Deposit Total			**0.19**	-
Receipt / Refund of Premium				
	Dr. Rashmi Saluja	c	**0.28**	-
	Mr. Pankaj Gupta	c	**0.01**	0.04
	Mr. Ajay Shah	c	**0.97**	0.13
	Ms. Bhawana Jain	c	-	0.01
	Mr. Manish Dodeja	c	**0.27**	0.29
	Mr. Anoop Singh	c	**0.29**	0.03
	Mr. Sanjeev Meghani	c	-	0.54
	Mr. Pratik Kapoor	c	-	0.05
	Lt Gen (Retd) Shamsher Singh Mehta	c	-	0.20
	Bay Capital Advisors Private Limited	d	**3.86**	-
Receipt / Refund of Premium Total			**5.68**	1.29

(Amount in Rs. Lakh, unless otherwise stated)

OUTSTANDING BALANCES	Name of the Related Party	RP Type	As at March 31, 2021	As at March 31, 2020
PAYABLES				
Security Deposits Payable				
	Religare Capital Markets Limited	f	**2.30**	2.30
Security Deposits Payable Total			**2.30**	2.30
Trade Payable				
	Mr. Sanjay Chandel	c	**4.61**	-
	Ms. Jaishri Chandel	c	**0.03**	-
Other Payables Total			**4.64**	-
Other Payables				
	Religare Capital Markets (Hong Kong) Limited	f	**59.31**	60.82
	Religare Capital Markets Limited	f	**6.18**	4.31
Other Payables Total			**65.49**	65.13
KMP's Salary Payable				
	Mr. Mohit Adhikari	c	**-**	1.63
	Mr. Rajendra Singh Kaira	c	**0.53**	1.58
KMP's Salary Payable Total			**0.53**	3.21
RECEIVABLES				
Inter Corporate Loans Receivable				
	Religare Capital Markets Limited	f	**901.60**	901.60
Inter Corporate Loans Receivable Total			**901.60**	901.60
Expected Credit Loss on Outstanding Inter Corporate Loans				
	Religare Capital Markets Limited	f	**901.60**	901.60
Expected Credit Loss on Outstanding Inter Corporate Loans Total			**901.60**	901.60
Interest Receivable on Inter Corporate Loans				
	Religare Capital Markets Limited	f	**295.49**	353.27
Interest Receivable on Inter Corporate Loans Total			**295.49**	353.27
Expected Credit Loss on Interest Receivable on Inter Corporate Loans				
	Religare Capital Markets Limited	f	**295.49**	353.27

OUTSTANDING BALANCES	Name of the Related Party	RP Type	As at March 31, 2021	As at March 31, 2020
Expected Credit Loss on Interest Receivable on Inter Corporate Loans Total			**295.49**	353.27
Trade Receivable**				
	Religare Capital Markets Limited	f	**0.87**	0.77
Trade Receivable Total			**0.87**	0.77
Advance given for Settlement of Corporate Guarantee				
	Religare Capital Markets Limited	f	**1,326.50**	1,326.50
Advance given for Settlement of Corporate Guarantee Total			**1,326.50**	1,326.50
Expected Credit Loss on advance given for Settlement of Corporate Guarantee				
	Religare Capital Markets Limited	f	**1,326.50**	1,326.50
Expected Credit Loss on advance given for Settlement of Corporate Guarantee Total			**1,326.50**	1,326.50
Other Receivables				
	Religare Capital Markets Limited	f	**545.04**	545.37
Other Receivables Total			**545.04**	545.37
Expected Credit Loss on Other Receivables				
	Religare Capital Markets Limited	f	**545.04**	545.37
Expected Credit Loss on Other Receivables Total			**545.04**	545.37

*** Remuneration to Key Management Personnel**

Particulars	For The Year Ended On	
	March 31, 2021	March 31, 2020
Short Term Employee Benefits	**3,834.57**	3,195.16
Post - Employment Benefits	**491.34**	475.93
Long Term Employee Benefits	**3.21**	13.17
Termination Benefits	**-**	-
Employee Share Based Payments	**872.97**	1,540.93
Total	**5,202.09**	5,225.19

** ECL provision against this has been made with other trade receivables of the group company using simplified method.

52. Financial Risk Management

The Group business activities are exposed to a variety of financial risks, namely liquidity risk, market risks, credit risk and operational risk. The Board of Directors ("Board") of the respective Group companies has the overall responsibility for establishing and governing the risk management framework. The Board has constituted a Risk Management Committee, which is responsible for the development of the risk strategy and implementing principles, frameworks, policies and limits. The Risk Management Committee is responsible for managing risk decisions and monitoring risk levels and reports to the Board.

The Risk Management Unit is responsible for implementing and maintaining risk related procedures to ensure an independent control process is maintained. This unit works closely with and reports to the Risk Management Committee, to ensure that procedures are compliant with the overall framework.

The Risk Management Unit along with independent functions Compliance, FCU, Technical Teams is responsible for monitoring compliance with risk principles, policies and limits across the Group. The Group companies have their own unit which is responsible for the control of risks, including monitoring the actual risk of exposures against authorised limits and the assessment of risks of new products and structured transactions. It is the Group's policy that this unit also ensures the complete capture of risks in its risk measurement and reporting systems. The Group's policy also requires that exceptions are reported periodically, where necessary, to the Risk Management Committee, and the relevant actions are taken to address exceptions and any areas of weakness.

Treasury is responsible for managing its assets and liabilities and the overall financial structure. It is also primarily responsible for the funding and liquidity risks of the Group.

The Group risk management policies are established to identify and analyse the risks faced by the Group, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

It is the Group's policy to ensure that a robust risk awareness is embedded in its organisational risk culture. Employees are expected to take ownership and be accountable for the risks the group is exposed to that they decide to take on. The Group's continuous training and development emphasises that employees are made aware of the Group's / company's risk appetite and they are supported in their roles and responsibilities to monitor and keep their exposure to risk within the Group's / company's risk appetite limits. Compliance breaches and internal audit findings are important elements of employees' annual ratings and remuneration reviews. Group also has in place 'Staff Accountability Policy' which is to monitor the employees performance.

The Group's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans given, trade and other receivables, investments and cash and cash equivalents that arises directly from its operations.

(A) Liquidity Risk

Liquidity risk arises where the Group is unable to meet its obligations as and when they arise. Liquidity risk may be measured at a structural level and cash flow level. Treasury monitors rolling forecasts of the company's cash flow position and ensures that the company is able to meet its financial obligation at all times including contingencies. The Company aims to maintain the level of its cash and cash equivalents, short term liquid assets in bank deposits and liquid mutual funds at an amount in excess of expected cash outflow on financial liabilities.

In NBFC companies to manage structural liquidity level, the Asset Liability Management Policy ("ALM Policy") envisages adherence to certain key ratios and gap limits in normal business and under stressed market conditions and to manage liquidity risk at cash flow level, the ALM Policy envisages adherence to certain gap limits based on dynamic liquidity forecasts. Maintaining an optimal balance sheet structure and cash flow patterns shall be the cornerstone of the liquidity risk management strategy. Please refer Note 43 for Maturity pattern of certain items of Assets and Liabilities at group level and for company specific detail please refer respective Group companies standalone financials.

(B) Market Risk

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, foreign currency receivables, payables and borrowings.

The Group's exposure to market risk is a function of loans given, investment and borrowing activities and revenue generating in foreign currencies. The objective of market risk management is to avoid excessive exposure of the Group's earnings and equity to losses.

The Group size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

(i) Price Risk, Insurance Risk, Product Risk and Prepayment Risk

→ The Group is mainly exposed to the price risk due to its investment in debt securities, government securities, mutual funds, etc. The price risk arises due to uncertainties about the future market values of these investments.

As at March 31, 2021, the investments in such instruments amounts to Rs 335,627 Lakh (March 31, 2020: Rs 216,573 Lakh). These are exposed to price risk.

The Group has laid policies and guidelines which it adheres to in order to minimise pricing risk arising from investments. One of the major group company is in the business of proving health insurance where investments are subject to the rules stipulated by IRDA.

→ w.r.t. health insurance business:

Insurance risk refers to inherent uncertainties as to the occurrence, bad portfolio, amount and timing of insurance liabilities. Product risk is the risk associated from developing and distributing new products. This includes the risk that the product features do not conform to regulatory requirements, are not supported by the system and / or the product terms and conditions are not transparent or misleading for the customers. The pricing risk results where the products are either not profitable or the pricing is uncompetitive or unfair. It also results when assumptions with respect to liabilities / claims, costs and returns associated with the sale of a product are inaccurately estimated. To mitigate this the same is constantly reviewed by appointed actuary who suggests changes in price in case of these risk.

Subsidiary also defines underwriting guidelines for each product including the non medical limits for different agecategories.

→ w.r.t. NBFC:

Prepayment risk is the risk that the company will incur a financial loss because its customers and counterparties repay or request repayment earlier or later than expected, such as fixed rate mortgages when interest rates fall.

The NBFC companies use regression models to project the impact of varying levels of prepayment on its net interest income. The model makes a distinction between the different reasons for repayment (e.g., relocation, refinancing and renegotiation) and takes into account the effect of any prepayment penalties. The model is back tested against actual outcomes.

(ii) Foreign Exchange Risk

Foreign exchange risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates.

The Group's exposure to the risk of changes in foreign exchange rates relates to foreign currency vendor payments. Foreign currency exposure of the Group is not significant considering the size and nature of business.

(iii) Interest Rate Risk

The Group is exposed to interest rate risk which is likely to arise due to a fundamental duration mismatch of assets and liabilities, on account of short term gap between disbursements and raising the matching liability. Additionally, mismatches between floating and fixed assets and liabilities are expected to enhance interest rate risk. Since the Group relies on bank finance for funding and it finds its difficult to pass the revision in base rates by banks to customers immediately, general increase in interest rates is likely to affect the NIMs of the NBFC companies. Containing duration mismatches and maintaining an equitable mix of fixed - floating assets and liabilities shall be the cornerstone of interest rate risk management strategy.

(C) Credit Risk

Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and for geographical and industry concentrations and by monitoring exposures in relation to such limits.

In NBFC companies of the Group, credit risk is monitored by the credit risk department of the respective company's independent Risk Management Unit. It is their responsibility to review and manage credit risk, including environmental and social risk for all types of counterparties. Credit risk consists of line credit risk managers who are responsible for their business lines and manage specific portfolios and experts who support both the line credit risk manager, as well as the business with tools like credit risk systems, policies, models and reporting.

NBFC companies has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties, including regular collateral revisions. Counterparty limits are established by the use of a credit risk classification system, which assigns each counterparty a risk rating. Risk ratings are subject to regular revision. The credit quality review process aims to allow the Group to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

(D) Operational Risk

Operational risk is the risk of loss arising through fraud, unauthorized activities, error, omission, inefficiency, systems failure or from external events. It is inherent to every business organization and covers a wide spectrum of issues. The terms error, omission and inefficiency includes process failures, systems / machine failures and human error. Operational risk also includes compliance risks and distribution risks.

The Group cannot expect to eliminate all operational risks, but it endeavours to manage these risks through a control framework and by monitoring and responding to potential risks. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment processes, such as the use of internal audit. Further, grievance and customers complaints are reviewed on periodic basis.

(E) Compliance Regulatory Legal Risk

Compliance Regulatory Legal Risk is the risk arising from non-adherence to prescribed law in force, regulations, policies, procedures and guidelines which may give rise to regulatory actions, litigations, deficiency in product or services depending on the level of non-adherence. The corporate governance function is primarily designed to avoid incurrence of compliance-regulatory-legal risk.

(F) Strategic Business Risk

Strategic risks are basically those risk which are typically managed by the top management group and are tactical in nature such as continue or discontinue a product line, scaling up or down the business, major investment decision, key borrowings, mergers or acquisitions etc.

(G) Reputational Risk

REL is also exposed to reputation risk arising from failures in governance, business strategy and process, regulatory-compliance and legal risk. These risks are generally covered under Operational risks. Reputational risk is the risk of potential damage to the Group due to deterioration of its reputation. The reputation of the Group may suffer as a result of its failure to comply with laws, regulations, rules, reporting requirements, standards and codes of conduct applicable to its activities, rather than compliance with the internal limits or procedures. Proactive measures to minimize the risk of losing reputation could be a sound risk management framework, good corporate governance high level ethics and integrity, rigorous anti money laundering procedures, good business practices and reporting of all breaches which lead to reputational risk to the attention of senior management and the board.

Management of subsidiaries and support functions of REL should take into consideration above basic risk categorization and devise their own risk cum control matrix for each of the product line, segment, business and operations.

53. Capital Management

The Group's objectives when managing capital are to:

safeguard their ability to continue as going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders;

maintain an optimal capital structure to reduce the cost of capital;

ensure compliances with regulatory capital requirements; and

maintain strong credit ratings and healthy capital ratios in order to support its business.

In order to maintain and adjust the capital structure the group issues new shares and / or sells assets to reduce debts.

For the purposes of the different companies' capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

Consistent with other in industries, the group companies monitor capital on the basis of different gearing ratios. Further, most of the group companies are regulated entities and it is necessary that they have sufficient capital and / or net worth to meet the regulatory requirements. All regulated companies ensure adherence to regulatory requirements with a safety margin. However, Capital to Risk Weighted Assets Ratio ("CRAR") of Religare Finvest Limited, as on March 31, 2021, is below the prescribed limit. (Also refer Note 22A)

54. Other Notes

(a) The Micro, Small And Medium Enterprises Development ("MSMED") Act, 2006:

Rs 244.51 Lakh was outstanding to Micro, Small and Medium Enterprises as at March 31, 2021 (March 31, 2020: Rs 145.70 Lakh). No amount was over due (i.e. outstanding for more than 45 days) during the years for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

(Amount in Rs. Lakh, unless otherwise stated)

S.No	Particulars	As at March 31, 2021	As at March 31, 2020
(a)	the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;		
	-principal amount	**244.51**	145.70
	-interest due	**-**	-
(b)	the amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	**-**	-
(c)	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Development Act, 2006	**-**	-
(d)	the amount of interest accrued and remaining unpaid at the end of each accounting year; and	**-**	-
(e)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006		

(b) Exceptional Item - Expense Towards Capital Commitment

In relation to order dated March 21, 2018 passed by Hon'ble Debt Recovery Tribunal –II, New Delhi ("DRT – II") in the Original Application ("OA") filed by Axis Bank Limited in which apart from other parties, the Company, Religare Capital Markets Limited ("RCML"), and Religare Capital Markets International (Mauritius) Limited ("RCMIML"), have been made parties for recovery of Rs. 31,293.93 Lakh in relation to a loan facility obtained by RCMIML from Axis Bank which was, inter alia, secured by personal guarantees executed by Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh and certain other securities provided to Axis Bank. The Company has not provided any guarantee / securities in relation to the facility obtained by RCMIML from Axis Bank. REL has executed a Non-Disposal Undertaking ("NDU") in favour of Axis Bank stating that until the repayment of the loan to Axis Bank by RCMIML, REL shall not alienate the shares in Care Health Insurance Limited (formerly known as Religare Health Insurance Company Limited). REL has been made a party to the proceedings based on the NDU and certain other actions taken by it. In the matter, in view of the full and final payment of Rs 17,000 Lakh made by the Company to Axis Bank in terms of the Consent Agreement dated October 1, 2019 entered into between the Company, RCML, RCMIML and Axis Bank, the Hon'be Tribunal has vide its order dated July 13, 2020 has deleted REL, RCML and RCMIML from the array of parties in view of full and final settlement and Interim orders passed on March 21, 2018 and August 26, 2019 against REL, RCML and RCMIML stand vacated. The accounting impact of Rs 17,000 Lakh on the financial results for the year ended March 31, 2020 has been taken and disclosed as an exceptional item. The Company paid Rs 1,700 Lakh during FY 2019-20 and balance of Rs 15,300 Lakh paid in June, 2020.

(c) The NBFCs in the group have disbursed loans against mortgage of properties, and the borrowers have assigned their lease rentals, fees, credit card receivable, project receivable etc. through escrow towards repayment of EMIs/ installments. The borrowers have opened their accounts with certain banks under escrow to the NBFC companies. The aforesaid escrow accounts do not form part of these financial statements.

(d) Securities received from clients by the subsidiaries of the Company in the business of stock broking, as collateral for margins, are held by the subsidiary companies in its own name in a fiduciary capacity.

(e) The Board of Directors had appointed Mr. Subramanian Lakshminarayanan and Mr. Francis Daniel Lee as Executive Chairman and Executive Director on November 14, 2017 and November 17, 2017 respectively subject to approval of shareholders. They ceased to be Executive Directors of the Company w.e.f. January 22, 2018 and January 24, 2018 respectively. The shareholders of the Company at the Annual General Meeting held on September 20, 2018 didn't accord approval for payment of remuneration to above said directors for their tenure as Executive Directors. Accordingly, U/s 197(9) of the Companies Act, 2013, the Company has sent notices for refund the remuneration of Rs

82.61 Lakh and Rs 4.36 Lakh paid to them respectively. They have not refunded the amount till date . The Company has submitted an Complaint/Application with the ROC, Delhi for Adjudication of Penalty under Section 454 of the Companies Act, 2013 in September 2019 to recover the amount. However, no reply has been received from the ROC in the matter till date. The recovery will be accounted on realisation.

(f) The application for re-classification of promoters / promoters group into public shareholders category was submitted to the stock exchanges on July 31, 2020 post receipt of approval of shareholders. Subsequent to the balance sheet date the Company has received approval, under the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), from both the stock exchanges viz. National Stock Exchange of India Limited and BSE Limited on June 11, 2021 and June 12, 2021 respectively, for re-classification of the following Promoters and Promoter Group as Public Shareholders:

(1) Malvinder Mohan Singh
(2) Shivinder Mohan Singh
(3) Japna Malvinder Singh
(4) Aditi Shivinder Singh
(5) Abhishek Singh
(6) RHC Finance Private Limited
(7) RHC Holding Private Limited
(8) PS Trust
(held in the name of Malvinder Mohan Singh & Shivinder Mohan Singh)

However, now consequent to the approval of re - classification of Promoters into Public Category, Nimrita Parvinder Singh is automatically out of Promoter Group as defined in SEBI ICDR Regulations and hence will not be classified under the Promoters / Promoters Group in the Shareholding Pattern of the Company from now onwards.

Consequent to above the Company has become a *"listed entity with no promoters".*

(g) **(i)** Reserve Bank of India ("RBI") vide letter dated February 25, 2021 issued a Risk Assessment Report ("RAR") and the Inspection Report ("IR") to the Company for financial year ended March 31, 2020. Further, RBI issued Supervisory Letter dated April 26, 2021 in the matter. The Company is in the process of responding to the same.

(ii) In accordance with the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and guidelines and circulars issued by SEBI, the Company has filed a Joint Settlement Application on March 31, 2021 against the Show Cause Notice dated November 17, 2020 received by the Company from SEBI in the matter of investigation of Religare Enterprises Limited initiated in February 2018.

(iii) In the matter of Malvinder Mohan Singh vs. Religare Enterprises Limited & Ors., in Hon'ble Delhi High Court, Mr. Malvinder Mohan Singh has filed Suit for declaration that termination of Indemnity and Release Agreement dated November 14, 2017 by the Company is unlawful. No notice is issued on the said Petition. REL has raised objections regarding maintainability of suit. The matter is sub-juidice.

(h) Religare Advisors Limited, a wholly owned subsidiary of Religare Broking Limited (""RBL""), a wholly owned subsidiary of the Company has defaulted in the redemption of 8,400,000, 0.01% Cumulative Non-Convertible Redeemable Preference Shares held by RBL. These shares were due for redemption during the period March, 2019 to March, 2021 (March 4, 2019: 1,000,000 Shares; March 26, 2019: 1,500,000 Shares; April 29, 2019: 900,000 Shares; May 4, 2019: 1,000,000 Shares; June 1, 2019: 1,000,000 Shares; July 3, 2019: 1,000,000 Shares and July 21, 2020: 2,000,000 Shares).

As per the provisions of Companies Act, 2013, Preference Shares can be redeemed either from (i) Profits available for distribution to its shareholders as Dividend (ii) Proceeds of shares issued solely for the purpose of funding the redemption of the preference shares. In light of the negative reserves and surplus or other equity, the Religare Advisors Limited couldn't redeem its Preferences shares due for redemption durning the period March 2019 to March 2021 respectively.

The RAL is in discontinued operation and the financial statements 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.

(i) Pursuant to the Composite Scheme of Arrangement approved by the Principal bench of the National Company Law Tribunal ("NCLT"), New Delhi on December 8, 2017, Broking business of Religare Securities Limited ("Demerged Company") have been transferred to and vested in the Religare Broking Limited ("the Resulting Company") with retrospective effect from April 1, 2016, the Appointed Date. However, there are certain licenses, titles and accounts which are still appearing in the name of Demerged Company and the same is in process of getting transferred / changed / surrendered from Demerged Company to the Resulting Company. Further, pursuant to above , there is no impact on the financial statements.

(j) **(i)** During the year, based on requests received from Religare Enterprises Limited ("REL") and Religare Comtrade Limited ("RCTL"), subsidiaries of the Company; the Risk Management Committee, Audit Committee, and Board of Directors of the Religare Finvest Limited ("RFL") have agreed for settlement of loans amount at principal outstanding of Rs 18,550 Lakh and Rs 12,500 Lakh outstanding from REL and RCTL respectively and the Settlement Amount is payable by them within two years (on or before April 30, 2022). The entire current accrued and future interest component and all other charges till the date of actual payment of Settlement Amount is being waived off. Further, in case the Company divests its holding in RFL, partly or fully, the Loan Settlement will be accelerated, in a way that the proceeds of divestment shall be first utilized for accelerating the Settlement.

(ii) Inter corporate Loan (Outstanding balance of Rs. 6,893.99 Lakh) borrowed from subsidiary, RCTL in previous years. During the previous financial year RCTL agreed to waive of current and future interest component and other financial charges that may have accrued or may accrue in future on these loan.

(k) Securities and Exchange Board of India ("SEBI") has issued show cause notice dated September 25, 2018 to Religare Commodities Limited ("RCL"), a subsidiary of the Company, for alleged violation of regulation 5 (e) , 9 (b) & 9 (f) of SEBI (Stock Broker & Sub Broker) Regulations, 1992. It has been found by SEBI that paired contracts floated by National Spot Exchange Limited ("NSEL") were in contravention of provisions of Forward Contract Regulation Act and central government notification dated June 05, 2007 on commodity spot contracts. Under the above notification the exemption to spot contracts was only for one day forward contracts subject to certain conditions inter-alia including "no short sale by the members of exchange and all outstanding positions of the trades at the end of day shall result into delivery. FMC conducted enquiry on above contracts of NSEL and found that NSEL board allowed such contracts were ultimately in the nature of financial transactions. RCL being the member of NSEL entered trades on behalf of clients for such paired contracts at NSEL at that time. SEBI has alleged RCL as not a Fit & Proper person to continue as Stock Broker and advised to submit reply as to why action should not be undertake against RCL under regulation 27 of SEBI (Intermediaries) Regulations. RCL has submitted the reply on October 16, 2018 with SEBI.

Further, SEBI vide its letter dated October 16, 2019 has sought written explanation on the said matter and RCL has submitted the reply on November 22, 2019 with SEBI.

SEBI has vide its notice dated February 24, 2020 had called up to show cause as to why the information/ material brought out along with enquiry report concerning the fit and proper person criterion should not be considered and as to why the action recommended by the Designated Authority or any other action should not be taken against RCL as deemed fit by the Competent Authority, under Regulation 28(2) of intermediaries Regulations. RCL has submitted reply with SEBI on April 09, 2020.

Since trading has been suspended in NSEL by the Ministry of Finance due to above alleged contracts, the exchange recoverable and client obligations of Rs 411.54 Lakh (March 31, 2020: Rs 411.54 Lakh) have been disclosed under Trade Receivable and Trade Payable respectively. The Company will immediately settle the balances of its clients as and when NSEL pays off.

(l) The Company has received a letter dated February 28, 2018 from Serious Fraud Investigation Office ("SFIO"), Ministry of Corporate Affairs ("MCA"), Government of India, intimating the Company that the MCA has ordered an investigation into the affairs of the Company by the SFIO. The investigation is going on as on date and information sought by SFIO for Company and its subsidiaries through various communications is being provided.

(m) In the matter of an investigation of the company initiated by SEBI in February, 2018, SEBI vide its Order dated November 12, 2020, has issued directions to initiate adjudication proceedings under appropriate legal provisions against certain entities mentioned in the said Order. Subsequently on November 17, 2020, SEBI has issued a show cause notice to REL to show cause why appropriate directions, as deems fit, should not be issued against it under specified sections of SEBI Act and SCRA Act and it further called upon to show why appropriate directions for imposing penalty under various sections of the SEBI Act, SEBI Rules and SCRA Act should not be issued against REL.

The final set of documents requested by REL vide its letter dated December 27, 2020 were received from SEBI on January 30, 2021 basis which the preliminary reply was submitted with SEBI by REL on February 11, 2021. Further, during the hearing dated March 15, 2021, the proposal for filing of Settlement Application on behalf of Religare was presented before SEBI and pursuant to same, the Settlement Application has been submitted with SEBI on March 31, 2021.

(n) "Religare Global Asset Management Inc., USA ("RGAM Inc"), a subsidiary of the Company and one of its then affiliates, Landmark Partners LLC ("Landmark") received a notice of adjustment from the Internal Revenue Service ("IRS Notice") for the reversal of amortization expense in the amount of US$ 10,269,136 relating to RGAM Inc.'s acquisition of Landmark in year 2011.

In September, 2016, Landmark filed a Petition with the United States Tax Court for Readjustment of Partnership Items under Code Section 6226(a) and praying that it be determined that the amortization adjustments proposed to be made under the notice be reversed.

A Motion for Entry of Decision along with a proposed decision to be entered by the Tax Court conceding the amortization deduction was filed by IRS on March 1, 2019. Pursuantly, the Tax Court entered an Order and Decision on May 13, 2019 which contained the Agreement of the parties wherein the amortization deduction would be conceded by the IRS and allowed in full. Consequently, the case was concluded.

(o) Religare Business Solutions Limited ("RBSL"), a step down subsidiary of the Company has not commenced any commercial operations since incorporation and is in a process of merger with the Company. Therefore, the financial statements for the year ended March 31, 2021 have been prepared on not going concern basis and all assets and liabilities have been stated at their net realizable values. Adjustments relating to their 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.

(p) **Pursuant to RBI direction following are the details of the companies not consolidated {Refer Note 2.2 (C)}:**

Religare Capital Markets Limited ("RCML") is the holding company of under mentioned subsidiaries. The last audit for RCML was carried out for the financial year ended March 31, 2017. Since then, RCML does not have a functional board owing to which audited financial statements for subsequent years till FY 2021, are not available. Therefore, reporting has been done on the basis of last audited consolidated financials.

(Amount in Rs. Lakh, unless otherwise stated)

Name of Entity	Nature of Business	GAAP	Size of Assets (Amount)	Debt-Equity Ratio	Net Profit (Amount)
			FY 2016-17	FY 2016-17	FY 2016-17
Religare Capital Markets Limited	Institutional Equities Broking and Investment Banking	IGAAP	21,976.03	(1.05)	(51,644.34)

The details of the subsidiary companies considered in the abovementioned RCML consolidated financial statements are as under:

S. No.	Name of Entity	Proportion of ownership Interest as at March 31, 2017	Country of Incorporation	Nature of Business
1	Religare Capital Markets International (Mauritius) Limited	100%	Mauritius	The company is an Investment Holding company having Category GBL-1 License from Financial Services Commission (FSC), Mauritius.
2	Religare Capital Markets (Europe) Limited (RCME) (Formerly known as Religare Capital Markets Plc.)	100%	United Kingdom	The company was engaged in the business of securities broking and investment banking and regulated by Financial Conduct Authority (FCA), UK. The license was surrendered in year 2013 and currently it has no business operations.
3	Religare Capital Markets (UK) Limited	100%	United Kingdom	The company was engaged in the business of providing corporate finance and it was regulated by FCA, UK. The license was surrendered in year 2012 and currently it has no business operations.
4	Religare Capital Markets Corporate Finance Pte. Ltd.	100%	Singapore	The company was engaged into business of advising on corporate finance. It was regulated by Monetary Authority of Singapore (MAS), Singapore. The license was lapsed in year 2017 and currently it has no business operations.
5	Religare Capital Markets Inc	100%	USA	The company was a registered broker dealer engaged in securities broking and it was regulated by Securities Exchange Commission (SEC), USA. The license was surrendered in year 2012 and currently it has no business operations.
6	Tobler UK Limited	100%	United Kingdom	The company has no business operations.
7	Religare Capital Markets (HK) Limited	100%	Hong Kong	The company was engaged into securities broking business. It was regulated by SFC, Hong Kong. The license was surrendered in year 2017 and currently it has no business operations.

S. No.	Name of Entity	Proportion of ownership Interest as at March 31, 2017	Country of Incorporation	Nature of Business
8	Religare Capital Markets (Singapore) Pte Limited	100%	Singapore	The company was engaged into securities broking business. It was regulated by MAS, Singapore. The license was surrendered in year 2017 and currently it has no business operations.
9	Kyte Management Limited	100%	BVI	The company is a holding company in British Virgin Island. It had operating subsidiaries namely Religare Capital Markets (Hong Kong) Limited and Religare Capital Markets Singapore Pte. Limited.
10	Bartleet Religare Securities (Private) Limited (BRSL)	50%	Sri Lanka	The company is engaged into securities broking business. It is regulated by SEC and CSE, Sri Lanka.
11	Bartleet Asset Management (Private) Limited	50%	Sri Lanka	The company is engaged in the business investment advisory services. It is regulated by SEC, Sri Lanka.
12	Strategic Research Limited	50%	Sri Lanka	The company is engaged in equity research activities.
13	Religare Bartleet Capital Market (Private) Limited	50%	Sri Lanka	The company was engaged in the business of providing wealth management services. Currently, it has no business operations.

(q) Religare Comtrade Limited ("RCTL") have filed arbitration application on December 31, 2018 with National Stock Exchange of India Limited ("NSE") against Arch Finance Limited ("AFL") for the refund of money - Rs 525 Lakh alongwith interest @ 11.75%. The NSE arbitration panel passed a well-reasoned award dated April 24, 2019 wherein it upheld RCTL's claim of Rs 525 Lakh against AFL. However, it reduced the rate of interest from 11.75% to 8% p.a. payable from date of deposit till date of payment. The impugned award was later on challenged by AFL and the said appeal was dismissed by NSE Appellate Arbitral Tribunal vide appellate award dated October 4, 2019. Since AFL did file any further challenge, NSE released the award amount along with interest i.e. Rs 670.19 Lakh (approx.) to the RCTL (net amount received in January, 2020 was Rs 658.19 Lakh (approx.) after adjusting amount of Rs 12 Lakh which was earlier deposited by AFL into PAN of RCTL towards TDS obligation).

55. Previous Years Figures

Previous years' figures have been regrouped, re-arranged and reclassified wherever necessary to conform to the current year's classification.

The notes are an integral part of these Consolidated Financial Statements

Signature to Note 1 to 55 Forming Part of the Financial Statements

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Place: New Delhi
Date : June 22, 2021

For and on behalf of the Board of Directors

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

Sd/-
HAMID AHMED
Director
DIN-09032137

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place : New Delhi
Date : June 22, 2021

FORM AOC - 1

(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of Subsidiaries / Associate Companies / Joint Ventures

Part "A" : Subsidiaries*

1	Sl. No.	1	2	3	4	5	6
2	Name of the Subsidiary	Religare Finvest Limited	Religare Broking Limited	Religare Commodities Limited	Care Health Insurance Limited (formerly known as Religare Health Insurance Company Limited)	Religare Credit Advisor Private Limited	Religare Comtrade Limited
3	The date since when subsidiary was acquired	September 30, 2005	July 20, 2016	April 1, 2006	April 2, 2007	December 20, 2013	June 24, 2010
4	Reporting Period if different from Holding Company	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
5	Reporting Currency	INR	INR	INR	INR	INR	INR
6	Exchange Rate as on last date of financial year	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
7	Equity Share Capital (Rs in Lakh)	26,209.53	18,079.58	200.00	84,104.22	93.98	3,712.67
8	Other Equity (Rs in Lakh)	(78,667.21)	(4,158.89)	6,095.56	24,662.85	(18.48)	(14,681.42)
9	Total Assets (Rs in Lakh)	497,129.19	77,153.52	6,789.02	303,575.53	82.37	7,038.65
10	Total Liabilities (Rs in Lakh) (Excluding Equity and Other Equity)	549,586.87	63,232.83	493.46	194,808.46	6.87	18,007.40
11	Investments (Rs in Lakh)	79,615.38	954.06	2,590.00	268,848.65	-	-
12	Total Revenue^ (Rs in Lakh)	29,556.97	24,087.15	531.87	190,444.78	12.15	29.01
13	Profit / (Loss) Before Taxation (Rs in Lakh)	(57,537.56)	776.31	493.46	7,392.45	(8.08)	(530.09)
14	Provision for Taxation (Rs in Lakh)	13.93	241.38	126.54	(2,682.04)	4.25	-
15	Profit / (Loss) After Taxation (Rs in Lakh)	(57,551.49)	534.93	366.92	10,074.49	(12.33)	(530.09)
16	Other Comprehensive Income (Rs in Lakh)	241.80	150.19	-	2,428.95	-	-
17	Total Comprehensive Income (Rs in Lakh)	(57,309.69)	685.12	366.92	12,503.44	(12.33)	(530.09)
18	Proposed Dividend (Rs in Lakh)	-	-	-	-	-	-
19	% of shareholding (Equity) as on last date of financial year	100.00%	100.00%	100.00%	70.71%	99.99%	100.00%

Part "A" : Subsidiaries*

1	Sl. No.	7	8	9	10	11
2	Name of the Subsidiary	Religare Advisors Limited (formerly known as Religare Wealth Management Limited)	Religare Business Solutions Limited	Religare Global Asset Management Inc.	Religare Insurance Limited	Religare Housing Development Finance Corporation Limited
3	The date since when subsidiary was acquired	March 15, 2007	October 20, 2016	December 1, 2010	July 21, 2016	June 15, 2009
4	Reporting Period if different from Holding Company	N.A.	N.A.	N.A.	N.A.	N.A.
5	Reporting Currency	INR	INR	USD	INR	INR
6	Exchange Rate as on last date of financial year	N.A.	N.A.	73.24	N.A.	N.A.
7	Equity Share Capital (Rs in Lakh)	2,432.00	4.00	-	0.50	3,999.80
8	Other Equity (Rs in Lakh)	(3,681.91)	(4.08)	(108.67)	(0.45)	17,096.02
9	Total Assets (Rs in Lakh)	731.40	0.17	59.04	0.05	49,658.12
10	Total Liabilities (Rs in Lakh) (Excluding Equity and Other Equity)	1,981.31	0.25	167.71	-	28,562.30
11	Investments (Rs in Lakh)	-	-	-	-	4,905.22
12	Total Revenue^ (Rs in Lakh)	50.78	-	0.18	-	8,251.30
13	Profit / (Loss) Before Taxation (Rs in Lakh)	(27.48)	(0.72)	(3.44)	-	1,212.09
14	Provision for Taxation (Rs in Lakh)	-	-	-	-	300.59
15	Profit / (Loss) After Taxation (Rs in Lakh)	(27.48)	(0.72)	(3.44)	-	911.50
16	Other Comprehensive Income (Rs in Lakh)	-	-	-	-	3.52
17	Total Comprehensive Income (Rs in Lakh)	(27.48)	(0.72)	(3.44)	-	915.02
18	Proposed Dividend (Rs in Lakh)	-	-	-	-	-
19	% of shareholding (Equity) as on last date of financial year	100.00%	100.00%	100.00%	100.00%	87.50%

* Subsidaries as per Ind AS. (Refer Note 2.2(C) of the Consolidated Financial Statements.)
^ In case of foreign subsidiaries total income is converted at monthly average exchange rate.

Names of subsidiaries which are yet to commence operations

Sl. No. Name of the Company
(1) Religare Insurance Limited
(2) Religare Business Solutions Limited

For and on behalf of the Board of Directors

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
(DIN- 01715298)

Sd/-
HAMID AHMED
Director
(DIN- 09032137)

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
Reena Jayara
Company Secretary
Membership No. A19122

Place : New Delhi
Date : June 22, 2021

FORM AOC - 1

Part "B" : Associates and Joint Ventures*

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associates Companies and Joint Ventures

Sl. No	Name of Associates / Joint Ventures	Joint Venture IBOF Investment Management Private Limited	Associate
1	**Latest audited balance sheet Date**	March 31, 2021	NIL
2	**Date on which the Associate or Joint Venture was associated or acquired**	April 8, 2009	
3	**Equity Shares of Associate / Joint Ventures held by the Company on the year end**		
	Numbers	3,499,999	
	Amount of Investment in Associates / Joint Venture (Net of Allowance for Impairment Loss / Provisions) (Rs in Lakh)	350.00	
	Extend of Equity Shares Holding (%)	50%	
4	**Description of how there is significant influence**	Refer Note A below	
5	**Reason why the associate / Joint Venture is not consolidated**	N.A.	
6	**Net worth attributable to shareholding (of Holding Company) as per latest audited Balance Sheet (Rs in Lakh)**	13.96	
7	**Profit / (Loss) for the year**		
	i. Considered in Consolidation (Rs in Lakh)	(8.41)	
	ii. Not Considered in Consolidation (Owing to proportionate consolidation of Joint Venture) (Rs in Lakh)	N.A.	

* Associates and Joint Ventures as per Ind AS.

Note A: There is Significant influence due to percentage (%) of Share Capital.

For and on behalf of the Board of Directors

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

Sd/-
HAMID AHMED
Director
DIN-09032137

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place : New Delhi
Date : June 22, 2021

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2021 on Audited Consolidated Financial Results

(Rs. in Lakhs)

S.No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
1	Turnover / Total Income	2,53,046.94	2,53,046.94
2	Total Expenditure (Including Exceptional Item)	3,02,784.64	3,03,205.09
3	Net Profit/(Loss) - Total Comprehensive Income	(44,912.89)	(45,333.34)
4	Non Controlling Interest	3,776.17	3,723.61
5	Profit attributable to owner	(48,689.06)	(49,056.95)
6	Earnings Per Share (EPS)		
	Basic EPS	(19.65)	(19.79)
	Diluted EPS	(19.69)	(19.83)
7	Total Assets	8,72,557.15	8,71,911.90
8	Total Liabilities	8,42,774.99	8,42,774.99
9	Net Worth / Equity (Excluding Non-Controlling Interest)	(4,708.64)	(5,353.89)
10	Any other financial item(s) (as felt appropriate by the management)	N.A.	N.A.

RELIGARE FINVEST LIMITED

II(a) <u>Audit Qualification :</u>

a. Details of Audit Qualification:

Note no. 15 and Note no. 17.1 to the Statement (read with modified report dated July 24, 2020 for the year ended March 31, 2020 of RFL) in relation to adjustment of fixed deposits of Rs. 79,145 lacs (excluding Rs. 2,703.39 lacs interest accrued & due till the date of original maturity i.e. July 20, 2018) with and by the Lakshmi Vilas Bank (LVB) against the loans given to erstwhile promoter group companies in the previous years continued to be under litigation at Hon'ble High Court of Delhi for declaration and recovery.

RFL has also filed a criminal complaint before the EOW and EOW had registered FIR against the accused persons/ entities. Also, the Enforcement Directorate had lodged an ECIR on the basis of the FIR. RFL has filed application for substitution of LVB with DBS Bank India Limited (DBS) on which notice was issued by the Hon'ble Court. Pending disposal of the case, we are unable to comment on the status of recoverability and classification of the reported balance.

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification: Repetitive – Continuing since March'18

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:

RFL had filed a suit for recovery of amounts misappropriated by the Lakshmi Vilas Bank (LVB) placed as

Fixed Deposits (FD) with it on May 31, 2018 before the Hon'ble Delhi High Court. Strategic Credit Capital Private Limited and Participation Finance have also filed an application to be impleaded in the matter, which are yet to be adjudicated upon by the Hon'ble Court. Further, State Bank of India (SBI) has filed application for impleadment in the said Suit, which is yet to be adjudicated upon by the Hon'ble Court. The Company thereafter filed application to bring SEBI order dated September 11, 2019 on record. RFL has also placed on record, the FIR lodged by it against LVB & ors.

RFL has further filed an application for substitution of LVB with DBS Bank India Limited (DBS) on which notice was issued by the Hon'ble Court. The Court has directed that all the pending applications be taken up together. The Hon'ble Court further directed that the application for substitution of Defendant, i.e. DBS in place of LVB will be taken up first on August 4, 2021.

RFL has also filed a criminal complaint on May 15, 2019 before the EOW and EOW has registered FIR bearing no. 189 of 2019 against the accused persons/entities on September 23, 2019. Also, the Enforcement Directorate has lodged an ECIR on the basis of the FIR. As per the Company estimates and understanding, RFL has rightly classified the reported balance under the fixed deposit and amount is fully recoverable.

(ii) If management is unable to estimate the impact, reasons for the same: Not applicable

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

2. Religare Housing Development Finance Corporation Limited (RHDFC)

a. Details of audit Qualification

Attention is invited to Note 16 and 17.2 of the Statement, (read with our modified report dated 20th May 2019 for the year ended March 31, 2019 of RHDFCL) of the Ind AS financial statements in relation to transaction with a trust namely "RARC 059 (RHDFC HL)" (special purpose vehicle) wherein during FY 2018-19 Gross NPA 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 RHDFCL, based on the legal opinion obtained it was a true sale. Considering that RHDFCL 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, RHDFCL may remain exposed to substantial risk of return.

Had these NPA loan receivables not been derecognized as on March 31, 2021, classification of loans into investments would not have changed and profit for the year ended March 31, 2021 would have decreased by Rs. 420.45 Lakhs.

(b) Type of Audit Qualification : Qualified Opinion

(c) Frequency of qualification: Repetitive - Continuing since March'19

(d) For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: The sale of GNPA to Reliance ARC was concluded within the RBI purview and RHDFC has obtained true sale opinion for concluding the transaction. Accordingly, RHDFC has derecognized the NPA loan receivables and has recognized security receipts as investments in the books of accounts. RHDFC 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 full-fill the criteria for a financial asset and has been recognized in its books.

Further, RHDFC had obtained third party opinion, which is also supporting the accounting treatment for derecognition of the loan portfolio and recognition of SRs as Investments as per the applicable provisions of Ind AS particularly Ind AS 109, Financial Statements

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

(i) Management's estimation on the impact of audit qualification: Not applicable

(ii) If management is unable to estimate the impact, reasons for the same: Not applicable

(iii) Auditors Comment on (i) and (ii) above : Not applicable

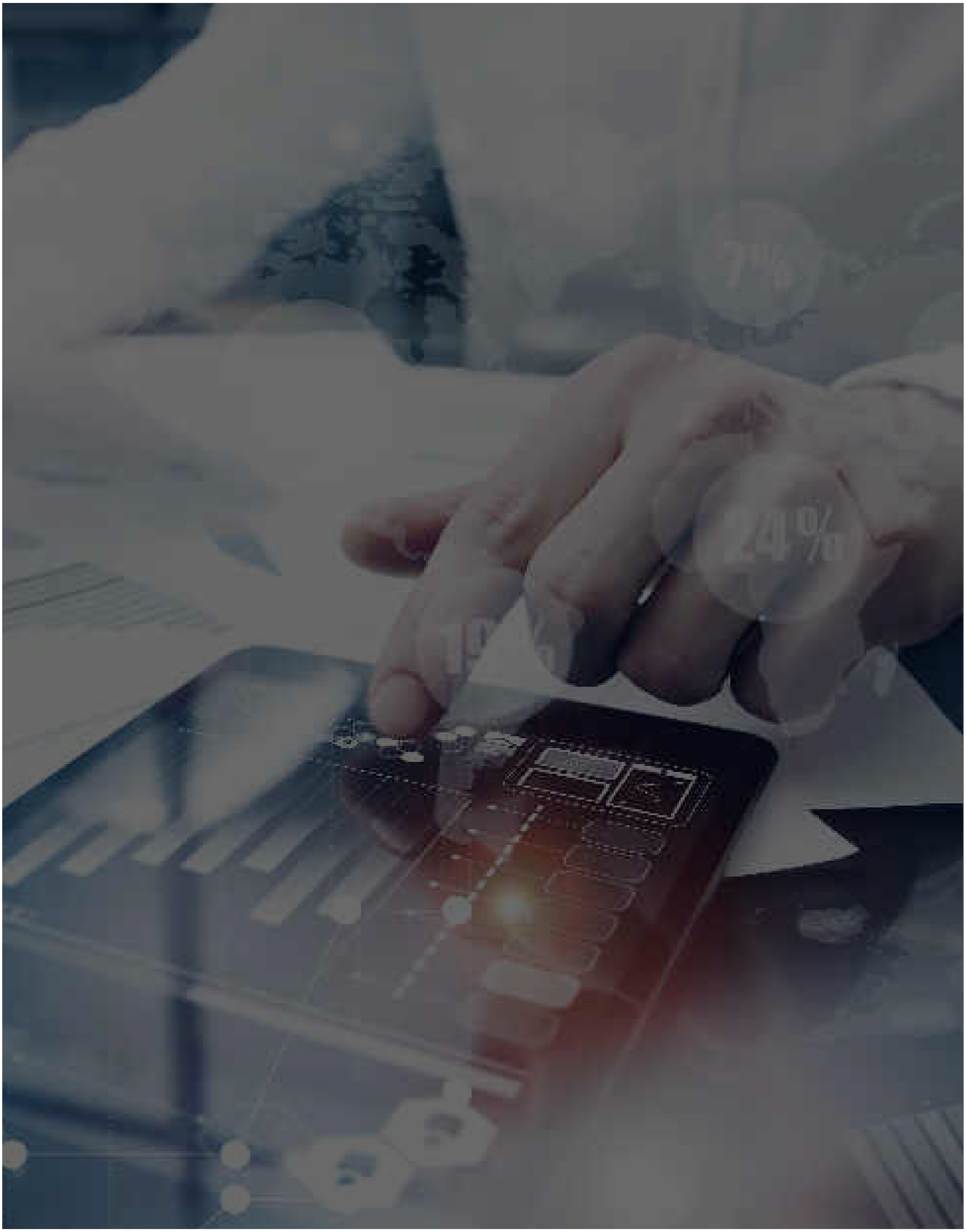
III Signatories:

- **Executive Chairperson - Dr. Rashmi Saluja** **Sd/-**
- **Audit Committee Chairperson – Vijayalakshmi Rajaram Iyer** **Sd/-**
- **Group CFO – Nitin Aggarwal** **Sd/-**
- **Statutory Auditor of the Company**

S S Kothari Mehta & Company, Chartered Accountants

Sd/-
Yogesh K. Gupta
Partner
Membership No. 093214

Place :- New Delhi
Date :- June 22, 2021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STANDALONE FINANCIALS

TO THE MEMBERS OF RELIGARE ENTERPRISES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **Religare Enterprises Limited** ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2021, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone Statement of Changes in Equity and the standalone Statement of Cash Flow for the year then ended and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act) in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31 2021, the profit and total comprehensive income , changes in equity and its cash flow for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

4. We draw attention to note no. 2.3 to the standalone financial statements, which states the management's evaluation of COVID-19 impact on the operations of the Company.

   Our Opinion is not modified in respect of this matters.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

6. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's annual report particularly with respect to the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business responsibility report and Corporate Governance report, but does not include the standalone financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's and Board of Directors' Responsibilities for the standalone financial statements

7. The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with IND AS and the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

   In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

   The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

8. Our objectives are to obtain reasonable assurance about whether the Standalone Financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

   As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

   - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
   - Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
   - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by Management and Board of Directors.
   - Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

10. As required by Section 143(3) of the Act, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including other Comprehensive Income, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

    d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder.

    e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

    f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the standalone financial statements.

    g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

       In our opinion and to the best of our information and according to the explanations given to us, remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigations as on March 31, 2021 on its financial position in its standalone financial statements. (refer note no. 33 of the standalone financial statements);

(ii) The Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts. The Company did not have any derivative contracts during the year; and

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR S S KOTHARI MEHTA & COMPANY
Chartered Accountants
Firm's Registration Number: 000756N

Sd/-
YOGESH K. GUPTA
Partner
Membership No. 093214
UDIN: 21093214AAAADS9886

Place: New Delhi
Date: June 22, 2021

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 9 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Religare Enterprises Limited of even date on the standalone Balance Sheet as at March 31, 2021)

i. In respect of the Company's Property, Plant and Equipments (fixed assets):

   a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b) According to the information and explanation provided to us, the property, plant and equipment are physically verified by the management according to designed process to cover all the items once in three year. In our opinion, this frequency is reasonable having regard to the size of the Company and the nature of its fixed assets. Pursuant to this program, no physical verification exercise was due during previous and current financial year. Accordingly, question of discrepancies does not arise.

   c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. The Company is primarily a holding company, holding investment in its subsidiaries and other group companies. Accordingly, it does not hold any inventories. Thus, the provision of Clause (ii) of Para 3 of the Order is not applicable to the Company.

iii. According to the information and explanation given to us and on the basis of our examination of the records, the Company has granted a loan to two companies covered in the register maintained under Section 189 of the Companies Act, 2013,

   In respect of Loan given to Religare Broking Limited (RBL):

   a) The terms and conditions of the grant of loan given during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

   b) The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.

   c) There is no overdue amount outstanding as at the year-end with respect to loan given.

   In respect to Loan given to Religare Capital Markets Limited (RCML):

   Such loan was given by the Company to RCML in previous years, The Company has provided in the Books of Account for the entire principal amount. The principal amount is overdue and no interest is received during the year.

   The Company has not granted any loans, secured or unsecured to firm, Limited liability partnerships or other parties covered in the register maintained under section 189 of the Act.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. In our opinion and as per the information and explanation provided to us, the Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder to the extent notified. Accordingly, the provision of clause 3(v) of the Order is not applicable to the Company.

vi. As per the requirement under section 148(1) of Companies Act, 2013 the Central government has not prescribed for maintenances of the cost records for any of the services rendered by the Company. Accordingly, Clause (vi) of Para 3 of the Order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

   a) The Company, has been generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, employees' state insurance, Income Tax, Goods and Service Tax, Cess and any other material statutory dues applicable to it, though there has been a slight delay in a few cases. Further, there were no undisputed amounts outstanding at the year-end for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax, service tax and Goods and Services Tax which have not been deposited on account of any dispute except for the following:

Name of the Statute	Nature of Dues	Gross Demand (Rs. In Lakhs)	Amount paid/ adjusted with refund (Rs. In Lakhs)	Period to which the amount relates	Forum where the Dispute is pending
Income Tax Act	Income tax Demands	7.61	7.61	AY 2013-14	Assessing officer
		245.63	-	AY 2016-17	Commissioner of Income Tax (Appeals)**
		21,678.92	1227.26	AY 2016-17	Income Tax Appellate Tribunal
Service Tax	Service Tax	21.11	5.00	FY 2005-06 To FY 2009-10	Custom Excise and Service Tax Appellate Tribunal**
		39.55	2.97	FY 2010-11	Custom Excise and Service Tax Appellate Tribunal
		51.95	3.90	FY 2011-12	Custom Excise and Service Tax Appellate Tribunal
		82.63	-	FY 2014-15	Joint Commissioner, Central Goods & Service Tax, Audit-II, New Delhi

*The Company has received a demand notice for AY 2016-17, pertaining to Religare Securities Limited (now merged with Religare Enterprises Limited), u/s. 156 of the Act of Rs. 245.63 lakhs out of which Rs. 230.40 lakhs pertains to short TDS credit given by the AO while computing taxable income for which the Company has filed a rectification request under section 154 of the Act before the Assessing Officer and Company represents it to be not payable.

** Inclusive of Penalty of Rs.10.58 lakhs

viii. In our opinion and according to the information & explanations given to us, read together with the fact that during the current year, based on the request of the Company to the lender i.e. Religare Finvest Limited (RFL), the lender has rescheduled the loan by providing an extension of two years (i.e. repayment due on or before April 30, 2022) from date of request letter for repayment of principal and waiver of all interest component and all other financial charges. Accordingly, the Company has not defaulted in repayment of loan or borrowing to financial institutions. i.e.to RFL, its wholly owned subsidiary which is non-banking financial company as per section 45I of RBI Act 1934. The Company has not taken any loans or borrowings from any bank or government. The Company has not issued any debentures.

ix. As per the information and explanation given to us and on the basis of our examination of the records, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments or term loans). Hence, reporting under clause (ix) of para 3 of the order is not applicable to the Company.

x. As per the information and explanation given to us and on the basis of our examination of the records we have neither come across any instance of material fraud by the Company or on the Company by its employees, noticed or reported during the year, nor have been informed of such case by the management.

xi. As per the information and explanation given to us and on the basis of our examination of the records, the Company has paid /provided managerial remuneration in accordance with the requisite approvals mandated by provisions of Section 197 of the Act read with Schedule V of the Act.

xii. The Company is not Nidhi Company. Accordingly, Clause (xii) of Para 3 of the order is not applicable to the Company.

xiii. As per the information and explanation given to us and on the basis of our examination of the records, the Company has transacted with the related parties which are in compliance with section 177 and section 188 of the Act and the details have been disclosed in the standalone financial statements as required by Ind AS 24.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Company is required to and has been registered under section 45-IA of the Reserve Bank of India Act, 1934 as a Core Investment Company (CIC).

FOR S S KOTHARI MEHTA & COMPANY
Chartered Accountants
Firm's Registration Number: 000756N

Sd/-
YOGESH K. GUPTA
Partner
Membership No. 093214
UDIN: 21093214AAAADS9886

Place: New Delhi
Date: June 22, 2021

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls with reference to standalone financial statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 10(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls with reference to the standalone financial statements of **Religare Enterprises Limited** ("the Company") as at March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to the standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing and deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls with reference to the standalone financial statements, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the standalone financial statements included obtaining an understanding of internal financial controls with reference to the standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal controls with reference to the standalone financial statements.

Meaning of Internal Financial Controls with reference to the standalone financial statements

A company's internal financial controls with reference to the standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to the standalone financial statements

Because of the inherent limitations of internal financial controls with reference to the standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to the standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respect, an adequate internal financial controls with reference to the standalone financial statements and such internal financial control with reference to the standalone financial statements were operating effectively as at March 31, 2021, based on the criteria for internal financial controls with reference to the standalone financial statements established by the Company considering the essential components of internal controls stated in Guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India.

FOR S S KOTHARI MEHTA & COMPANY
Chartered Accountants
Firm's Registration Number: 000756N

Sd/-
YOGESH K. GUPTA
Partner
Membership No. 093214
UDIN: 21093214AAAADS9886

Place: New Delhi
Date: June 22, 2021

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
ASSETS			
Financial Assets			
Cash and cash equivalents	6	**1,027.28**	71.13
Bank Balance other than above	7	**5.70**	5.40
Loans	8	**5,677.20**	-
Investments	9	**195,977.81**	206,624.01
Other Financial Assets	10	**399.38**	1,548.86
Non-financial Assets			
Current Tax Assets	11	**3,681.18**	4,629.67
Deferred tax Assets	12	**-**	171.59
Property, Plant and Equipment	13	**389.32**	228.48
Intangible Assets	14	**1.10**	9.57
Other Non-Financial Assets	15	**1,382.60**	1,817.72
Total Assets		**208,541.57**	215,106.43
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Payables			
Trade Payables			
(i) Total outstanding dues of micro enterprises and small enterprises		**-**	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	15A	**1,130.53**	1,598.84
Borrowings (Other than Debt Securities)	16	**33,664.33**	33,301.81
Other Financial Liabilities	17	**15,554.39**	28,846.72
Non-Financial Liabilities			
Provisions	18	**118.56**	136.89
Other Non-Financial Liabilities	19	**156.18**	163.26
EQUITY			
Share Capital	20	**25,941.39**	25,812.82
Other Equity	21	**131,976.19**	125,246.09
Total Liabilities and Equity		**208,541.57**	215,106.43
The accompanying notes are an integral part of the Financial Statements.			

Overview & Significant Accounting Policies 1-5

This is the Balance sheet referred to in our report of even date

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

Sd/-
HAMID AHMED
Director
DIN-09032137

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place: New Delhi
Date : June 22, 2021

Place : New Delhi
Date : June 22, 2021

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	Note No.	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from Operations			
Interest Income	22	**613.30**	251.18
Others	23	**3.32**	21.34
Total Revenue from operations (I)		**616.62**	272.52
Other Income (II)	24	**11,261.57**	5,786.42
Total Income (III)=(I+II)		**11,878.19**	6,058.95
Expenses			
Finance Costs	25	**417.95**	603.06
Net loss on fair value changes	26	**76.74**	147.60
Employee Benefits Expenses	28	**1,924.96**	1,485.10
Depreciation and Amortization	29	**115.86**	63.47
Impairment on Financial Instruments	27	**336.04**	12,036.73
Liability Toward Capital Commitment	30 a	**-**	894.85
Others Expenses	31	**2,571.71**	4,844.46
Total Expenses (IV)		**5,443.26**	20,075.28
Profit/(Loss) Before Exceptional items and Tax (V)=(III-IV)		**6,434.93**	(14,016.34)
Exceptional items (VI)	30 b	**-**	17,000.00
Profit/(Loss) Before Tax (VII)=(V -VI)		**6,434.93**	(31,016.33)
Tax Expense: (VIII)	32		
(1) Current Tax		**-**	-
(2) Taxes for earlier Years		**(136.36)**	-
(2) Deferred Tax		**171.59**	-
Profit/(Loss) for the year (IX)=(VII-VIII)		**6,399.70**	(31,016.33)
Items that will not be reclassified to profit or loss			
Re-measurement gains/(losses) on defined benefit plans		**41.69**	(51.50)
Other Comprehensive Income (X)		**41.69**	(51.50)
Total Comprehensive Income for the period (Comprising Profit(Loss) and other Comprehensive Income for the period)(IX+X)		**6,441.39**	(31,067.83)
Earning Per Share			
a) Basic EPS (Rs.)		**2.47**	(13.16)
b) Diluted EPS (Rs.)		**2.41**	(13.16)
The accompanying notes are an integral part of the Financial Statements.			

Overview & Significant Accounting Policies 1-5

This is the Statement of Profit and Loss referred to in our report of even date

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

Sd/-
HAMID AHMED
Director
DIN-09032137

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place: New Delhi
Date : June 22, 2021

Place : New Delhi
Date : June 22, 2021

Equity Share Capital

(Amount in Rs. lakhs, unless otherwise stated)

Balance sheet as on March 31, 2021	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
For the Year ended March 31, 2020	21,694.27	4,118.55	25,812.82
For the Year ended March 31, 2021	25,812.82	128.57	25,941.39

Other Equity

Particulars	Share Warrant	Reserves and Surplus								Other Comprehensive Income	Total
		Statutory Reserves	Capital Reserve		Securities Premium Reserve	Capital Redemption Reserve	General Reserve	ESOP Reserve	Retained Earnings		
			Reserve on account Scheme of Arrangement	Reserve on Forfeiture of Share warrant							
Balance at April 01, 2019	9,546.11	9,712.63	6,525.65	-	368,656.46	123.14	2,654.14	-	(252,995.53)	(1.56)	144,221.02
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-
Profit/ (Loss) for the Year	-	-	-	-	-	-	-	-	(31,016.33)	-	(31,016.33)
Re-measurement (gain)/loss on post employment benefit obligation (net of tax)	-	-	-	-	-	-	-	-	-	(51.50)	(51.50)
Total Comprehensive Income for the year	-	-	-		-	-	-	-	(31,016.33)	(51.50)	(31,067.83)
ESOP granted by subsidiary company to employees of the Company	-	-	-	-	-	-	-	-	3.96	-	3.96
ESOP reserve created during the year	-	-	-	-	-	-	-	52.47	-	-	52.47
Dividends	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-
Any other change (Securities Premium increase due to conversion of Share warrant into Equity Share)	-	-	-	-	13,066.08	-	-	-	-	-	13,066.08
Share Warrants Money utilised on allotment	(5,384.99)	-	-	-	4,355.36	-	-	-	-	-	(1,029.63)
Unutilised amount transferred to Capital Reserve	(4,161.12)	-	-	4,161.12	-	-	-	-	-	-	-
Balance at March 31, 2020	-	9,712.63	6,525.65	4,161.12	386,077.90	123.14	2,654.14	52.47	(284,007.90)	(53.06)	125,246.09
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-
Profit/ (Loss) for the Year	-	-	-	-	-	-	-	-	6,399.70	-	6,399.70
Re-measurement (gain)/loss on post employment benefit obligation (net of tax)	-	-	-	-	-	-	-	-	-	41.69	41.69
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	6,399.70	41.69	6,441.39
ESOP granted by subsidiary company to employees of the Company	-	-	-	-	-	-	-	-	13.93	-	13.93
ESOP reserve created during the year	-	-	-	-	-	-	-	23.47	-	-	23.47
Dividends	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	1,279.94	-	-	-	-	-	-	(1,279.94)	-	-
Any other change (Securities Premium increase due to conversion of Share warrant into Equity Share)	-	-	-	-	251.31	-	-	-	-	-	251.31

Particulars	Share Warrant	Reserves and Surplus								Other Comprehensive Income	Total
		Statutory Reserves	Capital Reserve		Securities Premium Reserve	Capital Redemption Reserve	General Reserve	ESOP Reserve	Retained Earnings		
			Reserve on account Scheme of Arrangement	Reserve on Forfeiture of Share warrant							
Unutilised amount transferred to Capital Reserve	-	-	-	-	-	-	-	-	-	-	-
Balance at March 31, 2021	**-**	**10,992.57**	**6,525.65**	**4,161.12**	**386,329.21**	**123.14**	**2,654.14**	**75.94**	**278,874.21)**	**(11.37)**	**131,976.18**

Note

1. **Securities Premium Account:** This Reserve represents the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.
2. **Capital Redemption Reserve:** The Company has recognised Capital Redemption Reserve on redemption of Non-Convertible Redeemable Preference Shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the Non-Convertible Redeemable Preference Shares redeemed. The Company may issue fully paid up bonus shares to its members out of the capital redemption reserve account.
3. **General Reserve:** This Reserve is created by an appropriation from one component of other equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.
4. **Retained Earnings:** This Reserve represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligations. This Reserve can be utilised in accordance with the provisions of Companies Act, 2013.
5. **Share Warrant:** Religare Enterprises Limited ("the Company") obtained an In – Principle approval under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 from National Stock Exchange of India and BSE Limited ("the Exchanges") to issue and allotment of 175,224,258 convertible warrants of Rs. 52.30/- each exercisable into equal number of Equity Shares of Rs. 10/- each of the Company on preferential basis. Pursuant to shareholder approval dated March 19, 2018, the Company issued and allotted 111,497,714 convertible warrant each on preferential basis under the provision of chapter VII of Securities Exchanges Board of India (Issue of Capital and disclosure requirement) Regulation 2009, as amended (ICDR Regulations) and section 62 and 42 of the Companies Act 2013.
6. **Statutory Reserve:** The reserve was created in accordance to Section 45 IC of RBI Act , 1934
7. **Capital reserve**

(i) Capital Reserve arising out of composite scheme of arrangement: Pursuant to the terms of approved scheme of arrangement, the investment held by the Company in transferor entities and related provision for diminution stand cancelled; the difference between book value of investments and face value of shares amounting to Rs. 6,525.65 Lakhs has been credited to Capital Reserve.

(ii) Capital Reserve on Forfeiture of unutilised Share warrant: The warrant holders could not exercised their preference right for conversion of convertible warrant into equity share. Hence , the unutilised advance share warrant money received forfeited . The unutilised amount of Rs. 4,161.12 Lakhs has been credited to Capital Reserve.

8. **ESOP Reserve:** The ESOP reserve has been created in accordance with the approved Employee Stock Option Scheme.

The accompanying notes are an integral part of the Financial Statements.

Overview & Significant Accounting Policies 1 - 5

This is the statement of changes in Equity referred to in our report of even date

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Place : New Delhi
Date : June 22, 2021

For and on behalf of the Board of Directors

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

HAMID AHMED
Director
(DIN - 09032137)

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
Reena Jayara
Company Secretary
Membership No. A19122

Place : New Delhi
Date : June 22, 2021

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Cash Flow From Operating Activities:		
Profit / (Loss) Before Tax	**6,434.93**	(31,016.33)
Adjustments for:		
Loss/(profit) on Sale of Property, Plant and Equipment (Net)	**(5.45)**	(15.81)
Interest Income on ICD	**(613.30)**	(251.18)
Interest on Income Tax refund	**(628.73)**	(145.58)
Interest on Fixed Deposit	**(0.45)**	(0.37)
Depreciation and Amortisation Expense	**115.86**	63.47
Provision for Gratuity and Leave Encashment	**(5.68)**	97.56
Loss/(Profit) on Sale of Investment	**(8,768.47)**	(36.26)
Provision for Non Performing Assets	**16.99**	0.00
Provision for Security Deposit	**-**	363.57
Liability/Provision Write back	**(38.81)**	(3,988.48)
Investment written off	**-**	31.62
Share Based Payments	**35.87**	15.00
Payment for Gratuity and Leave Encashment	**(12.39)**	(27.55)
GST Input Credit excess booked -expense off	**269.37**	333.80
Interest expense	**417.95**	603.06
Loss on Fair Value changes in Investment Through P&L	**336.04**	12,036.73
Expense toward Capital Commitment	**-**	17,894.85
Expense towards Contingency	**535.07**	673.99
(Gain)/Loss on Financial Assets Measured at FVTPL (Net)	**76.74**	147.60
Re-measurement gains/(losses) on defined benefit plans	**41.69**	(51.50)
ECL on Support Services	**(49.45)**	(132.65)
Operating Profit/Loss before Working Capital changes	**(1,842.22)**	(3,404.46)
Adjustments for changes in Working Capital :		
- (Increase)/Decrease in Financial Assets	**728.11**	633.50
- (Increase)/Decrease in Non-Financial Assets	**197.96**	260.36
- Increase/(Decrease) in Trade Payables	**(454.43)**	595.78
- Increase/(Decrease) in Financial Liabilities	**1,514.78**	584.80
- Increase/(Decrease) in Non-Financial Liabilities	**(7.08)**	39.92
Cash Generated From / (Used in) from Operations	**137.12**	(1,290.10)
- Taxes (Paid) / Refunds (Net)	**628.73**	330.74
Net Cash Generated From / (Used) in Operating Activities	**765.85**	(959.36)
Cash Flow From Investing Activities:		
Adjustments for changes in :		
Purchase of Property, Plant and Equipment	**(4.58)**	(155.31)
Proceeds from Sale of Property, Plant and Equipment	**10.28**	16.92
Proceeds from Sale of Non Current/Current Investments in:		
Investment made in Mutual Fund	**(2,099.95)**	(5,200.00)
Redemption of Mutual Fund	**1,100.00**	5,221.34
- others (including units of AIF/VCF etc.)	**3.32**	124.64
Investments in Non Current/Current Investments of:		

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
- Subsidiary Companies (Including Equity share/Debentures/ Preference Shares/CPs)	**-**	(3,008.58)
ICD - Given to subsidiaries	**(5,850.00)**	(5,600.00)
ICD - Receive back from subsidiaries	**150.00**	5,600.00
Interest on Fixed deposits	**0.45**	0.37
Interest on ICD - Received	**421.16**	251.18
Payment against Capital Commitment	**(15,300.00)**	(2,594.85)
Changes in bank balances other than cash and cash equivalent	**0.30**	-
Net Cash Generated From/ (Used in) Investing Activities	**(21,569.02)**	(5,344.29)
Cash Flow From Financing Activities:		
Proceeds from sale of share in subsidiaries	**20,000.00**	-
Purchase of subsidiaries share	**-**	(4,705.15)
Interest Paid	**(19.67)**	(302.84)
Proceed from Issue of Share Capital	**379.88**	16,155.00
Repayment from Short Term Borrowings - Inter Corporate Loan	**(36.88)**	(5,116.73)
Advance given to Group Company employee (received back)	**1,499.99**	-
Lease Liability paid	**(45.85)**	-
Interest paid on Lease liability	**(18.15)**	-
Net Cash Generated From/ (Used In) Financing Activities	**21,759.32**	6,030.28
Net Increase/ (Decrease) in Cash and Cash Equivalents	**956.15**	(273.38)
Cash and Cash Equivalents at the Beginning of the year	**71.13**	344.51
Cash and Cash Equivalents at the end of the year	**1,027.28**	71.13

Cash and Cash Equivalents as at the end of the year comprises of	**As at March 31, 2021**	As at March 31, 2020
Cash in hand	**0.27**	0.46
Cheques/Stamps in hand	**27.12**	1.57
Balances with Scheduled Banks in Current Accounts	**999.89**	69.10
TOTAL	**1,027.28**	71.13

The accompanying notes are an integral part of the Financial Statements.

This is the statement of Cash Flows referred to in our report of even date

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

For and on behalf of the Board of Directors

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

Sd/-
HAMID AHMED
Director
DIN-09032137

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place: New Delhi
Date : June 22, 2021

Place : New Delhi
Date : June 22, 2021

STANDALONE ACCOUNTING POLICIES FOR THE YEAR ENDED MARCH 31, 2021

1 CORPORATE INFORMATION

Religare Enterprises Limited ("REL" or "the Company") is a leading emerging markets financial services company in India. REL was originally incorporated as a private limited company under the Companies Act, 1956 on January 30, 1984. The Company was registered with the Reserve Bank of India as a Non- Banking Financial Company under section 45 IA of RBI Act, 1934 governed by erstwhile Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 ("NBFC Directions").

The Company now holds the Certificate of Registration as a Non-Deposit Taking Systemically Important Core Investment Company ("CIC-ND-SI") vide Certificate No. N-14.03222 dated June 03, 2014 issued by the Reserve Bank of India ("RBI") and accordingly at present is governed by the directions contained in Master Direction – Core Investment Companies (Reserve Bank) Directions, 2016 ("CIC Directions"). More than 90% of its total assets are invested in Non Current Investments in group companies.

The Company has changed its registered office from 2nd Floor, Rajlok Building, 24, Nehru Place, New Delhi -110019 to First Floor, P-14, 45/90, P-Block, Connaught Place, New Delhi –110001 w.e.f. May 13, 2020,

Religare is a diversified financial services group present across three verticals. REL offers an integrated suite of financial services through its underlying subsidiaries and operating entities, including loans to SMEs, Affordable Housing Finance, Health Insurance and Retail Broking. REL is listed on the BSE (formerly Bombay Stock Exchange) and National Stock Exchange (NSE) in India.

2 BASIS OF PREPARATION

2.1 Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The financial statements have been prepared on a historical cost basis, except for fair value through other comprehensive income (FVOCI) instruments, other financial assets held for trading and financial assets and liabilities designated at fair value through profit or loss (FVTPL), all of which have been measured at fair value. Further the carrying values of recognised assets and liabilities that are hedged items in fair value hedges, and otherwise carried at amortised cost, are adjusted to record changes in fair value attributable to the risks that are being hedged. The standalone financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lakhs, except when otherwise indicated.

The financial statements for the year ended March 31, 2021 were authorised for issue in accordance with a resolution of the Board of directors on June 22, 2021**.**

2.2 Presentation of financial statements

The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is presented in Note 43. Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

The normal course of business

The events of default

The event of insolvency or bankruptcy of the company and its counterparties

Derivative assets and liabilities with master netting arrangements are only presented net when they satisfy the eligibility of netting for all of the above criteria and not just in the event of default. There are no such netting off arrangement during the year ended March 31, 2021.

2.3 COVID-19 Impact

On March 11, 2020, the World Health Organisation declared the novel coronavirus (COVID-19) as a pandemic. This pandemic disrupted the social, economic and financial structures of the entire world. In India, the central government declared a national lockdown, restricting the movement of the entire population of the country as a preventive measure against the spread of COVID-19 during which only defined essential services were operating with limited capacity. There remains a high level of uncertainty about the duration of the lockdown and the time required for life and business operations to normalize. The extent to which the COVID-19 pandemic will impact the Company's business and financial results including the expected credit loss on financial assets is dependent on future developments, which are highly uncertain. The Company took various steps to ensure safety and health of its employees which include:

a) The Company adopted 'Work from Home' in offices across India, thereby leveraging the digital productivity tools.

b) From May 13, 2020 in accordance with the relaxations announced by various States and Union Territories, Company has started opening offices in gradual manner, keeping the safety of its employees and esteemed customers in mind. Through rostering, Company is ensuring that office strength does not go beyond the stipulations of the local administrative guidelines.

c) The Company has ensured heightened sanitization program across all offices including microbial fumigation before opening any office. All necessary support in terms of safety equipment/tools are provided to employees attending the office.

d) The Company shall continue to monitor government directives and act accordingly.

Based on the information available till date, the Company has used the principles of prudence in applying judgments, estimates and possible forward-looking scenario to assess and provide for the impact of pandemic on the financial statements specifically while assessing the expected credit loss on financial assets by applying management judgments, approved by its Board of Directors.

The Company in its investment portfolio made various investments in the equity & preference funds of subsidiary & Joint ventures companies besides other investments. Given the dynamic nature of the pandemic situation, the carrying valuation of these investments as at March 31, 2020, may be affected by the severity and duration of the outbreak. The Company believes that it has taken into account all the possible impact of known events arising out of COVID 19 pandemic in the preparation of financial results resulting out of fair valuation of these investments.

In addition to the above, the Company has evaluated the recoverability and carrying value of its non – financial assets including assets on property plant and equipment, investment properties, right of use assets and other assets as March 31, 2021. Based on its review, consideration of internal and external information up to the date of approval of these financial results, current indicators of future economic conditions relevant to the Company's operations and other market factors and information, management has concluded that no adjustments are required in the aforesaid assets at this time.

Employees were facilitated to Work from Home (WFH) and enabled through secured remote access to ensure business continuity with minimal disruption. However, the full extent of impact of the COVID-19 pandemic on the operations, and financial metrics will depend on government and regulatory guidelines and future developments which are uncertain and incapable of estimation at this time. Based on the current assessment of the potential impact of the COVID-19 on the Company, management is of the view that the Company does not anticipate any material uncertainties which affects its liquidity position and also ability to continue as a going concern. The Management and Directors are actively engaged and will continue to monitor the future developments. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Recognition of interest income

3.1.1 The effective interest rate method

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset. The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The company recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loan. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges).

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk. The adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the statement of profit and loss.

3.1.2 Interest Income

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. The financial asset is credit impaired when one or more events that have detrimental impact on the estimated future cash flows of that financial asset have occurred.

When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

For purchased or originated credit-impaired (POCI) financial assets , the Company calculates interest income by calculating the credit-adjusted EIR and applying that rate to the amortised cost of the asset. The credit-adjusted EIR is the interest rate that, at original recognition, discounts the estimated future cash flows (including credit losses) to the amortised cost of the POCI assets.

Interest income on all trading assets and financial assets, if any, mandatorily required to be measured at FVTPL is recognised using the contractual interest rate in net gain on fair value changes.

3.2 Financial instruments-initial recognition

3.2.1 Date of recognition

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the company becomes a party to the contractual provisions of the instrument. This includes regular way trades: purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place. Loans are recognised when funds are transferred to the customers' account. The company recognises debt securities, deposits and borrowings when funds reach the company.

3.2.2 Initial measurement of financial instruments

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments. Financial instruments are initially measured at their fair value , except in the case of financial assets and financial liabilities recorded at FVTPL, transaction costs are added to, or subtracted from, this amount. Trade receivables are measured at the transaction price. When the fair value of financial instruments at initial recognition differs from the transaction price, the company account for the Day 1 profit or loss, as described below.

3.2.3 Day 1 Profit or Loss

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the company recognises the difference between the transaction price and fair value in net gain/(loss) on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in profit or loss when the inputs become observable, or when the instrument is derecognised.

3.2.4 Measurement categories of financial assets and liabilities

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- Amortised cost or FVTPL

  The company classifies and measures its derivatives (other than those designated in a cash flow hedging relationship) and trading portfolio at FVTPL. The company may designate financial instruments at FVTPL, if so doing eliminates or significantly reduces measurement or recognition inconsistencies .Financial liabilities, other than loan commitments and financial guarantees, are measured at FVTPL when they are derivative instruments or the fair value designation is applied.

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- Amortised cost or FVTPL

The company classifies and measures its derivatives (other than those designated in a cash flow hedging relationship) and trading portfolio at FVTPL. The company may designate financial instruments at FVTPL, if so doing eliminates or significantly reduces measurement or recognition inconsistencies .Financial liabilities, other than loan commitments and financial guarantees, are measured at FVTPL when they are derivative instruments or the fair value designation is applied.

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- Amortised cost or FVTPL

The company classifies and measures its derivatives (other than those designated in a cash flow hedging relationship) and trading portfolio at FVTPL. The company may designate financial instruments at FVTPL, if so doing eliminates or significantly reduces measurement or recognition inconsistencies .Financial liabilities, other than loan commitments and financial guarantees, are measured at FVTPL when they are derivative instruments or the fair value designation is applied.

3.3 Financial assets and liabilities

3.3.1 Bank balances, Loans, Trade receivables and financial investments at amortised cost

The company measures Bank balances, Loans, Trade receivables and other financial investments at amortised cost if both of the following conditions are met:

The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The details of these conditions are outlined below.

3.3.1.1 Business model assessment

The company determines its business model at the level that best reflects how it manages Company of financial assets to achieve its business objective.

The company business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel

- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

3.3.1.2 The Solely Payments of Principal and Interest (SPPI) test.

As a second step of its classification process the Company assesses the contractual terms of financial to identify whether they meet the Solely Payments of Principal and Interest (SPPI) test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset.

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

3.3.2 Financial assets or financial liabilities held for trading

The Company classifies financial assets as held for trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit taking. Held-for-trading assets and liabilities are recorded and measured in the balance sheet at fair value. Changes in fair value are recognised in net gain on fair value changes. Interest and dividend income or expense is recorded in net gain on fair value changes according to the terms of the contract, or when the right to payment has been established. Included in this classification are debt securities, equities, and customer loans that have been acquired principally for the purpose of selling or repurchasing in the near term.

3.3.3 Debt instruments at FVOCI

Debt instruments are measured at FVOCI when both of the following conditions are met:

- The instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets.
- The contractual terms of the financial asset meet the SPPI test.

FVOCI debt instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income and foreign exchange gains and losses are recognised in profit or loss in the same manner as for financial assets measured at amortised cost. Where the Company holds more than one investment in the same security, they are deemed to be disposed of on a first–in first–out basis. On derecognition, cumulative gains or losses previously recognised in OCI are reclassified from OCI to profit or loss.

3.3.4 Equity instruments at FVOCI

The Company subsequently measures all equity investments at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity investments as equity instruments at FVOCI, when such instruments meet the definition of definition of Equity under Ind AS 32 Financial Instruments: Presentation and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Gains and losses on these equity instruments are never recycled to profit or loss. Dividends are recognised in profit or loss as dividend income when the right of the payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVOCI are not subject to an impairment assessment.

3.3.5 Debt securities and other borrowed funds:

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and costs that are an integral part of the EIR. A compound financial instrument which contains both a liability and an equity component is separated at the issue date.

The Company has issued financial instruments with equity conversion rights and call options. When establishing the accounting treatment for these non-derivative instruments, the Company first establishes whether the instrument is a compound instrument and classifies such instrument's components separately as financial liabilities or equity instruments in accordance with Ind AS 32. Classification of the liability and equity components of a convertible instrument is not revised as a result of a change in the likelihood that a conversion option will be exercised, even when exercising the option may appear to have become economically advantageous to some holders. When allocating the initial carrying amount of a compound financial instrument to the equity and liability components, the equity component is assigned as the residual amount after deducting from the entire fair value of the instrument, the amount separately determined for the liability component. The value of any derivative features (such as a call options) embedded in the compound financial instrument, other than the equity component (such as an equity conversion option), is included in the liability component. Once the Company has determined the split between equity and liability, it further evaluates whether the liability component has embedded derivatives that must be separately accounted.

3.3.6 Financial assets and financial liabilities at fair value through profit or loss

Financial assets and financial liabilities in this category are those that are not held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109. Management only designates an instrument at FVTPL upon initial recognition when one of the following criteria are met. Such designation is determined on an instrument-by-instrument basis:

- The designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis.

Or

- The liabilities are financial liabilities, which are managed and their performance evaluated on a fair value basis,

Or

- The liabilities containing one or more embedded derivatives, unless they do not significantly modify the cash flows that would otherwise be required by the contract, or it is clear with little or no analysis when a similar instrument is first considered that separation of the embedded derivative(s) is prohibited.

Financial assets and financial liabilities at FVTPL are recorded in the balance sheet at fair value. Changes in fair value are recorded in profit and loss with the exception of movements in fair value of liabilities designated at FVTPL due to changes in the Company's own credit risk. Such changes in fair value are recorded in the Own credit reserve through OCI and do not get recycled to the profit or loss. Interest earned or incurred on instruments designated at FVTPL is accrued in interest income or finance cost, respectively, using the EIR, taking into account any discount/ premium and qualifying transaction costs being an integral part of instrument. Interest earned on assets mandatorily required to be measured at FVTPL is recorded using contractual interest rate.

3.3.7 Financial guarantees and undrawn loan commitments

Financial guarantees are initially recognised in the financial statements (within Provisions) at fair value, premium/deemed premium received. Subsequent to initial recognition, the Company's liability under each guarantee is measured at the higher of the amount initially recognised less cumulative amortisation recognised in the statement of profit and loss.

The premium/deemed premium is recognised in the statement of profit and loss on a straight line basis over the life of the guarantee.

Undrawn loan commitments are commitments under which, over the duration of the commitment, the Company is required to provide a loan with pre-specified terms to the customer. Undrawn loan commitments are in the scope of the ECL requirements.

The nominal contractual value of undrawn loan commitments, where the loan agreed to be provided is on market terms, are not recorded in the balance sheet.

The Company occasionally issues loan commitments at below market interest rates drawdown. Such commitments are subsequently measured at the higher of the amount of the ECL allowance and the amount initially recognised less, when appropriate.

3.4 Reclassification of financial assets and liabilities

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified. The Company did not reclassify any of its financial assets or liabilities in 2019-20 and 2018-19.

3.5 Derecognition of financial assets and liabilities

3.5.1 Derecognition of financial assets due to substantial modification of terms and conditions

The Company derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be POCI.

When assessing whether or not to derecognise a loan to a customer, amongst others, the Company considers the following factors:

- Change in currency of the loan
- Introduction of an equity feature
- Change in counterparty

If the modification is such that the instrument would no longer meet the SPPI criterion

If the modification does not result in cash flows that are substantially different, the modification does not result in derecognition. Based on the change in cash flows discounted at the original EIR, the Company records a modification gain or loss, to the extent that an impairment loss has not already been recorded.

3.5.2 Derecognition of financial assets other than due to substantial modification

3.5.2.1 Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is derecognised when the rights to receive cash flows from the financial asset have expired. The Company also derecognises the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Company has transferred the financial asset if, and only if, either:

(i) The Company has transferred its contractual rights to receive cash flows from the financial asset

Or

(ii) It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass–through' arrangement.

Pass-through arrangements are transactions whereby the Company retains the contractual rights to receive the cash flows of a financial asset (the 'original asset'), but assumes a contractual obligation to pay those cash flows to one or more entities (the 'eventual recipients'), when all of the following three conditions are met:

(i) The Company has no obligation to pay amounts to the eventual recipients unless it has collected equivalent amounts from the original asset, excluding short-term advances with the right to full recovery of the amount lent plus accrued interest at market rates

(ii) The Company cannot sell or pledge the original asset other than as security to the eventual recipients

(iii) The Company has to remit any cash flows it collects on behalf of the eventual recipients without material delay. In addition, the Company is not entitled to reinvest such cash flows, except for investments in cash or cash equivalents including interest earned, during the period between the collection date and the date of required remittance to the eventual recipients.

A transfer only qualifies for derecognition if either:

(i) The Company has transferred substantially all the risks and rewards of the asset

Or

(ii) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

When the Company has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Company's continuing involvement, in which case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

3.5.3 Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss.

3.6 Impairment of financial assets

3.6.1 Overview of the Expected Credit Loss (ECL) principles

The Company records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, together with loan commitments and financial guarantee contracts, in this section all referred to as 'financial instruments'. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss (12mECL) . The Company's policies for determining if there has been a significant increase in credit risk ,if any.

The 12mECL is the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both LTECLs and 12mECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments. The Company's policy for Companying financial assets measured on a collective basis.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The ECL model of the Company takes into accounts forward looking information as economic inputs.

Based on the above process, the Company categorises its loans into Stage 1, Stage 2,Stage 3 and POCI, as described below:

Stage 1: When loans are first recognised, the Company recognises an allowance based on 12mECLs. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3.

Stage 3: For Loans considered credit-impaired, the Company records an allowance for the LTECLs.

Credit-impaired financial assets:

At each reporting date, the company assesses whether financial assets carried at amortised cost and debt financial assets carried at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

a) Significant financial difficulty of the borrower or issuer;

b) A breach of contract such as a default or past due event;

c) The restructuring of a loan or advance by the company on terms that the company would not consider otherwise;

d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

e) The disappearance of an active market for a security because of financial difficulties.

POCI: Purchased or originated credit impaired (POCI) assets are financial assets that are credit impaired on initial recognition. POCI assets are recorded at fair value at original recognition and interest income is subsequently recognised based on a credit-adjusted EIR. ECLs are only recognised or released to the extent that there is a subsequent change in the expected credit losses.

For financial assets for which the Company has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered a (partial) derecognition of the financial asset.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset accounted under Ind AS 109 in its entirety, the difference between the asset's carrying amount and the sum of consideration received and receivable is recognized in profit or loss.

If the transferred asset is part of a larger financial asset and the part transferred qualifies for derecognition in its entirety, the previous carrying amount of the larger financial asset shall be allocated between the part that continues to be recognised and the part that is derecognised, on the basis of the relative fair values of those parts on the date of the transfer.

3.6.2 The calculation of ECLs

The Company calculates ECLs based on total loans receivable (including accrued interest) which are divided into segments based upon the industry in which the customer is operating.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

PD - The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

EAD - The Exposure at Default is an estimate of the exposure at a reporting date, taking into account repayments of principal and interest, whether scheduled by contract or otherwise and accrued interest from missed payments. The EAD is sum total of outstanding principal and accrued interest.

LGD - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

The maximum period for which the credit losses are determined is the contractual life of a financial instrument unless the Company has the legal right to call it earlier.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

The mechanics of the ECL method are summarised below:

Stage 1: The 12mECL is calculated as the portion of life time expected credit loss (LTECLs) that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Group calculates the 12mECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-month default probabilities are applied to a forecast EAD and multiplied by the expected LGD and discounted by an approximation to the original ROI.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the original ROI.

Stage 3: For loans considered credit-impaired, the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for Stage 2.

3.6.3 Debt instruments measured at fair value through OCI

The ECLs for debt instruments measured at FVOCI do not reduce the carrying amount of these financial assets in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in OCI as an accumulated impairment amount, with a corresponding charge to profit or loss. The accumulated loss recognised in OCI is recycled to the profit and loss upon derecognition of the assets.

3.6.4 Purchased or originated credit impaired financial assets (POCI)

For POCI financial assets, the Company only recognises the cumulative changes in LTECL since initial recognition in the loss allowance.

3.6.5 Trade receivables and contract assets

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated for changes in the forward-looking estimates.

3.7 Write-offs

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to impairment on financial instrument on statement of profit and loss.

3.8 Forborne and modified loans

The Company sometimes makes concessions or modifications to the original terms of loans as a response to the borrower's financial difficulties, rather than taking possession or to otherwise enforce collection of collateral. The Company considers a loan forborne when such concessions or modifications are provided as a result of the borrower's present or expected financial difficulties and the Company would not have agreed to them if the borrower had been financially healthy. Indicators of financial difficulties include defaults on covenants, or significant concerns raised by the Credit Risk Department. Forbearance may involve extending the payment arrangements and the agreement of new loan conditions. Once the terms have been renegotiated, any impairment is measured using the original EIR as calculated before the modification of terms. It is the Company's policy to monitor forborne loans to help ensure that future payments continue to be likely to occur.

When the loan has been renegotiated or modified but not derecognised, the Company also reassesses whether there has been a significant increase in credit risk. The Company also considers whether the assets should be classified as Stage 3.

3.9 Determination of fair value

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

- Level 1 financial instruments −Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

- Level 2 financial instruments−Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. however, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.

- **Level 3** financial instruments −Those that include one or more unobservable input that is significant to the measurement as whole.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company periodically reviews its valuation techniques including the adopted methodologies and model calibrations. However, the base models may not fully capture all factors relevant to the valuation of the Company's financial instruments such as credit risk (CVA), own credit (DVA) and/or funding costs (FVA). Therefore, the Company applies various techniques to estimate the credit risk associated with its financial instruments measured at fair value, which include a portfolio-based approach that estimates the expected net exposure per counterparty over the full lifetime of the individual assets, in order to reflect the credit risk of the individual counterparties for non-collateralised financial instruments. The Company estimates the value of its own credit from market observable data, such as secondary prices for its traded debt and the credit spread on credit default swaps and traded debts on itself.

The Company evaluates the leveling at each reporting period on an instrument-by-instrument basis and reclassifies instruments when necessary based on the facts at the end of the reporting period.

3.10 Foreign currency translation

3.10.1 Functional and presentational currency

The Standalone financial statements are presented in INR which is also functional currency of the company. The Company determines the functional currency and items included in the financial statements are measured using that functional currency. The Company uses the direct method of standalone.

3.10.2 Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of ex-change ruling at the date of the transaction. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot rate of exchange at the reporting date. All differences arising on non–trading activities are taken to other income/expense in the statement of profit and loss.

Non–monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

3.11 Leasing

The Company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

Policy applicable from April 01, 2019

At inception of a contract, the Company assesses whether a contract is, or contains a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in Ind AS 116.

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset.

There are arrangement wherein the common expenses for usage of assets which are not identified as per application guidance given in Appendix B of IND AS 116, accordingly IND AS 116 is not applicable.

3.11.1 Company as a lessee

Leases that do not transfer to the Company substantially all of the risks and benefits incidental to ownership of the leased items are operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term, unless the increase is in line with expected general inflation, in which case lease payments are recognised based on contractual terms. Contingent rental payable is recognised as an expense in the period in which they it is incurred.

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand alone prices. However, for leases of property, the Company has elected not to separate non – lease components and account for the lease and non – lease components as a single lease component.

The Company recognizes a right – of – use asset and a lease liability at the lease commencement date. The right- of – use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is loated, less any lease incentives received.

The right- of – use asset is subsequently depreciated using the straight – line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right – of – use asset reflects that the Company will exercise a purchase option. In that case the right – of – use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right – of – use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payment included in the measurement of lease liability comprise the following:

- Fixed payments, including in – substance fixed payments;

- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Company is reasonable certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in – substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right – of – use asset, or is recorded in profit or loss if the carrying amount of the right – of – use asset has been reduced to zero.

The Company presents right – of – use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities under the head non – current 'borrowings'.

Short – term leases and leases of low value assets

The Company has elected not to recognize right – of – use assets and lease liabilities for leases of low – value assets and short – term leases. The Company recognizes the lease payments associated with these leases as an expense on a straight – line basis over the lease term.

3.11.2 Company as a lessor

Leases where the Company does not transfer substantially all of the risk and benefits of ownership of the asset are classified as operating leases. Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in rental income in the statement of profit or loss, unless the increase is in line with expected general inflation, in which case lease income is recognised based on contractual terms. Initial direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.12 Recognition of income and expenses

INCOME

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognize revenue when (or as) the Company satisfies a performance obligation

Income related to service is recognise as per principles of the IND AS 115 as mentioned above.

3.12.1 Interest Income

Interest Income is recognised as per policy mentioned in Note no 3.12

3.12.2 Dividend income

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend.

3.12.3 EXPENSE

3.12.3.1 Finance Cost

Finance costs represents Interest expense recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial liabilities other than financial liabilities classified as FVTPL. The EIR in case of a financial liability is computed

i). As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability.

II). By considering all the contractual terms of the financial instrument in estimating the cash flows.

III). Including all fees paid between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

Interest expense includes issue costs that are initially recognized as part of the carrying value of the financial liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to advisers and other expenses such as external legal costs, rating fee etc., provided these are incremental costs that are directly related to the issue of a financial liability.

3.12.3.2 Employee Benefits Expense

Employee benefits expense is recognised as per policy mentioned in Note no 3.17

3.12.3.3 Other Income and expenses

All other Income and expenses are recognised in the period they occur.

3.13 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

3.14 Property, plant and equipment

Property plant and equipment is stated at cost excluding the costs of day–to–day servicing, less accumulated depreciation and accumulated impairment in value. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates. Depreciation is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives. Land is not depreciated. The estimated useful lives are, as follows:

Asset Description	Useful life of Asset (In Years) as per Schedule -III	Useful life of Asset (In Years) as estimated by the Company
Office equipment's	5 Years	5 Years
Server and Networks	6 Years	6 Years
Laptop and Desktop	3 Years	3 Years
Electrical Installation & Equipment's	10 Years	5 - 10 Years
Furniture & Fixtures	10 Years	5 - 10 Years
Car	8 Years	6 - 8 Years
Bike	10 Years	8 - 10 Years

Individual assets costing up to Rs. 5,000 are fully depreciated / amortized in the year in which they are acquired.

The Company depreciates certain items of building over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.

3.15 Intangible assets

Intangible Assets are recognised only if it is probable that the future economic benefits that are attributable to assets will flow to the enterprise and the cost of the assets can be measured reliably. Intangible assets are recorded at cost and carried at cost less accumulated depreciation and accumulated Impairment losses, if any.

Intangible assets are amortised on a straight line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

Computer software which is not an Integral part of the related hardware is classified as an intangible asset and is belong amortised over the estimated useful life. The estimated useful lives of Intangible assets are 5 years.

3.16 Impairments of Non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired and when circumstances indicate that the carrying value may be impaired. The Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or Company of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

3.17 Retirement and other employee benefits

Short term employee benefits

Employee benefits payable wholly within twelve months of receiving employees services are classified as short term employee benefits. These benefits include salaries and wages , performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount if short term benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Compensated absences

Compensated absences accruing to employees and which can be carried to future periods but where there are restriction on availment or encashment or where the availment or encashment is not expected to occur wholly with in next twelve months, the liability on account of benefits is determined actuarially using the projected unit credit method.

Defined Benefit Plans - Gratuity and Provident Fund

Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

  Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Standalone statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

3.18 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

3.19 Operating Cycle

An asset or a liability is classified as current when it satisfies any of the following criteria:

1. It is expected to be realized / settled, or is intended for sale or consumption, in the Company's normal operating cycle; or
2. It is held primarily for the purpose of being traded; or
3. It is expected to be realized / due to be settled within twelve months after the reporting date; or
4. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date; or
5. The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

4. TAXES

4.1 Current tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

4.2 Deferred tax

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

  Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

4.3 Minimum Alternate Tax (MAT)

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that it is probable that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement.” The Group reviews the MAT Credit Entitlement asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

4.4 Dividends on ordinary shares

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

4.5 Non-current assets held for sale and disposal Company’s

The Company classifies non-current assets and disposal Company as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell/ distribute will be withdrawn. Management must be committed to the sale/ distribution expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal Company is available for immediate sale/ distribution in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal company), its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale/ distribution of the asset or disposal Company to be highly probable when:

The appropriate level of management is committed to a plan to sell the asset (or disposal Company),

An active programmed to locate a buyer and complete the plan has been initiated (if applicable),

The asset (or disposal Company) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,

The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale/for distribution to owners and disposal company are measured at the lower of their carrying amount and the fair value less costs to sell/ distribute. Assets and liabilities classified as held for sale/ distribution are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale/ distribution to owners are not depreciated or amortised.

A disposal Company qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

Represents a separate major line of business or geographical area of operations,

Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations

Or

Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's Standalone financial statements requires management to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, as well as the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgments

In the process of applying the company's accounting policies, management has made the following judgments, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

5.1 Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The company determines the business model at a level that reflects how company of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

5.2 Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgments and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please see Note 35.

5.3 Effective Interest Rate (EIR) method

The company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

5.4 Impairment of financial asset

The measurement of impairment losses across all categories of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The company's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgments and estimates include:

The company's internal credit grading model, which assigns PDs to the individual grades

The company's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a LTECL basis and the qualitative assessment

The segmentation of financial assets when their ECL is assessed on a collective basis

Development of ECL models, including the various formulas and the choice of inputs

Determination of associations between macroeconomic scenarios and, economic inputs, such as unemployment levels and collateral values, and the effect on PDs, EADs and LGDs

Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models

It has been the company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

5.5 Provisions and other contingent liabilities

The company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the company's business.

When the company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgment is required to conclude on these estimates.

6. Cash and Cash Equivalents

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Cash on hand	**0.27**	0.46
Balances with banks		
On current accounts	**999.89**	69.10
Cheques on hand	**27.12**	-
Stamp Papers on hand	**-**	1.57
Total cash and cash equivalents	**1,027.28**	71.13

7. Bank balances other than Cash and cash equivalent

Particulars	As at March 31, 2021	As at March 31, 2020
Current		
In Fixed deposit with maturity for more than 3 months#	**5.70**	5.40
Total	**5.70**	5.40

Fixed Deposit and other balances with banks earns interest at fixed rate.

Fixed deposit balances are the FD's pledged with bank for corporate credit card facility Rs 5.60 Lakhs and Rs 0.10 Lakhs Other purpose (March 31, 2020 - Pledged with bank for statutory purpose Rs 4.80 Lakhs and Rs 0.60 lakhs Other purpose).

8. Loans

Particulars	As at March 31, 2021	As at March 31, 2020
At Amortised Cost		
Loans to related parties [refer note 44.1]	**5,925.00**	225.00
Loans to others	**7,361.71**	7,361.71
Total (A) - Gross	**13,286.71**	7,586.71
Less: Impairment loss allowance	**7,586.71**	7,586.71
Less: Contingencies Reserves on standard asset	**22.80**	-
Total Impairment	**7,609.51**	7,586.71
Total (A) - Net	**5,677.20**	-
Unsecured	**13,286.71**	7,586.71
Total (B) - Gross	**13,286.71**	7,586.71
Less: Impairment loss allowance	**7,586.71**	7,586.71
Less: Contingencies Reserves on standard asset*	**22.80**	-
Total Impairment	**7,609.51**	7,586.71
Total (B) - Net	**5,677.20**	-
Loans in India - Others	**13,286.71**	7,586.71
Total (C) - Gross	**13,286.71**	7,586.71
Less: Impairment loss allowance	**7,586.71**	7,586.71
Less: Contingencies Reserves on standard asset	**22.80**	-
Total Impairment	**7,609.51**	7,586.71
Total (C) - Net	**5,677.20**	-

* Contingency provision represents 0.40% in FY 2020-21 (Previous Year 0.40% FY 2019-20) of the Outstanding Standard Loans & Advances, which is in compliance with provisioning requirements for NBFCs prescribed under Master Direction DNBR.PD.008/03.10.119/2016-17– Non-Banking Financial Company – Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

(1) The Company has filed a petition under section 7 of Insolvency and Bankruptcy Code, 2016 against "ANR Securities Private Limited" on October 09, 2018 for recovery of outstanding loan amount of Rs. 8,139.66 Lakhs. The arguments were heard, however the Order reserved by Hon'ble NCLT on the admission of petition has been stayed by the Hon'ble Supreme Court vide order dated April 05, 2019 to which, the Company filed an application for intervention which was allowed by the Supreme Court. Arguments on application for vacation of stay order dated April 5th, 2019 has been heard by the Supreme Court and the matter is reserved for order.

(2) The Company has filed a petition under section 7 of Insolvency and Bankruptcy Code, 2016 against "Ligare Aviation Limited" on January 18, 2021 for recovery of outstanding loan amount Rs. 587.27 Lakhs.

(Amount in Rs. lakhs, unless otherwise stated)

8.1 Credit Quality of Assets

The table below shows the credit quality and the maximum exposure to credit risk based on the Company's internal credit rating system and year-end stage classification. The amounts presented are gross of impairment allowances.

Internal Rating Grade	March 31, 2021			
	Stage 1	Stage 2	Stage 3	Total
Standard	5,700.00	-	-	5,700.00
Sub-Standard	-	-	-	-
Doubtful	-	-	7,586.71	7,586.71
Loss	-	-	-	-
Total	**5,700.00**	**-**	**7,586.71**	**13,286.71**

Internal Rating Grade	March 31, 2020			
	Stage 1	Stage 2	Stage 3	Total
Standard	-	-	-	-
Sub-Standard	-	-	-	-
Doubtful	-	-	7,586.71	7,586.71
Loss	-	-	-	-
Total	-	-	7,586.71	7,586.71

8.2 Asset Classification as per RBI Norms

As per RBI notification RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13-03-2020, The information on Asset Classification and comparative Loss allowance as per IND AS 109 and Provision as per norms prudential norms on "Income Recognition, Asset Classification and Provisioning (IRACP)" as on March 31, 2021.

Asset Classification as per RBI Norms	Asset classification as per INDAS 109	Gross carrying value as per INDAS	Loss Allowances (Provisions) as required under IND AS 109	Provisions required as per IRACP norms	Difference between IND AS 109 provisions and IRACP norms
Performing Asset					
Standard Asset	Stage 1	5,700.00	22.80	22.80	-
	Stage 2	-	-	-	-
Total		**5,700.00**	**22.80**	**22.80**	**-**
Non Performing Asset					
Sub standard Asset	Stage 3	-	-	-	-
Doubtful					
up to 1 year	Stage 3	-	-	-	-
1-3 Years	Stage 3	-	-	-	-
More Than 3 Years	Stage 3	7,586.71	7,586.71	7,586.71	-
Subtotal of Doubtful Asset		**7,586.71**	**7,586.71**	**7,586.71**	**-**
Loss	Stage 3	-	-	-	-
Subtotal for NPA		**7,586.71**	**7,586.71**	**7,586.71**	**-**
Other items such as guarantees, loan commitments, etc. which are in the scope of IND AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms.	Stage 1	-	-	-	-
	Stage 2	-	-	-	-
	Stage 3	-	-	-	-
		-	-	-	-
Total	**Stage 1**	**5,700.00**	**22.80**	**22.80**	**-**
	Stage 2	**-**	**-**	**-**	**-**
	Stage 3	**7,586.71**	**7,586.71**	**7,586.71**	**-**
Grand Total		**13,286.71**	**7,609.51**	**7,609.51**	**-**

(Amount in Rs. lakhs, unless otherwise stated)

9. Investments

Investments	As at March 31, 2021	As at March 31, 2020
(i) Investments measured at Fair Value through Profit or Loss		
(A) Mutual funds/Venture Capital funds/Alternative Investment funds	**1,646.16**	723.00
Investments measured at Cost (Unquoted)		
Investment in Equity Share of Subsidiaries (fully paid up)	**228,192.62**	239,425.94
Investment in Equity Share of others (fully paid up)	**2,823.33**	2,823.33
Investment in Equity Share of Subsidiary (partly paid up)[refer note 47(e)]	**-**	-
Investment in Equity Share of Joint Ventures (fully paid up)	**350.00**	350.00
Investment in Preference Share of Subsidiary (fully paid up) [refer note 47(e)]	**-**	-
Investment in Preference Share of others (fully paid up)	**40.95**	40.95
Total - Gross (A)	**233,053.06**	243,363.22
(i) Investments outside India	**-**	-
(ii) Investments in India	**233,053.06**	243,363.22
Total (B)	**233,053.06**	243,363.22
Total (A) to tally with (B)		
Less: Allowance for Impairment loss(i)	**2,864.28**	2,864.28
Less Impairment losses on Investment in subsidiaries(ii)	**33,874.93**	33,874.93
Less Impairment losses on Investment in others(iii)	**336.04**	-
Total - Net D= (A)-(C)	**195,977.81**	206,624.01

(i) Provision for diminution in value of its long term investments has been made in accounts during FY 2016-17.

(ii) Subsequently all investment checked for impairment losses every year. Investment checked for impairment testing and impairment loss on investment calculated and recorded as expense of Rs. 11,903.96 Lakhs during FY 2017-18 and Rs. 9,934.24 Lakhs during FY 2018-19 and Rs. 12,036.73 lakhs during FY 2019-20 through Profit and Loss account.

(iii) The Investment in IBOF Investment Management Private Limited has been checked for impairment testing. The impairment loss of Rs. 336.04 Lakhs on investment has been recorded during FY 2020-21.

(A) Current Investments

	Particulars	As at March 31, 2021		As at March 31, 2020	
		No. of Share	**Amount**	No. of Share	Amount
1	Investment in Venture Capital Fund				
	- India Build Out- Fund- I	**10,594**	**37.66**	10,594	93.08
	- India Build Out -Fund- I -Class B units	**-**	**1.70**	-	1.70
	- Milestone Army Trust-Class B units	**-**	**0.04**	-	0.04
	Total (A)	**-**	**39.40**	-	94.82

(Amount in Rs. lakhs, unless otherwise stated)

(B) Non Current Investments

	Particulars	As at March 31, 2021		As at March 31, 2020	
		No. of Share	**Amount**	No. of Share	Amount
1	Investment in Equity Shares of subsidiaries				
	- Religare Finvest Limited[1]	**262,095,287**	**66,451.59**	262,095,287	66,451.59
	- Care Health Insurance Limited (erstwhile known as Religare Health Insurance Company Limited)	**594,732,253**	**126,585.39**	647,516,629	137,820.24
	- Religare Broking Limited	**180,795,817**	**34,900.00**	180,795,817	34,900.00
	- Religare Insurance Limited	**5,000**	**-**	5,000	-
	- Religare Comtrade Limited	**27,126,712**	**212.67**	27,126,712	212.67
	- Religare Credit Advisors Pvt Ltd	**9,398,262**	**-**	9,398,262	-
	- Religare Finvest Limited- ESOP[2]	**-**	**37.03**	-	37.03
	- Religare Housing Development Co. Ltd - ESOP[2]	**-**	**3.58**	-	2.76
	- Religare Broking Limited- ESOP[2]	**-**	**2.36**	-	1.64
	- Religare Global Asset Management Inc. (U.S.A.)	**10**	**-**	10	-
	Less Impairment losses on Investment in subsidiaries		**(33,874.93)**		(33,874.93)
			194,317.69		205,551.01
2	Investment in Equity Shares of Joint venture				
	- IBOF Investment Management Private Limited	**3,499,999**	**350.00**	3,499,999	350.00
	Less : Impairment losses on Investment[3]		**(336.04)**		-
			13.96		350.00
3	Investment in Equity Shares of subsidiary (Partly paid share)				
	-Religare Capital Markets Limited	**81,550,000**	**-**	81,550,000	-
	Less: provision for diminution in value of investment		**-**		-
			-		-
4	Investment in Equity Shares of other body corporate				
	- Netambit Infosource & E-Services Private Limited	**67,536**	**2,823.33**	67,536	2,823.33
	Less: provision for diminution in value of investment		**(2,823.33)**		(2,823.33)
			-		-
5	Investments in Preference Shares of subsidiary				
	-Religare Capital Markets Limited				
	0.002 % Cumulative Non-Convertible	**170,000,000**	**-**	170,000,000	-
	0.003 % Cumulative Non-Convertible	**5,000,000**	**-**	5,000,000	-
	0.004 % Cumulative Non-Convertible	**10,000,000**	**-**	10,000,000	-
	Less: provision for diminution in value of investment		**-**		-
			-		-

	Particulars	As at March 31, 2021		As at March 31, 2020	
		No. of Share	**Amount**	No. of Share	Amount
6	Investments in Preference Shares Of Others				
	- Netambit Infosource & E-Services Private Limited				
	Compulsory Convertible Cumulative Preferred Participatory Series E Preference Shares Tranche -1 & 2 - Coupon Rate 0.01%	**40,952**	**40.95**	40,952	40.95
	Less: provision for diminution in value of investment		**(40.95)**		(40.95)
			-		-
7	Investment in Alternative Investment Fund				
	- Religare Credit Investments Trust	**182**	**1.27**	182	1.27
	- Cerestra Infrastructure Trust	**386**	**459.84**	386	495.93
	- India Bulls Real Estate Fund Category II AIF		**138.41**		130.99
			599.52		628.18
8	Investment in Mutual Funds				
	- UTI Liquid Cash Plan - Direct Growth Plan (NAV Rs 3370.4873 as on March 31, 2021)	**29,884.40**	**1,007.25**	-	-
	Total (B)		**195,938.41**		206,529.19
	Total (A) + (B)		**195,977.81**		206,624.01

Note

1. Refer Note 33.5
2. The Company grants ESOP's to group companies employee in accordance with approved Employee Stock Option Scheme.[refer note no 41]
3. The Investment has been checked for impairment and provisions of Rs 336.04 Lakhs has been made equivalent to declined in networth.

10. Other Financial assets

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Security Deposits	**529.54**	492.61
Less: ECL	**(489.61)**	(489.61)
Interest accrued but not due on inter corporate loans (from related parties) [refer note no.44.1]	**196.51**	15.62
Less: ECL	**(15.62)**	(15.62)
Interest accrued but not due on inter corporate loans (from non related parties)	**34.57**	34.57
Less: ECL	**(34.57)**	(34.57)
Interest accrued on Fixed Deposit	**0.04**	0.39
Recoverable for Support services*	**520.79**	436.55
Less: ECL	**(372.13)**	(421.30)
Staff Advances	**29.86**	30.23
Advance given to employees of group company	**-**	1,499.99
Total	**399.38**	1,548.86

Particulars	As at March 31, 2021	As at March 31, 2020
***Recoverable for Support services**		
Other receivables considered good-secured	**-**	-
Other receivables considered good-unsecured	**520.79**	436.55
Other receivables which have significant increase in credit risk	**-**	-
Other receivables - credit impaired	**-**	-
	520.79	436.55
ECL against Recoverable	**(372.13)**	(421.30)
Total	**148.66**	15.25
Further classified as :		
Receivable from related parties	**444.57**	360.33
Receivable from Others	**76.22**	76.22
Total	**520.79**	436.55

11. Current Tax Asset

Particulars	As at March 31, 2021	As at March 31, 2020
Advance income tax	**3,681.18**	4,629.67
Total	**3,681.18**	4,629.67

12. Deferred Tax Assets (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
MAT Credit [refer note no 47 (b)]	**-**	171.59
Total	**-**	171.59

13. Property, Plant and Equipment

(Amount in Rs. lakhs, unless otherwise stated)

For the year ended March 31, 2021

Particulars	Gross block				Depreciation				Net block	
	As at March 31, 2020	Additions/ Adjustments	Deductions/ Adjustments	As at March 31, 2021	As at March 31, 2020	For the year	Deductions/ Adjustments	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Land	24.71	-	-	24.71	-	-	-	-	24.71	24.71
Computer systems and peripherals	18.59	4.58	14.48	8.69	11.18	3.91	12.15	2.95	5.74	7.41
Vehicles	269.88	-	9.76	260.12	77.07	41.53	7.27	111.32	148.80	192.81
Furniture and Fixture	11.42	-	-	11.42	10.53	0.29	-	10.82	0.60	0.89
Office Equipment	15.64	-	-	15.64	12.98	0.80	-	13.78	1.86	2.66
Sub Total	340.24	4.58	24.24	320.58	111.76	46.53	19.42	138.87	181.71	228.48
Right to use Asset(premises in lease)*	-	268.47	-	268.47	-	60.86	-	60.86	207.61	-
Sub Total	-	268.47	-	268.47	-	60.86	-	60.86	207.61	-
Total	**340.24**	**273.04**	**24.24**	**589.05**	**111.76**	**107.39**	**19.42**	**199.73**	**389.32**	**228.48**

For the year ended March 31, 2020

Particulars	Gross block				Depreciation				Net block	
	As at March 31, 2019	Additions/ Adjustments	Deductions/ Adjustments	As at March 31, 2020	As at March 31, 2019	For the year	Deductions/ Adjustments	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Land	24.71	-	-	24.71	-	-	-	-	24.71	24.71
Computer systems and peripherals	22.73	2.33	6.47	18.59	12.08	5.25	6.16	11.18	7.41	10.65
Vehicles	123.31	152.87	6.30	269.88	58.77	24.76	6.46	77.07	192.81	64.54
Leasehold improvement	4.71	-	-	4.71	4.71	-	-	4.71	-	-
Furniture and Fixture	11.42	-	-	11.42	9.58	0.65	(0.30)	10.53	0.89	1.84
Office Equipment	16.64	0.11	1.11	15.64	9.74	3.34	0.09	12.98	2.66	6.90
Total	203.52	155.31	13.88	344.95	94.87	34.00	12.41	116.47	228.48	108.65

13.1 There are no adjustments to Property, Plant and Equipment - Tangible Assets on account of borrowing costs and exchange differences. There is no revaluation of assets during the year.

13.2 Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost or revalued amount are recognised in the Statement of Profit and Loss.

13.3 The title deeds in respect of land are in the name of the Company.

14. Intangible assets

(Amount in Rs. lakhs, unless otherwise stated)

For the year ended March 31, 2021

Particulars	Gross block				Amortisation				Net block	
	As at March 31, 2020	Additions/ Adjustments	Deductions/ Adjustments	As at March 31, 2021	As at March 31, 2020	For the year	Deductions/ Adjustments	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Computer Software	229.66	-	-	229.66	220.09	8.47	-	228.56	1.10	9.57
Intangible asset under development	-	-	-	-	-	-	-	-	-	-
Total	**229.66**	**-**	**-**	**229.66**	**220.09**	**8.47**	**-**	**228.56**	**1.10**	**9.57**

For the year ended March 31, 2020

Particulars	Gross block				Amortisation				Net block	
	As at March 31, 2019	Additions/ Adjustments	Deductions/ Adjustments	As at March 31, 2020	As at March 31, 2019	For the year	Deductions/ Adjustments	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Computer Software	229.66	-	-	229.66	190.62	29.47	-	220.09	9.57	39.04
Intangible asset under development	-	-	-	-	-	-	-	-	-	-
Total	229.66	-	-	229.66	190.62	29.47	-	220.09	9.57	39.04

14.1 There are no adjustments to Intangible Assets on account of borrowing costs and exchange differences. There is no revaluation of assets during the year.

14.2 Losses arising from the retirement of, and gains or losses arising from disposal of intangible assets which are carried at cost or revalued amount are recognised in the Statement of Profit and Loss.

15. Other Non Financial Assets

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
Balance with government authorities	**305.75**	652.90
Prepaid expenses	**65.54**	70.85
Deposits paid under protest	**585.59**	703.40
Advances to related parties (for services)[refer note no 44.1]	**1,326.50**	1,326.50
Less: ECL	**(1,326.50)**	(1,326.50)
Advances to others (for services)	**74.42**	72.04
Less: ECL	**(14.72)**	(39.82)
Less: Contingent Provision on standard Asset*	**(1.30)**	(7.40)
Stamp Papers on hand	**1.57**	-
Art works	**1.78**	1.78
Assets Acquired in satisfaction of Receivables**	**363.97**	363.97
Total	**1,382.60**	1,817.72

* Refer Note 8.

** Pursuant to the approved Scheme of Arrangement, the asset (land & Building) transferred from erstwhile "Religare Securities Limited" (RSL). The title of the acquired asset is in the name of erstwhile Religare Securities Limited. As per current valuation report dated September 28, 2020, the Net Realizable Value of asset is Rs. 397.35 Lakhs.

15A Trade Payable

Particulars	As at March 31, 2021	As at March 31, 2020
(i) Total outstanding dues of micro enterprises and small enterprises	**-**	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	**1,130.53**	1,598.84
Total	**1,130.53**	1,598.84

16. Borrowings (Other than Debt Securities)

Particulars	As at March 31, 2021	As at March 31, 2020
Borrowings measured at Amortised Cost		
Unsecured		
(a) Loans from related parties[1]	**25,443.99**	25,455.53
(b) Loans repayable on demand		
(i) from banks	**-**	-
(ii) from other parties	**-**	25.33
(c) Liability portion of redeemable preference shares[2]	**8,220.34**	7,820.95
Total (A)	**33,664.33**	33,301.81
Borrowings in India	**33,664.33**	33,301.81
Borrowings outside India	**-**	-
Total (B) to tally with (A)	**33,664.33**	33,301.81

(Amount in Rs. lakhs, unless otherwise stated)

Terms of Repayment of Inter Corporates Loans

Particulars	**Rate of Interest**	Rate of Interest
Related Parties	**9.5% to 13.5%**	9.5% to 18.75%
Non Related Parties	**9%**	9%

1. Loans from related parties

(a) Inter Corporate Loan of Rs. 18,550 Lakhs borrowed from subsidiary Religare Finvest Limited (RFL) in FY 2017-18. During the FY 2019-20 reschedulement of the loan signed with RFL. As per the letter of reschedulement RFL has granted:

i) Extension of 2 years (payable on or before April 30, 2022) from the date of letter to repay the principal amount in one or more bullet payments depending upon the liquidity and financial position of the Company.

ii) Waive of current and future interest component and other financial charges that may have accrued or may accrue in future on these loan.

(b) Inter corporate Loan (Outstanding balance of Rs. 6,893.99 Lakhs) borrowed from subsidiary Religare Comtrade Limited (RCTL) in previous years. During the previous financial year RCTL agreed to waive of current and future interest component and other financial charges that may have accrued or may accrue in future on these loan.

2. Liability portion of redeemable preference shares

Redeemable preference shares accounted as a financial liability measured initially at the fair value and subsequently at amortised cost with the interest accretion at Effective Interest Rate (EIR) based on the IRR calculated on the yield thereon

(a) 13.66% Cumulative Redeemable Preference Share

The face value of each share is Rs. 10. The share shall have voting rights applicable to the preference share under the Companies Act 2013. Each preference share holder has right to receive in priority to Equity shareholders, preference dividend on cumulative basis at the rate not exceeding 13.66% per financial year. The aggregate shares outstanding as at the year end are 1,500,000 (Previous year 1,500,000) at Rs. 100 (including premium of Rs. 90 per share).

The above shares were redeemable at an amount of Rs. 4,190.28 Lakhs (including premium not exceeding Rs. 269.36 per share) on October 31, 2018.

(b) 0.01% Non Convertible Non Cumulative redeemable preference share

The face value of each share is Rs. 10/- The share shall have voting rights applicable to the preference share under the Companies Act 2013. Each preference share holder has right to receive in priority to Equity shareholder, preference dividend on non cumulative basis at the rate not exceeding 0.01% per financial year. The shares allotted were 25,000,000 in one tranche on August 30, 2016. The above shares are redeemable at an amount (including premium) not exceeding Rs. 16.851 per share on August 30 , 2021. The carrying value of preference share as on March 31, 2021 is Rs. 4,030.06 Lakhs (Previous year Rs. 3,630.67 Lakhs).

16A Changes in liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particluars	**March 31, 2021**	March 31, 2020	March 31, 2019
Borrowings (Other than Debt Securities)	**33,664.33**	33,301.81	38,058.74
Lease Liability	**208.80**	-	-
Interest Payables	**-**	19.26	4,040.39
Total	**33,873.13**	33,321.07	42,099.13

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	Borrowings (Other than Debt Securities)	Lease Liability	Interest Payables	Total
As at March 31, 2019	38,058.74	-	4,040.39	42,099.13
Cash Flow:				
Proceed / Repayment (Net)	(5,116.74)	-	-	(5,116.74)
Non Cash Flow:				
Interest Accrued	359.81	-	(4,021.13)	(3,661.32)
As at March 31, 2020	33,301.81	-	19.26	33,321.07
Cash Flow:				
Proceed / Repayment (Net)	(36.87)	-	-	(36.87)
Interest Paid	-	-	(19.26)	(19.26)
Non Cash Flow:				
Interest Accrued	399.40	-	-	399.40
Addiotional Lease liability	-	208.80	-	208.80
As at March 31, 2021	**33,664.34**	**208.80**	**-**	**33,873.13**

17. Other Financial liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Interest accrued and due	**-**	6.81
Interest accrued but not due	**-**	12.46
Security Deposit (related parties) [refer note no 44.1]	**1,789.48**	1,802.48
Lease Liability	**208.80**	-
Employees Benefits Payables	**201.21**	172.90
Other Payables [1]	**15.11**	172.43
Liability towards letter of comfort [2] [refer note no 44.1]	**11,218.90**	10,688.67
Liability towards Capital Commitment [3]	**894.85**	15,300.00
Liability towards contingency [4]	**1,209.06**	673.99
Margin for vehicle	**16.98**	16.98
Total	**15,554.39**	28,846.72

1. Includes amount of Rs. Nil Lakhs (previous year Rs. 157 Lakhs) payable to Religare Broking Limited on account of transfer under scheme of arrangement.

2 (a) The Company has given a letter of comfort dated May 15, 2020 to Religare Comtrade Limited ("RCTL"), a wholly owned subsidiary of the Company superseding the earlier letter of comfort issued in FY 2017-18 to provide financial support to RCTL for repayment of all its outstanding dues including interest component thereon relating to ICDs and NCDs issued by RCTL. As per IND AS 109 , the Financial liability of Rs. 10,438.67 Lakhs has been recoded upto year ended March 31, 2020 and Rs. 530.23 Lakhs recorded in FY 2020-21 against the negative net worth of RCTL (Financial liability of Rs. 10,968.90 Lakhs has been recorded as on March 31, 2021).

(Amount in Rs. lakhs, unless otherwise stated)

2 (b) The Company has given a letter of comfort to Religare Advisors Ltd, a wholly owned subsidiary of the Company, to provide financial support of Rs. 250 Lakhs to meet business requirements. As per IND AS 109, financial liability of Rs. 250 Lakhs has been booked in FY 2017-18 against the said letter of comfort.

3. (i) The Company has entered into a consent agreement dated October 1, 2019 with Axis Bank to settle a legal case against an aggregate payment of Rs. 17,000 Lakhs. The Company has paid Rs. 1,700 Lakhs during FY 2019-20 and balance of Rs. 15,300 lakhs has been paid in June'20.[refer note 47(j)]

(ii) The Company obtain the permission of the competent government authority to transfer the Settlement Amount of Rs. 894.85 Lakhs. The process to transfer the settlement amount as per terms of SPA and approval has been initiated. (refer Note 33.5)

4. The adhoc contingency provision of Rs. 1,209.06 Lakhs (Rs. 673.99 Lakhs in FY 2019-20 and Rs. 535.07 Lakhs in FY 20-21) has been made as on March 31, 2021. [Refer note no 47 (d)]

18. Provisions

Particulars	As at March 31, 2021	As at 31 March 2020
Provision for employee benefits		
Provision for Gratuity (refer Note no. 38)	**47.14**	67.13
Provision for Leave Encashment (refer Note no. 38)	**71.42**	69.76
Total	**118.56**	136.89

19. Other Non Financial liabilities

Particulars	As at March 31, 2021	As at 31 March 2020
Statutory due payable	**156.18**	163.26
Total	**156.18**	163.26

20. Share capital

The Company has only one class of equity share capital having a par value of Rs. 10 per share, referred to herein as equity shares.

Particulars	As at March 31, 2021	As at 31 March 2020
Authorized Equity Share Capital		-
March 31, 2021; 654,450,000 (March 31, 2020: 654,450,000) Equity Shares of Rs. 10 each	**65,445.00**	65,445.00
Total	**65,445.00**	65,445.00
Issued, subscribed and paid up		-
March 31,2021: 259,413,902 (March 31,2020: 258,128,152) equity shares of Rs. 10 each fully paid	**25,941.39**	25,812.82
Total	**25,941.39**	25,812.82

(Amount in Rs. lakhs, unless otherwise stated)

20.1(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2021		As at March 31, 2020	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	**258,128,152**	**25,812.82**	216,942,733	21,694.27
Add: Issued during the year	**1,285,750**	**128.57**	41,185,419	4,118.55
Outstanding at the end of the year	**259,413,902**	**25,941.39**	258,128,152	25,812.82

20.1(b) Rights, preferences and restrictions attached to shares

Equity Shares: The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share held. Dividend if any declared is payable in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

20.1(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at March 31, 2021		As at March 31, 2020	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class
(a) Equity Shares				
Puran Associates Private Limited	**18,164,432**	**7.00**	18,164,432	7.04
Investment Opportunities V Pte. Limited	**17,638,579**	**6.80**	-	-
Resilient India Growth Fund	**-**	**-**	17,638,579	6.83
Chandrakantarock Builders and Developers Private Limited (formerly known as Win Sure Trade Invest Private Limited Rock Builders and Developers Private Limited)*	**15,719,304**	**6.06**	14,659,304	5.68
International Finance Corporation	**12,818,331**	**4.94**	12,818,331	4.97

*on behalf of Chandrakanta Enterprise

20.1(d) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

20.1(e) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

20.2 The Company has preference share capital having a par value of Rs. 10 per share, referred to herein as preference share capital.

Particulars	As at March 31, 2021	As at 31 March 2020
Authorized		
March 31, 2021; 162,000,000 (March 31, 2020: 162,000,000) Redeemable Preference Shares of Rs. 10 each	**16,200.00**	16,200.00
Total	**16,200.00**	16,200.00

(Amount in Rs. lakhs, unless otherwise stated)

21. Other equity

	Particulars	As at March 31, 2021	As at March 31, 2020
21.1	**Securities premium**		
	Opening balance	**386,077.90**	368,656.46
	Add : Securities premium credited on share issue	**251.31**	17,421.44
	Closing balance	**386,329.21**	386,077.90

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

	Particulars	As at March 31, 2021	As at March 31, 2020
21.2	**Capital Redemption Reserve**		
	Opening balance	**123.14**	123.14
	Add: Changes during the year	**-**	-
	Closing balance	**123.14**	123.14
21.3	**Capital Reserve**		
21.3.1	**Reserve on account Scheme of Arrangement**		
	Opening balance	**6,525.65**	6,525.65
	Add: Changes during the year	**-**	-
	Closing balance	**6,525.65**	6,525.65
21.3.2	**Reserve on Forfeiture of Share warrant**		
	Opening balance	**4,161.12**	-
	Add: Changes during the year	**-**	4,161.12
	Closing balance	**4,161.12**	4,161.12
	Total Capital Reserve	**10,686.77**	10,686.77
21.4	**General reserve (GR)**		
	Opening balance	**2,654.14**	2,654.14
	Add: Changes during the year	**-**	-
	Closing balance	**2,654.14**	2,654.14
21.5	**Statutory Reserve (SR)***		
	Opening balance	**9,712.63**	9,712.63
	Add: Changes during the year	**1,279.94**	-
	Closing balance	**10,992.57**	9,712.63

* In accordance to Section 45 IC of RBI Act , 1934, every non-banking financial company shall create a reserve fund and transfer therein a sum not less than twenty per cent of its net profit every year .

	Particulars	As at March 31, 2021	As at March 31, 2020
21.6	**Retained Earning**		
	Opening balance	**(284,007.90)**	(252,995.53)
	Adjustment for ESOP expense	**13.93**	3.96
	Add: Net Profit/(loss) for the current year	**6,399.70**	(31,016.33)
	Less: Transfer to Statutory Reserve*	**(1,279.94)**	-
	Closing balance	**(278,874.21)**	(284,007.90)
21.7	**Other Comprehensive Income**		
	Opening Balance	**(53.06)**	(1.56)
	Add : Remeasurement gain/(loss) on post employment benefit obligation	**41.69**	(51.50)
	Closing balance	**(11.37)**	(53.06)
21.8	**ESOP reserve**		
	Opening Balance	**52.47**	-
	Changes during the year	**23.47**	52.47
	Closing balance	**75.94**	52.47
21.9	**Money Received against Share Warrants**		
	Opening balance	**-**	9,546.11
	Amount received during the year	**-**	16,154.98
	Less: Utilised toward Equity Allotment	**-**	(21,539.98)
	Less: Transfer to Capital Reserve	**-**	(4,161.12)
	Closing balance	**-**	-
	Total other equity	**131,976.19**	125,246.09

(Amount in Rs. lakhs, unless otherwise stated)

22. Revenue from operations - Interest Income

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
On Financial Assets measured at Amortised Cost		
Interest income from Investments	**613.30**	251.18
Total	**613.30**	251.18

23. Revenue from operations (Others)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Profit on Sale/Redemption of Non Current and Current Investments	**3.32**	21.34
Total	**3.32**	21.34

(Amount in Rs. lakhs, unless otherwise stated)

24. Other Income

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Support Service Income	**1,327.93**	1,620.43
Profit on Sale of Property, Plant and Equipment (Net)	**5.45**	15.81
Interest on Fixed Deposits with Banks	**0.45**	0.37
Income from Sale/Distribution of Non current investments	**8,776.31**	14.92
Interest on Income Tax Refund	**628.73**	145.58
Credit Balances Written back	**38.81**	3,988.48
Miscellaneous Income	**483.88**	0.83
Total	**11,261.57**	5,786.42

25. Finance Costs

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
On Financial liabilities measured at Amortised Cost		
Interest on Inter Corporate Loans	**0.40**	243.24
Interest on liability portion of Redeemable Preference Shares	**399.40**	359.82
Other interest expense (on lease Liability)[refer note no 39]	**18.15**	-
Total	**417.95**	603.06

	Particulars	2020-21			2019-20		
		On financial liabilities Measured at FVTPL	**On financial liabilities Measured at Amortised cost**	**Total**	On financial liabilities Measured at FVTPL	On financial liabilities Measured at Amortised cost	Total
A	**Borrowings (other than debt securities)**						-
	Interest on Inter Corporate Loans	**-**	**0.40**	**0.40**	-	243.24	243.24
	Interest expenses on financial liabilities designated at fair value through profit & loss	**399.40**	**-**	**399.40**	359.82	-	359.82
	Other interest expense	**18.15**	**-**	**18.15**			
	Total	**417.55**	**0.40**	**417.95**	359.82	243.24	603.06

26. Net Loss on Fair Valuation changes

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Loss on Fair Valuation of Mutual fund, venture capital fund and alternative investment funds	**76.74**	147.60
Total	**76.74**	147.60

(Amount in Rs. lakhs, unless otherwise stated)

27. Impairment on Financial Instruments

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Impairment Losses on Investment in subsidiaries [refer note no. 9]	**336.04**	12,036.73
Total	**336.04**	12,036.73

28. Employee Benefits Expenses

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Salaries and wages	**1,842.00**	1,343.43
Contribution to provident and other funds	**39.25**	53.83
Share Based Payments to employees	**35.87**	15.00
Staff welfare expenses	**30.60**	25.15
Gratuity and compensated absences expenses	**36.01**	46.06
Recruitment and training	**0.22**	1.63
Less: Expenses shared by subsidiaries/JVs	**(59.01)**	-
Total	**1,924.96**	1,485.10

29. Depreciation and amortization expense

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Depreciation on property, plant & equipment [refer note no. 13]	**107.39**	34.00
Amortization of intangible assets [refer note no. 14]	**8.47**	29.47
Total	**115.86**	63.47

30. Capital Commitment/ Settlement

	Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
(a)	Expense for Capital Commitment/ Settlement [refer note no. 33.5]	**-**	894.85
	Total	**-**	894.85
(b)	Exceptional Items		
	Expense for Capital Commitment/ Settlement [refer note no.17 and 47(j)]	**-**	17,000.00
	Total	**-**	17,000.00

(Amount in Rs. lakhs, unless otherwise stated)

31. Other expenses

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Rent	**76.69**	159.64
Provision against Letter of comfort [refer note no. 17]	**530.23**	1,569.67
Repairs and maintenance - others	**13.88**	87.52
Communication Costs	**2.22**	79.50
Printing and stationery	**5.53**	16.97
Advertisement and publicity	**17.20**	14.27
Director's fees, allowances and expenses	**59.30**	98.00
Auditor's fees and expenses [refer note no. 31.1]	**39.04**	55.96
Legal and Professional charges	**937.80**	1,078.90
Insurance	**117.01**	48.79
Custodial and stamp charges	**2.82**	9.41
Contingent provision on standard assets	**16.70**	-
Provision for non performing assets	**0.29**	0.00
Provision for security deposit	**-**	363.57
Expense towards Contingency [refer note no. 47(d)]	**535.07**	673.99
Filing Fees	**12.11**	10.55
Membership and subscription fees	**13.68**	9.83
Travel and conveyance	**9.94**	54.20
Postage and Courier	**0.56**	7.67
Office Expenses	**12.57**	13.30
Electricity and water	**2.03**	123.20
Fines & Penalties	**2.22**	7.45
Loss on sale of long term investments (net)	**-**	31.62
Software Licence Fees	**35.63**	48.87
GST input credit (expense off)	**269.37**	333.80
Miscellaneous Expenses	**12.05**	1.65
Less: Expenses shared by subsidiaries/JVs	**(152.28)**	(53.86)
Total	**2,571.71**	4,844.46

31.1 Payment to Auditor's (exclusive of GST)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
As Auditors		
Statutory Audit Fees	**29.39**	28.20
Tax audit Fees	**1.25**	1.21
In Other Capacity		
For other Services (Certification)	**8.40**	20.26
Out of pocket expense	**-**	6.29
Total	**39.04**	55.96

(Amount in Rs. lakhs, unless otherwise stated)

32. Tax Expense recognised in Profit or Loss

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Current Tax:		
Current Year	**-**	-
For Earlier Years	**(136.36)**	-
Deferred Tax:		
MAT Credit	**171.59**	-
Total	**35.23**	-

32.1 Reconciliation of the total tax charge

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate is as follows:

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Profit Before Tax (A)	**6,434.93**	(31,016.33)
Applicable Tax Rate (B)	**25.17%**	29.12%
Computed Tax Expense (A X B)	**1,619.54**	-
Tax Effect of :		
Expenses disallowed for tax purpose	**710.00**	-
Expenses allowed for tax purpose	**(120.73)**	-
Income taxes related to prior years	**(136.36)**	-
Losses Set off	**(2,208.82)**	-
Current Tax Provision (C)	**(136.36)**	-
Deferred tax Provision (D)	**171.59**	-
Tax Expenses recognised in Statement of Profit and Loss (C + D) (E)	**35.23**	-
Effective Tax Rate (E /A X 100)	**0.55%**	-

33. Contingent Liabilities and Commitments

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
(a) Guarantees		
- Guarantees given to banks on behalf of subsidiaries[1]	**10,000.00**	4,291.00
(b) Other money for which the company is contingently liable		
- Disputed Tax Demands not provided for -Direct Tax [2] (Refer Note 33.3 and 33.4)	**22,104.27**	1,437.58
- Disputed Tax Demands not provided for -Indirect Tax[3]	**195.24**	112.61
- Claim against the company not acknowledged as debts	**10.37**	10.37
- Underwriting commitments / obligations for shares/ debentures (refer Note 33.1 & 33.2)	**11,761.98**	11,991.09
Total	**44,071.86**	17,842.66

1. The Company has given a corporate guarantee to banks on behalf of its wholly owned subsidiary Religare Broking Limited (RBL) amounting to Rs. 19,000 lakhs (Previous year Rs. 19,000 Lakhs) against various credit facilities. As on March 31, 2021, a sum of Rs. 10,000 Lakhs (Pervious year Rs. 4,291 Lakhs) was outstanding towards the said credit facility.
2. Includes demands which are pending for adjudication with various income tax authorities i.e. ITAT, CIT (Appeal), Commissioner of Income Tax, etc.
3. Includes demands which are pending for adjudication with CESTAT.

33.1 Inclusive of Unpaid Capital call on equity shares of Religare Capital Markets Limited amounting to Rs. 4,077.50 Lakhs.

33.2 (i) During the year ended March 31, 2018, Bartleet Transcapital Limited (BTL), Srilanka has exercise their put option right to require Religare Capital Markets International (Mauritius) Limited's (RCMIML) (subsidiary of Religare Capital Markets Limited (RCML), RCML and the Company to acquire shareholding of BTL in Bartleet Religare Securities Private Limited, Srilanka (BRS) for a consideration of USD 10,497,422.98 as per the shareholders' agreement dated September 15, 2010 between Bartleet Company Pvt Ltd, BTL, BRS and the Company. The Company, vide Assignment Agreement dated September 30, 2010, assigned the rights and obligations to RCML which further assigned the same to its subsidiary RCMIML, under Assignment Agreement dated September 30, 2010 and thus RCMIML acquired 50% stake in BRS.

(ii) Subsequently, RCMIML and BTL entered into a Sale & Purchase Agreement (SSPA) dated December 21, 2017 for sale of its entire shareholding in BRS to BTL for USD 250000 alongwith a condition to withdraw the said put option notice by BTL, which were part of the terms and conditions of the SSPA.

(iii) The sale of shares as per SSPA could not be completed as at the year-end date due to pending legal matters against RCMIML. During the FY 2020-21 BTL has sent a letter dated May 26, 2020, addressed to the Company, RCML and RCMIML, alleging breach of several representations, covenants and warranties of the said SSPA resulting into breach of the SSPA. It has been alleged that due to non-completion of the transaction in a reasonable time of the execution of SSPA and breach of SSPA, the said SSPA is considered as terminated by BTL and therefore REL should comply with its obligations in respect of the Put Option Notice dated June 23rd, 2017, with immediate effect.

(iv) RCMIML and the Company have denied any breach of Shareholders' Agreement dated 15 September 2010 (SHA) or Share Sale and Purchase Agreement dated 21 December 2017 (SSPA) and any liability towards Put Option Notice dated 23 June 2017. The parties are discussing the matter for an amicable resolution.

(v) The estimated value of exercised put option as at March 31, 2021 amounts to Rs 7,684.48 Lakhs (March 31,2020 Rs 7,913.59 Lakhs).

33.3 Assessment proceedings for the AY 2016-17 was referred for the special audit under section 142(2A) of the Income Tax Act, 1961 vide directions issued by the Income Tax Department dated August 06, 2019. The Special Auditors had submitted audit report on 18.11.2019 wherein they have proposed an aggregate addition of Rs. 384.57 crores (approx.) on various grounds and proposed disallowance of capital loss amounting to Rs. 894.26 crores (approx.).

Thereafter, the Income tax department has, vide its draft assessment order u/s. 144C of the Act dated 19th March,2020, confirmed all the additions of approx. 1,249.42 crores (including disallowance of capital loss amounting to Rs. 894.26 crores) as proposed by the special auditors. Aggrieved by disallowances made by the AO, the company has filed objections before the Dispute Resolution Panel ("DRP"), New Delhi on 26th June, 2020. Post representation of the grounds before the DRP, the bench has passed the order on 8th February, 2021 wherein the DRP has not given any relief except on the two grounds entail the amount aggregating to Rs. 7.17 crores (approx.).

Successively, the tax department has without giving any opportunity of being heard, has passed a final assessment order on 31.03.2021, wherein it has confirmed all the disallowances proposed in the draft assessment order. The said disallowance also includes the additions/disallowances on which relief was accorded by the DRP and further confirmed by the TPO in relation to the TP addition. Consequently in the final assessment order the Income tax department has made an aggregate disallowance amounting to Rs. 1,249.42 crores (including the disallowance of capital loss of RCML pursuant to reduction of share capital aggregating to Rs. 834 Crores). Further, the income tax department has raised a demand aggregating to Rs. 204.51 Crores (including interest u/s. 234B and 234C of Rs. 76.42 crores) after setting- off advance tax and TDS for the subject year.

Against the impugned order passed by the Income tax department, the Company has taken following action (i) with respect to the mistaken apparent from records in the final assessment order the Company has filed a rectification application vide letter dated 12th April, 2021. Post adjudication of the said application by the tax department, the demand shall reduce from Rs. 204.51 crores to Rs. 200.54 crores (ii) The company has filed an appeal before the Income Tax Appellant Tribunal ('ITAT') against the disallowances made by the income tax department on 19th April, 2021, which is yet to be fixed for the hearing and (iii) The company had filed stay application before ITAT for stay of demand on 19th April, 2021. The hearing for stay of demand is yet to be fixed.

33.4 The assessment proceedings was initiated u/s 143(3) for AY 2017-18 and thereafter the assessment was referred the Transfer pricing office ('TPO') by the Assessing Officer. In the transfer pricing assessment, the TPO has made a disallowance of Rs. 8.32 crores on account of corporate guarantee of 150 M USD given by RGAM Investment Advisors Limited (merged with REL w.e.f. 01.04.2016) to RGAM Inc. (a wholly owned subsidiary).

Subsequently the Assessing Officer has passed a draft assessment order u/s 144C on 31.03.2021 proposing the disallowances aggregating to Rs.947.46 crores which includes disallowance proposed by the TPO amounting to Rs. 8.32 crores and disallowance of capital loss of Rs. 939.14 crores.

Against the aforesaid order under section 144C of the Act, the company has filed its objections before Hon'ble bench of Dispute Resolution Penal (DRP), New Delhi on 29.04.2021. Since this is draft assessment order, no demand notice u/s 156 has been issued and no tax liability is payable by the company.

33.5 During the previous years, two non resident shareholders of Religare Finvest Limited (RFL), a subsidiary of the Company, had exercised their right of put option requiring the Company to acquire their shareholding in RFL and had filed petitions in Delhi High Court for seeking various reliefs. Accordingly, a contingent liability of Rs. Nil (previous year Rs. 84,182.34 Lakhs) was disclosed. On February 11, 2020, the Company, entered into Share Purchase Agreements ("SPA") for acquisition of 37,641,204 equity shares of RFL constituting 14.36% shareholding of RFL from the said non resident shareholders. Further, Consent Term Agreements had been entered amongst the parties to amicably settle all the existing disputes initiated by the said non resident shareholders against the Company and RFL. The Company deposited a sum of Rs. 894.85 Lakhs with the Court in accordance with the terms set out therein. The Company obtain the permission of the competent government authority to transfer the Settlement Amount. The process to transfer this settlement amount as per terms of SPA has been initiated.

Accordingly, in terms of the SPA, 14.36% stake of RFL was acquired for a consideration of Rs. 4,705 Lakhs and RFL became a wholly owned subsidiary of the Company on February 28, 2020.

33.6 The Audit Committee and the Board of Directors on December 8, 2016 & December 10, 2016 respectively, approved the payment of Brand License Fees to RHC 'During the year ended March 31, 2017, the Company had entered into an agreement for payment of Brand License Fees to RHC Holding Private Limited ("RHC") for a period of 6 years effective April 01, 2016 for usage of the "Religare" trademark/brand. During the year ended March 31,2018, RHC has assigned the trade mark "Religare" and its logo to Elive Infotech Pvt Limited (assignee/Elive). Further, Elive has waived the right to receive the brand license fee from REL or its subsidiaries/affiliates till the time interest on loans availed by the group companies of Elive and RHC from Religare Finvest Limited is serviced. In the suit titled SCCPL & Another vs. LVB & Others having no. CS(COMM) 633/2018 pending before the Delhi High Court, SCCPL had claimed ownership of "Religare Brand" by way of an Assignment Deed allegedly executed in its favour by RHC and Elive. The Delhi High Court vide its order date 22.02.2018 passed an order to maintain status quo regarding the Religare Trademark. RHC and Elive have filed an application under Section 340 Cr.P.C against SCCPL for wilfully knowing, deliberately making false statements and submitting forged documents. Loancore servicing solutions ltd. has filed substitution on behalf of SCCPL by way of assignment deed.. SCCPL has filed applications for amendment of suit and application u/o39 1&2 seeking status quo qua the investigation agency. The matter is listed for arguments on applications pending disposal. The matter is sub-juidice.

33.7 In the matter of Loancore Servicing Solutions Ltd. Vs. REL , Loancore has filed insolvency petition under Section 9 of IBC on the basis of Penalty Fee Agreement of Rs. 125 Crore allegedly signed by Ex Chairperson of the Company. However, the company has no such agreement in its records and neither it has been found in any of the minutes of Board meeting sanctioning the execution of said agreement. The petition is not maintainable as per the Company. The Company has submitted its Certificate of registration as NBFC and suitable reply. The matter is being pursued for disposal the company is expected positive outcome.

34. Segment Reporting:

A Basis Of Segmentation

The segment reporting of the company has been prepared in accordance with IND AS 108 "Operating Segment" (specified Under section 133 of the Companies Act 2013. For management purpose the Company is organised into business units based on services and has two reportable (a) Investment and Financing Activities (b) Support Services .

The Segment have been identified as reportable segment by the Company's Chief Operating Decision Maker ("CODM"). Segment profit amounts are evaluated regularly by the Board , which has been identified as CODM, in deciding how to allocate resources and in assessing performance.

Segments Revenue , Results , Assets and Liabilities include the respective amounts identifiable to each of the segments and amount allocated on a reasonable basis. Unallocated expenditure consists of common expenditure incurred for all segments. The asset and liabilities that cannot be allocated between segments are shown as unallocated between the segments are shown as unallocated corporate assets and liabilities respectively.

B Information about Reportable Segments :

Primary Segment

(a) The business segment has been considered as the primary segment for disclosure. The Company's primary business comprises of 'Investment and Financing ' and 'Support Services'. The business segments have been identified considering the nature of services, the differing risks and returns, the organization structure and the internal financial reporting system.

(b) Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

(c) Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses incurred on behalf of other segments and not directly identifiable to each reportable segment have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

(d) Assets (including fixed assets) and liabilities that are directly attributable to segments are disclosed under each reportable segment. Common assets have been allocated to each segment on the basis of associated revenues of each segment. Common liabilities have been allocated to each segment on the basis of total segment expense. All other assets and liabilities are disclosed as unallocable.

If the segment result of a segment includes interest or dividend income, its segment assets include the related receivables, loans, investments, or other interest or dividend generating assets.

If the segment result of a segment includes interest expense, its segment liabilities include the related interest-bearing liabilities.

INFORMATION ABOUT PRIMARY BUSINESS SEGMENT

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	Investment and Financing Activities	Support Services	Unallocated	Total
(i) Segment Revenue				
External Revenue	9,392.93	1,333.38	1,113.06	**11,839.38**
Inter -Segmental Revenue	-	-	-	**-**
Balances Written Back	-	38.81	-	**38.81**
Add: Interest/Dividend Income	-	-	-	**-**
Total Revenue	9,392.93	1,372.19	1,113.06	**11,878.19**
(ii) Segment Results	4,627.59	694.28	1,113.06	**6,434.93**
Other Comprehensive Income	36.38	5.31	-	**41.69**
Total Comprehensive Income	4,663.97	699.59	1,113.06	**6,476.62**
Less: Interest expense				
Income Taxes (Current, Deferred and Minimum Alternative Tax)	-	-	-	**35.23**
Other Comprehensive Income				
Profit / Loss after tax	-	-	-	**6,441.39**
(iii) Segment Assets	203,940.86	333.94	4,266.77	**208,541.57**
Total Assets	**203,940.86**	**333.94**	**4,266.77**	**208,541.57**

Particulars	Investment and Financing Activities	Support Services	Unallocated	Total
(iv) Segment liabilities	48,194.58	2,273.23	156.18	**50,623.99**
Unallocated Corporate Liabilities	-	-	-	-
Total liabilities	**48,194.58**	**2,273.23**	**156.18**	**50,623.99**
(v) Capital Expenditure	238.24	34.80	-	**273.04**
(vi) Depreciation/Amortization	101.09	14.77	-	**115.86**
(vii) Non Cash Expenditure other than Depreciation	**1,129.25**	**104.96**	**-**	**1,234.21**

Note :-

1. Advance tax /TDS receivable and statutory payments are considered as unallocated item
2. Depreciation cost allocated on actual basis

35. Fair value measurement

This note describes the fair value measurement of both financial and non-financial instruments and is structured as follows:

35.1 Valuation Principles

35.2 Assets and liabilities by fair value hierarchy

35.3 Valuation Techniques

35.4 Movements in level 3 financial instruments measured at fair value

35.5 Fair Value of financial instruments not measured at fair value

35.6 Valuation methodologies of financial instruments not measured at fair value

35.1 Valuation Principles

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

35.2 Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

Financials Instruments

Financial instruments – Fair values and risk management

A. Financial instruments by category **(Amount in Rs. lakhs, unless otherwise stated)**

Particulars	March 31, 2021			March 31, 2020		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Cash and cash equivalents	-	-	1,027.28	-	-	71.13
Bank Balance other than cash and cash equivalents	-	-	5.70	-	-	5.40
Loans	-	-	5,677.20	-	-	-
Investments	1,646.16	-	194,331.65	723.00	-	205,901.01
Other Financial assets	-	-	399.38	-	-	1,548.86
Total	1,646.16	-	201,441.21	723.00	-	207,526.40
Financial Liabilities						
Trade Payables	-	-	1,130.53	-	-	1,598.84
Borrowings (Other than Debt Securities)	-	-	33,664.33	-	-	33,301.81
Other financial liabilities	-	-	15,554.39	-	-	28,846.72
Total	-	-	50,349.25	-	-	63,747.37

35.2.1 Assets and liabilities by fair value hierarchy

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

As at March 31, 2021

Particulars	Level 1	Level 2	Level 3	Total
Assets measured at fair value on a recurring basis				
Financial assets designated at fair value through profit or loss				
Equity securities	-	-	1646.16	1646.16
Total	-	-	1,646.16	1,646.16

As at March 31, 2020

Particulars	Level 1	Level 2	Level 3	Total
Assets measured at fair value on a recurring basis				
Financial assets designated at fair value through profit or loss				
Equity securities	-	-	723.00	723.00
Total	-	-	723.00	723.00

35.3 Valuation Techniques

Non-current assets and liabilities held for sale

The Company's non-current assets and liabilities held for sale are measured at fair value on non-recurring basis, with the exception of the certain financial instruments that have already been measured at fair value on a recurring basis. In its normal course of business, the Company does not physically repossess properties or other assets in its retail portfolio, but engages external agents to recover funds, generally at auction, to settle outstanding debt. As a result of this practice, the residential properties under legal repossession process are not recorded on the balance sheet and treated as non-current assets/liabilities held for sale. Of the non-current assets held for sale and disclosed in Note 15.

(Amount in Rs. lakhs, unless otherwise stated)

35.4 Movements in Level 3 financial instruments measured at fair value

The following tables show a reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities which are recorded at fair value. Transfers from Level 3 to Level 2 occur when the market for some securities became more liquid, which eliminates the need for the preciously required significant unobservable valuation inputs. Since the transfer, these instruments have been valued using valuation models incorporating observable market inputs. Transfers into Level 3 reflect changes in market conditions as a result of which instruments become less liquid. Therefore, the Company requires significant unobservable inputs to calculate their fair value.

The following tables show the reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities measured at fair value:

Financial assets designated at Fair Value through Profit or Loss (FVTPL)

Particulars	FY 2020-21	FY 2019-20
Opening Balance	**723.00**	1,026.84
Purchase	**2,549.90**	5,200.00
Sales	**1,553.32**	5,364.69
Loss of principal (Investment written off)	**-**	27.81
Issuances Settlements	**-**	-
Transfers into Level 3	**-**	-
Transfers from Level 3	**-**	-
Net interest income, net trading income and other income	**3.32**	36.26
Other comprehensive income	**-**	-
Closing Balance	**1,646.16**	723.00
Unrealised gains and (losses) related to balances held at the end of the period	**(76.73)**	(147.60)

35.5 Fair value of financial instruments not measured at fair value

Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are not carried at fair value in the financial statements. This table does not include the fair values of non–financial assets and non–financial liabilities.

As at March 31, 2021

Particulars	Carrying amount	Fair Value			
		Level 1	Level 2	Level 3	Total
Financial Assets					
Cash and Cash equivalent	**1,027.28**	**-**	**-**	**1,027.28**	**1,027.28**
Bank balances other than cash and cash equivalent	**5.70**	**-**	**-**	**5.70**	**5.70**
Investment	**195,977.81**	**-**	**-**	**195,977.81**	**195,977.81**
Loans and advances to customers	**5,677.20**	**-**	**-**	**5,677.20**	**5,677.20**
Other Financial assets – at amortised cost	**399.38**	**-**	**-**	**399.38**	**399.38**
Total financial assets	**203,087.37**	**-**	**-**	**203,087.37**	**203,087.37**
Financial Liabilities					
Trade payables	**1,130.53**	**-**	**-**	**1,130.53**	**1,130.53**
Borrowing other than debt securities	**33,664.33**	**-**	**-**	**33,664.33**	**33,664.33**
Security Deposits	**1,789.48**	**-**	**-**	**1,789.48**	**1,789.48**
Other financial liabilities	**13,764.91**	**-**	**-**	**13,764.91**	**13,764.91**
Total Financial liabilities	**50,349.25**	**-**	**-**	**50,349.25**	**50,349.25**

(Amount in Rs. lakhs, unless otherwise stated)

As at March 31, 2020

Particulars	Carrying amount	Fair Value			
		Level 1	Level 2	Level 3	Total
Financial Assets					
Cash and Cash equivalent	71.13	-	-	71.13	71.13
Bank balances other than cash and cash equivalent	5.40	-	-	5.40	5.40
Investment	206,624.01	-	-	206,624.01	206,624.01
Loans and advances to customers	-	-	-	-	-
Other Financial Assets	1,548.86	-	-	1,548.86	1,548.86
Total financial assets	208,249.40	-	-	208,249.40	208,249.40
Financial Liabilities					
Trade payables	1,598.84	-	-	1,598.84	1,598.84
Borrowing other than debt securities	33,301.81	-	-	33,301.81	33,301.81
Security Deposits	1,802.48	-	-	1,802.48	1,802.48
Other financial liabilities	27,044.24	-	-	27,044.24	27,044.24
Total Financial liabilities	63,747.37	-	-	63,747.37	63,747.37

35.6 Valuation methodologies of financial instruments not measured at fair value

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the Company's financial statements. These fair values were calculated for disclosure purposes only.

Short-term financial assets and liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: cash and balances, Trade receivables, Contract assets, balances other than cash and cash equivalents, trade payables and contract liability without a specific maturity. Such amounts have been classified as Level 3 on the basis that no adjustments have been made to the balances in the balance sheet.

36. Financial Risk Management

36.0 Introduction and risk profile

Company has operations in India. Whilst risk is inherent in the Company's activities, it is managed through an integrated risk management framework, including on-going identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is exposed to credit risk, liquidity risk and market risk. It is also subject to various operating and business risks.

36.1 Risk Management Structure

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

The Board has constituted the Risk Management Committee which is responsible for monitoring the overall risk process within the Company.

The Risk Management Committee has the overall responsibility for the development of the risk strategy and implementing principles, frameworks, policies and limits. The Risk Management Committee is responsible for managing risk decisions and monitoring risk levels.

At REL and its subsidiaries the day to day monitoring is managed by Head of respective department/function and /or Risk Management Department at the key subsidiaries shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning who will maintain record of each risk identified along with mitigation plan in Risk & Control Matrix (RCM) and will update it periodically.

The Company's policy is that risk management processes throughout the Company are audited at regular interval by the Internal Audit function, which examines both the adequacy of the procedures and the Company's compliance with the procedures. Internal Audit discusses the results of all assessments with management, and reports its findings and recommendations to the Supervisory Board and Audit Committee.

36.1.2 Risk measurement and reporting systems

The Company's risks are measured using a method that reflects both the expected loss likely to arise in normal circumstances and unexpected losses, which are an estimate of the ultimate actual loss based on statistical models. The models make use of probabilities derived from historical experience, adjusted to reflect the economic environment. The Company also runs worst-case scenarios that would arise in the event that extreme events which are unlikely to occur do, in fact, occur.

Monitoring and controlling risks is primarily performed based on limits established by the Company. These limits reflect the business strategy and market environment of the Company as well as the level of risk that the Company is willing to accept, with additional emphasis on selected industries. In addition, the Company's policy is to measure and monitor the overall risk-bearing capacity in relation to the aggregate risk exposure across all risk types and activities.

36.2 REL is involved in financial services business and is exposed to following key risks

36.2.1 Compliance-Regulatory-Legal risk

Compliance-Regulatory-Legal risk is the risk arising from non-adherence to prescribed law in force, regulations, policies, procedures and guidelines which may give rise to regulatory actions, litigations, deficiency in product or services depending on the level of non-adherence. The corporate governance function is primarily designed to avoid incurrence of compliance-regulatory-legal risk.

36.2.2 Investment Risk

Investment Risk is the risk in which the provider of finance shares in the business risk. Investment Risk is the major risk faced by REL being a holding company. The Company faces investment risk exposure from its various investments, such as direct investments, asset management etc.

Note: investment risk is not the risk arising from short-term trading for the purpose of gaining short-term profits. Risks arising from short-term market fluctuations are dealt with under market risk. The Company's strategy towards investment risk management will be based on Business Strategy, Due Diligence, Diversification of Investments, Setting Limits, Exit Strategy, Stress Testing etc.

36.2.3 Strategic Business risk

Strategic Business risk – Strategic risks are basically those risk which are typically managed by the top management group and are tactical in nature such as continue or discontinue a product line, scaling up or down the business, major investment decision, key borrowings, mergers or acquisitions etc.

36.2.4 Financial Risk Management

The Company's principal financial liabilities, other than derivatives, comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets, other than derivatives, include trade and other receivables, investments and cash and cash equivalents that arise directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. It is also subject to various operating and business risks.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments, including investments and deposits, receivables, payables and borrowings.

The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Company.

The sources of risks which the Company is exposed to and their management is given below			
Risk	**Exposure Arising From**	**Measurement**	**Management**
• Market Risk			
-Foreign Exchange Risk	Committed commercial transactions not denominated in Rs.	Cash Flow Forecasting	Amount insignificant
-Interest Rate Risk	Borrowings at fixed/ variable rates, Investments in Debt Schemes of Mutual Funds and Other Debt Securities	Interest Rate Movements	Portfolio Diversification
- Equity Price Risk	Investments in equity	Financial Performance of the investee Company	Equity risk relates to the sensitivity of financial products to the changes in prices
• Credit Risk	Cash and Cash equivalents, Trade Receivables, Investments, Loans	Ageing Analysis, Collateral Analysis, Credit Rating	Diversification of Bank deposits, mutual fund investments and portfolio credit monitoring, credit limit and credit worthiness through collateral based monitoring.
• Liquidity Risk	Borrowings and Other Liabilities and Liquid Investments	Rolling Cash Flow Forecasts	Adequate unused credit lines and borrowing facilities, Portfolio Diversification

36.2.4.1 Impairment assessment

The Company's definition and measurement of impairment in investments

- How the Company measures and monitors the probability of impairment in investments due to changes in business fair valuations.

36.2.4.2 Grouping financial assets measured on a collective basis

Asset classes where the Company calculates ECL on a collective basis include:

- Trade Receivables

- other Receivables

36.2.4.3 Significant increase in credit risk

The Company continuously monitors all assets subject to ECLs. In order to determine whether an instrument or a portfolio of instruments is subject to 12m ECL or LTECL, the Company assesses whether there has been a significant increase in credit risk since initial recognition. The Company considers an exposure to have significantly increased in credit risk underlying assets and accordingly changes the ECL.

The Company also applies a secondary qualitative method for triggering a significant increase in credit risk for an asset, such as moving a customer/facility to the watch list, or the account becoming forborne. Regardless of the change in credit grades, if contractual payments are more than 30 days past due, the credit risk is deemed to have increased significantly since initial recognition.

When estimating ECLs on a collective basis for a Company of similar assets, the Company applies the same principles for assessing whether there has been a significant increase in credit risk since initial recognition.

36.2.5 Concentration Risk

Concentration Risk is Probability of loss arising from heavily lopsided exposure to a particular group of counterparties. For example the risk of loss to a finance company as a result of having too many outstanding loans concentrated in a particular instrument, with a particular type of borrower, or in a particular territory.

36.2.6 Reputational Risk

Reputational Risk As per the above standard, REL is also exposed to reputation risk arising from failures in governance, business strategy and process, regulatory-compliance and legal risk. These risks are generally covered under Operational risks. Reputational risk is the risk of potential damage to the Company due to deterioration of its reputation. The reputation of the Company may suffer as a result of its failure to comply with laws, regulations, rules, reporting requirements, standards and codes of conduct applicable to its activities, rather than compliance with the internal limits or procedures. Proactive measures to minimize the risk of losing reputation could be a sound risk management framework, good corporate governance high level ethics and integrity, rigorous anti money laundering procedures, good business practices and reporting of all breaches which lead to reputational risk to the attention of senior management and the board. Management of subsidiaries and support functions of REL should take into consideration above basic risk categorization and devise their own risk cum control matrix for each of the product line, segment, business and operations.

36.2.6 Liquidity risk

Liquidity risk is the potential of loss arising from their inability either to meet obligations or to fund increases in assets as they fall due without incurring unacceptable costs or losses.

36.2.6.1 Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and liabilities as at March 31. Repayments which are subject to notice are treated as if notice were to be given immediately. However, the Company expects that many customers will not request repayment on the earliest date it could be required to pay and the table does not reflect the expected cash flows indicated by its deposit retention history.

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	On demand	Less than 3 months	3 to 12 Months	1 to 5 years	Over 5 years	Total
As at March 31, 2021						
Financial assets						
Cash and cash equivalent and other bank balances	1,027.28	-	5.70	-	-	1,032.98
Financial assets at fair value through profit and loss	-	-	1,046.65	599.51	-	1,646.16
Other Financial Assets	-	148.66	182.02	68.70	-	399.38
Loans	-	-	5,677.20	-	-	5,677.20
Financial investments at amortised cost	-	-	-	-	194,331.65	194,331.65
Total undiscounted financial assets	1,027.28	148.66	6,911.57	668.21	194,331.65	203,087.37
Financial liabilities						
Trade Payable	-	210.00	624.53	296.00	-	1,130.53
Borrowings (other than debt securities)*	6,893.99	-	18,550.00	-	8,220.34	33,664.32
Other financial liabilities	-	894.85	13,102.83	146.43	1,209.06	15,353.18
Total undiscounted financial liabilities*	6,893.99	1,104.85	32,277.36	442.43	9,429.40	50,148.04
Total Net financial assets/(liabilities)	(5,866.71)	(956.19)	(25,365.80)	225.78	184,902.25	152,939.33

* Inter corporate borrowing's from subsidiaries are overdue.

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	On demand	Less than 3 months	3 to 12 Months	1 to 5 years	Over 5 years	Total
As at March 31, 2020						
Financial assets						
Cash and cash equivalent and other bank balances	71.13	-	5.40	-	-	76.53
Financial assets at fair value through profit and loss	-	-	94.82	628.18	-	723.00
Other Financial Assets	-	1,515.24	30.62	3.00		1,548.86
Financial investments at amortised cost	-	-	-	-	205,901.01	205,901.01
Total undiscounted financial assets*	71.13	1,515.24	130.84	631.18	205,901.01	208,249.40
Financial liabilities						
Trade Payable	-	-	-	745.15	-	745.15
Borrowings (other than debt securities)	-	25.33	25,455.53	7,820.95	-	33,301.81
Other financial liabilities		15,319.26	172.43	13,182.12	-	28,673.82
Total undiscounted financial liabilities*	-	15,344.60	25,627.97	21,748.22	-	62,720.78
Net undiscounted financial assets/ (liabilities)	71.13	(13,829.36)	(25,497.13)	(21,117.04)	205,901.01	145,528.62

36.2.7 Market risk

Market the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices. The Company classifies exposures to market risk into either trading or non–trading portfolios and manages each of those portfolios separately. Non–trading positions are managed and monitored using other sensitivity analyses.

36.2.7.1 Total market risk exposure

Particulars	March 31, 2021			March 31, 2020			
	Carrying amount	Traded risk	Non-traded risk	Carrying amount	Traded risk	Non-traded risk	Primary risk sensitivity
Assets							
Cash and cash equivalent and other bank balances	1,032.98	-	1,032.98	76.53	-	76.53	Interest rate
Financial assets at FVTPL	1,646.16	-	1,646.16	723.00	-	723.00	Interest rate/ FX and Equity price Interest rate
Loans	5,677.20	-	5,677.20	-	-	-	Interest rate
Financial investments–amortised cost	194,331.65	-	194,331.65	205,901.01	-	205,901.01	Interest rate
Total	202,687.99	-	202,687.99	206,700.54	-	206,700.54	

Particulars	March 31, 2021			March 31, 2020			
	Carrying amount	**Traded risk**	**Non-traded risk**	Carrying amount	Traded risk	Non-traded risk	Primary risk sensitivity
Liabilities							
Borrowings (other than Debt Securities)	**33,664.33**	**-**	**33,664.33**	33,301.81	-	33,301.81	Interest rate
Deposits	**1,789.48**	**-**	**1,789.48**	1,802.48	-	1,802.48	Interest rate
Trade payables	**1,130.53**	**-**	**1,130.53**	1,598.84	-	1,598.84	Interest rate
Other liabilities	**13,764.91**	**-**	**13,764.91**	27,044.24	-	27,044.24	Interest rate
Total	**50,349.25**	**-**	**50,349.25**	63,747.37	-	63,747.37	

36.2.8 Operational risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This risk shall also incorporate possible causes of loss resulting from regulatory non-compliances. The main sources of operational risk are Process design, Employees, Equipment, Information technology, Physical risk, regulatory non-compliance, Fiduciary etc.

37. Capital

The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the local banking supervisor, Reserve Bank of India (RBI) of India. The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

Company has complied in full with all its externally imposed capital requirements over the reported period.

37.1 Capital Management

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximize shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

38. Retirement benefit Plan

38.1 Defined Contribution Plan

Contribution toward provident fund plan for all employees is made to regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Scheme as the Company does not carry any legal or constructive obligations to pay further contributions apart from the contributions made on monthly basis which are charged to the statement of Profit and Loss account as incurred. The amount charged to P & L account Rs 39.25 Lakhs during the FY 2020-21 (For FY 2019-20 Rs 53.82 Lakhs)

38.2 Defined Benefits plan

The Company has a defined benefit gratuity plan in India (funded). The Company's defined benefit gratuity plan is a final salary plan for India employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The fund has the form of a trust and it is governed by the Board of Trustees, which consists of an equal number of employer and employee representatives. The Board of Trustees is responsible for the administration of the plan assets and for the definition of the investment strategy.

Each year, the Board of Trustees reviews the level of funding in the India gratuity plan. Such a review includes the asset-liability matching strategy and investment risk management policy. This includes employing the use of annuities and longevity swaps to manage the risks. The Board of Trustees decides its contribution based on the results of this annual review. The Board of Trustees aim to keep annual contributions relatively stable at a level such that no plan deficits (based on valuation performed) will arise.

The following tables summaries the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(Amount in Rs. lakhs, unless otherwise stated)

(A) Changes in the defined benefit obligation and fair value of plan assets :

Gratuity

Particulars	**As on March 31, 2021**			As on March 31, 2020		
	Defined benefits obligation	**Fair value of plan assets**	**Benefits liability**	Defined benefits obligation	Fair value of plan assets	Benefits liability
Gratuity cost charged to profit & loss						
Present value of DBO at the beginning of the year	**67.13**	**-**	**(67.13)**	117.03	119.00	1.97
Service Cost	**17.61**	**-**	**(17.61)**	17.74	-	(17.74)
Net interest expense	**4.09**	**-**	**(4.09)**	5.97	-	(5.97)
Sub total included in profit & loss	**21.70**	**-**	**(21.70)**	23.71	-	(23.71)
Benefits paid	**(26.59)**	**(26.59)**	**-**	(65.83)	(65.83)	-
Remeasurement gains/(losses) in other comphrensive income						
Return on plan assets (excluding amounts included in net interest expenses)	**-**	**-**	**-**	-	-	-
Actuarial changes arising from changes in demographic assumptions	**-**	**-**	**-**	-	-	-
Actuarial changes arising from changes in financial assumptions	**(11.28)**	**-**	**11.28**	(0.86)	-	0.86
Return on plan assets greater/(lesser) than discount rate	**-**	**23.85**	**23.85**	-	(14.37)	(14.37)
Experience adjustments	**(6.56)**	**-**	**6.56**	31.88	-	(31.88)
Subtotal included in OCI	**-**	**-**	**-**	-	-	-
Contributions by employer	**-**	**-**	**-**	-	-	-
Present value of DBO at the end of the year	**44.40**	**(2.74)**	**(47.14)**	105.93	38.80	(67.13)

(Amount in Rs. lakhs, unless otherwise stated)

Leave Encashment

Particulars	As on March 31, 2021			As on March 31, 2020		
	Defined benefits obligation	Fair value of plan assets	Benefits liability	Defined benefits obligation	Fair value of plan assets	Benefits liability
Leave Encashment cost charged to profit & loss						
Present value of DBO at the beginning of the year	**69.76**	**-**	**(69.76)**	68.85	-	(68.85)
Service Cost	**18.28**	**8.11**	**(10.17)**	18.26	-	(18.26)
Net interest expense	**3.88**	**-**	**(3.88)**	3.91	-	(3.91)
Sub total included in profit & loss	**22.16**	**8.11**	**(14.05)**	22.17	-	(22.17)
Benefits paid	**(12.39)**	**-**	**12.39**	(27.55)	-	27.55
Remeasurement gains/(losses) in other comprehensive income	**-**	**-**	**-**	-	-	-
Return on plan assets (excluding amounts included in net interest expenses)	**-**	**-**	**-**	-	-	-
Actuarial changes arising from changes in demographic assumptions	**-**	**-**	**-**	(0.31)	-	0.31
Actuarial changes arising from changes in financial assumptions	**(5.67)**	**(5.67)**	**-**	-	-	-
Experience adjustments	**(2.44)**	**(2.44)**	**-**	6.60	-	(6.60)
Subtotal included in OCI	**-**	**-**	**-**	-	-	-
Contributions by employer	**-**	**-**	**-**	-	-	-
Present value of DBO at the end of the year	**71.42**	**-**	**(71.42)**	69.76	-	(69.76)

(B) Major Category of Plan asset as percentage of total plan asset

Investments quoted in active markets:	Gratuity	
	March 31, 2021	March 31, 2020
Quoted equity investments	**-**	-
Manufacturing and consumer products sector	**-**	-
Telecom sector	**-**	-
Cash and cash equivalents	**-**	-
Unquoted investments:	**-**	-
Bonds issued by India Government	**-**	-
Scheme of Insurance - Conventional Products	**-**	-
Scheme of Insurance - ULIP Products	**100.00%**	100.00%
Total	**100.00%**	100.00%

The current service cost and net interest expense for the year pertaining to Gratuity expenses have been recognised in “Gratuity and compensated absences expenses”. The remeasurements of the net defined benefit liability are included in Statement of Profit and Loss and Other Comprehensive Income in Statement of change in Equity.

(Amount in Rs. lakhs, unless otherwise stated)

(C) Expected payment for future years

Particulars	Gratuity	
	March 31, 2021	March 31, 2020
Within the next 12 months (next annual reporting period)	**11.29**	14.23
Between 2 and 5 years	**34.33**	70.23
Between 5 and 10 years	**115.71**	98.28
Beyond 10 years	**-**	-
Total expected payments	**161.33**	182.74

(D) Changes in Fair Value of Plan Assets:

Particulars	Gratuity	
	March 31, 2021	March 31, 2020
Plan Asset at the beginning of the Year	**38.80**	119.00
Asset Acquired in Business Combination	**-**	-
Expected Return on Plan Asset	**1.56**	6.11
Remeasurement Gain/Loss on Plan Assets	**23.85**	(20.48)
Actual Company Contributions	**-**	-
Benefits Paid	**(26.59)**	(65.83)
Others	**-**	-
Plan Asset at the end of the Year	**37.62**	38.80

(E) Actuarial Assumptions

Financial Assumption

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	March 31, 2021	March 31, 2020	**March 31, 2021**	March 31, 2020
Discount Rate	**6.20%**	6.10%	**6.20%**	6.10%
Salary Escalation	**5.00%**	7.00%	**5.00%**	7.00%

Demographic Assumption

Impact on defined benefits obligations	Gratuity		Leave Encashment	
	March 31, 2021	March 31, 2020	**March 31, 2021**	March 31, 2020
Mortality rate	**Indian Assured Lives Mortality (2006-08) Ult.**	Indian Assured Lives Mortality (2006-08) Ult.	**Indian Assured Lives Mortality (2006-08) Ult.**	Indian Assured Lives Mortality (2006-08) Ult.
Withdrawal Rate	**18-35 years: 20% 36-45 years: 15% 46 and above: 10%**	"18-35 years: 20% 36-45 years: 15% 46 and above: 5%"	**18-35 years: 20% 36-45 years: 15% 46 and above: 10%**	18-35 years: 20% 36-45 years: 15% 46 and above: 5%

(Amount in Rs. lakhs, unless otherwise stated)

Sensitivity Analysis

The sensitivity analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of sensitivity analysis from previous year.

Impact on defined benefits obligations	March 31, 2020	March 31, 2019
Discount Rate		
Increase by 0.5%	**(2.36)**	(2.45)
Decrease by 0.5%	**2.49**	2.58
Future salary increases		
Increase by 0.5%	**2.51**	2.55
Decrease by 0.5%	**(2.40)**	(2.44)

Risk Analysis

The Company is exposed to a number of risks in the defined benefit plans. Most significancy risk pertaining to defined benefits plans and management estimation of the impact of these risks are as follows

Salary Growth Rate

The present value of defined benefit plans liability is calculated by reference to the future salaries of plan participates. Salary increase considered @ 5% . As such ,an increase in the salary of the plan participants will increase the plan's liability.

Demographic Risk

This is the risk of variability of results due to systematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined obligation is not straight forward and depends upon the combination of salary increase , discount rate and vesting criteria. it is important not to overstate withdrawals because in the financial analysis the retirement benefit of short career employee typically costs less per year as compared to long service employee.

Interest rate risks

The defined benefit obligation uses a discount rate based on government bonds. If bonds yields fall , the defined benefit obligation will tend to increase.

39. IND AS 116: Details of assets taken under operating lease are as under:

(IND AS 116 was not applicable in FY 2019-20 as there is no operating lease in that year)

(i) The right-of-use assets consist of:

Buildings on lease for residential purpose of Key Management Person. The lease terms the property is 3 years and Security deposit of Rs. 48 Lakhs equivalent to 6 months rent.

(Amount in Rs. lakhs, unless otherwise stated)

(ii) The balance sheet shows the following amounts relating to leases:

- Right-of-use assets

Particulars	Asset on Lease - Land & Building	Total
At March 31, 2020	-	-
Additions/ Terminations	268.47	268.47
At March 31, 2021	268.47	268.47
Accumulated depreciation		
At 31st March 2020	-	-
Charge during the financial year	60.86	60.86
Terminations	-	-
At March 31, 2021	60.86	60.86
Carrying value		
At April 01, 2020	-	-
At March 31, 2021	207.61	207.61

- Lease Liabilities

Particulars	As at March 31, 2021	
	Asset on Lease - Land & Building	Total
Current	**79.34**	**79.34**
Non-Current	**129.45**	**129.45**
Total	**208.80**	**208.80**

(iii) Amounts recognised in the Statement of Profit & Loss

The Profit and Loss showing the following amount relating to leases:

Particulars	As at March 31, 2021	
	Asset on Lease - Land & Building	Total
Asset wise depreciation charge of right-of-use assets	**60.86**	**60.86**
Interest expense (included in finance cost)	**18.15**	**18.15**
Expense relating to short-term leases (included in administrative expenses)	**72.78**	**72.78**
Total	**151.79**	**151.79**

(iv) Total Cash outflow during the year:

Particulars	As at March 31, 2021	
	Asset on Lease - Land & Building	Total
Interest expense and principal repayments of lease liabilities and short-term and low-value lease expenses	**64.00**	**64.00**

(Amount in Rs. lakhs, unless otherwise stated)

(v) At the balance sheet date, the company had commitments under non-cancellable leases which fall due as follows:

Particulars	As at March 31, 2021	
	Asset on Lease - Land & Building	Total
Maturity analysis – contractual undiscounted cash flows		
Within 1 Year	61.83	61.83
Within 2 Years	86.73	86.73
Within 3 Years	80.81	80.81
Within 4 Years	25.28	25.28
Within 5 Years	-	-
After 5 Years	-	-
Total undiscounted lease liabilities	254.65	254.65
Impact of discounting and other adjustments	45.85	45.85
Lease liabilities included in the balance sheet	208.80	208.80

40. Revenue from contract with customers

Set out below is the disaggregation of the company revenue from contracts with customers and reconciliation to profit and loss account:

Type of Services or service	For year ended March 31, 2021			
	Interest Income	Support Service	Other Income	Total
Interest on ICD	613.30	-	-	613.30
Support Service Income	-	1,327.93	-	1,327.93
Profit on Sale/Redemption of Investments	-	-	8,779.63	8,779.63
Profit on Sale of Fixed Assets	-	-	5.45	5.45
Total revenue from contracts with customers	613.30	1,327.93	8,785.08	10,726.31
Geographical markets				
India	613.30	1,327.93	8,785.08	10,726.31
Outside India	-	-	-	-
Total revenue from contracts with customers	613.30	1,327.93	8,785.08	10,726.31
Timing of revenue recognition				
Services transferred at a point in time	-	-	8,785.08	8,785.08
Services transferred over time	613.30	1,327.93	-	1,941.23
Total revenue from contracts with customer	613.30	1,327.93	8,785.08	10,726.31

(Amount in Rs. lakhs, unless otherwise stated)

Particulars	For year ended March 31, 2020			
	Interest Income	Support Service	Other Income	Total
Type of Services or service				
Interest on ICD	251.18	-	-	251.18
Support Service Income	-	1,620.43	-	1,620.43
Profit on Sale/Redemption of Investments	-	-	21.34	21.34
Profit on Sale of Fixed Assets	-	-	15.81	15.81
Total revenue from contracts with customers	251.18	1,620.43	37.15	1,908.76
Geographical markets				
India	251.18	1,620.43	37.15	1,908.76
Outside India	-	-	-	-
Total revenue from contracts with customers	251.18	1,620.43	37.15	1,908.76
Timing of revenue recognition				
Services transferred at a point in time	-	-	37.15	37.15
Services transferred over time	251.18	1,620.43	-	1,871.61
Total revenue from contracts with customers	251.18	1,620.43	37.15	1,908.76

Contract Balances

Particulars	**March 31, 2021**	March 31, 2020
Recoverable from support services	**520.79**	436.55

Revenue recognised in the period from:

Recoverable from support services are non-interest bearing and are generally on terms of 30 to 90 days. As on March 31, 2021 Rs. 372.13 Lakhs (March 31, 2020: Rs. 421.29 Lakhs) was recognised as provision for expected credit losses on trade receivable.

41. Disclosure on Employees Stock Options Scheme

41.1 ESOP Policy

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based payments transactions are set out in notes to accounts.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based Payments Reserve.

ESOPs (equity – settled share – based payments) have also been granted to the employees of:

Subsidiary (including step down subsidiary) whereby:

i) The Company has debited these shares as 'Investment in Subsidiary' and credited its equity;

ii) The subsidiary has debited its expenses (employee related cost) and credited the capital contribution from the parent;

The employees of the Company are recipient of equity – settled share based payments either from the parent (including ultimate parent) and / or its subsidiary (including step down subsidiary.

i) Where the transaction is with the subsidiary, credit to 'Dividend Income' and debit to expenses (employee related cost)

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

41.2 ESOP DISCLOSURES

Details of the Scheme:

The Board of Directors at its meeting held on February 12, 2019, approved the Religare Enterprises Limited Employee Stock Option Plan 2019 ("REL ESOP 2019 / Scheme") to issue and allot stock options up to a maximum of 10% of expanded share capital of the Company (after taking into account any other equity Shares including through convertible instruments) for the permanent employees and directors whether a whole-time director or not (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and its present and future holding company and subsidiary company(ies) in terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The shareholders of the Company approved the Scheme vide their special resolution passed through postal ballot on March 29, 2019.

The Nomination and Remuneration Committee of the Company has approved the following grants to select senior level executives of the Company in accordance with the Stock Option Scheme.

41.3 The details of grants approved for employees of the Company, its subsidiaries (including step down subsidiaries) & parent (including ultimate parent) in accordance with the Stock Option Scheme:

(Amount in Rs. lakhs, unless otherwise stated)

41.3.1 To the employees of the Company

Grant date	Exercise price	Options granted	Options vested and exercisable	Options unvested	Options exercised	Options cancelled	Options outstanding
01-Apr-19	29.43	8,750,000	60,000	862,500	252,500	7,575,000	1,175,000
08-Aug-19	30.85	150,000	-	112,500	37,500	-	150,000
09-Sep-19	31.35	650,000	162,500	487,500	-	-	650,000
01-Jun-20	24.10	5,000,000	-	5,000,000	-	-	5,000,000
27-Jul-20	39.55	3,570,000	-	3,570,000	-	-	3,570,000
Total		**18,120,000**	**222,500**	**10,032,500**	**290,000**	**7,575,000**	**10,545,000**

41.3.2 To the employees of the subsidiaries (including step down subsidiaries)

Grant date	Exercise price	Options granted	Options vested and exercisable	Options unvested	Options exercised	Options cancelled	Options outstanding
01-Apr-19	29.43	6,375,000	264,250	1,126,250	858,250	4,126,250	2,248,750
19-Jun-19	29.43	500,000	-	225,000	75,000	200,000	300,000
08-Aug-19	30.85	450,000	112,500	325,000	12,500	-	450,000
09-Sep-19	31.35	350,000	37,500	262,500	50,000	-	350,000
27-Jul-20	39.55	2,930,000	-	2,830,000	-	100,000	2,830,000
Total		**10,605,000**	**414,250**	**4,768,750**	**995,750**	**4,426,250**	**6,178,750**

(Amount in Rs. lakhs, unless otherwise stated)

41.3.3 Weighted average fair value of stock options granted during the year is as follows:

Particulars	Previous Year (Scheme 2020)				Current Year	
	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 1	Tranche 2
Grant date	01-Apr-19	19-Jun-19	08-Aug-19	09-Sep-19	01-Jun-20	27-Jul-20
No. of options granted	15,125,000	500,000	600,000	1,000,000	5,000,000	6,400,000
Weighted average fair value	Rs. 29.43	Rs. 29.43	Rs. 30.85	Rs. 31.35	Rs. 24.10	Rs. 39.55

41.3.4 Following table depicts range of exercise prices and weighted average remaining contractual life

Total for all grants	No. of options	Range of exercise prices	Weighted average exercise price	Weighted average remaining contractual life (years)
Outstanding at the beginning of the year	9,075,000	Rs. 29.43 - Rs.31.35	-	-
Granted during the year	11,500,000	Rs. 24.10 - Rs. 39.55	Rs. 34.02	1.91
Cancelled during the year	3,851,250	Rs. 29.43	Rs. 29.71	-
Expired during the year	-	-	-	-
Exercised during the year	-	-	-	-
Outstanding at the end of the year	16,723,750	Rs. 24.10 - Rs.31.35	Rs. 33.2	1.99
Exercisable at the end of the year	-	-	-	

Note: The weighted average market price of equity shares for options exercised during the year is Nil (previous year Nil).

41.4 Method used for accounting for share based payment plan

The Company has used the fair value method to account for the compensation cost of stock options to employees. The fair value of options used are estimated on the date of grant using the Black – Scholes Model.

The key assumptions used in Black – Scholes Model for calculating fair value as on the date of respective grants are:

- Grant date
- Risk free interest rate
- Expected life
- Expected volatility
- Dividend yield
- Price of the underlying share in the market at the time of the option grant

Note: For the year ended March 31, 2021, the Company has accounted expense of Rs. 35.87 Lakhs as employee benefit Expenses on the aforesaid employee stock option plan (Previous year Rs. 15 Lakhs). The balance in employee stock option outstanding account is Rs. 75.94 Lakhs as of March 31, 2021 (Rs. 52.47 as of March 31, 2020).

41.5 TRANSACTIONS DURING THE YEAR

During the year, the Company has:

Credited ESOP reserve on:

i) Debiting to employee related cost by Rs. 30.18 Lakhs (previous year: Rs. 11.04 Lakhs) being ESOP expenses on its own employees;

ii) Debiting investment in subsidiaries by Rs.1.53 Lakhs (previous year: Rs. 41.43 Lakhs) being ESOP expenses on its subsidiaries employees;

Credited 'dividend income' & debited employee related cost by Rs. 5.69 Lakhs (previous year: Rs. 3.96 Lakhs) being ESOPs granted to the employees of the Company by its subsidiary;

The part of ESOP granted to employees of the its subsidiaries stand cancelled during the year. On Cancellation of ESOP's the amount of Rs. 13.93 Lakhs was transferred from ESOP reserve A/c to Retained earning.

41.6 During the Year FY 21, the Company granted 50,00,000 stock options at a grant price of Rs. 24.10 per share on June 01, 2020 and 6,500,000 stock options at a grant price of Rs. 39.55 per share on July 27, 2020 under "Religare Enterprises Limited Employees Stock Option Plan 2019" (REL ESOP Scheme 2019).

Further, the Company allotted 1,285,750 Equity Shares of face value of Rs. 10/- each (which comprises 1,198,250 equity shares at exercise price of Rs. 29.43 each, 37,500 equity shares at exercise price of Rs. 30.85 each & 50,000 equity shares at exercise price of Rs. 31.35 each) pursuant to exercise of stock options granted under the REL ESOP Scheme 2019. Pursuant to the said allotment, the issued, subscribed and paid up equity capital of the Company stands increased from Rs. 25,812.82 Lakhs divided into 258,128,152 equity shares of Rs. 10/- each to Rs. 25,941.39 Lakhs divided into 259,413,902 equity shares of Rs. 10/- each.

42. Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders of Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the net profit attributable to equity holders of Company (after adjusting for interest on the convertible preference shares and interest on the convertible bond, in each case, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table shows the income and share data used in the basic and diluted EPS calculations:

(Amount in Rs. lakhs, unless otherwise stated)

A. Continuing operations:

Particulars	**2020-21**	2019-20
	(Amount)	(Amount)
Net profit from continued operation attributable to equity holders of the parent	**6,399.70**	(31,016.33)
Net profit from continuing operation attributable to ordinary equity holders of the parent adjusted for the effect of dilution	**-**	-
Weighted average number of ordinary shares for basic earnings per share	**258,748,947**	235,764,730
Effect of dilution:		
- Contingent convertible bonds	**-**	-
- Convertible bonds	**-**	-
- For stock Options (as per ESOP scheme)	**6,518,896**	-
Weighted average number of ordinary shares adjusted for the effect of dilution	**265,267,843**	235,764,730
Earnings per share		
Equity shareholders of the parent for the year:		
Basic earnings per share	**2.47**	(13.16)
Diluted earnings per share	**2.41**	(13.16)

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of the completion of these financial statements which would require the restatement of EPS.

43. Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. Derivatives have been classified to mature and/or be repaid within 12 months, regardless of the actual contractual maturities of the products. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

(Amount in Rs. lakhs, unless otherwise stated)

	March 31, 2021			March 31, 2020		
	Within 12 months	**After 12 months**	**Total**	Within 12 months	After 12 months	Total
Assets						
Cash and cash equivalents	**1,027.28**	**-**	**1,027.28**	71.13	-	71.13
Bank Balance other than above	**5.70**	**-**	**5.70**	5.40	-	5.40
Loans	**5,677.20**	**-**	**5,677.20**	-	-	-
Investment	**1,046.65**	**194,931.16**	**195,977.81**	94.82	206,529.19	206,624.01
Other Financial Assets	**330.68**	**68.70**	**399.38**	1,545.86	3.00	1,548.86
Non-financial Assets						
Current Tax Asset (Net)	**-**	**3,681.18**	**3,681.18**	900.00	3,729.67	4,629.67
Deferred Tax Assets (Net)	**-**	**-**	**-**	-	171.59	171.59
Property, Plant and Equipment	**-**	**389.32**	**389.32**	-	228.48	228.48
Other Intangible assets	**-**	**1.10**	**1.10**	-	9.57	9.57
Other Non-Financial Assets	**491.26**	**891.34**	**1,382.60**	461.42	1,356.30	1,817.72
Total Assets	**8,578.77**	**199,962.80**	**208,541.57**	3,078.63	212,027.80	215,106.43
LIABILITIES						
Financial Liabilities						
Trade Payables						
(i) Total outstanding dues of creditors other than micro enterprises and small enterprises	**834.53**	**296.00**	**1,130.53**	853.69	745.15	1,598.84
Borrowings (Other than debt securities)	**25,443.99**	**8,220.34**	**33,664.32**	25,480.86	7,820.95	33,301.81
Other financial liabilities	**14,198.90**	**1,355.49**	**15,554.39**	15,664.60	13,182.12	28,846.72
Non-Financial Liabilities						
Provisions	**46.89**	**71.67**	**118.56**	51.06	85.83	136.89
Other Non Financial Assets	**156.18**	**-**	**156.18**	163.27	-	163.27
Total liabilities	**40,680.48**	**9,943.50**	**50,623.99**	42,213.48	21,834.05	64,047.53
Net	**(32,101.72)**	**190,019.30**	**157,917.58**	(39,134.84)	190,193.75	151,058.91

44. Related Party Disclosures

Nature of Relationship	**Name of Party**
(a) (i) Subsidiaries	Religare Finvest Limited
	Religare Capital Markets Limited
	Care Health Insurance Limited (formerly known as Religare Health Insurance Company Limited)
	Religare Broking Limited

Nature of Relationship	Name of Party
	Religare Credit Advisor Private Limited Religare Insurance Limited Religare Comtrade Limited Religare Global Asset Management Inc.
a (ii) Subsidiaries of Subsidiary	Religare Housing Development Finance Corporation Limited Religare Commodities Limited Religare Capital Markets International (Mauritius) Limited* Religare Capital Markets (Europe) Limited* Religare Capital Markets (UK) Limited* Religare Capital Markets Corporate Finance Pte Limited* Religare Capital Markets (Hongkong) Limited* Tobler (UK) Limited Kyte Management Limited Religare Capital Markets (Singapore) Pte Limited* Bartleet Wealth Management (Private) Limited (formerly Religare Bartleet Capital Markets (Private) Limited) (Board controlled subsidiary) Bartleet Asset Management (Private) Limited (Board controlled subsidiary) Strategic Research Limited Bartleet Religare Securities (Private) Limited) (Board controlled subsidiary) Religare Business Solutions Limited Religare Advisors Limited (Formerly Religare Wealth Management Limited) Religare Capital Markets Inc.*
a (iii) Joint Ventures of Subsidiaries	-
a (iv) Associate of Subsidiaries	-
(b) Joint Ventures	IBOF Investment Management Private Limited (formerly Quadria Investment Management Private Limited)
(c) Key Managerial personnel	Mr. Gurvinder Singh Juneja - CFO (till August 8, 2019) Mr. Milind Narendra Patel- Group CEO (till July 19 , 2019) Mr. Ashish Tyagi - CFO (w.e.f August 8,2019 to September 9, 2019) Mr. Nitin Aggarwal - Group CFO (w.e.f September 09, 2019) Dr. Rashmi Saluja - Executive Chairperson (w.e.f February 26, 2020)

Nature of Relationship	Name of Party
(d) Individuals owning directly or indirectly interest in voting power that gives them control	**Independent Directors** Mrs. Sabina Vaisoha (w.e.f October 04. 2017) Mrs. Vijaylakshmi Rajaram Iyer (w.e.f May 08, 2018) Mr. Malay Kumar Sinha (w.e.f May 28, 2018) Mr. Sushil Chandra Tripathi (w.e.f August 01,2018) Dr. Rashmi Saluja (w.e.f December 20, 2018 till February 25, 2020) Mr. Hamid Ahmed (w.e.f February 10, 2021) Mr. Vijay Shankar Madan (w.e.f February 10, 2021) **Non - Executive Non - Independent Director** Mr. Siddarth Dinesh Mehta (w.e.f July 30 , 2019)
(e) Employees Trust Post employee benefit plans for the benefit of employees of the reporting entities or Group Companies	**Any Fund/Trust created by Reporting entity for the benefit of its employees** Religare Enterprises Limited Group -Gratuity Trust (w.e.f April 01, 2020) **Any Fund/Trust created by Subsidiary of reporting entity for the benefit of its employees** Religare Finvest Limited Group Gratuity Scheme (w.e.f April 01, 2020) Religare Housing Development Finance Corporation Limited Group Gratuity Scheme (w.e.f April 01, 2020) Religare Commodities Limited Group Gratuity Scheme (w.e.f April 01, 2020) CARE Health Insurance Limited Group Gratuity Scheme (w.e.f April 01, 2020) Religare Securities Limited Group Gratuity Scheme (w.e.f April 01, 2020) Religare Capital Market Limited Group Gratuity Scheme (w.e.f April 01, 2020) Religare Infrafacilities Limited Group Gratuity Scheme (w.e.f April 01, 2020)

* Refer note no 47 (e)

(Amount in Rs. lakhs, unless otherwise stated)

43.1- Following transactions were carried out with related parties in the ordinary course of business at arm's length basis:

(As per IND AS 24)

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2021	Year Ended March 31, 2020
Inter Corporate Loans repaid				
	Religare Comtrade Limited	a (i)	**11.54**	2,591.39
	Religare Finvest Limited	a (i)	**-**	-
Inter Corporate Loans repaid Total			**11.54**	2,591.39
Inter Corporate Loans Given				
	Religare Broking Limited	a (i)	**5,850.00**	5,600.00
Inter Corporate Loans Given Total			**5,850.00**	5,600.00
Inter Corporate Loans Received Back				
	Religare Broking Limited	a (i)	**150.00**	5,600.00
Inter Corporate Loans Received Back Total			**150.00**	5,600.00

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2021	Year Ended March 31, 2020
Corporate Guarantee given on behalf of subsidiaries				
	Religare Broking Limited	a (i)	**6,500.00**	12,500.00
Corporate Guarantee given on behalf of subsidiaries Total			**6,500.00**	12,500.00
Subscription/Investment to Equity / Preference Shares/ Commercial Papers by the Company				
	Care Health Insurance Limited (erstwhile known as Religare Health Insurance Company Limited)	a (i)	**-**	3,012.39
	Religare Finvest Limited (Equity)	a (i)	**-**	4,705.15
Subscription/Investment to Equity / Preference Shares/ Commercial Papers by the Company Total		a (i)	**-**	7,717.54
Letter of Comfort				
	Religare Comtrade Limited	a (ii)	**530.23**	1,569.66
Letter of Comfort / Guarantees Total			**530.23**	1,569.66
Payment made against the recoverable by Virtue of Merger				
	Religare Broking Limited		**121.56**	532.37
Payment Paid against the recoverable by Virtue of Merger Total		a (i)	**121.56**	532.37
Other Receipt & Payments				
	Religare Broking Limited[2]	a (i)	**1,168.00**	-
Other Receipt & Payments Total			**1,168.00**	-
Other Receipt / Payment-Adjustments				
Payment made against the recoverable by Virtue of Merger	Religare Broking Limited[1]	a (i)	**35.78**	351.51
Other Receipt / Payment Adjustments Total			**35.78**	351.51
Security Deposits Paid / Refunded				
	Religare Commodities Limited	a (i)	**13.00**	-
Security Deposits Paid / Refunded Total			**13.00**	-
Insurance Premium - Health / Travel				
	Care Health Insurance Limited (erstwhile known as Religare Health Insurance Company Limited)		**-**	4.29
Insurance Premium - Health / Travel Total		a (i)	**-**	4.29
Interest Income on Inter Corporate Loans				
	Religare Broking Limited	(e)	**613.30**	249.32

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2021	Year Ended March 31, 2020
Interest Income on Inter Corporate Loans Total		(e)	**613.30**	249.32
Support Service Income				
	Religare Commodities Limited	a (i)	**-**	8.49
	Religare Finvest Limited	a (ii)	**791.68**	808.27
	Care Health Insurance Limited (erstwhile known as Religare Health Insurance Company Limited)	a (i)	**157.81**	221.92
	Religare Broking Limited	a (i)	**329.00**	433.02
Support Service Income Total		a (i)	**1,278.48**	1,471.70
Allocation of Expenses				
	Religare Finvest Limited	a (i)	**107.58**	37.78
	Care Health Insurance Limited (erstwhile known as Religare Health Insurance Company Limited)	a (i)	**49.85**	29.97
	Religare Broking Limited	a (i)	**30.85**	-
	Religare Housing Development Finance Corporation Limited	a (i)	**23.00**	1.87
Allocation of Expenses Total			**211.29**	69.62
Rent Expenses				
	Religare Broking Limited		**0.08**	0.63
Rent Expenses Total			**0.08**	0.63
Purchased of Fixed Asset				
	Religare Finvest Limited	a (i)	**1.00**	0.77
	Religare Broking Limited	a (i)	**-**	23.97
	Religare Housing Development Finance Corporation Limited	a (i)	**-**	0.11
Purchased of Fixed Asset Total			**1.00**	24.85
Sale of Fixed Asset				
	Care Health Insurance Limited (erstwhile known as Religare Health Insurance Company Limited)	a (i)	**3.08**	-
	Religare Finvest Limited		**0.29**	0.64
Sale of Fixed Asset Total		a (i)	**3.37**	0.64
Director Sitting Fees				
	Ms. Sabina Vaisoha	(d)	**4.80**	12.00
	Mr. Malay Kumar Sinha	(d)	**17.40**	23.00
	Mr. Sushil Chandra Tripathi	(d)	**15.00**	20.20
	Mrs. Vijayalakshmi Rajaram Iyer	(d)	**16.00**	17.80
	Ms. Rashmi Saluja	(d)	**-**	22.00
	Mr. Siddharth Dinesh Mehta	(d)	**4.10**	3.00
	Mr. Hamid Ahmed	(d)	**1.00**	-
	Mr. Vijay Shankar Madan	(d)	**1.00**	-

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2021	Year Ended March 31, 2020
Director Sitting Fees Total		(d)	**59.30**	98.00
Expenses Reimbursement by Other Companies				
	Religare Broking Limited		**4.87**	11.06
	Religare Finvest Limited	a (i)	**78.96**	303.27
	Religare Commodities Limited	a (i)	**-**	0.01
Expenses Reimbursement to Other Companies Total		(e)	**83.83**	314.34
Depository Expenses				
	Religare Broking Limited		**0.13**	0.05
Depository Expenses Total		a (i)	**0.13**	0.05
Investment in Subsidiaries (ESOP scheme)				
(for ESOP issued to Subsidiaries company employees)	Religare Finvest Limited[4]	a (i)	**-**	37.03
	Religare Housing Development Finance Corporation Limited[5]	a (ii)	**0.72**	2.76
	Religare Broking Limited[6]	a (i)	**0.82**	1.64
Investment in Subsidiaries (ESOP scheme) Total			**1.53**	41.43
Investment in Subsidiaries (ESOP Adjustment)				
(for ESOP issued to Subsidiaries company employees)	Religare Finvest Limited	a (i)	**13.04**	-
	Religare Housing Development Finance Corporation Limited	a (ii)	**0.02**	-
Investment in Subsidiaries (ESOP Adjustment) Total			**13.06**	-
Expense Reimbursement to subsidiaries (ESOP scheme)				
(for ESOP issued by Subsidiaries REL employees)	Religare Broking Limited[7]	a (i)	**5.69**	3.96
Expense Reimbursement to subsidiaries (ESOP scheme) Total			**5.69**	3.96
Remuneration to Key Managerial Personnel				
	Mr. Nitin Aggarwal	(d)	**295.77**	133.39
	Dr. Rashmi Saluja	(d)	**1,129.02**	93.44
	Mr. Gurvinder Singh Juneja	(d)	**-**	29.30
	Mr. Ashish Tyagi	(d)	**-**	4.25
	Mr. Milind Patel	(d)	**-**	139.89
Remuneration to Key Managerial Personnel Total		(d)	**1,424.79**	400.28
ESOP to Key Management Personnel				

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2021	Year Ended March 31, 2020
	Key Management Personnel[3]	(d)	**31.64**	6.45
ESOP to Key Management Personnel Total			**31.64**	6.45
Contribution to Gratuity Trust				
	Religare Enterprises Limited Group -Gratuity Trust	(e)	**-**	
Contribution to Gratuity Trust Total			**-**	-
			-	

Outstanding Balances

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2021	Year Ended March 31, 2020
Payable/ Liabilities				
Inter Corporate Loans				
	Religare Comtrade Limited	a (i)	**6,893.99**	6,905.53
	Religare Finvest Limited	a (i)	**18,550.00**	18,550.00
Inter Corporate Loans Total			**25,443.99**	25,455.53
Security Deposit Payable				
	Religare Capital Markets Limited	a (i)	**2.30**	2.30
	Religare Commodities Limited	a (ii)	**608.65**	621.65
	Religare Finvest Limited	a (i)	**1,178.53**	1,178.53
Security Deposit Payable Total			**1,789.48**	1,802.48
Trade Payables				
	Religare Finvest Limited	a (i)	**407.20**	745.04
Total Trade Payable			**407.20**	745.04
Other Financial Liability				
	Religare Broking Limited	a (i)	**-**	157.34
Other Financial Liability Total			**-**	157.34
Receivable				
Inter Corporate Deposits (ICD)				
	Religare Capital Markets Limited*	a (i)	**225.00**	225.00
	Religare Broking Limited	a (i)	**5,700.00**	-
Inter Corporate Loans (ICD) Total			**5,925.00**	225.00
Interest Receivable				
	Religare Capital Market Limited*	a (i)	**15.26**	15.26
	Religare Broking Limited	a (i)	**180.89**	
Interest Receivable Total			**196.15**	15.26
Letter of Comfort/ Guarantee				
	Religare Advisors Limited	a (ii)	**250.00**	250.00
	Religare Comtrade Limited	a (i)	**10,968.90**	10,438.66
	Religare Broking Limited	a (i)	**19,000.00**	12,500.00
Letter of Comfort/ Guarantee Total			**30,218.90**	23,188.66

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2021	Year Ended March 31, 2020
Advance given for Settlement of Corporate Guarantee				
	Religare Capital Market Limited*	a (i)	**1,326.50**	1,326.50
Advance given for Settlement of Corporate Guarantee Total			**1,326.50**	1,326.50
Other Receivables	Religare Broking Limited	a (i)	**105.29**	13.69
	Religare Commodities Limited	a (ii)	**-**	13.02
	Religare Comtrade Limited	a (i)	**-**	10.35
	Religare Capital Markets Limited*	a (i)	**312.43**	312.43
	Care Health Insurance Limited (erstwhile known as Religare Health Insurance Company Limited)	a (i)	**26.85**	9.81
	Religare Housing Development Finance Corporation Limited	a (ii)	**-**	1.03
Other Receivables Total			**444.57**	360.32

* The provision has been made for these amounts.

Note -The current and future interest component and other financial charges that may have accrued or may accrue in the future on the inter-corporate loan from RFL and RCTL have been waived off. (refer note 16)

Note

1) During the period receivable from RBL adjusted against liability payable to RBL on account of transfer under the Scheme of Arrangement .

2) Pursuant to the approved scheme of arrangement, Religare Securities Limited (RSL) was merged with the Company in 2017, all tax receivable for RSL were merged with the Company. During the year the income tax refund relating to RSL was received by RBL. The income tax refund received by RBL transferred to the Company.

3) 7,720,000 shares outstanding as on March 31, 2021 being ESOPs granted to the Key Management Personnel of the Company by the Company.

4) 3,926,250 shares outstanding as on March 31, 2021 being ESOPs granted to the employees of subsidiary company “Religare Finvest Limited” by the Company.

5) 740,000 shares outstanding as on March 31, 2021 being ESOPs granted to the employees of subsidiary company “Religare Housing Development Finance Corporation Limited” by the Company.

6) 1,512,500 shares outstanding as on March 31, 2021 being ESOPs granted to the employees of subsidiary company “Religare Broking Limited” by the Company.

7) 4,455,000 shares outstanding as on March 31, 2021 being ESOPs granted to the employees of the Company by subsidiary company “Religare Broking Limited”.

8) Outstanding Equity and Preference Capital are not shown.

9) The Inter corporate loan of Rs. 5,700 lakhs has been lend to subsidiary company, “Religare Broking Limited (RBL) “ , for working capital requirement . The funds has been actually utilised for the purpose of working capital requirement in the business of RBL.

(Amount in Rs. lakhs, unless otherwise stated)

44.2 Key Management Personnel Compensation as per Ind AS-24

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Short Term Employee Benefits	**1,409.02**	394.51
Post -Employment Benefits	**15.77**	5.77
Long Term Employee Benefits	**-**	-
Termination Benefits	**-**	-
Employee Share Based Payments (refer note 41)	**27.49**	6.45
Total	**1,452.28**	406.73

45. Other Notes as per RBI Guidelines:

a. (i) During the financial year ended March 31, 2015, the Company received the Certificate of Registration as a Non-Deposit Taking Systemically Important Core Investment Company ("CIC-ND-SI") vide Certificate No. N-14.03222 dated June 03, 2014 issued by the RBI under the CIC Directions. By virtue of the CIC registration as aforesaid, the provisions of net owned fund requirements under section 45-IA (1)(b) of the RBI Act, 1934 and provisions related to "Asset Income Pattern", "Requirement to Capital Adequacy (CRAR)" and "Concentration of Credit/Investment" as applicable for NBFCs under NBFC Master Directions 2016 shall not apply to the company, subject to the compliance of conditions specified in the CIC Directions. Further, pursuant to the Revised Regulatory framework issued vide notification no DNBR (PD) CC No.002/03.10.1001/2014-15 dated November 10, 2014 and Guidelines on Corporate Governance - Review issued vide notification no DNBR (PD) CC No.029/03.10.001/2014-15 dated April 10, 2015, compliance requirement of Corporate Governance are exempted for a CIC Company. Accordingly, the Company has not disclosed matters specified in the said guidelines.

(ii) Core Investment Company (CIC) Compliance Ratios:

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Investment and Loans to group companies as a proportion to Net Assets (%)	**97.9%**	97.20%
(b) Investment in Equity Shares and Compulsory Convertible Instruments of group companies as a proportion of Net Assets (%)	**92.6%**	97.20%
(c) Capital Adequacy Ratio (%) [Adjusted Net worth / Risk Weightage Assets] (%)	**45.7%**	44.6%
(d) Leverage Ratios (Times) [Outside liabilities / Adjusted Net worth] (Times)	**0.97**	1.16
(e) unrealized appreciation in the book value of quoted investments (Rs in Lakhs)	**-**	-
(f) diminution in the aggregate book value of quoted investment	**-**	-

Disclaimer:

(a) Reserve Bank of India does not accept any responsibility or guarantee about the present position as to the financial soundness of the company or for the correctness of any of the statements or representations made or opinions expressed by the company and for discharge of liability by the company.

(b) Neither is there any provision in law to keep, nor does the company keep any part of the deposits with the Reserve Bank and by issuing the Certificate of Registration to the Company, the Reserve Bank neither accepts any responsibility nor guarantee for the payment of the public funds to any person/body corporate.

(Amount in Rs. lakhs, unless otherwise stated)

b) Off Balance Sheet Exposure

Particulars	As at March 31, 2021	As at March 31, 2020
i) Off balance sheet exposure	**44,071.86**	17,842.66
ii) Financial Guarantee as a % of total off-balance sheet exposure	**0.0%**	0.0%
iii) Non-Financial Guarantee as a% of total off-balance sheet exposure	**22.69%**	24.05%
iv) Off balance sheet exposure to overseas subsidiaries	**-**	-
v) Letter of Comfort issued to any subsidiary	**-**	-

c) Capital to Risk Weighted Assets Ratio (CRAR)

As mentioned in Note 44 a(i), requirement of maintaining CRAR is not applicable on the company being a CIC.

Items		Year Ended March 31, 2021	Year Ended March 31, 2020
(i)	CRAR (%)	**Refer Note 45 (a)(i)**	Refer Note 45 (a)(i)
(ii)	CRAR - (Tier I Capital (%)	**Refer Note 45 (a)(i)**	Refer Note 45 (a)(i)
(iii)	CRAR - (Tier II Capital (%)	**Refer Note 45 (a)(i)**	Refer Note 45 (a)(i)

II. Exposure to Real Estate Sector

	Category	Year Ended March 31, 2021	Year Ended March 31, 2010
(a)	**Direct Exposures**		
	(i) Residential Mortgages:-		
	(a) Individuals housing loans upto Rs.15 lakhs	**-**	-
	(b) Individuals housing loans more than Rs.15 lakhs	**-**	-
	(ii) Commercial Real Estate	**-**	-
	(iii) Investments in Mortgage Backed Securities (MBS) and other Securitised exposures:-	**-**	-
	(a) Residential,	**-**	-
	Total	**-**	-
(b)	**Indirect Exposures**		
	Fund based and non fund based exposures on National Housing Bank(NHB) and Housing Finance Companies(HFCs)	**-**	-

III. Investments

(1) Value of Investments		Year Ended March 31, 2021	Year Ended March 31, 2020
1	Gross Value of Investments		
	(a) In India	**233,053.06**	243,363.22
	(b) Outside India	**-**	-
2	Provisions for depreciation		
	(a) In India	**37,075.25**	36,739.21
	(b) Outside India	**-**	-
3	Net Value of Investment		
	(a) In India	**195,977.81**	206,624.01
	(b) Outside India	**-**	-

(Amount in Rs. lakhs, unless otherwise stated)

Particulars		Year Ended March 31, 2021	Year Ended March 31, 2020
(2) Movement of Provisions Held towards Depreciation of Investment			
1	Opening Balance	**36,739.21**	24,702.48
2	Provisions made During The year	**336.04**	12,036.73
3	Less - Write off/ write back of provisions during the year	**-**	-
4	Closing Balance	**37,075.25**	36,739.21

IV. Maturity pattern of certain items of assets and liabilities (at Book Value)

Particulars	1 to 7 days	8 to 14 days	15-30/ 31 days	Over 1 month to 2 month	Over 2 month to 3 months	Total
Liabilities						
Borrowing from Banks	-	-	-	-	-	**-**
Market Borrowings	-	-	-	-	-	**-**
Borrowing - Inter Corporate Loans	-	-	-	-	-	**-**
Borrowing -Others	-	-	-	-	-	**-**
Assets						
Advances (net of provisions)	-	-	-	-	-	**-**
Investments (net of provisions)	-	-	-	-	-	**-**

Particulars	Over 3 Months upto 6 months	Over 6 months to 1 year	1 Year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities						
Borrowing from Banks	-	-	-	-	-	**-**
Market Borrowings	-	-	-	-	-	**-**
Borrowing - Inter Corporate Loans	-	-	25,443.99	-	-	**25,443.99**
Borrowing -Others	-	-	-	-	8,220.34	**8,220.34**
Assets						
Advances (net of provisions)	-	58.40	5,678.30	-	28.76	**5,765.46**
Investments (net of provisions)	-	1,046.64	599.52	-	194,331.65	**195,977.81**

V. Investment in Other CIC's

Particulars	March 31, 2021	March 31, 2020
(a) Total amount representing any direct or indirect capital contribution made by one CIC in another CIC (including name of CICs	**NA**	NA
(b) Number of CICs with their names wherein the direct or indirect capital contribution exceeds 10% of Owned Funds	**NA**	NA
(c) Number of CICs with their names wherein the direct or indirect capital contribution is less than 10% of Owned Funds	**NA**	NA

(Amount in Rs. lakhs, unless otherwise stated)

VI. Provisions and Contingencies

Provisions and Contingencies shall be presented as under:

Break up of 'Provisions and Contingencies' shown under the Profit and Loss Account	March 31, 2021	March 31, 2020
Provisions for depreciation on Investment	**336.04**	12,036.73
Provision towards NPA	**-**	-
Provision made towards Income tax	**-**	-
Provision against Letter of comfort	**530.23**	1,569.67
Other Provision and Contingencies [refer not 47(d) and Note 17]	**535.07**	1,037.56
Provision for Standard Assets	**16.70**	-

VII. Business Ratio's

Particulars	March 31, 2021	March 31, 2020
i) Return on Equity (ROE)	**4.1%**	-20.5%
ii) Return on Assets (ROA)	**3.1%**	-14.4%
iii) Net profit per employee	**220.68**	(939.89)

VIII. Concentration of NPA's

Particulars	March 31, 2021		March 31, 2020	
	(Amount)	Exposure as a % of total assets	(Amount)	Exposure as a % of total assets
Total Exposure to top five NPA accounts	**7,586.71**	**3.6%**	7,586.71	3.5%

IX. Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)

Name of The Joint Venture	Other Partner in JV	Country	Total Assets
NA	NA	NA	NA

d. Disclosures of details as required in terms of Paragraph 21 of CIC Direction:

Liabilities:		Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
		March 31, 2021		March 31, 2021	
1) Loans and Advances availed by the CIC inclusive of interest accrued thereon but not paid:					
a)	Debentures: Secured	**-**	**-**	-	-
	: Unsecured	**-**	**-**	-	-
	(other than falling within the meaning of Public deposits)				
b)	Deferred Credits	**-**	**-**	-	-
c)	Term Loans	**-**	**-**	-	-
d)	Inter-Corporate loans and borrowings	**25,443.99**	**6,893.99**	25,480.87	6,893.99
e)	Commercial Paper	**-**	**-**	-	-
f)	Other Loans (unsecured finance lease)	**-**	**-**	-	-
	a) Working Capital Loan from Banks	**-**	**-**	-	-
	b) Interest accrued and not due on Unsecured Loans	**-**	**-**	-	-

(Amount in Rs. lakhs, unless otherwise stated)

		March 31, 2021	March 31, 2020
Assets:		**Amount Outstanding**	
2) Break-up of Loans and Advances including bills receivables (other than those included in (4) below):			
a)	Secured	**-**	-
b)	Unsecured	**5,765.46**	1,555.04
3) Break-up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities			
i)	Lease assets including lease rentals under sundry debtors:		
	a) Financial Lease	**-**	-
	b) Operating Lease	**-**	-
ii)	Stock on hire including hire charges under Sundry Debtors:		
	a) Assets on hire	**-**	-
	b) Repossessed Assets	**-**	-
iii)	Hypothecation loans counting towards AFC activities		
	a) Loans where assets have been repossessed	**-**	-
	b) Loans other than (a) above	**-**	-
4) Break-up of Investments:			
	Current Investments:		
1	Quoted:		
	i) Shares: a) Equity	**-**	-
	b) Preference	**-**	-
	ii) Debentures and Bonds	**-**	-
	iii) Units of mutual funds	**-**	-
	iv) Government Securities	**-**	-
	v) Others	**-**	-
2	Unquoted:		
	i) Shares: a) Equity	**-**	-
	b) Preference	**-**	-
	ii) Debentures and Bonds	**-**	-
	iii) Units of mutual funds	**-**	-
	iv) Government Securities	**-**	-
	v) Others	**-**	-

		March 31, 2021	March 31, 2020
	Long Term Investments (at gross value):		
1	Quoted:		
	i) Shares: a) Equity	**-**	-
	b) Preference	**-**	-
	ii) Debentures and Bonds	**-**	-
	iii) Units of mutual funds	**-**	-
	iv) Government Securities	**-**	-
	v) Others	**-**	-
2	Unquoted:		
	i) Shares: a) Equity *	**194,331.65**	205,901.01
	b) Preference	**-**	-
	ii) Debentures and Bonds	**-**	-
	iii) Units of mutual funds	**1,007.25**	-
	iv) Government Securities	**-**	-
	v) Others	**638.91**	723.00

* Including Partly paid up Equity shares of for Rs.38,555.00 Lakhs (Face Value of Rs. 15 each out of which Rs.10 is paid up)

5) Borrower group-wise classification of assets financed as in (2) and (3) above:

Category		Amount net of Provisions			Amount net of Provisions		
		Secured	Unsecured	Total	Secured	Unsecured	Total
1	Related Parties						
	a) Subsidiaries	**-**	**5,677.20**	**5,677.20**	-	-	-
	b) Companies in the same group	**-**	**-**	**-**	-	-	-
	c) Other related parties	**-**	**-**	**-**	-	-	-
2	Other than related parties	**-**	**-**	**-**	-	-	-
	Total	**-**	**5,677.20**	**5,677.20**	**-**	**-**	**-**

6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category		March 31, 2021	
		Market Values/Break-up or Fair value or NAV	Book Value (Net of Provisions)
1	Related Parties		
	(a) Subsidiaries	**44,064.24**	**194,317.69**
	(b) Companies in the same group	**13.96**	**13.96**
	(c) Other related parties		
2	Other than related parties	**1,646.16**	**1,646.16**
	Total	**45,724.36**	**195,977.81**

(Amount in Rs. lakhs, unless otherwise stated)

7) Other information			
Particulars		March 31, 2021	March 31, 2021
(i)	Gross Non-Performing Assets		
	(a) Related parties	**1,551.50**	1,551.50
	(b) Other than related parties	**7,376.44**	7,401.54
(ii)	Net Non-Performing Assets		
	(a) Related parties	**-**	
	(b) Other than related parties	**-**	
(iii)	Assets acquired in satisfaction of debt	**363.97**	363.97

8. Joint Venture as required by IND AS-112 - " Disclosure of Interest in Other Entities" are given below:			
Name	Description of Interest	% of Interest	
		March 31, 2021	March 31, 2020
IBOF Investment Management Private Limited	Equity Shareholding	**50.00%**	50.00%

*Due to long term restrictions, company excluded from consolidation

Company's Interest in Joint Ventures		
Particulars	As at March 31, 2021	As at March 31, 2020
Assets	**15.00**	29.80
Liabilities	**1.04**	7.43
Revenue	**0.13**	1.35
Depreciation	**0.02**	0.08
Other Expenses	**17.02**	15.58

9. Loans and advances in the nature of loans to subsidiaries and associates				
Particulars	As at March 31, 2021		As at March 31, 2020	
Name of Subsidiary/ Associates:	Outstanding Balance	Maximum amount outstanding at any time during the year	Outstanding Balance	Maximum amount outstanding at any time during the year
Religare Capital Markets Limited	**1,551.50**	**1,551.50**	1,551.50	1,551.50
Religare Broking Limited	**5,700.00**	**5,850.00**	-	5,600.00

(Amount in Rs. lakhs, unless otherwise stated)

45.1 (i) Following are the information of the Companies that are not consolidate

Pursuant to RBI direction following are the details of the Companies not consolidated [Refer Note 47(e)].

Religare Capital Markets Limited (herein refer to as RCML or The Company) is the holding company of undermentioned subsidiaries. The last audit for the Company was carried out for Financial Year ending March 31, 2017. Since then, the Company does not have a functional board owing to which audited financial statements for subsequent years till FY 2021, are not available. Therefore, reporting has been done on the basis of last audited consolidated financials.

S No	Name of Entity	Type of Business	GAAP	Size of Assets	Debt-Equity Ratio	Net Profit/ (Loss)
				FY 16-17	FY 16-17	FY 16-17
1	Religare Capital Markets Limited	Institutional Equities Broking and Investment Banking	IGAAP	21,976.03	(1.05)	(51,644.34)

The subsidiary Companies (Incorporated in Country as detailed under) considered in the consolidated financial statements:

S. No.	Name of the Entity	Proportion of ownership Interest	Country of Incorporation	Nature of Business
1	Religare Capital Markets International (Mauritius) Limited	100.00%	Mauritius	The Company is an Investment Holding Company having Category GBL-1 License from Financial Services Commission (FSC), Mauritius.
2	Religare Capital Markets (Europe) Limited (RCME) [Formerly known as Religare Capital Markets Plc.]	100.00%	United Kingdom	The Company was engaged in the business of securities broking and investment banking and regulated by Financial Conduct Authority (FCA), UK. The license was surrendered in year 2013 and currently it has no business operations.
3	Religare Capital Markets (UK) Limited	100.00%	United Kingdom	The Company was engaged in the business of providing corporate finance and it was regulated by FCA, UK. The license was surrendered in year 2012 and currently it has no business operations.
4	Religare Capital Markets Corporate Finance Pte. Ltd.	100.00%	Singapore	The Company was engaged into business of advising on corporate finance. It was regulated by Monetary Authority of Singapore (MAS), Singapore. The license was lapsed in year 2017 and currently it has no business operations.
5	Religare Capital Markets Inc	100.00%	USA	The Company was a registered broker dealer engaged in securities broking and it was regulated by Securities Exchange Commission (SEC), USA. The license was surrendered in year 2012 and currently it has no business operations.
6	Tobler UK Limited	100.00%	United Kingdom	The Company has no business operations.

S. No.	Name of the Entity	Proportion of ownership Interest	Country of Incorporation	Nature of Business
7	Religare Capital Markets (HK) Limited	100.00%	Hong Kong	The Company was engaged into securities broking business. It was regulated by SFC, Hong Kong. The license was surrendered in year 2017 and currently it has no business operations.
8	Religare Capital Markets (Singapore) Pte Limited	100.00%	Singapore	The Company was engaged into securities broking business. It was regulated by MAS, Singapore. The license was surrendered in year 2017 and currently it has no business operations.
9	Kyte Management Limited	100.00%	BVI	The company is a holding company in British Virgin Island. It had operating subsidiaries namely Religare Capital Markets (Hong Kong) Limited and Religare Capital Markets Singapore Pte. Limited.
10	Bartleet Religare Securities (Private) Limited [BRSL]	50.00%	Sri Lanka	The Company is engaged into securities broking business. It is regulated by SEC and CSE, Sri Lanka.
11	Bartleet Asset Management (Private) Limited	50.00%	Sri Lanka	The Company is engaged in the business investment advisory services. It is regulated by SEC, Sri Lanka.
12	Strategic Research Limited	50.00%	Sri Lanka	The Company is engaged in equity research activities.
13	Religare Bartleet Capital Market (Pvt) Ltd	50.00%	Sri Lanka	The Company was engaged in the business of providing wealth management services. Currently, it has no business operations.

Note: As Audited Financials of Religare Capital Markets Limited for the year ended March 31, 2017.

(ii) Nature and type of exposure on each entity:

Sr No	Particulars	Year Ended March 31, 2021 (Amount)
i)	Investments in equity	38,555.00
ii)	Investments in convertible instruments,	-
iii)	Investments in bonds/ debentures/ other instruments,	-
iv)	Loans and advances,	1,551.50
v)	Any other (Investment in Preference Share)	18,500.00
vi)	Any Others (Receivable against business transaction)	312.43
vii)	Any Others (Interest on Loan)	15.26
		58,934.19

Note : All Investments and other transactions are with Religare Capital Market Limited Only.

(iii) Total exposure of the CIC towards non-financial business (entity–wise)

1	Receivable against business transaction	NA

(iv) Loans and advances to firms/companies in which directors are interested **NA**

(v) Investments by the loanee of the CIC in the shares of parent company and group companies. **NA**

(Amount in Rs. lakhs, unless otherwise stated)

46. Public disclosure on liquidity risk

(i) Funding Concentration based on significant counterparty (both deposits and borrowings)

Sr. No.	Number of Significant Counterparties	Amount	% of Total deposits	% of Total Liabilities
1	2	25,443.99	-	50.3%

(ii) Top 20 large deposits (amount in Rs. Lakhs and % of total deposits)

Sr. No	Name	Amount	% of Total deposits
1	NA	NA	NA

(iii) Top 10 borrowings (amount in Rs. Lakhs and % of total borrowings)

Sr. No	Name	Amount	% of Total deposits
1	Religare Finvest Limited	18,550.00	72.91%
2	Religare Comtrade Limited	6,893.99	27.09%
	Total	**25,443.99**	

Note - Liability portion of redeemable preference shares not considered as borrowing for this disclosure.

(iv) Funding Concentration based on significant instrument/product

Sr. No.	Name of the instrument/product	Amount	% of Total Liabilities
1	Inter Corporate Loans	25,443.99	50.3%
	Total	**25,443.99**	

(v) Stock Ratios:

(a) Commercial papers as a % of total public funds ,total liabilities and total assets

Sr No	Commercial papers (Amount)	% Total Public Funds	% Total Liabilities	% Total Assets
1	NA	NA	NA	NA

(b) Non-convertible debentures (original maturity of less than one year) as a % of total public funds, total liabilities and total assets

Sr No	Non Convertible Debenture (Amount)	% Total Public Funds	% Total Liabilities	% Total Assets
1	NA	NA	NA	NA

(c) Other short-term liabilities if any as a % of total public funds total liabilities and total assets

Sr No	Other Short Term Liabilities	Amount	% Total Public Funds	% Total Liabilities	% Total Assets
1	Liabilities other than borrowing (Sundry creditors , provisions and Other finacial Liabilities)	3,957.43	15.6%	8.0%	1.9%

(vi) Institutional set-up for liquidity risk management

The Company has borrowing from group companies but does not have bank borrowings or deposits. The Company manages its liquidity risk based on the asset liability management policy which includes liquidity risk management and incorporates the principles laid down by RBI in the liquidity risk management framework of NBFC.

47. Other Notes

a) Classification of Loans and Advances and provision for Non-Performing Assets/ Provision for diminution of Investments Other than Long Term has been made in accordance with the NBFC Directions after considering subsequent recoveries and realizable value of investments respectively. Provision for Investment is made in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The classification of loans into standard, sub-standard and loss assets and investments have been disclosed at gross value and the corresponding provision against non-performing assets/ investments has been included under provisions in accordance with NBFC Directions.

b) For the financial year ended March 31,2021, the company has not made provision for Income Tax as the total taxable income after set off of the bought forward losses is Nil under the normal provisions of the Income Tax Act. Further, the company has opted for section 115BAA of the Income Tax Act in this financial year pursuant to which MAT provisions under section 115JB shall not be applicable on the Company from this financial year onwards.

c) In the matter of an investigation of the company initiated by SEBI in February 2018, SEBI vide its Order dated November 12, 2020, has issued directions to initiate adjudication proceedings under appropriate legal provisions against certain entities mentioned in the said Order. Subsequently on November 17, 2020, SEBI has issued a show cause notice to REL to show cause why appropriate directions, as deems fit, should not be issued against it under specified sections of SEBI Act and SCRA Act and it further called upon to show why appropriate directions for imposing penalty under various sections of the SEBI Act, SEBI Rules and SCRA Act should not be issued against REL.

The final set of documents requested by REL vide its letter dated December 27, 2020 were received from SEBI on January 30, 2021 basis which the preliminary reply was submitted with SEBI by REL on February 11, 2021. Further, during the hearing dated March 15, 2021, the proposal for filing of Settlement Application on behalf of Religare was presented before SEBI and pursuant to same, the Settlement Application has been submitted with SEBI on March 31, 2021.

d) The Company has not redeemed 15 lakhs preference shares amounting to Rs. 4,190.28 lakhs due for redemption on October 31, 2018 and disputed the liability stating the transaction to be an illegal one and filed a police complaint with EOW. However, the Company has created an adhoc provision of Rs. 1,209.07 Lakhs (Rs. 673.99 Lakhs in FY 2019-20 and Rs. 535.07 Lakhs in FY 20-21) towards the potential interest liability from the redemption date till March 31, 2021. In the matter of Daiichi Sankyo Company Limited vs. Malvinder Mohan Singh & Others, the Company has been made a garnishee with regards to these preference shares. The Company has filed an interim application disputing its liability as a garnishee. The preference shares stand transferred in the account of the Court receiver. The Decree Holder i.e. Daiichi has filed an application by suppressing the fact that the entire shareholding of RHC Holdings Pvt. Ltd. in M/s Elive Infotech Pvt. Ltd. had been pledged in favour of Religare Finvest Limited (RFL) as a security for various loans to group companies of RHC Holdings Pvt. Ltd and obtained a status quo order on the brand “Religare”. RFL has filed an objection application in the said proceedings. The case is sub-judice.

The Company has also filed a petition in Hon’ble NCLT, Delhi under Section 55 & 59 of the Companies Act, 2013 seeking rectification of Register of Members of the Company w.r.t. 250 Lakhs preference shares amounting to Rs 4,030.06 lakhs as on March 31, 2021, issued by the Company to RHC Finance Private Limited in August 2016 alleging the transaction to be a fraudulent one and sought cancellation of preference shares along with stay on voting rights in the interim. The matter is sub-judice.

e) The Company although has investment in the equity shares in Religare Capital Markets Limited (“RCML”), however the right to exercise control through voting rights is not available with the Company. Besides this, in terms of the tripartite agreement between the Company, RCML 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 holders of 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 investments made by it in RCML in previous years. The net worth of RCML as per last audited financial statement as on March 31, 2017 was Rs. (61,971.95) Lakhs. Audited financials of RCML for subsequent periods are not available. There is a contingent liability amounting to Rs. 4,078 Lakhs in the books of the Company towards uncalled capital on equity shares of RCML.

f) The Company has divested part of its investment in Care Health Insurance Limited (CHIL) (erstwhile known as Religare Health Insurance Company Limited), a subsidiary company on June 02, 2020 for a consideration of Rs. 200 cr to M/s. Trishikhar Ventures LLP, subsidiary of M/s. Kedaara Capital Fund II LLP LLP (jointly referred as 'Kedaara'). The total investment made by Kedaara to acquire shares of CHIL is Rs. 567.31 cr. which comprises of primary capital infusion of Rs. 300 cr. in CHIL and Rs. 267.31 cr for the purchase of CHIL shares from existing shareholders of CHIL, including purchase of 6.39% stake from the Company against a consideration of Rs. 200 cr. The Company holds 70.714% shareholding of the Company in CHIL on a paid up capital basis.

g) The Board of Directors of the Company in its meeting held on June 08, 2021 has, subject to the approval of the shareholders, approved raising of funds through preferential issue of shares by issuing up to 54,156,761 (Five Crore Forty One Lakh Fifty Six Thousand Seven Hundred Sixty One) equity shares of the Company at an issue price of Rs. 105.25 per share aggregating upto Rs. 5,700,000,000/- (Rupees Five Hundred Seventy Crores) on a preferential basis. The EGM for approval of shareholders in the matter is scheduled to be held on July 03, 2021.

h) Serious Fraud and Investigations Office ("SFIO")

The Company has received a letter dated February 28, 2018 from Serious Fraud Investigation Office ("SFIO"), Ministry of Corporate Affairs ("MCA"), Government of India, intimating the Company that the MCA has ordered an investigation into the affairs of the Company by the SFIO. The investigation is going on as on date and information sought by SFIO for Company and its subsidiaries through various communications is being provided.

i) On December 18, 2019, the Board of Directors of the Company approved, subject to requisite approvals, the draft Scheme of Amalgamation (""Scheme"") that is designed to simplify the Group corporate structure. In terms of the Scheme, four (4) direct/indirect wholly owned subsidiaries of the Company namely, Religare Comtrade Limited, Religare Insurance Limited, Religare Advisors Limited and Religare Business Solutions Limited will merge with/ into the Company subject to terms and conditions as provided in the Scheme. The Scheme has been filed with the Hon'ble NCLT Delhi on October 31, 2020 and is pending for approval.

Further, the earlier Scheme approved by the Board on May 23, 2019 was withdrawn accordingly.

j) In relation to order dated March 21, 2018 passed by Hon'ble Debt Recovery Tribunal –II, New Delhi (DRT – II) in the Original Application filed by Axis Bank Ltd. ("OA") in which apart from other parties, the Company, Religare Capital Markets Ltd ("RCML"), and Religare Capital Markets International (Mauritius) Limited ("RCMIML"), have been made parties for recovery of Rs. 3,129,393,167 in relation to a loan facility obtained by RCMIML from Axis Bank which was, inter alia, secured by personal guarantees executed by Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh and certain other securities provided to Axis Bank. The Company has not provided any guarantee/securities in relation to the facility obtained by RCMIML from Axis Bank. REL has executed a Non-Disposal Undertaking ("NDU") in favour of Axis Bank stating that until the repayment of the loan to Axis Bank by RCMIML, REL shall not alienate the shares in RHICL. REL has been made a party to the proceedings based on the NDU and certain other actions taken by it. In the matter, in view of the full and final payment made by the Company to Axis Bank in terms of the Consent Agreement dated 01.10.2019 entered into between the Company, RCML, RCMIML and Axis Bank, the Hon'ble Tribunal has vide its order dated July 13, 2020 has deleted REL, RCML and RCMIML from the array of parties in view of full and final settlement and Interim orders passed on 21.03.2018 and 26.08.2019 against REL, RCML and RCMIML stand vacated.

k) The Board of Directors had appointed Mr. Subramanian Lakshminarayanan and Mr. Francis Daniel Lee as Executive Chairman and Executive Director on November 14, 2017 and November 17, 2017 respectively subject to approval of shareholders. They ceased to be Executive Directors of the Company w.e.f. January 22, 2018 and January 24, 2018 respectively. The shareholders of the Company at the Annual General Meeting held on September 20, 2018 didn't accord approval for payment of remuneration to above said directors for their tenure as Executive Directors. Accordingly, U/s 197(9) of the Companies Act, 2013, the Company has sent notices for refund the remuneration of Rs. 82.61 Lakhs and Rs. 4.36 Lakhs paid to them respectively. They have not refunded the amount till date . The Company has submitted an Complaint/Application with the ROC, Delhi for Adjudication of Penalty under Section 454 of the Companies Act, 2013 in September 2019 to recover the amount. However, no reply has been received from the ROC in the matter till date. The recovery will be accounted on realisation.

48. Micro, Small and Medium enterprises

There are no Micro and Small enterprises, to whom the Company owes dues, which are outstanding for more than 45 days during the year and also there is no balance outstanding with any of micro enterprises and small enterprises as on March 31, 2021

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
The principal amount remaining unpaid to supplier as at the end of the year	-	-
The interest due thereon remaining unpaid to supplier as at the end of the year	-	-
The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued during the year and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	-	-

49. Corporate Social Responsibility

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Committee, the Board has approved a Corporate Social Responsibility ('CSR') policy and the same has been uploaded on the website of the Company www.religare.com. CSR Policy contains the CSR activities which can be carried out by the Company, governance structure, implementation process, etc.

As the Average Net Profits of the Company as per last three Audited Financial Year as per Section 198 of the Companies Act, 2013 were negative, no amount was required to be spent on CSR activities during the financial year 2020-21.

50. Previous Year Figures

Previous year's figures have been regrouped, re-arranged and reclassified wherever necessary to conform to the current year classification as per IND AS.

The accompanying notes are an integral part of these Financial Statements

Signature to Note No 1 to 50 forming part of Financial Statements

For S S KOTHARI MEHTA & COMPANY
Firm Registration No. 000756N
Chartered Accountants

Sd/-
YOGESH K. GUPTA
Partner
Membership Number: 093214

Place: New Delhi
Date : June 22, 2021

For and on behalf of the Board of Directors

Sd/-
Dr. RASHMI SALUJA
Executive Chairperson
DIN- 01715298

Sd/-
HAMID AHMED
Director
DIN-09032137

Sd/-
NITIN AGGARWAL
Group - CFO

Sd/-
REENA JAYARA
Company Secretary
Membership No. A19122

Place : New Delhi
Date : June 22, 2021

RELIGARE
Values that bind

Religare Enterprises Limited

CIN No. : L74899DL1984PLC146935

Registered Office:
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Phone No. : 91-1140021400

Corporate Office:
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