

February 12, 2020

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

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

Scrip Symbol: RELIGARE

Scrip Code: 532915

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

Dear Sir(s),

We would like to inform you that the Board of Directors at their meeting held today i.e. February 12, 2020 (started at 03.00 P.M. and concluded at 6.45 P.M.) has inter-alia approved the Un-Audited Financial Results (Standalone and Consolidated) of the Company (which have been subjected to Limited Review by the Statutory Auditors) for the quarter ended December 31, 2019 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Copy of same along with the Limited Review Reports of M/s S.S. Kothari Mehta & Co., Statutory Auditors of the Company, is enclosed herewith.

This is for your record and dissemination purpose.

Thanking you,

Yours truly,  
For Religare Enterprises Limited

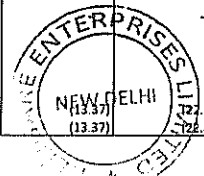
  
Reena Jayara  
Company Secretary



Encl.: a/a

**RELIGARE ENTERPRISES LIMITED**  
 Regd. Office : 2nd Floor, Rajok Building, 24, Nehru Place, New Delhi -110019  
**Statement of Standalone and Consolidated Unaudited Financial Results for the Quarter and Nine Months Ended December 31, 2019**

Sr No	Particulars	(Rs. In Lakhs, unless otherwise stated)											
		Standalone Results						Consolidated Results					
		Quarter ended			Nine Months ended			Quarter ended			Nine Months ended		
		December 31, 2019	September 30, 2019	December 31, 2018	December 31, 2019	December 31, 2018	March 31, 2019	December 31, 2019	September 30, 2019	December 31, 2018	December 31, 2019	December 31, 2018	March 31, 2019
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
1	Revenue												
	a. Revenue from Operations												
	Interest Income	139.62	-	77.91	139.62	358.69	358.69	13,917.59	17,052.17	25,479.85	49,379.99	77,362.08	93,148.03
	Dividend Income	-	-	-	-	-	-	-	5.22	-	5.22	5.22	5.22
	Fee and Commission Income	-	-	-	-	-	-	756.85	665.12	2,370.98	3,185.20	4,308.33	5,943.13
	Net Gain on Fair Value Changes	-	-	-	-	-	-	43.27	-	28.58	-	28.31	-
	Sale of Services	-	-	-	-	-	-	4,080.04	4,217.17	6,229.88	12,564.94	16,490.22	19,623.77
	Other Revenue From Operations	18.77	-	-	18.77	13.53	13.53	38,425.68	39,675.61	30,585.90	106,889.43	77,907.83	1,09,971.23
	<b>Total Revenue from Operations</b>	<b>158.39</b>	<b>-</b>	<b>77.91</b>	<b>158.39</b>	<b>372.22</b>	<b>372.22</b>	<b>57,223.43</b>	<b>61,615.29</b>	<b>64,695.09</b>	<b>1,71,024.78</b>	<b>1,76,101.59</b>	<b>2,28,691.38</b>
	b. Other Income	204.73	433.28	1,145.09	1,137.16	2,591.48	3,144.35	1,285.27	2,153.10	2,187.65	4,132.83	10,980.09	11,480.43
	<b>Total Revenue (a+b)</b>	<b>363.12</b>	<b>433.28</b>	<b>1,223.00</b>	<b>1,295.55</b>	<b>2,963.70</b>	<b>3,516.57</b>	<b>58,508.70</b>	<b>63,768.39</b>	<b>66,882.74</b>	<b>1,76,157.61</b>	<b>1,87,082.08</b>	<b>2,40,171.81</b>
2	Expenses												
	(a) Finance Costs	107.79	201.49	1,156.47	512.54	3,969.30	4,470.22	14,216.03	18,667.22	21,403.00	55,201.38	69,193.40	84,999.16
	(b) Fee and Commission Expenses	-	-	-	-	-	-	1,083.59	1,164.96	1,222.79	3,408.75	4,057.30	5,243.51
	(c) Net Loss on Fair Value Changes	-	99.18	-	-	-	-	-	224.56	-	242.52	-	248.00
	(d) Impairment and Loss Allowances on Financial Instruments	-	8,312.91	-	3,525.58	-	9,934.24	(7,974.01)	(2,487.80)	34,757.55	(7,391.56)	1,04,074.86	1,41,621.21
	(e) Expense toward Capital Commitment	-	650.00	-	650.00	-	-	-	650.00	-	650.00	-	-
	(f) Employee Benefits Expense	308.13	242.18	403.26	931.97	999.90	1,279.83	14,914.05	12,586.14	12,588.18	40,503.61	37,700.22	51,762.86
	(g) Depreciation and Amortization Expense	14.39	16.69	19.60	48.32	67.48	85.42	1,774.15	1,528.27	610.13	4,738.51	1,963.35	2,573.14
	(h) Other Expenses	713.50	824.56	676.34	2,035.25	1,951.16	2,358.08	61,364.66	34,453.59	29,856.00	1,23,152.98	80,094.41	1,04,068.79
	<b>Total Expenses (a to h)</b>	<b>1,143.81</b>	<b>10,347.31</b>	<b>2,255.75</b>	<b>12,703.66</b>	<b>6,987.84</b>	<b>18,127.79</b>	<b>85,132.59</b>	<b>67,132.82</b>	<b>1,00,499.85</b>	<b>2,20,506.19</b>	<b>2,97,083.42</b>	<b>3,90,516.07</b>
3	Profit/(Loss) Before Exceptional Items and Tax (1-2)	(780.69)	(9,914.03)	(1,032.75)	(11,408.11)	(4,024.14)	(14,611.22)	(26,623.89)	(3,364.43)	(33,556.93)	(44,348.58)	(1,10,001.34)	(1,50,344.26)
4	Exceptional Items												
	Liability toward Capital Commitment (Refer note no. 18)	-	17,000.00	-	17,000.00	-	-	-	-	17,000.00	-	17,000.00	-
	Share in Profit / (Loss) of Joint Ventures	-	-	-	-	-	-	12.06	(1.23)	0.24	(5.29)	(5.38)	(0.56)
5	Profit / (Loss) Before Tax and Extraordinary Items (3-4)	(780.69)	(26,914.03)	(1,032.75)	(28,408.11)	(4,024.14)	(14,611.22)	(26,623.89)	(20,365.66)	(33,556.67)	(61,353.87)	(1,10,006.72)	(1,50,353.22)
6	Tax Expense												
	Current Tax	-	-	-	-	-	-	91.00	131.25	272.65	337.95	528.68	429.98
	Deferred Tax (Net)	-	-	-	-	-	-	216.32	83.93	91.29	521.53	(80.18)	(688.11)
7	Net Profit / (Loss) After Tax before extraordinary items (5-6)	(780.69)	(26,914.03)	(1,032.75)	(28,408.11)	(4,024.14)	(14,611.22)	(26,933.27)	(20,580.84)	(33,920.61)	(62,213.35)	(1,10,455.22)	(1,50,095.06)
8	Extraordinary Items (Net of Tax)												
9	Net Profit/ (Loss) for the period (7 - 8)	(780.69)	(26,914.03)	(1,032.75)	(28,408.11)	(4,024.14)	(14,611.22)	(26,933.27)	(20,580.84)	(33,920.61)	(62,213.35)	(1,10,455.22)	(1,50,095.06)
10	Other Comprehensive Income												
	A) (i) Items that will not be reclassified to profit or loss												
	Remeasurement Gain/(Loss) on Defined Benefit Plans	(6.57)	(44.62)	(3.37)	(47.14)	5.02	16.19	(178.78)	(64.56)	18.21	(267.78)	66.67	(41.05)
	Fair Value Gain / (Loss) on Equity Instruments Designated as FVTOCI	-	-	-	-	-	-	5.02	1.20	(20.06)	(11.79)	(20.06)	(101.66)
	B) (i) Items that will be reclassified to profit or loss												
	Net Gain / (Loss) on Debt Securities FVTOCI	-	-	-	-	-	-	323.10	749.87	1,194.63	1,349.68	(213.33)	332.33
11	Total Comprehensive Income for the Period/Year, Net of Tax (9+10)	(787.26)	(26,958.65)	(1,036.12)	(28,455.25)	(4,019.12)	(14,595.03)	(26,783.93)	(19,894.33)	(32,727.83)	(61,143.24)	(1,10,621.94)	(1,49,699.72)
11(a)	Profit/(Loss) for the Period/Year attributable to:												
	Non Controlling Interest	-	-	-	-	-	-	(3,660.85)	(210.64)	(4,913.03)	(9,993.97)	(16,937.29)	(21,378.41)
	Owners of the Company	-	-	-	-	-	-	(23,272.42)	(20,370.20)	(29,007.58)	(52,219.38)	(93,517.93)	(1,28,716.65)
		-	-	-	-	-	-	(26,933.27)	(20,580.84)	(33,920.61)	(62,213.35)	(1,10,455.22)	(1,50,095.06)
11(b)	Other Comprehensive Income attributable to:												
	Non Controlling Interest	-	-	-	-	-	-	3.36	84.15	1.85	100.77	51.08	30.55
	Owners of the Company	-	-	-	-	-	-	145.98	602.36	1,190.93	969.34	(217.80)	364.79
		-	-	-	-	-	-	149.34	686.51	1,192.78	1,070.11	(166.72)	395.34
11(c)	Total Comprehensive Income attributable to:												
	Non Controlling Interest	-	-	-	-	-	-	(3,657.48)	(126.49)	(4,911.18)	(9,893.20)	(16,886.21)	(21,347.86)
	Owners of the Company	-	-	-	-	-	-	(23,126.45)	(19,767.84)	(27,816.65)	(51,250.04)	(93,735.73)	(1,28,351.86)
		-	-	-	-	-	-	(26,783.93)	(19,894.33)	(32,727.83)	(61,143.24)	(1,10,621.94)	(1,49,699.72)
12	Paid-up Equity Share Capital (Face Value of equity share Rs. 10 each)	25,812.82	21,694.27	21,694.27	25,812.82	21,694.27	21,694.27	25,812.82	21,694.27	21,694.27	25,812.82	21,694.27	21,694.27
13	Other Equity (Excluding Revaluation Reserve) as shown in the Audited Balance Sheet of Previous Year	-	-	-	-	-	1,44,221.02	-	-	-	-	-	61,610.68
14	Earnings Per Share ("EPS") before and after extraordinary items of 10 each fully paid up (not annualised)												
	a) Basic EPS (Rs.)	(0.58)	(12.44)	(0.48)	(12.60)	(2.02)	(6.93)	(9.27)	(9.39)	(9.39)	(13.37)	(12.87)	(63.32)
	b) Diluted EPS (Rs.)	(0.58)	(12.44)	(0.48)	(12.60)	(2.02)	(6.93)	(9.27)	(9.39)	(9.39)	(13.37)	(12.89)	(63.32)

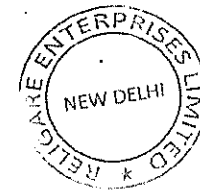


B Unaudited Segment-wise Revenue, Results, Assets & Liabilities for Standalone and Consolidated results for Quarter & Nine Months Ended December 31, 2019

(Rs. in Lakhs)

S. No.	Particulars	Standalone Results						Consolidated Results					
		Quarter Ended			Nine Months Ended			Quarter Ended			Nine Months Ended		
		December 31, 2019	September 30, 2019	December 31, 2018	December 31, 2019	December 31, 2018	March 31, 2019	December 31, 2019	September 30, 2019	December 31, 2018	December 31, 2019	December 31, 2018	March 31, 2019
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>SEGMENT REVENUE</b>												
	(a) Investment and Financing Activities	163.05	3.05	93.50	174.09	455.17	473.70	11,492.65	14,261.57	24,154.49	41,232.30	79,220.58	91,766.54
	(b) Support Services	199.98	430.14	784.93	975.41	1,798.09	2,335.12	-	-	-	-	-	-
	(c) Broking Related Activities	-	-	-	-	-	-	4,547.27	4,721.49	7,154.37	14,519.43	19,106.17	23,288.29
	(d) Financial Advisory Services	-	-	-	-	-	-	1.13	2.29	26.64	14.51	90.62	116.01
	(e) JE-Governance	-	-	-	-	-	-	489.07	521.40	499.50	1,562.31	1,672.75	2,359.59
	(f) Insurance	0.09	0.09	344.57	146.05	710.44	707.75	41,830.09	42,778.96	34,855.98	1,17,426.56	86,431.43	1,22,246.97
	(g) Unallocated	-	-	-	-	-	-	431.93	1,588.30	346.69	2,205.75	956.65	858.99
	<b>Total</b>	<b>363.12</b>	<b>433.28</b>	<b>1,223.00</b>	<b>1,295.55</b>	<b>2,963.70</b>	<b>3,516.57</b>	<b>58,792.14</b>	<b>63,874.01</b>	<b>67,037.67</b>	<b>1,76,960.86</b>	<b>1,87,478.20</b>	<b>2,40,690.34</b>
	Less: Inter-Segment Revenue	-	-	-	-	-	-	(283.44)	(105.62)	(354.93)	(803.25)	(396.11)	(524.53)
	<b>Income from Operations</b>	<b>363.12</b>	<b>433.28</b>	<b>1,223.00</b>	<b>1,295.55</b>	<b>2,963.70</b>	<b>3,516.57</b>	<b>58,508.70</b>	<b>63,768.39</b>	<b>66,682.74</b>	<b>1,76,157.61</b>	<b>1,87,082.09</b>	<b>2,40,171.81</b>
2	<b>SEGMENT RESULTS</b>												
	Profit/ (Loss) Before Tax from Segment												
	(a) Investment and Financing Activities	(337.79)	(25,963.70)	(1,175.24)	(26,535.81)	(4,139.25)	(14,580.98)	(26,363.94)	(21,910.50)	(36,378.25)	(62,284.56)	(1,09,392.33)	(1,51,058.78)
	(b) Support Services	(442.99)	(950.42)	(202.09)	(2,018.33)	(595.33)	(737.99)	-	-	-	-	-	-
	(c) Broking Related Activities	-	-	-	-	-	-	(616.22)	(1,267.16)	(726.52)	(2,908.65)	(2,384.99)	(2,256.43)
	(d) Financial Advisory Services	-	-	-	-	-	-	(2.95)	(2.23)	(1.65)	(7.96)	0.02	(8.32)
	(e) JE-Governance	-	-	-	-	-	-	109.15	75.26	107.68	339.33	407.67	658.44
	(f) Insurance	-	-	-	-	-	-	264.55	2,108.08	4,418.03	3,129.63	3,521.00	5,687.22
	(g) Unallocated	0.09	0.09	344.58	146.03	710.44	707.75	(16.54)	(630.89)	(569.56)	(378.34)	(2,141.67)	(3,307.40)
	<b>Total</b>	<b>(780.69)</b>	<b>(26,914.03)</b>	<b>(1,032.75)</b>	<b>(28,408.11)</b>	<b>(4,024.14)</b>	<b>(14,611.22)</b>	<b>(26,625.95)</b>	<b>(20,365.66)</b>	<b>(33,550.27)</b>	<b>(61,353.87)</b>	<b>(1,09,990.30)</b>	<b>(1,50,320.31)</b>
	Less: Interest Expense	-	-	-	-	-	-	-	-	6.40	-	-	32.98
	Tax Expense	-	-	-	-	-	-	307.32	215.18	363.94	859.48	448.50	(258.16)
	Other Comprehensive Income	(6.57)	(44.82)	(3.37)	(47.14)	5.02	16.19	149.34	886.51	1,192.78	1,070.11	(166.72)	355.34
	<b>Total Profit/ (Loss) After Tax</b>	<b>(787.26)</b>	<b>(26,958.85)</b>	<b>(1,036.12)</b>	<b>(28,455.25)</b>	<b>(4,019.12)</b>	<b>(14,595.03)</b>	<b>(26,783.93)</b>	<b>(19,834.33)</b>	<b>(32,727.83)</b>	<b>(61,143.24)</b>	<b>(1,10,623.94)</b>	<b>(1,49,699.72)</b>
3	<b>SEGMENT ASSETS</b>												
	(a) Investment and Financing Activities	2,11,669.50	2,02,532.43	2,21,839.14	2,11,669.50	2,21,839.14	2,11,703.63	5,11,129.38	5,68,930.01	7,83,218.41	5,11,129.38	7,83,218.41	6,35,045.61
	(b) Support Services	1,829.33	2,353.53	2,681.37	1,829.33	2,681.37	2,436.27	-	-	-	-	-	-
	(c) Broking Related Activities	-	-	-	-	-	-	60,171.41	56,873.87	70,635.27	60,171.41	70,635.27	69,846.08
	(d) Financial Advisory Services	-	-	-	-	-	-	162.13	170.14	215.07	162.13	215.07	182.36
	(e) JE-Governance	-	-	-	-	-	-	1,446.73	1,409.10	7.04	1,446.73	7.04	1,524.82
	(f) Insurance	-	-	-	-	-	-	1,88,510.63	1,77,088.99	1,59,703.32	1,88,510.63	1,59,703.32	1,56,916.70
	(g) Unallocated	6,526.92	6,247.07	7,071.28	6,526.92	7,071.28	7,058.80	1,44,759.86	1,01,806.18	87,869.67	1,44,759.86	87,869.67	94,277.44
	<b>Total Segment Assets</b>	<b>2,20,025.75</b>	<b>2,11,133.03</b>	<b>2,31,591.79</b>	<b>2,20,025.75</b>	<b>2,31,591.79</b>	<b>2,21,198.70</b>	<b>9,06,380.14</b>	<b>9,06,278.29</b>	<b>11,01,648.78</b>	<b>9,06,180.14</b>	<b>11,01,648.78</b>	<b>9,57,802.10</b>
4	<b>SEGMENT LIABILITIES</b>												
	(a) Investment and Financing Activities	49,291.65	51,523.12	51,680.31	49,291.66	51,680.31	51,882.92	6,61,688.89	6,60,466.08	8,00,918.04	6,61,688.89	8,00,918.04	6,93,471.27
	(b) Support Services	16,699.34	21,241.65	3,280.62	16,699.34	3,280.62	3,277.16	-	-	-	-	-	-
	(c) Broking Related Activities	-	-	-	-	-	-	44,951.71	48,824.49	56,932.17	44,951.71	56,932.17	60,080.62
	(d) Financial Advisory Services	-	-	-	-	-	-	77.32	82.31	111.54	77.32	111.54	89.27
	(e) JE-Governance	-	-	-	-	-	-	1,435.05	1,395.19	26.15	1,435.05	26.15	1,527.61
	(f) Insurance	-	-	-	-	-	-	1,38,316.98	1,30,712.95	1,22,778.41	1,38,316.98	1,22,778.41	1,16,800.27
	(g) Unallocated	380.32	101.45	139.65	380.32	139.65	123.33	8,231.01	6,665.45	4,194.33	8,231.01	4,194.33	2,527.56
	<b>Total Segment Liabilities</b>	<b>66,371.32</b>	<b>72,856.22</b>	<b>55,100.58</b>	<b>66,371.32</b>	<b>55,100.58</b>	<b>55,283.41</b>	<b>8,54,700.96</b>	<b>8,48,146.47</b>	<b>9,84,960.64</b>	<b>8,54,700.96</b>	<b>9,84,960.64</b>	<b>8,74,497.15</b>

The Company has reported segment information as per IND AS 108 "Operating Segment" read with SEBI circular July 05, 2016. The identification of segment is consistent with performance assessment and resource allocation by management.



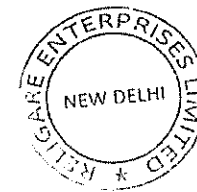
**Notes:**

- 1 The Group has adopted IND AS 116, "Leases" effective April 01, 2019 as notified by Ministry of Corporate Affairs (MCA) vide Companies (Indian Accounting Standard) Amendment Rules, 2019, using the modified retrospective method. The adoption of this standard did not have any material impact on the profit for the quarter and Nine Months ended December 31, 2019.
- 2 The Statement of Standalone and Consolidated Financial Results for the Quarter and Nine Month ended December 31, 2019 of the Company have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at their respective meetings held on February 12, 2020.
- 3 In compliance with Regulation 33 of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, a limited review of financial results for the quarter and Nine Months ended December 31, 2019 has been carried out by the Statutory Auditors. The Consolidated figures for the corresponding quarter and Nine Months ended December 31, 2018 as reported in these financial results have been approved by the Board of Directors of the Company, but have not been subjected to review. Figures of standalone and consolidated financial results for the quarter ended December 31, 2019 are balancing figures between the financials of Nine Months ended December 31, 2019 and published year to date figures for the half year ended September 30, 2019.
- 4 The Company although has equity shares in Religare Capital Markets Limited ("RCML", a subsidiary of the Company), 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 RHIC Holding Private Limited ("RHICPL"), severe long term restrictions and significant restrictive covenants on major decision making at RCML have been imposed by the holder's 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.
- 5 During the quarter under review, few warrant holders (original and transferees) exercised their conversion option on 41,185,419 warrants by paying the balance 75% of the total consideration money (Issue price @Rs. 52.30 per warrant). Accordingly, 41,185,419 equity shares were allotted on conversion of warrants, pursuant to which the total paid up equity share capital of the Company was increased to Rs. 2,581,281,520/- (Rupees Two Hundred and Fifty Eight Crores Twelve Lakhs Eighty One Thousand Five Hundred and Twenty only). Further, due to non-payment of balance 75% amount on 31,825,010 warrants, 25% consideration paid against these 31,825,010 warrants stands forfeited by the Company in terms of Regulation 169(3) of SEBI (ICDR) Regulations, 2018.  
  
The Company had fully utilized the funds received from the said warrants issuance and conversion as per the objects stated in the Explanatory Statement to the Notice dated February 19, 2018 sent to shareholders of the Company. The statement prescribed in terms of SEBI Circular CIR/CFD/CMD1/162/2019 dated December 24, 2019 is annexed.

- 6 During the quarter and Nine Months ended December 31, 2019 the Company has made the following investments (including Equity Share Capital/ Preference Share Capital) in subsidiaries, joint ventures and associates:

Name of the Company	(Rs In Lakhs)	
	For Quarter ended Dec 31, 2019	For FY ended Dec 31, 2019
Religare Health Insurance Company Limited	3,012.39	3,012.39

- 6A Pursuant to the inspection carried out by RBI for financial position as at March 31, 2019, RBI has among other points advised the Company to be continued to be barred from declaring dividends and to strengthen the Management by Inducting Whole time Director (WTD) and KMP by the end of March 2020.  
  
The Company is in process of complying / responding to the same.
- 7 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 Company's corporate structure. In terms of the Scheme, four (4) direct/indirect wholly owned subsidiaries of Religare Enterprises Limited namely, Religare Comtrade Limited, Religare Insurance Limited, Religare Advisors Limited and Religare Business Solutions Limited will merge with/into Religare Enterprises Limited 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.
- 8 RFL has an exposure of Rs. 203,670 Lakhs as per financials as at March 31, 2019 towards the Corporate Loan Book. RBI has raised concerns in the past about the credit worthiness of the borrowers, credit appraisal and loan sanctioning mechanism followed by RFL in respect of this book. The management of RFL has reviewed the portfolio and the financial reports of the borrowers to determine the recoverability of the said loans. Based on the maturity dates of the loans, recovery steps instituted and the financial reports of the borrowers, RFL had, on a prudent basis, made full provision of Rs. 203,670 Lakhs during the previous years against this portfolio. A law firm of repute was appointed to undertake a detailed diligence on this loan book and the said diligence has been completed. Insolvency proceedings have been initiated before the Hon'ble NCLT Delhi and Kolkata against the Borrowers forming a part of the Corporate Loan Book. The Company, Religare Finvest Limited (RFL) and Religare Comtrade Limited (RCTL) have filed petitions in Hon'ble NCLT for recovery of corporate loans. Hon'ble SC has stayed these proceedings in a hearing of the matter of Dalichi Sankyo Company Limited vs Oscar Investments Limited. The Company, RFL and RCTL have filed application for vacating the stay and the order is reserved in the case.



- 9 During the quarter, Mr. Malvinder Mohan Singh & Mr. Shivinder Mohan Singh, Promoters of the Company were arrested by Economic Offences Wing (EOW) of the Delhi Police in the matter of an FIR bearing No. 50 of 2019 dated March 27, 2019 which was registered upon filing of a criminal complaint by Religare Finvest Limited (RFL), subsidiary of the Company with EOW, Delhi Police against the Promoters of the Company and other persons for various offences under the Indian Penal Code, 1860 including the offences of cheating, criminal breach of trust, misappropriation and embezzlement of funds and forgery.

Further, the Enforcement Directorate (ED) has taken the custody of Mr. Malvinder Mohan Singh on November 14, 2019 in an Enforcement Case Information number (ECIR no.) 5 of 2019 lodged by the ED under the Prevention of Money Laundering Act, 2002 in connection with misappropriation & siphoning of funds from RFL.

Thereafter, both EOW and ED have filed chargesheets against the accused in the above F.I.R.

- 10 W.r.t. the Company's application with stock exchanges for re-classification of existing Promoters and Promoters Group, the Company is engaged with the exchanges and SEBI and same is pending for approval as on date.
- 11 In respect of the Share Purchase Agreement executed on October 01, 2019 with TCG Advisory Services Private Limited or any of its affiliate, for the proposed divestment of the lending business under Religare Finvest Limited and Religare Housing Development Finance Corporation Limited, the Parties to the Agreement mutually agreed and extended the Long Stop Date from December 31, 2019 to March 3, 2020 or such other date as may be mutually agreed. Further, the Company sought approval of shareholders for the proposed divestment which was approved by the shareholders through a postal ballot on November 16, 2019, the results of which were declared on November 18, 2019. Considering the above, accounts of RFL have been continued to be prepared on going concern basis.
- 12 In the matter of Daiichi Sankyo Company Limited (Daiichi) vs. Malvinder Mohan Singh & Others (Petition O.M.P. (EFA) (COMM) NO. 6 OF 2016), an interim application having I.A. No. 16727/2018 has been filed by the Company disputing its liability as a garnishee that came up for hearing on December 07, 2018. The Company has not redeemed 1,500,000 preference shares due for redemption on October 31, 2018 (Redemption value of Rs. 4,190.28 lakhs) and disputed the liability stating the transaction to be an illegal one. The company has also filed a criminal complaint on March 22, 2019 with the Economic Offences Wing, Delhi Police against Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh & Others wrt transaction relating to issuance and redemption of preference share. The company has filed a petition in NCLT, Delhi under Section 55 & 59 of the Companies Act, 2013 seeking rectification of register of members of the REL w.r.t. 2.50 Crores preference shares issued by the company to RHC Finance Pvt Limited in August 2016. The next date of hearing is 17-March-20.

REL, RCML have been served with warrants of attachment as Garnishees which are being contested/challenged before Delhi High Court. Further, RCMIML has received intimation from the Hon'ble Delhi High Court that it is also impleaded as a Garnishee, which is also contested. Application disputing the liability of RCML and RCMIML filed. Now, Listed before the Registrar for compliances on 19-Feb-20.

- 13 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 termination of Indemnity and Release Agreement dated 14.11.2017 by the Company is unlawful. The case is listed for admission hearing on 27-Feb-2020
- 14 Loancore Servicing Solutions Private Limited has also filed a petition under Sec. 9 of the Insolvency and Bankruptcy Code, 2016 claiming damages under a "Penalty Fee Agreement" allegedly signed with the Company. The petition is yet to be admitted. The case is listed for 28-Feb-2020.

Loancore Servicing Solutions Private Limited ("Loancore") has also filed a petition before Hon'ble NCLT, Delhi under Sections 58 and 59 of the Companies Act, 2013 seeking rectification of Register of Members of the Company. The matter is fixed for arguments on 12-May-2020.

In the matter of Religare Enterprises Limited vs. Loancore servicing solutions Ltd., the Company has filed anti injunction suit against the Loancore Servicing Solutions, Emqore OU and Foundation Exorior Limited. Hon'ble High Court of Delhi has granted anti-suit injunction against the Defendants till the next date of hearing. The next date of hearing in the said matter is February 13, 2020.

- 15 The Capital to risk weighted assets ratio (CRAR) of RFL as on March 31, 2019 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, inter alia, prohibits RFL from expansion of credit/investment portfolios other than investment in Government Securities and advises RFL not to pay dividend. In this regard, RFL is taking the necessary corrective measures as advised by RBI and will seek removal of cap in the due course.  
RFL proposed to its lenders a Debt Resolution Plan (DR) for restructuring of its debt obligations in view of the mismatches in its asset liability profile. In this context, it is further updated that the lenders of the Company in their joint lenders' meet held on January 2, 2020, have approved the DR as per the extant RBI guidelines. The execution of documentation is in progress and is subject to necessary approvals.
- 16 Axis Bank had filed an original application ("OA") before the DRT-II, Delhi for recovery of approx. Rs. 31,300 lakhs under a facility agreement between Axis Bank and Religare Capital Markets International (Mauritius) Limited ("RCMIML"), which is inter alia secured by security provided by Promoters and Religare Capital Markets Limited. The Company has been made a party to the proceedings based on a Non-Disposal Undertaking ("NDU") for its shareholding in RHICL. The DRT has passed an order dated March 21, 2018 directing inter-alia that the Company shall not alienate or create any encumbrance in respect of certain assets and its shareholding in any company or business concerns to the extent of claimed amount and enter into any settlement with any creditors without the prior approval of DRT. The Company has filed 2 applications on May 08, 2018 for deletion of the Company as a party and vacation of the stay order dated March 21, 2018 against the Company. On December 18, 2018 DRT dismissed both the applications. The Company has filed an appeal before the DRAT against the order dated December 18, 2018. Axis Bank has also filed application for restraint on transfer of RFL to TCG Advisors which was granted by the Court on August 26, 2019

A Consent Agreement dated October 01, 2019 has been entered between Company and its subsidiaries and Axis Bank Ltd. whereby the parties have agreed to amicably settle the matter. In accordance with the Consent Agreement, a payment of Rs. 17,000 lakhs shall be made in phased manner upto June 30, 2020. The accounting impact of Rs 17,000 lakhs on the financial results has been taken and disclosed as exceptional item in the financial results for half year ended Sept 30, 2019. A joint application along with Consent Agreement was filed before the DRT-II Delhi on October 01, 2019 praying for keeping order dated 21.03.2018 and order dated 26.08.2019 passed by DRT II, in abeyance until further orders and for adjourning the relevant proceedings sine die pending the payment of the remaining instalments of the Settlement Amount. The said application was allowed by Hon'ble DRT-II Delhi and the next hearing in DRT has been fixed for 30-Jun-2020.



- 17 In the matter of NYLIM Jacob Ballas India Fund III (JB) and Resurgence PE Investments matter (at the Hon'ble Delhi High Court), JB and Resurgence are shareholders in Religare Finvest Limited ("RFL"). They have separate Investment Agreements with REL and RFL and Put Option Agreements with REL. They exercised their put options and sought exit from RFL in 2016. However, an exit could not be provided by REL. In November 2017, they filed petitions under Section 9 of the Arbitration and Conciliation Act before the Hon'ble Delhi High Court praying for ad interim and mandatory relief for an amount of approx. Rs. 39,350 Lakhs and Rs. 27,709 Lakhs respectively. Next hearing is scheduled for February 12, 2020. The Company has entered into a Letter of Intent dated August 21, 2019 with JB and Resurgence for acquiring their shareholding in RFL for a consideration of Rs 5,600 Lakhs. On February 11, 2020 the Company has entered into consent terms and share purchase agreement with JB and Resurgence to amicably settle the dispute, cancel the investment agreements and purchase the shares of JB and Resurgence for consideration of Rs 5,600 Lakhs.
- 18 Strategic Credit Capital Private Ltd. (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 passed to maintain status quo regarding the 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.p.c against SCCPL for filing fabricated indemnification cum release agreement. Further, Loancore has filed substitution on behalf of SCCPL by way of assignment deed. Thereafter, SCCPL also moved an application u/o39 R-1/2 of CPC seeking injunction against REL & RFL, restraining them from selling RFL and RHDFC business. The said application is disposed-off on August 9, 2019 in terms of order dated 22.02.2018. Now the case is listed for disposal of interim applications. Next date of hearing is April 21, 2020.
- 19 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. The next date of hearing is February 25, 2020.
- 20 In the matter of Nakul Goel vs. RHC Holding & Ors., a FIR is lodged by Nakul Goel against Others and KMP's (past and present) of the Company i.e. Mr.Millind Patel, Mr. Gurvinder Juneja, Ms. Reena Jayara U/S. 406,409,411,420 R.V 120 IPC. The Company has filed a quashing petition which is yet to be listed.
- 21 (i) RFL had filed a suit for recovery of Fixed Deposits amounting to Rs 7,9145 Lakhs misappropriated by 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. The Hon'ble Court has reserved its order on April 12, 2019 regarding various interim applications filed by RFL.

Further, State Bank of India and SCCPL along with its associates have filed application for impleadment in the said suit. The matter is kept for arguments for on applications on March 4, 2020.

(ii) Strategic Credit Capital Private Limited and associates have filed applications to be impleaded in the matter, which are yet to be adjudicated on by the Hon'ble Court. Thereafter, LVB filed another application placing ex-parte SEBI order dated March 14, 2019 on record. RFL filed affidavit pursuant to the order dated April 09, 2019 passed by the Hon'ble High Court of Delhi along with the reply qua the ex-parte interim order of the SEBI dated March 14, 2019 and letters addressed to RBI & NHB. RFL has now filed an application seeking amendment of plaint on which the Hon'ble Court has issued notice to Defendants on August 23, 2019. RFL had also filed a complaint against LVB and others on May 15, 2019 with EOW. The EOW, Delhi 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.

(iii) RFL has not created any additional Deferred Tax Assets during the current year and continuing same from March 31, 2018.

- 22 SEBI has passed an ad-interim ex-parte order on October 17, 2018 ("order") in relation to Fortis Healthcare Limited (FHL) which inter-alia includes directions to RFL and other entities covered in the order to repay Rs. 40,300 Lacs to FHL and not to dispose of or alienate any of the assets or divert any funds except for payment of Rs. 40,300 Lacs and for meeting business operations without the prior permission of SEBI. RFL has represented to SEBI and denied all the preliminary findings recorded against RFL and further requested SEBI to vacate the directions in the said order till conclusion of the investigation. Furtherance to above, SEBI further issued a confirmatory order dated March 19, 2019. The said order inter-alia continued the debilitating restraints against the RFL which were originally contained in the Ex-parte Order dated October 17, 2018. However, RFL has been allowed to function in compliance with the terms of the CAP as stipulated by the Reserve Bank of India (RBI). SEBI vide order dated June 28, 2019 gave certain relaxations to RFL to take all measures as it deems fit for revival of RFL (including restructuring of its debts/loans, assignment of its financial assets to ARCs, raising of capital, borrowing etc.). RFL has filed an appeal in Securities Appellate Tribunal (SAT) on April 23, 2019 against the said order seeking relief from SAT in the matter.

On January 29, 2020, SAT has passed an order wherein SAT has quashed the SEBI's impugned order specific to RFL. Further, in order to balance the equities, SAT has directed the RFL to maintain its assets worth Rs. 200 crores for a period of three months. If the Whole Time Member (WTM) is unable to pass the order within three months, the limited restraint order of SAT will also come to an end.

- 23 (i) Religare Housing Development Finance Corporation Limited (RHDFCL) had entered into a transaction with RARC 059 (RHDFC HL) Trust (special purpose vehicle) wherein it has sold GNPA of Rs. 3,038.13 lakhs for a value of Rs. 2,278.60 lakhs. The transaction has been carried out in compliance with the applicable RBI norms for securitization and the Trust has issued security receipts (SR) in the ratio of 85:15 i.e. of Rs. 1,936.81 lakhs to RHDFCL and Rs. 341.79 lakhs to Reliance ARC Limited. The transaction is concluded within the RBI purview and RHDFCL has obtained true sale opinion for concluding the transaction. Accordingly, RHDFCL had derecognized NPA loan receivables and had recognized security receipts as investments in the books of accounts amounting to Rs. 1,936.81 Lakhs as on March 31, 2019. The value of the aforesaid investments as on June 30, 2019 is Rs. 1,914.69 Lakhs. Under INDAS, the security receipts issued by the trust would full fill the criteria for a financial asset and has been recognized in its books. [Please refer note no 37(ii)]

(ii) During the previous financial year 2018-19, some of the lenders had increased interest rates mainly due to downgrade in External Credit rating (ECR) of the Company. The Company had protested for such increase in the interest rate and had not serviced increased interest rate. As on March 31, 2019, RHDFC had shown Rs. 228.90 lakhs as contingent liability in the financial statements. Further, during the Nine Month ended Dec 31, 2019 under review, the amount has reduced to Rs. 210.46 lakhs. RHDFCL is under discussion with banks for seeking reversal of the same.



- 24 "Pursuant to approval from the Board of directors in their meeting held on August 5, 2019 and shareholders' approval in their EGM held on August 6, 2019, RBL has entered into an agreement with Religare Commodities Limited " RCL" or "wholly owned subsidiary" on August 7, 2019 for acquiring the Commodity Business as a going concern on "as is where is" basis and by way of slump sale as on the effective date. Subject to terms and conditions of the Agreement, RBL shall pay to RCL a lump sum consideration of Rs.2,300 Lakhs as per the valuation report obtained from an independent Valuer based on the audited financials statements for the year ended March 31, 2019. As on the Effective Date, the Consideration would be suitably modified to adjust the movement in working capital. On the Effective Date (September 7, 2019), the Consideration has been suitably modified to give the effect of movement in working capital. The consideration for the commodities business transferred is Rs.1,940.96 Lakhs. The impact of the said business transfer has been considered in the Financial Statement for the period ended December 31, 2019. The excess of Consideration over and above the Net Asset value of the Commodity business as on the effective date has been recognised as Capital Reserve Account of Rs.25.80 Lakhs."
- 25 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  
a) sale of part of the investment in Religare Health Insurance Company Limited ('RHICL'), a subsidiary company for a consideration aggregating to Rs. 200 crores, and  
b) primary capital infusion of Rs. 200 crores in RHICL by Kedaara  
Pursuant to the above transactions, the Company would have divested part of its investment constituting 6.761% of RHICL. Post consummation of the transaction, the Company will hold 76.18% stake in RHICL. The transaction is subject to necessary statutory and regulatory approvals and fulfilment of other conditions precedents.
- 26 Management response on Audit Qualifications for FY 2018-19 Audited Standalone Financial Results and Sept'19 quarter.  
Qualification: Pending the Company's application with Hon'ble High Court of Delhi for staying the redemption of 1,500,000 non-convertible preference shares of the Company held by Oscar Investments Limited, Promoter's Group Company and due on 31st Oct. 2018 with an approx. redemption value of Rs. 4,190.28 lakhs. Pending the outcome of the application, we are unable to comment the likely implication on the statements.  
Status: The Company has not redeemed 1,500,000 preference shares due for redemption on October 31, 2018 (Redemption value of Rs 4,190.28 lakhs ) and disputed the liability stating the transaction to be a illegal one by filing the interim application having I.A. No. 16727/2018 in the matter of Dalichi Sankyo Company Limited vs. Malvinder Mohan Singh & Others (Petition O.M.P. (EFA) (COMM) NO. 6 OF 2016). The Company has already accounted for the redemption value of Rs. 4,190.28 lakhs in its financial statements. Since the matter is sub-judice, the management can not determine the amount of any additional liability at this point of time, if any, which may arise due to non-redemption of said preference shares. The Company has also filed a petition before Hon'ble NCLT, Delhi for rectification of register of members of the Company (please refer to Note no 13)  
Management response on Audit Qualifications for FY 2018-19 Audited Consolidated Financial Results
- 27 Religare Flnvest Limited (RFL)  
i). Qualification: 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 promoter group companies in the previous year continued to be under litigation at Hon'ble High Court for declaration and recovery. Pending disposal of the case, we are unable to comment on the status of recoverability and classification of the reported balance.  
Status: Please refer the note no. 30 regarding the status of the case. Pending disposal of the case, the likely implication on the financial statements is not ascertainable.  
ii). Qualification: Loans given to certain companies appearing in Corporate Loan Book (CLB portfolio) aggregating to Rs. 203,670 lakhs as on March 31, 2019 (substantially these loans were given upto the period March 31, 2017, when we were not the auditors. Loans, so provided including given in financial year ending March 31, 2018 have been reported by us under section 143(12) of the Companies Act, 2013 as referred in point 3(ii) above) (expected credit-loss (ECL) fully provided for; no further loans have been given during the financial year ended on March 31, 2019) and proceedings launched by the company (RFL) against these companies continued to be under Insolvency and Bankruptcy Code (IBC) before the Hon'ble NCLT Delhi. Most of these proceedings are stayed by the Hon'ble Supreme Court in its order dated April 5, 2019 in case of M/s Dalichi Sankyo Company Limited Versus Oscar Investments Limited & Ors. Refer Note no. 8 of the Statement.  
Further, the company (RFL) has subscribed to Non-Convertible Debentures of a corporate entity of Rs. 20,000 lakhs in December 2016 (Impairment of Rs. 13,004.70 lakhs considered till March 31, 2019) and extended loan of Rs 5,000 lakhs (ECL fully provided) to one of the corporate. Due to default in making repayment of NCD/loan to the Company, it has filed the cases against both the parties under Insolvency and Bankruptcy Code (IBC) before the Hon'ble NCLT Kolkata. Considering the pending decision of Hon'ble Supreme Court of India, Hon'ble NCLT Delhi and Hon'ble NCLT, Kolkata, we are unable to comment on adequacy of provision, any additional financial and legal implications on the financial statements of the company.  
Status: Please refer the note no.3 & 9 regarding CLB matter  
The management is pursuing the various legal recourse to recover the CLB outstanding.  
During the half year ended Sept 30, 2019 the provision of Rs. 2,100 Lakhs against the NCD.  
iii). Qualification: During the year, some of the lenders have increased interest rates mainly due to downgrade in External Credit rating (ECR) of the Company (RFL). The Company has protested for such increase in the interest rate and has not serviced increased interest rate. Further, Company has not made the provision of increased amount of interest amounting to Rs. 2,898.47 lakhs, but the company shown the same as contingent liability in the financial statement. As informed, company is in the process of getting approval from respective banks for restoring the original interest rates. Had the provision of the same is made in the books of accounts than losses for the year would have increased by Rs. 2,898.47 Lakhs.  
Status: As on March 31, 2019, RFL had shown Rs. 2,898.47 lakhs as contingent liability in the financial statements. Further, during the quarter under review, the Company has made the full provision of increased amount of interest amounting to Rs. 2,898.47 lakhs.



28 Relligare Housing Development Finance Corporation Limited (RHDFC)

i). **Qualification:** In relation to transaction with RARC 059 (RHDFC HL) Trust (Special Purpose Vehicle) wherein GNPA 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 company (RHDFC), based on the legal opinion obtained it was a true sale. Considering that Company has derecognised NPA loan receivables and has recognized security receipts as investments in the books of accounts amounting to Rs. 1,936.81 lakhs as on March 31, 2019 reduced to Rs 1,914.69 lakhs as on June 30, 2019. As per Ind AS-109, derecognition of financial assets shall take place only if substantial risk and reward has been transferred. However, in the referred transaction of security receipts, the company (RHDFC) may remain exposed to substantial risk of return.

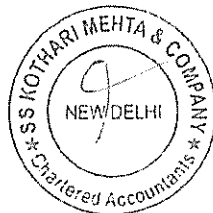
**Status:** : The transaction was concluded within the RBI purview and RHDFC has obtained true sale opinion for concluding the transaction. Accordingly, RHDFC has derecognised the NPA loan receivables and has recognized security receipts as investments in the books of accounts. RHDFC shall recognize 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 would full-fill the criteria for a financial asset and has been recognized accordingly in the books of RHDFCL.

ii). **Qualification:** During the previous financial year 2018-19, some of the lenders have increased interest rates mainly due to downgrade in External Credit rating (ECR) of the Company. The Company (RHDFC) has protested for such increase in the interest rate and has not serviced increased interest rate. Further, Company has not made the provision of increased amount of interest amounting to Rs. 68.92 lakhs, but the Company has shown the same as contingent liability in the financial statements. As informed, company is in the process of getting approval from respective banks for restoring the original interest rates. Had the provision of the same been made in the books of accounts, then profit for the half year ended would decrease by Rs. 68.92 Lakhs

**Status:** As on March 31, 2019, RHDFC had shown Rs. 228.90 lakhs as contingent liability in the financial statements. Further, during the Nine month ended December 31, 2019 under review, the amount has increased to Rs. 239.82 Lakhs. RHDFCL is under discussion with banks for seeking reversal of the same.

29 The management of Relligare Advisors Limited (RAL) subsidiary of the Company, had taken a decision to not to carry on any commercial operations from March 31, 2017 in RAL. Accordingly the financial statements of RAL have not been prepared under the going concern assumption and all assets and liabilities have been stated at their net realizable values. Adjustments relating to the recoverability and classification of recorded asset amount or to classification of liabilities that may be necessary have been made based on Management's assessment of the same.

Place: Delhi  
Date : February 12, 2020



For and on behalf of the Board of Directors

*Rashmi*

Rashmi Saluja  
Non-Executive Independent Chairperson





Annexure

Statement of Deviation / Variation in utilisation of funds raised						
Name of listed entity	Religare Enterprises Limited					
Mode of Fund Raising	Public Issues / Rights Issues / Preferential Issues / QIP / Others					
Date of Raising Funds	October 14, 2019 October 18, 2019					
Amount Raised	Rs. 1,61,54,98,207/-					
Report filed for Quarter ended	December 31, 2019					
Monitoring Agency	applicable / not applicable					
Monitoring Agency Name, if applicable	N.A.					
Is there a Deviation / Variation in use of funds raised	Yes / No					
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	N.A.					
If Yes, Date of shareholder Approval	N.A.					
Explanation for the Deviation / Variation	N.A.					
Comments of the Audit Committee after review	N.A.					
Comments of the auditors, if any	N.A.					
Objects for which funds have been raised and where there has been a deviation, in the following table	To meet long-term funding requirements of the Company to <i>inter alia</i> fund Company's growth capital requirements, to meet the Company's capital expenditure, making investments/providing loans or inter-corporate deposits, enhance its long term resources and thereby strengthening the financial structure of the Company and its subsidiaries and for other general corporate purposes and purposes permitted by applicable laws					
Original Object	Modified Object, if any	Original	Modified allocation, if any	Funds	Amount of Deviation/Variation for the quarter according to applicable object	Remarks if any
		Allocation		Utilised		
NA	NA	NA	NA	NA	NA	NA
Deviation or variation could mean:						
(a) Deviation in the objects or purposes for which the funds have been raised or						
(b) Deviation in the amount of funds actually utilized as against what was originally disclosed or						
(c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc						

For and on behalf of the Board of Directors



*Rashmi*

Rashmi Saluja  
Non-Executive Independent Chairperson

Place: Delhi

Date : February 12, 2020

**SS KOTHARI MEHTA**  
**& COMPANY**  
CHARTERED ACCOUNTANTS

**Independent Auditor's Limited Review Report on un-audited standalone financial results of Religare Enterprises Limited for the quarter and nine months ended December 31, 2019.**

**To the Board of Directors of  
Religare Enterprises Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results ('the Statement') of Religare Enterprises Limited ('the Company') for the quarter and nine months ended December 31, 2019 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') as amended read with SEBI Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 ("Circular).
2. This statement is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. The preparation of the statement is in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards 34, "Interim Financial Reporting" (Ind AS), prescribed under section 133 of the Companies Act, 2013 read with relevant rules there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

**Basis for Qualified Conclusion**

4. Attention is invited to note no 12 of the standalone financial results of the company relating to pending REL's application with Hon'ble High Court of Delhi for staying the redemption of 1,500,000 non-convertible preference shares of the Company held by Oscar Investments Limited, Promoter's Group Company and due on 31st Oct. 2018 with an approx. redemption value of Rs. 4,190.28 lakhs. Besides this, company is in the process of taking a legal opinion on likely impact of the delayed redemption. Pending the outcome of the application and legal opinion, we are unable to comment the likely implication on the results



**S S KOTHARI MEHTA**  
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**Qualified Conclusion**


5. Based on our review conducted as above except for the effects of the matters described in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with Circular including the manner in which it is to be disclosed, or that it contains any material mis-statement.

**Emphasis of Matter**

6. Attention is invited to note no 16 of the standalone financial results of the company with respect to the appeal filed with Hon'ble Debt Recovery Appellate Tribunal ("DRAT") for dismissal of application filed by the company for setting aside and deletion of Company's name in the legal proceedings between Axis Bank & Religare Capital Markets International (Mauritius) Limited (i.e RCMIML) wherein the company had issued the non-disposal undertaking (i.e NDU) with respect to the shares of RHICL for a standby letter of credit facility availed by RCMIML from Axis Bank (claimed amount of Rs 31,293 lakhs). In the current financial year, Axis bank has filed application for restraint of transfer of RFL to TCG Advisory Services Private Limited. Restraint was granted by the Court based on NDU. Subsequently, REL has entered into consent agreement with Axis bank for full and final payment of Rs 17000 lakhs (approx.) thereby discharging REL from all proceedings against it. The said consent agreement has been filed with Hon'ble Debt Recovery Tribunal and DRAT also. Accounting impact of the same has been shown as Exceptional item in the statement.

Our report is not qualified on this matter

For S. S. Kothari Mehta & Company  
Chartered Accountants  
Firm Reg. no. - 000756N

  
Naveen Aggarwal

Partner

Membership No. - 094380



UDIN : 20094380AAAAAQ5254

Place: New Delhi

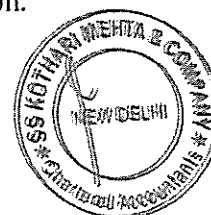
Date: 12/02/2020

**SS KOTHARI MEHTA**  
**& COMPANY**  
CHARTERED ACCOUNTANTS

**Independent Auditor's Limited Review Report on Unaudited Consolidated Financial Results of Religare Enterprises Limited for the quarter and nine months ended December 31, 2019**

**To the Board of Directors,  
Religare Enterprises Limited**

1. We have reviewed the accompanying statement of unaudited Consolidated Financial Results ("the Statement") of Religare Enterprises Limited ("the Parent " or "REL"), its subsidiaries (the Parent and its subsidiary together referred to as "the Group") and its share of net profit/(loss) after tax and total comprehensive income /(loss) of joint venture for the quarter ended December 31, 2019 and for the period from April 1, 2019 to December 31, 2019 , attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations, 2015") read with SEBI Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 ("Circular). Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended December 31, 2018 and corresponding period April 1, 2018 to December 31, 2018, as reported in these unaudited consolidated financial results have been approved by the Parent's Board of Directors but have not been subjected to review.
2. This statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards 34 (Ind AS 34), "Interim Financial Reporting", prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India read with Circular. Our responsibility is to express a conclusion on the statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



**SS KOTHARI MEHTA**  
**& COMPANY**  
CHARTERED ACCOUNTANTS

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the financial results of the following entities:

**List of Subsidiaries**

- i. Religare Global Asset Management Inc. (RGAM Inc);
- ii. Religare Credit Advisors Pvt. Limited (RCAL);
- iii. Religare Comtrade Limited (RCTL);
- iv. Religare Commodities Limited (RCL);\*
- v. Religare Broking Limited (RBL);
- vi. Religare Advisors Ltd. (formerly known as Religare Wealth Management Limited) (RAL);\*
- vii. Religare Business Solutions Limited (RBSL);\*
- viii. Religare Housing Development Finance Corporation Limited (RHDFCL);\*\*
- ix. Religare Insurance Limited (RIL);
- x. Religare Health Insurance Company Limited (RHICL);
- xi. Religare Finvest Limited (RFL).

\* Subsidiary of Religare Broking Limited

\*\* Subsidiary of Religare Finvest Limited

**Joint Venture**

- i. IBOF Investment Management Private Limited.

5. **Basis for Qualified Conclusion**

**a) REL**

- i. Attention is invited to note no.12 of the statement of the company relating to pending REL's application with Hon'ble High Court of Delhi for staying the redemption of 15,00,000 Non-Convertible Preference Shares of the Company held by Oscar Investments Limited, Promoter's Group Company and due on October 31, 2018 with an approx. redemption value of Rs. 4190.28 lakhs. Besides this, Company is in the process of taking a legal opinion on likely impact of the delayed redemption. Pending the outcome of the application, we are unable to comment on the likely implication on the statements.



SS KOTHARI MEHTA  
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b) Religare Finvest Limited ("RFL")

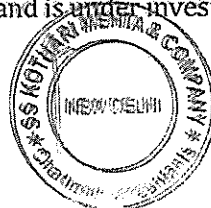
i. We refer to -

- a. Our Modified Audit Report dated May 20, 2019 and May 30, 2018 (first audit carried out by us) on accounts for the financial year ended March 31, 2019 and March 31, 2018 respectively and;
- b. Our report to Ministry of Company Affairs (MCA) under section 143(12) in the financial year ending March 31, 2019 (wherein we also stated that we do not have access to the intermediate borrowing companies) and;
- c. The subsequent forensic report summarized in SEBI order dated March 14, 2019 and September 11, 2019

and in the above context, we state as under:

- 1) Attention is invited to note no. 21 (i) of the statement 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 promoter group companies in the previous years continued to be under litigation at Hon'ble High Court of Delhi for declaration and recovery. However, during the half year ended September 30, 2019, the Company has filed an amendment to its original application stating that appropriations of FDs by LVB was illegal as LVB had colluded and conspired with the old promoters and Ex Directors and two other entities. The Company had also filed a criminal complaint before the EOW, Delhi. Pending disposal of the case, we are unable to comment on the status of recoverability and classification of the reported balance.
- 2) 1) Attention is invited to note no. 8 of the statement in relation to loans given to certain companies appearing in Corporate Loan Book (CLB portfolio) aggregating to Rs. 203,670 lakhs as on December 31, 2019 (Rs 203,670 lakhs as on March 31, 2019) [substantially these loans were given upto the period March 31, 2017, when we were not the auditors. Loans, so provided including given in financial year ending March 31, 2018 have been reported by us under section 143(12) of the Companies Act, 2013 as referred in point 5 (b) (i) (b) above] (expected credit loss (ECL) fully provided for; no further loans have been given during the financial year ended on March 31, 2019) and proceedings launched by the company against these companies continued to be under Insolvency and Bankruptcy Code (IBC) before the Hon'ble NCLT Delhi. Most of these proceedings are stayed by the Hon'ble Supreme Court in its order dated April 5, 2019 in case of M/s Daiichi Sankyo Company Limited Versus Oscar Investments Limited & Ors.

Based on the due diligence report and the replies filed by the borrowers before the NCLT, the Company had also filed a criminal complaint before the EOW, Delhi, on which a F.I.R. no. 50/2019 has been registered and is under investigation. The Zonal



**SS KOTHARI MEHTA**  
**& COMPANY**  
CHARTERED ACCOUNTANTS

Office of Enforcement Directorate has lodged an enforcement case under the Prevention of Money Laundering Act bearing ECIR no. 5 of 2019 on the basis of said FIR.

II) Further, RFL has subscribed to Non-Convertible Debentures of a corporate entity of Rs. 20,000.00 lakhs in December 2016 [Impairment of Rs. 15567lakhs considered till December 31, 2019 (Rs 13,004.70 lakhs till March 31, 2019)]. Due to default in making repayment of NCD to the Company, it has filed the cases against the party under Insolvency and Bankruptcy Code (IBC) before the Hon'ble NCLT Kolkata. The Company had also filed a criminal complaint before the EOW, Delhi.

Considering the pending decision of Hon'ble Supreme Court of India and Hon'ble NCLT Delhi in para 5(b) (2) (I) above and Hon'ble NCLT, Kolkata in para 5(b) (2) (II) above, we are unable to comment on adequacy of provision, any additional financial and legal implications on the accompanying Statement.

- 3) During the quarter ended Dec 2019, RFL has concluded the sale of Non - performing assets (NPA ) to ARC amounting to Rs 63,607.40 Lakhs ( principal Rs. 615,15.31 Lakhs and interest Rs 2,092.09 Lakhs ) on which additional loss of Rs. 19,599.79 Lakhs has been booked over and above the existing ECL provision. Besides this transaction, RFL's Management is actively looking for further reduction of its NPA portfolio through the similar mode of sale. These are indicating towards re- assessment of basis for ECL provision. However, management continued to retain the same basis of ECL provisioning on NPA till the new ARC transaction. We are unable to comment the impact of such additional provisioning, if any, on the Consolidated Financial Results of the Company.

**a) Religare Housing Development Finance Corporation Limited ("RHDFC")**

- i. Attention is invited to note no. 23 (i) of the statement in relation to transaction with a trust namely "RARC 059 (RHDFC HL) "(special purpose vehicle) wherein during the previous financial year 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 Company, based on the legal opinion obtained it was a true sale. Considering that Company had derecognized NPA loan receivables and had recognized security receipts as investments in the books of accounts amounting to Rs.1,936.81 Lakhs as on 31<sup>st</sup> March 2019. The value of the aforesaid investments as on December 31, 2019 is Rs.1860.59 Lakhs. As per Ind AS-109, de-recognition of financial assets shall take place only if substantial risk and reward has been transferred. However, in the referred transaction of security receipts, the Company may remain exposed to substantial risk of return.



- ii. Attention is invited to note no. 23 (ii) of the statement in relation to the fact that during the previous financial year 2018-19, some of the lenders had increased interest rates mainly due to downgrade in External Credit rating (ECR) of the Company. The Company had protested for such increase in the interest rate and had not serviced increased interest rate. Further, Company has not made the provision of increased amount of Interest amounting to Rs. 29.36 lakhs and Rs 239.82 lakhs for the quarter and nine month ended December 31, 2019 (Rs. 224.88 lakhs as on March 31 2019) , but the Company has disclosed the same as contingent liability in the financial statements.

#### 6. Qualified Conclusion

Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 8 below, except for the effects/ possible effects of the matters described in paragraph 5 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

#### 7. Emphasis of Matter

- i. We refer to note no 16 of the statement with respect to the appeal filed with Honorable Debt Recovery Appellate Tribunal ("DRAT") for dismissal of application filed by the company for setting aside and deletion of Company's name in the legal proceedings between Axis Bank & Religare Capital Markets International ( Mauritius) Limited (i.e RCMIML) wherein the company had issued the non -disposal undertaking( i.e NDU) with respect to the shares of RHICL for a standby letter of credit facility availed by RCMIML from Axis Bank (claimed amount of Rs 31,293 lakhs). In the current financial year, Axis bank has filed application for restraint of transfer of RFL to TCG Advisors Private Limited. Restraint was granted by the Court based on NDU. Subsequently, REL has entered into consent agreement with Axis bank for full and final payment of Rs 17000 lakhs (approx.) thereby discharging REL from all proceedings against it. The said consent agreement has been filed with Hon'ble Debt Recovery Tribunal and DRAT also.





SS KOTHARI MEHTA  
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CHARTERED ACCOUNTANTS

Accounting impact of same has been shown as Exceptional item in the statement.

- ii. We refer to note no. 4 of the statement in relation to non-consolidation of financials of Religare Capital Markets Limited, subsidiary of the Company, based on management assessment of non-existence of control through voting rights and existence of significant restrictive covenants on major decision making at RCML have been imposed by the holder of the preference shares, we have relied on the management representation.

We draw attention to the following matters of the subsidiary Companies:

**a) Religare Finvest Limited ("RFL")**

- i. We refer to our modified audit report dated May 20, 2019 and May 30, 2018, on audited annual accounts for the financial year ending on March 31, 2019 and March 31, 2018 respectively, the Company is still pursuing appropriate legal remedies to recover the amounts due from Strategic Credit Capital Private Limited ('SCCPL') and Perpetual Credit Services Private Limited ('Perpetual') aggregating to Rs. 79,367.20 Lakhs (fully provided for in the financial year ended March 31, 2017) and expect that there will not be any obligation on the Company out of these cases. Refer Note no.21(ii) of the Statement
- ii. RFL continued to carry Deferred Tax Assets amounting to Rs. 49,315.69 Lakh as at December 31, 2019 (Rs 49,315.69 lakhs as of March 31, 2019) considering the availability of future taxable profit against which the deductible temporary differences and unused tax losses can be utilized. We have relied on the management's assessment. Refer note no. 21(iii) of the Statement
- iii. RFL has defaulted in repayment of principal and interest to various lenders. Management has represented that the Company has proposed a Debt Restructuring Plan (DRP) for restructuring of its debt obligation. This DRP is subject to approval of regulators and other stakeholders. As explained, Company is not foreseeing any additional liability and other related implications. We have relied on the management's assessment. Refer note no.15 of the Statement
- iv. We refer to note no. 11 of the statement in relation to the fact that accounts of the RFL are continued to be prepared on the basis of going concern assumption considering various developments during the nine months ended December 31, 2019. We have relied on the management's representation.



**SS KOTHARI MEHTA  
& COMPANY**  
CHARTERED ACCOUNTANTS

b) Religare Comtrade Limited ("RCTL")

- i. The nature of operations of the Company may qualify under the definition of Non-Banking Finance Company (i.e NBFC) in accordance with requirements of Reserve Bank of India Act, 1934 and related regulations. However, the Company (RCTL) is not required to be registered as NBFC based on legal opinion obtained by the company.

c) Religare Advisors Limited (Formerly known as Religare Wealth Management Limited) ("RAL")

- i. We refer to note no 29 of the statement with respect to the accounts of RAL, indirect subsidiary of the Company continued to be prepared on realizable value basis in the quarter and nine months ended December 31, 2019 in view of no commercial operations for the last three previous financial years.

Our conclusion is not modified for the matters stated in paragraph 7 above.

**Other Matters**

8. We did not review the financial results of one subsidiary included in the unaudited consolidated financial results, whose financial results reflect total revenue of Rs. 41,838.90 lakhs and Rs 117,478 Lakhs , total net profit/(loss) after tax of Rs. 230.17 lakhs and Rs 3078.74 lakhs and total comprehensive Income/(loss) of Rs. 532.82 lakhs and Rs 4313.21 lakhs for the quarter ended December 31, 2019 and for the period from April 1, 2019 to December 31, 2019 respectively as considered in the unaudited consolidated financial results. These financial results have been reviewed by other auditors, whose report has been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditors and procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.

9. The unaudited consolidated financial results include the financial results of three subsidiaries including one subsidiary incorporated outside India which have not been reviewed by their auditors, whose financial results reflect total revenue of NIL , total net profit/(loss) after tax of Rs. (0.28) lakhs and Rs( 3.38) lakhs and total comprehensive income/ (loss) of Rs (0.28) lakhs and Rs ( 3.38) lakhs for the quarter ended December 31, 2019 and for the period from April 1, 2019 to December 31, 2019 respectively and as considered in the unaudited consolidated financial results whose financial results have not been reviewed by us. According to the information and explanations given to us by the Management, these financial results are not material to the Group.



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Our conclusion on the Statement is not modified in respect of the above matter

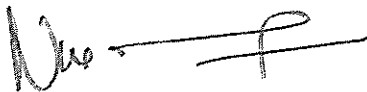
10. The unaudited consolidated financial results includes Group share of net profit/(loss) after tax of Rs (2.07) lakhs and Rs (5.29) lakhs, total comprehensive income / (loss) of Rs (2.07) lakhs and Rs (5.29) lakhs for the quarter ended December 31, 2019 and for the period from April 1, 2019 to December 31, 2019 as considered in the unaudited consolidated financial results, in respect of one joint venture based on their financial results which have not been reviewed by their auditors. According to the information and explanations given to us by the Management, these financial results are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matter.

For S S Kothari Mehta & Company

Chartered Accountants

Firm Reg. no. – 000756N



Naveen Aggarwal

Partner

Membership No. – 094380



UDIN: 20094380AAAAAR4424

Place: New Delhi

Date: 12/02/2020