

RELIGARE ENTERPRISES LIMITED

Regd. Office :D3, P3B, District Centre, Saket, New Delhi-110017

Statement of Standalone and Consolidated Unaudited Results for the Quarter and 3 Months Ended June 30, 2014

| PART I | Particulars | (Rs in lacs) | | | | | | | |
|-----------|---|------------------------------|---|---|--------------------------------------|------------------------------|---|---|--------------------------------------|
| | | Standalone Results | | | | Consolidated Results | | | |
| | | 3 Months Ended 30/06/2014 | Preceding 3 Months Ended 31/03/2014 | Corresponding 3 Months Ended 30/06/2013 | Previous Year Ended 31/03/2014 | 3 Months Ended 30/06/2014 | Preceding 3 Months Ended 31/03/2014 | Corresponding 3 Months Ended 30/06/2013 | Previous Year Ended 31/03/2014 |
| | | Unaudited | Unaudited | Unaudited | Audited | Unaudited | Unaudited | Unaudited | Audited |
| 1 | Income from Operations | | | | | | | | |
| | a. Income from Operations | 5,639.10 | 410.44 | 14,496.08 | 15,745.23 | 77,549.89 | 80,624.55 | 70,975.58 | 303,590.64 |
| | b. Other Operating Income | 675.24 | 1,054.23 | 232.76 | 2,707.99 | 8,520.40 | 7,167.23 | 7,113.91 | 30,581.69 |
| | Total Income from Operations (a+b) | 6,314.34 | 1,464.67 | 14,728.84 | 18,453.22 | 86,070.29 | 87,791.78 | 78,089.49 | 334,172.33 |
| 2 | Expenses | | | | | | | | |
| | a. Employee Benefits Expense | 41.93 | (63.49) | 84.67 | 96.60 | 18,057.69 | 15,452.44 | 16,352.04 | 64,477.28 |
| | b. Depreciation and Amortisation Expense | | | | | | | | |
| | Depreciation and Amortisation Expense of the quarter / year | 74.75 | 75.38 | 78.36 | 310.73 | 938.07 | 881.01 | 2,501.35 | 9,312.84 |
| | Goodwill Amortised in earlier quarters of the previous year written back | - | - | - | - | - | (5,907.14) | - | (5,907.14) |
| | | 74.75 | 75.38 | 78.36 | 310.73 | 938.07 | (5,026.13) | 2,501.35 | 3,405.70 |
| | c. Loss on sale of Long Term Investments (Net) | - | 1,494.40 | - | 7,508.81 | - | - | - | - |
| | d. Provision for Diminution in the value of Long Term Investments | - | 277.00 | - | 277.00 | - | - | - | - |
| | e. Other Expenses | 150.12 | 407.03 | 137.49 | 1,353.67 | 27,228.10 | 30,745.74 | 22,744.85 | 99,888.44 |
| | Total Expenses (a+b+c+d+e) | 266.80 | 2,190.32 | 300.52 | 9,546.81 | 46,223.86 | 41,172.05 | 41,598.24 | 167,771.42 |
| | Less: Adjustment / Recovery for Net Expenditure of a Joint Venture (Refer Note 6) | - | - | - | - | 1,462.30 | 467.50 | 1,410.25 | 4,837.87 |
| | Balance of Expenses (a+b+c+d+e) | 266.80 | 2,190.32 | 300.52 | 9,546.81 | 44,761.56 | 40,704.55 | 40,187.99 | 162,933.55 |
| 3 | Profit/ (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2) | 6,047.54 | (725.65) | 14,428.32 | 8,906.41 | 41,308.73 | 47,087.23 | 37,901.50 | 171,238.78 |
| 4 | Other Income | 415.18 | 2,428.89 | 25.54 | 9,259.04 | 5,368.50 | 6,264.57 | 1,769.74 | 12,997.71 |
| 5 | Profit/ (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3+4) | 6,462.72 | 1,703.24 | 14,453.86 | 18,165.45 | 46,677.23 | 53,351.80 | 39,671.24 | 184,236.49 |
| 6 | Finance Costs | (5,607.74) | (6,622.51) | (4,623.70) | (22,315.01) | (39,832.81) | (39,078.86) | (39,191.73) | (157,926.13) |
| 7 | Profit/ (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5-6) | 854.98 | (4,919.27) | 9,830.16 | (4,149.56) | 6,844.42 | 14,272.94 | 479.51 | 26,310.36 |
| 8 | Exceptional Item | | | | | | | | |
| | Provision for Diminution in the value of Long Term Investments in a subsidiary | - | - | (4,960.00) | (8,060.00) | - | - | (4,960.00) | (8,060.00) |
| | Total of Exceptional Items | - | - | (4,960.00) | (8,060.00) | - | - | (4,960.00) | (8,060.00) |
| 9 | Profit/ (Loss) from Ordinary Activities before Tax (7 - 8) | 854.98 | (4,919.27) | 4,870.16 | (12,209.56) | 6,844.42 | 14,272.94 | (4,480.49) | 18,250.36 |
| 10 | Tax Expense | | | | | | | | |
| | a. Current Tax | 178.66 | 441.34 | 117.78 | 740.23 | 3,213.91 | 4,426.97 | 2,188.85 | 14,694.94 |
| | b. Dividend Distribution Tax of a Subsidiary | - | - | - | - | 1,075.68 | 1.17 | 890.38 | 891.55 |
| 11 | Net Profit/ (Loss) from Ordinary Activities after Tax (9-10) | 676.32 | (5,360.61) | 4,752.38 | (12,949.79) | 2,554.83 | 9,844.80 | (7,559.72) | 2,663.87 |
| 12 | Extra Ordinary Items (net of tax) | - | - | - | - | - | - | - | - |
| 13 | Net Profit/ (Loss) for the quarter/ year (11-12) | 676.32 | (5,360.61) | 4,752.38 | (12,949.79) | 2,554.83 | 9,844.80 | (7,559.72) | 2,663.87 |
| 14 | Less: Share of Minority Interest | - | - | - | - | 2,548.90 | 3,185.75 | 1,474.52 | 9,629.29 |
| | Add : Share of Profit/ (Loss) from associates | - | - | - | - | 5.65 | (0.79) | 6.77 | 35.98 |
| 15 | Net Profit/(Loss) for the quarter/ year (13-14) | 676.32 | (5,360.61) | 4,752.38 | (12,949.79) | 11.58 | 6,658.26 | (9,027.47) | (6,929.44) |
| 16 | Paid-up Equity Share Capital | 17,832.98 | 14,960.83 | 14,940.13 | 14,960.83 | 17,832.98 | 14,960.83 | 14,940.13 | 14,960.83 |
| | (Face Value of equity share Rs. 10 each,) | | | | | | | | |
| 17 | Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year | | | | 187,951.02 | | | | 298,201.59 |
| 18 | Earnings Per Equity Share (EPS) (Face value of Rs 10 each) | | | | | | | | |
| | a. Basic EPS before and after extraordinary items (not annualised) (Rs) | 0.35 | (3.58) | 3.04 | (9.22) | (0.05) | 4.31 | (6.18) | (5.20) |
| | b. Diluted EPS before and after extraordinary items (not annualised) (Rs) | 0.35 | (3.58) | 3.04 | (9.22) | (0.05) | 4.31 | (6.18) | (5.20) |

| PART II SELECT INFORMATION FOR THE QUARTER AND 3 MONTHS ENDED JUNE 30, 2014 | | | | | |
|--|---|--------------------------------------|--|--|---|
| | | 3 Months Ended 30/06/2014 | Preceding 3 Months Ended 31/03/2014 | Corresponding 3 Months Ended 30/06/2013 | Previous Year Ended 31/03/2014 |
| A | PARTICULARS OF SHAREHOLDING | Unaudited | Unaudited | Unaudited | Audited |
| 1 | <u>Public shareholding</u> | | | | |
| | -Number of shares | 87,507,307 | 58,785,758 | 42,204,149 | 58,785,758 |
| | -Percentage of shareholding | 49.07% | 39.29% | 28.25% | 39.29% |
| 2 | <u>Promoters and Promoter Group Shareholding</u> | | | | |
| | a) Pledged | | | | |
| | - Number of shares | 66,953,000 | 56,781,900 | 54,612,450 | 56,781,900 |
| | - Percentage of shares (as a % to the total shareholding of Promoters and Promoter Group) | 73.72% | 62.52% | 50.95% | 62.52% |
| | - Percentage of shares (as a % to the total share capital of the Company) | 37.54% | 37.96% | 36.55% | 37.96% |
| | b) Encumbered | | | | |
| | - Number of shares | - | - | - | - |
| | - Percentage of shares (as a % to the total shareholding of Promoters and Promoter Group) | - | - | - | - |
| | - Percentage of shares (as a % to the total share capital of the Company) | - | - | - | - |
| | c) Non - encumbered | | | | |
| | - Number of shares | 23,869,501 | 34,040,601 | 52,584,724 | 34,040,601 |
| | - Percentage of shares (as a % to the total shareholding of the Promoters and Promoter Group) | 26.28% | 37.48% | 49.05% | 37.48% |
| | - Percentage of shares (as a % to the total share capital of the Company) | 13.39% | 22.75% | 35.20% | 22.75% |

| B | PARTICULARS OF INVESTOR COMPLAINTS | 3-Months Ended 30/06/2014 |
|----------|--|----------------------------------|
| | Pending at the beginning of the quarter | - |
| | Received during the quarter | 3 |
| | Disposed of during the quarter | 2 |
| | Remaining unresolved at the end of the quarter | 1 |

1. The Statement of Standalone and Consolidated Unaudited Results for the Quarter and 3 Months Ended June 30, 2014 of Religare Enterprises Limited (the "Company") have been reviewed by the Audit Committee at its meeting held on July 30, 2014 and approved by the Board of Directors (the "Board") at its meeting held on July 31, 2014. The Statement of Standalone Unaudited Results for the quarter are subject to limited review by the Statutory Auditors of the Company. However, the Statement of Consolidated Unaudited Results for the quarter are not subject to limited review by the Statutory Auditors of the Company.

2. (a) During the quarter ended, the Share Allotment Committee of the Company in its meeting held on May 6, 2014 has allotted 12,817,331 Equity Shares of face value of Rs 10 each to International Finance Corporation ("IFC") pursuant to conversion of 4,048,354 Compulsory Convertible Debentures ("CCD") of face value of Rs 1000 each allotted to IFC on November 7, 2012 (at a conversion price of Rs 315.85 per equity share (including premium of Rs.305.85 per equity share) as fully paid up.

(b) During the quarter ended June 30, 2014, the Company as per the shareholders approval dated May 22, 2014, on preferential basis allotted 8,554,833 equity shares of Rs 10 each and 7,349,385 equity shares of Rs 10 each to Bestest Developers Private Limited ("BDPL") and Standard Chartered Bank (Mauritius) Limited respectively at a price of Rs 316.78 per share (including premium of Rs 306.78) as fully paid up. Funds raised have been utilised for the purpose as approved by the shareholders.

(c) On June 2, 2014 the Company redeemed 31,100,000 preference shares held by RHC Finance Private Limited and RHC Holding Private Limited, the Promoter Group Companies. Total redemption amount of the said preference shares was Rs 43,426.79 lacs (including premium) paid out of proceeds of issue of equity shares in compliance with the provisions of the Companies Act, 2013.

3. During the quarter ended June 30, 2014, the Company has 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 Reserve Bank of India ("RBI"). (Refer Disclaimer below)
Pursuant to CIC registration, the provisions of section 45-IA (1)(b) of the Act and provisions of paragraphs 15, 16 and 18 of the Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, contained in Notification No. DNBS. 193/DG(VL)-2007 dated February 22, 2007 shall not apply to the company, subject to the conditions specified in the CIC Directions.

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.

4. During the quarter ended June 30, 2014, the Company has received and accounted for dividend income aggregating Rs 5,199.66 lacs from Religare Finvest Limited ("RFL"), a subsidiary of the Company, @ Rs 3 per equity share for the year ended March 31, 2014.

5. During the quarter the Company and its subsidiaries have made the following investments (including Equity Share Capital / Preference Share Capital / Share Application Money) in subsidiaries, joint ventures and associates:

| | | (Rs in lacs) |
|----------|--|-----------------------------------|
| S.No. | Name of the Company | For the 3 Months Ended 30/06/2014 |
| A | Investment in Subsidiaries | |
| i | RGAM Investment Advisers Private Limited ("RGAM India") | 13,200.00 |
| ii | Religare Health Insurance Company Limited | 2,250.00 |
| B | Investment in Joint Venture | |
| i | AEGON Religare Life Insurance Company Limited | 22.00 |
| C | Investment by Subsidiaries | |
| i | Religare Global Asset Management Inc. ("RGAM Inc") (through RGAM India) | 11,171.66 |
| ii | Religare Invesco Asset Management Company Private Limited (through RGAM India) | 1,224.00 |
| iii | Religare Wealth Management Limited (through Religare Securities Limited) | 290.00 |
| iv | Religare Credit Advisors LLP (through RGAM India) | 300.00 |
| v | Cerestra Capital Advisors LLP (through RGAM India) | 25.00 |
| vi | Valuequest Capital LLP (through RGAM India) | 200.00 |

6. Pursuant to Clause 19.3 and 19.4 of JV agreement dated December 12, 2006 and supplementary agreement dated June 19, 2007 entered into between Aegon India Holding N.V. ("Aegon"), Religare Enterprises Limited, Aegon has provided capital protection through an irrevocable and unconditional bank guarantee ("BG") from erstwhile ABN Amro Bank NV (now renamed as Royal Bank of Scotland NV), covering the capital contribution with compounding return at agreed rate(s) between the joint venture partners. REL has been accounting for its proportionate share in the financials of Aegon Religare Life Insurance Company Limited ("JV") as per Accounting Standard (AS) - 27. Since the Company is holding an irrevocable and unconditional BG from an international bank, the excess of expenditure over the income for the quarter ended June 30, 2014 of Rs 1,462.30 lacs (year ended March 31, 2014 Rs 4,837.87 lacs) has been accounted for as recoverable from the JV partner under "Other Non Current Assets". The aforesaid BG has been assigned as security in connection with Secured Redeemable Debentures issued by the Company.

The audited financial statements for the year ended March 31, 2014 stated that the compounded return will be recognised in the Statement of Profit and Loss on obtaining CIC registration or invocation of BG or exit by sale of investment pursuant to the aforesaid agreement, whichever is earlier. Though the Company has received CIC registration, as the Company has the option to continue or to exit by sale to a third party or in an IPO within the JV Term, there is contingency on exit. Accordingly, as a matter of prudence, the compounded return will be recognised only after the Board of the Company approves to exit by sale of long term investment to a third party or in an IPO or invocation of BG on completion of JV Term, subject to necessary regulatory approvals, whichever is earlier.

7. Pursuant to the provisions of the Companies Act 2013 ("the Act"), the Company and its subsidiaries and sub-subsidiaries have computed depreciation on fixed assets with reference to the estimated useful life of assets prescribed in Schedule II to the Act or actual useful life of assets whichever is lower. In respect of the assets, where the useful life is completed as per the Act, the Written Down Value ("WDV") as at April 1, 2014 of Rs 670.87 lacs has been adjusted in Surplus in Statement of Profit and Loss and in other cases the WDV as at April 1, 2014 is depreciated over the remaining life of the assets and recognised in the Statement of Profit and Loss that has resulted in charge of depreciation higher by Rs 141.49 lacs for the quarter ended June 30, 2014 due to change in estimates.

8. The figures for the quarters / year have been regrouped/ rearranged, wherever necessary, to make them comparable.

| 9 | | | | |
|--|------------------------------|--|--|-----------------------------------|
| Primary Segment (By Business Segment) | | | | (Rs in lacs) |
| Particulars | Consolidated Results | | | |
| | 3 Months Ended 30/06/2014 | Preceding 3 Months Ended 31/03/2014 | Corresponding 3 Months Ended 30/06/2013 | Previous Year Ended 31/03/2014 |
| | Unaudited | Unaudited | Unaudited | Audited |
| 1 SEGMENT REVENUE | | | | |
| (a) Investment and Financing Activities | 52,386.38 | 55,050.54 | 49,432.46 | 210,879.64 |
| (b) Broking Related Activities | 8,786.45 | 8,268.72 | 7,737.57 | 30,551.17 |
| (c) Financial Advisory Services | 111.57 | 36.99 | 62.38 | 145.41 |
| (d) Custodial Activities/ Depository Operations | 572.00 | 707.35 | 538.74 | 2,406.75 |
| (e) Insurance | 10,929.26 | 12,736.10 | 6,312.39 | 34,485.42 |
| (f) Asset Management Services | 18,410.77 | 16,706.59 | 15,390.92 | 67,124.25 |
| (g) Unallocated (included Unallocable Interest Income) | 250.66 | 565.81 | 392.18 | 1,623.98 |
| Total | 91,447.09 | 94,072.10 | 79,866.64 | 347,216.62 |
| Less : Inter- Segment Revenue | 8.30 | 15.75 | 7.41 | 46.58 |
| Income from Operations | 91,438.79 | 94,056.35 | 79,859.23 | 347,170.04 |
| 2 SEGMENT RESULTS | | | | |
| Profit/ (Loss) Before Tax from Segment | | | | |
| (a) Investment and Financing Activities | 6,203.00 | 8,690.39 | (1,420.66) | 20,354.43 |
| (b) Broking Related Activities | (145.82) | 342.96 | (741.76) | (1,370.58) |
| (c) Financial Advisory Services | (534.84) | (232.49) | (148.19) | (711.09) |
| (d) Custodial Activities/ Depository Operations | 241.56 | 435.66 | 188.42 | 1,137.57 |
| (e) Insurance | (2,666.80) | (3,031.39) | (1,667.69) | (9,786.29) |
| (f) Asset Management Services | 4,493.08 | 8,238.87 | (497.95) | 10,171.75 |
| (g) Unallocated | (666.73) | (106.75) | (30.65) | (1,059.79) |
| Total | 6,923.45 | 14,337.25 | (4,318.48) | 18,736.00 |
| Less : Interest Expense | 79.03 | 64.31 | 162.01 | 485.64 |
| Total Profit / (Loss) Before Tax | 6,844.42 | 14,272.94 | (4,480.49) | 18,250.36 |
| 3 CAPITAL EMPLOYED | | | | |
| (Segment Assets less Segment Liabilities) | | | | |
| (a) Investment and Financing Activities | 180,881.97 | 164,466.70 | 156,608.02 | 164,466.70 |
| (b) Broking Related Activities | 19,369.00 | 24,699.92 | 17,595.97 | 24,699.92 |
| (c) Financial Advisory Services | 773.23 | 646.85 | 259.00 | 646.85 |
| (d) Custodial Activities/ Depository Operations | 742.13 | 818.26 | 477.40 | 818.26 |
| (e) Insurance | 60,828.52 | 56,347.99 | 61,240.18 | 56,347.99 |
| (f) Asset Management Services | 96,996.47 | 67,536.36 | 62,887.43 | 67,536.36 |
| (g) Unallocated | 6,862.39 | 4,256.33 | 16,209.44 | 4,256.33 |
| Total Capital Employed | 366,453.71 | 318,772.41 | 315,277.44 | 318,772.41 |

Note: The Company operates in a single business segment and one geographical segment. Hence segment information in the standalone results is not required as per Accounting Standard (AS) - 17.

For and on behalf of the Board of Directors

Sd/-

Sunil Godhwani

Chairman and Managing Director

Place: New Delhi

Date: July 31, 2014