

RELIGARE ENTERPRISES LIMITED

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

Statement of Standalone and Consolidated Unaudited Results for the Quarter and 6 Months Ended September 30, 2013

PART I Particulars		Standalone Results						Consolidated Results						(Rs in lacs)		
		3 Months Ended 30/09/2013	Preceding 3 Months Ended 30/06/2013	Corresponding 3 Months Ended 30/09/2012	Year to Date Figures for 6 Months Ended 30/09/2013	Year to Date Figures for 6 Months Ended 30/09/2012	Previous Year Ended 31/03/2013	3 Months Ended 30/09/2013	Preceding 3 Months Ended 30/06/2013	Corresponding 3 Months Ended 30/09/2012	Year to Date Figures for 6 Months Ended 30/09/2013	Year to Date Figures for 6 Months Ended 30/09/2012	Previous Year Ended 31/03/2013			
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited		
1	Income from Operations															
	a. Income from Operations	412.96	14,496.08	412.34	14,909.04	14,891.52	11,306.54	75,379.28	70,590.25	79,789.32	145,969.53	156,518.52	132,767.81			
	b. Other Operating Income	25.67	232.76	20.22	258.43	142.80	790.16	7,203.94	7,113.91	7,196.56	14,317.85	14,176.24	29,564.63			
	Total Income from Operations (a+b)	438.63	14,728.84	432.56	15,167.47	15,034.32	12,096.70	82,583.22	77,704.16	86,985.88	160,287.38	170,694.76	342,332.44			
2	Expenses															
	a. Employee Benefits Expense	29.11	84.67	67.46	113.78	101.12	213.10	16,399.70	16,352.04	14,459.72	32,751.74	28,632.06	57,112.99			
	b. Depreciation and Amortisation Expense	78.66	78.36	78.90	157.02	160.92	320.27	2,962.18	2,501.35	1,060.99	5,463.53	2,088.42	6,008.88			
	c. Loss on sale of Long Term Investments	-	-	-	-	-	5,171.96	-	-	-	-	-	-			
	d. Provision for Diminution in the value of Long Term Investments	-	-	-	-	-	7,030.11	-	-	-	-	-	-			
	e. Other Expenses (Refer Note 13 below)	487.57	137.49	70.09	625.06	121.90	443.47	22,279.26	22,744.85	22,368.34	45,024.11	42,621.55	96,339.35			
	Total Expenses (a+b+c+d+e)	595.34	300.52	216.45	895.86	383.94	13,178.91	41,641.14	41,598.24	37,889.05	83,239.38	73,342.03	159,461.22			
	Less - Adjustment / Recovery for Net Expenditure of a Joint Venture	-	-	-	-	-	-	1,475.28	1,410.25	1,697.88	2,885.53	3,468.68	5,565.91			
	Balance of Expenses	595.34	300.52	216.45	895.86	383.94	13,178.91	40,165.86	40,187.99	36,191.17	80,353.85	69,873.35	153,895.31			
3	Profit/ (Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)	(156.71)	14,428.32	216.11	14,271.61	14,650.38	(1,082.21)	42,417.36	37,516.17	50,794.71	79,933.53	100,821.41	188,437.13			
4	Other Income	30.80	25.54	144.54	56.34	144.54	9,984.63	1,319.80	2,155.07	3,158.22	3,474.87	4,577.43	6,383.72			
5	Profit/ (Loss) from Ordinary Activities before Finance Costs and Exceptional Items (3+4)	(125.91)	14,453.86	360.65	14,327.95	14,794.92	8,902.42	43,737.16	39,671.24	53,952.93	83,408.40	105,398.84	194,820.85			
6	Finance Costs	(4,647.02)	(4,623.70)	(190.67)	(9,270.72)	(381.04)	(3,451.19)	(39,652.72)	(39,191.73)	(43,864.43)	(78,844.45)	(86,799.98)	(171,661.80)			
7	Profit/ (Loss) from Ordinary Activities after Finance Costs but before Exceptional Items (5-6)	(4,772.93)	9,830.16	169.98	5,057.23	14,413.88	5,451.23	4,084.44	479.51	10,088.50	4,563.95	18,598.86	23,159.05			
8	Exceptional Items :															
	a. Profit on sale of investment in subsidiaries (Net)	-	-	-	-	-	-	-	-	-	-	-	32,087.38			
	b. Provision for Diminution in the value of Long Term Investments in a subsidiary	-	(4,960.00)	-	(4,960.00)	-	(81,000.00)	-	(4,960.00)	-	(4,960.00)	-	(81,000.00)			
	Net of Exceptional Items	-	(4,960.00)	-	(4,960.00)	-	(81,000.00)	-	(4,960.00)	-	(4,960.00)	-	(48,912.62)			
9	Profit/ (Loss) from Ordinary Activities before Tax (7 +/- 8)	(4,772.93)	4,870.16	169.98	97.23	14,413.88	(75,548.77)	4,084.44	(4,480.49)	10,088.50	(396.05)	18,598.86	(25,753.57)			
10	Tax Expense															
	Current Tax	94.95	117.78	209.10	212.73	292.80	546.40	4,078.42	2,188.85	3,439.52	6,267.27	6,264.00	20,722.74			
	Dividend Distribution Tax of a Subsidiary	-	-	-	-	-	-	-	890.38	-	890.38	1,594.13	1,595.65			
11	Net Profit/ (Loss) from Ordinary Activities after Tax (9-10)	(4,867.88)	4,752.38	(39.12)	(115.50)	14,121.08	(76,095.17)	6.02	(7,559.72)	6,648.98	(7,553.70)	10,740.73	(48,071.96)			
12	Extra Ordinary Items (net of tax)	-	-	-	-	-	-	-	-	-	-	-	-			
13	Net Profit/ (Loss) for the period/ year (11-12)	(4,867.88)	4,752.38	(39.12)	(115.50)	14,121.08	(76,095.17)	6.02	(7,559.72)	6,648.98	(7,553.70)	10,740.73	(48,071.96)			
14	Less: Share of Minority Interest	-	-	-	-	-	-	2,225.40	1,474.52	1,641.63	3,699.92	3,294.71	7,341.05			
	Add : Share of Profit/ (Loss) from associates	-	-	-	-	-	-	24.68	6.77	(3.61)	31.45	(18.15)	5.53			
15	Net Profit/(Loss) for the period/ year (13-14)	(4,867.88)	4,752.38	(39.12)	(115.50)	14,121.08	(76,095.17)	(2,194.70)	(9,027.47)	5,003.74	(11,222.17)	7,427.87	(55,407.48)			
16	Paid-up Equity Share Capital	14,959.73	14,940.13	14,940.03	14,959.73	14,940.03	14,940.13	14,959.73	14,940.13	14,940.03	14,959.73	14,940.03	14,940.13			
	(Face Value of equity share Rs. 10 each, fully paid up)															
17	Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year						200,374.15							296,986.58		
18	Earnings Per Share (EPS) before and after extraordinary items of Rs 10 each (not annualised)															
	a. Basic EPS (Rs)	(3.40)	3.04	(0.18)	(0.36)	9.17	(51.50)	(1.61)	(6.18)	3.21	(7.79)	4.69	(37.65)			
	b. Diluted EPS (Rs)	(3.40)	3.04	(0.18)	(0.36)	9.17	(51.50)	(1.61)	(6.18)	3.21	(7.79)	4.69	(37.65)			

PART II SELECT INFORMATION FOR THE QUARTER AND 6 MONTHS ENDED SEPTEMBER 30, 2013							
		3 Months Ended 30/09/2013	Preceding 3 Months Ended 30/06/2013	Corresponding 3 Months Ended 30/09/2012	Year to Date Figures for 6 Months Ended 30/09/2013	Year to Date Figures for 6 Months Ended 30/09/2012	Previous Year Ended 31/03/2013
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
A	PARTICULARS OF SHAREHOLDING						
1	<u>Public shareholding</u>						
	-Number of shares	58,495,960	42,204,149	42,203,149	58,495,960	42,203,149	42,204,149
	-Percentage of shareholding	39.10%	28.25%	28.25%	39.10%	28.25%	28.25%
2	<u>Promoters and Promoter Group Shareholding</u>						
	a) Pledged						
	- Number of shares	47,812,900	54,612,450	70,304,800	47,812,900	70,304,800	56,148,400
	- Percentage of shares (as a % of the total shareholding of Promoters and Promoter Group)	52.48%	50.95%	65.59%	52.48%	65.59%	52.38%
	- Percentage of shares (as a % of the total share capital of the Company)	31.96%	36.55%	47.05%	31.96%	47.05%	37.58%
	b) Encumbered						
	- Number of shares	-	-	4,400,000	-	4,400,000	4,400,000
	- Percentage of shares (as a % of the total shareholding of Promoters and Promoter Group)	-	-	4.10%	-	4.10%	4.10%
	- Percentage of shares (as a % of the total share capital of the Company)	-	-	2.95%	-	2.95%	2.95%
	c) Non - encumbered						
	- Number of shares	43,288,399	52,584,724	32,492,374	43,288,399	32,492,374	46,648,774
	- Percentage of shares (as a % of the total shareholding of the Promoters and Promoter Group)	47.52%	49.05%	30.31%	47.52%	30.31%	43.52%
	- Percentage of shares (as a % of the total share capital of the Company)	28.94%	35.20%	21.75%	28.94%	21.75%	31.22%
B	PARTICULARS OF INVESTOR COMPLAINTS	3-Months Ended 30/09/2013					
	Pending at the beginning of the quarter	-					
	Received during the quarter	15					
	Disposed of during the quarter	15					
	Remaining unresolved at the end of the quarter	-					

1. The Statement of Standalone and Consolidated Unaudited Results for the Quarter and 6 Months Ended September 30, 2013 and Statement of Standalone and Consolidated Assets and Liabilities as at September 30, 2013 of Religare Enterprises Limited (the "Company") have been reviewed by the Audit Committee at its meeting held on October 30, 2013 and approved by the Board of Directors (the "Board") at its meeting held on October 31, 2013. The Statement of Standalone Unaudited Results for the Quarter and Statement of Standalone Assets and Liabilities as at September 30, 2013 are subject to limited review by the Statutory Auditors of the Company. However, the Statement of Consolidated Unaudited Results for the quarter and Statement of Consolidated Assets and Liabilities as at September 30, 2013 are not subject to limited review by the Statutory Auditors of the Company.

2. a) During the quarter ended September 30, 2013, the Company made an allotment of 195,936 equity shares of Rs 10 each @ Rs 313.15 per equity share (including premium of Rs 303.15 per equity share), on preferential basis to CUBI India Ventures Pte. Limited, subsidiary of Customers Bancorp Inc., USA. Funds raised have been utilised for the purposes as approved by the shareholders.

b) Subsequent to the quarter end, the Company made an allotment of 6,000 equity shares of Rs 10 each @ Rs 140 per equity share (including premium of Rs 130 per equity share) to employee of its subsidiary under the Employee Stock Option Scheme 2006.

3. During the quarter ended September 30, 2013 the Company issued privately placed Zero Coupon Non Convertible Debentures ("NCDs") and 10.50% Non Convertible Debentures ("NCDs") for Rs 47,500 lacs and Rs 15,000 lacs, respectively. These NCDs are listed on October 8, 2013 on the Wholesale Debt Market Segment (WDM Segment) of BSE Limited ("BSE") in denomination of Rs 10 lacs. The said NCDs are secured by first pari passu charge on freehold land of the Company, assignment of the relevant provisions of the Joint Venture Agreement and the bank guarantee referred in note 5 below.

4. The Board of Directors of the Company on September 27, 2013 proposed the following changes in all outstanding preference shares aggregating Rs 5,610 lacs:

- All the preference shares are to be mandatorily redeemed on October 31, 2018 being the final redemption date; and
- To re-price the redemption premium in line with revised tenor.

The said proposal has been approved by all classes of preference shareholders on October 15, 2013.

5. The Company has accounted for proportionate share in the financials of Aegon Religare Life Insurance Company Limited ("JV") as per Accounting Standard (AS) - 27. Pursuant to JV agreement and supplementary agreement entered into between Aegon India Holding N.V. ("Aegon") and Religare Enterprises Limited, Aegon has provided capital protection backed by an irrevocable and unconditional bank guarantee (BG) covering the capital contribution with compounding return at an agreed rate(s) to the Company. Accordingly, the excess of expenditure over income for the six months period ended September 30, 2013 of Rs 2,885.53 lacs (quarter ended September 30, 2013 Rs 1,475.28 lacs) has been accounted for as recoverable from JV partner under "Other Non Current Assets" in the consolidated financials of the Company. The compounded return in excess of investment made will be recognised in the Standalone Statement of Profit and Loss on invocation of BG or exit by sale of investment pursuant to the aforesaid agreement or on obtaining Core Investment Company ("CIC") registration, whichever is earlier. In view of the aforesaid capital protection no provision for diminution in the value of the said long term investment has been made in the standalone accounts.

6. During the quarter/ year to date the Company has made the following investments (including Preference Share Capital / Share Application Money / Debentures) in subsidiaries, joint ventures and associates:

		(Rs in lacs)	
S. No.	Name of the Company	For the 3 Months Ended 30/09/2013	Year to Date Figures for Current Period Ended 30/09/2013
A	Investments in Subsidiaries		
i	RGAM Corporation Private Limited ("RGAM India")	-	5,875.00
ii	Religare Global Asset Management Inc. ("RGAM Inc")(through RGAM India)	-	5,598.75
iii	P.N. Vijay Financial Services Private Limited (through RGAM India)	-	250.00
iv	Religare Capital Markets Limited	-	4,960.00
v	Religare Invesco Asset Management Company Private Limited (through Religare Securities Limited)	-	479.21
vi	Religare Comtrade Limited (through Religare Securities Limited)	5,000.00	5,000.00
vii	Religare Health Insurance Company Limited	2,250.00	2,250.00
viii	Aegon Religare Life Insurance Company Limited	1,320.00	1,320.00
B	Investment in Joint Venture		
i	Religare Macquarie Wealth Management Limited	-	195.00
C	Investment in Associate		
i	Valuequest Capital LLP (through RGAM India)*	-	200.00
	Total	8,570.00	26,127.96

* Exclusive of issue expenses.

7. Pursuant to Share Purchase Agreement ("SPA") entered with Religare Securities Limited ("RSL"), a wholly owned subsidiary of the Company on August 7, 2013, the Company agreed to sell to RSL its entire holding in equity and preference share capital of Religare Macquarie Wealth Management Limited ("RMWML"), a joint venture company.

Further pursuant to SPA dated August 29, 2013 RSL has also agreed to purchase from Macquarie Financial Services (Asia) Pte. Limited, an affiliate of Macquarie Equities Limited ("MEL") its entire holding in equity and preference share capital of RMWML.

8. Subsequent to the quarter ended September 30, 2013 the company has made investment in Aegon Religare Life Insurance Company Limited for Rs. 1,540 lacs as application money pending allotment.

9. Religare Share Brokers Limited, a sub subsidiary of the Company has surrendered its license to National Stock Exchange of India Limited ("NSE") and of the BSE Limited ("BSE").

10. The Board of Directors of RGAM Corporation Private Limited decided to surrender its Stock Broking, Commodity Broking, Depository Participant ("DP") and Portfolio Management Service ("PMS") licenses with respective exchanges. Pursuant to the said decision, this Company surrendered its Stock Broking and Commodity Broking licenses with NSE and with Multi Commodity Exchange Stock Exchange ("MCX-SX") subsequent to the end of the quarter.

11. The Board of Directors of Religare Commodities Broking Private Limited, a wholly owned subsidiary of the Company in its meeting, held on September 02, 2013, decided to surrender its commodities' broking license from Multi Commodity Exchange of India Limited ("MCX").

12. The Ministry of Corporate Affairs (MCA) has rejected the Company's application for waiver of excess remuneration of Rs.760.62 lacs paid to Chairman and Managing Director of the Company for the year ended March 31, 2012, since member's special resolution restricted the remuneration to 5% of net profit calculated under section 198 of the Companies Act, 1956 or as per schedule XIII of the Companies Act, 1956. Remuneration paid is in excess of the limit prescribed under Schedule XIII of Companies Act 1956 since there is loss for that year.

The Board at its meeting held on October 31, 2013 has decided to obtain shareholders special resolution for waiver of recovery of excess remuneration paid as aforesaid and re-submit the application for approval of MCA. Accordingly, no adjustment has been made in these results in this regard.

13. Other Expenses under item 2(e) includes Compounding Fee of Rs 276.27 lacs paid to Reserve Bank of India ("RBI") in connection with issue of guarantees for investment in overseas subsidiaries in contravention of FEMA Regulations during the year 2011.

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

15						
Primary Segment (By Business Segment)						(Rs. in lacs)
Particulars	Consolidated Results					
	3 Months Ended 30/09/2013	Preceding 3 Months Ended 30/06/2013	Corresponding 3 Months Ended 30/09/2012	Year to Date Figures for 6 Months Ended 30/09/2013	Year to Date Figures for 6 Months Ended 30/09/2012	Previous Year Ended 31/03/2013
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1 SEGMENT REVENUE						
(a) Investment	4,009.23	3,015.58	3,151.22	7,024.81	5,914.51	44,567.50
(b) Financing	48,235.63	46,416.88	56,559.57	94,652.51	111,687.93	216,635.55
(c) Broking Related Activities	7,465.80	7,737.57	10,142.06	15,203.37	20,876.47	40,898.59
(d) Financial Advisory Services	22.50	62.38	29.47	84.88	224.33	789.64
(e) Custodial Activities/ Depository Operations	630.84	538.74	623.45	1,169.58	1,107.86	2,290.27
(f) Insurance	6,370.36	6,312.39	6,780.55	12,682.75	10,910.44	23,664.94
(g) Assets Management Services	16,857.03	15,390.92	12,458.51	32,247.95	23,947.11	50,959.60
(h) Unallocated (included Unallocable Interest Income)	323.49	392.18	414.37	715.67	635.25	1,057.71
Total	83,914.88	79,866.64	90,159.20	163,781.52	175,303.90	380,863.80
Less : Inter- Segment Revenue	11.86	7.41	15.10	19.27	31.71	60.26
Income from Operations	83,903.02	79,859.23	90,144.10	163,762.25	175,272.19	380,803.54
2 SEGMENT RESULTS						
Profit/ (Loss) Before Tax from Segment						
(a) Investment	(1,647.17)	(7,986.90)	1,324.13	(9,634.07)	1,973.76	(50,061.85)
(b) Financing	7,835.14	6,625.41	8,342.24	14,460.55	15,460.05	24,787.87
(c) Broking Related Activities	(442.12)	(734.47)	(1,005.39)	(1,176.59)	(1,709.15)	(3,179.34)
(d) Financial Advisory Services	(169.82)	(148.19)	(141.06)	(318.01)	(94.04)	(389.91)
(e) Custodial Activities/ Depository Operations	222.16	188.42	239.68	410.58	430.17	1,057.92
(f) Insurance	(1,846.05)	(1,667.69)	(909.86)	(3,513.74)	(1,178.48)	(4,472.90)
(g) Assets Management Services	2,265.76	994.38	2,555.34	3,260.14	4,273.15	8,063.66
(h) Unallocated	(264.27)	(42.25)	(262.63)	(306.52)	(402.10)	(843.77)
Total	5,953.63	(2,771.29)	10,142.45	3,182.34	18,753.36	(25,038.32)
Less : Interest Expense	1,869.19	1,709.20	53.95	3,578.39	154.50	715.25
Total Profit / (Loss) Before Tax	4,084.44	(4,480.49)	10,088.50	(396.05)	18,598.86	(25,753.57)
3 CAPITAL EMPLOYED						
(Segment Assets less Segment Liabilities)						
(a) Investment	(45,242.48)	(35,611.27)	3,986.57	(45,242.48)	3,986.57	(38,556.72)
(b) Financing	210,149.46	195,677.46	204,900.31	210,149.46	204,900.31	195,411.49
(c) Broking Related Activities	17,231.93	17,790.97	22,826.17	17,231.93	22,826.17	25,564.20
(d) Financial Advisory Services	183.06	259.00	305.75	183.06	305.75	294.23
(e) Custodial Activities/ Depository Operations	461.02	477.40	1,105.75	461.02	1,105.75	528.70
(f) Insurance	62,601.63	60,454.33	64,806.95	62,601.63	64,806.95	61,946.37
(g) Assets Management Services	65,093.12	61,579.20	53,150.68	65,093.12	53,150.68	56,479.18
(h) Unallocated	8,032.12	14,650.35	24,775.66	8,032.12	24,775.66	15,869.26
Total Capital Employed	318,509.86	315,277.44	375,857.84	318,509.86	375,857.84	317,536.71

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.

Disclosure of Standalone and Consolidated Statement of Assets and Liabilities as per Clause 41 V(h) of Listing Agreement for the Period Ended September 30, 2013

(Rs in lacs)

Particulars	Standalone		Consolidated	
	As at Current Half Year Ended 30/09/2013	As at Previous Year Ended 31/03/2013	As at Current Half Year Ended 30/09/2013	As at Previous Year Ended 31/03/2013
	Unaudited	Audited	Unaudited	Audited
A EQUITY AND LIABILITIES				
1 Shareholders' Funds				
(a) Share Capital	20,569.73	20,550.13	20,569.73	20,550.13
(b) Reserve and Surplus	200,817.62	200,374.15	297,940.13	296,986.58
Sub-total - Shareholders' Funds	221,387.35	220,924.28	318,509.86	317,536.71
2 Minority Interest	-	-	20,840.62	21,351.17
3 Non-Current Liabilities				
(a) Long Term Borrowings	121,012.50	125,033.54	703,547.50	713,625.19
(b) Deferred Tax Liabilities (net)	114.88	155.33	-	-
(c) Other Long Term Liabilities	84.27	69.30	51,770.80	49,786.48
(d) Long Term Provisions	164,765.37	159,854.06	160,472.91	155,792.00
Sub-total - Non-Current Liabilities	285,977.02	285,112.23	915,791.21	919,203.67
4 Current Liabilities				
(a) Short Term Borrowings	-	88.08	283,394.94	302,835.11
(b) Trade Payables	331.74	349.01	19,684.25	17,520.88
(c) Other Current Liabilities	63,157.73	2,951.76	530,436.16	439,066.47
(d) Short Term Provisions	80.78	54.08	14,915.97	11,972.67
Sub-total - Current Liabilities	63,570.25	3,442.93	848,431.32	771,395.13
TOTAL - EQUITY AND LIABILITIES	570,934.62	509,479.44	2,103,573.01	2,029,486.68
B ASSETS				
1 Non-Current Assets				
(a) Fixed Assets	736.47	903.78	35,854.38	15,079.77
(b) Goodwill on Consolidation	-	-	167,585.43	167,585.43
(c) Non-Current Investments	500,088.41	489,691.25	187,656.57	183,213.16
(d) Deferred Tax Assets (net)	-	-	5,622.65	4,419.62
(e) Long Term Loans and Advances	6,039.96	3,470.94	617,708.33	579,419.69
(f) Other Non-Current Assets	7,612.00	-	84,535.36	80,075.40
Sub-total - Non-Current Assets	514,476.84	494,065.97	1,098,962.72	1,029,793.07
2 Current Assets				
(a) Current Investments	-	-	57,907.95	58,712.25
(b) Inventories	-	-	52,137.96	47,950.52
(c) Trade Receivables	-	-	35,847.19	47,940.03
(d) Cash and Cash Equivalents	29,542.25	2,631.86	245,948.91	199,476.16
(e) Short Term Loans and Advances	26,874.60	12,224.83	589,275.88	617,713.75
(f) Other Current Assets	40.93	556.78	23,492.40	27,900.90
Sub-total - Current Assets	56,457.78	15,413.47	1,004,610.29	999,693.61
TOTAL - ASSETS	570,934.62	509,479.44	2,103,573.01	2,029,486.68

For and on behalf of the Board of Directors

Sd/-

Sunil Godhwani

Chairman and Managing Director

Place: New Delhi

Date: October 31, 2013