



Notice is hereby given that the **29th Annual General Meeting** of Religare Enterprises Limited (“**the Company**”) will be held on Friday, September 13, 2013 at 4.30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at March 31, 2013, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravi Umesh Mehrotra, who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Padam Bahl, who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Virendra Kumar Madan, who was appointed as an Additional Director on January 24, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Monish Kant Dutt, who was appointed as an Additional Director on February 05, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Avinash Chander Mahajan, who was appointed as an Additional Director on March 01, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Arun Ramanathan, who was appointed as an Additional Director on May 06, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Rama Krishna Shetty, who was appointed as an Additional Director on June 28, 2013 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”
10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to section 309(4)(a) and other applicable provisions, if any, of the Companies Act, 1956, Clause 49 of the Listing Agreement entered with Stock Exchanges and subject to the approval of the Central Government and such other statutory approval(s) as may be required, consent of the members of the Company be and is hereby accorded for the payment of remuneration of Rs. 21 Lakh per annum, by way of half yearly payment, to Mr. Avinash Chander Mahajan, Independent Non-Executive Director of the Company for a period of five years from the date of his appointment.



RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution and Board may further delegate its powers to any person.”

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 309(4)(a) and other applicable provisions, if any, of the Companies Act, 1956, Clause 49 of the Listing Agreement entered with Stock Exchanges and subject to the approval of the Central Government and such other statutory approval(s) as may be required, consent of the members of the Company be and is hereby accorded for the payment of remuneration of Rs. 25 Lakh per annum, by way of half yearly payment, to Mr. Arun Ramanathan, Independent Non-Executive Director of the Company for a period of five years from the date of his appointment.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts and deeds and file all such forms, returns, documents and letters with the appropriate authorities, as may be required to be done or filed to give effect to the said Resolution and Board may further delegate its powers to any person.”

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 163 of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of members together with the Index of members, the Register of debentureholders together with the Index of debentureholders, the copies of annual returns, the copies of certificates and documents required to be annexed with the annual return under Section 160/161 of the Companies Act, 1956 and/or any of the documents as required to be kept at the Registered office of the Company, at the office of Registrar and Transfer Agent, Karvy Computershare Private Limited situated at 305, New Delhi House, 27, Barakhamba Road, New Delhi 110 001 and at such places within Delhi where the Registrar and Transfer Agent may shift its office from time to time instead of the Registered Office of the Company.”

By order of the Board of Directors

For **Religare Enterprises Limited**

Place: New Delhi

Dated: July 31, 2013

Sd/-

Sudhakar Shetty
Company Secretary



Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed to the Notice in respect of the items necessitating an Explanatory Statement.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 7, 2013 to Friday, September 13, 2013 (both days inclusive).
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
5. Members/ Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Certificate from the Auditors of the Company certifying that, the Employees Stock Option Scheme 2006, Employees Stock Option Scheme 2010 and Employees Stock Option Scheme 2012 of the Company are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the general body, will be available for inspection to the Members at the Meeting.
8. The Register of Directors' Shareholding will be available for inspection at the Meeting.
9. Members holding shares in physical form are requested to intimate change in their address, if any, immediately to the Company's Registrar and Transfer Agent i.e. M/s Karvy Computershare Private Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500081. Members holding shares in electronic form must intimate the change in their address, if any, to their respective Depository Participant.
10. Members desirous of seeking any information relating to the annexed Annual Audited Accounts of the Company for the financial year ended March 31, 2013, may write to the Company at D3, P3B, District Centre, Saket, New Delhi – 110017, for the attention of Mr. Sudhakar Shetty, Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
11. Members who hold shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members are advised to avail of the nomination facility by filing Form 2B in their own interest. Blank Forms will be supplied by the Company on request. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
12. Brief resume of the Directors proposed to be appointed/re-appointed, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships/chairman position of Board Committees and shareholding (both own or held by / for other persons on a beneficial basis) in the Company and relationship between directors inter se, as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, is annexed to the Notice.
13. In terms of Clause 32 of the Listing Agreement, soft copy of full Annual Report have been sent to all those shareholders who have registered their e-mail address(es) for the said purpose.

Any shareholder who desires to obtain hard copy of full Annual Report may write to the Company at D3, P3B, District Centre, Saket, New Delhi – 110017, for the attention of Mr. Sudhakar Shetty, Company Secretary of the Company.
14. The Shareholders who have not registered their e-mail address (es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Karvy Computershare Private Limited by writing to **Karvy Computershare Private Limited, (Unit: Religare Enterprises Limited), Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081 or through e-mail at csreligare@karvy.com.**
15. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, and pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules,



2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 29, 2012 (date of last Annual General Meeting) on the website of the Company (www.religare.com), as also on the Ministry of Corporate Affairs website.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Karvy Computershare Pvt. Ltd.
17. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 1:00 P.M. except on holidays, upto the date of the Annual General Meeting.

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

Place: New Delhi
Dated: July 31, 2013

Sd/-
Sudhakar Shetty
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5 to 9

The Board of Directors of the Company (the 'Board'), on January 24, 2013 appointed Mr. Virendra Kumar Madan, on February 05, 2013 appointed Mr. Monish Kant Dutt, on March 1, 2013 appointed Mr. Avinash Chander Mahajan, on May 06, 2013 appointed Mr. Arun Ramanathan and on June 28, 2013 appointed Mr. Rama Krishna Shetty as Additional Directors pursuant to the provisions of Section 260 of the Companies Act, 1956 (the 'Act') read with Article 126 of the Articles of Association of the Company.

In terms of the provisions of Section 260 of the Act, aforementioned Directors would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from members alongwith deposit of Rs. 500/- for proposing their candidatures for the office of Director of the Company under the provisions of Section 257 of the Act.

Aforementioned Directors are not disqualified from being appointed as Director in terms of Section 274(1)(g) of the Act. The Company has received the requisite Form 'DD-A' from all four Directors, in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003, confirming their eligibility for such appointment.

Mr. Virendra Kumar Madan is interested in the Resolution as set out at Item No. 5 of the Notice which pertains to his appointment. Mr. Monish Kant Dutt is interested in the Resolution as set out at Item No. 6. which pertains to his appointment. Mr. Avinash Chander Mahajan is interested in the Resolution as set out at Item No. 7 of the Notice which pertains to his appointment. Mr. Arun Ramanathan is interested in the Resolution as set out at Item No. 8 of the Notice which pertains to his appointment. Mr. Rama Krishna Shetty is interested in the Resolution as set out at Item No. 9 of the Notice which pertains to his appointment. None of the other Directors of the Company is, in any way, concerned or interested in these Resolutions.

The Board recommends the Resolutions as set out at Item No. 5, 6, 7, 8 & 9 of the Notice for your approval.

ITEM NO. 10 & 11

The Non-Executive Directors play a critical and significant role in supporting independent decision making on the Board. They also bring in strategic guidance, leadership and an independent view to the Company's Management for discharging their fiduciary responsibilities, thereby ensuring that the Management adheres to highest standards of ethics, transparency and disclosure. Considering the amount of time spent by the Non-Executive Directors in the deliberations of Board and the valuable guidance given by them to the Management from time to time, it is proposed that in addition to payment of sitting fees, annual remuneration as stated in the resolutions be paid to the Non-Executive Directors of the Company.

Nomination\Compensation\Remuneration Committee and the Board of Directors of the Company have approved and recommended the payment of remuneration to Mr. Avinash Chander Mahajan and Mr. Arun Ramanathan as mentioned in resolution no 10 & 11 respectively, subject to the approval of the Shareholders of the Company and the Central Government. Remuneration proposed to be paid is per annum on half yearly basis for a period of 5 years from date of their respective appointments.



As per Section 309(4) of the Companies Act, 1956, the Non- Executive Directors may be paid remuneration by way of a monthly, quarterly or annual payment with the previous approval of the Shareholders and Central Government.

The Board of Directors recommends the resolutions as set out at Item No. 10 & 11 for the approval of the Members as Special Resolutions.

None of the Directors, except Mr. Avinash Chander Mahajan and Mr. Arun Ramanathan shall deemed to be interested in the resolutions to the extent of the proposed remuneration payable to them.

ITEM NO. 12

Section 163 of the Companies Act 1956 provides that for keeping the register of members together with Index of members, register of debentureholders together with Index of debentureholders, the copies of annual returns, the copies of certificates and documents required to be annexed with the annual return u/s 160/161 of the Companies Act, 1956 at a place other than the registered office of the Company, approval of members by way of Special Resolution is required.

Since the register of members together with index of members, copies of certificates and documents required to be annexed with the annual return u/s 160/161 of the Companies Act, 1956 will be kept with Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company, approval of the members is sought.

The Board recommends the Resolution as set out at Item No. 12 of the Notice for your approval.

None of the Directors is concerned or interested in the resolution.

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

Place: New Delhi
Dated: July 31, 2013

Sd/-
Sudhakar Shetty
Company Secretary

Additional information on Directors recommended for appointment or seeking re-appointment at the Annual General Meeting (In pursuance of Clause 49 IV (G) of Listing Agreement)

Mr. Ravi Umesh Mehrotra

Profile

Mr. Ravi Mehrotra has over 25 years of experience in the Financial services domain both in India and internationally. Prior to joining Religare, Mr. Mehrotra was associated with PineBridge Investments (erstwhile AIG) where he was the Global Head of Retail & Intermediary Channels. His career span also includes assignments in India as the President of Franklin Templeton Asset Management, CIO of Kothari Pioneer, Executive Vice President & Co-founder of Prime Securities and Vice President of Bank of America in their Investment Banking & Treasury Group.

Mr. Ravi Mehrotra does not hold any share in the Company as on date. However, as per Religare Employee Stock Option Scheme 2012, 350,000 Stock Options at the price of ₹ 387/- have been granted to him . Presently, no Stock Option is exercised and according to the aforesaid ESOS, the same can be exercised over a period of nine years from the date of vesting.

Directorships in other Companies

*** Indian Companies**

- Aegon Religare Life Insurance Company Limited
- Religare Capital Markets Limited
- Religare Health Insurance Company Limited

*** Foreign Companies**

- Fortis Global Healthcare Infrastructure Pte. Limited
- Religare Global Asset Management Singapore Pte. Limited
- Religare Global Asset Management Inc.



- Landmark Partners LLC (Member of Management Board)
- Northgate Capital LLC (Member of Management Board)
- Religare Health Trust Trustee Manager Pte. Ltd

Committee Memberships

I. Religare Enterprises Limited

Member - Investment & Borrowing Committee
Member - Risk Management Committee
Member - Asset Liability Committee

II. Religare Capital Markets Limited

Member - Remuneration/Compensation Committee

III. Religare Health Insurance Company Limited

Member - Remuneration/Compensation Committee
Member - Audit Committee
Member - Investment Committee
Member - Risk Management Committee

IV. AEGON Religare Life Insurance Company Limited

Member - Audit Committee
Member - Investment Committee
Member - Nomination & Remuneration Committee
Member - Risk Management Committee
Member - Policyholders Protection Committee
Member - Ethics & Compliance Committee
Member - Share Allotment Committee

Mr. Padam Bahl

Profile

Mr. Padam Bahl joined the Board of REL on April 9, 2007. Mr. Padam Bahl has been practicing as a Chartered Accountant and an Income Tax Advisor since 1979 and has more than 27 years of work experience. He was the Chairman of the Northern India Regional Council, Institute of Chartered Accountants of India, Amritsar Branch for the year 1998-99. He was also a member of the Income Tax Advisory Committee, Amritsar Chapter during the years 2002-03 and 2003-04. Mr. Bahl holds a Bachelor's degree in Commerce from the Kurukshetra University and a Bachelor's degree in Law from Guru Nanak Dev University, Amritsar. He is a fellow member of the Institute of Chartered Accountants of India. He has also received a Diploma in Information System Audit from SSI, Amritsar.

Mr. Padam Bahl hold 500 Shares in the Company as on date.

Directorships in other Companies

*** Indian Companies**

- Religare Financial Consultancy Services Limited
- Religare Securities Limited
- Religare Finvest Limited
- Religare Commodities Limited
- Religare Venture Capital Limited
- Religare Arts Initiative Limited
- Verne Developers Private Limited



- HealthFore Technologies Limited
- Religare Capital Markets Limited
- Dion Global Solutions Limited
- Religare Comtrade Limited

Committee Memberships

I. Religare Enterprises Limited

Chairman – Compensation / Remuneration / Nomination Committee
Chairman – Audit Committee
Chairman – Shareholders & Investores Grievance Committee
Member – Share Allotment Committee
Member – Risk Management Committee
Member – Asset Liability Committee

II. Religare Securities Limited

Chairman – Remuneration / Compensation Committee
Chairman – Audit Committee

III. Religare Financial Consultancy Services Limited

Chairman – Remuneration Committee

IV. Reliagre Finvest Limited

Member – Audit Committee
Member – Nomination / Compensation Committee

V. Religare Arts Initiative Limited

Chairman – Remuneration Committee
Member – Audit Committee

VI. HealthFore Technologies Limited

Member – Remuneration Committee
Member – Audit Committee
Member – Loan Investment & Borrowing Committee

VII. Religare Capital Markets Limited

Chairman – Audit Committee

VIII. Religare Venture Capital Limited

Chairman – Audit Committee
Chairman – Remuneration Committee

IX. Dion Global Solutions Limited

Member – Audit Committee
Chairman – Remuneration / Compensation Committee
Member – Shareholders / Investors Grievance Committee
Member – Share Allotment Committee
Member – Loan Investment & Borrowing Committee
Member – Banking Operation Committee



Mr. Virendra Kumar Madan

Profile

Mr. Virendra Kumar Madan has over 4 decades of experience in the corporate sector and as an entrepreneur across diversified sectors including textiles, real estate, hospitality, health care and power generation. Mr. Madan was associated with DCM Ltd. for 32 years where he rose to become President and CEO. Among his other assignments, Mr. Madan was President of Magnum International Trading Company Pvt. Ltd., a conglomerate involved in industrial and economic projects.

Mr. Virendra Kumar Madan does not hold any share in the Company as on date.

Directorships in other Companies

*** Indian Companies**

- Taj Kerala Hotels & Resorts Limited
- Nidra Hospitality Private Limited

Committee Memberships

I. Taj Kerala Hotels & Resorts Limited

Member - Remuneration Committee

Member - Audit Committee

Mr. Monish Kant Dutt

Profile

Mr. Monish Kant Dutt is nominee director of International Finance Corporation (“IFC”). Mr. Monish Kant Dutt has extensive investment and advisory experience with IFC in emerging markets in Asia, Eastern Europe, Africa and Latin America with a focus on private equity funds and financial institutions. A London Business School alumnus (MBA), Mr. Dutt worked with Ernst & Young in London and qualified as a Chartered Accountant in the UK. He then joined IFC/the World Bank Group where he worked for about 25 years till 2011. During his tenure at the World Bank and IFC, he held various positions including that of Chief Credit Officer. He is currently an Emerging Markets Consultant, a Director of a Pan Caribbean Insurance Group and an Advisor to a London-based start-up private equity firm.

Mr. Monish Kant Dutt does not hold any share in the Company as on date.

Directorships in other Companies

*** Foreign Companies**

- Sagicor Financial Corporation Limited
- Sagicor Life Insurance Corporation Inc.

Committee Memberships

I. Religare Enterprises Limited

Member - RPT Sub - Committee

Mr. Avinash Chander Mahajan

Profile

Mr. Avinash Chander Mahajan is an independent non-executive director on REL board. A post graduate in Science, Mr Mahajan has spent over 3 decades in India’s banking industry across various senior positions. Between 2006 and 2008, he was the Chairman and Managing Director of Kolkata-based Allahabad Bank. He took charge of Canara Bank for two years in 2008. He was earlier Executive Director at Bank of Baroda. Mr. Mahajan currently also serves as the Chairman of the Governing council of Banking Codes and Standards Board of India.

Mr. Avinash Chander Mahajan does not hold any share in the Company as on date.



Directorships in other Companies

*** Indian Companies**

- Hindustan Petroleum Corporation Limited
- Himavat Power Private Limited
- IDBI MF Trustee Company Limited
- Lanco Babandh Power Limited

Committee Memberships

I. Religare Enterprises Limited

Member - RPT Sub-Committee

II. Hindustan Petroleum Corporation Limited

Chairman - Investor Grievances Committee

Member - Audit Committee

III. IDBI MF Trustee Company Limited

Member - Audit Committee

IV. Lanco Babandh Power Limited

Member - Audit Committee

V. Himavat Power Private Limited

Chairman - Audit Committee

Mr. Arun Ramanathan

Profile

Mr. Arun Ramanathan, IAS (Retd.) is an Independent non-Executive Director on the REL Board. He retired from the Indian Administrative Service as the Union Finance Secretary in 2009 and has held various key offices in the Central and State Governments in Finance, Taxation, Industry, Food & Civil Supplies, Consumer Protection, Transport, Leather, Fisheries, Sericulture and General Administration.

In the Government of India, at the Joint Secretary Level Mr. Ramanathan was the CEO (Member Secretary) of the Silk Board, Secretary (Chemicals & Petrochemicals), Secretary (Department of Financial Services) and at the time of his superannuation he was the Union Finance Secretary.

Mr. Ramanathan has an accoladed academic record. Besides being a Master of Philosophy in Developmental Economics from the Cambridge University, United Kingdom, Mr. Ramanathan is also an Associate of the Cost and works Accountants of India, a Master of Business Administration and Master of Science in Nuclear Physics.

Mr. Arun Ramanathan does not hold any share in the Company as on date.

Directorships in other Companies

*** Indian Companies**

- Indian Clearing Corporation Limited
- National Textiles Corporation Limited
- Shipping Corporation of India Limited
- Oil & Natural Gas Corporation Limited
- ONGC Videsh Limited
- Equitas Holdings Private Limited
- Equitas Micro Finance Private Limited



Committee Memberships

I. Oil & Natural Gas Corporation Limited

Chairman - Audit Committee

Member - Investor Grievances Committee

II. ONGC Videsh Limited

Chairman - Audit Committee

III. Shipping Corporation of India Limited

Chairman - Audit Committee

Chairman - Investor Grievances Committee

IV. Indian Clearing Corporation Limited

Member - Audit Committee

V. National Textiles Corporation Limited

Member - Audit Committee

Mr. Rama Krishna Shetty

Profile

Mr. Shetty, aged 65 years, holds a Bachelor's degree in Engineering from the Basaveshwara College, Bagalkot and has completed an Executive Development program from the Jamnalal Bajaj Institute of Management Studies, Mumbai in Product Management Control and Financial Management. He has more than 38 years of work experience and has received the prestigious National Productivity Award in the year 1992. Mr. Shetty was President of Karnataka State Hockey Association, Vice-President of Karnataka Olympic Association and is presently Chairman of the Development Panel, Indian Hockey Federation and Confederation.

Mr. Rama Krishna Shetty holds 100 Shares in the Company as on date.

Directorships in other Companies

- Religare Securities Limited*
- Premier Hockey Development Private Limited
- Religare Financial Consultancy Services Limited*
- HealthFore Technologies Limited
- Dion Global Solutions Limited
- Fortis Malar Hospitals Limited

*Alternate Director to Mr. Jaickismin Wadhmal Balani

Committee Memberships

• HealthFore Technologies Limited

Chairman – Audit Committee



RELIGARE ENTERPRISES LIMITED

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

**Please fill in the Attendance Slip and hand it over
at the entrance of the meeting hall**

Name and address of the shareholder/Proxy: _____

Folio No.: _____

DP ID & Client ID: _____

No. of Shares held: _____

I/We hereby record my/our presence at the 29th Annual General Meeting of the Company held on Friday, September 13, 2013 at 4:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010.

Signature of the Shareholder or Proxy* : _____

*Strike out whichever is not applicable



RELIGARE ENTERPRISES LIMITED

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

Proxy Form

Folio No.: _____

DP ID & Client ID: _____

I/We _____ of _____

being a member/members of Religare Enterprises Limited hereby appoint _____

of _____ or failing him/
her _____ of _____

_____ as my/our proxy to vote for me/us on my/our behalf at the 29th Annual General Meeting of the Company to be held on Friday, September 13, 2013 at 4:30 P.M. at Air Force Auditorium, Subroto Park, New Delhi – 110010.

Affix
₹ 1
Revenue
Stamp

Signed this _____ day of _____ 2013.

Note: The Proxies should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.

PROGRESSIVE STRIDES, STRONG PARTNERSHIPS.





In today's dynamic business environment, greater success comes to organisations that have multiple capabilities. While ceaselessly working at developing newer capabilities, Religare has chosen to extend its own capabilities through partnerships in various spheres, thereby delivering greater impact.

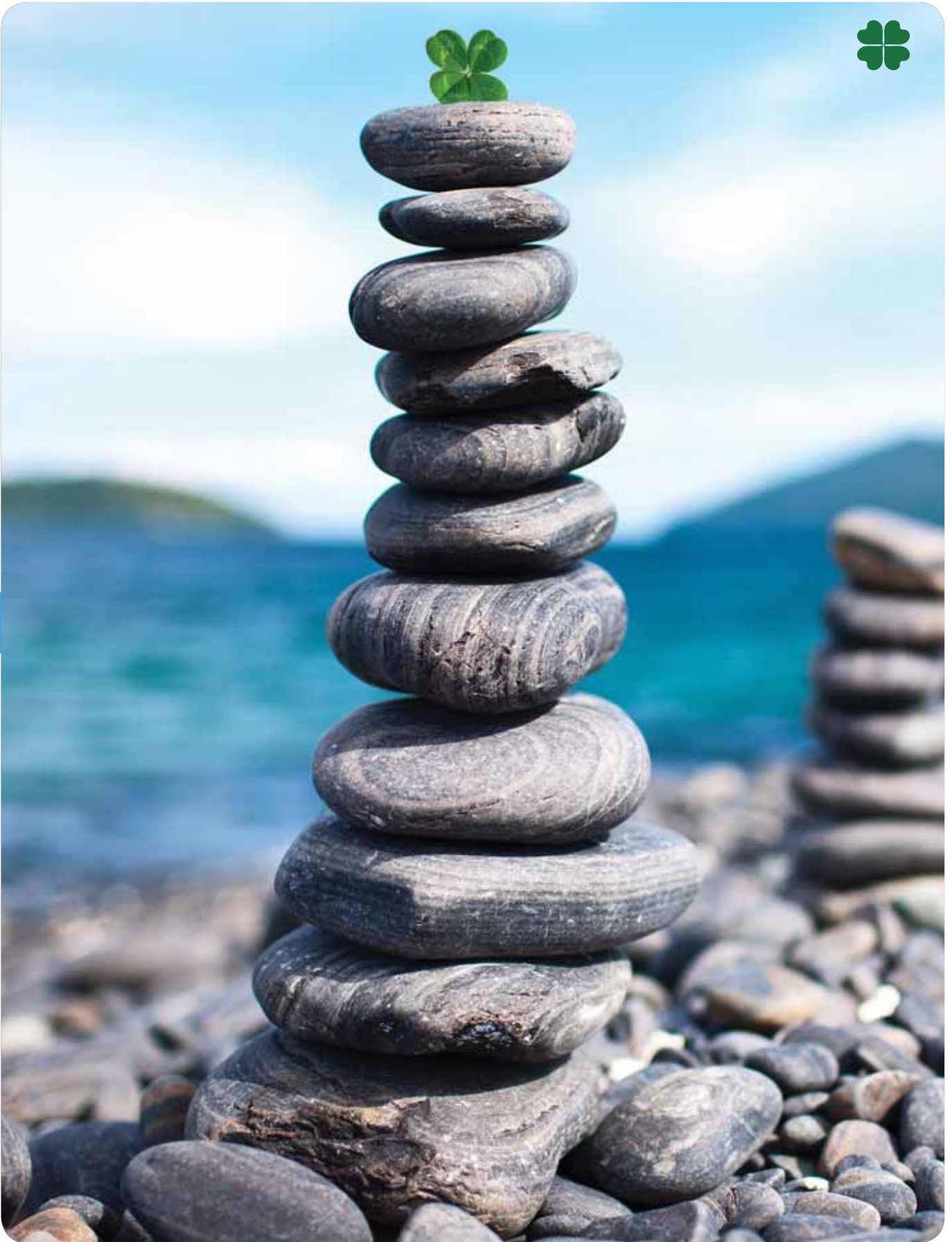
At Religare, partnerships have long been a way of life. As we have done through the past year, we continue to strengthen existing partnerships and forge new ones.



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COMPANY INFORMATION



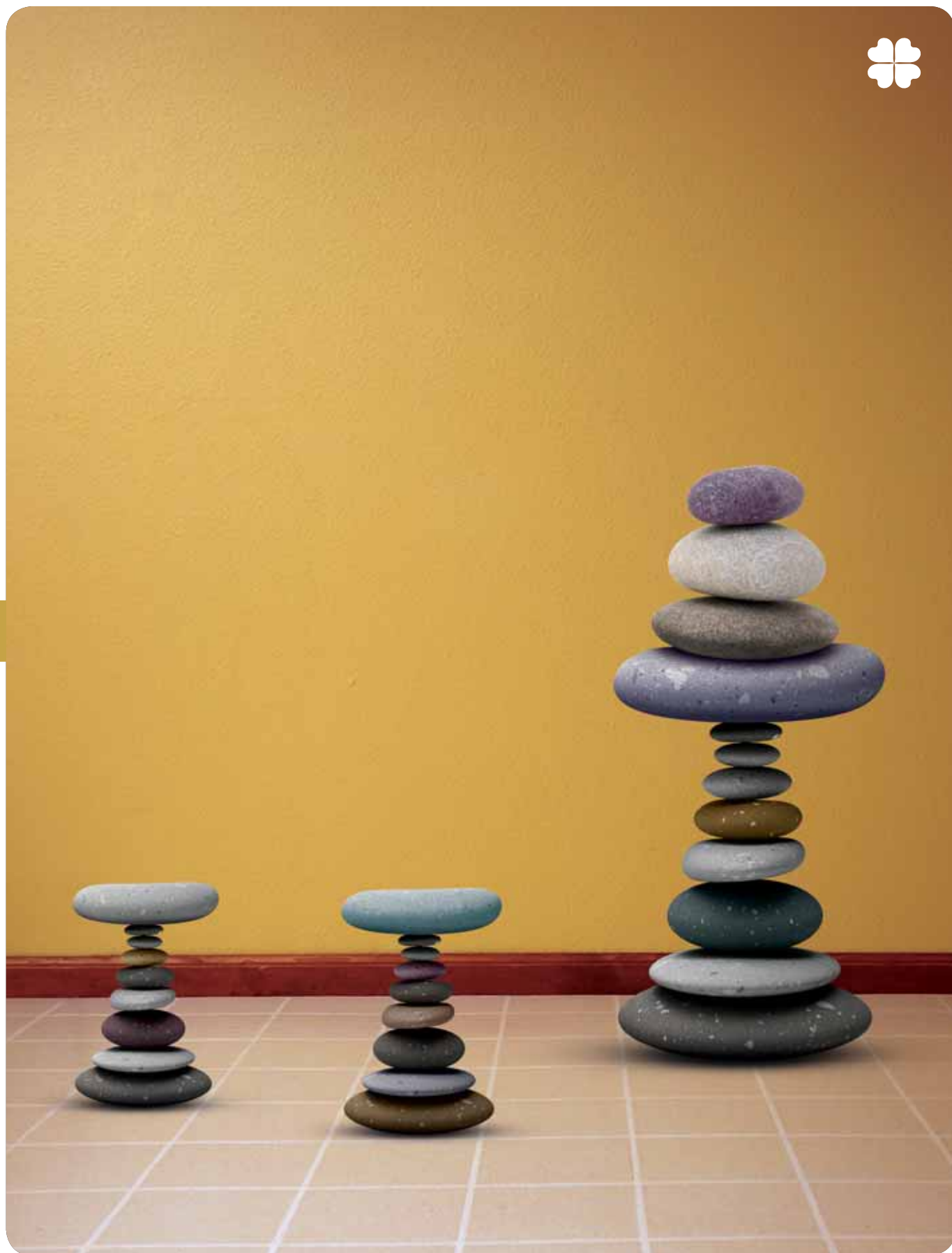


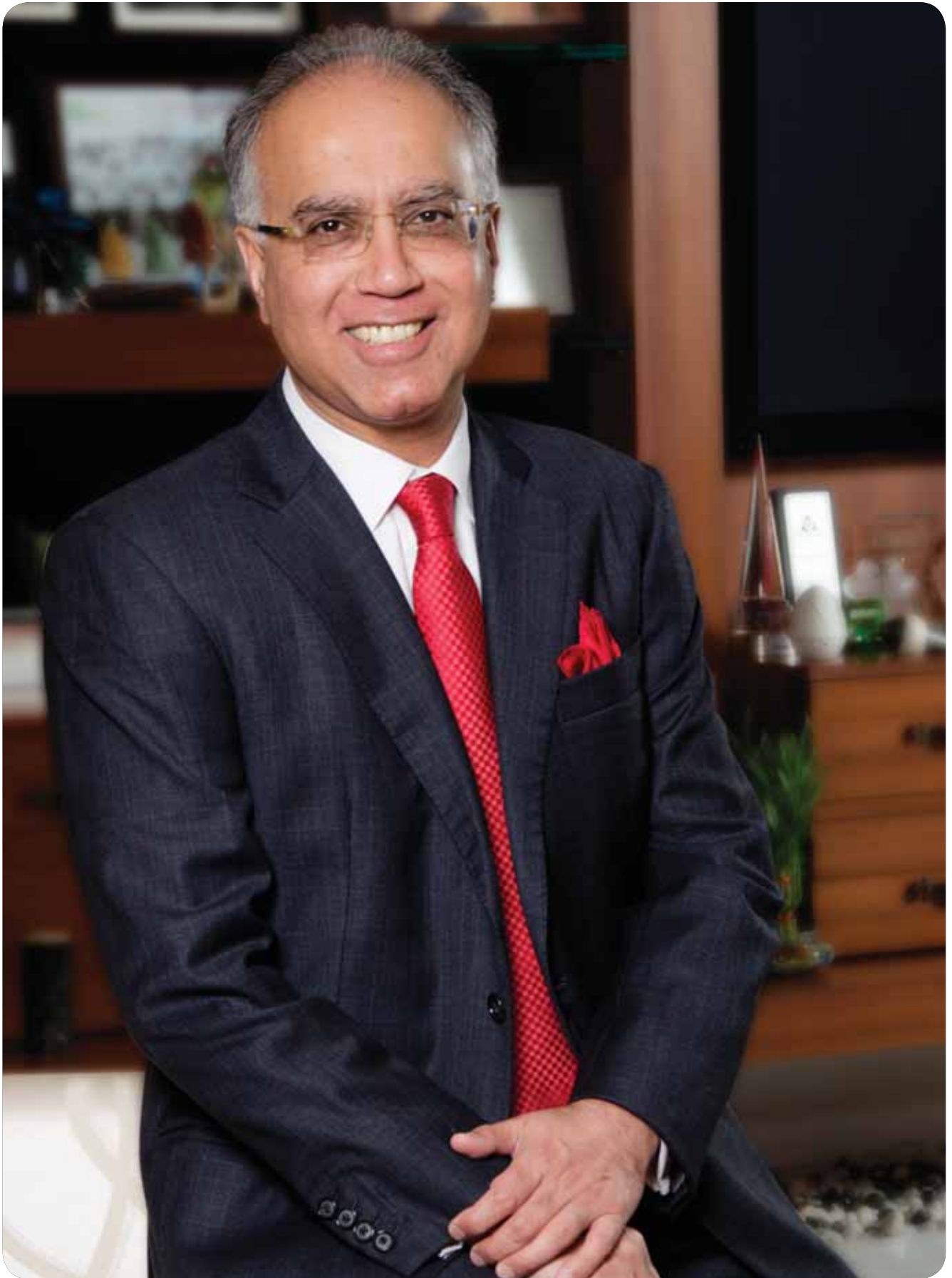


BOARD OF DIRECTORS	:	Mr. Sunil Godhwani (Chairman & Managing Director) Mr. Harpal Singh (Director) Mr. Ravi Mehrotra (Director) Mr. Virendra Kumar Madan (Director) Mr. Monish K Dutt (IFC Nominee Director) Mr. Arun Ramanathan (Independent Director) Mr. Avinash Chander Mahajan (Independent Director) Mr. Padam Bahl (Independent Director) Mr. Rama Krishna Shetty (Independent Director) Mr. Deepak Ramchand Sabnani (Independent Director) Capt. G.P.S. Bhalla (Alternate Director to Mr. Deepak Ramchand Sabnani)
COMPANY SECRETARY	:	Mr. Sudhakar Shetty
REGISTERED OFFICE	:	D3, P3B, District Centre, Saket, New Delhi - 110017, India
BANKERS TO THE COMPANY	:	HDFC Bank Axis Bank Punjab National Bank Standard Chartered Bank Barclays Bank
AUDITORS	:	Price Waterhouse, Chartered Accountants 252, Veer Savarkar Marg, Opp. Shivaji Park, Dadar (West), Mumbai-400 028, India
REGISTRAR & SHARE TRANSFER AGENT	:	Karvy Computershare Private Limited Plot no. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad – 500081, India



LEADERSHIP SPEAK







Dear Shareholders,

The growing complexity of the world around us demands that businesses develop an ever greater number of capabilities in shorter and shorter timeframes in order to succeed and thrive. In this scenario, businesses can choose to be limited by their own capabilities or to combine forces with partners having complementary skills and create greater impact. At Religare, we have chosen the latter path. In fact, amplifying the impact of our own efforts through partnerships has for long been a way of life at Religare. In FY13, we cemented important new partnerships and reinforced existing ones.

Religare's retail broking business was among the first in the country to create a nationwide distribution network, taking modern financial services to the far corners of India and in the process creating great visibility for the Religare brand. What is not so obvious at first though is that much of this network rode on physical infrastructure created by partners: for every branch that Religare set up, four to five locations were set up by our business partners. This was a clear win-win: Religare added distribution muscle rapidly and the brand became very prominent while business partners, who are typically small entrepreneurs, got instant credibility as part of a larger platform. We learnt early on that partnerships, if devised fairly and taking into account the strengths of both partners, can act as a force multiplier for any business. We have tried to instil this principle in the basic ethos of Religare Enterprises and its portfolio companies, and apply it to all facets of running the business.

There is hardly a better expression of a symbiotic partnership than a joint venture where the partners bring their respective strengths to the table and together build a business that they could not have built individually. Several of Religare's portfolio businesses have been structured as joint ventures to achieve exactly this. For Wealth Management, we set up a joint venture with Macquarie of Australia to create a one-of-its-kind wealth management platform that combines Religare's intimate understanding of the Indian market with Macquarie's global experience and expertise in developing sophisticated products. Religare joined hands with AEGON NV of the Netherlands to form a Life Insurance business that leverages AEGON's deep domain knowledge and extensive global experience as well as Religare's presence and experience in financial services in India. In our Health Insurance venture, we inducted Corporation Bank and Union Bank of India – both premier banks with a combined customer base of around forty million – as partners at an early stage. Religare Global Asset Management, the multi-boutique alternative investments platform that Religare is building, is entirely based on the partnership model: Religare acquires a majority stake in individual asset managers to make them part of a larger platform, while the founders and managers continue to focus on investing which is their core competence.

In FY13, we have made strides that take our partnership ethos further. We inducted Invesco, which is among the 15 largest asset managers in the world, as a joint venture partner in Religare Asset Management. Invesco will bring to this partnership, global best practices and the ability to distribute Indian investment products overseas, which perfectly complement the disciplined, process-driven asset management operation with extensive in-house research capabilities that Religare has built. The asset management company has been rechristened Religare Invesco Asset Management Co. Pvt. Ltd. to reflect the commitment of both partners to the business and the business is well poised for the next phase of growth.

At a different level, we have forged a new partnership at Religare Enterprises Limited (REL) itself, which has positive ramifications for our entire portfolio. In November 2012, International Finance Corporation (IFC), a member of the World Bank Group, invested the equivalent of USD 75 million in REL. The capital that IFC has invested will help grow the portfolio but is only one aspect of this partnership; the greater opportunity is in the ability we now have to tap into IFC's experience and expertise in financial services globally for the benefit of REL's entire portfolio. To cement its commitment to REL and the portfolio of businesses, IFC has nominated a Director on the Board of REL and has categorised REL as a 'Partner in Development' – this will allow REL to fully leverage IFC's experience in developed as well as other developing markets. The lending business in our portfolio, Religare Finvest Limited (RFL), raised external capital from private equity funds in 2011. Through that process, we were guided in the choice of investor not by the mere ability of the investor to bring in capital, but on the possibility of forming a wholesome partnership with the investors. The private equity funds we ultimately chose have a proven track record of helping their investees rise to the next level and they are helping RFL chart its course to becoming a financier of choice for the Small and Medium Enterprises segment.

In the financial services business, the greatest competitive advantage for any firm is human capital – it takes great teams to create differentiation and generate value. We are privileged to have some of the best talent in the industry as part of the Religare team and have always treated our employees as partners in our quest to build a distinguished financial services platform. In this spirit of partnership, our Employee Stock Option Plan has been devised to put in the hands of employees, nearly 20% of the economic interest in the business. We believe this is unparalleled and the best possible motivation for the team to deliver superlative performance.

Finally, one of the most valuable partnerships we have is with you, our shareholders, who have reposed your trust in us. We look forward to an enduring and mutually fulfilling partnership with you.

With best wishes,





Dear Shareholders,

The outlook for the global economy was clouded through most of FY13 and this uncertainty was transmitted into India. On the global front, while improvement in macro indicators has been patchy at best, occasional hints of a withdrawal of the quantitative easing programmes of central banks have been causing sentiment to swing quite vigorously. Consequently, fund flows into emerging markets in general and India in particular have been erratic. Domestically, uncertainty caused by erratic foreign fund flows has been compounded by declining confidence and deteriorating macro-level performance, with GDP for the year plunging to a decade low. Undeterred by the haziness in the environment, Religare continued to work towards strengthening its portfolio.

During the year, Religare Enterprises Limited (REL) raised the Indian rupee equivalent of USD 75 million from IFC in the form of Compulsorily Convertible Debentures. Besides providing additional resources and shoring up REL's balance sheet, the investment by an institution like IFC is a testament to the strength of the underlying portfolio of businesses.

The lending business, operated through Religare Finvest Limited (RFL) has reached critical scale and as at March 31, 2013, the balance sheet size stood at ₹141 billion. During the year, RFL rebalanced its liability profile such that a higher proportion of its debt is now contributed by long term sources of funds. While this meant sacrifice of some growth during the year, it fulfilled the larger objective of improving asset-liability matching and strengthening the balance sheet.

The retail broking business made progress on its transformation programme, improving various facets of the organisation: the business has become asset-light and operates at a substantially lower cost base; technology has been leveraged to finely segment the customer base and offer targeted solutions; and relationship managers have been trained to cross-sell other financial products to diversify the revenue base. The business has reduced its operating losses by 60% during FY13 even as the transformation programme was still underway; the full impact of the transformation will be visible in FY14. The capital markets business continued to ceaselessly focus on its clients: Religare Capital Markets increased its market share in the Indian institutional equities business to 1.8% in FY13 and has quickly risen to become one of the largest facilitators of block deals in the Singapore market. The research team actively covered 250 stocks globally (including 140 in India) as at March 31, 2013, and the business was empanelled with over 600 institutional investors globally. In the wealth management business, most operating metrics are looking healthier with an overall increase in the AUM and a substantial jump in relationship manager productivity. The focus in this business is now on garnering higher yielding business with the objective of attaining profitability. The retail broking, capital markets and wealth management businesses have been brought under a common CEO at the start of FY14 to help better utilise client, product and distribution capabilities of the businesses.

REL's primary objective is to create equity value by seeding, nurturing and helping build financial services businesses, and the India asset management business best exemplifies the fulfilment of this objective. During the year, we inducted Invesco, one of the top 15 investment managers in the world, as a strategic partner in the business with 49% equity, providing REL as well as employees an opportunity to monetise their holdings. Operationally, Religare Invesco Asset Management Company Private Limited (RIAMC) continues to run a tight ship and add high quality business. Average assets under management in Religare Invesco Mutual Fund stood at ₹142 billion for the quarter ended March 31, 2013, and offshore AUM stood at around USD 212 million. With the induction of Invesco, the stage has been set for the next phase of growth for RIAMC.

The global asset management business successfully completed the USD 438 million IPO of Religare Health Trust, an SGX-listed business trust. Northgate Capital, the first affiliate acquired by Religare Global Asset Management (RGAM) had earlier closed its first fund raise since it became part of RGAM. RGAM continues to pursue strengthening of the platform by supplementing its inorganic strategy with organic initiatives.

Religare Health Insurance Company Limited (RHICL) commenced operations in July 2012, rolling out its distribution network simultaneously in 28 cities covering 124 locations and with 1,700 hospitals in the preferred provider network. In just nine months of operations, the business has written business of ₹388 million and provides health cover to over 200,000 lives as at March 31, 2013. The life insurance joint venture, AEGON Religare Life Insurance Company Limited (ARLI) issued over 64,000 policies during the year and now protects around 273,000 individuals. ARLI has adjusted its business model to the new regulatory and market environment and is making extremely efficient use of capital while safeguarding its competitive edge.

On a consolidated basis, REL's revenue for FY13 was ₹34.9 billion, growth of 8% over the earlier year. On a reported basis, we incurred a net loss of ₹5.5 billion during the year, which included exceptional items such as a provision against certain investments and a gain on sale of certain other investments; excluding exceptional and one-off items, we made a post-tax profit of ₹876 million for the year.

REL will continue on its mission of strengthening its portfolio and generating value for its shareholders in FY14 and beyond. In this journey, as before, we look forward to your continued trust and support.

With best wishes,



OUR BUSINESSES





Our Structure and Portfolio of Businesses

Religare Enterprises Limited (REL) is a non-operative holding company that seeds, nurtures and helps build businesses across the financial services spectrum with the objective of creating equity value for REL. The individual businesses within the Religare portfolio are operated out of subsidiaries or joint ventures. REL has hand-picked the most distinguished professionals to manage day-to-day operations and gives the management teams complete independence in running the businesses. On its part, REL has a four-fold role to play in ensuring the success of the businesses:

- Investing **Capital** – a key factor of production for any enterprise, and indeed, the raw material for financial services businesses – in the operating companies
- Ensuring that the **Brand** and **Group Ethos** are safeguarded – all our portfolio companies carry the Religare brand in their names and the businesses are required to operate in a manner that upholds the values that Religare stands for
- Determining **Governance Structures and Risk Management & Control** mechanisms – such that there are checks and balances at every level and the businesses are safeguarded against undue perils
- Undertaking **Performance Management** – to ensure that the capital invested is being deployed in a manner that furthers REL's ultimate objective

Early in its journey, Religare recognised the merits of building an integrated financial services platform. Our portfolio companies all carry the Religare brand and work cohesively, allowing them to synergistically capture opportunities arising across the financial services spectrum. Our portfolio companies today operate across four verticals and collectively cover almost every sub-vertical within financial services:

- **Lending:** The lending business operates through **Religare Finvest Limited**, a Non-Banking Finance Company regulated by the Reserve Bank of India, and focuses on the Small and Medium Enterprises (SME) sector which is the backbone of India's economy
- **Capital Markets & Wealth Management:** Retail broking was the first business that Religare commenced, and today, **Religare Securities Limited** and **Religare Commodities Limited** provide retail customers broking services in equities, commodities and currencies. **Religare Capital Markets Limited** operates a world-class Institutional Equities and Investment Banking business that has created a distinct position in India and some key Asian markets. **Religare Macquarie Wealth Management**



Limited, a joint venture with Macquarie of Australia, is an open architecture wealth management platform targeting the growing affluence in the Indian market

- **Asset Management:** Now a joint venture with Invesco, **Religare Invesco Asset Management Company Pvt. Ltd.** manages the Religare Invesco Mutual Fund, offers Portfolio Management Services and manages offshore funds in India. **Religare Global Asset Management** is pursuing the development of a best-in-class alternative investments platform, using a combination of organic and inorganic initiatives
- **Insurance:** During FY13, **Religare Health Insurance Company Limited** commenced operations and has quickly rolled out its operations, leveraging the collective experience of the Group in financial services and healthcare delivery. **AEGON Religare Life Insurance Company Limited**, our joint venture with AEGON NV and Bennett, Coleman & Company Limited, is a new-generation life insurance company that has been recognised for innovation in product design and the use of technology

This integrated financial services platform provides services across customer segments – institutional, corporate, SME, HNI, mass affluent, retail and social/rural – and on multiple revenue models – fee-based, balance sheet-led and fiduciary. Diversity in the portfolio provides balance, reduces volatility and helps minimise risk.

The retail-oriented businesses in Religare's portfolio today collectively touch the lives of around 1.7 million people. Be it providing small investors access to profitable opportunities in the capital markets, linking agriculturists and traders in the mandis (commodity markets) of India to global commodity markets, assisting the young and old alike to accumulate savings to achieve their life goals, helping entrepreneurial dreams come to life by funding thousands of small and medium enterprises or providing savings and protection options to deal with the uncertainties of life, the Religare platform has a solution for virtually every financial need. On the institutional side, Religare has become a name to reckon with, having increased its market-share to 1.8% in the institutional equities broking business in India and made its presence felt in key Asian markets within a short period of time. Religare has been empanelled with over 600 institutional investors globally, and given the trend of investors consolidating their business with fewer brokers that provide distinctive services, we are set to become a dominant player. Our Global Asset Management platform is one-of-its-kind, straddling developed markets – which have rich investing experience and skills – and emerging markets – which are set to become the drivers of the global economy.

The Religare platform is uniquely positioned to capture the enormous opportunity in financial services in the coming years.

Lending



Committed to helping realise the dreams of India's entrepreneurs, Religare Finvest Limited is a Non-Banking Financial Company that provides debt capital to power the growth of the Small and Medium Enterprises, the backbone of India's economy



Religare Finvest Limited (RFL) is a Non-Banking Financial Company (NBFC) that focusses on providing debt capital to help Small and Medium Enterprises (SMEs) augment their productive capacity. The overall growth of the Indian economy is inextricably linked with the growth of the SME sector: research undertaken by CRISIL shows that the SME sector employs around 73 million people (thereby becoming the largest employment generator in India after agriculture), accounts for nearly 45% of India's manufacturing output and generates approximately 40% of the exports. Any business wanting to participate in the broader India opportunity therefore must have the SME sector as a key plank of its strategy. The SME sector is extremely vibrant – many innovations, particularly in cost-effective product design, originate here – and is also the crucible of entrepreneurship – many enterprises that are the torch-bearers of their industries today trace their roots to the SME sector. This dynamism makes the SME sector a compelling long-term opportunity and RFL has therefore committed itself to becoming the financier of choice for SMEs.

Over the last two years, RFL's business has attained critical scale: its balance sheet size stood at ₹141 billion as at March 31, 2013 and it is today counted amongst the larger NBFCs in the country. RFL has pragmatically leveraged the equity on its balance sheet by tapping multiple sources of debt funding, both wholesale – banks and institutions operating in the capital markets – and retail – through public issuances of bonds. More importantly, RFL's processes and governance structure have attained maturity: it has invested ahead of time in building capabilities in origination, credit appraisal, risk management and collections, and these have now come to bear. Besides providing a solid foundation for growth, RFL's unique capabilities have received external recognition from various quarters, most recently in the form of the **Finnoviti 2012** award for innovation in process.

From a shareholder's perspective, the lending business provides an avenue of relatively stable income and a high degree of visibility on future cash flows without the burden of a long gestation to profitability. These attributes make the lending business a key constituent of the portfolio of every diversified financial services group and RFL similarly plays an anchor role in the Religare portfolio. RFL has consistently been profitable – it is in fact the largest contributor of profits within REL's portfolio – and provides practically two-thirds of REL's consolidated revenues. RFL has cumulatively received investment of over ₹15 billion from REL, and unlike its peers who have received capital by drip-feed, the investment in RFL was largely front-ended. REL consciously adopted this unconventional approach – while it did subdue return on equity initially, it allowed RFL to scale its business rapidly and make ahead-of-the-curve investments in processes, governance and technology – investments that, we believe, will enable RFL to seamlessly transform itself from its current shape as a focussed NBFC to a more broad-based financial institution.

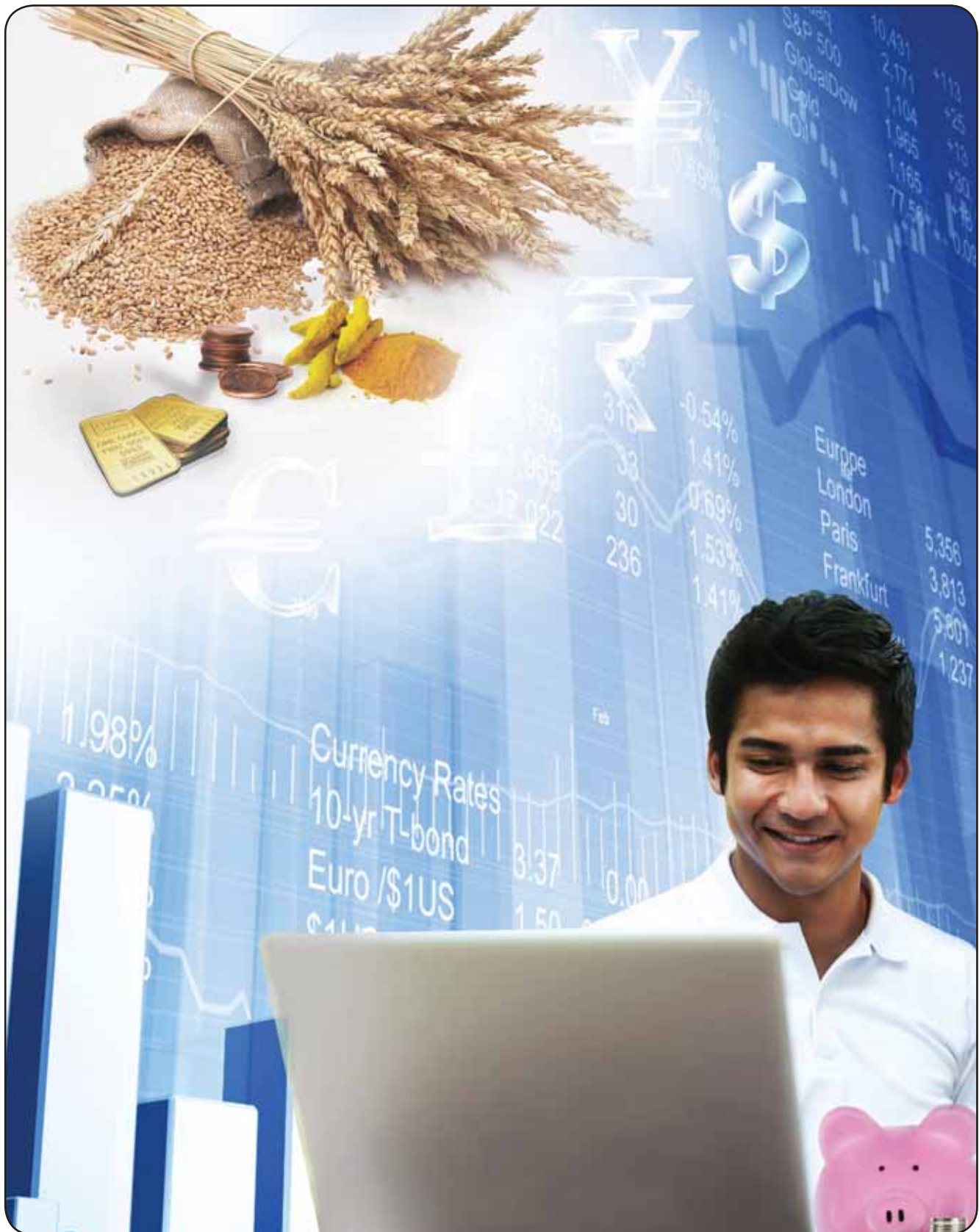
With operations at critical scale and institutional capabilities firmly in place, capital remains the key ingredient for further growth of the lending business. REL did have the option to continue funding RFL's growth for the foreseeable future, but made the strategic choice of forging equity partnerships with two marquee private equity funds, viz., Avigo Capital and Jacob Ballas. Besides enabling some dispersion of risk for REL, these partnerships have helped crystallise the value of REL's investment in RFL. Furthermore, these funds have brought to the table, their experience in creating equity value in other investee companies, which will guide RFL on the path of delivering the best possible outcomes; REL, as the dominant shareholder, will be the biggest beneficiary of the value created in RFL.

REL's mandate to RFL for the near- to medium-term is to continue working on improving its return ratios while maintaining the quality of its book. The most desirable financial profile in the lending business is one that provides earnings growth visibility while maintaining a judicious risk profile – RFL is well on its path to attaining this balance and we are confident it will fulfil its potential.

Quick Facts

- Continued focus on providing growth capital to the underserved SME sector
- Total balance sheet size of ₹141 billion as on March 31, 2013
- Equity cushion to support near-term growth: capital adequacy (CRAR) of 19.84% as on March 31, 2013
- Successful track record of raising debt capital from the public: cumulatively raised ₹11 billion through two retail bond issues
- Top short-term credit rating of 'A1+' for an amount ₹46 billion, and credit rating of 'AA- (negative)' for long-term bank loans and debentures for an amount of ₹114 billion and ₹34 billion respectively from ICRA

Retail Broking



One of India's leading retail broking houses providing access to trading in equities, commodities and currencies, riding a nationwide network to tap into the opportunity that lies beyond India's metro centres, in the cities and towns that will drive future growth in financial services



Retail broking is the first financial services business that Religare invested in and it remains the backbone of Religare's retail distribution capabilities. Starting out with equities, the business has added newer product lines from time to time; it today provides trading capabilities across all exchange-traded products and provides distribution access to over a million customers in 540 towns and cities across the length and breadth of India. The market is currently facing headwinds – it has been without direction for an extended period of time and retail participation has ebbed – but the medium- to long-term opportunity remains intact: equity exposure of Indian households is just 3% while that in developed countries such as the United States is nearly 15 times as much; the ratio of exchange-based to physical commodity trading in India is just a tenth of what it is in the western world. Religare believes that in the medium term, a reversal of adverse global conditions will trigger a revival, and in the long term, growth of the Indian economy will result in the structure and composition of the Indian market converging with that of developed nations. The retail broking business is committed to using its pole-position to fully capitalise on the resultant opportunity.

The business has utilised the current challenging times to make the organisation more resilient. The operating structure has been made more nimble and responsive, and can adjust more easily to variations in market conditions. The technology platform – the bedrock of the business' operations – has been upgraded to provide a superior customer experience. The business continues to retain its edge in distribution: as of March 31, 2013, it had 1,758 points of presence across the nation and these are being leveraged to generate distribution fee income. Employees are being cross-trained to sell multiple financial products; the business has taken the first steps in the journey to eventually transform into an advisory platform.

Retail broking is an agency business and therefore involves relatively low investment while presenting an opportunity for substantial operating leverage. This nature of the business allows shareholders to generate exceptional returns during periods of market buoyancy, but on the flipside, performance moves lockstep with market cycles and some of this has been evident in the last three years. From a shareholder perspective therefore, the business needs to regularly evaluate and balance the need for maintaining operational capacity (to maximise business in a buoyant market) on the one hand, with the pursuit of minimising fixed costs (to ensure profitability through the bottom of the cycle) on the other. The rebalancing that the business has undertaken in the last several months, we believe, has created the optimal mix for the medium term.

Partnerships have been central to this business for many years and are the only path to building meaningful distribution capabilities. This emphasis has been further reinforced in the last two years: as at March 31, 2013, 88% of our distribution is through business partners, up from 76% as at March 31, 2011.

REL's strategic priority for this business for FY14 is to return to profitability. Cost actions have already been taken – the focus now is on improving the quality of existing revenue and adding new revenue streams while ensuring that the quality of the franchise is sustained. The visibility and distribution muscle created by the retail broking business are invaluable for the overall Religare franchise; the business returning to profitability coupled with some normalisation of the environment will ensure the translation of the might of this business into tangible value.

Quick Facts

- Among India's largest retail broking and distribution networks: 1,758 points of presence with a customer base of over one million clients as on March 31, 2013
- Market share of 2.3% in equity broking and 2.3% in commodities broking for the year ended March 31, 2013

Capital Markets



An Asia- and India-focused Capital Markets platform, we are being recognised by clients and independent agencies alike for the quality of our research and execution



The persisting uncertainty in global economic outlook for the last two years has added elements of volatility and unpredictability to global capital flows. Capital has tended to intermittently flow back from emerging markets to the developed world in a 'flight to safety'. This, however, is a reflection of the deep-set challenges in the west rather than any change in the potential of emerging markets. While most emerging economies are currently growing below their potential, they continue to meaningfully outpace developed economies, and the factors underpinning the high growth potential – demographic advantage, improvement in technical and managerial capabilities, improvement in the institutional structures and a low current base which provides headroom for increase in consumption as well as productivity – all continue to be in place. Long-term prospects for investment returns will match long term growth rates and therefore it is inevitable that smart money will eventually move back to emerging markets in pursuit of higher returns once the clouds of uncertainty clear from the economic horizon. Within emerging markets, the opportunity is concentrated in Asia; India has an eminent position within this group besides being Religare's home market. Religare Capital Markets (RCM) has therefore focussed itself on serving the Indian and key Asian markets.

RCM has ceaselessly worked towards strengthening its franchise through a very challenging year. In India, RCM's share of the institutional equities market has increased to 1.8% in a highly fragmented market. RCM's investment banking team has successfully executed several mandates including fund raise from private equity and offers for sale of equity in existing listed companies. In the larger Asian region, RCM has gained prominence in the ECM space on the back of several large block placements. RCM has assisted clients in raising capital in various formats, be it initial public offerings, secondary offerings, qualified (institutional) offerings or the flotation of business trusts. For much of FY13, RCM has been among the top two investment banks by number of deals in Singapore equity offerings. RCM's ability to successfully execute on capital raising mandates in the face of such a challenged environment is founded on its exceptional relationships with some of the most eminent institutional investors in the world. During the year, the strength of RCM's client roster has increased further and it was empanelled with 613 marquee global investors at the end of the year.

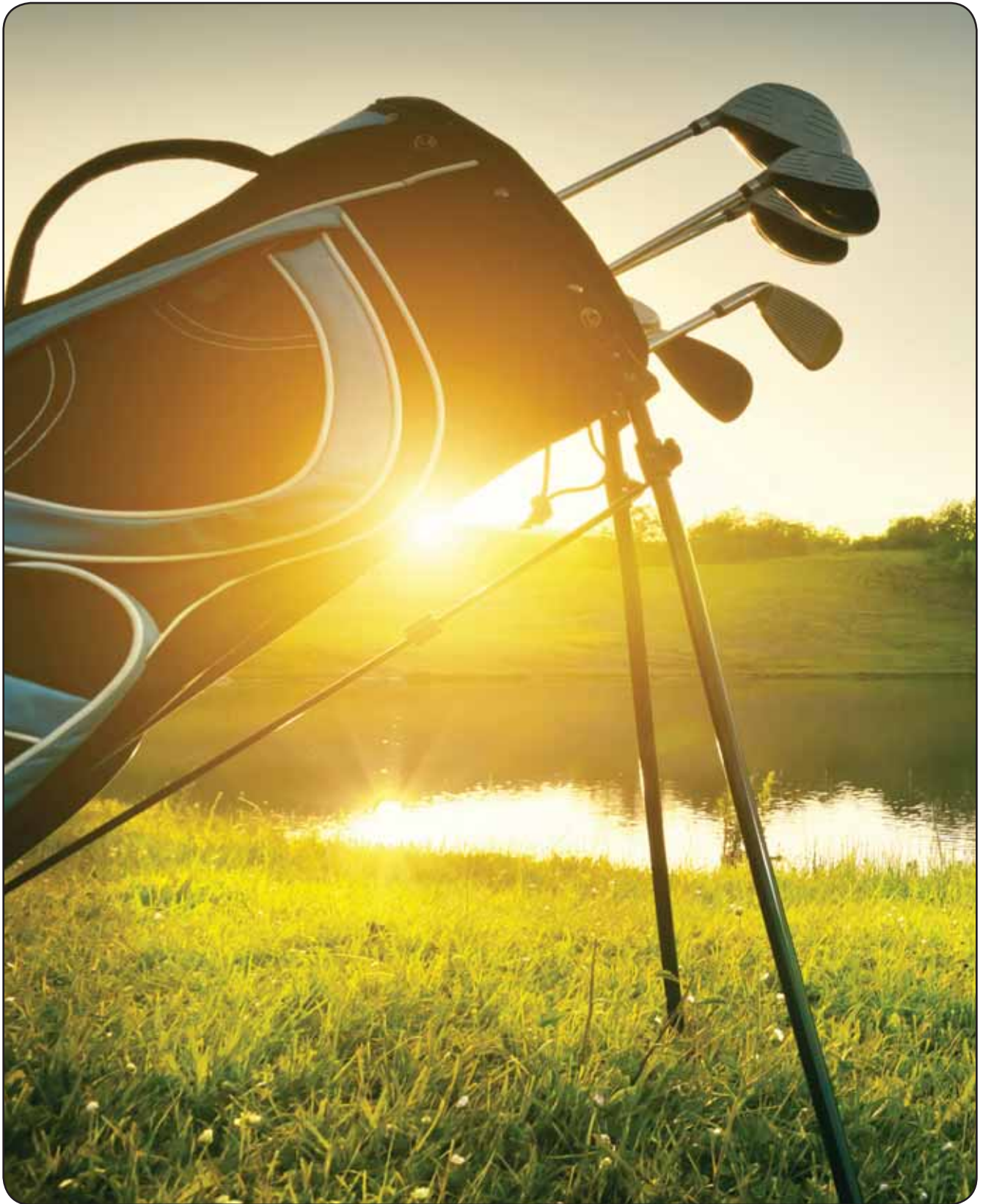
Within REL's portfolio, RCM is a fee-based business that can generate significant surpluses in good years, given its strong correlation with the economic cycle. A large portion of this surplus is contributed by investment banking: it generates outsized fees in good years on the back of high deal volume. On the other hand, the institutional equities business, while also correlated to the cycle, tends to generate a relatively regular stream of income as clients trade through all phases of the market. This combination of revenue streams lends a good measure of balance to the capital markets business – the institutional equities business provides a stable base through the cycle while investment banking reaps the upside in rising markets.

To bolster RCM's ability to withstand the downtrend in the markets, REL has entered into a funding agreement with a Promoter Group entity whereby effective October 2011, RCM's incremental funding requirements are being met without recourse to the REL balance sheet; the funding is in the form of preference capital and there is no dilution of equity in the business in favour of the Promoter Group. The rider to this arrangement is that there is a restriction on RCM repatriating any capital or dividends to REL until the preference capital is first redeemed. This arrangement has also resulted in RCM getting deconsolidated from REL due to the severe long-term restrictions on repatriation of capital and dividends. REL's strategic priority for the business is to generate positive cash flows and repay the preference capital – once the restrictions are withdrawn, REL will be able to realise meaningful value from its investment in RCM.

Quick Facts

- Formidable team comprising 169 professionals with rich experience and impeccable pedigree
- India research covers 140 stocks as of March 31, 2013, representing 70% of BSE market capitalization; 250 stocks under active coverage globally
- Totally empanelled with over 600 institutions as of March 31, 2013

Wealth Management



An award-winning model that combines Religare's local knowledge and Macquarie's global expertise, Religare Macquarie Wealth Management Limited provides an advisory-led private wealth management proposition supported by research-backed best-of-breed investment solutions and services through an open architecture platform



The Boston Consulting Group (BCG) in its Global Wealth Report 2013 estimates that global private financial wealth grew by 7.8% in 2012 – at a faster clip than the earlier two years – to reach a total of USD 135.5 trillion, despite the persistent uncertainty in global financial and asset markets last year. It's no surprise that the same report found that the 'New World' (Asia-Pacific ex-Japan, Eastern Europe, Latin America and Middle East & Africa) grew twice as fast as the 'Old World' (North America, Western Europe and Japan). More remarkable though is BCG's assessment that private financial wealth in India will grow 127% between 2012 and 2017 to reach USD 5 trillion; at that stage India will rank ninth globally in terms of number of millionaire households. The projected increase in the quantum of financial assets – by nearly USD 3 trillion in a five-year span – is staggering, and coupled with the need for wealthy individuals to allocate their wealth prudently across various asset classes, brings into focus the role of professional wealth management firms that are platform-agnostic and function as true advisors.

Religare Macquarie Wealth Management Limited (RMWM) is an open-architecture advisory-led platform delivering best-of-breed investment solutions and services. Over the last five years, RMWM has been instrumental in stratifying the Indian wealth management industry further and creating a new segment between the top-end of the market (which is dominated by foreign banks) and the mass market (typically serviced by retail brokers) and has firmly entrenched itself in this growing space. RMWM's unique Protection-Growth-Aspiration (PGA) model resonates very well with its clients as it helps them analyse their current needs, anticipate future needs, and based on these, craft customised wealth management strategies that takes into account each client's unique needs. The open architecture design, which has been a founding principle, removes product biases and keeps the client's interest at the forefront. RMWM's approach to wealth management goes beyond merely helping clients allocate their wealth to various asset classes and extends to planning liabilities keeping in mind clients' income and asset profile. On the operational front, the intense focus on making the organisation more efficient over the last two years has delivered the desired results: relationship manager productivity has improved significantly and the cost base has been pegged at sustainable levels, making the organisation intrinsically stronger.

REL has built an integrated financial services portfolio transcending the Indian financial services spectrum; wealth management is an important element of the integrated services proposition and helps actualise the potential for synergies across the platform. A fee-based business, wealth management offers the potential for generating meaningful annuity income.

In the wealth management business, the strength of the franchise is a function of the yield on AUM and the share of annuity income. REL's strategic focus for the business is to strengthen the franchise by improving both these vectors; creation of value in the business is the logical outcome and will follow.

Quick Facts

- Assets under Management of ₹28.3 billion as of March 31, 2013
- Over 4,800 clients serviced by a team of knowledgeable and committed wealth advisors
- Improvement in RM productivity by 70% during FY13 driven by focus on operational excellence

India Asset Management



In a business where performance track record is the calling card, Religare Invesco Mutual Fund made its presence felt in a short period of time. A disciplined approach to investing is the key to its consistent performance and this has been recognised by investors both in India and overseas



A Mutual Fund is one of the most cost-effective avenues for deploying savings under professional management, and thanks to advancements in technology, it is now feasible to invest relatively small amounts of money in a mutual fund while benefitting from the same sophistication and scale as large institutions. This clearly is a compelling proposition, and while the lacklustre performance of the equity market in recent times has weighed heavily on investor confidence, it is a matter of time before reason prevails over sentiment. Structurally the asset management in India is a hugely under-penetrated sector with the AUM to GDP ratio at around 8% as against 114% and 86% respectively in the US and UK, and 32% closer home in South Korea: the Indian asset management industry is sitting at the threshold of a massive opportunity.

Religare entered the asset management by taking over a distressed asset manager at the height of the Global Financial Crisis. The business has since come a long way: the focus on creating a disciplined, process-oriented organisation has yielded exceptional results, with several funds being recognised for superior performance. The Asset Management Company has emerged as an innovator, being the first in the industry to launch various thematic products. AUM has grown manifold and average AUM for the quarter ended March 31, 2013 stood at ₹142 billion, making the fund house the 15th largest (out of a total of 44) in India by AUM. The AMC has been empanelled with 188 new corporate and institutional investors during FY13, increasing its ability to obtain large-ticket investments. The revenue base has been diversified with the addition of newer offerings on the Portfolio Management Services (PMS) platform and advisory services for investment of overseas funds into Indian market strategies. Underlying these successes is a robust organisation that has invested judiciously in infrastructure and building unique capabilities such as in-house research, and at the same time has achieved operational breakeven.

Asset management is an asset-light, fee-based fiduciary business and offers a great degree of operating leverage. As an outcome of the investments made in physical infrastructure, process and in-house research, the AMC has created the capacity to manage substantially higher assets than its current scale; considering that the business is already at operational breakeven, the scale effect on the financials will be quite pronounced. Unlike transaction-oriented fee-based businesses, income in the asset management business has an annuity character, thereby increasing the predictability of and improving the quality of revenue. These factors make an established asset manager with a good performance track record extremely valuable, and for the same reasons, REL has been able to realise the real value of this business.

One of the most significant events in the AMC's journey is the induction of one of the top 15 asset managers globally, Invesco Limited (through its subsidiary Invesco Hong Kong Limited) as a joint venture partner in the company. The partnership is an outcome of a well deliberated strategy and a protracted diligence process which culminated in Invesco acquiring a 49% stake in the company. The two partners bring complementary capabilities to the table: Religare has built a disciplined, process-oriented organisation with extensive in-house research capabilities that already has a meaningful presence in the Indian market, and Invesco will bring global best practices and provide overseas distribution of India products. Both Religare and Invesco are equally committed to growing this business and this is reflected in the new name of the company – Religare Invesco Asset Management Company Private Limited.

While Religare has been able to crystallise the value of the asset management business, together with Invesco, the franchise can be made even more valuable: this, in fact, will be the real proof of a synergistic partnership. REL's mandate to the business is to add scale and do so profitably so that the full potential of the business is realised. RIAMC is well-poised for the next phase of growth.

Quick Facts

- Partnership between Religare – a leading integrated financial services platform anchored in India – and Invesco – one of the top-15 asset management groups globally
- India's 15th largest Mutual Fund by AUM (out of a total of 44 Mutual Funds) as of March 31, 2013
- Average AUM during the quarter ended March 31, 2013 stood at ₹142 billion
- Over 220,000 active investor folios; presence in 59 business locations across 56 cities in India
- Empanelment with over 1,850 corporate and institutional investors

Global Asset Management



Religare Global Asset Management is building a multi-boutique alternative asset management platform by partnering with established asset managers, providing them access to alpha in emerging markets and seeding new asset managers in complementary asset classes utilising the strengths of the Religare platform



The alternative asset management industry globally is concentrated in the developed world and is reasonably fragmented with small, highly skilled and experienced teams managing boutique ventures specialising in specific asset classes. While many asset managers operating on this model are successful, this style of operation does have its constraints, principally limited access to investments in emerging markets and concentration of ownership in the hands of the founders. While emerging markets are gaining prominence in portfolio investment strategies given the rebalancing of economic growth globally, the western roots and small team sizes of many asset managers have resulted in a lack of presence in emerging markets, effectively denying them a lucrative source of alpha for the portfolios they manage. Concentration of ownership in the hands of founders has inhibited long-term continuity of management teams given the absence of a sufficiently strong alignment of interests. Religare saw these inefficiencies as an opportunity to build through RGAM, a partnership-based multi-boutique asset management platform that brings together best-of-breed asset managers in the alternative assets space.

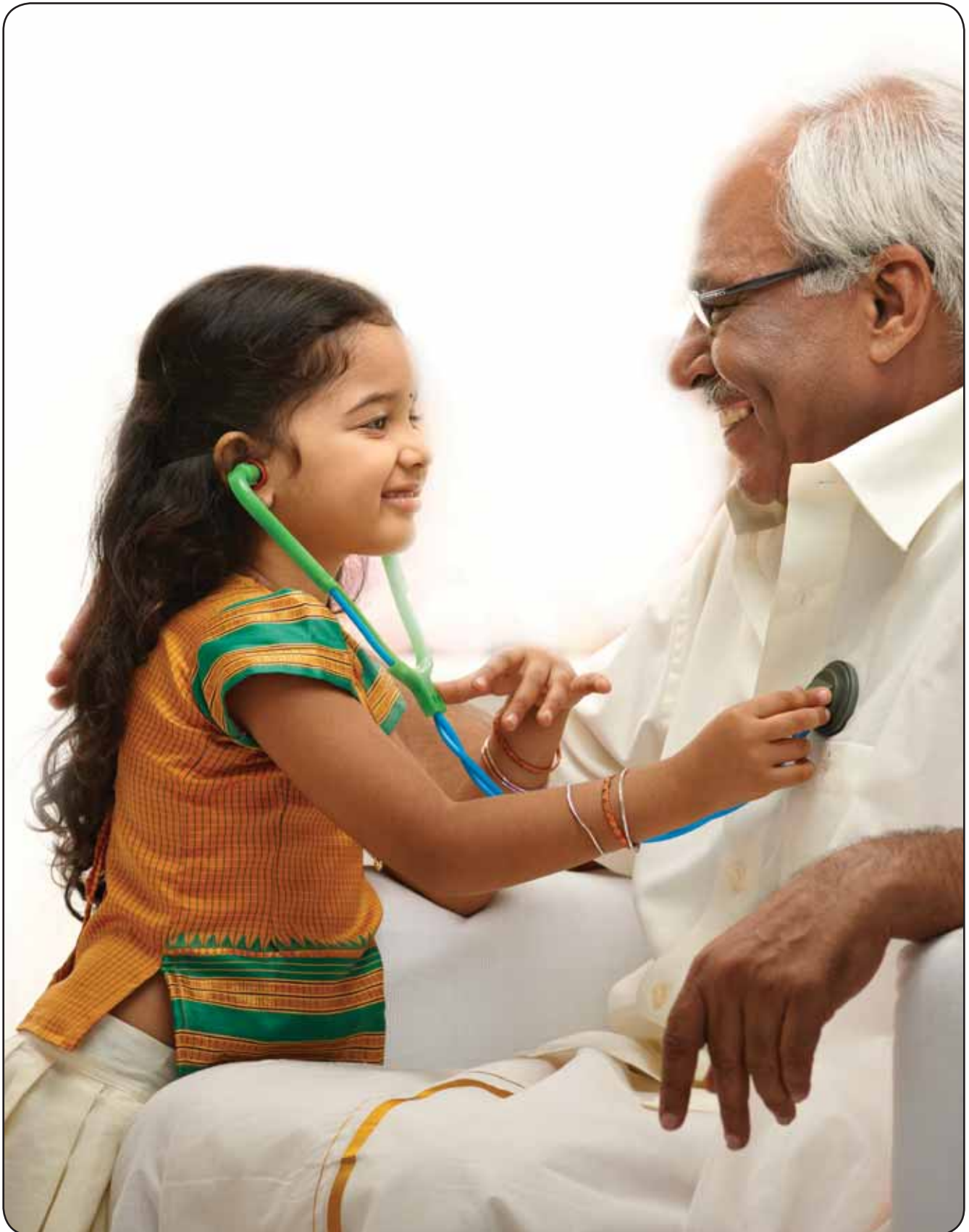
RGAM commenced the creation of the platform by acquiring majority stakes in two US-based alternative asset managers – Northgate Capital, a leading manager of global private equity funds of funds, and Landmark Partners, a private equity and real estate investment manager with a long heritage that in fact created the 'Secondaries' category. In line with its founding philosophy, RGAM has ensured that while it acquired majority equity, the founders of both firms have retained a sizable stake and key employees participate meaningfully in equity, thereby creating a powerful mechanism for retaining talent and aligning interests. Having created the initial scale with these acquisitions, RGAM is supplementing its inorganic strategic with organic growth from these affiliates as well as by seeding newer affiliates in complementary asset classes where Religare has distinctive capabilities. Northgate Capital recently completed a round of fund raising that has yielded USD 1.2 billion in commitments with an increased focus of the funds on emerging economies; Religare will facilitate meeting the investment objectives given its extensive network and access to deal flow across key emerging markets. Landmark Partners has commenced its first fund raise since it became part of the Religare platform and the results so far are encouraging. During FY13, an affiliate seeded by RGAM successfully completed the IPO of Religare Health Trust, an SGX-listed business trust that manages healthcare infrastructure assets.

The nature of asset classes that RGAM has chosen to operate in provide high visibility on the cash flows of the asset managers as the funds raised are typically locked-in for several years and yield attractive management fees. This consistency of cash flows imparts a measure of stability to REL's overall financial profile all through the economic cycle. RGAM will continue to strengthen this platform further inorganically as well as by launching more organic affiliates utilising the capabilities and connect that exist across the Religare platform.

Quick Facts

- AUM of approximately USD 14 billion as at March 31, 2013
- Successfully completed the first fund raise in Northgate since acquisition by Religare
- Successfully completed the IPO for Religare Health Trust and listed on SGX

Health Insurance



Religare Health Insurance Company Limited (RHICL) has the unique ability to combine the group's experience in financial services and healthcare delivery to provide distinctive products and services



Health Insurance is the newest line of business that has been added to Religare's integrated financial services platform, with Religare Health Insurance Company Limited (RHICL) commencing commercial operations in July 2012 and becoming the fourth standalone health insurer to operate in India. The healthcare sector in India is experiencing significant growth but the financing of this expenditure is a looming challenge: nearly 75% of all healthcare expenditure in India is 'out-of-pocket' or self-funded by consumers and with healthcare costs rising incessantly, consumers will increasingly have to rely on insurance to pay for medical care, thus setting the stage for massive growth in the health insurance sector. For Religare, this is a business that offers the opportunity to reap the synergies arising from the promoter group's extensive experience in financial services as well as preventive and palliative healthcare.

RHICL rolled out its operations concurrently in 28 cities with more than 1,700 hospitals in the preferred provider network. Three products have already been launched, providing personal and group cover with some unique features such as annual medical check-ups for the insured and coverage for treatment outside India for specific conditions. The product pipeline is robust and there will be new launches from time to time to fulfil the unmet needs of customers. For consumers, the extensiveness of the provider network – the network of affiliated hospitals that provide cashless service to consumers – is a key determinant of the choice of insurer and RHICL is constantly working to expand its network: as of March 31, 2013, over 1,800 hospitals had been enrolled and the list is growing. In just nine months of launch, RHICL provides health cover to over 200,000 lives. Powered by the best-in-class product design and a customer-centric approach, RHICL is committed to delivering on its innate values of being a responsible and trustworthy health insurer.

The commencement of this business has added to the breadth of Religare's integrated financial services platform. Financially, the Health Insurance business has a reasonable gestation period; at steady state, the business can provide meaningful free cash flow and deliver significant return on equity. Access to the healthcare delivery ecosystem within the promoter group confers significant competitive advantage.

Two premier banks – Corporation Bank and Union Bank of India – are partners in RHICL with 5% equity each. Both these banks bring with them immense distribution muscle across the length and breadth of India, with combined access to over forty million customers; RHICL plans to leverage this network to the maximum extent possible.

REL's strategic priority for the business is to judiciously widen its distribution footprint and expand its product suite. Innovation in product design is another imperative that RHICL is pursuing, leveraging the experience of the promoter group in the healthcare industry. RHICL's unique access to financial services and healthcare ecosystems underlines its potential to become a one-of-its-kind health insurance provider in India and valuable part of REL's portfolio.

Quick Facts

- Health cover to over 200,000 lives as of March 31, 2013
- Enrolled more than 1,800 hospitals in over 260 cities in the provider network for cashless services
- Distribution presence in 28 cities
- Equity partnership with two premier banks – Union Bank of India and Corporation Bank – with combined access to over forty million customers

Life Insurance



A true innovator, AEGON Religare Life Insurance launched the first online-only term assurance policy and online-only unit linked plan in the country, and in less than five years of existence, has insured over 270,000 lives



The Life Insurance industry formally started in India in the year 1818, but even after nearly two centuries, Life Insurance still remains a sunrise sector: insurance density measured in terms of premium per capita in India is just USD 43; in contrast, the insurance density for the United States is USD 1,808 and for Asian markets such as Singapore and South Korea is USD 2,471 and USD 1,578 respectively. The under-penetration is immense notwithstanding the establishment and scaling up of several new life insurance companies since the industry was opened up to the private sector in the late 1990s, pointing to the vast potential for the industry as increasing life expectancy necessitates and rising income levels enable the allocation of the average individual's savings to long-term protection and savings products, which Life Insurance alone can offer.

Starting its business in 2008, ARLI is part of the 'second-wave' of private life insurance companies to be set up in India, but from inception was determined to build a platform with a difference. It has established itself as an innovator by launching unique products that extensively use the digital distribution channel, such as 'iTerm', the first online-only term assurance product and 'iMaximize', the first online-only unit-linked policies in India. ARLI's eminent position in the digital space has been recognised in the form of various awards, most recently the 'E-Business Leader' award at the Indian Insurance Awards-2013. Pursuing its commitment to the highest standards of customer service, ARLI pioneered various best practices in the Indian insurance industry such as sharing medical reports with the policy kit and making confirmatory calls before the issue of every single policy to ensure that there is no gap between the customer's understanding and the product she has actually purchased. ARLI has built high recall for itself and for insurance as a product through its signature series of marketing campaigns under the 'Kam Insurance Lene ki Bimari' tag. The early years in ARLI's journey have been challenging given the sharp shifts in the regulatory and market landscape. Thanks to the absence of a legacy, ARLI was able to use this as an opportunity to build a flexible and resilient organisation. Over the last two years, ARLI's distribution footprint has been sized to align with the business opportunity and the cost base has been configured judiciously: ARLI is well poised to maximise long-term potential while practicing near-term prudence.

Setting up a Life Insurance business involves a making a large capital commitment initially in return for potentially substantial and consistent cash flow for shareholders over an extended period of time – an extremely attractive investment avenue for investors with patient, long-term capital. In REL's portfolio, ARLI is a business that, after completing its gestation period, holds the potential to make a meaningful contribution to profits through all phases of the market cycle and thereby provide stability to REL's financials over the long-term. Moreover, interim risks to REL's capital invested in the business have been largely mitigated, with AEGON providing a minimum guaranteed return on capital, while REL stands to enjoy the ultimate appreciation in the value of its equity in the business.

As its name suggests, ARLI has as its main promoters, AEGON NV of the Netherlands and REL. One of the largest insurance groups in the world, AEGON has an in-depth understanding of the insurance business which is extremely valuable in young markets like India. Crucially, AEGON has been intimately involved through all stages of the evolution of various markets globally, experience that can be brought to bear as the Indian market moves up the curve. REL has a deep understanding of the Indian financial markets and a wide distribution network extending to the far corners of the country. ARLI's parentage makes it a formidable – albeit still young – player in the Indian insurance industry, and a shining example of Religare's philosophy of partnering with the best to create a strong position in a sunrise sector.

Life Insurance is a long-gestation business and ARLI still is a young player. As it marches forward on its journey towards attaining scale, it is conscious not to yield to the pressures of chasing growth at any cost – optimising the use of capital is part of its DNA. ARLI will capitalise on the collective experience of AEGON and Religare as well as its leadership in the use of technology to deliver on its promise of delighting customers through a fresh approach, innovative solutions and seamless delivery.

Quick Facts

- Leader in use of technology: first in India to introduce online-only term and unit-linked policies
- Over 270,000 lives insured as of March 31, 2013; total sum assured of ₹400 billion
- Presence in 62 business locations across India



GOVERNANCE AND LEADERSHIP





Sunil Godhwani

Chairman & Managing Director

Mr. Sunil Godhwani, Chairman and Managing Director, Religare Enterprises Limited, is the driving force behind the company. A man with a vision to create a global business of excellence, he is the inspiration to all as he spearheads the company's management and global operations; strategizing and directing it through its next phase of growth.



Ravi Mehrotra

Director

Mr. Ravi Mehrotra has over 28 years of experience in the financial services domain both in India and internationally. Prior to joining Religare, Mr. Mehrotra was associated with PineBridge Investments (erstwhile AIG Investments) based in Hong Kong where he was the Global Head of Retail & Intermediary Channels. His career span also includes assignments in India as the President of Franklin Templeton Asset Management, CIO of Kothari Pioneer Asset Management, Executive Vice President & Co-founder of Prime Securities and Vice President at Bank of America in their Investment Banking & Treasury Group.



Mr. Monish K Dutt

IFC Nominee Director

Mr. Monish K Dutt has extensive investment and advisory experience with IFC in emerging markets in Asia, Eastern Europe, Africa and Latin America with a focus on private equity funds and financial institutions. A London Business School alumnus (MBA), Mr. Dutt worked with Ernst & Young in London and qualified as a Chartered Accountant in the UK. He then joined IFC/the World Bank Group where he worked for about 25 years till 2011. During his tenure at The World Bank and International Finance Corporation, he held various positions including that of Chief Credit Officer. He is currently an Emerging Markets Consultant, a Director of a Pan Caribbean Insurance Group and an Advisor to a London-based start-up private equity firm.



Mr. Virendra Kumar Madan

Director

Mr. Virendra Kumar Madan has over 4 decades of experience in the corporate sector and as an entrepreneur across diversified sectors including textiles, real estate, hospitality, health care and power generation. Mr. Madan was associated with DCM Ltd for 32 years where he rose to become President and CEO. Among his other assignments, Mr. Madan was President of Magnum International Trading Company Pvt. Ltd., a conglomerate involved in industrial and economic projects. He currently also serves as a Director on the boards of Taj Kerala Hotels & Resorts Ltd. and Nidra Hospitality Pvt. Ltd.



Mr. Arun Ramanathan

Independent Director

Mr. Arun Ramanathan, IAS (retd) has been appointed as an independent director on the REL Board. He retired from the Indian Administrative Service as the Union Finance Secretary in 2009 and has held various key offices in the central and state governments in Finance, Taxation, Industry, Food & Civil Supplies, Consumer Protection, Transport, Leather, Fisheries, Sericulture and General Administration.

In the Government of India, at the Joint Secretary Level Mr. Ramanathan was the CEO (Member Secretary) of the Silk Board, Secretary (Chemicals & Petrochemicals), Secretary (Department of Financial Services) and at the time of his superannuation he was the Union Finance Secretary.



Mr. Ramanathan has an accoladed academic record. Besides being a Master of Philosophy in Developmental Economics from the Cambridge University, United Kingdom, Mr. Ramanathan is also a Master of Business Administration and Master of Science in Nuclear Physics.

Mr. Ramanathan is a director in various Government and Private Sector Companies including, Indian Clearing Corporation Ltd, National Textiles Corporation Ltd, Shipping Corporation of India, ONGC, ONGC Videsh. Equitas Holding Company Limited and Singhvi Investment & Finance Company. In the past, Mr. Ramanathan has been a Director at Titan Industries, Tamil Nadu Petro Products, State Bank of India, IDBI, ICICI, IDFC, LIC, IIFCL, Jenson & Nicholson, JCT Electronics and United Stock Exchange.



Mr. A. C. Mahajan
Independent Director

Mr. Avinash Chander Mahajan is an independent non-executive director on REL board. A post graduate in Science, Mr. Mahajan has spent over 3 decades in India's banking industry across various senior positions. Between 2006 and 2008, he was the Chairman and Managing Director of Kolkata-based Allahabad Bank. He took charge of Canara Bank for two years in 2008. He was earlier Executive Director at Bank of Baroda. Mr. Mahajan currently also serves as the Chairman of the Governing council of Banking Codes and Standards Board of India.



Mr. R. K. Shetty
Independent Director

Mr. Rama Krishna Shetty is an independent non-executive director on the Board of REL. Mr. Shetty has received the National Productivity Award in the year 1992 and is presently the President of Karnataka State Hockey Association, Vice-President of Karnataka Olympic Association and Chairman of the Development Panel, Indian Hockey Federation and Confederation and has more than 31 years of work experience. Holds a Bachelor's degree in Engineering from the Basaveshwara College, Bagalkot and has completed an Executive Development program from the Jamunlal Bajaj Institute of Management in Product Management Control and Financial Management.



Mr. Harpal Singh
Director

Mr. Harpal Singh has had a diverse and wide ranging experience of over 33 years in the corporate sector and has held senior positions in various TATA group companies, Hindustan Motors Limited, Mahindra and Mahindra Limited and Shaw Wallace. Mr. Singh is and has been on the Board of many premier educational institutions, including Doon School and Shriram School, and an Advisory Board Member of the SRM University of Chennai. He is also a Member of the Punjab Education Board. He has also been a member of several Government Committees and is presently a member of the Punjab Chief Minister's Advisory Committee on Industrial Growth and Development of Relevant Infrastructure. He is also the National Chairman of the CII Committee on Public Health, a member of the CII National Committee on Healthcare and the National Committee on Primary and Secondary Education. He graduated with a B.A. (Hons.) degree in Economics from St. Stephen's College, Delhi and holds a B.S degree in Economics and a Master's Degree in public affairs from California State University at Hayward (C.S.C.H), California, U.S.A.



Mr. Deepak Ramchand Sabnani
Independent Director

Mr. Sabnani joined the Board of REL on April 9, 2007. Having received training in business from the Caritas Adult Education Centre, Hong Kong, Mr. Sabnani has been engaged in the business of export and import of goods and has more than 30 years of work experience.



Mr. Padam Bahl
Independent Director

Mr. Padam Bahl joined the Board of REL on April 9, 2007. Mr. Padam Bahl has been practicing as a Chartered Accountant and an Income Tax Advisor since 1979 and has more than 27 years of work experience. He was the Chairman of the Northern India Regional Council, Institute of Chartered Accountants of India, Amritsar Branch for the year 1998-99. He was also a member of the Income Tax Advisory Committee, Amritsar Chapter during the years 2002-03 and 2003-04. Mr. Bahl holds a Bachelor's degree in Commerce from the Kurukshetra University and a Bachelor's degree in Law from Guru Nanak Dev University, Amritsar. He is a fellow member of the Institute of Chartered Accountants of India. He has also received a Diploma in Information System Audit from SSI, Amritsar.



Capt. G. P. S. Bhalla
Alternate to Mr. Deepak Sabnani

Capt. Bhalla joined the Board of REL on April 9, 2007 as an alternate director to Mr. Deepak Ramchand Sabnani. He is a qualified master mariner certified by the Ministry of Transport, Government of India, New Delhi. Capt. Bhalla has more than 57 years of work experience.





Shachindra Nath

Group CEO

Mr. Shachindra Nath, Group Chief Executive Officer, Religare Enterprises Limited, carries the overall responsibility for managing all pivotal operations of the group. He is associated with Religare since the year 2000 and is prominently known as a dynamic strategist. He has been instrumental in building various businesses under the Religare umbrella from scratch and has hands-on experience in most of the businesses. His expertise and in-depth analysis of the business is core to all group business operations and development plans. Mr. Nath steers all action plans of the group. His competence in tapping the right opportunities and creating the perfect blueprint for growing the business is greatly valued and respected. Mr. Nath is a member of the Young Presidents' Organisation and also chairs the FICCI Debt Markets Sub-Committee.



Anil Saxena

Group CFO

Mr. Anil Saxena, Group Chief Finance Officer, Religare Enterprises Limited, plays a crucial role in supervising the operations of Group Treasury, Finance, Accounts and Risk function for the organisation. He played a key role in the organization's journey integrating various acquisitions done during the course of its business. He has over 21 years of experience in the financial services industry and is with Religare since the past 12 years.



Kamlesh Dangi

Group Chief People Officer

Mr. Kamlesh Dangi as the Group Chief People Officer heads the Group's human resource development, administration and facilities departments as well as the Group's shared services function. He is part of the Group's core Governance structure and represents the Group in review of performance of various subsidiaries. In addition, Kamlesh is on the board of AEGON Religare Life Insurance Co. Limited. Prior to joining Religare, he has worked with ICICI Bank and was handling Wholesale and International Banking Compensation at the group level, HR systems and other similar portfolios. He has also spent two years with ICICI Bank in the United Kingdom, setting up operations for the bank. He has over 18 years of work experience across various organizations such as ICICI Bank, Shopper's Stop and Toyo Engineering, and has been with Religare for the past five years.



Kavi Arora

Managing Director & CEO – Religare Finvest Limited

Mr. Kavi Arora is the Managing Director and Chief Executive Officer of Religare Finvest Limited (RFL). With a wide array of offerings and a strong credit assessment strategy, RFL is one of the leading NBFCs in the country. With more than 19 years of diverse experience in the financial services space, Kavi has been associated with reputed companies such as ABN Amro Bank, CitiFinancial, 20th Century Finance and GE Capital prior to joining Religare in 2008.





Basab Mitra

CEO – Capital Markets and Wealth Management

Mr. Basab Mitra as CEO – Capital Markets and Wealth Management, is responsible for the retail and institutional capital markets businesses. He has been associated with Religare since July 2010 and has previously held the role of Group COO and Chief Strategy Officer. Basab has 20 years of experience in financial services in India, US and European markets. Prior to joining Religare, Basab was based in London and has worked with Arcapita, a leading private equity player, where he was an operating partner; Barclays at their group headquarters; and McKinsey, where he served global financial institutions clients in banking and insurance. Prior to McKinsey, Basab has worked with GE Capital in their Indian and US operations in consumer finance, credit cards, insurance and outsourcing businesses.



Saurabh Nanavati

Managing Director & CEO – Religare Invesco Asset Management Co. Pvt. Ltd.

Mr. Saurabh Nanavati, Managing Director & CEO of Religare Invesco Asset Management, is responsible for business development, providing strategic inputs, devising business plans, laying down the policy framework and oversees all functions including investments, operations and sales. He has over 17 years of experience in fund management, general management, business strategy, business development and sales and has been with the group for six years. Saurabh's last assignment was with HDFC Standard Life Insurance as Chief Investment Officer overseeing policyholders' and shareholders' investments as per the mandate across all asset classes. His earlier assignments include stints with multinational institutions like Deutsche Asset Management (in India and Singapore), Reuters and HSBC. He is also a Director on the Board of Association of Mutual Funds of India (AMFI) and chairs the Standing Committee of Compliance and Operations of AMFI.



Anuj Gulati

Managing Director & CEO – Religare Health Insurance Company Limited

In his capacity as Managing Director & CEO, Mr. Anuj Gulati has been responsible for setting up this business and working towards making Religare as one of the dominant players in the Indian Health Insurance industry. In his last role at ICICI Lombard General Insurance Company Limited, Anuj was the Director for Services and Business Development. Previously, he has been an entrepreneur and started his career with Procter & Gamble India Limited.



K S Gopalakrishnan

Executive Director – AEGON Religare Life Insurance Company Limited

Mr. Gopalakrishnan is the Executive Director of AEGON Religare Life Insurance and has been associated with Religare since September 2007. He has over 25 years of experience in life insurance across markets such as India, Canada and Hong Kong. His work experience spans the areas of finance, business planning and strategy, product development and pricing, corporate actuarial, operations, compliance and underwriting. He is actively involved in professional work in the Institute of Actuaries of India, where he is currently a member of the Council and Vice President. Prior to joining AEGON Religare Life Insurance, Gopal worked with Bharti AXA Life Insurance Co. Limited, initially as Appointed Actuary and later became the CFO of the company. He was part of the start-up team at Birla Sun Life Insurance Company Limited and before that started his career with the Life Insurance Corporation of India.





AWARDS AND RECOGNITIONS





Religare Finvest Limited has been awarded the **Finnoviti 2012 award** in the "Innovation in Process" category. Finnoviti Awards recognize innovations that are a result of out of the box thinking by the financial services sector institutions across the country. The innovations recognized were handpicked by a select group of highly respected names in the financial services industry who are former CEOs, regulators, academics and consultants.



Religare Health Insurance was awarded the **'Technology Innovation in Health Insurance Award'** at the prestigious 'Indian Insurance Awards - 2013'. This award was instituted to recognize leadership in the advancement of product distribution and quality servicing delivery through technology innovation.



AEGON Religare Life Insurance (ARLI) has been adjudged as the '**E-Business Leader**' under the category of Overall Insurance Industry Awards at the 'Indian Insurance Awards - 2013'. The E-Business Leader award seeks to honor an insurer that has deployed the online insurance channel effectively for marketing, lead generation and sales for the business.



A Senior Analyst in the Retail Broking business was conferred with "**India's Best Market Analyst- Commodities Technicals**" Award at "**Zee India's best Market Analyst Awards 2013**". The Awards are dedicated to honoring India's finest financial market analysts for their contribution in equity, commodity, auto and energy sector.



FINANCIAL DECLARATION





Dear Members,

Religare Enterprises Limited

Your Directors have pleasure in presenting this 29th Annual Report on the business and operations of the Company together with Audited Accounts for the financial year ended March 31, 2013.

FINANCIAL RESULTS

The highlights of standalone and consolidated financial results of the Company for the Financial Years 2012-13 and 2011-12 are as under:

PARTICULARS	STANDALONE (₹ in Million)		CONSOLIDATED (₹ in Million)	
	2012-13	2011-12	2012-13	2011-12
Total Income	2,208.13	569.50	34,871.62	32,328.67
Total Expenditure	1,633.01	2,387.49	32,555.71	33,751.81
Profit / (Loss) Before Exceptional Items and Tax	545.12	(1,817.99)	2,315.91	(1,423.14)
Profit / (Loss) After Exceptional Items and Before Tax	(7,554.88)	(8,173.49)	(2,575.36)	(964.29)
Net Profit / (Loss) after Tax	(7,609.52)	(8,162.14)	(4,807.20)	(1,489.55)
Adjustment: Minority Interest/ Joint Venture	-	-	(734.10)	(645.29)
Share of Profit in Associate	-	-	0.55	7.19
Net Profit / (Loss) for the year	(7,609.52)	(8,162.14)	(5,540.75)	(2,127.65)
Brought forward Balance	(7,978.84)	183.30	(4,172.90)	(2,045.25)
Profit available for appropriation	(15,588.35)	(7,978.84)	(9,713.65)	(4,172.90)
Appropriation:				
Statutory Reserve	-	-	-	-
Surplus / (Deficit) Carried to Balance Sheet	(15,588.35)	(7,978.84)	(9,713.65)	(4,172.90)

OPERATIONS

We recorded a 'Consolidated Loss before Tax' of ₹ 2575.36 million, for Financial Year 2012-2013 as compared to 'Consolidated Loss before Tax' of ₹ 964.29 million for Financial Year 2011-2012, 'Loss after Tax after Minority Interest' was ₹ 5540.75 million for Financial Year 2012-2013 as compared to 'Loss after Tax after Minority Interest' ₹ 2127.65 million for Financial Year 2011-2012. Consequently basic earnings (losses) per share increased to ₹ (37.65) in Financial Year 2012-2013 from ₹ (15.80) in Financial Year 2011-2012.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is presented in a separate section and forms part of the Directors' Report.

DIVIDEND

In view of the losses and the future expansion plans of the Company, the Board of Directors decided not to recommend any Dividend for the financial year ended March 31, 2013.

SUBSIDIARIES

As per Section 212 of the Companies Act, 1956 ("the Act") the Company is required to attach the Balance Sheet, Profit and Loss Account, Directors' Report, and Auditors' Report of your Company's subsidiaries to the Annual Report of your Company, but in accordance with the Resolution passed by the Board of Directors in their meeting held on May 23, 2013, it is not required to attach the documents of the subsidiaries of your Company as prescribed under Section 212(1) of the Companies Act, 1956. Accordingly, the Annual Report of the Company for the financial year 2012-13 does not contain the Annual Accounts and other required documents of your Company's subsidiaries. However, the Annual Accounts of the subsidiary companies and the related detailed information are open for inspection by any shareholder and your Company will make available those document/details upon request by any shareholder of the Company or its subsidiary companies who may be interested in obtaining the same.



During the previous year ended March 31, 2012 and pursuant to the terms of the tripartite agreement between the Company, Religare Capital Markets Limited ("RCML"), a wholly owned subsidiary of the Company and RHC Holding Private Limited ("RHCPL"), the Company has consented to infuse additional capital of upto ₹ 11,198,324,647 in Religare Capital Markets Limited (RCML) in the eventuality of a liquidity requirement by RCML and its subsidiaries to discharge its outstanding borrowings (net of realizable value of securities) as of September 30, 2011. The said capital commitment had been disclosed as a contingent liability in the financial statements of the Company.

Pursuant to the above agreement and amendment thereon, during the year ended March 31, 2013, the Company upon request of RCML, subscribed 500,000,000, 0.001% Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each (fully paid up) and 620,000,000, 0.002 % Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each (₹ 5 partly paid up) aggregating to ₹ 81,00,000,000 in part settlement of the Financial Commitments. Consequently, the remaining capital commitment on partly paid up shares is ₹ 3,100,000,000 and has been disclosed as a contingent liability in the financial statements of the Company.

Due to severe long term restrictions imposed on RCML and considering financial position of RCML, the company has made provision of investments in equity shares of book value of ₹ NIL (March 31, 2012: ₹ 3,855,500,000) and preference shares of book value of ₹ 8,100,000,000 (March 31, 2012: ₹ 2,500,000,000).

Further, in view of the aforesaid agreement, 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 Para 11(b) of AS 21 – 'Consolidated Financial Statements' and the investment held by the Company in equity and preference share capital of RCML has been accounted for as long term investment in accordance with AS 13- 'Accounting for Investments' in compliance with Para 23 of AS 21 - 'Consolidated Financial Statements'.

Therefore, Consolidated Financial Statements presented by your Company, pursuant to AS-21 issued by the Institute of Chartered Accountants of India, includes financial information of all its subsidiaries, excluding RCML and its subsidiaries, duly audited by the Statutory Auditors and the same is published in your Company's Annual Report.

MAJOR EVENTS

• Investment by International Finance Corporation (IFC) in Religare Enterprises Limited

Religare Enterprises Limited raised ₹ 4040 million from International Finance Corporation ("IFC"), a member of the World Bank Group. IFC invested the ₹ equivalent of US\$ 75 million in the form of Compulsorily Convertible Debentures ("CCDs"), with conversion timeline into equity shares in 18 months. The funds were raised for business operations of Company and its underlying subsidiaries.

IFC, a member of the World Bank Group, is the largest global development institution focused exclusively on the private sector. IFC helps developing countries to achieve sustainable growth by financing investment, mobilizing capital in international financial markets, and providing advisory services to businesses and governments.

Investment by IFC is an endorsement of Company's distinctive, high quality, diversified financial services franchise focused on the long term growth potential in Indian market.

• Investment by Customers Bancorp Inc, USA in Religare Enterprises Limited

Customers Bancorp Inc., ("CUBI") has in principle agreed to invest ₹ equivalent of US\$ 51 Million in Religare Enterprises Limited ("REL" or the "Company") through a combination of primary and secondary market investment as detailed below –

- * CUBI shall make a secondary purchase of Indian Rupee equivalent of US\$ 22 Million of equity shares of the Company from the promoters. The promoters are selling the shares as part of their 22% divestment to bring down their shareholding to 49% to qualify Religare Enterprises Limited to setup NOFHC as per RBI Guidelines for a banking license. This transaction would be done at prevailing market price on date of purchase.
- * In addition, CUBI shall make an investment for the Indian Rupee equivalent of US\$ 28 Million in share warrants issued by the Company on preferential allotment basis, as per SEBI floor price and as per applicable law. Share Warrants would be convertible into equity shares in maximum of 18 months.
- * CUBI will also subscribe to common equity shares of the Company for the Indian Rupee equivalent of US\$ 1 Million on a preferential allotment basis, as per SEBI floor price and as per applicable law.

Customers Bancorp Inc. is a bank holding company for Customers Bank based in Wyomissing, Pennsylvania. CUBI is a state-chartered, full-service bank headquartered in Phoenixville, Pennsylvania. CUBI is a member of the Federal Reserve System and is insured by the Federal Deposit Insurance Corporation. With assets of approximately US\$ 3.5 billion at March 31, 2013, CUBI provides a full range of banking services to small and medium-sized businesses,



professionals, individuals and families through office locations in Pennsylvania, New York, New Jersey, Rhode Island and Massachusetts.

To harness CUBI's extensive banking experience and offer the best practices of the US market for customers in India, Company Board approved the aforesaid investment by CUBI. Company and CUBI management teams will also enter into a business alliance agreement to find opportunities to service Religare's customers across businesses, as well as potential customers of CUBI of Indian origin in the US for their India investment needs.

- **Strategic Joint Venture between Religare Asset Management Company (RAMC) and Invesco (IVZ)**

RAMC, the asset management arm of Religare Enterprises Limited (REL), and Invesco Ltd., a leading independent global investment management firm, has formed a Strategic Joint Venture between the two firms, where Invesco has acquired a 49 percent interest in RAMC.

RAMC is among the top fifteen asset management companies in India, with combined (onshore and offshore advisory) assets under management of over US\$ 2.6 billion and a presence in 53 cities across India.

Invesco Ltd. is a leading independent global investment management firm, dedicated to helping investors worldwide achieve their financial objectives. Operating in more than 20 countries, IVZ is listed on the New York Stock Exchange, and manages over US\$ 600 billion in assets globally.

- **Launch of Religare Health Insurance Company Limited**

The past year saw the formal launch of operations for Religare Health Insurance Company Limited. The company which is a stand-alone health insurer offers health insurance solutions to both individual customers through its product 'Care', which has a host of 'industry-first' features as well as employees of corporates through its product 'Group Care'. Religare Health Insurance has made significant progress in FY13 and is already operating out of 30 branches, servicing more than 3,50,000 lives across 130 locations including 40 corporates. At a functioning level, the company is focused on building strong processes, superlative service model and robust delivery mechanisms backed by technological prowess, leveraging group distribution network and creating a strong operating platform across India.

- **Religare Finvest Limited**

Religare Finvest Limited continues to reinforce its leadership position with its SME-focused Lending business. It was successful in raising additional capital of ₹ 5000 million through its Public Debt Issue, which was very well received and was oversubscribed, keeping in line with its previous record. The company has also launched an integrated and organized effort to focus and reach out to its customers directly through the Direct Client Coverage Model while also strengthening its DSA's network and partnerships. The initiative has shown early signs of success. Additionally, the company is also extending its business interests to other lines of businesses such as affordable housing which is currently being piloted in few areas through its wholly owned subsidiary Religare Housing Development Finance Corporation Limited.

- **Acquisition of Religare Health Trust Trustee Manager Pte Ltd., Singapore**

RGAM Corporation Pvt Ltd acquired 100% stake in Religare Health Trust Trustee Manager Pte Ltd., Singapore, which is the trustee manager for Religare Health Trust (RHT). RHT successfully raised approximately S\$510.7 million by listing its units on the Singapore Exchange. This was the largest initial public offering of a business trust sponsored by an Indian company in Singapore.

CHANGES IN CAPITAL STRUCTURE

During the financial year ended March 31, 2013, the authorised share capital of the Company has been increased from ₹ 3000 million (Rupees Three Thousand million only) consisting of 200 million (Two Hundred million) Equity Shares of ₹ 10 each and 100 million (One Hundred million) Redeemable Preference Shares of ₹ 10 each to ₹ 3500 million (Rupees Three Thousand Five Hundred million only) consisting of 250 million (Two Hundred Fifty million) Equity Shares of ₹ 10 each and 100 million (One Hundred million) Redeemable Preference Shares of ₹ 10 each.

Further, consequent to the exercise of options granted under the Employees Stock Option Scheme -2006, 97,690 Equity Shares of ₹ 10 each have been allotted during the financial year ended March 31, 2013 to the eligible employees.

During the period under review, the Company had also allotted 1000 Equity Shares to International Finance Corporation on Preferential basis at a price of ₹ 315.85 per Equity Share.

Consequently, the issued, subscribed and paid up equity share capital increased from ₹ 1493.03 million as at March 31, 2012 to ₹ 1494.01 million as at March 31, 2013.



Further Company has allotted 4,048,354 Compulsory Convertible Debentures ('CCD') of ₹ 1000/- each to International Finance Corporation. CCD will be converted into equity shares of ₹ 10/- each at a conversion price of ₹ 315.85 .

Non-Convertible Debentures

The Company on March 28, 2013 has allotted

- 3000, zero coupon Secured Non-Convertible Debentures with a yield of 14% of the face value of ₹. 10,00,000/- each aggregating to ₹ 3000 million.
- 5455, 14% Secured Non-Convertible Debentures of the face value of ₹ 10,00,000/- each aggregating to ₹ 5455 million

Above mentioned Debentures are issued in DEMAT form and are listed on BSE Limited.

CAPITAL ADEQUACY

As against the minimum prescribed Capital Adequacy Ratio (CAR) of 15% as set out by the Reserve Bank of India (RBI), the Company has a CAR of (-)144.22% as on March 31, 2013.

Your Company is primarily an investment holding company and more than 90% of its total assets consist of investment in shares of subsidiary companies/joint venture companies. In view of the same, the Company had filed an application with RBI on March 28, 2011 for registration as a Core Investment Company ("CIC-ND-SI"), which is presently pending for approval. Once the Company is registered as a CIC-ND-SI, the Capital Adequacy requirement is different and on which the Company is compliant.

During the year ended March 31, 2013, the Company has raised money by allotting 1,000 Equity Shares of face value of ₹ 10/- each at ₹ 315.85 per Equity Share, 4,048,354 Compulsory Convertible Debentures ("CCD") of face value ₹ 1,000/- each and 8,455 Non-Convertible Debentures ("NCD") of face value of ₹ 1,000,000/- each, aggregating to ₹ 12,503.67 million, to various parties.

The Company has invested above proceeds in its Subsidiaries/ Group companies/ JV companies. Whereas monies raised through CCD and NCD do not get counted towards calculation of Owned Fund, any investment in Subsidiaries/ Group companies/ JV companies is deducted from Owned Fund for arriving at Net Owned Fund. Therefore, despite the Owned Fund of Company as on March 31, 2013 standing at a robust ₹ 2,942.35 crores, the investment by Company from funds so raised has resulted in the Net Owned Fund of Company to fall to ₹ (-) 9,815.10 million and eventually, a negative CAR of (-)144.22%.

RELIGARE EMPLOYEES STOCK OPTION SCHEMES – 2006, 2010 & 2012

Details as required under the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, for Religare Enterprises Limited Employees Stock Option Scheme, 2006, Religare Employees Stock Option Scheme 2010 and Religare Employees Stock Option Scheme 2012 are disclosed in the Report on Corporate Governance and forms part of the Director's Report.

DIRECTORS

Mr. Stuart D. Pearce and Mr. J W Balani, Independent Directors, have resigned from the Board of Directors of the Company w.e.f. December 31, 2012 and June 27, 2013 respectively. The Board of Directors places on record their appreciation for the valuable services and guidance provided by them during their tenure as Directors of the Company. Further Mr. Shachindra Nath Director & Group CEO and Mr. Anil Saxena, Director & Group CFO also have stepped down from the Board of the Company w.e.f 24th January 2013. However, Mr. Shachindra Nath and Mr. Anil Saxena continues to be designated as Group CEO and Group CFO respectively.

Further during the year, Mr. Virendra Kumar Madan was appointed as additional director by the Board in the category of Non Independent Non-Executive, Mr. Monish Kant Dutt was appointed as additional director by the Board in the category of Non Independent Non-Executive as a nominee of International Finance Corporation, Mr. Avinash Chander Mahajan was appointed as additional director by the Board in the category of Independent Non-Executive. Further Mr. Arun Ramanathan was appointed as additional director in the category of Independent Non-Executive w.e.f May 06, 2013. Mr. Rama Krishna Shetty was also appointed as additional director in the category of Independent Non-Executive w.e.f June 28, 2013.

Mr. Virendra Kumar Madan has over 4 decades of experience in the corporate sector and as an entrepreneur across diversified sectors including textiles, real estate, hospitality, health care and power generation. Mr. Madan was associated with DCM Ltd for 32 years where he rose to become President and CEO. Among his other assignments, Mr. Madan was President of Magnum International Trading Company Pvt. Ltd., a conglomerate involved in industrial and economic



projects. He currently also serves as a Director on the boards of Taj Kerala Hotels & Resorts Ltd. and Nidra Hospitality Pvt. Ltd

Mr. Monish K Dutt has extensive investment and advisory experience with International Finance Corporation in emerging markets in Asia, Eastern Europe, Africa and Latin America with a focus on private equity funds and financial institutions. A London Business School alumnus (MBA), Mr. Dutt worked with Ernst & Young in London and qualified as a Chartered Accountant in the UK. He then joined International Finance Corporation/the World Bank Group where he worked for about 25 years till 2011. During his tenure at the World Bank and International Finance Corporation, he held various positions including that of Chief Credit Officer. He is currently an Emerging Markets Consultant, a Director of a Pan Caribbean Insurance Group and an Advisor to a London-based start-up private equity firm.

Mr Avinash Chander Mahajan, a post graduate in Science, has spent over 3 decades in India's banking industry across various senior positions. Between 2006 and 2008, he was the Chairman and Managing Director of Kolkata-based Allahabad Bank. He took charge of Canara Bank for two years in 2008. He was earlier Executive Director at Bank of Baroda. Mr. Mahajan currently also serves as the Chairman of the Governing council of Banking Codes and Standards Board of India

Mr. Arun Ramanathan, IAS (retd) has retired from the Indian Administrative Service as the Union Finance Secretary in 2009 and has held various key offices in the central and state governments in Finance, Taxation, Industry, Food & Civil Supplies, Consumer Protection, Transport, Leather, Fisheries, Sericulture and General Administration. In the Government of India, at the Joint Secretary Level Mr. Ramanathan was the CEO (Member Secretary) of the Silk Board, Secretary (Chemicals & Petrochemicals), Secretary (Department of Financial Services) and at the time of his superannuation he was the Union Finance Secretary. Mr. Ramanathan has an accoladed academic record. Besides being a Master of Philosophy in Developmental Economics from the Cambridge University, United Kingdom, Mr. Ramanathan also holds degree in a Master of Business Administration and Master of Science in Nuclear Physics. Mr. Ramanathan is a director in various Government and Private Sector Companies including, Indian Clearing Corporation Ltd, National Textiles Corporation Ltd, Shipping Corporation of India, ONGC, ONGC Videsh. Equitas Holding Private Limited and Singhvi Investment & Finance Company. In the past, Mr. Ramanathan has been a Director at Titan Industries, Tamil Nadu Petro Products, State Bank of India, IDBI, ICICI, IDFC, LIC, IIFCL, Jenson & Nicholson, JCT Electronics and United Stock Exchange

Mr. R. K. Shetty, aged 65 years, holds a Bachelor's degree in Engineering from the Basaveshwara College, Bagalkot and has completed an Executive Development program from the Jamnalal Bajaj Institute of Management Studies, Mumbai in Product Management Control and Financial Management. He has more than 38 years of work experience and has received the prestigious National Productivity Award in the year 1992. Mr. Shetty was President of Karnataka State Hockey Association, Vice-President of Karnataka Olympic Association and is presently Chairman of the Development Panel, Indian Hockey Federation and Confederation.

All Five Directors will hold office of the Additional Director up to the date of the ensuing Annual General Meeting. Board proposes to regularize them as Directors in the forthcoming Annual General Meeting.

As per section 255 and 256 of the Companies Act, 1956 Mr. Padam Bahl and Mr. Ravi Umesh Mehrotra are the Directors liable to retire by rotation and further being eligible, offers themselves for re-appointment at the ensuing Annual General Meeting. Board recommends their re-appointment for your approval.

The brief resume and other details relating to the directors, who are to be appointed/ re-appointed as stipulated under Clause 49(IV)(G) of the Listing Agreement, are furnished in the Notice of Annual General Meeting forming part of the Annual Report.

The Company also has Audit Committee which is constituted as per requirement of Section 292A of the Companies Act, 1956 and Clause 49 of Listing Agreement. Audit Committee has 4 members out of which 3 are Non-Executive Independent Directors and one is Executive Director. Chairman of Audit Committee is Independent Non-Executive Director.

AWARDS & RATINGS

Your Company's subsidiaries have received recognition by way of several awards across the businesses during the period under review including the following:

AWARDS

- **Religare Finvest Limited** has been awarded the **Finnoviti 2012 award** in the "Innovation in Process" category.
- **Religare Securities Limited** has been awarded the "**Best Investor Education & Category Enhancement – Currency Broker**" at the Bloomberg UTV Financial Leadership Awards.
- **Religare Commodities Limited** has been awarded the "**Best Commodity Broker**" at the Bloomberg UTV Financial Leadership Awards.



RATINGS

India Ratings & Research Private Limited, a FITCH group company has assigned 'IND AA- Outlook Negative' by (pronounced as "AA-") rating to Company's ₹ 845.50 Cr Secured redeemable non-convertible debentures.

PUBLIC DEPOSITS

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

Your Company is registered as a Non-deposit taking Non-Banking Financial Institution (NBFI) vide Certificate No. N-14.03222 dated June 18, 2010 issued by the Reserve Bank of India (RBI). Further, in terms of revised Regulatory framework for Core Investment Companies ("CIC") issued by the RBI on January 5, 2011, the Company has applied to RBI for registration as a Systemically Important Non-deposit taking Core Investment Company (CIC-ND-SI) and the same is in process at the RBI.

LISTING WITH STOCK EXCHANGES

The Equity Shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. The annual listing fees for the year 2013-14 has been paid to these Exchanges.

STATUTORY DISCLOSURES

None of the Directors of your Company is disqualified as per provision of section 274(1)(g) of the Companies Act, 1956. The Directors of the Company have made necessary disclosures, as required under various provisions of the Act and Clause 49 of the Listing Agreement.

CONSOLIDATED FINANCIAL STATEMENTS:

As required under the Listing Agreements with the Stock Exchanges' Consolidated Financial Statements of the Company and all its subsidiaries are attached. The consolidated Financial statements have been prepared in accordance with Accounting standard 21, Accounting standard 23 and Accounting standard 27 issued by The Institute of Chartered Accountants of India.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 217(1)(e) of the Companies Act, 1956 read with Companies' (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. The Company has incurred expenditure of ₹ 71.92 Million (Previous Year: ₹ 86.87 Million) in Foreign Exchange and earned Nil (Previous Year: Nil) in Foreign Exchange during the year under review on a standalone basis.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts for the financial year ended March 31, 2013, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013, and of the loss of the Company for the year under review;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Directors had prepared the annual accounts for the financial year ended March 31, 2013 on a 'going concern' basis.



CORPORATE GOVERNANCE

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

A detailed report on Corporate Governance along with the Certificate of M/s Sanjay Grover & Associates, Company Secretaries, confirming compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges forms part of the Annual Report.

AUDITORS

M/s Price Waterhouse, Chartered Accountants, retires as Statutory Auditors of the Company at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office of the Statutory Auditors, if re-appointed.

AUDITORS' REPORT

The observations of the Auditors in their report read together with the Notes on Accounts are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

STATEMENT OF PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and the Companies (Particulars of Employees) Amendment Rules, 2011, the statement of particulars of employees shall form part of the Directors' Report.

However, having regard to the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956 this Report along with Corporate Governance Report and Accounts are being sent to all the Shareholders excluding the Statement of particulars of employees under Section 217(2A) of the Act. Any member interested in obtaining a copy of the statement may write to the Company Secretary at the Registered Office of the Company.

HUMAN RESOURCES

Employees are our vital and most valuable assets. We have created a favourable work environment that encourages innovation and meritocracy. We have also set up a scalable recruitment and human resources management process which enables us to attract and retain high caliber employees. Our employee partnership ethos reflects the Company's long-standing business principles and drives the Company's overall performance with the prime focus to identify, assess, groom and build leadership potential for future.

ACKNOWLEDGEMENTS

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

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

Place: New Delhi
Date: July 31, 2013

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

**Sd/-
Sunil Godhwani
Chairman & Managing Director**



Economy and Industry: Overview and Developments

Summary

India's growth has slipped for three years now, with growth in FY 2012-13 being the lowest in a decade, triggered by slowing investments and faltering domestic demand, with the weak global macro environment also playing its role. Moderating inflation, albeit more in the second half, enabled the central bank to cut policy rates by 100 bps in the FY 2012-13, even as CPI-based inflation remained close to double-digit levels. But for the limited monetary transmission by the banks, the RBI's easing policy didn't really help business sentiment improve. The external situation worsened with the widening current account deficit, but thankfully this was more than offset by huge foreign capital inflows in the FY 2012-13. The Government's decision to partially deregulate diesel prices in January 2013 was a big positive and underlines its determination towards achieving fiscal consolidation. Amidst difficult global and domestic economic environment, a recovery looks more delayed now.

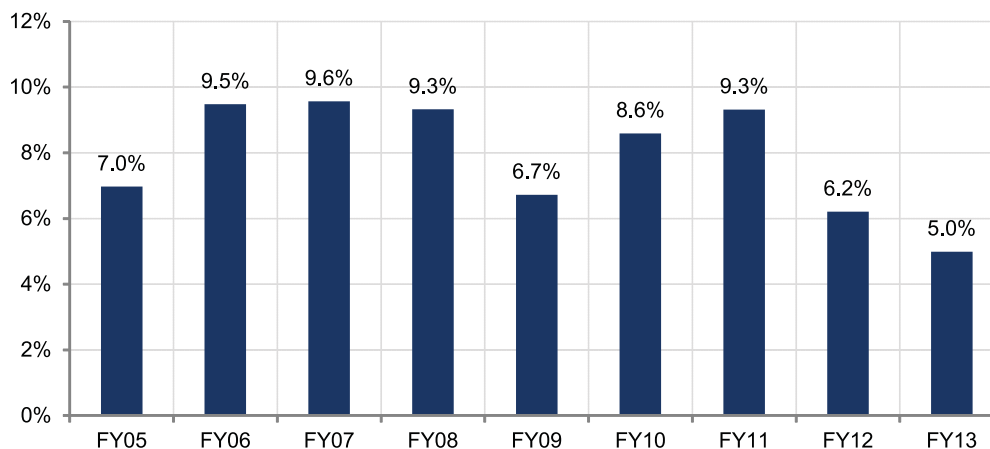
Capital Markets

With the rush of Eurozone LTRO-fuelled capital in January and February 2012 in the backdrop, markets started the fiscal year on a correction but strengthened beginning June 2012 till year-end on the twin legs of a domestic 'hope-trade' and a favourable global liquidity backdrop, before tapering off in the fourth quarter, rising 8% in the year, on a base of -10% in FY 2011-12. Volumes were driven by institutional activity, which accounted for 56% of the cash segment on the average; cash market volumes in turn fell 10% to ₹ 130 billion as against ₹ 141 billion in FY 2011-12. Indirect retail interest in the markets also remained weak with domestic equity AUMs falling 5% despite the market rising 8% in the FY 2012-13.

Growth slowed down

Growth fell for the second year in a row to 5%, led by an erratic monsoon, a sharp industrial slowdown as manufacturing stalled, and muted global trade. Services, contributing ~60% to the GDP, also declined sharply in the FY 2012-13. Weak growth contributed to asset quality concerns for lending business – the banking sector saw gross NPAs rise 20% over FY 2011-12.

GDP growth trend





External conditions deteriorated

The external situation deteriorated further in FY 2012-13, with India's current account deficit rising to a record 4.8% of GDP (vs. 4.5% in FY2011-12; peaked at 6.7% in Q3FY 2012-13). Export growth crawled at 1.1%, while imports remained stickier, growing 2.8%, resulting in an all-time high trade deficit of US\$195 billion. The INR initially corrected sharply with the markets, only steadying when the markets rose on the 'hope-trade' of reforms, and was down 7% for the FY 2012-13. Expectations of further reforms also drew capital flows of US\$3.1 billion to meet the current account gap.

Inflation cools off

On the positive side, WPI-based inflation cooled off meaningfully in the second half (averaging 7.3%), thanks to falling global commodity prices, and weak local demand. This enabled the central bank to address the growth slowdown and cut the repo rate by 100 bps over the FY 2012-13. However, CPI-based inflation remained a concern, averaging 10.2% in the FY 2012-13, thanks to higher food prices. While wholesale rates fell across the term structure, monetary transmission remained extended, as banks postponed trimming base rates in a tighter liquidity environment.

Credit/Deposit

Credit growth reflected the macro environment, easing off to 14% vs. 17% in FY 2011-12. Deposit growth recovered towards the end of the FY 2012-13, but remained scarce on negative real rates and sustained preference for physical assets (gold/real estate), a key hurdle in monetary transmission. Sharp economic slowdown adversely impacted credit demand in FY 2012-13, particularly in the corporate and SME segments. Credit growth was primarily driven by working capital loans and undisbursed sanctions, while incremental project financing activities were muted. The retail segment continued to witness good credit demand.

Fiscal deficit under control

With an aim to contain the fiscal deficit, the Government significantly cut down on its plan expenditure in the second half of the year, postponing capex, subsidy payments, and periodically raising diesel prices, leading to a fall in the fiscal deficit to 4.9% of GDP. Easing spending also reflected on the yields on the 10-year bond, which eased to sub-8% levels towards the end of the FY 2012-13.

Key Reforms during FY 2012-13

The Government put through some key reforms in a bid to kick-start economic activity and demonstrate its commitment to attracting foreign capital. The key reform measures included revision in FDI limits/inclusion of new sectors for FDI, increase in FII limits and eased external borrowing norms and partial diesel price deregulation.



A. Religare Overview

Religare Enterprises Limited (REL) is one of the leading financial services groups anchored in India. In India, we offer a wide array of services including broking, insurance, asset management, lending solutions, investment banking and wealth management. With a network of over 1,750 business centres across 540 plus locations, and more than a million clients, REL enjoys a dominant presence in the Indian financial services space.

We have also built an India & Asia focused Institutional Equities & Investment Banking business and a multi-boutique Global Asset Management platform to tap the broader opportunities offered by the most promising emerging markets in the region. We have expanded our business, which was primarily focused on equity broking ten years ago, into a diversified financial services conglomerate, operating through 11 direct Subsidiaries and two direct Joint Ventures in India as of March 31, 2013.

In India, we operate an integrated financial services platform comprising equity and commodity broking, asset finance and capital markets lending, asset and wealth management and life insurance businesses, and during the financial year under review, we commenced our health insurance business. This broad-based platform enables us to exploit growth opportunities in the financial services sector in India as the Indian economy grows. Simultaneously, as the Indian market becomes more financially evolved, the need for sophisticated products and services, such as those available in the more developed economies, is expected to increase. As it is self-evident from the diversity of the businesses comprising financial products and services that we offer in India, we intend to cater to all of the financial services needs of our clients and provide a 'one stop shop' for financial products and services.

Our Capital Markets business is targeting the enormous intermediation opportunity in both investment banking and institutional equity in India and Asia, markets that have been relatively resilient in the aftermath of the global financial crisis. This business is headquartered in Mumbai and Singapore and is focused on developing a distinctive offering by creating strong research and trading capabilities.

Our Global Asset Management business comprises fund management services spread across various asset classes and regions. This business aims to unlock value in western asset managers by acquiring controlling interests in asset management companies in the developed economies, and providing them institutional support by way of distribution and access to new pools of capital as well as investment opportunities in emerging markets, for the next phase of growth. We have built this business through acquisition of a 70% stake in Northgate Capital LLC and Northgate Capital LP, managers of private equity fund of funds with assets under management of approximately US\$ 4 billion as of March 31, 2013 and a 54% interest in Landmark Partners, a private equity secondaries investment advisory company with assets under management of approximately US\$ 9.1 billion. We are supplementing our acquisition strategy through organic initiatives where we have the skills and network. During FY 2012-13, our Singapore-based subsidiary successfully completed the IPO of the Religare Health Trust, a SGX-listed business trust that manages healthcare assets, raising around US\$ 480 million.

We operate all of our businesses through our various Subsidiaries and Joint Ventures. The following table provides a summary of our significant Subsidiaries and Joint Ventures as of March 31, 2013:

Company	Subsidiary / Joint Venture	Stake Held by Religare Enterprises Limited (REL)	Area of Operation
Religare Finvest Limited (RFL)	Subsidiary	>99.99%	■ Asset Financing ■ Capital Market Financing ■ IPO Financing and ESOP Financing ■ Promoter Financing
Religare Housing Development Finance Corporation Limited (RHDFC) (through Religare Finvest Limited)	Subsidiary	87.5%	■ Housing finance under license issued by National Housing Bank
Religare Securities Limited (RSL)	Subsidiary	100%	■ Retail Equity Broking ■ Online Investment Portal ■ Depository Services



Company	Subsidiary / Joint Venture	Stake Held by Religare Enterprises Limited (REL)	Area of Operation
Religare Commodities Limited (RCL) (through Religare Securities Limited)	Subsidiary	100%	■ Retail Commodity Broking Business
Religare Macquarie Wealth Management Limited (RMWML)	Joint Venture	50%	■ 50: 50 joint venture with Macquarie for wealth management business
Religare Invesco Asset Management Company Private Limited (RIAMC) (through Religare Securities Limited)	Subsidiary	51%	■ Asset Management Company which manages Religare Invesco Mutual Fund ■ Portfolio Management Services
AEGON Religare Life Insurance Company Limited (ARLIC)	Joint Venture	44%	■ Life Insurance Company, Joint Venture between REL (44%), AEGON N.V. (26%) and Bennett, Coleman & Company Limited (30%) for life insurance business in India
Religare Health Insurance Company Limited (RHICL)	Subsidiary	90%	■ Health Insurance Company established with the objective of issuing health insurance and related products.
Religare Capital Markets Limited (RCML)	Subsidiary	100%	Services offered in India ■ Investment Banking - SEBI Registered Category I Merchant Banker ■ Corporate Finance ■ Institutional Equity Broking Services offered through RCML's overseas subsidiaries ■ Religare Capital Markets (Europe) Limited, UK ● Advising/Arranging for specified investments deals to specified customer group ● Dealing in specified investments as Agent/ Managing specified investments ● Arranging safeguarding and administration of assets ■ Religare Capital Markets (Hong Kong) Limited, Hong Kong ● Securities Broking Services to Institutional clients across Asia, UK and Australasian markets including Japan ● Corporate Finance ■ Bartleet Religare Securities Private Limited, Sri Lanka ● Stock broking ● Investment advisory ● Equity research ● Online trading



Company	Subsidiary / Joint Venture	Stake Held by Religare Enterprises Limited(REL)	Area of Operation
			■ Religare Capital Markets Inc., USA ● Sale of India and Asia Institutional Equity Products ■ Religare Capital Markets Corporate Finance Pte Limited, Singapore ● Investment Banking ■ Religare Capital Markets (Singapore) Pte Limited, Singapore ● Securities Broking
Religare Global Asset Management Inc.*	Foreign Subsidiary	100%	■ Northgate Capital (70% through Religare Global Asset Management Inc.) ☐ Private equity fund of funds ☐ Venture capital fund of funds ☐ Emerging markets fund of funds ■ Landmark Partners (54% through Religare Global Asset Management Inc.) ☐ Private equity and real estate investment advisory company ☐ Specialises in the 'Secondaries' category (buying stake of existing investors in established products)

*W.e.f. May 9, 2012 RGAM Inc. is a subsidiary of Religare Enterprises Limited through RGAM Corporation Private Limited.

B. Significant Developments/Recognition during FY 2012-13

Awards & Recognition: Religare Finvest Limited has been awarded the Finnoviti 2012 award in the "Innovation in Process" category.

International Finance Corporation ("IFC") Investment in Religare Enterprises Limited

International Finance Corporation, a member of the World Bank Group, has invested US\$ 75 million or nearly ₹ 4.05 billion in Religare Enterprises Limited ("REL"). IFC is the largest global development finance institution focused exclusively on the private sector in developing countries. The investment was primarily in the form of Compulsorily Convertible Debentures that will be converted into equity within 18 months, priced in accordance with SEBI guidelines. Based on REL's current capital structure, the investment will translate into an equity stake of nearly 8%. IFC has nominated a Director on the REL Board.

Invesco's stake in Religare Asset Management Company Private Limited

Invesco joined us as a strategic partner in Religare Asset Management Company Private Limited ("RAMC") and to reflect the partnership, the company has subsequently been rechristened Religare Invesco Asset Management Company Private Limited. Invesco's total AUM stood at around US\$ 729 billion as of March 31, 2013, and they have clients in over 100 countries. Invesco has acquired 49% equity in RAMC by way of secondary sale of shares. The transaction has received all regulatory approvals and was consummated on March 28, 2013.

C. Our Businesses

Broking

Our broking business encompasses primarily retail equity and derivatives broking, currency futures broking and commodity broking.



Retail Equity Broking

Our retail equity broking business is operated by Religare Securities Limited (“RSL”), our wholly owned subsidiary, which offers complete broking services catering to retail customers including equity broking in the cash and derivatives segments and depository participant services as its major activities and offerings. RSL is a member of the NSE and the BSE and is a Depository Participant with NSDL and CDSL. RSL also offers TIN facilitation & PAN facility at select branches- a unique service to help an individual with PAN, TAN and TDS/TCS returns related requirements.

CRISIL and ICRA, two of the leading rating agencies in India have assigned the ratings of [CRISIL]‘A1+’ and [ICRA]‘A1+’, respectively, the highest credit quality ratings for short term debt, to RSL for its short term debt aggregating to ₹ 10,000 million.

Over the last few years, the business expanded rapidly on the back of our proprietary distribution. This helped us to establish a pan India presence and made our brand visible across the length and breadth of the country. However, in light of the structural changes that we have seen in the retail broking business over the last few years, we decided to move to an operating model that is asset-light and flexible, increases the predictability and structural profitability of the business, and provides a distinct customer proposition. Through FY 2012-13, we implemented this new strategy by consolidating our branches in cities where we had multiple points of presence, re-focussing on Business Partners channel, segmenting our clientele and bringing a clear focus on the service requirement of each client segment. Our approach ensured that while we move to an asset-light structure, our distribution footprint is not compromised. We brought down the total number of owned branches to 210 as on March 31, 2013 from 396 at the start of FY 2012-13. At end of FY 2012-13, we are present in 540 cities and more than 1750 locations. Our equity client base has grown from 821,281 clients as on March 31, 2012 to 842,965 clients as on March 31, 2013.

Throughout FY 2012-13 we have started several initiatives to improve productivity and rationalize costs. As a result, we improved revenue productivity per employee, improved revenue generation from Business Partner channel and improved overall front end headcount to back end headcount ratio. We also launched several technology led initiatives such as centralised dealing platform, online trading platform and employee platform.

RSL has a specialized and dedicated “BANCINVEST” channel, which facilitates relationships with Banks for distribution of our products and services to the banks’ clients. RSL has through this channel entered into agreements with Tamilnadu Mercantile Bank Limited, Andhra Bank, Corporation Bank, IndusInd Bank Limited, Bank of Maharashtra, Union Bank of India, UCO Bank and Karur Vysya Bank Limited to offer its trading services. We are also forging relationships with other large private and public sector banks to cater to a broader spectrum of investors nationally.

Currency Broking

Currency broking provides an opportunity for clients to use currency futures and options to hedge their capital and trading exposure in other currencies and diversify their portfolios. RSL is a member of the currency segment on NSE and MCX-SX, and its offerings include futures in four currency pairs, viz. US dollar-Indian rupee, Euro-Indian rupee, Pound Sterling-Indian rupee and Japanese Yen-Indian rupee, and options in US dollar-Indian rupee.

Commodities

Religare Commodities Limited (“RCL”) is registered with the Forward Markets Commission (FMC) and is a member of the Multi-Commodity Exchange of India Limited (MCX), the National Commodities and Derivatives Exchange Limited (NCDEX), the National Spot Exchange Limited (NSEL) and the NCDEX Spot Exchange Limited (NCDEX SEL). Brokerage from trading commodities on behalf of clients is the primary source of revenue for RCL.

Commodity broking provides investors with a platform for hedging risks as well as an alternative investment avenue. RCL is targeting our equity trading customers for investment in globally-traded commodities, such as agricultural products, bullion, metals and oil & gas. In all the locations where commodity trading services have been provided, RCL has employed experienced commodities dealers, who support trading for commodity broking clients.

Institutional Brokerage & Research

Our institutional brokerage business provides research and sales & trading services to asset management companies, pension funds, insurance companies and hedge funds around the world. Globally our institutional broking business is empanelled with over 600 clients with over 175 in India alone as on March 31, 2013.

Religare Capital Markets Limited (“RCM”) has one of the largest institutional research teams in India providing comprehensive coverage of Indian markets. In addition to quality primary research, RCM also publishes several in-depth and thematic reports for its clients. RCM engaged a team of highly qualified and dedicated professionals covering more than 140 companies in India and 110 internationally across 16 sectors.



Bullion Trading

Religare Bullion Limited (RBL) (renamed Religare Comtrade Limited w.e.f. June 13, 2013) was incorporated on June 24, 2010 and is a wholly-owned subsidiary of Religare Commodities Limited (RCL). RBL's principal business is trading in bullion (precious metals), both in physical form as well as by way of exchange-traded contracts.

Lending

Our lending business is operated by Religare Finvest Limited ("RFL"), which is focused on providing growth capital to small & medium enterprises (SMEs). RFL is registered with RBI as a non-deposit taking, systemically important NBFC (NBFC-ND-SI). RFL provides various forms of credit to SMEs, such as SME- Mortgage (Loans against property and Home Loans), SME-Commercial Asset (Commercial Vehicle & Construction Equipment) and SME-Working Capital. RFL was present in 27 locations across 13 states and one Union Territory in India as of March 31, 2013. We believe RFL's pan-India coverage will allow it to continue to grow its loan portfolio and that its in-house ability to appraise credit quality is the key to providing efficient credit decisions. The ratings assigned to our debt are a testament to the strength of our balance sheet. ICRA has assigned the highest rating [ICRA] 'A1+' to our short term debt for an amount of ₹ 40 billion; a rating of [ICRA] 'AA-' to long term debt for an amount of ₹ 34 billion, a rating of [ICRA] 'AA-' to long term bank loans for an amount of ₹ 114 billion, a rating of [ICRA] 'A1+' to short term bank loans for an amount of ₹ 6 billion, a rating of [ICRA] 'A+' to Non-Convertible Cumulative Redeemable Preference Shares for an amount of ₹ 1.25 billion and a rating of pp-MLD [ICRA] AA- to Market Linked Debentures for an amount of ₹ 1 billion. Additionally, CARE has assigned a rating of 'CARE AA-' to RFL's long term debt for an amount of ₹ 15 billion and FITCH has assigned a rating of 'IND AA-' to RFL's Tier-II subordinate debt program for an amount of ₹ 6 billion.

We also offer capital markets financing through RFL, which provides loans against securities, mutual funds, structured products, promoter financing, ESOP financing and IPO financing.

During Q2FY 2012-13, RFL received a good response to its retail issue of non-convertible debentures. We raised ₹ 3.32 billion as against a basic issue size of ₹ 2.5 billion. Cumulatively, RFL has raised ₹ 11 billion from around 40,000 investors through two public issuances of non-convertible debentures.

The secured and unsecured loans given by RFL moved from ₹ 125.74 billion as of March 31, 2012 to ₹ 113.08 billion as of March 31, 2013 and total no of customers were more than 22,800 as of March 31, 2013.

SME Financing

SME-Mortgage (Loan against property and Home Loans) : Our SME- Mortgage product enables our customers to obtain loans against their residential or commercial property. Loans offered under this product may be utilized towards different purposes including business expansion and purchase of plant and machinery. During FY 2012-13, RFL disbursed Loans against Property amounting to ₹ 22.78 billion and the total book size (net of repayments & assignments) as on March 31, 2013 was ₹ 58.36 billion with a customer base of 2,852 clients. During the year, we have assigned/secured SME-Mortgage portfolio of ₹ 5.64 billion to other lenders.

SME- Working Capital : This product caters to working capital and other financial requirements of small and medium enterprises, self-employed businessmen and professionals. Loans are granted post an in-depth and detailed financial analysis and credit underwriting of the clients. We offer both Secured (first charge on plant and machinery) and unsecured loans. During FY 2012-13, RFL disbursed SME Loans amounting to ₹ 6.06 billion and the total book size (net of repayments & assignments) as on March 31, 2013 was ₹ 9.50 billion with a customer base of 5,151 clients.

SME- Commercial Asset (Commercial Vehicle & Construction Equipment) : SME- Commercial Asset funding is extended by RFL to both priority sector small operators and high-end strategic operators both in commercial vehicles (new or used) and construction equipment (heavy or light) segments. During FY 2012-13, RFL disbursed Commercial Assets Loans amounting to ₹ 2.69 billion, taking the total book size (net of repayments & assignments) as on March 31, 2013 to ₹ 7.65 billion with a customer base of 12,503 clients. During the year, we have assigned SME-Commercial Assets portfolio of ₹ 2.54 billion. to other lenders.

Capital Markets Financing

Loans against Securities: Our Loans against Securities (LAS) business involves offering loans secured by securities held by retail customers. RFL's LAS book as of March 31, 2013 stood at ₹ 14.00 billion across 897 clients.

IPO Financing: IPO Financing is focused on the high net worth individual (HNI) investor finance market in India and is engaged in offering secured loans to such high net worth customers who subscribe to shares of companies in domestic public offerings ("IPO Financing"). IPO Financing helps customers overcome the liquidity concerns by providing leverage



to put in large size applications. RFL undertakes IPO Financing with minimal incremental costs due to its existing infrastructure and client base.

Promoter Financing: Promoter Financing entails lending to promoters of large, reputed corporates against shares held by them in their companies, as well as other collateral, in order to augment the resources at the disposal of the promoters. RFL undertakes credit appraisal to establish the serviceability of the loans and also maintains a high margin of safety on the security. The outstanding loans for the promoter financing product as on March 31, 2013 amounted to ₹ 5.29 billion across 19 clients.

ESOP Financing: ESOP Financing allows employees who have been awarded company stock options under an ESOP to take a loan against vested stock options and shares allotted on exercise of such options. Many corporates proactively facilitate the exercise of ESOP options by their employees through this mechanism.

Investment Banking

We operate our investment banking business through RCM, which is registered as a Category I Merchant Banker with SEBI and as a multiple member in the 'Cash Segment' and as a 'Self Clearing and Trading Member' in the Derivatives Segment with the NSE. RCM is also registered with the BSE as a member in the 'Cash Segment'. RCM serves institutional clients and its efforts are supported by an experienced research team.

RCM aims to provide integrated and best-fit solutions to its clients and endeavours to provide value added services through diverse financial solutions in areas such as public equity offerings, convertible bond offerings, mergers and acquisitions advisory services, corporate restructuring advisory services, placement of private fund raisings (including debt and equity), and other investment banking and transaction advisory services. RCM supports its investment banking clients internationally through its headquarters in Mumbai and Singapore, and offices in Delhi and key global money centres.

RCM's investment banking professionals maintain relationships with businesses, private equity firms, other financial institutions and high net worth individuals and provide them with corporate finance and investment banking advice. During FY 2012-13, RCM was instrumental in the successful completion of Monte Carlo's ₹1,750 million Private Equity Raise as Financial Advisor. It also acted as the sole book running lead manager on Sintex Industries' qualified institutional placement of ₹ 1,748 million. RCM was also the Joint seller broker for the OFS of Mahindra Holidays and Resorts, accounting for over half the total allocations.

On the global front, RCM executed a large number of ECM mandates in the APAC region through cutting edge idea generation, strong global distribution to hedge funds as well as long only fund and seamless execution despite challenging markets. RCM acted as Sub Placement Agent for the US\$108 million Initial Public Offering for Global Premium Hotels, one of Singapore's largest chains of hotels, providing economy-tier to mid-tier class of hotel accommodation with a portfolio of 23 hotels island-wide. RCM brought in 4 (out of the 6) anchor orders, representing large regional as well as property focused funds – which eventually got very strong allocations in a heavily oversubscribed transaction. RCM also acted as Co-Bookrunner for US\$155 million Accelerated Book-Build Placement of Secondary Shares for Puregold Price Club, the Philippines' second largest grocery retailer and largest hypermarket chain, with 63 hypermarkets, 48 supermarkets, 11 discounters and 6 S&R membership shopping. RCM was appointed Joint Placement Agent for US\$ 56 million Accelerated Book-Build Placement for Dyna-Mac Holdings a Singapore-based multi-disciplinary specialist provider of detailed engineering, procurement and construction ("EPC") services for the offshore oil & gas, marine construction and other industries. RCM brought in more than 70% of the total order book, which was multiple times oversubscribed. RCM Acted as Joint Issue Manager, Joint Global Coordinator, Bookrunner and Underwriter for US\$ 408.6 million SGX IPO of Religare Health Trust, the first pure-play Indian healthcare business trust listed in Singapore. RCM was also appointed on a US\$ 50 million. Secondary share offering for Philweb Corporation from the Philippines, a US\$ 65.3 million. QPO for STI Education Holdings of the Philippines and a US\$ 20 million placement for Silverlake Axis, an SGX-listed Malaysia-based provider of core software solutions for the banking, financial services and retail industries across Asia and the Middle East

Insurance

Life Insurance

We operate our life insurance business through AEGON Religare Life Insurance Company Limited (ARLICL), which is a joint venture amongst our Company, AEGON N.V. and Bennett, Coleman & Company Limited, with our Company holding a 44% share, AEGON N.V. holding 26% and Bennett, Coleman & Company Limited holding the balance 30%.



ARLICL manages individual insurance and pension business through multiple distribution channels across India. The main distribution channels are the traditional agency channels, salaried sales force, online sales and third party distributors. As of March 31, 2013, ARLICL had presence in over 55 cities across 21 states in India. During the year, the Company launched two term products with one of them having 'return of premium' as part of the product offering. On the on-line platform we launched the iHealth (hospitalization cover) product with a rider. Two additional riders were also launched during the year including a 'Women Care' rider and 'TPD rider' both available with the term plan (offline). Towards the end of the financial year, the Company launched the Assured Returns Plan (ARP) with a guaranteed return which is a limited edition product. As of now, the Company offers Traditional products portfolio including Non-Participating individual plans, Participating Individual plans, Participating Pension plan, Health plans & Group plans and Unit Linked product portfolio including Unit Linked Life plans and Unit Linked Group Gratuity plan. For the FY 2012-13, ARLICL sold over 64,000 new policies grossing total premium of ₹ 4.3 billion. As of March 31, 2013, ARLICL had issued over 311,000 policies since inception.

Health Insurance

In the FY 2013-14, the industry is expected to grow at a steady pace in line with the growth seen in FY 2012-13. To achieve this, Religare health Insurance Company (RHICL) plans to focus on increasing its distribution footprint and quality of service to all customers and stake holders.

Significant Developments

- Since commencement of its operations in July 2012, RHICL has focused on developing its people and management strength, customer-led processes, scalable infrastructure and distribution capabilities.
- With a bouquet of three products across retail, group health and personal accident and having a presence in 14 states through its 32 offices, RHICL provided health insurance coverage to nearly 200,000 lives.
- In the nine month period since commencement of operations, RHICL has achieved a gross written premium of ₹ 388 million.
- Total employee strength of RHICL as on March 31, 2013 is more than 370.
- RHICL has tied up with more than 1,900 hospitals to facilitate cashless services to its customers.
- All retail claims are managed by the in-house Claims team of RHICL. Since the geographical spread of Group policies is vast, RHICL has tied up with Third Party Administrators to service claims registered against select Group policies.

Wealth Management

During FY 2012-13, Religare Macquarie Private Wealth's (RMPW) primary focus was on improving operating efficiency via consolidation of business in the South and rationalization of costs. Despite the distribution changes, the revenues have remained consistent and assets under management have also witnessed growth. In addition, there has been an improvement in the quality of clients acquired, and the Relationship Managers (RM) have also been able to successfully increase the wallet share from existing clients – hence managing much larger and deeper books. RM productivity has also significantly improved along with an average vintage of 2.5 years at RMPW and 8 years in wealth management. We are encouraged by the success in establishing the correct trajectory. The business has now firmly established itself on the path to becoming one of the most respected and valued wealth managers in the industry. RMPW now has a strong value proposition, one which it continues to build on as it evolves into a more mature and robust thought leader. The number of wealth advisors stands at 62 as at end of March 31, 2013.

We expect to broaden our advisory services significantly, leveraging our advisory capability across a far broader set of clients over the year ahead. Significant progress has been made to improve RMPW's technology capability for an improved client interface, and the service function and client engagement capability is fully geared to take care of our clients' needs. The entity is poised to grow and is fully geared up to handle the changing regulatory environment and the challenging business environment.

Asset Management

Our Asset Management business comprises global asset management and domestic asset management services.

Global Asset Management

Our Global Asset Management business is operated by Religare Global Asset Management Inc. (RGAM) which is a holding company for overseas asset managers acquired by us and is registered with the United States Securities and Exchange Commission as an investment advisor.



RGAM operates a multi-boutique asset management business. RGAM partners with established institutional-quality asset managers that offer “forward looking” investment strategies and have a track record of superior performance. Our goal is to partner with six to ten distinct affiliates over next three to five years period to offer a breadth of investment strategies and build a significant asset management. Currently, we have four affiliates, viz. Landmark Partners, Northgate Capital, Religare Health Trust Trustee Manager and Investment Professionals and our aggregate assets under management through these affiliates are approximately US\$ 14 billion.

RGAM believes strongly that several factors are key to success in the asset management business, including: (a) the ability to offer proven investment capabilities and services of the highest institutional quality; (b) the alignment of investment strategies and products with macro trends in the industry; (c) a senior management team of committed professionals with a shared strategic vision and a strong desire to build the franchise; and (d) sufficient equity ownership and alignment among management to operate as principals and partners of the business, and not as “agents” of the equity owners.

Our philosophy as a majority owner of an asset management firm is to be passive with respect to the day-to-day execution of the investment strategy. RGAM’s limited involvement in the governance structure for its affiliates is designed to preserve the autonomous operating nature and unique culture of each affiliate.

Currently, RGAM holds a majority interest in Northgate Capital and Landmark Partners, and a strategic stake in Investment Professionals Limited.

Northgate Capital: Northgate Capital is a leading provider of ‘customizable’ fund-of-fund investment solutions that allocates investor capital among a range of high-quality underlying venture capital and private equity funds. In addition to fund-of-fund structures, Northgate also offers direct investment funds.

Founded in 2000, the firm has successfully raised and deployed 17 funds across developed and emerging markets. Northgate provides its investor’s access to those managers and direct company investments that can be difficult to access or even identify. Northgate capitalizes on its proprietary due diligence process and industry relationships that have been developed by its senior management team over the past decade. It has offices in San Francisco, London, Hong Kong, Mexico and New Delhi. Northgate manages approximately US\$ 4 billion of committed assets on behalf of institutional and high-net-worth investors. Northgate was one of the only 15 US-based companies recognized as a Global Growth Company by World Economic Forum in 2008.

Landmark Partners: Landmark Partners is a leading global alternative investment management firm specializing in the acquisition of private equity and real estate limited partnership interests in the secondary market.

Founded in 1989, Landmark has formed 27 funds focused on venture capital, buyout, mezzanine and real estate limited partnership interests. These funds have been deployed across 1,200 partnership interests that comprise 14,000 underlying company and property interests.

Each of the partners at Landmark brings an average of 23 years of experience, including an average of 15 years with the firm. Landmark was recognized by Private Equity International as the North American Secondary Firm of the Year for 2009, 2010 and 2011. In addition, Landmark was recognized by PERE as the North American Real Estate Fund-of-Funds/Secondary Firm of the Year for 2011. The firm is headquartered in Simsbury, Connecticut with offices in Boston, Massachusetts and London. Landmark manages approximately upto US\$ 9.1 billion of committed assets primarily on behalf of institutional investors.

Religare Health Trust Trustee Manager (RHTTM): RHTTM is the Trustee Manager of the Religare Health Trust (RHT) which is a business Trust listed on Singapore Stock Exchange with AUM of approx. SGD 715 million. RHT investment mandate is to invest in medical and healthcare assets and services in Asia, Australia and emerging markets in the rest of the world.

Investment Professionals Limited (IPRO): IPRO was set up in Mauritius in 1992 and is today a leading investment and portfolio manager on the island. The firm is regulated by the Financial Services Commission (Mauritius). In 2007, IPRO has leveraged its African regional location by opening an office in Botswana and by signing some significant partnerships with leading firms in India.

With over US\$350 million of assets under management, IPRO’s bespoke solutions are designed to respond to the needs of each client individually.



Domestic Asset Management

We offer various debt-oriented, equity-oriented and hybrid schemes as well as exchange traded funds and also provide discretionary & non-discretionary/advisory portfolio management services (PMS) through Religare Invesco Asset Management Company Private Limited (RIAMC), 51% owned by Religare Securities Limited, a 100% subsidiary of Religare Enterprises Limited.

RIAMCL manages the assets of Religare Invesco Mutual Fund pursuant to an investment management agreement dated April 27, 2006.

As on March 31, 2013, the Fund House manages domestic mutual fund assets to the tune of ₹ 142.02 billion which signifies a 36% jump in assets over the previous financial year. The assets under domestic PMS and Offshore Advisory, as on March 31, 2013 are to the tune of ₹ 3.10 billion and ₹ 11.04 billion respectively. Religare Mutual Fund is ranked no.15 by Average AUM of Q4 FY 2012-13, out of 44 Mutual Funds operating in India, as of end March 31, 2013. The total number of investor folios as of March 31, 2013 stood at 220,304. The fund house launched a new thematic debt product, Religare Bank Debt Fund in December'12 and collected over ₹ 1.12 billion at launch. In addition, there were several launches of Fixed Maturity Plans done throughout the year.

On September 27, 2012, Religare Enterprises Limited announced the induction of Invesco Limited., a leading global investment management firm as a joint venture partner in Religare Asset Management Company Private Limited (RAMC). The transaction was completed on March 28, 2013 whereby Invesco Co. Limited (though its subsidiary Invesco Hong Kong Limited) acquired 49% share holding in RAMC. With effect from April 2, 2013, Religare Asset Management Company Private Limited was rechristened as Religare Invesco Asset Management Company Private Limited. The Boards of the Asset Management Company and Trustee Company were duly reconstituted to include Invesco's representation on the boards. The name of Religare Mutual Fund was changed to Religare Invesco Mutual and schemes were accordingly renamed.

Invesco is a leading, independent global investment management firm based out of Atlanta, United States of America, with total AUM of over US\$ 729.30 billion, as on March 31, 2013 and operations in 20 countries. Invesco provides a wide range of investment strategies and vehicles to retail, institutional and high net worth clients spread across more than 150 countries. Invesco is listed on the New York Stock Exchange (NYSE) and is a constituent of the S&P 500 index with a market capitalization of US\$ 12 billion (as of December 31, 2012). Invesco has a very good foot-print in Asia Pacific with presence in Japan, Australia, Taiwan, South Korea, Hong Kong, Singapore and China.

The current transaction is a purposeful decision of complementary synergies of both partners which can propel the business to the next level. Going forward, the joint venture will work towards introducing a wider product range; both in local and global markets, enhancing performance and risk management capabilities. This will benefit the clients and distributors and the fund house to march ahead. The entire team, systems and processes remain the same and will only be strengthened with this partnership.

D. Internal Control and Risk Management System

Our Company has efficient internal controls and risk management systems to assess and monitor risks across our various business lines. We have an independent department which carries out the functions of risk management supported by robust risk control software along with a dedicated centralised team. We believe that we have effective procedures for evaluating and managing the market, credit and other risks to which we are exposed as well as protecting our reputation.

We have extensively leveraged technology to automate functions such as risk management, operational control, credit approval and account management. Our IT systems is capable of real-time analysis of customer data which allows us to provide our customers real time service and which also helps us with risk management.

E. Discussion on Consolidated Financial and Operational Performance of Religare Enterprises Limited

i. Results of Operations

	FY 2012-13		FY 2011-12		Growth %
	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income	
Revenue from Operations	34,185.77	98.03	31,702.60	98.06	7.83
Other Income	685.84	1.97	626.08	1.94	9.55



	FY 2012-13		FY 2011-12		Growth %
	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income	
Total Revenue	34,871.61	100.00	32,328.68	100.00	7.87
Expenses					
Employee Benefits Expenses	5,711.30	16.38	9,324.24	28.84	(38.75)
Finance Cost	17,166.18	49.23	14,570.49	45.07	17.81
Depreciation and Amortization Expense	600.89	1.72	835.26	2.58	(28.06)
Other Expenses	9,077.34	26.03	9,021.83	27.91	0.62
Total Expenses	32,555.71	93.36	33,751.82	104.40	(3.54)
Profit / (Loss) before Exceptional Items & Tax	2,315.90	6.64	(1,423.14)	(4.40)	nm
Exceptional Items					
Profit on sale of investments in subsidiaries (Net)	3,208.74	9.20	—	—	—
Adjustment due to exclusion of Subsidiaries	—	—	6,814.34	21.08	—
Provision for diminution in the value of long term investments in a subsidiary	(8,100.00)	(23.23)	(6,355.50)	(19.66)	nm
Profit /(Loss) after Exceptional Items & before Tax	(2,575.36)	(7.39)	(964.30)	(2.98)	nm
Tax Expense	2,231.84	6.40	525.25	1.62	nm
Profit /(Loss) after Tax before Minority Interest	(4,807.20)	(13.79)	(1,489.55)	(4.61)	nm
Share of Minority Interest	734.10	2.11	645.29	2.00	13.76
Share of Profit in Associate	0.55	0.00	7.19	0.02	(92.35)
Profit / (Loss) after Tax and Minority Interest	(5,540.75)	(15.89)	(2,127.65)	(6.58)	nm
Earnings per equity share (Rs.)					
Basic	(37.65)		(15.80)		
Diluted	(37.65)		(15.80)		

Note: Religare Enterprises Ltd (REL), Religare Capital Markets Ltd (RCML) and RHC Holding Pvt Ltd (a Promoter Group company) have entered into a tripartite agreement that places severe long term restrictions on RCML, significantly impairing its ability to transfer funds to REL. Owing to this restriction, REL's investments in RCML have been fully provided for and RCML's consolidated financial statements have been excluded from REL's consolidated financial statements w.e.f. 1st Oct, 2011 where the excess of liabilities over assets of RCML and its subsidiaries have been credited to the Profit & Loss account as an exceptional item.

We recorded 'Profit before Exceptional Items & before Tax' of ₹ 2,315.90 million for FY 2012-13 as compared to 'Loss before Exceptional Items & before Tax' of ₹ 1,423.14 million for FY 2011-12. 'Loss after Tax and Minority Interest' was ₹ 5,540.75 million for FY 2012-13 as compared to 'Loss after Tax and Minority Interest' ₹ 2,127.65 million for FY 2011-12. Consequently, we reported basic loss per share ₹ 37.65 in FY 2012-13 as against basic loss per share ₹ 15.80 in FY 2011-12.

ii. Segment-wise Performance

Our income from operations primarily comprises of commissions from securities and commodities trading, income from Depository Operations, recovery of transaction fees from clients, distribution of financial products such as insurance,



mutual funds, bonds and retail subscriptions for IPOs, income from our capital market financing activities and SME financing activities, interest on Fixed Deposits with Banks, management fees received under our asset management services and fees received for our investment banking and financial advisory services, income from Arbitrage and Trading of Securities and Derivatives and income from Insurance Premium, profit on sale/redemption of investments and dividend income. We make short-term investments as part of our working capital management by deploying surplus funds in mutual funds.

Our income from operations was ₹ 34,185.77 million for the FY 2012-13, as compared to ₹ 31,702.60 million for the FY 2011-12, representing an increase of 7.83%. Mentioned below are details of the comparison of income from our operations between FY 2012-13 and 2011-12, along with the reasons for increase in this income.

	FY 2012-13		FY 2011-12	
	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income
Income from Lending Activities	21,047.90	60.36	17,316.75	53.56
Investment Management and Advisory Fees	4,978.62	14.28	4,192.41	12.97
Income from Broking Operations	3,087.72	8.85	4,788.66	14.81
Income from Insurance Premium (Net of Premium on re-insurance ceded)	1,923.56	5.52	1,968.18	6.09
Interest Income from Fixed Deposits with Banks	1,019.24	2.92	1,350.41	4.18
Income from Arbitrage and Trading of Securities and Derivatives (Net)	757.63	2.17	459.68	1.42
Income from Non- Current Investments	409.13	1.17	44.14	0.14
Interest Income from Delayed Payments	392.30	1.12	461.99	1.43
Income from Current Investments	268.70	0.77	210.89	0.65
Income from Advisory Services	166.64	0.48	492.69	1.52
Profit on Sale of Bullion and Art Works	72.34	0.21	331.58	1.03
Profit on Assignment of Loans	61.99	0.18	85.22	0.26
Total	34,185.77	98.03	31,702.60	98.06

Income from Lending Activities

Our subsidiary RFL, being an NBFC, offers all our lending products. The interest income from our financing operations increased from ₹ 17,316.75 million for FY 2011-12, constituting 53.56% of our total income to ₹ 21,047.90 million for FY 2012-13, constituting 60.36% of our total income primarily due to increase in average capital deployment in the SME financing businesses. Mentioned below are details of comparison of income from financing activity in Fiscal 2013 and Fiscal 2012.

	FY 2012-13		FY 2011-12	
	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income
SME Financing				
– SME-Loan against Property	9,441.59	27.08	6,303.59	19.50
– SME- Commercial Assets	1,685.78	4.84	2,027.84	6.27
– SME-Working Capital	1,845.94	5.29	1,510.75	4.67
Capital Market Financing				
– Loan against Securities	3,340.12	9.58	3,408.91	10.54
– IPO Funding	4.44	0.01	21.62	0.07
Housing Loan	324.72	0.93	334.59	1.04
Other Loans	4,405.31	12.63	3,709.45	11.47
Total	21,047.90	60.36	17,316.75	53.56



SME Financing

SME- Loan against Property/Mortgages: Interest income from loans against property increased by 49.78% to ₹ 9,441.59 million for FY 2012-13 as compared to ₹ 6,303.59 million for FY 2011-12 primarily due to higher average deployment during FY 2012-13. During the year, we have assigned/securitized SME- Mortgage portfolio of ₹ 5.64 billion. to other lenders.

SME- Commercial Assets: Interest income from commercial assets (including auto lease) was ₹ 1,685.78 million for FY 2012-13 as compared to ₹ 2,027.84 million for FY 2011-12. During FY 2012-13, RFL disbursed Commercial Assets Loans amounting to ₹ 2.69 billion, taking the total book size (net of repayments & assignments) as on March 31, 2013 to ₹ 7.65 billion with a customer base of 12,503 clients. During the year, we have assigned SME-Commercial Assets portfolio of ₹ 2.54 billion. to other lenders.

SME- Working Capital: The revenue generated through this activity increased from ₹ 1,510.75 million constituting 4.67% of our total income for FY 2011-12 to ₹ 1,845.94 million constituting 5.29% of our total income for FY 2012-13. During FY 2012-13, RFL disbursed SME Loans amounting to ₹ 6.06 billion and the total book size (net of repayments & assignments) as on March 31, 2013 was ₹ 9.50 billion with a customer base of 5,151 clients.

Capital Market Financing

Interest income from our capital markets financing activities was ₹ 3,344.56 million for FY 2012-13 as compared to ₹ 3,430.53 million for FY 2011-12 primarily due to decrease in the average fund deployment.

Income from Investment Management & Advisory Services

Income from Investment Management and Advisory Services increased primarily due to advisory fees in Religare Health Trust Trustee Manager Pte Ltd.

Broking Operations

Our brokerage business comprises revenues earned from equities, derivatives and commodities traded on the exchanges on behalf of clients and distribution of third party products such as mutual funds and insurance, income from depository operations and recovery of transactions fees from clients.

The income arising out of our broking activities was ₹ 3,087.72 million for FY 2012-13 constituting 8.85% of our total income for that period, as compared to income from such activities of ₹ 4,788.66 million for FY 2011-12, constituting 14.81% of our total income for that period, exhibiting decrease of 35.52%. Mentioned below are the details of constituents of our broking income.

	FY 2012-13		FY 2011-12	
	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income
Equities	1,828.76	5.24	3,361.74	10.40
Commodities	573.84	1.64	798.95	2.47
Recovery of Transaction Fees from Clients	322.74	0.93	348.93	1.08
Income from Depository Operations	198.73	0.57	202.41	0.63
Others	163.63	0.47	5.30	0.01
Total	3,087.72	8.85	4,788.66	14.81

Equities

Our income from equity broking operations decreased for two main reasons. Firstly, our turnover decreased by 26% in FY 2012-13 as compared to FY 2011-12. Secondly, Religare Capital Markets Limited's (RCML) consolidated financial statements have been excluded from Religare Enterprises Limited's (REL) consolidated financial statements w.e.f. 1 Oct, 2011 and consequently, our consolidated income from equities includes such income generated by RCML only until September 30, 2011 during FY 2011-12.

Commodities

The revenue from our commodities brokerage activities has decreased from ₹ 798.95 million for FY 2011-12 to ₹ 573.84 million for the FY 2012-13 due to decrease in turnover by 19%.



Income from Advisory Services

Financial Advisory Services decreased primarily because last year included half year's RCML numbers whereas in the current year the RCML financials have not been included for the entire year.

Income from Non- Current Investments

Income from Non- Current Investments increased to ₹ 409.13 million for FY 2012-13 as compared to ₹ 44.14 million for FY 2011-12 primarily due to increase in interest income on debentures /bonds.

Other income

Other income primarily includes balances written back/bad debts recovered, transfer/gain on revaluation/change in fair value, rental income etc.

Our other income increased to ₹ 685.84 million during FY 2012-13 constituting 1.97% of our total income for such period as compared to ₹ 626.08 million for FY 2011-12 constituting 1.94% of our total income for such period. Below is a comparison of our other income during FY 2012-13 with that in FY 2011-12.

	FY 2012-13		FY 2011-12	
	Amount (₹ in million)	% of total income	Amount (₹ in million)	% of total income
Balance Written Back (Net)/ Bad Debt and Loans written off Recovered	190.45	0.55	27.90	0.09
Recovery of Loans written off	-	-	49.98	0.15
Reversal of Earlier Years Contingent Provision	30.77	0.09	-	-
Transfer/ Gain on revaluation/change in fair value	75.00	0.21	-	-
Support Service Fees	8.97	0.03	14.68	0.05
Rental Income	62.82	0.18	47.07	0.15
Interest Income On-				
Inter Corporate Loans	9.62	0.02	20.30	0.06
Fixed Deposits with Banks	6.47	0.02	13.15	0.04
Balance With Suppliers	-	-	52.02	0.16
Others	72.00	0.21	117.17	0.36
Profit on Sale of Capital Work In Progress-Properties	27.53	0.08	-	-
Miscellaneous Income	202.21	0.58	283.81	0.88
Total	685.84	1.97	626.08	1.94

iii. Key Ratios

in ₹ million	FY 2012-13	FY 2011-12
Total Revenue	34,871.61	32,328.68
EBIDTA	20,082.97	13,982.61
Margins (%)	57.59	43.25
Profit Before Exceptional Items and Tax	2,315.90	(1,423.14)
Margins (%)	6.64	(4.40)
PAT	(5,540.75)	(2,127.65)
Margins (%)	(15.89)	(6.58)

Your company saw a growth of 7.87% in total revenues. EBIDTA margins stood at 57.59% in FY 2012-13 as compared to 43.25% in FY 2011-12. EBIDTA Margin increased due to transfer of Corporate Function to Religare Corporate Services w.e.f. 1st Oct, 2011.

E. Human Resources – Contribution to Business Success

The company recognizes people as its most valuable asset & focus has been to create an environment where performance is rewarded, customers are respected and employees get opportunities to realise their potential. The Company's strong



human resource strategies supported its business in a challenging environment and have helped in building an open, transparent and meritocratic culture to nurture profitable growth. As on March 31, 2013, total employee strength was 5,318.

During the course of the year, the Company undertook various HR initiatives to strengthen the HR process framework and the internal organizational structure:

1. Learning and Development Centre of Excellence focused on meeting training requirements at 3 levels: organizational, business and individual. At the Organizational level “Role Based and Need Based Learning Continuums” have been created to develop behavioural skills in employees. Various new programs were added to the classroom training catalogue including programs for Senior Leadership as well as front line executives and the classroom training man hours this year were 27864. Product related training was delivered through a mix of e-learning and classroom platform. An e-learning matrix was devised that defines core modules and timelines for completion of modules for specific role. E-learning man hours for this year were 1,01,240. ‘Religare Online Library’ which offers employee’s access to more than 40,000 books across 40 categories and aims at encouraging active reading among employees was extended to the Senior Manager grade.
2. Organizational Development Initiatives focusing on overcoming specific challenges that a business or function faced to enhance performance and productivity or initiatives were taken up by the organization for culture building. At an organization level to drive performance dialogue “Performance Appraisal and Feedback Workshops” were facilitated by HR team before annual appraisal exercise.
3. Concerted efforts were made to assess the internal talent and provide differentiated development inputs to ready a pipeline of talent internally. This process was executed as per the specific talent need at various levels in the organization (Senior Manager to EVP level). Individual Potential mapping by the skip level managers and Talent Councils led by CEO’s were conducted to finalize a talent pool of 115 employees. The identified Talent Pool was put through a Talent Development journey and on-going development inputs. The development journey comprises of various tools and methodologies like development centers, book reviews, peer learning forums, weekly online videos of global leaders, workshops with institutes/firms like IIM Lucknow, DDI, Ken Blanchard and each initiative was mapped to Religare Leadership competencies.
4. HR facilitated job sizing and realignment of organization structure for certain business verticals. Further efforts were rolled out to achieve greater synergies across multiple businesses/divisions, aiding increase in manpower productivity.
5. The Company has been successful in building a performance driven culture through a systematic performance appraisal process influencing total compensation. All employees had their deliverables defined and captured in online goal sheets. Assessments and feedbacks were conducted and employees were differentiated based on their performance. Rewards have been linked to performance thus building a fair and transparent process and further promoting our “Pay for Performance” compensation philosophy.
6. Religare ACE, employee recognition program, promotes a culture of appreciation based on meritocracy, inculcate pride in one work and reinforce living the Religare Values. Moving forward in its journey of imbibing a culture of capability and excellence, Religare ACE Business Best Team Awards were instituted for the Lending and Broking businesses. Apart from the 9 teams in Lending and 27 teams in Broking recognized for their performance, the year saw a total of 543 nominations and a total of 330 winners commended and awarded for their individual contribution to organization performance. To give a further impetus to recognition of these outstanding performers, felicitation ceremonies were conducted at various regions and winners were provided exclusive Religare ACE signatures for use in official email correspondence.
7. In our endeavour to attract the right talent at all levels, we have built various recruitment channels to meet specific talent requirements at various levels in cost effective ways. Our rigorous assessment process ensures that prospective candidates are evaluated on various competencies including cultural fitment. For mid-management & above roles the selection process includes psychometric tests and competency-based interviews. To communicate & service distributed workforce we have significantly invested in creating IT enabled HR processes & systems. Employee self-service modules on our HRIS ensures consistency in employee experience across locations & the intranet platform provides an opportunity to top management to communicate with the employees through this channel and also helps to keep employees connected & updated on latest happenings in the organisation.

As a strategic business partner, the Human Resources team is committed to protecting the interest of all the stakeholders and supporting the leadership team in building a world class organization.



1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

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

Our Board of Directors, guided by above philosophy, formulate strategies and policies having focus on optimizing value for various stakeholders like consumers, shareholders and the society at large.

2. BOARD OF DIRECTORS

A. BOARD'S COMPOSITION AND CATEGORY

The Composition of Board of Directors of the Company is in conformity with the requirements of Clause 49 of the Listing Agreement. Currently, the Board of the Company consists of Ten (10) Directors comprising of one (1) Chairman & Managing Director, and Nine(9) are Non-Executive Directors. The Non-Executive Directors comprises of Five (5) Independent Directors and Four (4) Non-Independent Directors.

The details relating to Composition & Category of Directors, Directorships held by them in other companies and their membership and chairmanship on various Committees of Board of other companies, as on March 31, 2013 is as follows:

S. No.	Name of the Director	Category	No. of Directorships held in other Companies (other than in Religare Enterprises Limited)	No. of Memberships/ Chairmanships in various other Board Committees (other than in Religare Enterprises Limited)	
				Member	Chairman
1	Mr. Sunil Godhwani	Executive Director	10	5	NIL
2	Mr. Shachindra Nath ***	Executive Director	N.A	N.A	N.A
3	Mr. Anil Saxena ***	Executive Director	N.A	N.A	N.A
4	Mr. Ravi Umesh Mehrotra	Non-Executive Director	3	2	NIL
5	Mr. Harpal Singh	Non-Executive Director	4	2	NIL
6	Mr. Padam Bahl	Independent Non-Executive Director	9	5	3
7	Mr. Deepak Ramchand Sabnani	Independent Non-Executive Director	3	1	1
8	Mr. J.W. Balani@	Independent Non-Executive Director	2	NIL	NIL
9	Dr. Sunita Naidoo****	Independent Non-Executive Director	1	NIL	NIL
10	Mr. Monish Kant Dutt^^	Nominee Non-Executive Director	NIL	NIL	NIL
11	Mr. Avinash Chander Mahajan^^^	Independent Non-Executive Director	3	3	2
12	Mr. Virendra Kumar Madan^	Non-Executive Director	1	1	NIL
13	Mr. Stuart D Pearce**	Independent Non-Executive Director	N.A	N.A	N.A
14	Ms. Kathryn Mathews*	Independent Non-Executive Director	N.A	N.A	N.A
15	Capt. G. P. S. Bhalla (Alternate to Mr. Deepak Ramchand Sabnani)	Independent Non-Executive Director	1	1	1
16	Mr. R. K. Shetty (Alternate to Mr. J.W. Balani) @	Independent Non-Executive Director	3	NIL	1

* Resigned w.e.f May 25, 2012

** Resigned w.e.f December 31, 2012

*** Resigned w.e.f January 24, 2013

**** Resigned w.e.f May 4, 2013

^ Appointed w.e.f. January 24, 2013

^^ Appointed by International Finance Corporation w.e.f February 05, 2013

^^^ Appointed w.e.f. March 01, 2013

@ Mr. J W Balani has resigned from Board w.e.f June 27, 2013 and accordingly Mr. R K Shetty also ceases to be Alternate Director w.e.f June 27, 2013. However, Mr. R K Shetty has been appointed as Independent Director w.e.f June 28, 2013



Notes:

- (i) The Independence of a Director is determined by the criteria stipulated under Clause 49 of the Listing Agreement.
- (ii) The directorships held by the directors, as mentioned above do not include the Alternate Directorships, directorships held in Private Limited Companies , foreign companies and companies under Section-25 of the Companies Act, 1956.
- (iii) The Committees considered for the purpose are those prescribed under Clause 49(I)(C)(ii) of the Listing Agreement(s) viz. Audit Committee and Shareholders/Investors Grievance Committee of Indian public limited companies and private limited companies which are public limited companies in terms of section 3(1)(iv)(c) of the Companies Act, 1956.
- (iv) None of the Directors are related to each other.
- (v) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement) across all the public companies in which the person is a Director. Necessary disclosures regarding Committee positions in other public limited companies as on March 31, 2013 has been made by the Directors.

B. BOARD MEETINGS & ATTENDANCE

Dates of Board Meetings are fixed in advance and agenda papers are circulated to Directors generally one week before the meeting. Each agenda item is provided with sufficient background and all material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting. In case of exigencies or urgencies, resolutions are considered by Circulation as well.

During the financial year 2012-2013 **Six(6)** Board Meetings were held: May 25, 2012, August 06, 2012, September 29, 2012, October 30, 2012, November 7, 2012 and January 24, 2013. The intervening period between the Board Meetings were within the maximum time gap prescribed under Companies Act, 1956 and Clause 49 of the Listing Agreement.

The last Annual General Meeting was held on August 29, 2012.

Details of attendance of Directors at various Board Meetings and at the Annual General Meeting held during the financial year 2012-13 is as under:

Name of Director	No. of Board meetings attended	Whether attended last AGM
Mr. Sunil Godhwani	6	Yes
Mr. Shachindra Nath ^ ^	6	No
Mr. Anil Saxena ^ ^	5	Yes
Mr. Ravi Umesh Mehrotra	4	No
Mr. Harpal Singh	4	No
Mr. Padam Bahl	4	Yes
Mr. Deepak Ramchand Sabnani	-	No
Mr. J.W. Balani [§]	-	No
Dr. Sunita Naidoo ^{^^^}	-	No
Mr. Stuart D Pearce ^{^^^}	3	No
Ms. Kathryn Matthews ^	1	No
Capt. G. P. S. Bhalla*	5	No
Mr. R. K. Shetty**	3	Yes
Mr. Monish Kant Dutt [@]	-	No
Mr. Avinash Chander Mahajan ^{@@}	-	No
Mr. Virendra Kumar Madan ^{@@@}	-	No

[^]Resigned w.e.f. May 25, 2012

^{^^}Resigned w.e.f. January 24, 2013

^{^^^}Resigned w.e.f. December 31, 2012

^{^^^}Resigned w.e.f. May 4, 2013

[@]Appointed by International Finance Corporation w.e.f. February 05, 2013

^{@@}Appointed w.e.f. March 01, 2013

^{@@@}Appointed w.e.f. January 24, 2013

* Alternate Director to Mr. Deepak Ramchand Sabnani

** Alternate Director to Mr. J.W. Balani

[§]Mr. J W Balani has resigned from Board w.e.f. June 27, 2013 and accordingly Mr. R K Shetty also ceases to be Alternate Director w.e.f. June 27, 2013. However, Mr. R K Shetty has been appointed as Independent Director w.e.f. June 28, 2013



Information available to the Board

During the year 2012-13, information as mentioned in Annexure 1A to Clause 49 of the Listing Agreement has been placed before the Board for its consideration.

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

C. SHAREHOLDING OF EXECUTIVE DIRECTORS

The shareholding of Executive Directors of the Company as on March 31, 2013 is as follows:

S. No.	Name	Number of Equity Shares Held
1	Mr. Sunil Godhwani	1500000
2	Mr. Shachindra Nath #	0
3	Mr. Anil Saxena #	0
	Total	1500000

Resigned w.e.f. January 24, 2013

3. COMMITTEES OF THE BOARD

There are 8 Board level Committees – Audit Committee, Compensation / Remuneration / Nomination Committee, Shareholders' and Investors' Grievance Committee, Share Allotment Committee, Investment & Borrowing Committee, Risk Management Committee, Asset Liability Committee and Related Party Transactions Sub-Committee.

Following three (3) committees have been dissolved w.e.f. January 24, 2013 :

1. Committee under Clause 41 of the Listing Agreement
2. Offer Committee
3. Executive Committee

Details of the role and composition of Board Committees constituted as per requirements of Clause 49 of the Listing Agreement, including number of meetings held during the financial year and attendance thereat are provided below:

a) Audit Committee

(i) Composition

The Composition of the Audit Committee of the Board as at March 31, 2013 is as under:

S. No.	Name	Position
1.	Mr. Padam Bahl, Non-Executive & Independent Director	Chairman
2.	Mr. Sunil Godhwani, Chairman & Managing Director	Member
3.	Mr. J W Balani, Non-Executive & Independent Director @	Member *
4.	Mr. Deepak Ramchand Sabnani, Non-Executive & Independent Director	Member **

* Mr. R K Shetty acting as an Alternate Director to Mr. J W Balani

** Capt. G P S Bhalla acting as an Alternate Director to Mr. Deepak Ramchand Sabnani

@Mr. J W Balani has resigned from Board w .e.f June 27, 2013 and accordingly Mr . R K Shetty also ceases to be Alternate Director w.e.f June 27, 2013. However, Mr. R K Shetty has been appointed as Independent Director w .e.f June 28, 2013

The Composition of the Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

The Company Secretary of the Company acts as the Secretary of the Committee.

All the members of the Committee possess financial and accounting knowledge.



(ii) Terms of Reference

Primarily, the Audit Committee is responsible for:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors on any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

Further, the Committee also discharges such other role/functions as may be specifically referred to the Committee by the Board of Directors and / or other committees of Directors of the Company.



(iii) Meetings and attendance during the year

During the financial year 2012-13, Four **(4)** meetings of the Audit Committee were held: May 25, 2012, August 06, 2012, October 30, 2012, and January 24, 2013.

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

Name of the Member	No. of Meetings Attended
Mr. Padam Bahl, Chairman	3
Mr. Sunil Godhwani	4
Mr. R. K. Shetty*	2
Capt. G P S Bhalla**	4

* Alternate Director to Mr. J. W. Balani. However, Mr. J W Balani has resigned from Board w.e.f June 27, 2013 and accordingly Mr. R K Shetty also ceases to be Alternate Director w.e.f June 27, 2013. However, Mr. R K Shetty has been appointed as Independent Director w.e.f June 28, 2013

** Alternate Director to Mr. Deepak Ramchand Sabnani

Group Chief Executive Officer, Group Chief Finance Officer, Financial Controller and representatives of the Statutory and Internal Auditors normally attend the Audit Committee meetings by invitation.

b) Compensation / Remuneration / Nomination Committee

(i) Composition

The composition of the Compensation / Remuneration / Nomination Committee as at March 31, 2013 is as under:-

S. No.	Name	Position
1.	Mr. Padam Bahl, Non-Executive & Independent Director	Chairman
2.	Mr. Sunil Godhwani, Chairman & Managing Director	Member
3.	Mr. J W Balani, Non-Executive & Independent Director@	Member *
4.	Mr. Deepak Ramchand Sabnani, Non-Executive & Independent Director	Member **

* Mr. R K Shetty acting as an Alternate Director to Mr. J W Balani

** Capt. G P S Bhalla acting as an Alternate Director to Mr. Deepak Ramchand Sabnani

@Mr. J W Balani has resigned from Board w.e.f June 27, 2013 and accordingly Mr. R K Shetty also ceases to be Alternate Director w.e.f June 27, 2013. However, Mr. R K Shetty has been appointed as Independent Director w.e.f June 28, 2013

The Company Secretary of the Company acts as the Secretary of the Committee.

(ii) Terms of Reference

The role of the Compensation / Remuneration / Nomination Committee includes:

1. Recommend for fixation and periodic revision of the compensation of the Managing Director and Executive Directors to the Board for approval and review and approve compensation policy (including the performance bonus, incentives, perquisites and benefits) for the senior management personnel.
2. Administration and superintendence of Employee Stock Option Scheme (ESOS) / Employee Stock Purchase Scheme (ESPS).
3. Formulation of the detailed terms and conditions of the ESOS/ESPS.
4. Overseeing the Company's nomination process for the top level management and specifically to identify, screen and review individuals qualified to serve as executive directors, non-executive directors and independent directors consistent with the criteria approved by the Board and to recommend for approval by the Board nominees for election at the Annual General Meeting of Shareholders.

(iii) Meetings and attendance during the year

During the financial year 2012-13, **three (3)** meetings of the Committee were held on July 25, 2012, October 30, 2012 and January 24, 2013.



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

Name of the Member	No. of Meetings attended
Mr. Padam Bahl, Chairman	3
Mr. Sunil Godhwani	1
Mr. R. K. Shetty *	2
Capt. G. P. S. Bhalla**	3

* Alternate Director to Mr. J.W. Balani. However, Mr. J W Balani has resigned from Board w.e.f June 27, 2013 and accordingly Mr. R K Shetty also ceases to be Alternate Director w.e.f June 27, 2013. However, Mr. R K Shetty has been appointed as Independent Director w.e.f June 28, 2013

** Alternate Director to Mr. Deepak Ramchand Sabnani

(iv) Remuneration Policy

The remuneration of Executive / Non-Executive Directors is governed by the external competitive environment, track record, potential, individual performance and performance of the Company as well as industry standards.

(v) Remuneration of Executive Directors

Remuneration of Executive Directors is decided by the Board based on recommendation of Compensation / Remuneration/ Nomination Committee within the ceiling fixed by the Shareholders and permissible under the Companies Act, 1956. Remuneration paid to the Executive Directors for the year ended March 31, 2013 and the disclosure as per the requirement of Schedule XIII of the Companies Act, 1956, are as follows:

(Amount in Rs.)

Name of the Director	Salary & Allowances	Commission payable	Perquisite	Retiral Benefits	Total	Stock Options Granted
Mr. Sunil Godhwani	4,800,000	Nil	Nil	Nil	4,800,000 ⁽⁴⁾	⁽¹⁾ 120,750 REL ESOS 2006 ⁽¹⁾ 1,350,000 REL ESOS 2012
Mr. Shachindra Nath*	3,658,178	Nil	Nil	187,665	3,845,843	⁽²⁾ 80,000 REL ESOS 2006 ⁽²⁾ 700,000 REL ESOS 2012
Mr. Anil Saxena*	3,909,677	Nil	Nil	187,665	4,097,342	⁽³⁾ 76,000 REL ESOS 2006 ⁽³⁾ 700,000 REL ESOS 2012

* Resigned w.e.f January 24, 2013

- As per the Religare Enterprises Limited Employees Stock Options Scheme, 2006, 120,750 Stock Options at the price of ₹ 140/- per share and as per Religare Employee Stock Option Scheme 2012, 1,350,000 Stock Options at the price of ₹ 387/- have been granted. Presently, no Stock Option is exercised and according to the aforesaid Schemes, the same can be exercised over a period of nine years from the date of vesting.
- As per the Religare Enterprises Limited Employees Stock Options Scheme, 2006, 80,000 Stock Options at the price of ₹ 140/- per share and as per Religare Employee Stock Option Scheme 2012, 700,000 Stock Options at the price of ₹ 387/- have been granted. Presently, 65,000 Stock Option have been exercised by him under ESOS 2006 and remaining 15,000 Stock Option under ESOS 2006 and 700,000 Stock Options under ESOS 2012 can be exercised over a period of nine years from the date of vesting.
- As per the Religare Enterprises Limited Employees Stock Options Scheme, 2006, 76,000 Stock Options at the price of ₹ 140/- per share and as per Religare Employee Stock Option Scheme 2012, 700,000 Stock Options at the price of ₹ 387/- have been granted. Presently, 65,000 Stock Option have been exercised by him under ESOS 2006 and remaining 15,000 Stock Option under ESOS 2006 and 700,000 Stock Options under ESOS 2012 can be exercised over a period of nine years from the date of vesting.



₹ 387/- have been granted. Presently, entire 76,000 Stock Options have been exercised by him under ESOS 2006 and 700,000 Stock Options under ESOS 2012 can be exercised over a period of nine years from the date of vesting.

- (4). Total remuneration of Mr. Sunil Godhwani inclusive of Salary, Benefits and Bonuses has been revised to ₹ 48 lacs p.a. w.e.f. October 1, 2011. The Company has filed an application with Ministry of Corporate Affairs (MCA) under Sec. 309(5B) of the Companies Act, 1956 for waiver of recovery of excess amount of ₹ 7.61 Cr. and the same is still pending as on date. However, the said excess amount will be held by Mr. Sunil Godhwani in trust for the Company till the final decision of the MCA on the said application.

(vi) Remuneration of Non-Executive Directors

Non-Executive Directors including Independent Directors do not have any pecuniary relationship or transactions with the Company. They were paid only the sitting fees for attending the meetings of the Board of Directors within the limits as prescribed under the Companies Act, 1956.

Details of remuneration paid to Non-Executive Directors during FY 2012-13 and their shareholding in the Company as at 31st March 2013 is as follows:

S. No	Name of Director	Sitting Fees (₹)	Commission(₹)	Stock Options	Shareholding in the Company
1	Mr. Harpal Singh	80,000	-	-	-
2	Mr. Ravi Umesh Mehrotra	-	-	350,000 @	-
3	Dr. Sunita Naidoo^^	-	-	-	3550
4	Mr. Padam Bahl	80,000	-	-	500
5	Mr. Deepak Ramchand Sabnani	-	-	-	-
6	Mr. J.W. Balani@	-	-	-	-
7	Mr. Stuart D. Pearce ^^	60,000	-	-	-
8	Ms. Kathryn Matthews ^	20,000	-	-	-
9	Capt. G.P.S. Bhalla*	100,000	-	-	-
10	Mr. R.K. Shetty **	60,000	-	-	100
11	Mr. Virendra Kumar Madan #	N.A	N.A	N.A	-
12	Mr. Monish Kant Dutt ##	N.A	N.A	N.A	-
13	Mr. Avinash Chander Mahajan ###	N.A	N.A	N.A	-

^ Resigned w.e.f. May 25, 2012

^^ Resigned w.e.f. December 31, 2012

^^^ Resigned w.e.f May 4, 2013

Appointed w.e.f. January 24, 2013

Appointed w.e.f. February 05, 2013

Appointed w.e.f. March 01, 2013

* Alternate Director to Mr. Deepak Ramchand Sabnani

** Alternate Director to Mr. J.W. Balani

@Mr. J W Balani has resigned from Board w .e.f June 27, 2013 and accordingly Mr . R K Shetty also ceases to be Alternate Director w.e.f June 27, 2013. However , Mr. R K Shetty has been appointed as Independent Director w .e.f June 28, 2013

@ @As per Religare Employee Stock Option Scheme 2012, 350,000 Stock Options at the price of ₹ 387/- have been granted. Presently, no Stock Option is exercised and according to the aforesaid ESOS, the same can be exercised over a period of nine years from the date of vesting.

Further, Board of Directors has proposed to pay ₹ 21 Lakhs per annum to Mr. Avinash Chander Mahajan, Independent Non-Executive Director which is subject to Shareholders and Central Government Approval.

Further, there were no other pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.



c) Shareholders' and Investors' Grievance Committee

(i) Composition

The Shareholders' and Investors' Grievance Committee has been constituted to specifically look into the redressal of Shareholder and Investor complaints and other Shareholder related issues. The composition of Shareholders' and Investors' Grievance Committee of the Board as at March 31, 2013 is as under:-

Sl. No.	Name	Position
1	Mr. Padam Bahl, Independent Non-Executive Director	Chairman
2	Mr. Sunil Godhwani, Chairman & Managing Director	Member
3	Mr. Shachindra Nath, Executive Director ^	Member
4	Mr. Anil Saxena, Executive Director ^	Member
5	Capt. G P S Bhalla #	Member*

The Company Secretary of the Company acts as the Secretary to the Committee.

^ ceased to be Member w.e.f. January 24, 2013

Appointed as Member w.e.f. January 24, 2013

* Alternate Director to Mr. Deepak Ramchand Sabnani

(ii) Terms of Reference

The Committee oversees and reviews all matters connected with securities of the Company. The Committee also looks into redressal of Shareholders' / Investors' complaints/queries related to transfer / transmission / consolidation / splitting of shares, non-receipt of Balance Sheet etc. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of Investor services.

(iii) Meetings and attendance during the year

During the year ended March 31, 2013, **three (3)** meetings of the Committee were held on April 27, 2012, July 02, 2012 and February 27, 2013 .

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

Name of the Member	No. of Meetings attended
Mr. Padam Bahl, Chairman	1
Mr. Sunil Godhwani	2
Mr. Shachindra Nath ^	2
Mr. Anil Saxena ^	2
Capt. G P S Bhalla #	1

^ ceased to be Member w.e.f. January 24, 2013

Appointed as Member w.e.f. January 24, 2013

The details of investor complaints received and resolved during the period April 1, 2012 to March 31, 2013 is as under:

No. of Investor Complaints received from April 1, 2012 to March 31, 2013	No. of Investor Complaints resolved from April 1, 2012 to March 31, 2013	No. of Investor Complaints pending at the end of March 31, 2013
18	17	1

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

Mr. Sudhakar Shetty, Company Secretary is the Compliance Officer of the Company.



4. GENERAL BODY MEETINGS

(A) Annual General Meetings

Details of the Annual General Meetings held in the last three years:

Year	Date	Day	Time	Venue	Special Resolutions Passed
2009-2010	11.08.2010	Wednesday	11.30 A.M.	Air Force Auditorium, Subroto Park, New Delhi – 110010	*8 Special Resolutions were passed
2010-2011	10.09.2011	Saturday	4:30 P.M.	Air Force Auditorium, Subroto Park, New Delhi – 110010	**4 Special Resolutions were passed
2011-2012	29.08.2012	Wednesday	4:30 P.M.	Air Force Auditorium, Subroto Park, New Delhi – 110010	No Special Resolution was Passed

* Resolutions pertaining to the following matters were passed as Special Resolutions:

- Re-appointment of Mr. Sunil Godhwani as Managing Director of the Company
- Appointment of Mr. Shachindra Nath as a Director of the Company under section 269 of the Companies Act, 1956, designated as “Group CEO”
- Appointment of Mr. Anil Saxena as a Director of the Company under section 269 of the Companies Act, 1956, designated as “Group CFO”
- Religare Employee Stock Option Scheme 2010
- Religare Employee Stock Option Scheme 2010 for subsidiary(ies) company(ies)
- Religare Employee Stock Purchase Scheme 2010
- Religare Employee Stock Purchase Scheme 2010 for subsidiary(ies) Company(ies)
- Remuneration to Non-Executive Directors including Independent Directors

The above Resolutions were passed with requisite majority.

** Resolutions pertaining to the following matters were passed as Special Resolutions:

- Revision in remuneration of Mr Sunil Godhwani
- Revision in remuneration of Mr Shachindra Nath
- Revision in remuneration of Mr Anil Saxena
- Issue of Redeemable Preference Shares.

The above Resolutions were passed with requisite majority.

No Special Resolution was put through Postal Ballot at the last Annual General Meeting nor is proposed at the ensuing Annual General Meeting.

(B) Extra-ordinary General Meeting

During the period under review, one (1) Extra-ordinary General Meeting was held as per the details below:

Date	Venue	Special Resolutions Passed
26.10.2012	Air Force Auditorium, Subroto Park, New Delhi – 110010	*1 Special Resolution was passed

* Resolution pertaining to the following matter was passed as Special Resolution:

1. Preferential allotment of compulsory convertible debentures and equity shares

The above Resolution was passed with requisite majority.



(C) Postal Ballot

During the financial year 2012-13, the Company has initiated the process of passing the resolution through Postal Ballot in pursuance of Section 192A of the Companies Act, 1956 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 for alteration of articles and re-appointment of Mr. Sunil Godhwani as Chairman & Managing Director of the Company. The result of the postal ballot was declared on March 19, 2013.

Person conducting the postal ballot exercise

Mr. Sunil Godhwani, Chairman & Managing Director and Mr. Sudhakar Shetty, Director – Compliance & Secretarial & Company Secretary of the Company were appointed as persons responsible for conducting postal ballot process in a fair and transparent manner. Mr. Sanjay Grover, F.C.A., F.C.S., Company Secretary in Whole- time Practice was appointed as Scrutinizer for the Postal Ballot process. Mr. Sanjay Grover conducted the process and submitted his report to the Chairman.

A detailed procedure followed by the Company for conducting the Postal Ballot process is provided hereunder:

Procedure followed

1. The Company issued the Postal Ballot Notice dated January 24, 2013, for the above-mentioned resolution. The draft resolution together with the explanatory statement, the Postal Ballot forms and self-addressed postage pre-paid envelope were sent to the Members through e-mail and post. As per requirements of Listing Agreement, e-voting facility was also provided to Shareholders of the Company.
2. Members were advised to read carefully the instructions printed on the Postal Ballot form and return the duly completed form in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before close of working hours on March 14, 2013.
3. After due scrutiny of all the Postal Ballot forms received & considering the voting through electronic mode upto the close of working hours on March 14, 2013, Mr. Sanjay Grover submitted his report on March 18, 2013.
4. The results of the Postal Ballot were declared on March 19, 2013. The date of declaration of the results of the postal ballot was taken as date of passing of the resolutions.
5. The results of the postal ballot were published in Business Standard (Hindi and English Delhi Edition) and also placed at the website of the Company.

Details of Voting Pattern

After scrutinizing all the postal ballot forms received, the scrutinizer reported as under:

Resolution No 1: Amendment in Articles of Association of the Company

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Shares (Rs.)	% of paid-up capital
a) Total Votes Received	81	121663152	1216631520	81.4338%
b) Less: Not Opted for Voting process	1*	116	1160	0.0442%
C) Invalid Votes	5	65948	659480	
Net valid Votes casted	75	121597088	1215970880	81.3896%
Votes cast in Favour	69	121596894	1215968940	81.3895%
Votes cast Against	6	194	1940	0.0001%

* One shareholder holding 116 equity shares did not exercise his vote for this resolution. However, he exercised his vote for resolution No. 2.



Resolution No 2: Re-appointment of Mr. Sunil Godhwani as Chairman and Managing Director of the Company

Particulars	No. of Shareholders	No. of Equity Shares	Paid-up Value of the Shares (₹)	% of paid-up capital
a) Total Votes Received	81	121663152	1216631520	81.4338%
b) Less: Not Opted for Voting process	1**	51	510	0.0442%
C) Invalid Votes	5	65948	659480	
Net valid Votes casted	75	121597153	1215971530	81.3896%
Votes cast in Favour	68	121597014	1215970140	81.3895%
Votes cast Against	7	139	1390	0.0001%

** One shareholder holding 51 equity shares did not exercise his vote for this resolution. However, he exercised his vote for resolution No. 1.

(D) Unclaimed Shares

SEBI vide Circular No. SEBI/CFD/DIL/LA/1/2009/24/04 dated April 24, 2009 introduced Clause 5A in the Listing Agreement to provide a uniform procedure for dealing with unclaimed shares i.e. shares issued pursuant to the Public Issues but remaining unclaimed despite of the best efforts of the Registrar to Issue or the Company. The Clause inter-alia required transfer of such shares and any other corporate benefit related to these shares to a separate Demat Suspense Account.

Therefore, to comply with the above mentioned statutory requirements the Company opened a separate Demat Suspense Account in the name and style of “ **Religare Enterprises Limited – IPO Suspense Account**” and the shares lying unclaimed as on that date were transferred to the above said suspense account on July 27, 2009.

The details of such equity shares as on 31st March 2013 are as follows:

S. No.	Description	Number of Shares / Shareholders
1	Total number of Shareholders in the Suspense Account at the beginning of the year	15 Shareholders
2	Total number of outstanding equity shares in the Suspense Account lying at the beginning of the year	525 Equity Shares
3	Number of Shareholders who approached the Company for transfer of shares and to whom shares were transferred from Suspense Account during the year	Nil
4	Number of shares transferred from Suspense Account to Beneficiary Account during the year	Nil
5	Total number of Shareholders in the Suspense Account at the end of the year	15
6	Total number of outstanding equity shares in the Suspense Account lying at the end of the year	525 Equity Shares

Further, the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

5. DISCLOSURES

A. Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large

The required statements/disclosures with respect to the related party transactions are placed before the Audit Committee.

Further, the Company has not entered into any transaction of material nature with Promoters, the Directors or the management, their subsidiaries or relatives etc. that may have any potential conflict with the interest of the Company.



B. Disclosure of accounting treatment in preparation of Financial Statements

The Company has followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

C. Utilization of proceeds from Preferential Allotment

The total proceeds of the Issue were ₹ 4048.6 million approx. and were utilized towards the objects of the issue i.e. to inter alia fund the Company's growth capital requirements, to meet Company's capital expenditure, enhance its long term resources and thereby strengthening the financial structure of the Company and for other general corporate purposes.

D. Management Discussion and Analysis Report

The Management Discussion and Analysis report forms part of this annual report.

E. Details of non-compliance by the Company

The Company has complied with all the requirements of the Listing Agreement of the Stock Exchanges as well as regulations and guidelines issued by SEBI. Hence, neither any penalty nor any stricture has been imposed by SEBI, Stock Exchanges or any other Statutory Authority on any matter relating to capital markets, during the last three years.

F. Details of Compliance with mandatory requirements

The Company has fully complied with the mandatory requirements of Clause 49 of the Listing Agreement(s) of the Stock Exchanges. Company has submitted the Quarterly Compliance report to the stock exchanges within the prescribed time limit.

M/s Sanjay Grover & Associates, Practicing Company Secretaries have certified that the company has complied with the mandatory requirements of corporate governance as stipulated in Clause 49 of the Listing Agreement.

G. Details of Adoption of Non-Mandatory requirements

The Company has complied with and adopted the following non -mandatory requirements of Clause 49 of the Listing Agreement:

(1) The Board

There is no fixed tenure for Independent Directors.

(2) Compensation / Remuneration / Nomination Committee

The Board has constituted Compensation / Remuneration / Nomination Committee as detailed in 3 (b) herein above. The Chairman of the Compensation / Remuneration / Nomination Committee is an Independent Director.

(3) Shareholders' Rights

The quarterly financial results are published in the newspapers as mentioned under the heading "Means of Communication" at Sl. No. 7 herein below and also displayed on the website of the Company. The results are not separately circulated to the Shareholders.

(4) Audit qualifications

The Company believes in maintaining its accounts in a transparent manner and aims at receiving unqualified report of auditors on the financial statements of the Company.

(5) Related Party Transactions Sub-Committee

Company has formed Related Party Transactions Sub-Committee to monitor and regulate transactions between the Company and its Related Parties based on the applicable laws and regulations

I. CEO/CFO Certificate

The certificate required under Clause 49(V) of the Listing Agreement duly signed by the CEO and CFO was placed before the Board and the same is annexed as Annexure A.



6. SUBSIDIARY COMPANIES

During the period under review Religare Finvest Limited is a material non-listed Indian subsidiary' as defined under Clause 49 of the Listing Agreement:

The Company has nominated Mr. Padam Bahl, Independent Director of the Company, on the Board of the above-mentioned subsidiary.

As a holding company, the performance of such company is monitored by the following means:

- a. The Audit committee of the Company quarterly reviews the financial statements of the unlisted subsidiary companies, in particular the investments made by these companies.
- b. All minutes of the Board meetings of the unlisted subsidiary companies are placed before the Company's Board Meeting regularly.
- c. A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the Company's Board.

7. MEANS OF COMMUNICATION

The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges immediately after these are approved by the Board. These financial results are published in one of the leading newspaper of country viz. Financial Express (English) and Jansatta (Hindi) and are displayed on the website of the Company i.e. www.religare.com.

Press Releases are sent to NSE and BSE before sending the same to media and are also displayed on the website of the Company i.e. www.religare.com

The Company has designated an e-mail ID called investorservices@religare.com exclusively for redressal of Shareholders complaints / grievances.

The presentations made to the Investors are displayed on the website of the Company i.e. www.religare.com

8. SHAREHOLDERS INFORMATION

(i) Annual General Meeting

Date	:	September 13, 2013
Time	:	4.30 P.M.
Venue	:	Air Force Auditorium, Subroto Park, New Delhi - 110010

(ii) Financial Calendar (tentative)

The financial year covers the period starting from 1st April and ending on 31st March.

Adoption of Quarterly Results

For the Quarter Ended	On or Before
June 30, 2013	August 14, 2013 (Subject to Limited Review)
September 30, 2013	November 14, 2013 (Subject to Limited Review)
December 31, 2013	February 14, 2014 (Subject to Limited Review)
March 31, 2014	May 30, 2014 (Audited)

(iii) Book Closure

Saturday, September 7, 2013 to Friday, September 13, 2013 (both days inclusive)

(iv) Dividend Payment Date

The Company has not paid any dividend for the period under review.



(v) **Listing**

Equity Shares of the Company are currently listed at the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The annual listing fees for the year 2012-13, as applicable, have been paid to both NSE and BSE where the Company's equity shares are listed.

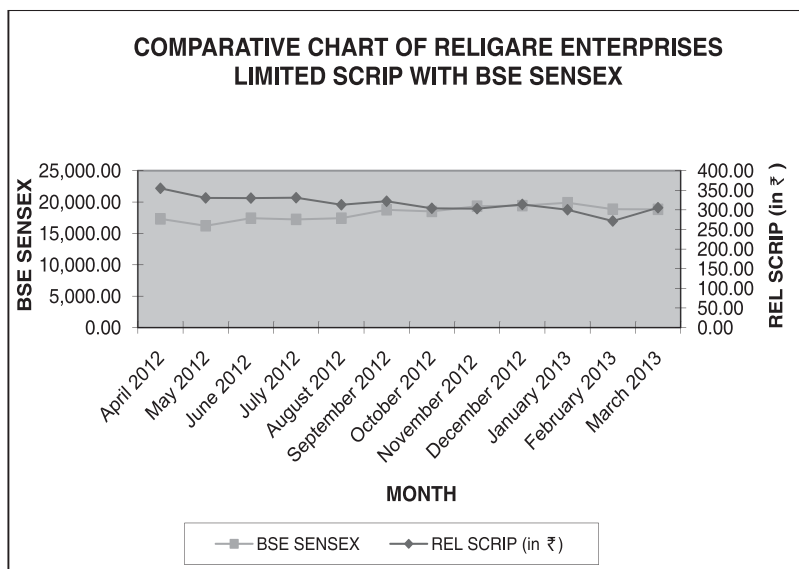
(vi) **Scrip Symbol / Code**

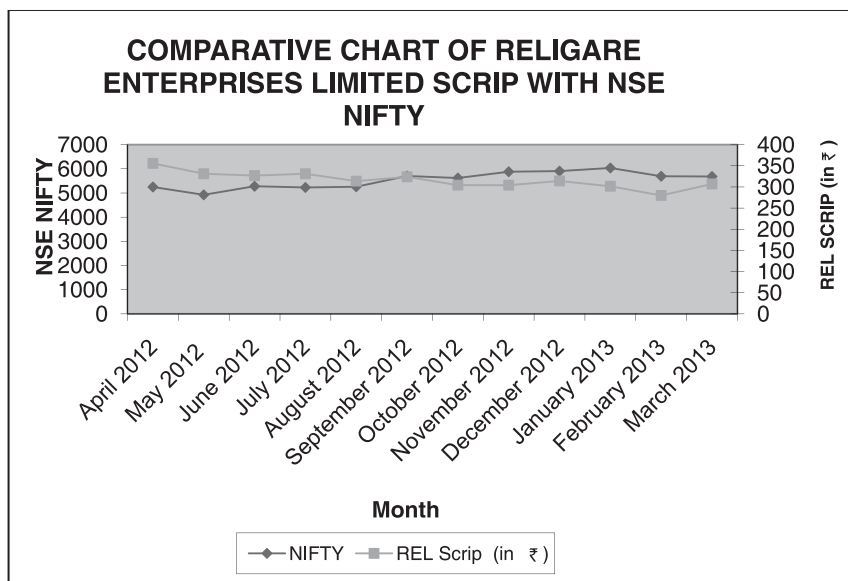
NSE RELIGARE EQ
BSE 532915

(vii) **Market Price Data**

In ₹

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High	Low	High	Low
April 2012	392.00	355.00	404.85	355.00
May 2012	368.00	330.15	364.50	330.00
June 2012	341.10	321.05	346.75	320.00
July 2012	377.25	325.00	384.40	324.95
August 2012	369.80	310.05	369.00	312.10
September 2012	345.00	306.15	345.00	305.05
October 2012	334.50	300.10	334.95	302.00
November 2012	322.50	301.00	319.90	299.95
December 2012	342.70	300.00	367.30	303.10
January 2013	325.00	292.50	323.90	296.00
February 2013	306.95	256.35	303.70	262.00
March 2013	307.90	250.50	309.20	250.20





(viii) Registrar & Transfer Agent
Karvy Computershare Private Limited

Plot No. 17 to 24, Vittal Rao Nagar, Madhapur,
 Hyderabad – 500 081, India
 Telephone: +91 40 4465 5000, Fax: +91 40 2342 0814
 Email: einward.ris@karvy.com Website: www.karvy.com

(ix) Share Transfer System

The Company's Equity share being in compulsory Demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the Shareholders' and Investors' Grievance Committee. The share transfer process is reviewed by the said Committee.

The Company obtains half-yearly certificate of compliance related to the share transfer formalities from a Company Secretary in practice as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges on or before the due date.

(x) Shareholding Pattern as on March 31, 2013

	Category	No. of Shares held	Percentage of Shareholding (%)
(A)	Shareholding of Promoter and Promoter Group ¹		
1	Indian	102,797,124	68.80
2	Foreign	4,400,050	2.95
	Total Shareholding of Promoter and Promoter Group	107,197,174	71.75
(B)	Public Shareholding ²		
1	Institutions	3,917,951	2.62
2	Non-institutions	38,286,198	25.63
	Total Public Shareholding	42,204,149	28.25
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
1	Promoter and Promoter Group	-	-
2	Public	-	-
	TOTAL (A) + (B) + (C)	149,401,323	100.00

¹For definitions of "Promoter Shareholding" and "Promoter Group" refer to Clause 40A of Listing Agreement.

²For definition of "Public Shareholding", refer to Clause 40A of Listing Agreement.



(xi) **Distribution of Shareholding as on March 31, 2013**

From – To	No. of Shareholders		No. of Shares	
	Number	%	Number	%
1-5000	31529	98.840	1291660	0.865
5001-10000	165	0.517	127958	0.086
10001-20000	59	0.185	86458	0.058
20001-30000	30	0.094	78687	0.053
30001-40000	15	0.047	51303	0.034
40001-50000	10	0.032	47380	0.032
50001-100000	21	0.066	152752	0.102
100001 & Above	70	0.219	147565125	98.770
Total	31899	100.00	149401323	100.00

(xii) **Dematerialization of Shares and Liquidity**

The Company's Equity Shares are in compulsory demat segment and are available for trading under dematerialized form with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2013, 149,398,452 Equity Shares of the Company, forming 99.998% of the Equity Share Capital of the Company, were in dematerialized form.

The ISIN No. of the Company is INE621H01010 (with NSDL and CDSL)

(xiii) **Outstanding GDRs / ADRs / Warrants / ESOPs and Convertible instruments, conversion date and likely impact on equity**

(i) **ESOS 2006:**

With a view to reward and retain employees to enable them to participate in your Company's future growth and financial success, Religare Enterprises Limited Employees Stock Option Scheme (ESOS) 2006 was approved by the Members in the Extra-Ordinary General Meeting of the Company held in November 2006.

The brief details of the scheme are as follows:

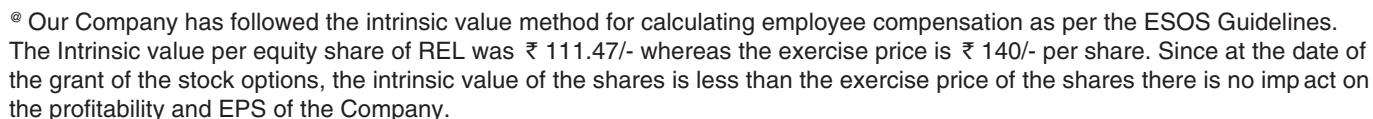
ESOS scheme	Outstanding Options as on 31/03/2013	Remarks
ESOS 2006	156,440	The special resolution passed by the Shareholders of the Company on November 6, 2006 approved the grant of options under the ESOS 2006.

Particulars	Details	
	Fiscal 2012	Fiscal 2013
No. of Options as at beginning of Fiscal	5,25,380	2,54,397
Options granted	Nil	Nil
Exercise price of options	₹ 140	₹ 140
Total options vested	Nil	Nil
Options exercised	2,70,983	97,690
Total number of Equity Shares arising as a result of full exercise of options already granted	2,70,983	97,690
Options forfeited/ lapsed/ cancelled	Nil	267
Variations in terms of options	N.A.	N.A.
Money realised by exercise of options	3,79,37,620	13,676,600
Options outstanding (in force)	2,54,397	156,440
Person wise details of options granted to		



i) Directors and Key Managerial Employees **	Name of employee		No. of options	
		Granted	Exercised	Outstanding
	Mr. Sunil Godhwani	1,20,750	Nil	120,750
	Mr. Shachindra Nath	80,000	65,000	15,000
	Mr. Anil Saxena	76,000	76,000	Nil
	Mr. Sunil Kumar Garg	67,000	67,000	Nil
	Mr. Atul Gupta	65,000	65,000	Nil
	Mr. Chandan Kumar Sinha	25,000	25,000	Nil
	Mr. J S Gerwal	25,000	25,000	Nil
ii) Any other employee** who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Fiscal 2013 (Total Option Granted -NIL)			
iii) Identified employees** who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil			
Fully diluted EPS pursuant to issue of shares on exercise of options in accordance with the relevant accounting standard	Nil @			
Vesting schedule	33% on expiry of 12 months from Grant Date 33% on expiry of 24 months from Grant Date 34% on expiry of 36 months from Grant Date			
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and employee compensation cost calculated on the basis of fair value of stock options	For the year ended March 31, 2013 such difference was ₹ Nil (Previous Year ₹ Nil)			
Impact on the profits of the Company and on the earnings per share ("EPS") arising due to difference in the accounting treatment and for calculation of the employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options)	For the year ended March 31, 2013, the profit of the Company will be reduced by ₹ Nil (for the previous year ended March 31, 2012 the profit of the Company will be reduced by ₹ Nil) and there is no impact on Basic and Diluted EPS.			
Weighted average exercise price and weighted average fair value of options whose exercise price either equals or exceeds or is less than market price of the stock	Weighted average exercise price ₹ 140 Weighted average fair price of options ₹ 68.08			
Method and significant assumptions used to estimate the fair value of options granted during the year:				
Method used	ESOS 2006	ESOS 2006		
	For option granted in Fiscal 2007)	For option granted in Fiscal 2008)		
	"Black Scholes Option Pricing Method"	"Black Scholes Option Pricing Method"		
Risk free interest rate	7.85%	7.97%		
Expected Life	6 years	6 years		
Expected Volatility	59%	51%		
Expected Dividends	0%	1%		
Price of underlying shares in market at the time of Option grant	N.A.	N.A.		

** Employees represent permanent employees as on March 31, 2013



In order to reward and retain our employees and to enable them to participate in our future growth and financial success, Religare Employee Stock Option Scheme – 2010 (“**ESOS 2010**”) and Religare Employee Stock Purchase Scheme - 2010 (“**ESPS 2010**”) for the eligible employees/ Directors (other than Promoters) of the Company including the employees/ Directors (other than Promoters) of its subsidiaries was adopted in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 (“**ESOP & ESPS Guidelines**”) by a Shareholders resolution dated August 11, 2010 as amended by a Shareholders resolution dated March 12, 2011. In terms of the resolution passed by our Shareholders on March 12, 2011, options/shares can be granted in the ESOS 2010 and/or ESPS 2010 in respect of 15,551,319 Equity Shares, which represent upto 10% of the fully diluted equity share capital of our Company (as at that time), after taking into account any other equity shares (including through convertible instruments) as may be issued by our Company during the currency of the ESOS 2010 and/or ESPS 2010. The details of ESOS 2010 are as provided below:

ESOS scheme	Outstanding Options as on 31/03/2013	Remarks
ESOS 2010	50,100	The special resolution passed by the Shareholders of our Company on August 11, 2010 approved the grant of options under the ESOS 2010, which was later modified by a Shareholders resolution dated March 12, 2011.

Particulars	Details	
	Fiscal 2012	Fiscal 2013
No. of Options as at beginning of Fiscal	1,25,90,000	2,54,950
Options granted	The options were granted in two tranches:- (i) July 28, 2011 for 592,500 options ("Tranche III") (ii) November 12, 2011 for 610,000 options ("Tranche IV")	Nil
Exercise price of options	Tranche III at ₹ 461 and Tranche IV at ₹ 432	
Total options vested	87,450	Nil
Options exercised	Nil	Nil
Total number of Equity Shares arising as a result of full exercise of options already granted	Nil	Nil
Options forfeited/ lapsed/ cancelled	1,35,37,550	204,850
Variations in terms of options	N.A.	N.A.
Money realised by exercise of options	Nil	Nil
Options outstanding (in force)	2,54,950	50,100
Person wise details of options granted to		
i) Directors and Key Managerial Personnel	Nil	
ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Nil	
iii) Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil	



Fully diluted EPS pursuant to issue of shares on exercise of options in accordance with the relevant accounting standard	Nil @	
Vesting schedule	33% on expiry of 12 months from Grant Date 33% on expiry of 24 months from Grant Date 34% on expiry of 36 months from Grant Date	
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and employee compensation cost calculated on the basis of fair value of stock options	For the year ended March 31, 2013 such difference was ₹ Nil million (Previous Year ₹ 5.60 million)	
Impact on the profits of our Company and on the EPS arising due to difference in the accounting treatment and for calculation of the employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options)	For the year ended March 31, 2013, the profit of the Company will be reduced by ₹ 5.99 million (for the previous year ended March 31, 2012 the profit of the Company will be reduced by ₹ 5.60 million) and Basic and Diluted EPS will be lower by ₹ 0.04 respectively.	
Weighted average exercise price and weighted average fair value of options whose exercise price either equals or exceeds or is less than market price of the stock	Weighted average exercise price ₹ 455.20 (Exercise price- Tranche-I- ₹ 481; Tranche-II- ₹ 480; Tranche – III- ₹ 461; Tranche – IV – ₹ 432) Weighted average fair price of Stock options ₹ 152.82 (Option Value Tranche-I- ₹ 158.88, Tranche II – 158.48) (Option Value Tranche-III ₹ 155.66, Tranche IV- ₹ 145.30)	
Method and significant assumptions used to estimate the fair value of options granted during the year:		
Method used	ESOS 2010	ESOS 2010
	(For option granted in Tranche I)	(For option granted in Tranche II)
	"Black Scholes Option Pricing Method"	"Black Scholes Option Pricing Method"
Risk free interest rate	8.01%	8.01%
Expected Life	6 years	6 years
Expected Volatility	36.51	35.32
Expected Dividends	0%	0%
Price of underlying shares in market at the time of Option grant	481.00	480.00
Method used	ESOS - 2010	ESOS - 2010
	(For options granted in Tranche III)	(For options granted Tranche IV)
	"Black Scholes Option Pricing Method"	"Black Scholes Option Pricing Method"
Risk free interest rate	8.01%	8.01%
Expected Life	6 years	6 years
Expected Volatility	11.05	22.30
Expected Dividends	0%	0%
Price of underlying shares in market at the time of Option grant	461.00	432.00

@ Our Company has followed the intrinsic value method for calculating employee compensation as per ESOS and ESOP Guidelines. The intrinsic value per Equity Share was ₹ 481, 480, 461 and 432 and the exercise price was also ₹ 481, 480, 461 and 432 per Equity Shares. Since at the date of grant of the stock options the intrinsic value per Equity Share was equivalent to exercise price per Equity Share there is no impact on the profits and EPS of your Company.



(iii) ESOS 2012

With a view to reward and retain employees and enable them to participate in your Company's future growth and financial success, Religare Enterprises Limited Employees Stock Option Scheme (ESOS) 2012 for the eligible employees/ Directors (other than Promoter Directors) of your Company including the employees/ Directors (other than Promoter Directors) of its subsidiary company (ies) ("Employees") was adopted in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 (**ESOP & ESPS Guidelines**) by a Shareholders resolution passed in the Extra-Ordinary General Meeting of your Company held on March 10, 2012.

In terms of the resolution passed by Shareholders on March 10, 2012, the maximum number of options to be Granted and the resulting equity shares that may be issued pursuant to the exercise of option in the REL ESOS - 2012 shall not exceed 10 % of the expanded share capital of the Company (after taking into account any other equity Shares including through convertible instruments) as may be issued by the Company during the currency of the REL ESOS - 2012

The details of ESOS 2012 are as provided below:

ESOS scheme	Outstanding Options as on 31/03/2013	Remarks
ESOS 2012	11,248,800	The special resolution passed by the Shareholders of Company on March 10, 2012 approved the grant of options under the ESOS 2012. 1,20,03,200 Options were granted on March 13, 2012.

Particulars	Fiscal 2012	Fiscal 2013
No. of Options as at beginning of Fiscal	Nil	12,003,200
Options granted	12,003,200	120,000
Exercise price of options	₹ 387	₹ 303
Total options vested	Nil	7,346,130
Options exercised	Nil	Nil
Total number of Equity Shares arising as a result of full exercise of options already granted	Nil	Nil
Options forfeited/ lapsed/ cancelled	Nil	874,400
Variations in terms of options	N.A	N.A
Money realised by exercise of options	Nil	Nil
Options outstanding (in force)	12,003,200	11,248,800
Person wise details of options granted to		

i) Directors and Key Managerial Personnel	Name of employee	No. of options		
		Granted	Exercised	Outstanding
	Mr. Sunil Godhwani	1350000	Nil	1350000
	Mr. Shachindra Nath	700000	Nil	700000
	Mr. Anil Saxena	700000	Nil	700000
	Mr. Ravi Umesh Mehrotra	350000	Nil	350000
	Mr. Kamlesh Dangi	350000	Nil	350000
	Mr. Basab Mitra	350000	Nil	350000
	Mr. Pervez Bajan	230000	Nil	230000
	Mr. Raghuram Raju	250000	Nil	250000
	Mr. Chandan Kumar Sinha	50000	Nil	50000
	Mr. Sunil Kumar Garg	230000	Nil	230000
	Mr. Atul Gupta	230000	Nil	230000
	Mr. J S Gerwal	50000	Nil	50000
	Mr Sudhakar Shetty	60000	Nil	60000



ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Name of employee	Total options granted –1,20,000	
		No. of options Granted	Percentage (%)
	Mr. Sudhakar Shetty Mr. Gurvinder singh Juneja	60,000 60,000	50 50
iii) Identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil		
Fully diluted EPS pursuant to issue of shares on exercise of options in accordance with the relevant accounting standard	Nil @		
Vesting schedule	66% on expiry of 12 months from Grant Date 34% on expiry of 24 months from Grant Date		
Difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and employee compensation cost calculated on the basis of fair value of stock options	For the year ended March 31, 2013 such difference was ₹ 1129.06 million (Previous Year Ended March 31, 2012 ₹ 54.22 million)		
Impact on the profits of our Company and on the EPS arising due to difference in the accounting treatment and for calculation of the employee compensation cost (i.e. difference of the fair value of stock options over the intrinsic value of the stock options)	For the year ended March 31, 2013, the profit of the Company will be reduced by ₹ 1129.06 million (Previous Year Ended March 31, 2013 ₹ 54.22 million) and Basic and Diluted EPS will be lower by ₹ 7.56 (Previous Year Ended March 31, 2012 ₹ 0.39)		
Weighted average exercise price and weighted average fair value of options whose exercise price either equals or exceeds or is less than market price of the stock	Weighted average exercise price ₹ 331 (Exercise Price Tranche I– ₹ 387, Tranche II- ₹ 303) Weighted average fair price of Stock options ₹ 109.17 (Option Value Tranche-I-₹ 127.72, Tranche II – ₹ 99.89)		
Method and significant assumptions used to estimate the fair value of options granted during the year:			
Method used	ESOS 2012	ESOS 2012	
	For option granted in Tranche I	For option granted in Tranche II	
	"Black Scholes Option Pricing Method"	"Black Scholes Option Pricing Method"	
Risk free interest rate	8.01%	8.00%	
Expected Life	6 years	5 years	
Expected Volatility	29.25	8.84	
Expected Dividends	0%	0%	
Price of underlying shares in market at the time of Option grant	₹ 387	303	

@ Our Company has followed the intrinsic value method for calculating employee compensation as per ESOS and ESOP Guidelines. The intrinsic value per Equity Share was ₹ 387 and ₹ 303 and the exercise price was also ₹ 387 and ₹ 303 per Equity Share. Since at the date grant of the stock options the intrinsic value per Equity Share was equivalent to exercise price per Equity Share there is no impact on the profits and EPS of your Company.

On 07th November 2012, Company has also issued 4,048,354 Compulsory Convertible Debentures ("CCD") of ₹ 1000/- each will be converted into equity shares of ₹ 10/- each at a conversion price of ₹ 315.85/-. These CCD can be converted into equity shares on or before completion of 18 months from date of allotment, which will constitute approx. 7.90% of total paid up capital of the company.



Other than above, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into the Equity Shares.

(xiv) **Plant Locations** Not Applicable

(xv) **Code of Conduct**

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management and the same has been posted on the web-site of the Company i.e. www.religare.com. All the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as on March 31, 2013.

A declaration to this effect, duly signed by Chairman & Managing Director, is annexed and forms part of this report.

(xvi) **Address for Correspondence with the Company**

For Securities held in Physical form

Karvy Computershare Private Limited
Plot No. 17 to 24, Vittal Rao Nagar, Madhapur,
Hyderabad – 500081, India
E-mail: einward.ris@karvy.com

For Securities held in Demat form

To the Investors' Depository Participant (s) and/or Karvy Computershare Private Limited

Any query on Annual Report

Mr. Sudhakar Shetty
Company Secretary
D3, P3B, District Centre, Saket, New Delhi– 110017
E-mail: investorservices@religare.com

For retail investors

E-mail: investorservices@religare.com and / or einward.ris@karvy.com

For institutional investors' / analysts' queries

E-mail: investorrelations@religare.com

Annexure A

CMD / CEO / CFO Certification

We, Sunil Godhwani, Chairman & Managing Director, Shachindra Nath, Group Chief Executive Officer and Anil Saxena, Group Chief Finance Officer, of Religare Enterprises Limited, hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2013 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's, Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.



(d) We have indicated to the Auditors and the Audit Committee that –

- (i) there has not been any significant changes in internal control over financial reporting during the year under reference;
- (ii) there has not been any significant changes in accounting policies during the year under review; and
- (iii) there has not been any instances during the year of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

	Sd/-	Sd/-	Sd/-
Place: New Delhi	Sunil Godhwani	Shachindra Nath	Anil Saxena
Date: May 23, 2013	Chairman & Managing Director	Group Chief Executive Officer	Group Chief Finance Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Religare Enterprises Limited,

We have examined the compliance of conditions of Corporate Governance by M/s **Religare Enterprises Limited**, for the year ended March 31, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our review has been limited to review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the condition of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement.

We further state that such compliance neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

Date: May 21, 2013
Place: New Delhi

Sd/-
SANJAY GROVER
CP No. 3850

DECLARATION BY CEO

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is put on the website of the Company viz. www.religare.com.

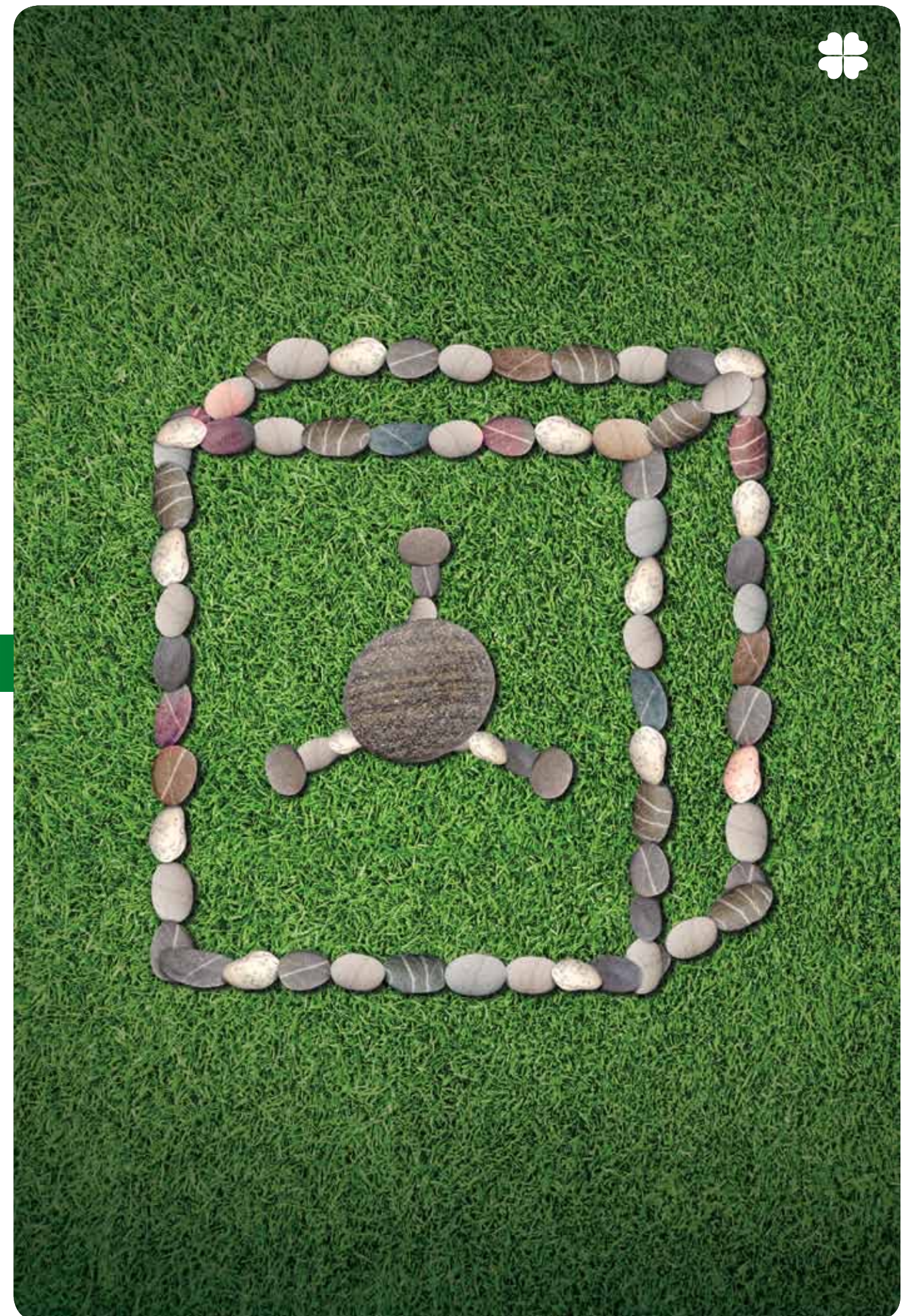
It is further certified that the Directors and Senior Management have affirmed their compliance with the Code for the year ended 31st March, 2013.

Place: New Delhi
Date: 17th May 2013

Sd/-
Sunil Godhwani
Chairman & Managing Director



CONSOLIDATED FINANCIALS





To the Board of Directors of Religare Enterprises Limited

1. We have audited the accompanying consolidated financial statements (the "Consolidated Financial Statements") of Religare Enterprises Limited ("the Company") and its subsidiaries, its jointly controlled entities and associate company; hereinafter referred to as the "Group" (refer Note [1{ii}] to the attached consolidated financial statements) which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

Management's Responsibility for the Consolidated Financial Statements

2. The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments the auditors consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial Statements, Accounting Standard (AS) 23 – Accounting for Investments in Associates in Consolidated Financial Statements, and Accounting Standard (AS) 27 – Financial Reporting of Interests in Joint Ventures notified under Section 211(3C) of the Companies Act, 1956.
7. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the components of the Group as referred to in paragraph 10 below, and to the best of our information and according to the explanations given to us, in our opinion, the accompanying consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
 - (b) in the case of the consolidated Statement of Profit and Loss, of the loss for the year ended on that date; and
 - (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

**Other Matter**

9. We did not audit the financial statements of (i) eighteen subsidiaries and two jointly controlled entities included in the consolidated financial statements, which constitute total assets of ₹ 12,765,068,228 and net assets of ₹ 4,672,929,218 as at March 31, 2013, total revenue of ₹ 7,882,116,736, net loss of ₹ 87,342,959 and net cash outflows amounting to ₹ 124,778,679 for the year then ended; and (ii) one associate company which constitute net profit of ₹ 552,000 for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion on the consolidated financial statements to the extent they have been derived from such financial statements is based solely on the report of such other auditors.
10. We did not audit the financial statements of two subsidiaries which constitute total assets of ₹ 16,704,506,071 and net assets of ₹ 6,772,655,468 as at March 31, 2013, total revenue of ₹ 102,135,743, net loss of ₹ 810,648,413 and net cash inflows amounting to ₹ 23,214,526 for the year then ended. The unaudited financial information has been provided to us by the management, and our opinion on the consolidated financial statements to the extent they relate to these subsidiaries is based solely on such unaudited financial information furnished to us.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-

Partha Ghosh

Partner

Membership Number: 55913

Place : Mumbai

Date : May 23, 2013



Consolidated Balance Sheet as at March 31, 2013

Particulars	Note No.	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	2,055,013,230	2,054,026,330
Reserves and Surplus	4	29,698,658,819	34,886,872,311
Minority Interest		2,135,117,420	2,058,232,648
Non - Current Liabilities			
Long - Term Borrowings	5	71,362,518,588	61,363,849,111
Other Long Term Liabilities	6	539,934,179	560,367,400
Long - Term Provisions	7	15,579,200,367	7,079,714,234
Insurance Business Funds	8	4,438,713,443	3,206,065,679
Current Liabilities			
Short - Term Borrowings	9	30,283,511,316	57,886,220,701
Trade Payables	10	1,752,087,918	2,644,197,347
Other Current Liabilities	11	43,906,646,273	30,985,868,485
Short - Term Provisions	12	1,197,266,636	708,818,895
TOTAL		202,948,668,189	203,434,233,141
ASSETS			
Non - Current Assets			
Fixed Assets			
Tangible Assets	13	1,095,926,305	1,401,091,239
Intangible Assets	14	17,126,501,532	14,361,016,559
Capital Work - in - Progress	15	37,662,969	1,040,938,109
Intangible assets under development	16	6,429,505	186,624,724
Non - Current Investments	17	18,321,316,096	9,085,873,887
Deferred Tax Asset (Net)	18	441,962,365	619,932,728
Long - Term Loans and Advances	19	57,941,968,784	73,835,094,555
Other Non - Current Assets	20	8,007,539,935	5,910,858,449
Current Assets			
Current Investments	21	5,871,224,630	5,065,429,332
Inventories	22	4,795,052,160	3,023,431,171
Trade Receivables	23	4,794,003,437	4,853,061,388
Cash and Bank Balances	24	19,947,616,288	24,855,344,444
Short - Term Loans and Advances	25	61,771,374,692	58,305,261,627
Other Current Assets	26	2,790,089,491	890,274,929
TOTAL		202,948,668,189	203,434,233,141

**Overview, Principles of Consolidation and
Significant Accounting Policies**

1&2

The notes are an integral part of these Consolidated Financial Statements

This is the Consolidated Balance Sheet referred to in our report of even date

or Price Waterhouse

For and on behalf of Board of Directors

Firm Registration No - 301112E

Chartered Accountants

Sd /-

PARTHA GHOSH

Partner

Membership No: 55913

Sd /-

PADAM BAHL

Director

(DIN 01314395)

Sd /-

SUNIL GODHWANI

Chairman & Managing Director

(DIN-00174831)

Sd /-

SHACHINDRA NATH

Group CEO

Sd /-

ANIL SAXENA

Group CFO

Sd /-

SUDHAKAR SHETTY

Company Secretary

Place : Mumbai

Date : May 23, 2013

Place : New Delhi

Date : May 23, 2013

Statement of Consolidated Profit and Loss

For the year ended March 31, 2013



Particulars	Note No.	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Revenue			
Revenue From Operations	27	34,185,770,811	31,702,598,090
Other Income	28	685,844,627	626,077,619
Total Revenue		34,871,615,438	32,328,675,709
Expenses			
Employee Benefits Expense	29	5,711,298,519	9,324,240,896
Finance Costs	30	17,166,179,959	14,570,485,688
Depreciation and Amortization Expense	31	600,887,978	835,257,331
Other Expenses	32	9,077,344,456	9,021,827,708
Total Expenses		32,555,710,912	33,751,811,623
Profit / (Loss) Before Exceptional Items and Tax		2,315,904,526	(1,423,135,914)
Exceptional Items (Refer Note 40(a))			
Profit on sale of investments in subsidiaries (Net)		3,208,737,835	-
Adjustment due to exclusion of subsidiaries		-	6,814,341,214
Provision for diminution in the value of long term investments in a subsidiary		(8,100,000,000)	(6,355,500,000)
		(4,891,262,165)	458,841,214
Profit / (Loss) After Exceptional Items and Before Tax		(2,575,357,639)	(964,294,700)
Tax Expenses			
Current Tax		1,890,245,427	972,158,202
Deferred Tax		177,970,362	(470,049,078)
Taxes for earlier years		5,233,859	22,954,437
MAT Credit		(1,175,856)	-
Corporate Dividend Tax		159,565,208	192,672
Profit / (Loss) After Tax and Before Minority Interest and Share in Associate		(4,807,196,639)	(1,489,550,933)
Share of Profit Transferred to Minority		(734,104,676)	(645,292,640)
Share of Profit in Associate		552,992	7,192,299
Profit / (Loss) for the year		(5,540,748,323)	(2,127,651,274)
Earnings Per Equity Share	33		
Basic (Face value of ₹ 10 each fully paid up)		(37.65)	(15.80)
Diluted (Face value of ₹ 10 each fully paid up)		(37.65)	(15.80)

Overview, Principles of Consolidation and

Significant Accounting Policies

1&2

The notes are an integral part of these Consolidated Financial Statements

This is the Statement of Consolidated Profit and Loss referred to in our report of even date

or Price Waterhouse

For and on behalf of Board of Directors

Firm Registration No - 301112E
Chartered Accountants

Sd /-

PARTHA GHOSH

Partner

Membership No: 55913

Sd /-

PADAM BAHL

Director

(DIN 01314395)

Sd /-

SUNIL GODHWANI

Chairman & Managing Director

(DIN-00174831)

Sd /-

SHACHINDRA NATH

Group CEO

Sd /-

ANIL SAXENA

Group CFO

Sd /-

SUDHAKAR SHETTY

Company Secretary

Place : Mumbai

Date : May 23, 2013

Place : New Delhi

Date : May 23, 2013



Consolidated Cash Flow Statement

For the year ended March 31, 2013

Particulars

A. Cash flow from Operating Activities:

Net (Loss)/Profit Before Tax

Adjustments for:

Depreciation and Goodwill Amortization

Interest Expense

Interest Income*

Dividend Income

(Profit)/Loss on Sale of Fixed Assets and Capital Work in Process (Net)

(Profit)/Loss on sale of Investments in subsidiaries (Net)

(Profit)/Loss on sale of Other Investments (Net)

Impact of deconsolidation

Bad Debts, Balances & Loans written off and Provision for Doubtful

Debts / Loans & Advances (Net)

Provision for Non Performing Assets and Standard Assets (Net)

Provision for Gratuity and Leave Encashment (written off) / created

TDS on operating income

Provision for Diminuation in the value of Investments, Assets Held for Sale and Financial Assets

Provision for Diminuation in the value of Stock

(Gain)/Loss on revaluation/change in fair value

Change in valuation in respect of Life Policies

Translation Reserve

Discount on issue of Commercial Papers

Operating Profit Before Working Capital Changes

Adjustments for Changes in Working Capital :

- (Increase)/Decrease in Inventories

- (Increase)/Decrease in Trade Receivables

- (Increase)/Decrease in Other Current Assets

- (Increase)/Decrease in Other Non-Current Assets

- (Increase)/Decrease in Long Term Loans & Advances

- (Increase)/Decrease in Short Term Loans & Advances

- Increase/(Decrease) in Other Long - Term Liabilities

- Increase/(Decrease) in Trade Payables

- Increase/(Decrease) in Other Current Liabilities

Cash Generated / (Used) from / in Operations

- Taxes (Paid) / Refunded (Net of TDS)

Net Cash Generated / (Used) from / in Operating Activities

B. Cash Flow From Investing Activities:

Purchase of Fixed Assets (Net)

Proceeds from sale of Fixed Assets

Capital Work in Progress

Proceeds from sale of Investments in subsidiaries (Net)

Proceeds from Sale of Other Investments

Contingent Consideration to acquire a subsidiary paid during the year

Amount Paid on Acquisition of subsidiaries / joint ventures

Purchase of investments

Investment in a Subsidiary

Redemption of preference shares issued to minority shareholders in a subsidiary

Decrease in Investment in Fixed Deposits

Interest Received (Revenue)

Dividend Received (Including dividend from an associate)

Net Cash Generated / (Used) from / in Investing Activities

C. Cash Flow From Financing Activities:

Proceeds from fresh issue of Equity Share Capital (including securities premium)

Proceeds from fresh issue of Preference Share Capital (including net securities premium)

Expenses on issuance of shares by a subsidiary company (RGAM)

Year Ended
March 31, 2013
(Amount in ₹)

Year Ended
March 31, 2012
(Amount in ₹)

(2,575,357,639)

(964,294,700)

600,887,978

835,257,331

13,724,181,323

9,927,714,293

(1,765,786,093)

(1,553,044,590)

(103,074,089)

(55,541,521)

113,864,248

111,844,385

(3,206,504,353)

-

(310,837,898)

(196,535,469)

-

(3,764,115,571)

1,084,599,011

333,095,843

519,405,600

621,334,453

9,626,528

14,761,624

(1,436,318,713)

(1,005,133,207)

8,458,901,737

6,418,546,715

17,200,000

-

(75,003,211)

60,975,945

1,232,641,739

1,216,646,980

20,906,051

(1,000,722,696)

3,272,514,566

4,566,982,555

19,581,846,785

15,567,772,370

(1,788,820,989)

1,845,919,639

(112,643,191)

508,984,330

1,925,428,164

10,938,326,285

(531,407,290)

(920,657,813)

15,733,992,666

(28,047,443,289)

(4,157,303,942)

(8,752,355,378)

(28,473,128)

187,653,778

(887,577,494)

438,579,746

123,155,662

(2,120,821,980)

29,858,197,243

(10,354,042,312)

(495,234,695)

37,128,862

29,362,962,548

(10,316,913,450)

(440,394,594)

(214,963,196)

70,787,534

202,221,661

1,155,944,109

(380,209,284)

3,700,907,850

-

154,974,028,569

107,151,481,356

(2,011,304,000)

-

(44,249,625)

(8,069,795,337)

(156,500,152,221)

(111,295,403,825)

(8,100,000,000)

-

(375,707,426)

-

(1,540,148,389)

498,101,883

1,663,059,706

1,792,194,304

105,956,804

27,797,412

(7,341,271,683)

(10,288,575,026)

13,992,450

4,087,937,451

-

1,895,980,090

(5,650,000)

-

Consolidated Cash Flow Statement

For the year ended March 31, 2013



Particulars

Proceeds/ (Repayment) for Short term Borrowings:-

	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
- Inter Corporate Loans (Net)	(1,958,941,227)	(1,554,026,353)
- Commercial Papers (Net)	(18,247,683,348)	(15,316,651,840)
- Debentures (Net)	3,500,000,000	2,000,000,000
- Debentures Application Money	1,250,000,000	-
- Repo Loans	(868,263,030)	868,263,030
- Public Deposits	-	(114,750,000)
- Term Loans (Net)	(855,702,795)	1,582,016,237
- Loan Repayable on Demand (Net)	(13,749,600,821)	11,144,190,285

Proceeds/ (Repayment) for Long Term Borrowings:-

- Debentures (Net)	11,859,824,114	6,597,989,271
- Term Loans (Net)	9,059,526,187	25,587,563,778
- Others	(1,086,970)	(4,071,089)

Proceeds from the Shares issued to Minority Shareholders (Net)

	151,910,750	4,470,219,615
--	-------------	---------------

Interest Paid	(12,546,128,333)	(8,897,935,054)
---------------	------------------	-----------------

Dividend Paid (Including dividend paid to Minority Shareholders)	(702,277,691)	(425,335,096)
--	---------------	---------------

Dividend Tax Paid by a Subsidiary	(159,565,208)	(53,602,666)
-----------------------------------	---------------	--------------

Net Cash Generated / (Used) from / in Financing Activities	(23,259,645,922)	31,867,787,659
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Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(1,237,955,057)	11,262,299,172
--	-----------------	----------------

Add: Cash and Cash Equivalents at the beginning of the Year	15,369,694,540	11,356,327,933
---	----------------	----------------

Less: Cash and Cash Equivalents on Deconsolidation of Subsidiaries/ Sale of a Subsidiary	162,918	7,919,043,325
---	---------	---------------

Add: Effect of Exchange difference on Translation of Foreign Currency		
---	--	--

Cash & Cash Equivalents	29,210,266	92,856,469
-------------------------	------------	------------

Add: Cash and Cash Equivalents on Acquisition of Subsidiaries	12,583,130	577,254,291
---	------------	-------------

Cash and Cash Equivalents at the end of the Year	14,173,369,961	15,369,694,540
--	----------------	----------------

Cash and Cash Equivalents at the end of the Year Comprises of		
---	--	--

Cash in Hand	11,772,051	12,346,297
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Cheques on Hand	44,292,290	41,026,525
-----------------	------------	------------

Balances with Banks in Fixed Deposits Accounts	340,748,765	154,446,043
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Balances with Banks in Current Accounts	13,776,556,855	15,161,875,675
---	----------------	----------------

	14,173,369,961	15,369,694,540
--	----------------	----------------

* Interest income does not include interest income from lending operations of ₹ 21,047,905,165 (March 31, 2012: ₹ 17,316,747,4 00).

Notes:

1 The Cash flow statement has been prepared under the indirect method as set out in Accounting Standard -3 on Cash Flow Statement.

2 Figures in bracket indicate cash outgo/income.

3 Previous year's figures have been regrouped and rearranged wherever necessary to conform to the current year classification.

The Notes are an integral part of these Consolidated Financial Statements

This is the Consolidated Cash Flow Statement referred to in our report of even date

or Price Waterhouse

Firm Registration No - 301112E

Chartered Accountants

Sd /-

PARTHA GHOSH

Partner

Membership No: 55913

For and on behalf of Board of Directors

Sd /-

PADAM BAHL

Director

(DIN 01314395)

Sd /-

SUNIL GODHWANI

Chairman & Managing Director

(DIN-00174831)

Sd /-

SHACHINDRA NATH

Group CEO

Sd /-

ANIL SAXENA

Group CFO

Sd /-

SUDHAKAR SHETTY

Company Secretary

Place : Mumbai

Date : May 23, 2013

Place : New Delhi

Date : May 23, 2013



1 OVERVIEW AND PRINCIPLES OF CONSOLIDATION

I OVERVIEW

Religare Enterprises Limited ("REL" or "the Company") was originally incorporated as a private limited company under the Companies Act, 1956 ("the Act") on January 30, 1984. The Company is listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The Company is also registered with the Reserve Bank of India ("RBI") as a Non-Banking Financial Institution (Non-Deposit Accepting) under section 45 IA of the RBI Act, 1934 governed by Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 ("NBFC Directions"). More than 90% of its total assets is invested in long term investments in group companies. REL is a diversified financial services company with presence in India and abroad operating through its Indian and overseas subsidiaries. The Subsidiaries, Joint Ventures and Associates are primarily engaged in the business of broking in securities and commodities, lending and investments, financial advisory services, custodial and depository operations, portfolio management services, asset management, insurance, institutional equities and investment banking services to its clients. Pursuant to the Regulatory Framework for Core Investment Companies (CICs) issued by RBI dated August 12, 2010 and revised regulatory framework dated January 5, 2011, the Company has filed specified application to RBI for registration as Non-Deposit Accepting Systematically Important - Core Investment Company (CIC-ND-SI) and same is pending for approval.

II PRINCIPLES OF CONSOLIDATION

- A.** The Consolidated Financial Statements relate to the Company and all of its subsidiary companies and the companies controlled, that is, the companies over which the Company exercises control/ joint control over ownership and voting power and the associates and joint ventures (hereinafter collectively referred to as the "Group"). The Consolidated Financial Statements have been prepared on the following bases.
- (i) The financial statements of the Company and its subsidiaries are consolidated on a line-by-line basis, by adding together the book values of like items of assets, liabilities, incomes and expenses after as far as possible eliminating intra group balances and intra group transactions resulting in unrealised profits or losses in accordance with the Accounting Standard ("AS") 21 "Consolidated Financial Statements" as referred to in the Companies (Accounting Standards) Rules, 2006 (Accounting Standard Rules).
 - (ii) In case of the foreign subsidiaries and companies controlled by the Company, revenue is consolidated at the average exchange rate prevailing during the year. All monetary assets and liabilities are converted at the exchange rate prevailing at the end of the year. While, non monetary assets and liabilities are recorded at the exchange rate prevailing on the date of the transaction or closing rate, as applicable. Any exchange difference arising on consolidation of integral foreign operation and non integral foreign operations is recognised in the Statement of Profit and Loss and Foreign Currency Translation Reserve respectively.
 - (iii) Investments in subsidiaries are eliminated and differences between the cost of investment over the net assets on the date of investment or on the date of the financial statements immediately preceding the date of investment in subsidiaries are recognised as Goodwill or Capital Reserve, as the case may be.
 - (iv) Minority Interest's share of net profit or loss of subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to the Equity Shareholders of the Company.
 - (v) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet as a separate item from liabilities and the Shareholders' Equity.
 - (vi) Investments in associates are accounted for using equity method in accordance with AS - 23 "Accounting for Investments in Associates in Consolidated Financial Statements" as referred to in the Accounting Standard Rules. The difference between the cost of investment in the associates and the share of net assets, at the time of acquisition of shares in the associates, is identified in the financial statements as Goodwill or Capital Reserve, as the case may be.
 - (vii) Interest in a jointly controlled entity is reported using proportionate consolidation.
 - (viii) As far as possible, the Consolidated Financial Statements are prepared using uniform Accounting Policies for like transactions and other events in similar circumstances and are presented in the same manner as the standalone financial statements of the Company.
- B.** Investments in subsidiaries not considered in consolidation are accounted as per AS - 13 "Accounting for Investments" as referred to in the Accounting Standard Rules.
- C. Minority Interest includes**
- (i) Proceeds from the equity shares issued by the subsidiaries to its minority shareholders during the year and securities premium received thereon.



- (ii) Proceeds from the Compulsorily Convertible Preference Shares ("CCPS") issued, other than to the Company, by subsidiaries during the year to the extent of face value of the said shares.
 - (iii) Proceeds from the Non Convertible Redeemable Preference Shares (NCRPS) issued, other than to the Company, by subsidiaries during the year and securities premium received thereon net of the issue expenses incurred for said shares.
 - (iv) Minority shareholders' share of profit / (loss) in the relevant subsidiaries.
- D. Security premium paid, during the year, on redemption of Non-Convertible Preference Shares by a subsidiary in excess of premium received on issuance of same shares has been adjusted with the 'Consolidated Surplus' of the Company.
- E. The Subsidiaries, Joint Venture and Associate considered in the Consolidated Financial Statements are as under:

Name of the Entity	Proportion of Ownership Interest March 31, 2013	Proportion of Ownership Interest March 31, 2012	Country of Incorporation	Status
(a) Subsidiaries / Sub-Subsidiaries				
Religare Finvest Limited	99.999%	99.999%	India	Trading
Religare Securities Limited	100.00%	100.00%	India	Trading
Religare Commodities Limited (subsidiary of Religare Securities Limited)	100.00%	100.00%	India	Trading
Religare Housing Development Finance Corporation Limited (subsidiary of Religare Finvest Limited)	87.50%	87.50%	India	Trading
Religare Health Insurance Company Limited	90.00%	90.00%	India	Trading
Religare Venture Capital Limited (Became wholly owned subsidiary of RGAM Corporation Private Limited w.e.f March 28, 2013. Earlier it was wholly owned subsidiary of the Religare Securities Limited)	100.00%	100.00%	India	Trading
REL Infrafacilities Limited	100.00%	100.00%	India	Trading
Religare Financial Consultancy Services Limited (formerly known as Religare Insurance Broking Limited) ^{\$}	-	100.00%	India	Trading
Religare Arts Initiative Limited	100.00%	100.00%	India	Trading
Religare Finance Limited	100.00%	100.00%	India	Trading
Religare Bullion Limited (subsidiary of Religare Commodities Limited)	100.00%	100.00%	India	Trading
Religare Arts Investment Management Limited (subsidiary of Religare Arts Initiative Limited)	100.00%	100.00%	India	Trading
Religare Invesco Asset Management Company Private Limited (formerly known as Religare Asset Management Company Limited) (subsidiary of Religare Securities Limited) [#]	51.00%	100.00%	India	Trading
Religare Invesco Trustee Company Private Limited (formerly known as Religare Trustee Company Private Limited) (subsidiary of Religare Securities Limited) [#]	51.00%	100.00%	India	Trading
Vistaar Religare Capital Advisors Limited	74.00%	74.00%	India	Trading
Religare Advisory Services Limited (subsidiary of Religare Venture Capital Limited)	100.00%	100.00%	India	Trading
Religare Share Brokers Limited (subsidiary of Religare Securities Limited)	100.00%	100.00%	India	Trading
RGAM Corporation Private Limited	100.00%	100.00%	India	Trading
Religare Global Asset Management Inc., USA (Became wholly owned subsidiary of RGAM Corporation Private Limited w.e.f. May 22, 2012. Earlier it was wholly owned subsidiary of the Company)	100.00%	100.00%	USA	Trading



Name of the Entity	Proportion of Ownership Interest March 31, 2013	Proportion of Ownership Interest March 31, 2012	Country of Incorporation	Status
Northgate Capital L.L.C. (subsidiary of Religare Global Asset Management Inc)	70.00%	70.00%	USA	Trading
Northgate Capital LP (subsidiary of Religare Global Asset Management Inc)	70.00%	70.00%	USA	Trading
Northgate Capital Asia Limited (subsidiary of Northgate Capital, L.L.C.)	70.00%	70.00%	HK	Trading
NGEM Mexico S. De R.T. de C.V. (subsidiary of Northgate Capital, L.L.C.)	70.00%	-	Mexico	Trading
Landmark Partners LLC (subsidiary of Religare Global Asset Management Inc)	53.75%	54.94%	USA	Trading
Landmark Realty Advisors LLC (subsidiary of Landmark Partners LLC)	53.75%	54.94%	USA	Trading
Landmark Equity Advisors LLC (subsidiary of Landmark Partners LLC)	53.75%	54.94%	USA	Trading
Millpond Associates LLC (subsidiary of Landmark Partners LLC)	53.75%	54.94%	USA	Trading
Religare Commodity Broking Private Limited	100.00%	100.00%	India	Trading
Religare Capital Markets (India) Limited	100.00%	100.00%	India	Trading
Northgate Capital Asia (India) Limited (subsidiary of Religare Securities Limited)	100.00%	100.00%	India	Trading
Religare Investment Advisors Limited (subsidiary of Religare Securities Limited)	100.00%	100.00%	India	Trading
Religare Health Trust Trustee Manager Pte Limited (subsidiary of RGAM Corporation Private Limited w.e.f. October 5, 2012)	100.00%	-	Singapore	Trading
(b) Joint Ventures				
Religare Macquarie Wealth Management Limited	50.00%	50.00%	India	Trading
AEGON Religare Life Insurance Company Limited	44.00%	44.00%	India	Trading
Milestone Religare Investment Advisors Private Limited (joint venture of Religare Venture Capital Limited)	50.00%	50.00%	India	Trading
(c) Associate				
Investment Professionals Limited (associate of Religare Global Asset Management Inc)	40.00%	40.00%	Mauritius	Trading

[§] The Company has sold 100% shares of the Religare Financial Consultancy Services Limited (formerly known as Religare Insurance Broking Limited) ("RFCSL") on March 26, 2013. From that date, RFCSL is not a subsidiary of the Company. Financial statements of RFCSL were consolidated on line-by-line basis till the date it ceased to be a subsidiary of the Company.

[#] Religare Securities Limited, a wholly owned subsidiary of the Company has diluted its holding in Religare Invesco Asset Management Company Private Limited (formerly known as Religare Asset Management Company Limited) and Religare Invesco Trustee Company Private Limited (formerly known as Religare Trustee Company Limited) to 51% w.e.f. March 28, 2013.

All the companies annotated as "Trading" in the above list are included in the consolidated financial statements. The other companies annotated as "Dormant / Nominee" above have carried on no activities during the year and have made neither profit nor loss. All other companies annotated as "Discontinued" have been dissolved during the year.



Following companies are excluded from the consolidation (Refer Note 40(a)):

Name of the Entity	Proportion of Ownership Interest March 31, 2013	Proportion of Ownership Interest March 31, 2012	Country of Incorporation	Status
Religare Capital Markets Limited	100.00%	100.00%	India	Trading
Religare Capital Markets International (Mauritius) Limited	100.00%	100.00%	Mauritius	Trading
Religare Capital Markets International(UK) Limited **	100.00%	100.00%	United Kingdom	Trading
Religare Capital Markets (Europe) Limited **	100.00%	100.00%	United Kingdom	Trading
Religare Capital Markets (UK) Limited*	100.00%	100.00%	United Kingdom	Trading
Religare Capital Markets (Pty) Limited*	100.00%	100.00%	South Africa	Trading
Hichens, Harrison (Middle East) Limited*	60.00%	60.00%	United Kingdom	Discontinued
Hichens, Harrison (Ventures) Limited*	100.00%	100.00%	United Kingdom	Nominee
London Wall Nominees Limited*	100.00%	100.00%	United Kingdom	Nominee
Charterpace Limited**	39.00%	39.00%	United Kingdom	Dormant
HH1803.com Limited*	100.00%	100.00%	United Kingdom	Discontinued
Hichens Harrison (Far East) Pte Ltd*	-	100.00%	Singapore	Discontinued
Religare Capital Markets Corporate Finance Pte. Limited **	100.00%	100.00%	Singapore	Trading
Religare Capital Markets Inc**	100.00%	100.00%	USA	Trading
Tobler (Mauritius) Limited*	100.00%	100.00%	Mauritius	Trading
Tobler UK Limited*	100.00%	100.00%	United Kingdom	Trading
Religare Investment Advisory (Mauritius)*	100.00%	100.00%	Mauritius	Discontinued
Religare Global Asset Management Japan Co. Limited*	100.00%	100.00%	Japan	Trading
Religare Investment Holdings (UK) Limited**	100.00%	100.00%	United Kingdom	Trading
Noah Capital Markets (EMEA) Limited* (formerly known as Religare Capital Markets (EMEA) Limited) (become associate and ceased to be subsidiary)	-	100.00%	United Kingdom	Trading
Kyte Management Limited(KML) **	100.00%	100.00%	BVI	Trading
Religare Capital Markets (Hong Kong) Limited** (subsidiary of Kyte Management Limited)	100.00%	100.00%	Hong Kong	Trading
Religare Capital Markets (Beijing) Limited** (subsidiary of Religare Capital Markets (Hong Kong) Limited)	100.00%	100.00%	China	Trading
Religare Capital Markets (Singapore) Pte Limited** (subsidiary of Religare Capital Markets (Hong Kong) Limited)	100.00%	100.00%	Singapore	Trading
Religare Global Asset Management (HK) Limited *	100.00%	100.00%	Hong Kong	Discontinued
Bartleet Religare Securities (Private) Limited@ ** (formerly known as Bartleet Mallory Stock Brokers (Pvt) Limited)	50.00%	50.00%	Sri Lanka	Trading
Bartleet Asset Management (Private) Limited@ ** (subsidiary of Bartleet Religare Securities (Private) Limited)	50.00%	50.00%	Sri Lanka	Trading
Strategic Research Limited@ ** (subsidiary of Bartleet Religare Securities (Private) Limited)	50.00%	50.00%	Sri Lanka	Trading
Religare Bartleet Capital Markets (Private) Limited** (subsidiary of Bartleet Religare Securities (Private) Limited)	50.00%	50.00%	Sri Lanka	Trading
Religare Securities Australia Pty Limited	100.00%	100.00%	Australia	Dormant
Relsec Nominees No.1 Pty Limited** (subsidiary of Religare Securities Australia Pty Limited)	100.00%	100.00%	Australia	Discontinued
Relsec Nominees No.2 Pty Limited** (subsidiary of Religare Securities Australia Pty Limited)	100.00%	100.00%	Australia	Discontinued



Name of the Entity	Proportion of Ownership Interest March 31, 2013	Proportion of Ownership Interest March 31, 2012	Country of Incorporation	Status
Religare Capital Markets (USA) L.L.C **	100.00%	100.00%	USA	Discontinued
Noah Nominees (Pty) Limited* (become associate and ceased to be subsidiary)	-	100.00%	South Africa	Nominee
BJM (UK) Nominees Limited* (become associate and ceased to be subsidiary)	-	100.00%	UK	Nominee
Noah Capital Markets (Pty) Limited* (formerly known as (Religare Noah Capital Markets (Pty) Limited) become a associate and ceased to be subsidiary)	-	100.00%	South Africa	Trading
Joint Ventures and Subsidiaries of Joint Ventures				
Milestone Religare Capital Management Limited*	50.00%	50.00%	Mauritius	Trading
India Buildout Fund II Limited (subsidiary of Milestone Religare Capital Management Limited)	50.00%	50.00%	Mauritius	Trading
Associates				
Noah Capital Markets (EMEA) Limited* (formerly known as Religare Capital Markets (EMEA) Limited) (become associate and ceased to be subsidiary)	30.00%	-	United Kingdom	Trading
Noah Nominees (Pty) Limited* (become associate and ceased to be subsidiary)	30.00%	-	South Africa	Nominee
BJM (UK) Nominees Limited* (become associate and ceased to be subsidiary)	30.00%	-	UK	Nominee
Noah Capital Markets (Pty) Limited* (formerly known as Religare Noah Capital Markets (Pty) Limited) (become associate and ceased to be subsidiary)	30.00%	-	South Africa	Trading

*Subsidiary / Sub-subsidiary of Religare Capital Markets (Europe) Limited

**Subsidiary / Sub-subsidiary of Religare Capital Markets International (Mauritius) Limited

@ Board controlled subsidiary.

Further during the year Religare Finvest Limited ("RFL"), a subsidiary of the Company acquired 70% shares of the following domestic companies in satisfaction of debts:

- Cheryl Advisory Private Limited
- Empower Expertise Private Limited (formerly known as Empower Estates Developers Private Limited)
- Big Vision Consultants Private Limited (formerly known as Big Vision Land Developers Private Limited)

RFL is a Non-Banking Financial Company dealing in small and medium enterprises financing and retail capital market financing. Settlement of loans with delinquent customers is a normal feature of the company's business operation. During the year RFL has entered into a settlement agreement with one of its customers on the overdue loan and interest. As per the settlement agreement, RFL got 70% equity share capital of the aforesaid companies towards full and final settlement of the outstanding loan and interest amount. RFL simultaneously entered into an agreement to sell these share in the near future. With the 70% stake though these companies have become subsidiaries of RFL, these companies are not considered for consolidated financial statement of the Company as the shares so acquired are intended to be disposed of in the near future which is in accordance with the Accounting Standard ("AS") 21 "Consolidated Financial Statements" as referred to in the Companies (Accounting Standards) Rules, 2006 (Accounting Standard Rules).

2 SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention and on accrual basis of accounting and in accordance with generally accepted accounting principles in India and comply in material aspect with the measurement and recognition principals of Accounting Standards referred in Section 211 (3C) of the Act read with Companies (Accounting Standard) Rules 2006 to the extent applicable, the Reserve Bank of India Act, 1934 and Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Act read with RBI Directions as aforesaid. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the



Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

B. USE OF ESTIMATES

The presentation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of Financial Statements and the reported amount of revenue and expenses during the reporting year. Difference between the actual results and estimates are recognized in the year in which results are known / materialized.

C. REVENUE RECOGNITION

- (i) Revenue from broking activities is accounted for on the trade date of transaction.
- (ii) Interest income from financing activities, deposits, commission and brokerage are recognized on an accrual basis except for interest on Non Performing Assets (NPAs) that are recognized on realization basis.
- (iii) Income from Financial and Investment Advisory and Consultancy Fees are recognised based on the stage of completion of assignments as per terms/agreement with the clients.
- (iv) Issue management and placement fees, underwriting commission, portfolio management fees and financial/ investment advisory fees are accrued based on terms of the relevant agreements.
- (v) Dividend from investments is accounted for as income when the right to receive dividend is established.
- (vi) Depository Income is accounted for on accrual basis.
- (vii) Revenue from fund/investment management fees is recognized on an accrual basis based on the average net assets of the scheme outstanding in each financial year.
- (viii) Rental cost and sublease income in respect of assets under lease management are recognized on an accrual basis as per terms of agreements.
- (ix) Income from Bullion trading is recognised on accrual basis.
- (x) Income from Arbitrage and trading in securities and derivatives comprises of profit / loss on sale of securities / commodities held as stock -in -trade and profit / loss on equity / commodity derivative instruments. Profit / loss on sale of securities / commodities are determined based on weighted average cost of securities / commodities sold. Profit/ loss on equity / commodity derivative transactions is accounted for on the following basis:-

Equity Index / Stock and Commodity – derivatives:

- (a) Initial margin representing initial margin paid, and Margin Deposits, for entering into contracts for equity index / stock and Commodity futures, which are released on final settlement / squaring-up of underlying contracts, are disclosed under loans and advances.
- (b) Equity index / stock and Commodity futures are marked-to-market on a daily basis. Debit or credit balance disclosed under loans and advances or current liabilities, respectively, in the “Mark-to-Market Margin – Equity Index / Stock and Commodity Futures Account” , represents the net amount paid or received on the basis of movement in the prices of index / stock and Commodity futures till the balance sheet date.
- (c) As on the balance sheet date, profit / loss on open positions in index / stock and Commodity futures are accounted for as follows:
 - i. Credit balance in the “Mark-to-Market Margin – Equity Index / Stock and Commodity Futures Account”, being anticipated profit, is ignored and no credit for the same is taken in the Statement of Consolidated Profit and Loss.
 - ii. Debit balance in the “Mark-to-Market Margin – Equity Index / Stock and Commodity Futures Account”, being anticipated loss is adjusted in the Statement of Consolidated Profit and Loss.
- (d) On final settlement or squaring-up of contracts for equity index / stock and commodity futures, the profit or loss is calculated as the difference between settlement / squaring-up price and contract price. Accordingly, debit or credit balance pertaining to the settled / squared-up contract in “Mark-to-Market Margin – Equity Index / Stock and Commodity Futures Account” is recognized in the Statement of Consolidated Profit and Loss. When more than one contract in respect of the relevant series of equity index futures contract to which the squared-up contract pertains is outstanding at the time of the squaring-up of the contract, the contract price of the contract so squared-up is determined using weighted average method for calculating profit / loss on squaring-up.



(xi) In respect of Life Insurance JV

- a. Premium receipts in case of Life Insurance business (net of service tax) is recognized as income when due from policyholders. Premium on lapsed contracts are recognized on receipt basis.

For linked business, premium income is recognized when the associated units are allotted and Fund management charges, administration charges and mortality charge are recognized in accordance with terms and conditions of the policy.

Premium ceded on reinsurance is accounted in accordance with the terms of the treaty.

- b. Net income from material risk less principal dealing is recognised on the trade date.
- c. Fee income from corporate broking and related activities are brought into account when the transactions have been completed and authorized by the client. Some of this revenue is taken in the form of shares, options or warrants in the client enterprise rather than cash. In the case of shares the amount taken to revenue will be the value of fee agreed with the client or, if no specific fee was agreed, then the fair value of the shares at the date of completion of the transaction. The shares are subsequently recognized as financial instruments held for trading. In the case of warrants and options the instruments are valued using the Black-Scholes valuation model.

(xii) Processing fees are recognised upon the occurrence of the transaction / receipt of fees.

(xiii) Interest on bonds are accounted for on accrual basis.

(xiv) Income from client referral services are recognised on accrual basis as per the terms of agreement/ confirmations by clients.

(xv) Interest income on fixed deposits are recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

(xvi) Income from Trading in Derivative Transactions is recognized on accrual basis.

(xvii) Profit/Loss earned on sale of Investments is recognised on trade date basis, net of expenses. The cost of investments is computed based on weighted average basis.

(xviii) Interest on delayed Payment is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable, where there is no uncertainty regarding the realisation.

(xxi) Revenue excludes service tax/ value added tax.

(xx) In respect of Health Insurance Subsidiary

- a. Premium income and cessation thereof are recognized over the contract period or period of risk whichever is appropriate, on a gross basis (net of service tax). Any subsequent revision of premium or cancellation of the policies is accounted for in the year in which they arise.

Insurance premium on ceding of the risk is recognised in the period in which the risk commences in accordance with reinsurance arrangements with the reinsurers. Any subsequent revision to premium ceded is recognised in the period of such revision. Adjustment to reinsurance premium arising on cancellation of policies is recognized in the period in which they are cancelled.

- b. Commission on reinsurance ceded is adjusted/net off from Commission expense.
- c. Interest income on investments is recognized on accrual basis. Accretion of discount and amortization of premium relating to debt securities is recognized over the holding/maturity period on a straight-line basis. Realized gain/loss on securities, which is the difference between the sale consideration and the carrying value in the books of the Company, is recognized on the trade date. In determining the realized gain/loss, cost of securities is arrived at on 'Weighted average cost' basis. Further, in case of mutual funds, the profit or loss on sale also includes the accumulated changes in the fair value previously recognized in the fair value change account. Sale consideration for the purpose of realized gain/loss is net of brokerage and taxes, if any, and excludes interest received on sale.

D. COMMERCIAL PAPER

In respect of commercial papers issued by Subsidiaries, the difference between the redemption value and acquisition cost of Commercial Paper is amortized over the tenure of the instrument. The liability as at the Balance Sheet date in respect of such instruments is recognized at face value net of unamortized discount.

E. TANGIBLE ASSETS

Tangible Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses.



Cost for this purpose includes purchase price, nonrefundable taxes or levies and other directly attributable costs of bringing the asset to its working condition for its intended use. Subsequent expenditures related to an item of tangible assets are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

F. INTANGIBLE ASSETS

Intangible Assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the enterprise and the cost of the assets can be measured reliably. Intangible assets are recorded at cost and carried at cost less accumulated depreciation and accumulated impairment losses, if any.

Computer software which is not an integral part of the related hardware is classified as an intangible asset and is being amortized over the estimated useful life.

G. LEASED ASSETS

- (i) Assets acquired under Leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. The rentals and all the other expenses of assets under operating lease for the period are treated as revenue expenditure.
- (ii) Assets given on operating leases are included in fixed assets. Lease income is recognized in the Statement of consolidated Profit and Loss on straight line basis over the lease term. Operating costs of leased assets, including depreciation are recognized as an expense in the Statement of Consolidated Profit and Loss. Initial direct cost such as legal costs, brokerages etc. are charged to Statement of Consolidated Profit and Loss as incurred.

H. DEPRECIATION / AMORTISATION

Immovable assets at the leased premises including civil works, electrical items are capitalized as leasehold improvements and are amortized over the primary period of lease subject to maximum of six years.

Depreciation is provided on Straight Line Method, at the rates specified in Schedule XIV of the Companies Act, 1956 or the rates based on useful lives of the assets as estimated by the management, whichever are higher. Depreciation is provided for on a pro-rata basis on the assets acquired, sold or disposed off during the year.

Due to pace of change in technology, change in business dynamics and operations forcing the company to apply new tools and technologies and discard old ones and degrading of product quality, previous year, the Company has decided to apply the revised life and rate of depreciation to all assets purchased and put to use on or after October 01, 2011.

Rates of depreciation are as below:

Assets Description	Depreciation Rate (%) (Put to use upto September 30, 2011)	Depreciation Rate (%) (Put to use on or after October 01, 2011)	Depreciation Rate (%) (As per Schedule XIV of the Companies Act, 1956)
Computers	16.21%	Between 16.21% to 50%	16.21%
Office Equipments*	Between 10% to 20%	Between 10% to 20%	4.75%
Furnitures and Fixtures	6.33%	20%	6.33%
Vehicles	9.50%	16%	9.50%
Buildings	1.63%	1.63%	1.63%
Intangible Assets - Softwares	16.21%	16.21%	16.21%

* *Blackberry and Mobile Phones are depreciated at 50% p.a.*

Individual assets costing up to Rs 5,000 are fully depreciated in the year of acquisition.

With effect from April 1, 2010, Goodwill arising on consolidation is being amortized over a period of 20 (twenty) years. The amortization starts after a cooling period of two years from the date of acquisition. Self-generated goodwill is expensed out as incurred.

Further, goodwill is tested for impairment at the end of every financial year and shortfall, if any, after considering amortization is provided for.

I. INVESTMENTS

Investments are classified into long term investments and current investments. Investments which are by nature readily realisable and intended to be held for not more than one year from the date of investments are current investments and



Investments other than current investments are long term investments. Long term investments are accounted at cost and any decline in the carrying value other than temporary in nature is provided for. Current investments are valued at lower of cost and fair/ market value.

In respect of Life Insurance JV

Investments are made in accordance with the Insurance Act, 1938, the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, ('IRDA Investment Regulations') as amended and circulars/notifications issued by IRDA from time to time.

Investments are recorded on the trade date at cost, which includes brokerage and taxes, if any and excludes interest paid, if any, on purchase.

(i) Classification

Investments maturing within twelve months or intended to be held for a period of less than twelve months from the Balance Sheet date are classified as Current Investments. Investments other than Current Investments are classified as Long Term Investments.

(ii) Valuation – Shareholders' investments and Non-Linked Policyholders' investments

All debt securities are considered as "held to maturity" and are stated at historical cost subject to amortization of premium or accretion of discount over the period of maturity / holding on a constant yield to maturity basis. Investments in mutual funds are stated at the net asset value (NAV) declared by the respective funds as at the Balance Sheet date. Listed equity securities are measured at fair value on the Balance Sheet date. For the purpose of determining fair value, the last quoted closing prices on the NSE, and in case the same is not available, then on BSE is considered. Unlisted equity securities, if any, are measured at historical cost.

In respect of investments in equity shares and mutual funds, the corresponding unrealized investment gains or losses are reported in the Balance Sheet under "Fair Value Change Account". In case of diminution, other than temporary, in the market value of investments as on the Balance Sheet date, the amount of diminution is recognized as an expense in the Revenue/ Statement of Consolidated Profit and Loss as the case may be.

(iii) Valuation – Linked Business (Assets held to cover linked liabilities)

Government securities are valued at prices obtained from Credit Rating Information Services of India Ltd. (CRISIL). Debt securities, other than Government securities, are valued on the basis of CRISIL Bond Valuer. Money market instruments are valued at Net amortized Cost. Fixed deposit, money at call and short notice are valued at cost. Listed equity securities are measured at fair value on the Balance Sheet date. For the purpose of determining fair value, the last quoted closing prices on the NSE, and in case the same is not available, then on BSE is considered.

Unrealized gains and losses arising due to changes in fair value are attributed to unit holders and are recognized in the Revenue Account of the fund. Investments in mutual funds are stated at previous day's net asset value (NAV) declared by the respective funds

(iv) Transfer of Investments

Any transfer of investments from Shareholder's Account to Policyholder's Account / Linked Funds is carried out at lower of book value (amortized cost) and market value. In case of debt securities, all transfers are carried out at the net amortized cost. Inter fund transfer of investments between Linked funds is done at market value on the date of transfer.

In respect of Health Insurance Subsidiary

Investments are recorded at cost on trade date and include brokerage, transfer charges, stamps etc, if any, and exclude interest accrued up to the date of purchase.

(i) Classification

Investments maturing within twelve months from Balance Sheet date and Investments made with the specific intention to dispose off within twelve months are classified as 'short term investments'. Investments other than 'short term investments' are classified as 'long term investments'.

(ii) Valuation

All non – convertible preference shares and debt securities including government securities are considered as ‘held to maturity’ and accordingly stated at amortised cost determined after amortisation of premium or accretion of discount on a straight line basis over the holding/maturity period.

Mutual fund investments are stated at fair value, being the closing net asset value at Balance Sheet date. In accordance with the Regulations, unrealized gain/loss arising due to changes in fair value of listed equity shares and mutual fund investments are taken to the ‘fair value change account’. This balance in the fair value change account is not available for distribution, pending realization. Investments other than mentioned above are valued at cost.

(iii) Impairment of Investments

The Company assesses at each Balance Sheet date whether there is any indication of assets being impaired. If any such indication exists, the carrying value of such investment is reduced to its recoverable amount and the impairment loss is recognized in the profit and loss account. If at the Balance Sheet date there is any indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the investment is restated to that extent.

J. FOREIGN CURRENCY TRANSACTIONS

- (i) Transactions in foreign currencies are recorded at the rate of exchange in force at the time of occurrence of the transactions.
- (ii) Exchange differences arising on settlement of revenue transactions are recognized in the Statement of Consolidated Profit and Loss.
- (iii) Monetary items denominated in a foreign currency are restated using the exchange rates prevailing at the date of the Balance Sheet and the resulting net exchange difference is recognized in the Statement of Consolidated Profit and Loss.
- (iv) Premium or discount on forward contracts entered for the purpose of hedging is amortised over the life of such contracts and is recognised as income or expense. Exchange difference on such forward exchange rate contracts outstanding as at year end is recognised in the Statement of Consolidated Profit and Loss.
- (v) Cross Currency Swap Contract entered into for the purpose of hedging and booked with the objective of managing the currency and interest rate risk on foreign currency liabilities are recorded at the spot rate at which the contract was entered and is accounted for as a forward contract. The foreign currency balances on account of principal value of cross currency swap outstanding as at Balance Sheet are revalued using the closing rate and resulting net loss or gain is charged to Statement of Profit and Loss.

K. EMPLOYEE BENEFITS

- (i) Provident Fund is a defined contribution scheme and the contributions as required by the Statute are charged to the Statement of Consolidated Profit and Loss as incurred.
- (ii) Gratuity liability is a defined obligation. The Company pays gratuity to employees who retire or resign after a minimum period of five years of continuous service. The certain group companies make annual contributions to gratuity funds being administered by the Trusts. Under this scheme, the settlement obligations remain with the companies. The plan provides for settlement for gratuity to eligible employee as per the terms of the scheme. Liability in respect of gratuity fund is accrued based on actuarial valuation conducted by an independent actuary using the Projected Unit Credit Method as at the Balance Sheet date.
- (iii) The employees of the Company are entitled to compensate/ to be compensated absences and leave encashment as per the policy of the Company, the liability in respect of which is provided, based on an actuarial valuation as at the Balance Sheet date.
- (iv) Certain group companies sponsor defined contribution plan covering all employees of which they may elect to contribute a portion of their compensation to. In addition to maintain “safe harbor” status, the company may make a special safe harbor contribution. If the safe harbor contribution is made, it will be at least 3% of employee compensation. Contributions made by the Company are determined annually by the managing members.



- (v) Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the statement of profit and loss as income or expense.
- (vi) The undiscounted amount of short - term employee benefits expected to be paid in exchange for services rendered by an employee is recognized during the period when the employee renders the service.
- (vii) Stock Appreciation Rights (SAR's) given as a part of employee retention strategy of the Company. The eligible employees are entitled to receive an incentive based on the price of the shares of the Company. The amount of such incentive proportionate to the vesting period as at the balance sheet date is recognized as an expenses based on the fair value of shares as at the balance sheet date or the cost of acquisition of such shares where the same have been acquired by an employee trust formed for the purpose.
- (viii) Stock options granted to eligible employees under the relevant Stock Option Schemes are accounted for at intrinsic value as per the accounting treatment prescribed by the Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines 1999 "ESOP Guideline" issued by the (Securities and Exchange Board of India). Accordingly, the excess of average market price, determined as per ESOP Guidelines of the underlying equity shares (market value) over the exercise price of the options is recognized as deferred stock option expense and is charged to statement of profit and loss on a straight line basis over the vesting period of the options. The amortised portion of the cost is shown under reserves and surplus.

L. TAXES ON INCOME

- (i) Current tax is determined based on the amount of tax payable in respect of taxable income for the year.
- (ii) Provision for taxation for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961.
- (iii) Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amount and there is intention to settle the assets and the liabilities on a net basis.
- (iv) Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax asset, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- (v) Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.
- (vi) Deferred tax assets and liabilities are offset when there is a legally enforceable rights to set off assets against liabilities representing the current tax and where the deferred tax and liabilities relate to taxes on income levied by the same governing taxation laws.

M. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

- (i) Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements.
- (ii) In respect of Non - Banking finance Companies and Housing Finance Companies in the group provision for Non-Performing Assets except SME and Commercial lending and Contingent Provision against Standard Assets is made after considering subsequent realisation to date, in line with the Prudential Norms prescribed by Reserve Bank of India and National Housing Bank.
- (iii) General Provision on Standard Assets is maintained by providing upfront on the disbursements to meet unexpected losses which are inherent in any portfolio but not yet identified.
- (iv) Provision for Long Term Investment is made on assessment of management of business projections and considering net worth of the investee companies. This provision is in compliance with Accounting Standard (AS) -13 and NBFC Directions.

**N. IMPAIRMENT OF ASSETS**

Assets are reviewed for impairment at each balance sheet date. In case, events and circumstances indicate any impairment, the recoverable amount of these assets is determined. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Consolidated Profit and Loss in the period in which an asset is defined as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount and such loss either no longer exists or has decreased.

O. INVENTORIES

- (i) Securities / commodities acquired with the intention of short-term holding and trading positions are disclosed as stock-in-trade.
- (ii) Securities / commodities held as stock – in – trade are valued at lower of cost and market value.
- (iii) The artwork / art store items held as stock – in – trade are valued at lower of cost or market value. The Cost of arts store items is determined on first in first out basis.

P. BORROWING COSTS

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or development of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year they occur.

Q. MUTUAL FUND SCHEME EXPENSES

Recurring expenses relating to schemes of Religare Mutual Fund in excess of expense limits are borne by the Company. The expenses limits are within the overall limits prescribed by SEBI (Mutual Fund) Regulations, 1996 or offer document of the respective schemes.

R. CLAIMS/ BENEFITS

- (i) In respect of Life Insurance JV

Claims by death are accounted when intimated. Claims by maturity / survival benefit are accounted on the policy maturity date. Annuity benefits are accounted when due. Surrenders are accounted on receipt of notification. Claims cost consist of the policy benefit amounts and claims settlements costs, where applicable. Withdrawals under linked policies are accounted in respective schemes along with cancellation of associated units.

Amount recoverable from Re-insurer are accounted for in the same period as the related claim.

- (ii) In respect of Health Insurance Subsidiary

Claims are recognized as and when reported. Claims are recorded in the revenue account, net of claims recoverable from reinsurers / co-insurers to the extent there is a reasonable certainty of realization. These estimates are progressively revalued on the availability of further information. Estimated liability in respect of claims is provided for the intimations received up to the year end, information/ estimates provided by the insured/ surveyors and judgment based on the past experience and other applicable laws and practices.

S. POLICY LIABILITIES

Liabilities on life policies are determined by the Appointed Actuary using generally accepted actuarial practice in accordance with the standards and guidance notes established by the Institute of Actuaries, in India, the requirement of the Insurance Act, 1938 and regulations issued by the IRDA.

The liabilities are calculated in a manner that together with estimated future premium income and Investment income, the Company can meet estimated future claims (including bonus entitlements to policy holders) and expenses.

T. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, demand deposits with banks and other short-term liquid investments with original maturities of three months or less.



U. SEGMENT REPORTING

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted by the Company. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated expenses/income".

V. ASSETS ACQUIRED IN SATISFACTION OF DEBTS

Assets acquired against the settlement of debts are disclosed in the balance sheet at cost of acquisition. In case, market value is lower than the cost of asset acquired, the difference between the book value and market value is charged to Statement of Profit and Loss.

W. EARNINGS PER SHARE

The basic earning per share is computed by dividing the net profit / loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Diluted earning per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year. In computing dilutive earning per share, only potential equity shares that are dilutive are considered.

X. MARKET LINKED DEBENTURES

A subsidiary of the Company has issued certain Non-Convertible Debentures (NCDs), the rate of interest on which is linked to performance of S&P CNX NIFTY index with a floor and a cap on the amount of interest payable. The interest expense for such debentures is accrued at the cap rate over the tenure of the instrument. The subsidiary has hedged the interest rate risk related to the movement of index by purchasing offsetting options. These options are valued at mark to market and loss on such valuation is charged to the Statement of Profit and Loss and profit on the mark to market is ignored.

Y. INCOME FROM ASSIGNMENT / SECURITISATION

- (i) In case of assignment of loans assets are de-recognised when all the rights, title, future receivable and interest thereof along with all the risks and rewards of ownership are transferred to the purchasers of assigned loans. On de-recognition, the difference between book value of loans assigned and consideration received, as reduced by the estimated provision of loss/expenses and incidental expenses related to the transaction, is recognised as gain or loss arising on assignment.
- (ii) In case of securitisation of loans, the transferred loans are de-recognised and gains/losses are accounted for only if the Company surrenders the right to benefits specified in the underlined securitised loan contract. In accordance with the Reserve Bank of India guidelines for securitisation of Standard assets, the Company recognises only loss arising from securitisation immediately at the time of sale and premium arising from securitisation is amortised over the life of the securities issued or to be issued by the special purpose vehicle to which the assets are sold. Income on retained interest in securitised assets is booked on accrual basis.



3 Share Capital Particulars

As at March 31, 2013
(Amount in ₹)

As at March 31, 2012
(Amount in ₹)

Authorised Capital:

250,000,000 (March 31, 2012: 200,000,000)

Equity Shares of ₹ 10/- each

2,500,000,000

2,000,000,000

100,000,000 (March 31, 2012: 100,000,000) Redeemable

Preference shares of ₹ 10/- each

1,000,000,000

1,000,000,000

Total

3,500,000,000

3,000,000,000

(Pursuant to shareholders approval in Annual General Meeting held on August 29, 2012, Authorised Share Capital of the Company has been increased from ₹ 3,000,000,000 divided into 200,000,000 Equity shares of ₹ 10 each and 100,000,000 Redeemable Preference Shares of ₹ 10 each to ₹ 3,500,000,000 by creation of additional 50,000,000 Equity Shares of ₹ 10 each aggregating ₹ 500,000,000.)

Issued, Subscribed & Fully paid up shares:

149,401,323 (March 31, 2012: 149,302,633)

Equity Shares of ₹ 10/- each

1,494,013,230

1,493,026,330

50,000,000 (March 31, 2012: 50,000,000) 13.66% Cumulative

Redeemable Preference shares of ₹ 10/- each.

500,000,000

500,000,000

3,500,000 (March 31, 2012: 3,500,000) 11.00% Cumulative

Non-Convertible Redeemable Preference Shares of ₹ 10/- each.

35,000,000

35,000,000

2,600,000 (March 31, 2012: 2,600,000) 0.01% Cumulative

Non-Convertible Redeemable Preference Shares of ₹ 10/- each.

26,000,000

26,000,000

Total Issued, Subscribed and Fully Paid Up Shares

2,055,013,230

2,054,026,330

3.1 Reconciliation of the shares outstanding at the beginning and at the end of reporting period

Particulars

As at March 31, 2013
Number (Amount in ₹)

As at March 31, 2012
Number (Amount in ₹)

Issued, subscribed and fully paid up

Equity Shares of 10/- each

Balance as at the beginning of the year

149,302,633 1,493,026,330

139,434,494 1,394,344,940

Add: Shares issued during the year through

Preferential allotment

1,000 10,000

9,597,156 95,971,560

Add: Shares issued during the year through ESOP

97,690 976,900

270,983 2,709,830

Balance as at the end of the year

149,401,323 1,494,013,230

149,302,633 1,493,026,330

13.66% Cumulative Redeemable Preference

Shares of ₹ 10/- each Fully Paid Up

Balance as at the beginning of the year

50,000,000 500,000,000

37,000,000 370,000,000

Add: Shares issued during the year

- -

13,000,000 130,000,000

Balance as at the end of the year

50,000,000 500,000,000

50,000,000 500,000,000

11.00% Cumulative Non-Convertible Redeemable

Preference Shares of ₹ 10/- each Fully Paid up

Balance as at the beginning of the year

3,500,000 35,000,000

- -

Add: Shares issued during the year

- -

3,500,000 35,000,000

Balance as at the end of the year

3,500,000 35,000,000

3,500,000 35,000,000

0.01% Cumulative Non-Convertible Redeemable

Preference Shares of ₹ 10/- each Fully Paid up

Balance as at the beginning of the year

2,600,000 26,000,000

- -

Add: Shares issued during the year

- -

2,600,000 26,000,000

Balance as at the end of the year

2,600,000 26,000,000

2,600,000 26,000,000

Total

205,501,323 2,055,013,230

205,402,633 2,054,026,330

**3.2 The rights, preferences and restrictions attaching to equity shares including restrictions on the distribution of dividends and the repayment of capital is as under:**

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupee. The dividend proposed by the Board of the Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of Interim Dividend. In the event of the liquidation of the Company, the holder of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of the number of the equity shares held by the equity shareholders.

The rights, preferences and restrictions attaching to Preference Shares including restrictions on the distribution of dividends and the repayment of capital is as under:

The company has three classes of Preference Shares:

13.66% Cumulative Redeemable Preference Shares

The face value of each share is ₹ 10. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 1956. Each preference share entitles the holder a right to receive, in priority to Equity shareholder, preference dividend on cumulative basis at a rate not exceeding 13.66% per financial year. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to the total of paid up capital plus the redemption premium, any unpaid dividend as per the terms of issue. The shares are allotted in three tranches on October 31, 2008, December 3, 2010 and April 27, 2011 having face value of ₹ 250,000,000, ₹ 120,000,000 and ₹ 130,000,000 respectively at ₹ 100 each (including premium of ₹ 90 per share).

11.00% Cumulative Redeemable Preference Shares

The face value of each share is ₹ 10. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 1956. Each preference share entitles the holder a right to receive, in priority to Equity shareholder, preference dividend on cumulative basis at a rate not exceeding 11.00% per financial year. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to the total of paid up capital plus the redemption premium, any unpaid dividend as per the terms of issue. The shares were allotted in one tranche on November 12, 2011 having face value of ₹ 35,000,000 at ₹ 100 each (including a premium of ₹ 90 per share).

0.01% Cumulative Redeemable Preference Shares

The face value of each share is ₹ 10. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 1956. Each preference share entitles the holder a right to receive, in priority to Equity shareholder, preference dividend on cumulative basis at a rate not exceeding 0.01% per financial year. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to the total of paid up capital plus the redemption premium, any unpaid dividend as per the terms of issue. The shares were allotted in one tranche on January 24, 2012 having face value of ₹ 26,000,000 at ₹ 100 each (including a premium of ₹ 90 per share).

The redemption of above classes of shares can be made either out of the profits of the Company or proceeds of fresh issue of shares made for the purpose of redemption.

Preference shareholders of the Company have relinquished their voting rights in respect of their preference shares arising by virtue of Section 87(2)(b) of the Companies Act, 1956.

The repayment terms of preference shares issued to a promoter group entity are as below:

Particulars	March 31, 2013 (Amount in ₹)	March 31, 2012 (Amount in ₹)	Terms of Redemption
13.66% Cumulative Redeemable Preference Shares	500,000,000	500,000,000	Redeemable at a premium not exceeding ₹ 150 per share at the end of 5 years or at an earlier date as may be decided by the Board of Directors of the Company.
11.00% Cumulative Non-Convertible Redeemable Preference Shares	35,000,000	35,000,000	Redeemable at a premium not exceeding ₹ 149.20 per share within a period not more than 4 years and 10 months or at an earlier date as may be decided by the Board of Directors of the Company, in one or more tranches.
0.01% Cumulative Non-Convertible Redeemable Preference Shares	26,000,000	26,000,000	Redeemable at a premium not exceeding ₹ 149.12 per share within a period not more than 3 years and 6 months or at an earlier date as may be decided by the Board of Directors of the Company, in one or more tranches.

The premium payable on redemption of the aforesaid shares will be utilized from the Securities Premium Account as per the provisions of Section 78 of the Companies Act, 1956.


3.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the company:

	Name of the Shareholder	As at March 31, 2013		As at March 31, 2012	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
a.	Equity Shares				
	RHC Finance Private Limited	24,565,478	16.44	24,565,478	16.45
	Shivi Holdings Private Limited	14,082,306	9.43	14,082,306	9.43
	Malav Holdings Private Limited	14,082,306	9.43	14,082,306	9.43
	Malvinder Mohan Singh	-	-	19,187,400	12.85
	Shivinder Mohan Singh	19,187,400	12.84	19,187,400	12.85
	Japna Malvinder Singh	14,787,566	9.90	-	-
	Shabnam Dhillon	12,846,027	8.60	-	-
	Gurkirat Singh Dhillon	-	-	9,673,014	6.48
	Gurpreet Singh Dhillon	-	-	9,673,013	6.48
	Hospitalia Information Systems Private Limited	9,597,156	6.42	9,597,156	6.43
b.	Preference Shares				
	RHC Finance Private Limited	12,000,000	21.39	12,000,000	21.39
	RHC Holding Private Limited	19,100,000	34.05	19,100,000	34.05
	Oscar Investment Limited	25,000,000	44.56	25,000,000	44.56

3.4 The particulars of shares reserved for issue under employee options is given in Note 39.

3.5 There are no shares bought back by the Company during the period of five years immediately preceding the Balance Sheet Date.

4 Reserves and Surplus

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
a. Capital Reserve		
Balance as at the beginning of the year	122,728,305	122,728,305
Lsss: Adjustment due to part sale of shareholdings in a subsidiary	102,123	-
Balance as at the end of the year	122,626,182	122,728,305
b. Securities Premium Account		
Balance as at the beginning of the year	38,502,881,867	29,880,430,647
Add : Securities premium credited on issue of Equity Shares	13,005,550	3,989,256,061
Add : Securities premium credited on issue of Preference Shares	-	4,647,215,069
Less: Expenses relating to issue of Securities	46,643,163	14,019,910
Balance as at the end of the year	38,469,244,254	38,502,881,867
c. Capital Redemption Reserve (as per last Balance Sheet)	750,000	750,000
d. Share Options Outstanding Account		
Balance as at the beginning of the year (Gross Amount)	5,568,750	5,568,750
Less: Employee Stock Options Exercised	3,445,020	3,445,020
Less: Written Back	1,221,030	1,221,030
Balance as at the end of the year	902,700	902,700
e. Foreign Currency Translation Reserve		
Balance as at the beginning of the year	349,427,906	(156,626,408)



Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Add: Addition during the year	141,275,247	506,054,314
Balance as at the end of the year	490,703,153	349,427,906
f. General Reserve (as per last Balance Sheet)	72,894,308	72,894,308
g. Statutory Reserve Fund (as per last Balance Sheet)	10,192,949	10,192,949
h. Surplus		
Balance of Profit / (Loss) as at the beginning of the year	(4,172,905,724)	(2,045,254,450)
Add: Profit / (Loss) for the year	(5,540,748,323)	(2,127,651,274)
Less: Premium on Redemption on preference share capital by a subsidiary company	125,707,426	-
Less: Expenses on issue of securities by a subsidiary	5,650,000	-
Less: Pre-Acquisition Loss transferred on sale of subsidiaries	298,588,940	-
Add: Share of Loss of Minority on sale of subsidiaries	674,945,686	-
Balance of Profit / (Loss) as at the end of the year	(9,468,654,727)	(4,172,905,724)
Total	29,698,658,819	34,886,872,311

5 Long Term Borrowings

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Secured Loans		
Debentures (Refer Note 5.1)	19,530,538,000	9,018,049,000
Term Loans From Banks (Refer Note 5.2)	38,227,525,488	47,117,800,111
Term Loans From Others (Refer Note 5.2)	3,720,000,000	450,000,000
Sub Total	61,478,063,488	56,585,849,111
Unsecured Loans		
Debentures (Refer Note 5.1)	8,634,455,100	3,528,000,000
Term Loans From Banks (Refer Note 5.2)	1,250,000,000	1,250,000,000
Loans and advances - Financial Agreement (Refer Note 5.3)	-	-
Sub Total	9,884,455,100	4,778,000,000
Grand Total	71,362,518,588	61,363,849,111

5.1 Schedule of Debentures

Particulars	As at March 31, 2013 (Amount in ₹)			As at March 31, 2012 (Amount in ₹)		
	Total	Current Maturity	Non Current	Total	Current Maturity	Non Current
I. Secured						
Redeemable Non - Convertible Debentures						
(i) Privately Placed	9,906,000,000	1,201,000,000	8,705,000,000	6,426,476,823	4,913,476,823	1,513,000,000
(ii) Publicly Placed	10,825,538,000	-	10,825,538,000	7,505,049,000	-	7,505,049,000
Total (I)	20,731,538,000	1,201,000,000	19,530,538,000	13,931,525,823	4,913,476,823	9,018,049,000
II. Unsecured						
(i) Privately Placed Non - Convertible Debentures	4,586,101,100	-	4,586,101,100	3,528,000,000	-	3,528,000,000
(ii) Privately Placed Compulsorily Convertible Debentures	4,048,354,000	-	4,048,354,000	-	-	-
Total (II)	8,634,455,100	-	8,634,455,100	3,528,000,000	-	3,528,000,000
Grand Total (I+II)	29,365,993,100	1,201,000,000	28,164,993,100	17,459,525,823	4,913,476,823	12,546,049,000



Additional particulars of debentures in descending order of maturity as per sub-clause (iv) of clause C of Part I of Schedule VI to the Companies Act, 1956:

I. Secured Debentures

(i) Details of Privately Placed Secured Debentures

- (a) Details of Privately Placed Secured Redeemable Non Convertible Debentures ("NCD's") outstanding as on March 31, 2013 which are secured by Pari Passu mortgage over the Company's immovable property situated at plot no.37, survey no. 35 of Moujelrana, Kadi Taluka, Distt. Mehsana (Gujarat) and first and exclusive charge/ first Pari Passu charge over standard business receivables / unencumbered receivables with Asset Cover ranging from 1 X to 1.25 X over companies account receivables:

S. No.	Coupon Rate (% p.a.)	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)	Date of Allotment	Redemption Due On	Put and Call Option
1	12.50%	2,000,000	2,000,000	8-Feb-12	8-Feb-17	
2	INDEX LINKED	20,000,000	-	17-Sep-12	4-Nov-15	
3	INDEX LINKED	71,200,000	-	11-Sep-12	29-Oct-15	
4	10.50%	521,200,000	521,200,000	30-Sep-10	30-Sep-15	
5	INDEX LINKED	244,400,000	-	8-Aug-12	25-Sep-15	
6	12.75%	500,000,000	-	8-Aug-12	8-Aug-15	
7	10.50%	390,900,000	390,900,000	30-Sep-10	30-Mar-15	
8	12.25%	7,000,000	7,000,000	8-Feb-12	8-Feb-15	
9	11.75% (^)	1,000,000	1,000,000	8-Feb-12	8-Feb-15	8-Aug-13
10	10.85% (^)	1,000,000,000	-	21-Jan-13	21-Jan-15	21-Apr-13
11	INDEX LINKED	19,600,000	-	11-Sep-12	10-Oct-14	
12	10.50%	390,900,000	390,900,000	30-Sep-10	30-Sep-14	
13	INDEX LINKED	72,800,000	-	8-Aug-12	8-Sep-14	
14	INDEX LINKED	60,000,000	-	8-Aug-12	8-Sep-14	
15	12.50% (*)	950,000,000	-	29-Jun-12	28-Jun-14	
16	10.00%	200,000,000	200,000,000	30-Sep-10	30-Sep-13	
17	11.40% (^^)	-	1,000,000,000	26-Sep-11	25-Mar-13	
18	9.10%	-	670,000,000	17-Nov-09	17-Nov-12	
19	11.00%	-	230,000,000	15-Jul-11	15-Aug-12	
20	11.75%	-	260,000,000	18-Mar-11	2-Jul-12	
21	12.00%	-	250,000,000	31-Mar-11	15-Jun-12	
22	11.75%	-	200,000,000	18-Mar-11	6-Jun-12	
23	11.75%	-	700,000,000	18-Mar-11	18-May-12	
24	11.75%	-	330,000,000	18-Mar-11	15-May-12	
25	11.00% (**)	-	543,476,823	13-Apr-11	15-May-12	
26	12.00%	-	230,000,000	31-Mar-11	27-Apr-12	
27	12.00%	-	500,000,000	31-Mar-11	23-Apr-12	
	Total (a)	4,451,000,000	6,426,476,823			

(*) The Company has bought back Non- convertible Debentures of ₹ 400,000,000 on 10-Jan-2013.

(^) During the year, this is a Debenture with embedded Put - Call Option, hence based on the earliest date for exercising option; the same has been assumed to have Current Maturity.

(^^) For the previous year, this was a Debenture with embedded Put - Call Option and the earliest date for exercising option was 25-Jun-2012. Hence same had been assumed to have Current Maturity.

(**) These debentures having maturity value of ₹ 550,000,000 had been issued at discount. Unamortised discount as on March 31, 2012 was ₹ 6,523,177.

- (b) Details of Privately Placed Secured Redeemable NCD's outstanding as on March 31, 2013 which are secured by Pari Passu mortgage over the Company's immovable property, pari passu / exclusive pledge over issued and paid up equity shares of Religare Finvest Limited, directly held by the Company, exclusive charge on the escrow accounts and amounts lying therein and first ranking charge and hypothecation under RFL Loan agreement and Unconditional and irrevocable personal guarantees of the Promoters in favor of the Debenture Trustees:



S. No.	Coupon Rate (% p.a.)	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)	Date of Allotment	Redemption Due On
1	14.00%	1,363,750,000	-	28-Mar-13	30-Jun-14
2	14.00%	1,363,750,000	-	28-Mar-13	30-Jun-15
3	14.00%	1,363,750,000	-	28-Mar-13	30-Jun-16
4	14.00%	1,363,750,000	-	28-Mar-13	30-Jun-17
	Total (b)	5,455,000,000	-		

Note: As at Balance Sheet date, the Company has obtained in principle approval from BSE Limited (BSE), vide letter dated March 19, 2013 for listing of 5,500 numbers of Non Convertible Debentures ("NCDs") in denomination ₹1,000,000 on Whole Sale Debt Market Segment ("WDM Segment") of BSE. These NCDs were listed on April 5, 2013.

Total Privately Placed Secured Debentures (a+b)	9,906,000,000	6,426,476,823		
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(ii) **Details of Publicly Placed Secured Debentures**

Details of Publicly Placed Secured Redeemable NCDs outstanding as on March 31, 2013 which are secured by pari passu mortgage over the Company's immovable property situated at plot no.37, survey no. 35 of Mouje Irana, Kadi Taluka, Distt. Mehsana (Gujarat) and first pari passu floating charge on the standard business receivables of of a subsidiary company:

S. No.	Coupon Rate (% p.a.)	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)	Date of Allotment	Redemption Due On	Put and Call Option
1	12.25%*	56,134,000	-	9-Oct-12	9-Oct-18	
2	12.62%*	313,210,000	-	9-Oct-12	9-Aug-18	
3	12.25%	137,515,000	-	9-Oct-12	9-Oct-17	
4	12.50%	440,918,000	-	9-Oct-12	9-Oct-17	
5	12.25%*	45,205,000	-	9-Oct-12	9-Oct-17	
6	12.50%*	96,178,000	-	9-Oct-12	9-Oct-17	
7 **	12.10%	192,800,000	192,800,000	23-Sep-11	23-Sep-16	
8	12.25%	1,254,711,000	1,254,711,000	23-Sep-11	23-Sep-16	
9	12.50%	1,089,722,000	1,089,722,000	23-Sep-11	23-Sep-16	
10	12.25%	1,906,582,000	-	9-Oct-12	10-Oct-15	
11	12.25%*	324,747,000	-	9-Oct-12	10-Oct-15	
12	12.00%	2,651,300,000	2,651,300,000	23-Sep-11	23-Sep-14	
13	12.15%	1,596,193,000	1,596,193,000	23-Sep-11	23-Sep-14	
14	12.25%	720,323,000	720,323,000	23-Sep-11	23-Sep-14	
	Total	10,825,538,000	7,505,049,000			

* Denotes Effective Yield (% per annum).

** Amount is net of inter company transaction.

Maturity Pattern of abovementioned Publicly Placed Secured Redeemable Non-Convertible Debentures:-

Particulars	Face value (₹) of debentures due for due for maturity within one year from March 31, 2013	Face value (₹) of debentures due for maturity after one year from March 31, 2013
Series-1	Nil	7,505,049,000
Series-2	Nil	3,320,489,000
Total	Nil	10,825,538,000

For the Publicly Placed Secured Redeemable Non-Convertible Debentures, an amount of ₹ Nil is due for maturity during the period of one year from the reporting date, therefore nothing has been deposited / invested in pursuance to the requirement of clause 2(iv) of circular no. 4/2013 dated February 11, 2013 issued by the Ministry of Corporate Affairs.



Religare Finvest Limited ("RFL"), a subsidiary of the Company, filed a Prospectus dated September 7, 2012 and a Corrigendum dated September 13, 2012, with the Registrar of Companies, NCT of Delhi and Haryana and BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Securities and Exchange Board of India ("SEBI") for public issue of Secured Redeemable NCDs of face value of ₹1,000 each, aggregating ₹ 2,500,000,000 with an option to retain over subscription up to ₹ 2,500,000,000 aggregating ₹ 5,000,000,000.

RFL received an aggregate amount of ₹ 3,353,995,000 as subscription to the NCDs, out of which the Debenture Committee allotted 3,320,489 NCDs aggregating ₹ 3,320,489,000 to the eligible applicants. RFL obtained listing approvals on October 10, 2012, from BSE and NSE. Issue expenses related to aforesaid NCDs, would be amortised over the tenure of NCDs.

Debenture issue expenses of ₹ 20,449,383 (March 31, 2012: ₹ NIL) has amortised during the year.

The Particulars of the proceeds of NCDs and its utilization is as under :

Particulars	(Amount in ₹)
Amount received out of issue of debentures	3,320,489,000
Less:	
A. Issue Related Expenses	(31,073,446)
B. Repayment of Existing Loans	
Commercial Papers	(2,008,064,000)
Working Capital Loans	(1,281,351,554)
Balance as at March 31, 2013	-

II. Unsecured Debentures

(i) Details of Privately Placed Unsecured Redeemable Non-Convertible Debentures outstanding as on March 31, 2013:

S. No.	Coupon Rate (% p.a.)	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)	Date of Allotment	Redemption Due On	Put and Call Option
1	12.05%	200,000,000	-	28-Mar-13	28-Mar-23	
2	12.00%	80,000,000	-	25-Feb-13	25-Feb-23	
3	12.20%	420,000,000	-	21-Jan-13	21-Jan-23	
4	12.20%	500,000,000	-	12-Oct-12	12-Oct-22	
5	12.75%	50,000,000	50,000,000	25-Oct-11	25-Jul-17	
6	13.05%	339,000,000	339,000,000	22-Dec-11	22-Jun-17	
7	12.75%	550,000,000	550,000,000	30-Jun-11	30-May-17	
8	13.00%	336,000,000	336,000,000	30-Nov-11	30-May-17	
9	13.05%	7,000,000	7,000,000	3-Feb-12	3-May-17	
10	12.75%	1,175,000,000	1,175,000,000	2-Aug-11	2-May-17	
11	12.75%	35,000,000	35,000,000	26-Jul-11	26-Apr-17	
12	12.75%	236,000,000	236,000,000	30-Aug-11	30-Mar-17	
13*	12.50%	658,101,100	800,000,000	31-Mar-11	31-Aug-16	
	Total	4,586,101,100	3,528,000,000			

* Amount is net of inter company transaction.

(ii) Details of Privately Placed Unsecured Compulsory Convertible Debentures outstanding as on March 31, 2013:

During the year ended March 31, 2013, Board of Directors at its meeting held on September 29, 2012 and Extra - Ordinary General Meeting of Shareholders held on October 26, 2012 have approved to offer and allot 1,000 equity shares of the face value of ₹ 10/- each on a preferential allotment basis to International Finance Corporation ("IFC"), a member of the World Bank Group, at an issue price of ₹ 315.85/- per equity share determined in accordance with the SEBI (ICDR) Regulations, 2009 and upto 45,00,000 compulsory convertible debentures ("CCDs") of the face



Notes Forming Part of the Consolidated Financial Statements

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value of ₹ 1000/- each, to be allotted at par, on a preferential allotment basis to IFC in accordance with the SEBI (ICDR) Regulations, 2009, subject to the overall investment by IFC not exceeding USD 75 Million.

S. No.	Coupon Rate (% p.a.)	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)	Date of Allotment	Redemption Due On	Put and Call Option
1	15%	4,048,354,000	-	7-Nov-12	6-May-14	
	Total	4,048,354,000	-			

- III. In respect of privately placed NCDs by Religare Finvest Limited ("RFL"), one of the subsidiary of the Company, no Debenture Redemption Reserve (DRR) is required in terms of the clarification issued by Ministry of Law Justice and Company Affairs by Circular No. 6/3/2001-CL.V dated April 18, 2002 as RFL issuing NCD is registered with Reserve Bank of India under Section 45-IA of the RBI (Amendment) Act, 1997.
- IV. The debenture trust deed for the NCDs provides for the option of re-issuance in the event of the Debenture(s) being bought back, or redeemed before maturity in any circumstance whatsoever subject to the provisions of Section 121 of the Act for re-issuing such debentures either by re-issuing the same debenture(s) or by issuing other debentures in their place.
- V. None of the above debentures have been guaranteed by directors.

5.2 Schedule of Term Loans from Banks

I. Secured Term Loans

(i) Secured Term Loans From Banks

Repayment Term	Tenure	As at March 31, 2013 (Amount in ₹)			As at March 31, 2012 (Amount in ₹)		
		Total	Current Maturity	Non Current Maturity	Total	Current Maturity	Non Current Maturity
Bullet	Over 60 Months	-	-	-	-	-	-
	37 to 60 Months	-	-	-	-	-	-
	13 to 36 Months	750,000,000	-	750,000,000	2,749,480,439	-	2,749,480,439
	0 to 12 Months	2,000,000,000	2,000,000,000	-	1,000,000,000	1,000,000,000	-
Annually	Over 60 Months	-	-	-	-	-	-
	37 to 60 Months	-	-	-	332,978,855	-	332,978,855
	13 to 36 Months	1,166,578,037	-	1,166,578,037	1,666,666,667	-	1,666,666,667
	0 to 12 Months	833,333,333	833,333,333	-	500,000,000	500,000,000	-
Semi Annually	Over 60 Months	-	-	-	468,720,000	-	468,720,000
	37 to 60 Months	2,019,057,285	-	2,019,057,285	2,406,106,197	-	2,406,106,197
	13 to 36 Months	4,035,338,781	-	4,035,338,781	8,011,114,067	-	8,011,114,067
	0 to 12 Months	8,020,578,062	8,020,578,062	-	462,419,784	462,419,784	-
Quarterly	Over 60 Months	-	-	-	-	-	-
	37 to 60 Months	5,178,851,316	-	5,178,851,316	6,381,010,619	-	6,381,010,619
	13 to 36 Months	19,545,264,936	-	19,545,264,936	17,616,875,655	-	17,616,875,655
	0 to 12 Months	14,423,901,659	14,423,901,659	-	8,777,620,381	8,777,620,381	-
Monthly	Over 60 Months	130,948,578	-	130,948,578	145,714,286	48,571,429	97,142,857
	37 to 60 Months	377,059,900	-	377,059,900	1,072,703,519	-	1,072,703,519
	13 to 36 Months	5,024,426,655	-	5,024,426,655	6,315,001,236	-	6,315,001,236
	0 to 12 Months	4,890,521,325	4,890,521,325	-	4,835,237,595	4,835,237,595	-
Total		68,395,859,867	30,168,334,379	38,227,525,488	62,741,649,300	15,623,849,189	47,117,800,111

All Secured Term loans from Banks as on March 31, 2013 and March 31, 2012 are secured against "Floating First charge on paripassu basis on all the present and future Business receivables of the respective subsidiary companies".

The pricing of the above loans availed from Banks are at the respective Bank's Base Rate plus a margin ranging between 0.00% to 3.00%.



(ii) Secured Term Loans From Others

Repayment Term	Tenure	As at March 31, 2013 (Amount in ₹)			As at March 31, 2012 (Amount in ₹)		
		Total	Current Maturity	Non Current Maturity	Total	Current Maturity	Non Current Maturity
Monthly	Over 60 Months	-	-	-	50,000,000	-	50,000,000
	37 to 60 Months	1,800,000,000	-	1,800,000,000	200,000,000	-	200,000,000
	13 to 36 Months	1,920,000,000	-	1,920,000,000	200,000,000	-	200,000,000
	0 to 12 Months	630,000,000	630,000,000	-	50,000,000	50,000,000	-
Total		4,350,000,000	630,000,000	3,720,000,000	500,000,000	50,000,000	450,000,000

All the above Secured Term loans from Others as on March 31, 2013 and March 31, 2012 are secured against "Floating First charge on paripassu basis on all the present and future Business receivables of the respective subsidiary companies".

The pricing of the above loans availed from others are at the respective lender's PLR less a margin ranging between 0.60% to 0.75%.

II. Unsecured Term Loans From Banks

Repayment Term	Tenure	As at March 31, 2013 (Amount in ₹)			As at March 31, 2012 (Amount in ₹)		
		Total	Current Maturity	Non Current Maturity	Total	Current Maturity	Non Current Maturity
Bullet	Over 60 Months	-	-	-	1,250,000,000	-	1,250,000,000
	37 to 60 Months	1,250,000,000	-	1,250,000,000	-	-	-
Total		1,250,000,000	-	1,250,000,000	1,250,000,000	-	1,250,000,000

The pricing of the above loans availed are at the respective Bank's Base Rate plus a margin ranging between 0.00% to 3.00%.

III. There is no default as on the balance sheet date in repayment of above term loans and interest thereon.

IV. None of the above term loans from have been guaranteed by directors.

5.3 The requisite particulars in respect of borrowings are as under:

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)	Particulars of Rate of Interest, terms of repayment and Maturity date
Financial Agreement - Hewlett-Packard Financial Services (India) Private Limited Current Maturity Non - current amount	- - -	1,086,970 - -	Rate of Interest - 10.74% Rs 10,86,970 payable in 5 Equal Installments Date of maturity - August 31, 2012
Total	-	1,086,970	

6 Other Long Term Liabilities

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Trade Payables		
- Dues of other than MSME parties	43,719,600	41,848,263
(b) Others Liabilities		
- Income Received in advance	15,876,872	14,187,343
- Payable on acquisition of Financial Investments	5,166,062	5,166,062
- Advance From Clients	-	181,324
- Security Deposits	307,928,748	321,574,042
- Others	167,242,897	177,410,361
Total	539,934,179	560,367,395

**7 Long Term Provisions**

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Provision for employee benefits		
- Gratuity	3,549,931	3,215,972
- Leave Encashment	50,145,826	50,267,053
(b) As per NBFC Guidelines Provisions (Refer Note 12.1)	867,713,818	559,275,084
(c) As per NHB Guidelines Provisions (Refer Note 12.2)	19,895,104	19,385,697
(d) Others		
- Diminution in value of long term Investments (Refer Note 7.1)	14,637,895,688	6,447,570,428
Total	15,579,200,367	7,079,714,234

7.1 Breakup of the provision for diminution in value of long term investments is as under:

Description	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Religare Capital Markets Limited (Refer Note 40(a))	14,455,500,000	6,355,500,000
Religare Art Fund ("Pratham")	64,619,568	34,294,308
Vistaar Religare Media Fund	117,776,120	57,776,120
Total	14,637,895,688	6,447,570,428

8 Insurance Business Funds

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Policy Holders Fund	4,191,518,684	3,151,291,696
Fair Value Change Reserve	13,065	-
Funds for Discontinued Policies	247,181,694	54,773,983
Total	4,438,713,443	3,206,065,679

9 Short Term Borrowings

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Secured Loans		
Loan Repayable on Demand From Banks (Refer Note 9.1)	8,672,672,449	21,860,700,896
Loan Repayable on Demand From Others (Refer Note 9.2)	2,300,000,000	1,100,000,000
Repo Loans (Refer Note 9.3 and 40(j))	-	868,263,030
Debentures (Refer Note 9.4)	5,500,000,000	2,000,000,000
Term Loans From Banks (Refer Note 9.5)	549,297,205	1,405,000,000
Sub Total	17,021,969,654	27,233,963,926
Unsecured Loans		
Loan Repayable on Demand From Banks (Refer Note 9.6)	450,000,000	1,860,000,000
Loan Repayable on Demand From Other Parties (Refer Note 9.7)	162,158,366	510,000,000
Loans and Advances From Related Parties (Refer Note 9.8)	294,808,074	2,202,512,771
Commercial Papers (Refer Note 9.9)	11,104,575,222	26,079,744,004
Debentures Share Application Money	1,250,000,000	-
Sub Total	13,261,541,662	30,652,256,775
Grand Total	30,283,511,316	57,886,220,701

**9.1 Short Term Secured Loans Repayable on Demand From Banks**

Particulars	Interest Rate	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Collateralized by the assets of a subsidiary company	4.25%	-	75,464,355
(b) Collateralized by the assets of a subsidiary company	Prime rate plus one half percent	218,346,726	-
(c) Floating First charge on paripassu basis on all present and future Business Receivables of a subsidiary company	Respective Bank's Base Rate plus a margin ranging between 1.50% to 3.26%	8,185,639,677	19,379,380,724
(d) Fixed Deposits with Banks	9.50%	11,280,333	-
(e) Fixed Deposits with Banks	Respective fixed deposit interest rate plus a margin ranging between 0.50% to 2%	257,405,713	2,405,855,817
Total		8,672,672,449	21,860,700,896

9.2 All the above secured loans repayable on demand from others are secured by "pledge of shares".

The pricing of the loans repayable on demand availed from others are at the rate of interest ranging between 11.75% to 13.50%.

9.3 In accordance with the RBI guidelines under reference RBI/2009-2010/356 IDMD/4135/11.08.43/2009-10 dated March 23, 2010, effective April 1, 2010 Repo/Reverse Repo transactions in government securities and corporate debt securities are reflected as borrowing and lending transactions respectively.

Borrowing costs on repo transactions is accounted as interest expense and revenue on reverse repo transactions is accounted as interest income.

9.4 Short Term Secured Debentures

Details of Privately Placed Secured Redeemable Non Convertible Debentures (NCD's) outstanding as on March 31, 2013 which are secured by Pari Passu mortgage over the Company's immovable property situated at Kadi Taluka, Distt. Mehsana (Gujarat) and first Pari Passu charge over standard business receivables / unencumbered receivables with Asset Cover ranging from 1.1 X to 1.25 X over companies account receivables:

S.No.	Coupon Rate	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)	Date of Allotment	Redemption due Date
1	11.15%	250,000,000	-	14-Mar-13	9-Mar-14
2	12.50%	1,350,000,000	-	29-Jun-12	28-Jun-13
3	11.50%	1,500,000,000	-	13-Jun-12	12-Jun-13
4	12.50%	250,000,000	-	7-Jun-12	6-Jun-13
5	11.50%	1,500,000,000	-	13-Jun-12	13-May-13
6	12.50%	650,000,000	-	5-Jun-12	4-Jun-13
7	13.70%	-	2,000,000,000	19-Mar-12	19-Jun-12
Total		5,500,000,000	2,000,000,000		

9.5 Secured Short Term Loans From Banks

Nature of Security	Interest Rate	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Fixed Deposits with Banks	Respective fixed deposit interest rate plus a margin ranging between 0.75% to 1.00%	99,800,000	245,000,000
(b) Book Debts of a subsidiary	12.25%	390,000,000	660,000,000
(c) Investment in Corporate Bonds by a subsidiary	12.25%	-	500,000,000
(d) All bank accounts which a foreign subsidiary has with Standard Chartered Bank	3.02%	59,497,200	-
Total		549,297,200	1,405,000,000

**9.6 Short Term Unsecured Loan Repayable on Demand From Banks**

Interest Rate	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
11% to 15%	450,000,000	660,000,000
Respective Bank's Base Rate plus a margin 1.5% to 3.26%	-	1,200,000,000
Total	450,000,000	1,860,000,000

9.7 The pricing of the unsecured loans repayable on demand availed from others are at the rate of interest ranging between 10% to 15% .

9.8 Unsecured Loans and Advances From Related Parties

S. No.	Name of Parties	Interest Rate	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
1.	R C Nursery Private Limited	12.00% to 13.00%	8,808,067	31,000,000
2.	Luxury Farms Private Limited	12.00% to 13.00%	-	20,115,000
3.	RHC Financials Limited	8.00%	-	260,401,500
4.	Religare Capital Markets International Mauritius Limited	8.25%	-	775,996,271
5.	Religare Technologies Limited	14.25%	-	765,000,000
6.	Dion Global Solutions Limited	14.00%	-	350,000,000
7.	RHC Holding Private Limited	14.00%	81,000,007	-
8.	Oscar Investments Limited	14.50%	205,000,000	-
	Total		294,808,074	2,202,512,771

9.9 Commercial Papers (Unsecured)

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Discount Rate	10.15% to 12.25%	10.85% to 14%
Total Outstanding Balance	11,500,000,004	26,824,999,999
Less: Unamortised Discount	395,424,782	745,255,995
Net Outstanding Balance	11,104,575,222	26,079,744,004
Maximum amount of face value outstanding at any time during the year	47,235,000,000	60,120,000,000

9.10 There is no default as on the balance sheet date in repayment of loans and interest.

10 Trade Payables

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Dues of other than Micro, Small and Medium Enterprises (MSME)	1,752,087,918	2,644,197,347
Total	1,752,087,918	2,644,197,347

11 Other Current Liabilities

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Current Maturities of Long-Term Debts (Refer Note 5.1, 5.2 and 5.3)	31,999,334,379	20,588,412,982
Interest Accrued and Due on Unsecured Loans	47,415,557	41,282,718
Interest Accrued and Due on Secured Loans	256,719,362	89,531,596



Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Interest Accrued but not Due on Loans	2,290,946,912	1,277,380,637
Expense Payable	1,069,661,648	524,260,516
Income Received in Advance	15,174,852	95,852,178
Other Statutory Payables	165,088,709	143,831,296
Advance Received From Clients	146,188,698	132,439,642
Book Overdraft	1,374,661,540	2,334,316,685
Payable on Acquisition of Capital Goods	7,431,924	3,221,347
Unpaid Dividend*	329,448	329,448
Security Deposits	4,963,344	23,447,072
Reserve for Unexpired Risk	190,890,705	-
Unallocated Premium	51,553,235	18,287,921
Balance Due to Other Insurance Companies	19,388,131	28,555,424
Margin From Clients	3,202,307,742	2,955,571,849
Margin Payable to Stock Exchanges	-	49,200,000
Premium Received in Advance	470,459,967	-
Claim Outstanding	63,742,205	-
Others	2,530,387,915	2,679,947,174
Total	43,906,646,273	30,985,868,485

* There are no amount due to be deposited in Investor Education and Protection Fund under Section 205 C of the Companies Act, 1956 as at the year end.

12 Short Term Provisions

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Provision for Employee Benefits		
Gratuity	28,104,446	25,822,659
Leave Encashment	58,091,668	50,959,659
(b) As per NBFC Guidelines (Refer Note 12.1)	826,176,006	603,960,829
(c) As per NHB Guidelines (Refer Note 12.2)	16,078,913	27,836,624
(d) Others		
Provision for Diminution in the Value of Assets Held for Sale and Financial Assets	268,815,603	239,124
Total	1,197,266,636	708,818,895

12.1 As per NBFC Guidelines

Particulars	As at March 31, 2013 (Amount in ₹)			As at March 31, 2012 (Amount in ₹)		
Provisions Against	Total	Long term Provision	Short term Provision	Total	Long term Provision	Short term Provision
Standard Assets						
- General Provision on Standard Assets (Refer Note 12.1(a))	752,229,178	634,908,508	117,320,670	429,487,008	324,322,022	105,164,986
- Contingent Provision on Standard Assets (Refer Note 12.1(b))	283,795,361	232,805,310	50,990,051	312,121,525	234,953,062	77,168,463
Sub Standard, Doubtful and Loss Assets						
- Provision on Non Performing Assets (Refer Note 12.1(c))	657,865,285	-	657,865,285	421,627,380	-	421,627,380
Total	1,693,889,824	867,713,818	826,176,006	1,163,235,913	559,275,084	603,960,829



- 12.1 (a) Religare Finvest Limited, a subsidiary of the Company, (RFL) maintains a General Provision on Standard Assets by providing upfront on the disbursements to meet unexpected losses which are inherent in any portfolio but not yet identified and disclosed the same under long / short term provisions in Note No. 7 and 12 respectively.
- 12.1 (b) Contingency provision above includes 0.25% of the outstanding standard assets, which is in compliance with RBI notification number RBI/2010-11/370 DNB.PD.CC No.207/03.02.2002/2010-11 dated January 17, 2011.
- 12.1 (c) RFL recognises Provision for Non-Performing Assets in accordance with the Non- Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by Reserve Bank of India after considering subsequent recoveries on assets classified as gross non-performing assets.

12.2 As per NHB Guidelines (in case of Religare Housing Development Finance Corporation Limited)

Particulars	As at March 31, 2013 (Amount in ₹)			As at March 31, 2012 (Amount in ₹)		
	Total	Long term Loans and Advances	Short term Loans and Advances	Total	Long term Loans and Advances	Short term Loans and Advances
Standard Assets*						
General provision for standard assets	13,169,324	12,142,889	1,026,435	9,473,756	9,296,487	177,269
Contingent provision for standard assets	8,407,507	7,752,215	655,292	10,281,595	10,089,210	192,385
Sub Standard Assets*						
-Housing Loans	2,921,274	-	2,921,274	7,360,758	-	7,360,758
-Non-Housing Loans	2,831,857	-	2,831,857	12,956,617	-	12,956,617
Doubtful Assets *						
-Housing Loans	4,717,836	-	4,717,836	4,506,096	-	4,506,096
-Non-Housing Loans	326,529	-	326,529	1,754,018	-	1,754,018
Loss Assets*						
-Housing Loans	3,599,690	-	3,599,690	889,481	-	889,481
-Non-Housing Loans	-	-	-	-	-	-
Total	35,974,017	19,895,104	16,078,913	47,222,321	19,385,697	27,836,624

* The classification of housing and other loans into standard, sub-standard, doubtful and loss assets have been disclosed at gross value and the corresponding provision against non-performing assets has been included under provisions in accordance with the Housing Finance Companies (NHB) Directions 2010 issued by National Housing Bank. The Company voluntary maintains the general provision of standard assets to meet any foreseeable potential losses.



13 Tangible Assets

Description of Assets	Gross Block			Depreciation			Net Block	
	As at April 01, 2012 (Amount ₹)	Addition for the year (Amount ₹)	Acquired during the year (Amount ₹)	Deletions / Adjustments for the year (Amount ₹)	As at March 31, 2013 (Amount ₹)	As at April 01, 2012 (Amount ₹)	Addition for the year (Amount ₹)	As at March 31, 2013 (Amount ₹)
(a) Owned Assets								
Land	55,856,119	-	-	-	55,856,119	-	-	55,856,119
Buildings	348,470,171	-	-	(8,496,510)	356,966,681	29,270,666	7,494,345	319,233,216
Lease Hold Improvements	577,836,020	52,243,729	7,866,015	101,511,229	536,434,535	455,612,610	49,686,031	121,128,287
Office Equipments	607,809,511	49,519,000	197,201	124,580,255	532,945,457	338,984,916	104,057,600	171,477,591
Data Processing Machines	997,573,865	24,825,906	1,744,390	216,994,131	807,150,030	685,306,750	137,932,336	268,824,595
Furniture and Fixtures	200,573,623	9,708,694	-	18,844,912	191,437,405	117,993,930	18,172,713	165,721,154
Vehicles	306,195,750	40,799,012	-	72,898,663	274,096,099	66,054,948	33,891,551	67,765,693
Sub Total (a)	3,094,315,059	177,096,341	9,807,606	526,332,580	2,754,886,326	1,693,223,820	351,234,576	1,401,091,239
(b) Leased Assets								
Vehicles	-	-	-	-	-	-	-	-
Sub Total (b)	-	-	-	-	-	-	-	-
Total (a+b)	3,094,315,059	177,096,341	9,807,606	526,332,580	2,754,886,326	1,693,223,820	351,234,576	1,401,091,239
Previous Year	4,012,110,922	380,123,382	318,645,237	1,616,564,482	3,094,315,059	1,906,597,234	576,807,747	1,401,091,239

13.1 There are no adjustments to tangible assets on account of borrowing costs during the year.

13.2 There is no revaluation of tangible assets during the year.

13.3 The Company has consolidated and rationalised its branches due to which, the depreciation period of assets for the branches identified for foreclosure had been reduced to match with the branch closure period. Consequently, depreciation includes an amount of Rs 17,587,640 (March 31, 2012: Rs 124,132,837) pertaining to accelerated amount of depreciation for assets in inactive branches. Also depreciation for the year includes an amount of Rs 25,886,733 (March 31, 2012: Rs 6,762,137) pertaining to accelerated amount of depreciation for assets in active branches.

14 Intangible Assets

Description of Assets	Gross Block			Amortization			Net Block	
	As at April 01, 2012 (Amount ₹)	Addition for the year (Amount ₹)	Acquired during the year (Amount ₹)	Deletions / Adjustments for the year (Amount ₹)	As at March 31, 2013 (Amount ₹)	As at April 01, 2012 (Amount ₹)	Addition for the year (Amount ₹)	As at March 31, 2013 (Amount ₹)
Goodwill (on consolidation)	14,177,366,666	2,107,124,152	-	(647,810,113)	16,932,300,931	28,822,753	149,857,473	16,758,543,118
Computer Softwares	675,683,500	263,298,253	-	46,292,672	892,689,081	463,210,854	99,795,929	367,958,414
Total	14,853,050,166	2,370,422,405	-	(601,517,441)	17,824,990,012	492,033,607	249,653,402	17,126,501,532
Previous Year	13,399,433,962	9,750,058,252	-	8,296,442,048	14,853,050,166	620,988,767	258,449,584	14,361,016,559

14.1 There are no adjustments to intangible assets on account of borrowing costs during the year.

14.2 There is no revaluation of intangible assets during the year.



15 Capital Work - in - Progress

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Capital Work -in- Progress (Excluding Capital Advances) (Refer Note 15.1)	37,662,969	1,040,938,109
Total	37,662,969	1,040,938,109

15.1 Capital work in progress includes borrowing cost capitalised amounting to ₹ NIL (Previous Year ₹ 74,954,448).

16 Intangible Assets under Development

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Softwares	6,429,505	186,624,724
Total	6,429,505	186,624,724

17 Non Current Investments

Particulars	Currency	Face Value	As at March 31, 2013		As at March 31, 2012	
			Numbers	(Amount in ₹)	Numbers	(Amount in ₹)
Other than Trade Investments (at cost)						
(a) Investment in Subsidiary (partly paid equity shares) (Unquoted) Religare Capital Markets Limited* Refer Note 39 (a))	INR	15	81,550,000	3,855,500,000	81,550,000	3,855,500,000
(b) Investment in Subsidiary (fully paid preference shares) (Unquoted) Religare Capital Markets Limited* (Refer Note 39 (a))	INR	10	525,000,000	7,500,000,000	25,000,000	2,500,000,000
(c) Investment in Subsidiary (partly paid preference shares) (Unquoted) Religare Capital Markets Limited* (Refer Note 39 (a))	INR	10	310,000,000	3,100,000,000	-	-
(d) Investment in Equity Instruments (Quoted) Karnataka Bank Limited Ranbaxy Laboratories Limited National Hydroelectric Power Corporation Limited	INR INR INR	10 5 10	1,314,832 - -	172,005,541 - -	2,110,810 3,449 1,522,071	276,135,421 1,588,092 54,794,556
(e) Investment in Equity Instruments (Unquoted) Saraswat Co-op Bank Limited Equifax Credit Information Services Private Limited (including share application money of ₹ 30,000,000 (Previous year NIL)) Netambit Infosource and E-Services Private Limited Associates - Investment Professional Limited (Refer Note 17.1) LAF (I, II & III) Fund (Refer Note 17.2) Others (Refer Note 17.3)	INR INR INR USD USD	10 10 1 - -	2,500 7,500,000 67,536 420,000 -	25,000 105,000,000 282,332,771 93,485,410 114,776 160,953,884	2,500 7,500,000 - 420,000 -	25,000 75,000,000 - 91,301,328 109,369 -



Particulars	Currency	Face Value	As at March 31, 2013		As at March 31, 2012	
			Numbers	(Amount in ₹)	Numbers	(Amount in ₹)
(f) Investments in Government or Trust Securities						
Government Securities (Unquoted)						
9% Govt. Stock, 2013	INR	-	-	-	305	36,295
Government Securities (Quoted)						
7.17% GOI 2015	INR	100	500,000	49,206,725	-	-
8.19% GOI 2020	INR	100	900,000	89,652,679	-	-
8.19% GOI 2020	INR	100	100,000	9,961,394	-	-
8.13% GOI 2022	INR	100	500,000	49,494,960	-	-
8.15% GOI 2022	INR	100	500,000	50,037,986	-	-
8.97% GOI 2030	INR	100	500,000	52,952,896	-	-
8.33% GOI 2026	INR	100	500,000	50,318,247	-	-
8.19% GOI 2020	INR	100	500,000	50,660,210	-	-
8.28% Sec 7	INR	100	50,000	4,883,153	-	-
Sec - 7 GOI GOI 8.83% (12/12/2041)	INR	100	50,000	5,247,544	-	-
Sec - 7 GOI GOI 8.83% (12/12/2041)	INR	100	56,300	5,737,403	-	-
Sec - 7 GOI GOI 8.30% (12/12/2042)	INR	100	50,000	5,000,000	-	-
Sec - 7 GOI GOI 8.30% (12/12/2042)	INR	100	100,000	10,200,983	-	-
8.90% State Development Loan-Tamil Nadu	INR	100	1,000,000	100,108,194	-	-
8.93% State Development Loan-Uttarakhand	INR	100	150,000	15,286,786	-	-
National Saving Certificate VIII Issue (Unquoted)						
National Saving Certificate VIII Issue (Refer Note 17.4)	INR	1,000	6	6,000	6	6,000
National Saving Certificate VIII Issue (Refer Note 17.4)	INR	10,000	3	30,000	3	30,000
(g) Investments in Debentures or Bonds						
Debentures (Quoted)						
9.46% PFC	INR	100	1,000,000	99,930,651	-	-
9.44% IDFC	INR	100	1,000,000	100,000,000	-	-
Reliance Ports and Trust Limited	INR	100	1,000,000	104,196,818	-	-
9.25% REC	INR	100	500,000	49,995,587	-	-
9.25% PGC	INR	100	500,000	49,902,529	-	-
9.00% IDFC	INR	100	50,000	5,000,000	-	-
9.00% IDFC	INR	100	50,000	5,000,000	-	-
9.00% IDFC	INR	100	50,000	5,000,000	-	-
9.00% IDFC	INR	100	50,000	5,000,000	-	-
9.55% HDFC	INR	100	1,000,000	100,000,000	-	-
9.20% HDFC	INR	100	200,000	20,057,954	-	-
9.68% Tata Sons	INR	100	500,000	49,877,467	-	-
9.87% Tata Sons	INR	100	500,000	50,233,771	-	-
10.60% Shriram Transport	INR	100	500,000	50,000,000	-	-
Eon Hadapsar Infrastructure Private Limited (15% Secured Redeemable Non-Convertible Debentures)	INR	550,000	1,200	660,000,000	1,200	1,200,000,000
Indrajit Power Private Limited (14% Secured Redeemable Non-Convertible Debentures)	INR	1,000,000	250	261,820,990	-	-



Particulars	Currency	Face Value	As at March 31, 2013		As at March 31, 2012	
			Numbers	(Amount in ₹)	Numbers	(Amount in ₹)
(h) Gold Coins (Unquoted)	INR	-	4	37,641	4	37,641
(i) Contribution to Funds (Unquoted)						
Venture Capital Fund						
Vistaar Religare Media Fund*	INR	100	2,000,000	200,000,000	2,000,000	200,000,000
Other Funds						
Religare Art Fund (Pratham)*	INR	-	-	108,750,000	-	108,750,000
India Build Out-Fund-I	INR	1,000	285,494	285,494,389	291,855	291,854,512
(j) Investment in PMS Scheme (Refer Note 17.5)	INR	-	-	-	-	430,705,673
(k) Investment in Pass Through Certificates						
IDBI Trusteeship Services Limited	INR	-	23	272,815,857	-	-
(l) Investment in Mutual Funds						
Union KBC Capital Protection Oriented Fund-Series A	INR	-	1,999,990	19,999,900	-	-
Total				18,321,316,096		9,085,873,887

* The Company has provided for provision for diminution in value of its long term investments (Refer Note 7.1).

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Aggregate amount of :		
- Quoted Investments	3,836,770,469	1,532,518,069
- Unquoted Investments	14,484,545,627	7,553,355,818
Total	18,321,316,096	9,085,873,887
Market Value of Quoted Investments	3,856,122,749	1,432,664,217

17.1 The Company, through Religare Global Asset Management Inc., holds 40% stake in Investment Professionals Limited, Mauritius (IPRO).

Particulars	March, 2013	March, 2012
Investment in associate as on beginning of the year	91,301,328	-
Investment made in associate during the year	-	84,109,029
Add: Share in the profit of the associate during the year	552,992	7,192,299
Less: Dividend declared / paid by associate during the year	2,877,487	-
Add: Exchange Fluctuation	4,508,577	-
Total	93,485,410	91,301,328

17.2 Investment in LAF fund is contribution into three general partners entities of three separate acquisition vehicles that are wholly owned by Landmark Equity Advisors (LEA).

17.3 "Investment in others" includes contribution to funds, managed by affiliates, through respective general partner entities. The amount of uncalled capital with respect to these funds is estimated up to USD 8 Million.

17.4 Investments are held in the name of a director of subsidiary company as nominee, ₹ 33,000 (March 31, 2012: ₹ 33,000) and pledged with Gujarat and Rajasthan VAT Authorities.

17.5 Investment in PMS scheme includes principal amount of ₹ NIL (March 31, 2012: ₹ 400,000,000) and interest accrual of ₹ NIL (March 31, 2012: ₹ 30,705,673) reinvested.

**18 Deferred Tax Asset (Net)**

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Deferred Tax Liabilities		
Difference between Book and Tax Depreciation	35,001,909	-
Prepaid Expenses	50,308,528	27,486,636
Debenture Issue Expenses	75,877,518	57,848,358
Others	4,652,997	8,983,775
Total Deferred Tax Liabilities	165,840,952	94,318,769
Deferred Tax Asset		
Accrued compensation to employee	210,893	194,323
Disallowances u/s 43B of the Income Tax Act, 1961 to be allowed on payment basis	-	204,951
Provision for Doubtful debtors	829,189	77,945,345
Leave Encashment	16,188,729	26,426,826
Gratuity	451,468	42,138
Tax Losses Brought Forward	-	165,074,600
Provision for Non Performing Assets	218,115,558	136,866,231
General Provision on Standard Assets	248,890,739	139,584,920
Contingent Provisions against Standard Assets	94,785,349	101,121,759
Provision for Diminution in Value of Non Banking Financial Assets	19,040,623	-
Difference between Book and Tax Depreciation	-	62,637,782
Others	9,290,769	4,152,622
Total Deferred Tax Asset	607,803,317	714,251,497
Deferred Tax Asset (Net)	441,962,365	619,932,728

18.1 Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.

19 Long Term Loans and Advances

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
As per NBFC / NHB Guidelines (Refer Note 25.1)		
- To Related Parties	-	18,945,502
- To Others	55,613,814,970	71,245,316,580
Unsecured, considered good		
a. Capital Advances	8,528,205	11,187,051
b. Security Deposits		
- With Exchanges	47,364,878	145,852,521
- With Others	406,487,932	477,115,342
c. Prepaid Expenses	681,207,629	656,996,516
d. Advance payment of Taxes and Tax Deducted at Source (Net) (Net of provision for Taxes of ₹ 5,963,357,664) (March 31, 2012: ₹ 4,326,446,185)	1,044,648,308	882,412,182
e. Loans & Advances recoverable in cash or in kind or for value to be received	39,345,738	70,802,653
f. Balance with Service Tax Authorities	100,571,124	326,466,208
Total	57,941,968,784	73,835,094,555



20 Other Non Current Assets

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Long Term Trade Receivables		
Secured, considered good	19,855,827	15,043,588
Unsecured, considered good	10,397,660	12,488,304
Doubtful	2,273,402	25,446,079
Less: Provision for Doubtful Trade Receivables	(2,273,402)	(25,446,079)
	30,253,487	27,531,892
Other Receivables	7,910,033	33,129,702
Interest Accrued	34,822,177	12,382,060
Due from a Joint Venture Partner	4,511,980,076	3,955,389,022
Other Bank balances		
- Fixed Deposit Account (Refer Note 24.1)	3,422,574,162	1,882,425,773
Total	8,007,539,935	5,910,858,449

21 Current Investments

Particulars	Currency	Face Value	As at March 31, 2013		As at March 31, 2012	
			Numbers	(Amount in ₹)	Numbers	(Amount in ₹)
OTHER THAN LIFE INSURANCE BUSINESS						
(a) Investments in Preference Shares (fully paid up) (Unquoted)						
0.001% ICICI Bank Preference Shares 20/04/2018	INR	10,000,000	-	-	26	109,707,000
(b) Investments in Bonds (Quoted)						
9.75% IFCI-16-07-2030	INR	1,000,000	-	-	797	810,052,240
Andhra Bank CD	INR					
(c) Investments in Mutual Funds (Unquoted)						
Reliance Mutual Fund	INR		620,642	1,000,000,000	-	-
Union KBC Mutual Fund	INR		4,259	5,000,800	-	-
Religare Mutual Fund	INR		3,103	5,001,192	-	-
Religare Fixed Maturity Plan - Series XVIII D (368 days)	INR	10	400,000	4,000,000	-	-
-Direct Plan Growth Option						
Religare Ultra Short Term - Institutional Plan Growth Option	INR	1,000	-	-	3,417	5,029,845
Religare Liquid Fund	INR	10	16,177	24,000,000	73,992	75,173,830
Religare Credit Opportunities Fund - Direct Plan Growth Option	INR	10	19,519,791	258,889,040	-	-
Religare Credit Opportunities Fund - Institutional Plan Growth Option	INR	10	-	-	14,360,570	173,458,329
Religare Short Term Plan - Direct Plan Growth Option	INR	10	3,234,241	51,470,363	-	-
Reliance Medium Term Fund	INR	10	-	-	6,329,125	108,202,093
HDFC Cash Management Fund	INR	10	187,387	3,750,000	637,424	15,000,000
HDFC Liquid Fund Premium Plan- Daily Dividend Reinvest	INR	10	-	-	14,480,969	177,533,779
(d) Government Securities						
9.00% GO, 2013	INR	100	305	36,295	-	-
Total				1,352,147,690		1,474,157,116



Particulars	Currency	Face Value	As at March 31, 2013		As at March 31, 2012	
			Numbers	(Amount in ₹)	Numbers	(Amount in ₹)
LIFE INSURANCE BUSINESS*						
i) Investments- Policy Holders and Share Holders						
(a) Investments in Government or Trust Securities	INR			691,016,462		388,391,102
(b) Investments in debentures or bonds**	INR			249,481,136		633,333,519
(c) Investments in Mutual Funds	INR			25,890,113		21,162,110
Total (i)				966,387,711		1,042,886,731
ii) Assets to Cover Linked Liabilities						
(a) Investment in Equity Shares	INR			2,386,371,236		1,834,865,817
(b) Investments in Government or Trust Securities	INR			641,720,742		153,112,902
(c) Investments in debentures or bonds	INR			383,191,172		409,657,207
(d) Investments in Mutual Funds	INR			141,406,079		150,749,559
Total (ii)				3,552,689,229		2,548,385,485
Total				4,519,076,940		3,591,272,216
Grand Total				5,871,224,630		5,065,429,332

* The investment represents 44% share of the total investment of Joint Venture. For the purpose of including in consolidated investment schedule, the information is limited to the value of share of the Company without considering the unit/script wise details.

** Amount is net of Inter Company transaction.

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Aggregate amount of :		
- Quoted Investments	3,029,045,536	3,687,908,783
- Unquoted Investments	2,842,179,094	1,377,520,549
Total	5,871,224,630	5,065,429,332
Market Value of Quoted Investments	3,062,350,616	3,687,669,658

22 Inventories

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Closing Stock of Shares	1,132,319,591	-
(b) Closing Stock of Bonds and Debentures	3,018,374,875	1,510,554,633
(c) Closing Stock of Commodities	639,160,572	1,490,571,931
(d) Closing Stock of Art Works (Refer Notes 2(O) and 40(I))	5,197,122	22,304,607
Total	4,795,052,160	3,023,431,171

**23 Trade Receivables**

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good*	4,166,268,925	4,001,156,853
Unsecured, considered good	472,642,621	651,413,265
Unsecured, considered doubtful	25,808,942	12,116,070
Less: Provision for doubtful debts	(25,808,942)	(12,116,070)
	4,638,911,546	4,652,570,118
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good**	89,831,500	100,250,638
Unsecured, considered good	65,260,391	100,240,632
Unsecured, considered doubtful	38,607,722	157,226,644
Less: Provision for doubtful debts	(38,607,722)	(157,226,644)
	155,091,891	200,491,270
Total	4,794,003,437	4,853,061,388

* Includes amount due from officers of the Company ₹ 2,517 (March 31, 2012: ₹ 1,205).

** Includes amount due from officers of the Company ₹ 6,112 (March 31, 2012: ₹ 1,857).

24 Cash and Bank Balances

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
a. Cash and Cash Equivalents		
- Cash in hand	11,772,051	12,346,297
- Cheques and Stamp Papers on hand	44,292,290	41,026,525
- Balances with Banks in Current Account	13,776,556,855	15,161,875,675
- Balances with Banks in Fixed Deposits Account (Refer Note 24.1) (Upto 3 months maturity from the date of acquisition)	340,748,765	154,446,043
b. Other Bank Balances		
- Fixed Deposits Account (Upto 12 months maturity from the date of acquisition and maturity more than 12 months but within one year from the balance sheet date) (Refer Note 24.1)	5,774,246,327	9,485,649,904
Total	19,947,616,288	24,855,344,444

* Includes unpaid dividend of ₹ 329,448 (March 31, 2012: ₹ 329,448) and same is shown under Other Current Liabilities.



24.1

Particulars	As at March 31, 2013 (Amount in ₹)			As at March 31, 2012 (Amount in ₹)		
	Total	Kept as Security (*)	Free from any Lien	Total	Kept as Security (*)	Free from any Lien
Fixed Deposits balance with Banks						
- Upto 3 months maturity from the date of acquisition	340,748,765	-	340,748,765	154,446,043	-	154,446,043
- Upto 12 months maturity from the date of acquisition	1,926,107,183	1,737,966,796	188,140,387	4,410,357,903	4,381,796,903	28,561,000
- Maturity more than 12 months but within one year from the reporting date	3,848,139,144	3,615,576,426	232,562,718	5,075,292,001	4,900,095,042	175,196,959
Shown as Current Assets	6,114,995,092	5,353,543,222	761,451,870	9,640,095,947	9,281,891,945	358,204,002
- Maturity more than 12 months but after one year from 12 months from reporting year	3,422,574,162	3,315,975,619	106,598,543	1,882,425,773	1,780,561,195	101,864,578
Shown as Non-Current Assets	3,422,574,162	3,315,975,619	106,598,543	1,882,425,773	1,780,561,195	101,864,578
Total	9,537,569,254	8,669,518,841	868,050,413	11,522,521,720	11,062,453,140	460,068,580

* Details of Fixed Deposits kept as security

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Margin Money or Security Against Guarantee		
- Pledged with Banks for Guarantees Taken	4,026,404,088	5,693,326,068
- Pledge with banks for OD facility	475,419,417	378,485,000
(b) Margin Money or Security Against Other Commitment		
- Security with Tax Authorities /for License	840,000	715,000
- Pledge with Securities Exchanges as Margin	1,430,750,000	3,128,645,248
- Pledge with Banks for LC facility availed by third parties	149,184,111	142,081,785
- Pledge with Banks for Assignment of Loans	2,578,869,109	1,694,470,496
- Submitted to Stock Exchange for arbitration cases	7,129,914	7,979,543
- Other Legal Cases	897,202	525,000
- Others	25,000	16,225,000
Total	8,669,518,841	11,062,453,140

25 Short Term Loans and Advances

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
a. As per NBFC / NHB Guidelines (Refer Note 25.1)		
- To Related Parties	3,900,179,341	7,258,005,290
- To Others	55,428,474,118	48,978,286,852
Unsecured, considered good		
b. Loans and Advances to Related Parties	64,010,894	146,591,764
c. Security Deposits	35,149,810	57,203,206
d. Prepaid Expenses	658,843,745	494,447,005
e. Loans and Advances Recoverable in Cash or in Kind	1,317,803,486	923,726,431
f. Advance Payment of Taxes and Tax Deducted at Source (Net of Provision for Taxes of ₹ 90,099,485) (March 31, 2012: ₹ 46,707,945)	1,391,922	76,639,609
g. Margin with Exchanges	54,976,041	86,374,233
h. Balances with Service Tax and VAT Authorities	312,545,335	283,987,237
i. Less : Provision for Doubtful Loans and Advances	(2,000,000)	-
Total	61,771,374,692	58,305,261,627



25.1 Loans and Advances as per NBFC / NHB Guidelines

Particulars	Total	As at March 31, 2013 (Amount in ₹)				Total	As at March 31, 2012 (Amount in ₹)			
		Long Term Loans and Advances	Other Loans and Advances	Loans and Advances to Related Parties	Other Loans and Advances		Long Term Loans and Advances	Other Loans and Advances	Loans and Advances to Related Parties	Other Loans and Advances
a. Secured, Considered Good										
Standard Assets	97,543,260,043	-	52,555,297,871	2,543,913,008	42,444,049,164	109,938,634,955	18,945,502	67,221,269,998	3,087,655,181	39,610,764,274
Sub Standard Assets	1,234,781,191	-	-	-	1,234,781,191	924,556,505	-	-	-	924,556,505
Doubtful Assets	44,955,477	-	-	-	44,955,477	20,069,464	-	-	-	20,069,464
Loss Assets	343,386,117	-	-	-	343,386,117	195,017,072	-	-	-	195,017,072
Total	99,166,382,828	-	52,555,297,871	2,543,913,008	44,067,171,949	111,078,277,996	18,945,502	67,221,269,998	3,087,655,181	40,750,407,315
b. Unsecured, Considered Good										
Standard Assets	15,712,329,631	-	3,058,517,099	1,356,266,333	11,297,546,199	16,354,632,643	-	4,024,046,582	4,170,350,109	8,160,235,952
Sub Standard Assets	63,755,970	-	-	-	63,755,970	56,615,410	-	-	-	56,615,410
Doubtful Assets	-	-	-	-	-	11,028,175	-	-	-	11,028,175
Loss Assets	-	-	-	-	-	-	-	-	-	-
Total	15,776,085,601	-	3,058,517,099	1,356,266,333	11,361,302,169	16,422,276,228	-	4,024,046,582	4,170,350,109	8,227,879,537
c. Total Assets										
Standard Assets	113,255,589,674	-	55,613,814,970	3,900,179,341	53,741,595,363	126,293,267,598	18,945,502	71,245,316,580	7,258,005,290	47,771,000,226
Sub Standard Assets	1,298,537,161	-	-	-	1,298,537,161	981,171,915	-	-	-	981,171,915
Doubtful Assets	44,955,477	-	-	-	44,955,477	31,097,639	-	-	-	31,097,639
Loss Assets	343,386,117	-	-	-	343,386,117	195,017,072	-	-	-	195,017,072
Total	114,942,468,429	-	55,613,814,970	3,900,179,341	55,428,474,118	127,500,554,224	18,945,502	71,245,316,580	7,258,005,290	48,978,286,852

**25.2 Loans and Advances given by Non-Banking Financial Companies (NBFC) of the group companies:**

- (i) (a) Secured Loans given are secured by either tangible fixed assets like Vehicles, Property, Plant and Equipments or Tradable and Listed Securities held by NBFC group companies in its depository accounts or by way of pledge of shares held in the depository account of the clients for which Power of Attorneys (PoA) are held by it.
- (b) Secured and Unsecured loans are further classified into standard, sub-standard, doubtful and loss assets in accordance with the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by Reserve Bank of India after considering subsequent recoveries. Non-Performing Assets are recognised at gross level, and the corresponding provision for Non-Performing Assets is grouped under short term provisions.
- (c) Receivables for finance leases have been classified as secured standard assets under Loans in the books of account.
- (ii) Gross value of Non Performing Assets is classified as 'Current Assets' under the head 'Short Term Loans and Advances' based on following assumptions:
 - (a) Being an NBFC, it is governed by the provisions of Reserve Bank of India Act 1934. Accordingly provisions of section 211(5) read with section 616 of the Companies Act, 1956 override the requirements of Revised Schedule VI.
 - (b) Even though a portion of interest/installment is overdue exceeding 90/180 days as per the prudential norms, the entire balance outstanding after reversing unrealised interest is classified as Non -Performing Assets.

25.3 Loans and Advances given by Housing Finance Company of the group companies viz. Religare Housing Development Finance Corporation Limited (RHDFCL):

- (i) Housing and Non-Housing loans are secured, wholly by any or all of the following as applicable to the category under which they fall:
 - (a) Equitable mortgage of Property and / or
 - (b) Assignment of life insurance policies and / or
 - (c) Bank guarantees, corporate guarantees or personal guarantee and / or
 - (d) Negative lien and / or
 - (e) Undertaking to create a security.
- (ii) Secured and Unsecured loans are further classified into Standard, Sub Standard, Doubtful and Loss assets in accordance with the Housing Finance Companies (NHB) Directions, 2010 issued by National Housing Bank after considering subsequent recoveries. Non-Performing Assets are recognised at gross level, and the corresponding provision for Non-Performing Assets is classified under short term provisions.
- (iii) Gross value of Non-Performing Assets is classified as 'Current Assets' under the head 'Short Term Loans and Advances' based on the following assumptions:
 - (a) Since RHDFCL is a Housing Finance Company, it is governed by the provision of the National Housing Bank Act, 1987. Accordingly, the provisions of section 211(5) read with section 616 of the Companies Act, 1956 override the requirements of Revised Schedule VI.
 - (b) Even though a portion of interest/installment is overdue exceeding 90 days as per the prudential norms, the entire balance outstanding after reversing unrealised interest is classified as Non -Performing Assets.

26 Other Current Assets

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Interest Accrued	627,893,514	597,620,155
Assets Acquired in Satisfaction of Debts and Receivables	651,462,258	198,600,000
Outstanding Premiums	76,579,658	61,546,489
Other Receivables	396,959,826	33,924,492
Assets Held for Sale	1,038,899,068	-
Less: Provision for Doubtful Receivables	(1,704,833)	(1,416,207)
Total	2,790,089,491	890,274,929



27 Revenue From Operations

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Income From Broking Operations	3,087,719,333	4,788,657,379
Income From Lending Activities	21,047,905,165	17,316,747,400
Investment Management and Advisory Fees	4,978,616,612	4,192,414,677
Income From Advisory Services	166,641,280	492,688,852
Income From Insurance Premium (Net of Premium on re-insurance ceded)	1,923,557,847	1,968,178,599
Profit on Sale of Bullion and Art Works (Refer Note 28A)	72,340,541	331,583,572
Income From Other Operating Activities		
Interest Income From Fixed Deposits with Banks	1,019,243,726	1,350,411,157
Interest Income From Delayed Payments	392,296,657	461,985,226
Income From Arbitrage and Trading of Securities and Derivatives (Net)	757,631,648	459,685,504
Profit on Assignment of Loans	61,992,979	85,216,359
Income from Referral Fees	-	
Income From Non-Current Investments		
Profit on Sale/Redemption of Investments (Net)	78,447,432	5,418,047
Dividend Income	87,114,814	35,774,976
Interest Income	243,571,367	2,952,375
Income From Current Investments		
Profit on Sale/Redemption of Investments (Net)	230,156,984	191,117,422
Dividend Income	15,959,275	19,766,545
Interest Income	22,575,151	-
Total	34,185,770,811	31,702,598,090

28 Other Income

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Balances Written Back (Net) / Bad Debts and Loans written off Recovered	190,451,033	27,896,849
Recovery of Loans written off	-	49,984,072
Reversal of Earlier year Contingent Provision	30,765,528	
Transfer / Gain on revaluation / change in fair value	75,003,211	-
Support Service Fees	8,968,528	14,676,837
Rental Income	62,820,155	47,074,332
Interest Income on		
Inter Corporate Loans	9,623,375	20,295,771
Fixed Deposits with Banks	6,470,801	13,146,103
Balance With Suppliers	-	52,017,027
Others	72,005,016	117,174,532
Profit on Sale of Capital Work In Progress-Properties	27,526,250	-
Miscellaneous Income	202,210,730	283,812,096
Total	685,844,627	626,077,619

28A Profit on Sale of Bullion and Art Works

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Sale of Bullion and Art Works	24,842,153,463	9,854,415,083
Less: Purchase of Bullion and Art Works	24,757,398,364	9,690,832,195
Less: Changes in Inventories of Bullion and Art works	12,414,558	(168,000,684)
Total	72,340,541	331,583,572

**29 Employee Benefits Expense**

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Salaries, Allowances and Bonus	5,231,116,239	8,291,289,145
Contribution to Provident and Other Funds (Refer Note 29.1)	155,844,756	309,085,140
Gratuity (Refer Note 29.2)	32,815,660	53,419,304
Staff Welfare Expenses	257,189,393	548,948,461
Training and Recruitment Expenses	34,332,471	121,498,846
Total	5,711,298,519	9,324,240,896

29.1 Contribution to Provident and Other FundsIn case of the Company:

During the year ended March 31, 2012, the Company had moved an application to Regional Provident Fund Office for surrendering of trust and liquidated all securities and deposited to Provident Fund Office held by the Trust upon advice from Employees Provident Fund Organisation ("EPF"). The above application got accepted in current year and the total amount lying with the Trust has been transferred to REL's Regional Provident Fund Commission ("RPFC") account. Thus there is no liability on account of provident fund on the Trust and the Company.

In respect of certain subsidiaries/joint ventures:

Provident Fund for eligible employees, in certain group companies, is contributed to Regional Provident Fund Commission ("RPFC"), in line with the Provident Fund and Miscellaneous Provisions Act, 1952. The funds are managed by the RPFC and the benefits vests immediately on rendering of the services by the employee with RPFC.

29.2 Gratuity

The Company and its certain subsidiaries operate a gratuity plan through respective Gratuity Schemes. Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the payment of Gratuity Act, 1972. The same is payable at the time of separation from the company or retirement, whichever is earlier. The benefit vest after five years of continuous service.

30 Finance Costs

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Interest on:		
- Fixed Term Loans		
Debentures	3,039,510,499	1,544,210,036
Public Deposits	-	5,827,795
Term Loans form Banks	9,762,497,266	7,071,933,348
Inter Corporate Loans	184,847,182	561,496,594
- Others		
Bank Overdrafts	259,521,430	327,556,733
Client Margins	57,763,651	18,189,746
Others	32,602,596	47,226,857
Discount on Commercial Papers and Commercial Papers Issue Expenses	3,272,514,566	4,566,982,555
Premium on Acquisition of Portfolio	13,116,256	26,597,465
Debenture Issue Expenses	110,064,374	70,230,871
Loan Processing Charges	294,561,868	204,006,273
Letter of Credit (LC) Charges	79,760,575	50,438,575
Bank Guarantee Commission and Other Charges	59,419,696	75,788,840
Total	17,166,179,959	14,570,485,688

30.1 There are no finance costs arising on account of exchange gain differences on account of foreign borrowings.

31 Depreciation and Amortization

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Depreciation - Tangible Assets (Refer Note 13)	351,234,576	576,807,747
Amortization - Intangible Assets (Refer Note 14)	249,653,402	258,449,584
Total	600,887,978	835,257,331

**32 Other Expenses**

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Commission and Brokerage	908,568,117	1,324,941,933
Transaction Charges	203,991,479	300,304,320
Custodial and Stamp Charges	122,283,877	120,086,913
Bad Debts and Loans Written Off	996,192,760	304,710,519
Provision for Non Performing Assets	223,168,123	367,005,397
General Provision on Standard assets	324,563,648	161,832,003
Contingent Provision on Standard Assets	2,439,357	97,957,053
Provision for Diminution in Value of Investments / Bullions (Net)	300,215,896	63,046,715
Provision for Diminution In Value of Stock	17,200,000	-
Provision for Diminution in the Value of Financial Assets	58,685,841	-
Loss on Outright Sale of Loan Portfolio	70,421,205	-
Provision for Doubtful Debts	88,406,252	56,282,173
Gallery and Exhibition Expenses	2,247,470	1,165,051
Software Expenses	48,110,808	22,292,745
Membership and Subscription Fees	62,670,117	30,391,757
Change in Valuation of Liability in Respect of Life Policies	1,232,641,739	1,216,646,980
Claims and Other Benefits Paid	447,359,701	70,922,473
Rent	665,631,187	1,527,995,536
Insurance	24,929,231	46,613,011
Rates and Taxes, excluding taxes on income	71,386,794	112,211,123
Communication Expenses	214,298,573	637,993,322
Printing and Stationary	65,393,088	72,494,900
Postage and Courier	37,837,743	53,264,512
Electricity Expenses	124,663,059	183,829,625
Legal and Professional	506,859,696	708,117,282
Support Services Expenses	995,864,049	430,133,014
Transfer / Gain on Revaluation / Change in Fair Value	-	60,975,945
Office Expenses	97,249,330	173,074,662
Advertisement, Business Promotion and Entertainment	735,975,347	534,910,683
Travelling and Conveyance Expenses	236,517,516	428,685,106
Bank Charges	54,288,272	32,865,431
Repairs and Maintenance		
- Buildings / Lease Hold Improvements	42,855,240	9,014,780
- Others	64,168,978	119,296,301
Loss on account of Error Trades (Net)	75,222,387	265,083
Payment to Auditors (Refer Note 32.1)	16,496,591	17,390,167
Filing Fees	8,029,943	7,733,732
Foreign Exchange Loss (Net)	-	53,611,300
Information Technology and Related Expenses	73,160,890	151,039,880
Loss on Sale of Fixed Assets (Net)	86,337,998	111,844,385
Loss on Sale of Assets Acquired in Settlement of Debts	48,600,000	-
Storage and Warehouse Charges	34,163,509	10,351,838
Service Tax Expense	98,107,273	100,218,291
Miscellaneous Expenses	146,732,426	200,497,443
	9,633,935,510	9,922,013,384
Less: Net Expenditure of Joint Venture Recoverable	556,591,054	900,185,676
Total	9,077,344,456	9,021,827,708

**32.1 Payment to Auditor**

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
As Auditor:		
Audit Fees	11,482,825	10,415,125
Tax Audit Fees	1,897,830	1,846,075
In other Capacity:		
Fees For Other Services	732,329	3,303,605
For Reimbursement of Expenses	2,383,607	1,825,362
Total	16,496,591	17,390,167

33 Earnings Per Equity Share

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
(ia) Loss for the year	(5,540,748,323)	(2,127,651,274)
Less: Dividend on Cumulative Preference Shares	(72,152,600)	(68,522,183)
Less: Provision for Dividend Distribution Tax on Cumulative Preference Shares Dividend	(11,704,955)	(11,116,011)
Loss available for Equity Shareholders	(5,624,605,878)	(2,207,289,468)
(ib) Adjustment for Diluted Profit / (Loss)		
Add: Interest Cost on Debentures	241,237,533	-
Less: Tax Saving on Interest cost on debentures	(19,994,635)	-
Diluted Loss available for Equity Shareholders	(5,403,362,980)	(2,207,289,468)
(iia) Weighted average number of equity Shares for Basic EPS (Nos)	149,382,666	139,735,978
Add: Adjustments on Weighted Average Number of Potential Equity Shares		
# On account of Compulsory Convertible Debentures	5,091,816	-
(iib) Weighted average number of equity Shares for Diluted EPS (Nos)	154,474,482	139,735,978
(iii) Nominal value of each fully paid up equity share	10	10
(iv) Earning Per Shares		
Basic (₹)	(37.65)	(15.80)
Diluted (₹)	(37.65)	(15.80)

34 Contingent Liabilities

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Claims against the Group not acknowledged as debts	993,351,047	671,624,656
(b) Guarantees*		
- Guarantees given to the bankers by the Company / subsidiaries / joint ventures	116,161,982	146,342,133
- Bank Guarantees given by the bankers on behalf of the Company / subsidiaries / joint ventures	7,202,940,942	4,917,054,822
- Other Bank Guarantees	4,174,000	3,674,000
(c) Other money for which the company is contingently liable		
- Disputed Income Tax Demands not provided for	544,693,961	378,493,903
- Disputed Service Tax demand not provided for	344,428,925	289,159,809
- Disputed Value Added Tax (VAT) demand not provided for	308,183,534	-
- Collateral for assignment of receivables	2,455,561,895	1,694,470,495
- Inland bills purchased / discounted by Bank	2,500,000,000	-
- Underwriting commitments / obligations for shares/ debentures #	6,257,840,000	14,408,574,647
- Contingent liability for commitments made for acquisition of companies	517,856,125	3,409,957,643
Total	21,245,192,411	25,919,352,108

* Certain guarantees have been disclosed at net outstanding value instead of face value.

Refer Note 40(a)(iii)



34A During the previous year ended March 31, 2012 Religare Finvest Limited ("RFL"), one of the subsidiaries of the Company, had raised ₹ 150 Crores and ₹ 200 Crores from Avigo and Jacob Ballas respectively through compulsory convertible preference shares, the conversion of which is linked to the performance of financial year 2013. Pursuant to a tripartite agreement, the Company has given assurance to compensate for the shortfall in IRR of 14% p.a. subject to terms of agreement.

In the opinion of the management of the Company, the probability of any liability towards the said assurance is remote considering the track record of financial results, distribution of profits, networth of RFL and the value of shares based on the similar issues in the past which justifies higher IRR than 14% on exit of the investors. Accordingly, the Company is not anticipating any future liability on this assurance.

35 Commitments

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	31,666,123	41,594,670
(b) Other commitments		
- Estimated amount of contracts (net of advances) exclusive of taxes remaining to be executed	575,200,000	800,300,000
- Undisbursed Loans sanctioned	2,811,645,877	1,915,391,954
- Others-Credit Facilities	-	410,000,000
Total	3,418,512,000	3,167,286,624

36 Disclosure as per Accounting Standard 19 - Lease Accounting :

(A) Assets taken on Operating Lease

- The group companies have taken office premises on operating lease at various locations. The Agreements are executed for a period ranging between 1 to 9 years.
- The future minimum lease rentals for non-cancellable leases outstanding are as under:

Minimum Lease Rental	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Within 1 year	1,261,241,976	1,069,124,044
Later than 1 year and not later than 5 years	2,753,809,265	3,581,777,119
Later than 5 years	73,297,954	229,454,791

- Rent payments are recognised in the Statement of Consolidated Profit & Loss under 'Rent' in Note No. 32 Of "Other Expenses".

(B) Assets given on Operating Lease

Religare Finvest Limited ("RFL"), one of the subsidiaries of the Company has leased vehicles to its holding/fellow subsidiary/ other group companies/ on operating lease terms. During the year RFL has cancelled aforesaid operating leases and acquired the leased vehicles for its own use and reclassified the said leased vehicles under vehicles. Pursuant to this, the disclosure required as per "Accounting Standard 19 - Leases" for operating leases is not applicable for current year.

- Details of assets given on operating lease are:

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Gross Carrying Amount	-	60,524,117
Accumulated Depreciation	-	13,612,764
Depreciation recognized in the Statement of Consolidated Profit & Loss	-	6,442,348

- Maturity Pattern of Future Minimum Lease Payments is as under:

Minimum Lease Rental	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Within 1 year	-	13,292,990
Later than 1 year and not later than 5 years	-	-
Later than 5 years	-	-

- Initial direct costs are charged to Statement of Profit and Loss.

**(C) Assets given on Financial Lease**

(i) Details of assets given under finance lease are as under:

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Total of future minimum lease receipts	-	2,810,584,122
Present value of lease receipts	-	2,151,479,496
Un-matured finance charges	-	659,104,626

(ii) Maturity Profile of future minimum lease receipts :

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Within 1 year	-	948,459,849
Later than 1 year and not later than 5 years	-	1,862,124,273
Later than 5 years	-	-
Total	-	2,810,584,122

(iii) Maturity Profile of present value of lease receipts :

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Not later than 1 year	-	832,252,190
Later than 1 year and not later than 5 years	-	1,319,227,306
Later than 5 years	-	-
Total	-	2,151,479,496

During the year, RFL has sold its Finance lease portfolio to another NBFC (the "Purchaser"). As per terms of the agreement, RFL agreed that in the event the benefit of input tax credit of Value Added Tax (VAT) is denied to the Purchaser in any State where the vehicles have been registered for reason of any existing or change in applicable law(s), RFL shall indemnify the Purchaser to the extent of the lost benefit. The total amount of VAT included in the sale consideration is ₹ 260,242,200.

RFL believes that there are no known reasons for the input tax credit to be denied to the Purchaser and there has not been any claim from the Purchaser since the date of sale. RFL believes that the probability of any claim arising out of the same is remote. Accordingly, RFL has not created any contingent liability on the same.

Pursuant to the above, disclosure required as per "Accounting Standard 19 - Leases" for Finance Leases is not applicable for current year.

37 Information about business and geographical segments:**Primary Segment**

- The business segment has been considered as the primary segment for disclosure. The Company's primary business comprises of 'Broking in securities and commodities', 'Interest on Loans', 'Financial Advisory Services', 'Custodial and Depository Operations', 'Portfolio Management Services', AMC JV and Life Insurance JV. The business segments have been identified considering the nature of services, the differing risks and returns, the organization structure and the internal financial reporting system.
- Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.
- Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses incurred on behalf of other segments and not directly identifiable to each reportable segment have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.
- Assets (including fixed assets) and liabilities that are directly attributable to segments are disclosed under each reportable segment. Common assets have been allocated to each segment on the basis of associated revenues of each segment. Common liabilities have been allocated to each segment on the basis of total segment expense. All other assets and liabilities are disclosed as unallocable.

If the segment result of a segment includes interest or dividend income, its segment assets include the related receivables, loans, investments, or other interest or dividend generating assets.

If the segment result of a segment includes interest expense, its segment liabilities include the related interest-bearing liabilities.



INFORMATION ABOUT PRIMARY BUSINESS SEGMENT							
PARTICULARS	Investment and Financing Activities	Financial Advisory Services	Broking Related Activities	Custodial / Depository Operations	Insurance	AMC	Unallocated
(i) Segment Revenue							
External Revenue	26,120,305,247 (18,876,440,156)	78,963,932 (598,945,485)	4,089,859,331 (6,310,376,366)	223,000,599 (205,874,676)	2,366,493,770 (2,067,324,043)	5,095,959,747 (4,073,936,685)	68,852,862 (159,646,088)
Inter -Segmental Revenue	-	-	(10,020,564)	10,020,564	-	-	-
Add: Interest/Dividend Income	-	-	(4,048,378)	(4,048,378)	-	-	-
							36,917,785 (36,132,210)
Total Revenue	26,120,305,247 (18,876,440,156)	78,963,932 (598,945,485)	4,079,838,767 (6,306,327,988)	233,021,163 (209,923,054)	2,366,493,770 (2,067,324,043)	5,095,959,747 (4,073,936,685)	68,852,862 (159,646,088)
(ii) Segment Results	(2,527,397,784) (-4,663,742,194)	(38,991,051) (3,906,713,654)	(317,934,297) (-707,710,902)	105,791,560 (122,951,324)	(447,290,389) (-109,297,056)	806,366,313 (745,206,268)	(121,294,469) (-125,531,001)
Less: Interest expense							71,525,304 (169,017,004)
Income Taxes (Current, Deferred and Fringe Benefit Tax)							2,231,839,003
Profit / -Loss after tax							(525,256,232) (4,844,114,424)
							- (1,525,683,143)
(iii) Segment Assets	157,066,047,446 (159,607,852,954)	72,605,709 (73,227,297)	11,416,309,914 (14,871,658,011)	172,443,014 (229,575,903)	12,225,805,043 (8,777,774,204)	19,122,849,511 (16,075,630,934)	575,970,162 (646,556,396)
Unallocated Corporate Assets	-	-	-	-	-	-	2,296,637,390 (3,151,957,442)
Total Assets	157,066,047,446 (159,607,852,954)	72,605,709 (73,227,297)	11,416,309,914 (14,871,658,011)	172,443,014 (229,575,903)	12,225,805,043 (8,777,774,204)	19,122,849,511 (16,075,630,934)	202,948,668,189 (203,434,233,141)
(iv) Segment liabilities	141,380,570,617 (136,904,584,253)	43,182,374 (29,118,321)	8,859,889,855 (13,451,288,290)	119,573,271 (114,578,555)	6,031,168,311 (3,846,666,581)	13,474,931,264 (11,992,489,296)	1,054,800,294 (162,653,429)
Unallocated Corporate Liabilities	-	-	-	-	-	-	230,880,154 (8,044,225)
Total liabilities	141,380,570,617 (136,904,584,253)	43,182,374 (29,118,321)	8,859,889,855 (13,451,288,290)	119,573,271 (114,578,555)	6,031,168,311 (3,846,666,581)	13,474,931,264 (11,992,489,296)	1,285,680,448 (154,609,204)
(v) Capital Expenditure	30,719,092 (123,499,468)	2,353,453 (1,216,990)	52,442,728 (68,557,940)	10,963 (259,642)	151,788,845 (8,445,805)	13,486,357 (6,570,120)	2,741,806 (41,792,235)
(vi) Depreciation/Amortization	65,753,319 (101,618,577)	3,784,337 (7,855,304)	138,351,726 (198,904,649)	893,424 (1,294,919)	64,544,447 (61,375,575)	19,384,066 (37,277,158)	308,176,658 (426,931,149)
(vii) Non Cash Expenditure other than Depreciation	10,518,237,582 (8,791,406,698)	3,315,348 (2,204,433)	166,283,135 (167,204,165)	18,672,852 (13,628,500)	31,784,705 (3,652,247)	8,629,649 (-15)	27,716,290 (8,601,724)
							(8,986,697,752)

Figures in brackets and in italics represent Previous Year.

**Geographical Segment**

The Company reports its operations under the following geographical segments:

Domestic Operations comprise of activities having operations in India.

Foreign Operations comprise of activities outside India.

Geographical Segment results are given below:

Description	March 31, 2013	March 31, 2012
Revenue		
Domestic operations	33,731,034,464	27,036,480,857
Foreign Operations	4,349,318,809	5,292,194,852
Total	38,080,353,273	32,328,675,709
Carrying Amount of Segment Assets		
Domestic operations	184,722,637,417	188,349,746,904
Foreign Operations	18,226,030,772	15,084,486,237
Total	202,948,668,189	203,434,233,141

38 Related Party Disclosures:

Nature of Relationship	Name of Party
a) Individual Owning Direct or Indirect Interest and Voting Power that Given Them Control	Ms. Nimrita Parvinder Singh Mr. Anhad Parvinder Singh Mr. Kabir Parvinder Singh Mr. Udayveer Parvinder Singh Mr. Vivan Parvinder Singh Mr. Malvinder Mohan Singh Mr. Shivinder Mohan Singh Ms. Aditi Shivinder Singh Ms. Japna Malvinder Singh Ms. Nimmi Singh Mr. Sheetal Vinod Talwar
b) Joint Ventures of the Company/Subsidiaries	Aegon Religare Life Insurance Company Limited Religare Macquarie Wealth Management Limited Milestone Religare Investment Advisory Private Limited Milestone Religare Capital Management Limited
c) Key Management Personnel and Relatives	Mr. Sunil Godhwani Mr. Shachindra Nath Mr. Anil Saxena Ms. Shikha Rastogi Lt. Gen. (Retd.) S.S. Mehta Mr. Ajay Shah Mr. Alan Berkshire Mr. Anuj Gulati Mr. Nitin Jain Mr. Pankaj Gupta Mr. Chandrakant Mishra Mr. Ashu Madan Mr. Deepak Joshi Mr. J S Grewal Mr. Jayant Manglik Mr. Kavi Arora Mr. Naraindas P. Godhwani Mr. R. N. Bhardwaj Mr. R.V. Shastri Mr. Sameer Godhwani Mr. Tej Bahadur Saxena Mr. Sachin Batra Ms. Radhika N. Godhwani



- d) Enterprises over which Key Management and Relatives are able to exercise Significant Influence with whom transactions have taken place

Ms. Ramita Saxena
Ms. Yamini Chawla
Ms. Manali Garg
Mr. Gagan Randev
Mr. Atul Gupta
Ms. Kanchan Jain
ANR Securities Limited
Dion Global Solutions Limited
Escort Heart Centre Limited
Escorts Heart Institute & Research Centre
Escorts Hospitals and Research Centre
Fortis Clinical Research Limited
Fortis Health Management Limited
Fortis Health Management North Limited
Fortis Healthcare (India) Limited
Fortis Healthcare Holdings Private Limited
Fortis Healthstaff Limited
Fortis Hospital Limited
Fortis Hospital Management Limited
Fortis Hospotel Limited
Fortis Malar Hospitals Limited
Hiranandani Healthcare Private Limited
Hiranandani Fortis Hospital
Hospitalia Eastern Private Limited
International Hospital Limited
Ligare Travels Limited [Formerly Known as Religare Travels (India) Limited]
Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)
Malav Holdings Private Limited
Oscar Investments Limited
Religare Art Fund (Pratham) - Trust
Religare Aviation Limited
Religare Aviation Training Academy Limited
Religare Corporate Services Limited
Religare Infotech Private Limited
Religare Technologies Limited
Religare Wellness Limited
RHC Finance Private Limited
RHC Financial Services (Mauritius) Limited
RHC Holding Private Limited
Super Religare Laboratories Limited
Vistaar Entertainment Ventures Private Limited
Religare Global Asset Management Japan Co. Limited
Hospitalia Information Systems Private Limited
R C Nursery Private Limited
Luxury Farms Private Limited
Religare Voyages Business Services Private Limited
Religare Infotech Limited
Religare Global Asset Management Singapore Pte. Limited
Shivi Holding Private Limited
Vistaar Investment Advisors Private Limited
Religare Capital Markets Inc.
Religare Capital Markets International (Mauritius) Limited
Religare Capital Markets International (UK) Limited
Religare Capital Markets Limited
Religare Hichens, Harrison PLC.
Religare Securities Australia Pty Limited

- e) Subsidiaries/ Fellow Subsidiaries / Subsidiaries of fellow Subsidiaries Companies



Following transactions were carried out with related parties in the ordinary course of business:

Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
FINANCE				
Inter Corporate Loans Taken				
	Dion Global Solutions Limited	d	-	1,112,500,000
	International Hospital Limited	d	-	2,000,000,000
	Oscar Investments Limited	d	205,000,000	-
	Religare Aviation Limited	d	200,000,000	8,086,511,297
	Religare Capital Markets International (Mauritius) Limited	e	10,931,000	3,900,814,470
	Religare Capital Markets International (UK) Limited	e	-	15,624,090
	Religare Technologies Limited	d	674,500,000	1,335,000,000
	RHC Financial Services (Mauritius) Limited	d	54,655,000	-
	RHC Holding Private Limited	d	1,486,500,000	865,000,000
Inter Corporate Loans Taken Total			2,631,586,000	17,315,449,857
Inter Corporate Loans Repaid				
	Dion Global Solutions Limited	d	350,000,000	762,500,000
	Fortis Hospital Limited	d	-	400,000,000
	International Hospital Limited	d	-	4,196,500,000
	Luxury Farms Private Limited	d	20,115,000	14,000,000
	R C Nursery Private Limited	d	22,191,939	27,000,000
	Religare Aviation Limited	d	200,000,000	8,086,511,297
	Religare Capital Markets International (Mauritius) Limited	e	825,290,500	-
	Religare Capital Markets International (UK) Limited	e	-	3,140,442,090
	Religare Technologies Limited	d	1,439,499,999	740,000,000
	RHC Financial Services (Mauritius) Limited	d	327,930,000	-
	RHC Holding Private Limited	d	1,405,500,000	865,000,000
	Super Religare Laboratories Limited	d	-	692,000,000
Inter Corporate Loans Repaid Total			4,590,527,438	18,923,953,387
Interest Paid On Inter Corporate Loans				
	Dion Global Solutions Limited	d	69,041	36,407,329
	Fortis Hospital Limited	d	-	5,054,794
	International Hospital Limited	d	-	28,341,044
	Luxury Farms Private Limited	d	1,991,961	2,806,731
	R C Nursery Private Limited	d	2,593,810	5,001,289
	Religare Aviation Limited	d	3,174,479	39,390,386
	Religare Capital Markets International (Mauritius) Limited	e	20,097,561	75,775,125
	Religare Capital Markets International (UK) Limited	e	-	120,112
	Religare Technologies Limited	d	39,356,182	42,513,836
	RHC Financial Services (Mauritius) Limited	d	6,895,265	28,819,319
	RHC Holding Private Limited	d	25,587,273	189,589
	Super Religare Laboratories Limited	d	-	1,857,973
Interest Paid On Inter Corporate Loans Total			99,765,572	266,277,527
Inter Corporate Loans Given				
	ANR Securities Limited	d	4,398,000,000	1,350,000,000
	Dion Global Solutions Limited	d	19,100,000	3,670,800,000
	Escort Heart Centre Limited	d	7,860,000,000	-
	Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)	d	1,096,200,000	5,005,600,000
	Oscar Investments Limited	d	5,260,000,000	1,160,000,000
	Religare Aviation Limited	d	1,303,550,000	15,316,900,000
	Religare Aviation Training Academy Limited	d	600,000	-
	Religare Capital Markets Limited	e	4,306,000,000	2,807,500,000
	Religare Corporate Services Limited	d	65,000,000	911,700,000



Notes Forming Part of the Consolidated Financial Statements

For the year ended March 31, 2013

Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
	Religare Technologies Limited	d	3,948,250,000	7,073,200,000
	Religare Wellness Limited	d	71,000,000	50,000,000
	RHC Holding Private Limited	d	6,287,983,665	10,130,000,000
Inter Corporate Loans Given Total			34,615,683,665	47,475,700,000
Inter Corporate Loans Received Back				
	ANR Securities Limited	d	4,781,986,706	850,000,000
	Dion Global Solutions Limited	d	-	4,778,775,003
	Escort Heart Centre Limited	d	7,860,000,000	-
	Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)	d	1,027,100,001	4,047,600,000
	Oscar Investments Limited	d	5,620,000,000	1,260,000,000
	Religare Aviation Limited	d	1,898,629,978	13,989,820,022
	Religare Aviation Training Academy Limited	d	-	19,500,000
	Religare Capital Markets Limited	e	4,309,355,162	2,786,527,300
	Religare Corporate Services Limited	d	65,000,000	911,700,000
	Religare Technologies Limited	d	4,670,638,079	7,446,900,000
	Religare Wellness Limited	d	83,680,196	79,389,715
	RHC Holding Private Limited	d	7,438,903,117	8,979,080,548
	Super Religare Laboratories Limited	d	-	771,000,000
Inter Corporate Loans Received Back Total			37,755,293,239	45,920,292,588
Interest Received On Inter Corporate Loans				
	ANR Securities Limited	d	170,200,465	81,982,877
	Dion Global Solutions Limited	d	27,582,004	121,401,718
	Escort Heart Centre Limited	d	19,514,247	-
	Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)	d	141,112,559	189,188,389
	Oscar Investments Limited	d	175,911,781	44,065,480
	Religare Aviation Limited	d	125,156,897	169,654,526
	Religare Aviation Training Academy Limited	d	1,362,219	1,692,658
	Religare Capital Markets Limited	e	6,807,646	7,546,037
	Religare Corporate Services Limited	d	5,754	24,321,528
	Religare Technologies Limited	d	187,237,154	207,738,329
	Religare Wellness Limited	d	3,629,338	9,973,746
	RHC Holding Private Limited	d	196,358,193	79,287,819
	Super Religare Laboratories Limited	d	-	22,901,877
Interest Received On Inter Corporate Loans Total			1,054,878,257	959,754,984
Interest Paid on Debentures				
	Aegon Religare Life Insurance Company Limited	b	9,075,000	4,867,367
	Mr. J S Grewal	c	-	3,990
	Mr. Kavi Arora	c	73,069	26,185
	Mr. Malvinder Mohan Singh	a	10,412,500	5,638,778
	Mr. Shivinder Mohan Singh	a	8,517,945	3,980,314
	Mr. Tej Bahadur Saxena	c	-	1,995
	Ms. Ramita Saxena	c	-	10,194
	RHC Finance Private Limited	d	45,608,219	54,875,000
	RHC Holding Private Limited	d	39,823,630	3,536,927
Interest Paid on Debentures Total			113,510,363	72,940,750
Allotment of Debentures				
	Aegon Religare Life Insurance Company Limited	b	-	75,000,000
	Mr. J S Grewal	c	-	200,000
	Mr. Kavi Arora	c	400,000	400,000



Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
	Mr. Malvinder Mohan Singh	a	-	85,000,000
	Mr. Shivinder Mohan Singh	a	20,000,000	60,000,000
	Mr. Tej Bahadur Saxena	c	-	100,000
	Ms. Ramita Saxena	c	-	500,000
	RHC Holding Private Limited	d	-	100,000,000
Allotment of Debentures Total			20,400,000	321,200,000
INVESTMENTS				
Subscription/Investment to Securities/ Shares in the Company				
	Hospitalia Information Systems Private Limited	d	-	4,049,999,832
	RHC Finance Private Limited	d	-	1,910,000,000
Subscription/Investment to Securities/ Shares in the Company Total			-	5,959,999,832
Subscription/Investment to Equity Shares/ Preference Shares/ Share Application Money by the Company				
	Aegon Religare Life Insurance Company Limited	b	286,000,000	814,000,000
	Religare Capital Markets Limited	e	8,100,000,000	2,500,000,000
	Religare Macquarie Wealth Management Limited	b	30,000,000	-
Subscription/Investment to Equity Shares/ Preference Shares/ Share Application Money by the Company Total			8,416,000,000	3,314,000,000
Sale of Investment in Subsidiary/fellow subsidiary				
	RHC Holding Private Limited	d	-	1,483,750,000
Sale of Investment in Subsidiary/fellow subsidiary Total			-	1,483,750,000
Allotment of Equity Shares				
	Vistaar Entertainment Ventures Private Limited	d	-	676,124
Allotment of Equity Shares Total			-	676,124
Advance Against Right Issue Subscription				
	RHC Finance Private Limited	d	-	4,000,000,000
Advance Against Right Issue Subscription Total			-	4,000,000,000
Refund of Advance Against Right Issue Subscription				
	RHC Finance Private Limited	d	-	4,000,000,000
Refund of Advance Against Right Issue Subscription Total			-	4,000,000,000
Money refunded on cancellation of insurance policy				
	Mr. Nitin Jain	c	12,240	-
Money refunded on cancellation of insurance policy Total			12,240	-
Purchase of Bonds				
	RHC Holding Private Limited	d	-	253,964,599
Purchase of Bonds Total			-	253,964,599
BROKING TRANSACTIONS				
Brokerage Earned				
	Aegon Religare Life Insurance Company Limited	b	-	7,216,017
	Mr. Ashu Madan	c	-	472
	Mr. Gagan Randev	c	1,071	1,728
	Mr. Jayant Manglik	c	4,191	-
	Religare Aviation Limited	d	-	369,065
	Religare Capital Markets Limited	e	2,781,320	4,465,160



Notes Forming Part of the Consolidated Financial Statements

For the year ended March 31, 2013

Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
Brokerage Earned Total			2,786,582	12,052,442
Interest Paid On Margin				
	Religare Capital Markets Limited	e	-	213,532
Interest Paid On Margin Total			-	213,532
OTHER RECEIPTS AND PAYMENTS				
Purchase of Fixed Assets				
	Dion Global Solutions Limited	d	4,745,703	2,207,550
	Religare Capital Markets Limited	e	53,176	-
	Religare Corporate Services Limited	d	25,162	-
	Religare Macquarie Wealth Management Limited	b	85,994	7,650,000
	Religare Securities Australia Pty Limited	e	5,026,374	-
	Religare Technologies Limited	d	3,229,317	44,979,030
Purchase of Fixed Assets Total			13,165,726	54,836,580
Sale of Fixed Assets				
	Dion Global Solutions Limited	d	264,499	37,500
	Religare Capital Markets Limited	e	324,577	654,536
	Religare Corporate Services Limited	d	7,679,304	115,633,094
	Religare Macquarie Wealth Management Limited	b	-	8,821
	Religare Technologies Limited	d	854,785	-
Sale of Fixed Assets Total			9,123,165	116,333,951
Sale of Art Works				
	RHC Holding Private Limited	d	957,100	-
Sale of Art Works Total			957,100	-
Sale of Flat				
	Mr. Kavi Arora	c	6,381,500	-
Sale of Flat Total		6,381,500	-	
Security Deposit Given				
	Religare Macquarie Wealth Management Limited	b	-	1,390,320
Security Deposit Given Total			-	1,390,320
Security Deposit Refunded				
	Religare Capital Markets Limited	e	-	40,815,978
Security Deposit Refunded Total			-	40,815,978
Remuneration to Key Management Personnel				
	Ms. Shikha Rastogi	c	193,871,790	263,616,318
	Mr. Alan Berkshire	c		
	Mr. Anil Saxena	c		
	Mr. Anuj Gulati	c		
	Mr. Nitin Jain	c		
	Mr. Pankaj Gupta	c		
	Mr. Ajay Shah	c		
	Mr. Chandrakant Mishra	c		
	Mr. Ashu Madan	c		
	Mr. Atul Gupta	c		
	Mr. Deepak Joshi	c		
	Mr. Gagan Randev	c		
	Mr. J S Grewal	c		
	Mr. Jayant Manglik	c		
	Mr. Kavi Arora	c		
	Mr. Shachindra Nath	c		
	Mr. Sunil Godhwani	c		
	Mr. Sachin Batra	c		



Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
	Ms. Kanchan Jain	c		
	Ms. Manali Garg	c		
	Ms. Yamini Chawla	c		
Remuneration to Key Management Personnel Total			193,871,790	263,616,318
Repaid to other companies against staff Loans				
	Religare Capital Markets Limited	e	-	129,125
	Religare Corporate Services Limited	d	-	21,865
Repaid to other companies against staff Loans Total			-	150,990
Recovery from other companies against staff Loans				
	Religare Capital Markets Limited	e	2,015,859	143,333
	Religare Corporate Services Limited	d	-	296,940
Recovery from other companies against staff Loans Total			2,015,859	440,273
Staff Loan Given				
	Mr. Anil Saxena	c	17,428,011	-
	Mr. Shachindra Nath	c	16,421,150	-
Staff Loan Given Total			33,849,161	-
Staff Loan Repaid				
	Mr. Deepak Joshi	c	-	659,547
Staff Loan Repaid Total			-	659,547
Interest Paid on Staff Loan				
	Mr. Deepak Joshi	c	-	256,339
Interest Paid on Staff Loan Total			-	256,339
Insurance Premium Receipt				
	Aegon Religare Life Insurance Company Limited	b	15,668,600	-
	Dion Global Solutions Limited	d	5,312,452	-
	Fortis Clinical Research Limited	d	2,404,635	-
	Mr. Ajay Shah	c	14,618	-
	Mr. Nitin Jain	c	18,720	-
	Mr. Pankaj Gupta	c	15,065	-
	Religare Corporate Services Limited	d	10,121,771	-
	Religare Infotech Limited	d	460,449	-
	Religare Macquarie Wealth Management Limited	b	4,824,891	-
	Religare Technologies Limited	d	4,989,412	-
	Religare Wellness Limited	d	3,365,431	-
	Super Religare Laboratories Limited	d	16,786,440	-
Insurance Premium Receipt Total			63,982,484	-
Depository Income				
	ANR Securities Limited	d	900	800
	Dion Global Solutions Limited	d	1,200	1,344
	Fortis Clinical Research Limited	d	1,030	1,100
	Fortis Health Management Limited	d	400	-
	Fortis Healthcare (India) Limited	d	1,430	1,886
	Fortis Healthcare Holdings Private Limited	d	12,850	13,190
	Fortis Healthstaff Limited	d	1,030	1,100
	Fortis Hospital Limited	d	1,300	1,140
	Fortis Hospital Management Limited	d	2,700	-
	Fortis Malar Hospitals Limited	d	400	-
	Hospitalia Information Systems Private Limited	d	400	-



Notes Forming Part of the Consolidated Financial Statements

For the year ended March 31, 2013

Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
	International Hospital Limited	d	942	1,276
	Luxury Farms Private Limited	d	900	800
	Malav Holdings Private Limited	d	1,700	3,842
	Mr. Kabir Parvinder Singh	a	1,000	800
	Mr. Anhad Parvinder Singh	a	950	800
	Mr. Gagan Randev	c	574	-
	Mr. Malvinder Mohan Singh	a	3,350	3,350
	Mr. Sameer Godhwani	c	-	300
	Mr. Shivinder Mohan Singh	a	3,210	1,230
	Mr. Udayveer Parvinder Singh	a	950	800
	Mr. Vivan Parvinder Singh	a	950	800
	Ms. Aditi Shivinder Singh	a	1,800	1,900
	Ms. Japna Malvinder singh	a	1,510	1,100
	Ms. Nimmi Singh	a	900	1,100
	Ms. Nimrita Parvinder Singh	a	950	800
	Oscar Investments Limited	d	2,180	2,700
	Religare Capital Markets Limited	e	14,234	14,129
	Religare Wellness Limited	d	1,200	1,100
	RHC Holding Private Limited	d	12,282	5,792
	Shivi Holding Private Limited	d	1,500	3,862
	Super Religare Laboratories Limited	d	1,630	1,650
Depository Income Total			76,352	68,691
Income From Fund Management Fees				
	Religare Art Fund (Pratham) - Trust	d	1,490,088	2,266,605
Income From Fund Management Fees Total			1,490,088	2,266,605
Lease Rental Income				
	Aegon Religare Life Insurance Company Limited	b	2,342,444	2,757,855
	Dion Global Solutions Limited	d	488,411	356,191
	Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)	d	-	864,537
	Religare Aviation Limited	d	10,374,444	9,509,907
	Religare Capital Markets Limited	e	1,052,018	2,697,606
	Religare Infotech Private Limited	d	2,518,908	1,747,017
	Religare Macquarie Wealth Management Limited	b	112,558	-
	Religare Technologies Limited	d	328,417	1,443,874
	Super Religare Laboratories Limited	d	4,065,484	6,633,947
Lease Rental Income Total			21,282,684	26,010,934
Income from Marketing Activities				
	Aegon Religare Life Insurance Company Limited	b	4,111,954	39,507,268
Income from Marketing Activities Total			4,111,954	39,507,268
Advisory Income				
	Religare Global Asset Management Singapore Pte. Limited	d	50,277,414	-
	Super Religare Laboratories Limited	d	18,500,000	-
Advisory Income Total			68,777,414	-
Support Services Fees Received				
	Religare Capital Markets Limited	e	3,013,149	4,240,636
	Religare Securities Australia Pty Limited	e	5,794,863	8,055,570
Support Services Fees Received Total			8,808,012	12,296,206
Lease Rental Expenses				
	Mr. Naraindas P. Godhwani	c	-	3,880,743
	Ms. Radhika N. Godhwani	c	-	3,880,743
	Religare Macquarie Wealth Management Limited	b	2,780,640	1,694,668
	RHC Holding Private Limited	d	1,800,000	1,800,000



Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
Lease Rental Expenses Total			4,580,640	11,256,154
Commission Paid				
	Religare Macquarie Wealth Management Limited	b	49,310,647	71,508,815
	RHC Finance Private Limited	d	1,846,152	1,846,162
	RHC Holding Private Limited	d	-	600,000
Commission Paid Total			51,156,799	73,954,977
Technical and Professional Expenses				
	Dion Global Solutions Limited	d	1,053,137	105,433
	Religare Technologies Limited	d	1,079,764	29,817,160
	Vistaar Investment Advisors Private Limited	d	-	9,000,000
Technical and Professional Expenses Total			2,132,901	38,922,593
Annual Maintenance Charges				
	Dion Global Solutions Limited	d	10,024,270	12,932,000
	Religare Technologies Limited	d	277,550	2,480,195
Annual Maintenance Charges Total			10,301,820	15,412,195
Travelling Expense				
	Ligare Travels Limited [Formerly Known as Religare Travels (India) Limited]	d	32,432,318	65,181,540
	Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)	d	-	198,817
	Religare Aviation Limited	d	-	38,028,958
	Religare Aviation Training Academy Limited	d	-	1,280,950
	Religare Voyages Business Services Private Limited	d	-	943,455
Travelling Expense Total			32,432,318	105,633,720
Software Development charges and IT Service Charges				
	Dion Global Solutions Limited	d	5,614,410	10,280,560
	Religare Technologies Limited	d	-	2,482,652
Software Development charges and IT Service Charges Total			5,614,410	12,763,212
HR Support Charges				
	Religare Technologies Limited	d	-	260,647
HR Support Charges Total			-	260,647
Vehicle Lease Rental Paid				
	Religare Capital Markets Limited	e	-	151,912
Vehicle Lease Rental Paid Total			-	151,912
Medical Charges				
	Super Religare Laboratories Limited	d	173,300	-
Medical Charges Total			173,300	-
Call center expenses				
	Religare Technologies Limited	d	-	271,635
Call center expenses Total			-	271,635
Subscription Expenses				
	Religare Technologies Limited	d	-	29,357
Subscription Expenses Total			-	29,357
License Expenses				
	Dion Global Solutions Limited	d	-	4,725,000
License Expenses Total			-	4,725,000
Director Sitting Fees				
	Lt. Gen. (Retd.) S.S. Mehta	c	150,000	140,000
	Mr. R. N. Bhardwaj	c	150,000	140,000
	Mr. R.V. Shastri	c	90,000	120,000



Notes Forming Part of the Consolidated Financial Statements

For the year ended March 31, 2013

Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
Director Sitting Fees Total			390,000	400,000
Advisory Fees Paid				
	Religare Global Asset Management Japan Co. Limited	d	2,787,014	8,901,470
Advisory Fees Paid Total			2,787,014	8,901,470
Expense Reimbursement By other Companies				
	Aegon Religare Life Insurance Company Limited	b	56,857	425,723
	Dion Global Solutions Limited	d	23,091,166	13,849,661
	Ligare Travels Limited [Formerly Known as Religare Travels (India) Limited]	d	47,602	-
	Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)	d	-	43,476
	Religare Art Fund (Pratham) - Trust	d	1,101,263	1,291,182
	Religare Capital Markets Inc.	e	85,223	-
	Religare Capital Markets Limited	e	6,766,047	48,470,869
	Religare Corporate Services Limited	d	640,989,525	332,686,237
	Religare Macquarie Wealth Management Limited	b	4,538,716	6,876,328
	Religare Technologies Limited	d	14,554,722	10,250,037
	Religare Wellness Limited	d	75,211	33,430
	Super Religare Laboratories Limited	d	70,176	11,530,754
Expense Reimbursement By other Companies Total		691,376,508	425,457,697	
Expense Reimbursement to other Companies				
	Dion Global Solutions Limited	d	2,301,928	21,562,631
	Ligare Travels Limited [Formerly Known as Religare Travels (India) Limited]	d	15,397,275	15,789,267
	Religare Aviation Limited	d	1,640,250	-
	Religare Capital Markets Limited	e	9,767,839	23,645,726
	Religare Corporate Services Limited	d	563,976	180,923
	Religare Macquarie Wealth Management Limited	b	-	86,335
	Religare Technologies Limited	d	3,191,885	82,283,870
	Religare Wellness Limited	d	-	33,995
	RHC Holding Private Limited	d	221,000,000	107,486,341
Expense Reimbursement to other Companies Total		253,863,153	251,069,088	
Allocation of Expenses By other Companies				
	Dion Global Solutions Limited	d	-	569,888
	Religare Corporate Services Limited	d	988,975,267	430,133,011
	Religare Technologies Limited	d	-	12,421
Allocation of Expenses By other Companies Total		988,975,267	430,715,320	
Allocation of Expenses to other Companies				
	Aegon Religare Life Insurance Company Limited	b	51,845	-
	Dion Global Solutions Limited	d	540,069	627,141
	Fortis Clinical Research Limited	d	-	3,600
	Fortis Health Management Limited	d	1,217,173	-
	Ligare Travels Limited [Formerly Known as Religare Travels (India) Limited]	d	31,200	6,800
	Religare Aviation Limited	d	280,100	778,800
	Religare Aviation Training Academy Limited	d	-	10,800
	Religare Capital Markets Limited	e	1,184,187	47,337,721
	Religare Corporate Services Limited	d	481,467,000	156,149,648
	Religare Macquarie Wealth Management Limited	b	10,006,777	10,402,167
	Religare Technologies Limited	d	397,568	15,574,885
	Religare Wellness Limited	d	36,026	349,312
	Super Religare Laboratories Limited	d	218,350	263,600
Allocation of Expenses to other Companies Total			495,430,295	231,504,474
Insurance Claims Payment				
	Aegon Religare Life Insurance Company Limited	b	29,200	-
	Escort Heart Centre Limited	d	5,760	-
	Escorts Heart Institute & Research Centre	d	176,339	-
	Escorts Hospitals and Research Centre	d	850,314	-



Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
	Fortis Clinical Research Limited	d	95,650	-
	Fortis Health Management North Limited	d	1,006,509	-
	Fortis Hospital Limited	d	1,227,006	-
	Hiranandani Healthcare Private Limited	d	98,990	-
	Hiranandani Fortis Hospital	d	43,915	-
	Super Religare Laboratories Limited	d	69,086	-
Insurance Claims Payment Total			3,602,769	-
OUTSTANDING BALANCES AS ON MARCH 31, 2013				
PAYABLES				
Security Deposits Payable				
	Dion Global Solutions Limited	d	6,930,000	6,930,000
	Religare Capital Markets Limited	e	229,785	229,785
Security Deposits Payable Total			7,159,785	7,159,785
Inter Corporate Loans Payable				
	Dion Global Solutions Limited	d	-	350,000,000
	Luxury Farms Private Limited	d	-	20,114,997
	Oscar Investments Limited	d	205,000,000	-
	R C Nursery Private Limited	d	8,808,086	31,000,000
	Religare Capital Markets International (Mauritius) Limited	e	-	775,996,470
	Religare Technologies Limited	d	-	765,000,000
	RHC Financial Services (Mauritius) Limited	d	-	260,401,500
	RHC Holding Private Limited	d	81,000,000	-
Inter Corporate Loans Payable Total			294,808,086	2,202,512,967
Interest Payable on Inter Corporate Loans				
	Dion Global Solutions Limited	d	-	100,110
	Luxury Farms Private Limited	d	-	199,883
	R C Nursery Private Limited	d	87,526	308,047
	Religare Capital Markets International (Mauritius) Limited	e	-	11,752,462
	Religare Technologies Limited	d	-	24,460,609
	RHC Financial Services (Mauritius) Limited	d	-	2,139,632
	RHC Holding Private Limited	d	2,545,546	-
Interest Payable on Inter Corporate Loans Total			2,633,072	38,960,743
Debentures Outstanding				
	Aegon Religare Life Insurance Company Limited	b	75,000,000	75,000,000
	Mr. Kavi Arora	c	800,000	400,000
	Mr. Malvinder Mohan Singh	a	85,000,000	85,000,000
	Mr. Shivinder Mohan Singh	a	80,000,000	60,000,000
	RHC Finance Private Limited	d	261,000,000	-
	RHC Holding Private Limited	d	450,000,000	50,000,000
Debentures Outstanding Total			951,800,000	270,400,000
Interest Payable on Debentures				
	Aegon Religare Life Insurance Company Limited	b	9,075,000	4,735,861
	Mr. J S Grewal	c	-	13,046
	Mr. Kavi Arora	c	73,069	25,571
	Mr. Malvinder Mohan Singh	a	10,412,500	5,433,846
	Mr. Shivinder Mohan Singh	a	8,517,945	3,835,656
	Mr. Tej Bahadur Saxena	c	-	6,523
	Ms. Ramita Saxena	c	-	32,616
	RHC Finance Private Limited	d	32,714,384	-
	RHC Holding Private Limited	d	43,933,219	3,196,380
Interest Payable on Debentures Total			104,726,117	17,279,499
Other Payables				
	Dion Global Solutions Limited	d	2,770	720,570



Notes Forming Part of the Consolidated Financial Statements

For the year ended March 31, 2013

Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
	Ligare Travels Limited [Formerly Known as Religare Travels (India) Limited]	d	372,046	573,250
	Ms. Nimmi Singh	a	-	2,120
	Oscar Investments Limited	d	1,665	-
	Religare Aviation Limited	d	-	12,255
	Religare Capital Markets Limited	e	2,134,669	1,069,947
	Religare Corporate Services Limited	d	2,242,823	10,019,227
	Religare Global Asset Management Japan Co. Limited	d	261,805	1,498,977
	Religare Macquarie Wealth Management Limited	b	5,595,781	13,133,448
	Religare Technologies Limited	d	191,833	315,031
	RHC Finance Private Limited	d	9,000,000	9,000,000
	RHC Holding Private Limited	d	223,573,029	5,256
	Super Religare Laboratories Limited	d	22,266	-
	Vistaar Investment Advisors Private Limited	d	3,296,222	3,296,222
Other Payables Total			246,694,909	39,646,303
RECEIVABLES				
Security Deposits Receivable				
	Mr. Naraindas P. Godhwani	c	-	3,840,480
	Ms. Radhika N. Godhwani	c	-	3,840,480
	Religare Macquarie Wealth Management Limited	b	1,390,320	1,390,320
Security Deposits Receivable Total			1,390,320	9,071,280
Other Receivables				
	Aegon Religare Life Insurance Company Limited	b	-	22,427,227
	Dion Global Solutions Limited	d	201,624,999	338,546,522
	Religare Infotech Private Limited	d	-	921,993
	Religare Technologies Limited	d	1,097,711,927	1,821,503,236
Other Receivables Total			1,299,336,926	2,183,398,978
Inter Corporate Loans Receivable				
	ANR Securities Limited	d	616,013,293	999,999,999
	Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)	d	1,027,100,000	958,000,001
	Oscar Investments Limited	d	-	360,000,000
	Religare Aviation Limited	d	767,000,000	1,362,080,000
	Religare Aviation Training Academy Limited	d	10,099,999	9,500,000
	Religare Capital Markets Limited	e	17,617,538	20,972,700
	Religare Wellness Limited	d	61,000,000	73,680,196
	RHC Holding Private Limited	d	-	1,150,919,453
Inter Corporate Loans Receivable Total			2,498,830,830	4,935,152,350
Other Receivables				
	Dion Global Solutions Limited	d	6,960,205	6,417,754
	Religare Technologies Limited	d	37,893,617	63,952,384
Other Receivables Total			44,853,822	70,370,138
Interest on Inter Corporate Loans Receivable				
	ANR Securities Limited	d	44,498,863	31,008,561
	Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)	d	35,456,055	43,209,102
	Oscar Investments Limited	d	-	10,321,643
	Religare Aviation Limited	d	29,364,330	45,795,066
	Religare Aviation Training Academy Limited	d	348,198	331,589
	Religare Capital Markets Limited	e	618,159	1,009,094
	Religare Wellness Limited	d	1,951,178	2,571,742
	RHC Holding Private Limited	d	-	19,023,436
Interest on Inter Corporate Loans Receivable Total		112,236,783	153,270,233	
Current Account Recoverable				
	Religare Art Fund (Pratham) - Trust	d	65,248	3,326,122
Current Account Recoverable Total			65,248	3,326,122



Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
Debtors				
	Aegon Religare Life Insurance Company Limited	b	-	310,577
	Dion Global Solutions Limited	d	235,512	1,017,582
	Fortis Health Management Limited	d	1,361,683	-
	Ligare Travels Limited [Formerly Known as Religare Travels (India) Limited]	d	35,954	48,501
	Religare Aviation Limited	d	26,630	467,079
	Religare Capital Markets Limited	e	380,318	1,209,122
	Religare Corporate Services Limited	d	21,744,008	16,244,529
	Religare Macquarie Wealth Management Limited	b	2,025,710	5,112,115
	Religare Technologies Limited	d	50,469	22,184,519
	Religare Wellness Limited	d	-	75,991
Debtors Total			25,860,284	46,670,015
Other Receivables				
	Aegon Religare Life Insurance Company Limited	b	-	10,134,421
	ANR Securities Limited	d	-	882
	Dion Global Solutions Limited	d	13,895,934	4,319,154
	Fortis Clinical Research Limited	d	146	2,536
	Fortis Health Management Limited	d	460	-
	Fortis Healthcare (India) Limited	d	4,320	2,714
	Fortis Healthcare Holdings Private Limited	d	2,247	14,513
	Fortis Healthstaff Limited	d	2,481	1,324
	Fortis Hospital Limited	d	449	-
	Fortis Hospotel Limited	d	2,026	1,015
	Hospitalia Eastern Private Limited	d	11	-
	International Hospital Limited	d	2,797	1,738
	Ligare Travels Limited [Formerly Known as Religare Travels (India) Limited]	d	-	221,618
	Ligare Voyages Limited (Formerly Known as Religare Voyages Limited)	d	-	1,529,799
	Luxury Farms Private Limited	d	-	882
	Malav Holdings Private Limited	d	225	4,238
	Mr. Kabir Parvinder Singh	a	112	882
	Mr. Anhad Parvinder Singh	a	-	882
	Mr. Malvinder Mohan Singh	a	112	2,945
	Mr. Shivinder Mohan Singh	a	1,011	1,103
	Mr. Sunil Godhwani	c	-	1,259
	Mr. Udayveer Parvinder Singh	a	-	882
	Mr. Vivan Parvinder Singh	a	955	882
	Ms. Aditi Shivinder Singh	a	7,235	6,881
	Ms. Japna Malvinder Singh	a	112	1,213
	Ms. Nimrita Parvinder Singh	a	-	882
	Oscar Investments Limited	d	-	2,382
	Religare Aviation Limited	d	1,942,786	1,892,862
	Religare Capital Markets Inc.	e	210,659	-
	Religare Capital Markets Limited	e	6,476	5,459,310
	Religare Corporate Services Limited	d	3,391,897	18,339,905
	Religare Global Asset Management Singapore Pte. Limited	d	50,277,414	-
	Religare Hichens, Harrison PLC.	e	-	123,445
	Religare Infotech Private Limited	d	471,708	231,530
	Religare Macquarie Wealth Management Limited	b	541,162	3,436,586
	Religare Securities Australia Pty Limited	e	-	8,907,858
	Religare Technologies Limited	d	3,302,615	8,594,588
	Religare Wellness Limited	d	202	24,291
	RHC Holding Private Limited	d	1,539	5,535,809
	Shivi Holding Private Limited	d	112	4,260
	Super Religare Laboratories Limited	d	46,450	918,206
Other Receivables Total			74,113,653	69,723,677
			97,935,663,674	162,497,247,153



39 Details of Employee Stock Option Plans issued by the Company

Type of Scheme	ESOP Scheme 2006 (Tranche -I)	ESOP Scheme 2006 (Tranche -II)	ESOP Scheme 2010 (Tranche –I)		
Date of grant	15-Nov-06	17-Nov-07	29-Dec-10		
Number Granted	2,000,000	125,000	6,573,000		
Contractual Life (w.e.f. vesting date)	9 yrs	9 yrs	9 yrs		
Vesting Conditions	33% on expiry of 12 months from Grant Date 33% on expiry of 24 months from Grant Date 34% on expiry of 36 months from Grant Date				
Method of Option Valuation	Black Scholes Option Pricing Method				
Exercise Price	140	140	481		
Estimated fair value of share granted	111.47	185	481		
Type of Scheme	ESOP Scheme 2006 (Tranche -I)	ESOP Scheme 2006 (Tranche -II)	ESOP Scheme 2010 (Tranche –I)	ESOP Scheme 2012 (Tranche –I)	ESOP Scheme 2012 (Tranche –II)
Date of grant	18-Mar-11	28-Jul-11	12-Nov-11	13-Mar-12	31-Oct-12
Number Granted	6,037,000	592,500	610,000	12,003,200	120,000
Contractual Life (w.e.f. vesting date)	9 yrs	9 yrs	9 yrs	9 yrs	9 yrs
Vesting Conditions	33% on expiry of 12 months from Grant Date 33% on expiry of 24 months from Grant Date 34% on expiry of 36 months from Grant Date			66% on expiry of 12 months from Grant Date 34% on expiry of 24 months from Grant Date	
Method of Option Valuation	Black Scholes Option Pricing Method				
Exercise Price	480	461	432	387	303
Estimated fair value of share granted	480	461	432 387		303
Scheme	No. of Options outstanding as on April 1, 2012	Issued During the year	Cancellation of Options	Options Exercised	Number of Options outstanding as on March 31, 2013
Scheme 2006	254,397	-	267	97,690	156,440
Scheme 2010	254,950	-	204,850	-	50,100
Scheme 2012	12,003,200	120,000	874,400	-	11,248,800
TOTAL	12,512,547	120,000	1,079,517	97,690	11,455,340
Scheme	Exercisable as at March 31, 2013				
Scheme 2006	156,440				
Scheme 2010	50,100				
Scheme 2012	7,346,130				
Range of Exercise Price					
ESOP Scheme 2006	140				
ESOP Scheme 2010 (Tranche –I)	481				
ESOP Scheme 2010 (Tranche –II)	480				
ESOP Scheme 2010 (Tranche –III)	461				
ESOP Scheme 2010 (Tranche –IV)	432				
ESOP Scheme 2012 (Tranche –I)	387				
ESOP Scheme 2012 (Tranche –II)	303				

40 Other Notes

a. Exceptional items

- On March 28, 2013, Religare Securities Limited ("RSL"), a wholly owned subsidiary of the Company has transferred 328,034,188 equity shares of its wholly owned subsidiary Religare Asset Management Company Limited ("RAMC") (now known as Religare Invesco Asset Management Company Private Limited) to Invesco Hong Kong Limited ("Invesco"), a Company incorporated under the laws of Hong Kong, comprising 261,268,188 equity shares representing 39.03% of the stake held by RSL in RAMC and 66,766,000 equity shares acquired by RSL from RAMC's employees representing 9.97% of the share capital of RAMC. Profit of ₹ 3,208,446,285 (net of expenses) on sale of the said 39.03% shareholding of RSL in RAMC has been disclosed as an exceptional item in the consolidated financial statements of the Company.



On the same day RSL has also transferred 49% of its holdings comprising 245,000 equity shares of its wholly owned subsidiary Religare Trustee Company Limited ("RTC") (now known as Religare Invesco Trustee Company Private Limited) to Invesco. 245,000 equity shares of RTC were sold at profit of ₹ 291,550 to Invesco and has been disclosed as an exceptional item in the consolidated financial statements of the Company.

Particulars	For the Year Ended March 31, 2013 (Amount in ₹)
Profit on sale of 49% stake in RAMC (net of expenses)	3,208,446,285
Profit on sale of 49% stake in RTC	291,550
Total	3,208,737,835

- (ii) During the previous year ended March 31, 2012 the Company had consented to infuse additional capital in RCML in the eventuality of a liquidity requirement by RCML and its subsidiaries to discharge its outstanding borrowings (net of realizable value of securities) as of September 30, 2011. The said outstanding borrowings should cover subsequent refinancing by any other lender. The additional capital infusion was restricted to a maximum limit of ₹ 11,198,324,657. The aforesaid commitment was subject to compliance with terms of the tripartite agreement between the Company, RCML and RHCPL. The said capital commitment had been disclosed under this item of contingent liability.

Pursuant to the above agreement, during the year ended March 31, 2013, the Company upon request of RCML, subscribed 500,000,000 0.001% Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each fully paid up and 620,000,000 0.002% Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10 each (₹ 5 partly paid up) aggregating to ₹ 81,00,000,000 for the purpose of satisfying the financial commitments. Thus, the aforesaid contingent liability of the Company is reduced to ₹ 3,100,000,000.

Due to severe long term restrictions imposed on RCML in line with Para 11 of Accounting Standard (AS 21) of Institute of Chartered Accountants of India (ICAI) and considering financial position of RCML, the company has made provision of investments in equity shares of book value of ₹ NIL (March 31, 2012: ₹ 3,855,500,000 and preference shares of book value of ₹ 8,100,000,000 (March 31, 2012: ₹ 2,500,000,000).

- b. During the previous year ended March 31, 2012 subsidiaries of the Company have entered into services agreements with Religare Corporate Services Limited to provide support services in the areas of administration, branding, finance and accounting, HR, information technology, legal compliance and corporate and secretarial affairs, customer support services, etc. The service fee is a combination of a fixed fee and an agreed percentage of the revenue generated (subject to a cap of 30% growth year on year) by the subsidiaries. The charge allocated to group during the year is ₹ 988,549,262 (March 31, 2012: ₹ 429,703,283).
- c. Pledge of Equity shares by the Group for Base Capital Requirement with Stock Exchanges / Funded and Non-Funded Credit Facilities from banks by the Group:

(Number of Shares)

Name of Scrips	As at March 31, 2013		As at March 31, 2012	
	Clients of Subsidiary Nos.	Subsidiaries Nos.	Clients of Subsidiary Nos.	Subsidiaries Nos.
ABG Shipyard Limited	-	-	175,000	-
Bombay Rayon Fashions	-	-	194,500	-
Mandhana Industries	-	-	74,000	-
Tata Coffee	-	-	150,000	-
Cairn India Limited	-	265,000	-	-
DLF Limited	-	602,000	-	-
ICICI Bank Limited	-	38,000	-	-
Infosys Limited	-	16,600	-	-
ITC Limited	-	122,900	-	-
Jaiprakash Associates Limited	-	122,000	-	-
Larsen & Turbo Limited	-	42,300	-	-
United Spirits Limited	-	22,500	-	-
NTPC Limited	-	88,000	-	-



Pantaloon Retail India Limited	-	32,000	-	-
Punjab National Bank	-	104,000	-	-
Power Grid Corporation Of India Ltd	-	50,000	-	-
Reliance Industries Limited	-	35,000	-	-
Reliance Infrastructure Limited	-	104,000	-	-
State Bank Of India	-	10,000	-	-
Tata Motors Limited	-	187,000	-	-
Tata Consultancy Services Limited	-	3,500	-	-
Titan Industries Limited	-	39,000	-	-
Unitech Limited	-	269,000	-	-
Yes Bank Limited	-	88,000	-	-

d. New Registrations / licenses obtained and surrendered by subsidiaries of the company :

- Religare Finvest Limited, a subsidiary of the Company, has got registration with Insurance Regulatory and Development Authority (IRDA) as a corporate agent vide license no. ILG 9009278 dated June 13, 2012. This license authorizes the company to procure and solicit insurance business of general insurance on behalf of ICICI Lombard General Insurance Company Limited.
- Religare Health Insurance Company Limited, a subsidiary of the Company, had applied to IRDA form IRDA/R2-065 vide its letter dated January 10, 2011. The company has received Certificate of Registration vide IRDA/R3 dated April 26, 2012.
- Religare Finance Limited ("R Fin L"), a subsidiary of the Company, has voluntarily moved application to Reserve Bank of India (RBI) dated February 29, 2012 to surrender its Certificate of Registration (CoR) to operate as Non-Banking Finance Company (Non-Accepting Public Deposit). Later, on March 26, 2013, the R Fin L has submitted a letter with RBI with a request to put the said application on hold as it is currently re-evaluating its prospectus as a Non-Banking Financial Company.

e. The Board of Directors of Religare Finvest Limited, a subsidiary of the Company, declared a dividend of ₹ 2.60 per share (26%) (March 31, 2012: ₹ 5.50 per share (55%)) on equity shares for the year ended March 31, 2013. In lieu of above, preference shareholders of different classes are also entitled to dividend as per respective issued term sheet. The aggregate amount of dividend and the dividend distribution tax on equity and preference shares there to is ₹ 637,892,659 (March 31, 2012: ₹ 1,142,079,926).

As the Annual General Meeting of RFL for the year ended March 31, 2012 was held during the current year, in which dividend was declared for that year, the Company has accounted for dividend income in the Statement of Profit and Loss during the current year. Dividend distribution tax of ₹ 159,413,122 has also accounted for in the Statement of Consolidated Profit and Loss during the current year.

As the Annual General Meeting of RFL for the year ended March 31, 2013 has not been held and concluded till the Balance Sheet Date, the Company has not accounted for Dividend Income in the Statement of Profit & Loss during the current year.

f. During the year, one of the NBFC subsidiaries assigned certain loan portfolios (excluding intercompany transfer) and de-recognizing the assets in the books. The detail of the loans assigned are as under:

Particulars	For the Year Ended March 31, 2013 (Amount in ₹)	For the Year Ended March 31, 2012 (Amount in ₹)
Total number of contracts assigned/sold	9	14
Book value of contract assigned/sold	8,289,467,488	10,411,521,144
Sale consideration	8,304,625,068	10,411,521,144
Gain on assignment (amortized over the tenure of corresponding loan)	15,157,580	-
Bank Deposits provided as collateral	765,458,173	1,480,888,631

g. Classification of Investments / loans and provision thereof has been made in accordance with the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by Reserve Bank of India after considering realizable value of investments.

h. Pursuant to clause 19.3 and 19.4 of JV agreement dated December 12, 2006 and supplementary agreement dated 19th June, 2007 entered in to between Aegon India Holding N.V. ("Aegon"), Religare Enterprises Limited, Aegon has provided



capital protection through an irrevocable and unconditional letter of credit (LC) from erstwhile ABN Amro Bank NV (now renamed as Royal Bank of Scotland NV), covering the capital contribution with compounding return at an agreed rate 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 letter of credit from an international bank, the accumulated excess of expenditure over the income of ₹ 4,511,980,076 (March 31, 2012: ₹ 3,955,389,022) has been accounted for as recoverable from the JV partner under "Other Non Current Assets". The compounded return in excess of investment made will be recognised in the Statement of Profit and Loss on obtaining Core Investment Company ("CIC") registration or invocation of letter of credit or exit by sale of investment pursuant to the aforesaid agreement, whichever is earlier.

- i. Funds received by subsidiaries of the Company, Religare Assets Management Company Private Limited and RGAM Corporation (P) Limited, from portfolio customers for its portfolio management operations and corresponding investments made on their behalf and escrow in respect of customer borrowing of a NBFC do not form part of these accounts.
- j. **Repo Transactions (in face value terms)**

Particulars	Outstanding During the year			Outstanding as at March 31, 2013
	Min	Max	Daily Average	
Securities Sold under Repo				
(i) Corporate Debt securities	70,563,338 <i>(198,206,197)</i>	556,935,060 <i>(909,867,041)</i>	14,737,973 <i>(76,913,436)</i>	- <i>(868,263,030)</i>

Previous year figures are given in italic and in bracket.

k. **Margin on Equity Derivative Instruments**

- (i) Unexpired position of Equity index / Stock futures and options contracts entered into by the Company and outstanding as at March 31, 2013 is ₹ 2,223,039,088 (March 31, 2012: ₹ Nil).
- (ii) Initial margin deposit of ₹ 25,000,000 (March 31, 2012: ₹ Nil) on Equity Derivative Instrument contracts has been paid in cash and FDR's of ₹ Nil (March 31, 2012: ₹ 649,000,000) has been assigned to the exchanges as at March 31, 2013.
- (iii) Derivative instruments outstanding as at March 31, 2013.

Currency	Year Ended March 31, 2013		Year Ended March 31, 2012	
	Amount (Foreign currency)	(Amount in ₹)	Amount (Foreign currency)	(Amount in ₹)
Forward exchange Contracts (Net)*				
USD/INR	-	-	41,631,758	2,193,746,713
Currency Interest Rate Swaps				
USD/INR	63,301,421	3,436,317,666	-	-

*Total forward premium agreed for entering the forward exchange contracts for the purpose of hedging foreign currency exposure over the tenure of contracts is ₹ 211,542,481 (March 31, 2012: ₹ 211,542,481). Premium charged to Statement of Profit and Loss during the year is ₹ 80,659,962 (March 31, 2012: ₹ 120,827,563).

- (iv) Unexpired position of commodity futures contracts entered into by the Company and outstanding as at March 31, 2013 is ₹ 3,460,174,541 (March 31, 2012: ₹ 1,699,443,291):

Commodity	Quantity (Lots)	Buy/Sell	(Amount in ₹)
GOLD F 050413	309	Buy	908,274,600
GOLD F 050613	309	Sell	926,536,500
GOLDM F 040513	19,100	Sell	567,098,100
GOLDM F 050413	19,100	Buy	561,196,200
SILVER F 040513	172	Sell	273,851,520
SILVERM F 300413	2	Sell	531,050
SILVERMIC F 300413	12	Sell	637,296
BARLEYJPR F 190413	500	Sell	666,250
CASTORSEED F 190413	100	Sell	353,000



Commodity	Quantity (Lots)	Buy/Sell	(Amount in ₹)
CASTORSEED F 200513	11,400	Sell	41,484,600
CASTORSEED F 200613	15,100	Sell	56,383,400
COCUDAKL F 200513	11,000	Sell	17,105,000
COCUDAKL F 200613	24,300	Sell	38,709,900
DHANIYA F 200513	3,800	Sell	26,079,400
JEERAUNJHA F 200513	2,790	Sell	36,793,125
RMSEED F 190413	1,300	Sell	4,474,600
Total			3,460,174,541

I. Details of Closing Stock

(i) Closing Stock of Shares and Options

(A) Closing Stock of Shares	As at March 31, 2013		As at March 31, 2012	
Name of the Company	Number	(Amount in ₹)	Number	(Amount in ₹)
AXIS BANK LIMITED	2,750	3,576,925	-	-
BHARTI AIRTEL LIMITED	16,000	4,668,000	-	-
CAIRN INDIA LIMITED	606,000	165,104,700	-	-
DLF LIMITED	603,000	141,524,100	-	-
HCL TECHNOLOGIES	12,000	9,540,000	-	-
HDFC BANK LIMITED	500	312,675	-	-
HDFC LIMITED	9,000	7,436,250	-	-
HERO MOTOCORP LIMITED	500	771,000	-	-
HINDALCO INDUSTRIES LIMITED	26,000	2,381,600	-	-
ICICI BANK LIMITED	38,500	40,240,200	-	-
ITC LIMITED	137,000	42,394,650	-	-
INFOSYS TECHNOLOGIES LIMITED	33,875	97,876,731	-	-
JAIPRAKASH ASSOCIATES LIMITED	124,000	8,115,800	-	-
JINDAL STEEL & POWER LIMITED	10,000	3,477,500	-	-
JUBILANT FOODWORKS LIMITED	4,250	5,299,538	-	-
LIC HOUSING FINANCE LIMITED	10,000	2,249,000	-	-
M R P L	42,750	58,405,050	-	-
NATIONAL THERMAL POWER CORPORATION LIMITED	104,000	14,762,800	-	-
OIL & NATURAL GAS CORPORATION	7,000	2,179,800	-	-
PANTALOON RETAIL	32,000	4,790,400	-	-
POWER GRID CORPORATION OF INDIA LIMITED	50,000	5,290,000	-	-
PUNJAB NATIONAL BANK	104,500	75,020,550	-	-
RELIANCE INDUSTRIES LIMITED	35,500	27,437,950	-	-
RELIANCE INFRASTRUCTURE LIMITED	104,500	33,905,025	-	-
RELIGARE NIFTY ETF	248	143,183	-	-
S A I L	100,000	6,255,000	-	-
SESA GOA	54,000	8,397,000	-	-
SHREE RENUKA SUGARS LIMITED	200,000	4,440,000	-	-
SHRIRAM TRANSPORT	3,500	2,430,575	-	-
STATE BANK OF INDIA	54,500	112,964,875	-	-
STERLITE INDUSTRIES (INDIA) LIMITED	24,000	2,248,800	-	-



(A) Closing Stock of Shares		As at March 31, 2013		As at March 31, 2012	
Name of the Company	Number	(Amount in ₹)	Number	(Amount in ₹)	
TATA CONSULTANCY SERVICES LIMITED	3,500	5,515,125	-	-	
TATA IRON & STEEL COMPANY LIMITED	20,000	6,257,000	-	-	
TATA MOTORS LIMITED	220,000	59,213,000	-	-	
TITAN INDUSTRIES LIMITED	39,000	9,999,600	-	-	
UNITECH LIMITED	270,000	6,358,500	-	-	
UNITED SPIRITS LIMITED	22,500	42,730,875	-	-	
YES BANK LIMITED	241,000	103,364,900	-	-	
Less: Impact of elimination of intercompany transactions	-	(2,536)	-	-	
Total (A)	3,365,873	1,127,076,141	-	-	
(B) Closing Stock of Options		As at March 31, 2013		As at March 31, 2012	
NIFTY O 250615-5200 (Put Option)	59,000	27,022,000	-	-	
NIFTY O 250615-5200 (Put Option)	(45,800)	(15,191,860)	-	-	
NIFTY O 260614-5000 (Put Option)	22,500	9,112,500	-	-	
NIFTY O 260614-5100 (Put Option)	6,800	2,951,200	-	-	
NIFTY O 260614-5200 (Put Option)	6,800	3,182,400	-	-	
NIFTY O 260614-5300 (Put Option)	(36,100)	(17,454,350)	-	-	
NIFTY O 250615-5300 (Put Option)	(13,200)	(4,378,440)	-	-	
Total (B)	-	5,243,450	-	-	
Total Closing Stock of Shares and Options (A+B) (i)	3,365,873	1,132,319,591	-	-	

(ii) Closing Stock of Bonds and Debentures

	As at March 31, 2013		As at March 31, 2012	
Name of the Security	Number	(Amount in ₹)	Number	(Amount in ₹)
Bajaj Auto Finance Limited	236	235,656,872	236	227,075,727
Infrastructure Development Finance Corporation	-	-	91	87,378,044
IFCI Limited	670	673,231,603	-	-
Indian Renewable Energy Development Agency Limited	-	-	271	259,307,951
LIC Housing Finance Limited	100	99,486,400	100	94,330,279
Parsvnath Developers Limited	-	-	245	122,500,000
Power Finance Corporation Limited	-	-	228	230,329,704
Rural Electrification Corporation Limited	-	-	950	12,787,665
Yes Bank Limited	2,010	2,010,000,000	460	476,845,263
Total (ii)	3,016	3,018,374,875	2,581	1,510,554,633

(iii) Closing Stock of Commodities

(A) Closing Stock of Bullions		As at March 31, 2013		As at March 31, 2012	
Items	Number	(Amount in ₹)	Number	(Amount in ₹)	
Gold Medallion 2 Gms	38	245,143	55	355,473	
Gold Medallion 5 Gms	-	-	1	15,748	
Gold Medallion 8 Gms	8	449,532	24	599,376	
Easy Gold 10 Gram	683	21,093,033	1,275	36,285,679	



Name of the Security	As at March 31, 2013		As at March 31, 2012	
	Number	(Amount in ₹)	Number	(Amount in ₹)
Easy Gold 100 Gram	57	17,577,599	46	12,872,995
Easy Gold 50 Gram	98	15,164,597	100	13,992,386
Silver	6,987	366,930,331	9,971	557,528,901
GOLD ETF	-	-	98	277,144
Gold Coin	-	-	2	3,824,727
Gold Bar 999	-	-	191	536,365,186
Gold Bar 995	-	-	49	137,200,000
Total (A)	7,871	421,460,235	11,812	1,299,317,615
(B) Closing Stock of Agri Products				
Castor Seed	2,697	95,017,455	284	10,120,824
Cocud	3,529	53,638,507	7,018	95,775,589
Jeera	282	36,649,000	147	20,593,040
RM Seed	130	4,478,400	1,034	37,080,897
Soyabean	-	-	1,556	44,591,936
Dhaniya	387	26,077,084	-	-
BARLEY	50	633,285	-	-
Less: Impact of elimination of intercompany transactions	-	1,206,606	-	(16,907,970)
Total (B)	7,075	217,700,337	10,038	191,254,316
Total Closing Stock of Commodities (A+B) (iii)	14,946	639,160,572	21,851	1,490,571,931

(iv) Closing Stock of Art Works

(B) Closing Stock of Agri Products	As at March 31, 2013		As at March 31, 2012	
	Number	(Amount in ₹)	Number	(Amount in ₹)
Paintings	-	5,197,122	-	22,304,607
Total (iv)	-	5,197,122	-	22,304,607
Total Closing Stocks [(i)+(ii)+(iii)+(iv)]	3,383,835	4,795,052,160	24,432	3,023,431,171

- m. Subsequent to the Balance Sheet date, Pursuant to provisions of the Companies Act, 1956, the Board of Directors of following subsidiary companies has considered and approved buy back of its equity shares :
- Religare Finance Limited (RFnL) in its meeting held on April 25, 2013 for 451,300 equity shares of ₹ 10 each at a price of ₹ 14 per shares. Consequent to the same, shareholding of the Company in RFNL is reduced to 1,598,700 no(s) of equity share(s).
 - Religare Securities Limited (RSL) in its meeting held on May 2, 2013 for equity shares aggregating to 5,000,000 equity shares of ₹ 10 each at a price of ₹ 274 per share. Consequent to above, the shareholding of the Company in RSL is reduced to 34,492,800 no(s) of equity share(s).
 - Religare Share Brokers Limited (RSBL) in its meeting held on April 25, 2013 for equity shares aggregating to 107,300 equity shares of ₹ 10 each at a price of ₹ 11 per share. Consequent to above, the shareholding of the RSL in RSBL is reduced to 18,92,700 no(s) of equity share(s).
 - Religare Arts Investment Management Limited (RAIML) in its meeting held on April 25, 2013 for equity shares aggregating to 314,970 equity shares of ₹ 10 each at a price of ₹ 12 per share. Consequent to above, the shareholding of the RAIL in RAIML is reduced to 28,65,900 no(s) of equity share(s).
 - Northgate Capital Asia (India) Limited (NCAIL) in its meeting held on May 9, 2013 for equity shares aggregating to 684,100 equity shares of ₹ 10 each at a price of ₹ 13 per share. Consequent to above, the shareholding of the RSL in (NCAIL) is reduced to 16,85,030 no(s) of equity share(s).

Buy back so made will not have any impact on consolidated financials of the Company.



- n. Subsequent to the balance sheet date the Company through its subsidiary RGAM Corporation Private Limited:
- has acquired P.N Vijay Financial Services Private Limited ("PNVFS");
 - has proposed to acquire 40% stake (for upto \$2 Mn) in Quadria Capital Investment Management Pte Ltd. ("Quadria"), subject to regulatory approvals. Quadria is an Asia healthcare focused private equity fund that will invest in the high growth healthcare sector of some of the world's fastest growing economies in South Asia and Southeast Asia; and
 - has entered into a partnership agreement with two other partners for launching Valuequest Capital. Valuequest Capital is an India focused value investing fund. The Company's total investment will be ₹ 4 Crore for 26% stake in Valuequest Capital LLP, the other two partners have equal share of 37%.

o. Joint Venture Information

Joint Venture as required by AS-27 – "Financial Reporting of Interest in Joint Venture" are given below:

- (i) Details of Joint Ventures

Name	Description of Interest	% of Interest	
		Mar -13	Mar -12
Religare Macquarie Wealth Management Limited	Equity Shareholding	50.00%	50.00%
Aegon Religare Life Insurance Company Limited	Equity Shareholding	44.00%	44.00%
Milestone Religare Investment Advisors Limited	Equity Shareholding	50.00%	50.00%
Milestone Religare Capital Management Limited*	Equity Shareholding	50.00%	50.00%

*Company and its subsidiary was excluded from consolidation (Refer Note 40(a)).

- (ii) Company's interest in Joint Ventures

Particulars	As at March 31, 2013 (Amount in ₹)	As at Year Ended March 31, 2012 (Amount in ₹)
Assets	5,525,186,054	4,682,347,001
Liabilities	4,834,975,591	3,709,651,684
Revenue	2,351,430,616	2,202,242,187
Depreciation	33,254,618	65,994,750
Other Expenses	2,917,408,456	3,116,208,690
Capital Commitments	812,857	484,000
Contingent Liabilities	11,800,315	7,611,625

41 Previous Year Figures

Previous year figures have been regrouped, re-arranged and reclassified wherever necessary to conform to the current year's classification.

The notes are an integral part of these Consolidated Financial Statements.

Signature to Note 1 to 41 Forming Part of the Financial Statements

For Price Waterhouse

Firm Registration No - 301112E
Chartered Accountants

Sd /-

PARTHA GHOSH

Partner

Membership No: 55913

For and on behalf of Board of Directors

Sd /-

PADAM BAHL

Director

(DIN 01314395)

Sd /-

SUNIL GODHWANI

Chairman & Managing Director

(DIN-00174831)

Sd /-

SHACHINDRA NATH

Group CEO

Sd /-

ANIL SAXENA

Group CFO

Sd /-

SUDHAKAR SHETTY

Company Secretary

Place : Mumbai

Date : May 23, 2013

Place : New Delhi

Date : May 23, 2013



RELIGARE ENTERPRISES LIMITED **Disclosure of Information Relating to Subsidiaries**

The Ministry of Corporate Affairs, Government of India, vide general circular No. 2 and 3 dated February 08, 2011 respectively has granted a general exemption from compliance with Section 212 of the Companies Act, 1956, subject to fulfilment of certain conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular including the disclosure of information of subsidiaries in the consolidated balance sheet of the Company.

Sl. No.	Name of Holding/Subsidiary	Holding Company		Subsidiary Companies				
		Religare Enterprises Limited	Religare Finvest Limited	Religare Securities Limited	Religare Commodities Limited	REL Infrafacilities Limited	Religare Health Insurance Company Limited	
1	Capital	2,055,013,230	2,287,387,870	394,928,000	20,000,000	308,500,000	1,750,000,000	
2	Reserves / (Accumulated Losses)	20,037,414,833	19,357,623,499	5,089,047,830	562,712,058	(357,581,849)	(461,709,539)	
3	Total Assets	50,947,943,820	141,334,660,181	13,877,060,651	2,424,447,788	1,401,645,195	2,250,798,921	
4	Total Liabilities	50,947,943,820	141,334,660,181	13,877,060,651	2,424,447,788	1,401,645,195	2,250,798,921	
5	Investments*	5,985,000,000	2,714,179,930	302,369,066	36,000	-	1,252,945,935	
6	Total Income	2,208,133,097	22,616,828,573	3,474,075,131	823,973,525	831,468,297	266,730,145	
7	Profit / (Loss) Before Taxation	(7,554,876,265)	2,781,737,962	2,659,005,183	165,818,644	(375,491,796)	(381,580,421)	
8	Provision for Taxation	54,640,250	927,683,103	891,474,648	54,936,624	58,007,471	2,222,756	
9	Profit / (Loss) After Taxation	(7,609,516,515)	1,854,054,859	1,767,530,535	110,882,020	(433,499,269)	(383,803,177)	
10	Dividend	-	549,792,204	-	-	-	-	
	Exchange Rate							
	Reporting Currency	INR	INR	INR	INR	INR	INR	INR

Sl. No.	Name of Holding/Subsidiary	Subsidiary Companies						
		Religare Capitals Markets (India) Limited	Religare Financial Consultancy Services Limited (formerly known as Religare Insurance Broking Limited)*	RGAM Corporation Private Limited	Religare Invesco Asset Management Company Private Limited	Religare Venture Capital Limited	Vistaar Religare Capital Advisors Limited	
1	Capital	500,000	-	990,250,000	669,457,526	300,500,000	2,378,510	
2	Reserves / (Accumulated Losses)	(223,342)	-	6,265,167,882	(304,863,483)	(232,456,760)	(16,928,010)	
3	Total Assets	287,728	-	7,407,442,840	568,600,267	327,406,043	4,168,504	
4	Total Liabilities	287,728	-	7,407,442,840	568,600,267	327,406,043	4,168,504	
5	Investments*	-	-	-	314,384,403	325,244,379	-	
6	Total Income	-	7,734,491	24,469,948	701,138,486	3,055,883	12,617	
7	Profit / (Loss) Before Taxation	(44,338)	(21,895,063)	12,491,750	(49,512,099)	(105,065,854)	(23,958,335)	
8	Provision for Taxation	-	-	4,374,101	-	-	-	
9	Profit / (Loss) After Taxation	(44,338)	(21,895,063)	8,117,649	(49,512,099)	(105,065,854)	(23,958,335)	
10	Dividend	-	-	-	-	-	-	
	Exchange Rate							
	Reporting Currency	INR	INR	INR	INR	INR	INR	INR



RELIGARE ENTERPRISES LIMITED
Disclosure of Information Relating to Subsidiaries

Sl. No.	Name of Holding/Subsidiary	Subsidiary Companies					
		Religare Arts Initiative Limited	Religare Arts Investment Management Limited	Religare Invesco Trustee Company Private Limited	Religare Housing Development Finance Corporation Limited	Religare Health Trust Trustee Manager Pte Ltd ^o	Northgare Capital Asia (India) Limited
1	Capital	380,000,000	35,500,000	500,000	399,980,000	44,072,000	20,000,000
2	Reserves / (Accumulated Losses)	(397,271,567)	8,893,562	(1,751)	907,979,778	(114,905,029)	3,779,658
3	Total Assets	45,868,669	44,502,150	915,515	2,233,826,484	146,254,916	24,013,881
4	Total Liabilities	45,868,669	44,502,150	915,515	2,233,826,484	146,254,916	24,013,881
5	Investments*	-	4,000,000	-	-	-	-
6	Total Income	14,360,156	4,084,224	2,016,460	350,423,146	102,106,840	12,834,178
7	Profit / (Loss) Before Taxation	(121,002,867)	3,093,320	84,880	191,184,625	(18,312,062)	3,589,042
8	Provision for Taxation	-	1,260,720	21,141	54,883,435	-	1,187,963
9	Profit / (Loss) After Taxation	(121,002,867)	1,832,600	63,739	136,301,190	(18,312,062)	2,401,079
10	Dividend	-	-	-	-	-	-
	Exchange Rate					44.07	
	Reporting Currency	INR	INR	INR	INR	SGD	INR

Sl. No.	Name of Holding/Subsidiary	Subsidiary Companies				
		Religare Global Asset Management Inc. ^o	Northgate Capital, LP ^o	Northgate Capital, LLC ^o	Northgate Capital Asia Limited, Hongkong	NGEM Mexico S. de R.L. de C.V., Mexico ^o
1	Capital	71,751		177,104,630	7,372,054	2,165,446
2	Reserves / (Accumulated Losses)	7,196,246,958	(29,244,895)	531,482,922	7,502,990	6,116,574
3	Total Assets	16,962,524,506	29,244,895	531,482,922	7,502,990	6,116,574
4	Total Liabilities	16,962,524,506	29,244,895	531,482,922	7,502,990	6,116,574
5	Investments*	-	-	-	-	-
6	Total Income	897,210,263	1,660,242,105	1,246,809,586	38,448,797	66,939,558
7	Profit / (Loss) Before Taxation	139,355,539	642,201,029	7,471,198	4,116,937	3,146,656
8	Provision for Taxation	-	-	3,919,748	166,204	984,093
9	Profit / (Loss) After Taxation	139,355,539	642,201,029	3,551,450	3,950,733	2,162,563
10	Dividend	-	-	-	-	-
	Exchange Rate	54.66	54.66	54.66	7.04	4.43
	Reporting Currency	USD	USD	USD	HKD	Mexican Peso
						54.66
						USD



RELIGARE ENTERPRISES LIMITED

Disclosure of Information Relating to Subsidiaries

Sl. No.	Name of Holding/Subsidiary	Subsidiary Companies					
		Religare Bullion Limited ¹	Religare Share Brokers Limited	Religare Advisory Services Limited	Religare Finance Limited	Religare Investment Advisors Limited	Religare Commodity Broking Private Limited
1	Capital	100,000,000	20,000,000	37,500,000	20,500,000	20,000,000	3,000,000
2	Reserves / (Accumulated Losses)	23,771,843	1,180,705	(36,697,076)	7,561,890	(5,205,710)	8,086,889
3	Total Assets	356,426,836	21,409,988	4,081,310	28,232,971	72,862,085	12,164,931
4	Total Liabilities	356,426,836	21,409,988	4,081,310	28,232,971	72,862,085	12,164,931
5	Investments ²	-	-	-	-	-	-
6	Total Income	104,077,033	1,527,017	1,131,491	3,177,063	70,486,866	951,354
7	Profit / (Loss) Before Taxation	46,537,509	1,477,524	(7,028,170)	2,663,009	6,170,846	644,467
8	Provision for Taxation	10,826,837	448,919	-	760,616	-	286,465
9	Profit / (Loss) After Taxation	35,710,672	1,028,605	(7,028,170)	1,902,393	6,170,846	358,002
10	Dividend	-	-	-	-	-	-
	Exchange Rate						
	Reporting Currency	INR	INR	INR	INR	INR	INR

Note: The disclosure does not include the companies referred to in second table and para under that table of Note No. 1 (ii) E of the Consolidated Financial Statements that were excluded from the consolidation for the year ended March 31, 2013 for the reason given in Note No.40(a)(iii) of the Consolidated Financial Statements.

* Investments do not include investments made in subsidiaries but include investment made in joint ventures and associate.

¹ Total income is netted of 'purchase' and 'change in stock-in-trade'.

² Subsidiary acquired during the year. Information regarding income, profit / (loss) and tax is for the period starting from the date of acquisition of the subsidiary.

100% shares of the Religare Insurance Broking Limited (RIBL) have been sold on March 26, 2013. From that date RIBL ceases to be subsidiary of the Company.

@ Since it is a Limited Liability Company (LLC) therefore Members interest has been shown instead of capital which includes reserves and surplus.

⌚ Consolidated figures of the company and its subsidiaries Landmark Equity Advisors LLC, Landmark Realty Advisors LLC and Millipon d Associates LLC.

∞ Unaudited figures

For and on behalf of the Board of Directors

Sd/-
PADAM BAHL
Director
(DIN-01314395)

Sd/-
SUNIL GODHWANI
Chairman & Managing Director
(DIN-00174831)

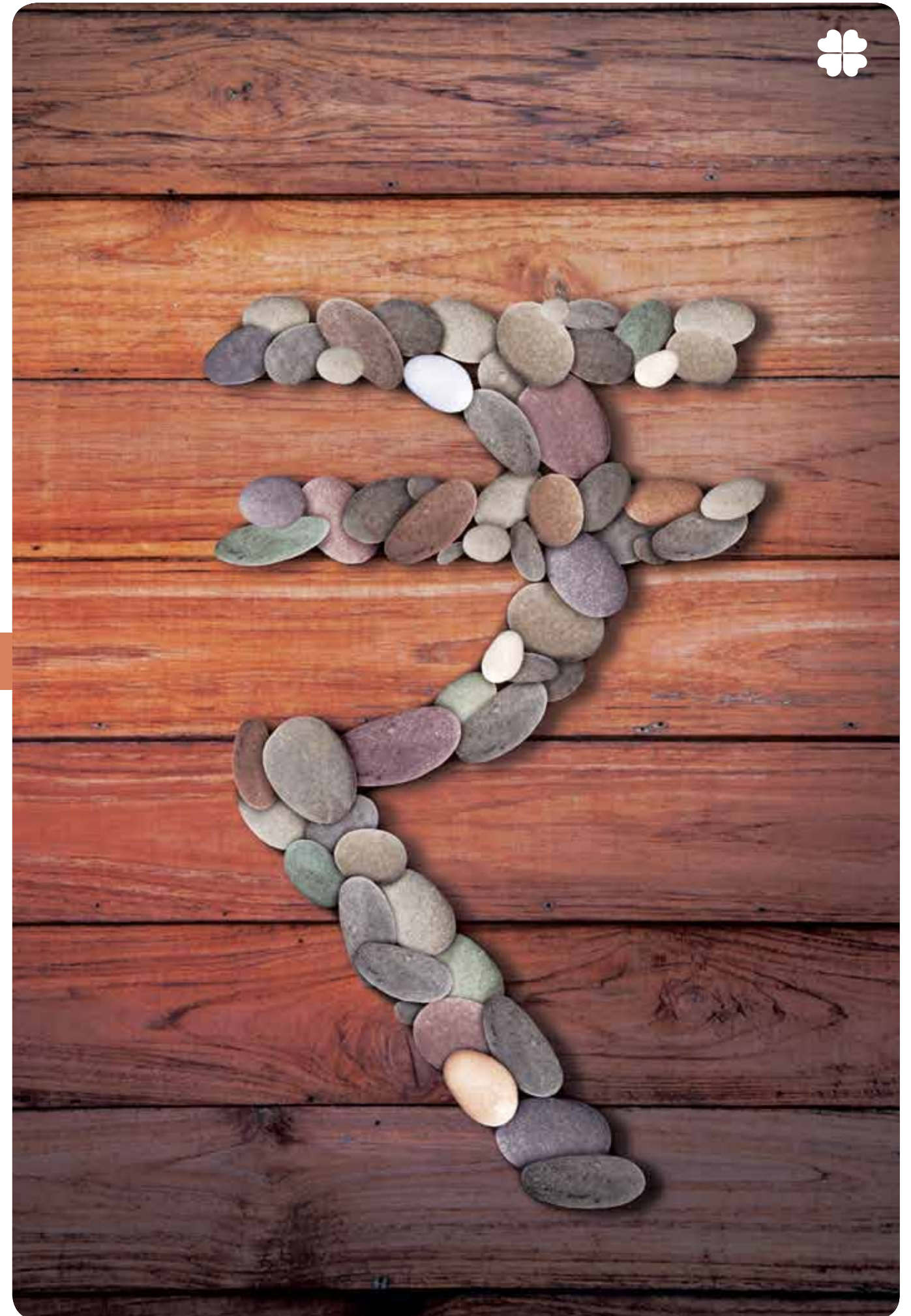
Sd/-
SHACHINDRA NATH
Group CEO

Sd/-
ANIL SAXENA
Group CFO

Sd/-
SUDHAKAR SHETTY
Company Secretary

Place : New Delhi
Date : May 23, 2013





STANDALONE FINANCIALS





Independent Auditors' Report

To the Members of Religare Enterprises Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Religare Enterprises Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of 'the Companies Act, 1956' of India (the "Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by 'the Companies (Auditor's Report) Order, 2003', as amended by 'the Companies (Auditor's Report) (Amendment) Order, 2004', issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;
 - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-
Partha Ghosh
Partner
Membership Number: 55913

Place : Mumbai
Date : May 23, 2013



Referred to in paragraph 7 of the Auditors' Report of even date to the members of Religare Enterprises Limited on the financial statements as of and for the year ended March 31, 2013

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, all the fixed assets have been physically verified by the Management during the preceding year and no material discrepancies have been noticed on such verification. Accordingly no physical verification has been carried out in the current year.
- (c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- ii. The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of Clause 4(ii) of the said Order are not applicable to the Company.
- iii. The Company has not granted / taken any loans, secured or unsecured, to / from companies, firms or other parties covered in the register maintained under Section 301 of the Act. Therefore, the provisions of Clause 4(iii)[(b),(c) and (d) / (f) and (g)] of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of and fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. (a) According to the information and explanations given to us, there have been no contracts or arrangements that need to be entered in the register maintained under Section 301 of the Act.
- (b) In our opinion, and according to the information and explanations given to us, there are no transactions made in pursuance of such contracts or arrangements exceeding the value of Rupees Five Lakhs in respect of any party during the year.
- vi. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.
- viii. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
- ix. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, service tax, income tax though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including investor education and protection fund, employees' state insurance, wealth tax, customs duty, excise duty and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax, wealth tax, service tax, customs duty and excise duty as at March 31, 2013 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	21,819,500	Assessment year 2009-10	Commissioner of Income Tax (Appeals)
	Tax Deducted at Source proceedings under section 201(1)/201(1A) of the Income Tax Act, 1961	136,010	Assessment year 2008-09	
		133,960	Assessment year 2009-10	
	Penalty proceedings under section 271(1)(c)	504,080	Assessment year 2008-09	
Service Tax Regulations	Service Tax on liability on reimbursement of expenses	3,257,977	Financial Year 2005-06 to 2009-10	Commissioner of Service Tax
		1,097,063	Financial Year 2010-11	
		5,195,173	Financial Year 2011-12	



Annexure to the Auditors' Report

- x. The accumulated losses of the Company did not exceed fifty percent of its net worth as at March 31, 2013 and it has not incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- xii. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of Clause 4(xii) of the Order are not applicable to the Company.
- xiii. As the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to the Company, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company.
- xvi. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- xix. The Company has created security/ charge in respect of debentures issued and outstanding at the year-end. The Company issued unsecured compulsory convertible debentures, aggregating ₹ 4,048,354,000 which are outstanding at the year-end, in respect of which it is not required to create security or charge.
- xx. The Company has not raised any money by public issues during the year. Accordingly, the provisions of Clause 4(xx) of the Order are not applicable to the Company.
- xxi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-
Partha Ghosh
Partner
Membership Number: 55913

Place : Mumbai
Date : May 23, 2013

Balance Sheet as at March 31, 2013



Particulars	Note No.	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Equity and Liabilities			
Shareholders' Funds			
Share Capital	3	2,055,013,230	2,054,026,330
Reserves and Surplus	4	20,037,414,833	27,680,568,960
Non - Current Liabilities			
Long - Term Borrowings	5	12,503,354,000	-
Deferred Tax Liabilities (net)	6	15,533,047	22,381,064
Other Long - Term Liabilities	7	6,930,000	8,136,304
Long - Term Provisions	8	15,985,405,659	8,170,931,188
Current Liabilities			
Short - Term Borrowings	9	8,808,061	51,115,000
Trade Payables	10	34,901,125	41,258,028
Other Current Liabilities	11	295,175,660	3,626,154
Short - Term Provisions	12	5,408,205	8,453,363
Total		50,947,943,820	38,040,496,391
Assets			
Non - Current Assets			
Fixed Assets			
Tangible Assets	13	14,515,511	25,981,730
Intangible Assets	14	75,862,545	103,354,229
Intangible Assets under Development	15	-	1,096,453
Non - Current Investments	16	48,969,125,279	37,136,885,998
Long - Term Loans and Advances	17	347,094,465	380,135,368
Current Assets			
Cash and Bank Balances	18	263,186,101	63,832,098
Short - Term Loans and Advances	19	1,222,482,297	329,087,775
Other Current Assets	20	55,677,622	122,740
Total		50,947,943,820	38,040,496,391

Overview and Significant Accounting Policies 1 & 2

The notes are an integral part of these Financial Statements

This is the Balance Sheet referred to in our report of even date

For Price Waterhouse
Firm Registration No - 301112E
Chartered Accountants

For and on behalf of Board of Directors

Sd /-
PARTHA GHOSH
Partner
Membership No: 55913

Sd /-
PADAM BAHL
Director
(DIN 01314395)

Sd /-
SUNIL GODHWANI
Chairman & Managing Director
(DIN-00174831)

Sd /-
SHACHINDRA NATH
Group CEO

Sd /-
ANIL SAXENA
Group CFO

Sd /-
SUDHAKAR SHETTY
Company Secretary

Place : Mumbai
Date : May 23, 2013

Place : New Delhi
Date : May 23, 2013



Statement of Profit and Loss for the year ended March 31, 2013

Particulars	Note No.	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Revenue			
Revenue from Operations	21	1,209,669,838	566,323,405
Other Income	22	998,463,259	3,185,537
Total Revenue		2,208,133,097	569,508,942
Expenses			
Employee Benefits Expense	23	21,309,566	462,995,245
Finance Cost	24	345,118,811	58,618,198
Depreciation and Amortization Expense	25	32,027,295	43,241,675
Other Expenses	26	1,264,553,690	1,822,639,670
Total Expenses		1,663,009,362	2,387,494,788
Profit/ (Loss) Before Exceptional Item and Before Tax		545,123,735	(1,817,985,846)
Exceptional Item: Provision for diminution in value of Long Term Investment in a subsidiary (Refer Note 28 (iii))		8,100,000,000	6,355,500,000
Profit/ (Loss) after Exceptional Item and Before Tax		(7,554,876,265)	(8,173,485,846)
Tax Expense			
Current Tax			
- For the year		53,458,000	-
- For earlier years		8,030,267	-
Deferred Tax (Net)		(6,848,017)	(11,342,238)
Profit / (Loss) for the Year		(7,609,516,515)	(8,162,143,608)
Earnings per equity share	27		
Basic (Face value of ₹ 10 each)		(51.50)	(58.98)
Diluted (Face value of ₹ 10 each)		(51.50)	(58.98)

Overview and Significant Accounting Policies 1 & 2

The notes are an integral part of these Financial Statements

This is the Statement of Profit and Loss referred to in our report of even date

For Price Waterhouse
Firm Registration No - 301112E
Chartered Accountants

For and on behalf of Board of Directors

Sd /-
PARTHA GHOSH
Partner
Membership No: 55913

Sd /-
PADAM BAHL
Director
(DIN 01314395)

Sd /-
SUNIL GODHWANI
Chairman & Managing Director
(DIN-00174831)

Sd /-
SHACHINDRA NATH
Group CEO

Sd /-
ANIL SAXENA
Group CFO

Sd /-
SUDHAKAR SHETTY
Company Secretary

Place : Mumbai
Date : May 23, 2013

Place : New Delhi
Date : May 23, 2013

Cash Flow Statement for the year ended March 31, 2013



Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
A Cash Flow From Operating Activities:		
Loss after Exceptional Item but Before Tax	(7,554,876,265)	(8,173,485,846)
Adjustments for:		
Loss on Sale of Fixed Assets	752,602	1,476,504
Depreciation and Amortisation Expenses	32,027,295	43,241,675
Interest and Finance Cost	345,118,811	58,290,643
Interest Income on Debentures and Inter Corporate Loans	(248,244,451)	(146,617,321)
Dividend Income on Long Term Investments	(953,271,754)	(5,347,933)
Profit on Sale of Investments of Long Term Investments	-	(2,250,000)
Reversal of Provision for Bad and Doubtful Debts	-	(305,635)
Reversal of Provision for Diminution in Value of Long Term Investment	(990,000,000)	-
Loss on sale of Long Term Investments	517,196,119	-
Profit on redemption / sale of Short Term Investments	(8,153,633)	(7,473,789)
Provision for Gratuity and Leave Encashment	(3,941,843)	1,636,463
Balances written off (net)	3,169,126	-
Provision for Diminution in value of Long Term Investments	8,803,011,189	7,929,663,975
Contingent Provision on Standard Assets (provided for)	2,428,315	400,000
Unrealised foreign exchange loss	270,661	-
Tax Deducted at Sources (on recovery of expenses)	(146,800,635)	(117,992,281)
Operating Loss before Working Capital changes	(201,314,463)	(418,763,545)
Adjustments for changes in Working Capital :		
- Decrease in Trade Receivables	-	206,952,672
- Decrease in Other Current Assets	-	1,170,176
- Decrease in Other Non Current Assets	-	98,262
- (Increase)/Decrease in Long Term Loans and Advances	32,972,555	15,959,608
- (Increase)/Decrease in Short Term Loans and Advances	(59,866,367)	170,406,971
- Increase/(Decrease) in Trade Payables	2,162,477	(161,107,881)
- Decrease in Other Long - Term Liabilities	(1,206,304)	(6,360,407)
- Increase/(Decrease) in Other Current Liabilities	195,878,014	(53,379,839)
Cash (Used in) / from Operation	(31,374,088)	(245,023,984)
- Taxes (Paid) / Received (Net)	110,881,549	-
Net Cash Generated From/ (Used in) From Operating Activities (A)	79,507,461	(245,023,984)
B Cash Flow From Investing Activities:		
Adjustments for changes in :		
Purchase of Fixed Assets	(1,834,952)	(72,694,582)
Capital Work in Progress	1,096,453	17,164,341
Proceeds from Sale of fixed assets	8,012,957	137,729,392
Proceeds from Sale of Non Current / Current Investments		
- subsidiary companies (Equity/ Debentures)	3,771,236,110	752,750,000
- other than subsidiary companies (including units of mutual funds)	7,394,737,152	10,563,006,646
Purchase of Non Current/ Current Investments	-	-
- subsidiary Companies (Including Debentures/ Preference Share)	(15,852,655,036)	(6,138,287,432)
- Joint Ventures	(316,000,000)	(814,000,000)
- Others (including units of mutual funds)	(7,388,500,000)	(10,555,532,857)
Dividend Received	953,271,754	5,347,933
Interest Received on Debentures and Inter Corporate Loans	167,120,391	157,265,507
Net Cash (Used in) Investing Activities (B)	(11,263,515,171)	(5,947,251,052)
C Cash Flow From Financing Activities:		
Proceeds from fresh issue of Equity Share Capital (including Securities Premium)	13,992,451	4,087,937,452
Expenses related to issue of securities	(46,643,163)	(14,019,910)
Proceeds from fresh issue of Preference Share Capital (including Securities Premium)	-	1,910,000,000
Proceeds from Long Term Borrowings		
- Long Term Unsecured Compulsory Convertible Debentures	4,048,354,000	(810,179)
- Long Term Secured Non-Convertible Debentures	8,455,000,000	-
Share Application Money against Rights Issue Received	-	4,000,000,000
Share Application Money against Rights Issue Refunded	-	(4,000,000,000)
Inter Corporate Loans Given	(4,187,400,000)	(1,701,000,000)
Inter Corporate Loans (received back)	3,391,812,684	1,541,000,000
Proceeds/ (Repayment) of Short Term Borrowings (net)	(42,306,939)	(41,000,000)
Interest and Finance charges Paid	(249,447,320)	(58,941,500)
Net Cash Generated From Financing Activities (C)	11,383,361,713	5,723,165,863



Cash Flow Statement for the year ended March 31, 2013

Particulars

	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	199,354,003	(469,109,173)
Cash and Cash Equivalents at the Beginning of the Year	63,832,098	532,941,271
Cash and Cash Equivalents at the end of the Year	263,186,101	63,832,098
Cash and Cash Equivalents at the end of the Year comprises of		
Cash in hand	124,935	84,163
Balances with Scheduled Banks in Current Accounts (Refer note 18)	263,061,166	63,747,935
	263,186,101	63,832,098

Notes:

- (1) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standards - 3 on Cash Flow Statement.
- (2) Figures in the bracket indicate cash outgo / income.
- (3) Previous year's figures have been regrouped and rearranged wherever necessary to conform to the current period's classification.

The notes are an integral part of the Financial Statements

This is the Cash Flow Statement referred to in our report of even date

For Price Waterhouse
Firm Registration No - 301112E
Chartered Accountants

For and on behalf of Board of Directors

Sd /-
PARTHA GHOSH
Partner
Membership No: 55913

Sd /-
PADAM BAHL
Director
(DIN 01314395)

Sd /-
SUNIL GODHWANI
Chairman & Managing Director
(DIN-00174831)

Sd /-
SHACHINDRA NATH
Group CEO

Sd /-
ANIL SAXENA
Group CFO

Sd /-
SUDHAKAR SHETTY
Company Secretary

Place : Mumbai
Date : May 23, 2013

Place : New Delhi
Date : May 23, 2013



1 OVERVIEW

Religare Enterprises Limited ("REL" or "the Company") is a leading emerging markets financial services company in India. REL was originally incorporated as a private limited company under the Companies Act, 1956 on January 30, 1984.

The Company is listed on National Stock Exchange (NSE) of India Limited and BSE Limited (BSE). The Company is also registered with the Reserve Bank of India as a Non-Banking Financial Institution without accepting public deposits under section 45 IA of RBI Act, 1934 governed by Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 ("NBFC Directions"). More than 90% of its total assets is invested in long term investments in group companies.

REL is a diversified financial services company with presence in India and abroad operating through its Indian and overseas subsidiaries. The Subsidiaries, Joint Ventures and Associates are primarily engaged in the business of broking in securities and commodities, lending and investments, financial advisory services, custodial and depository operations, portfolio management services, asset management and insurance, institutional equities and investment banking services to its clients.

2 SIGNIFICANT ACCOUNTING POLICIES

A) BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention and on accrual basis of accounting and in accordance with generally accepted accounting principles in India and comply in material aspect with the measurement and recognition principles of Accounting Standards referred in Section 211 (3C) of the Companies Act, 1956 of India ("the Act") read with Companies (Accounting Standard) Rules 2006 to the extent applicable and NBFC Directions.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956 read with RBI Directions as aforesaid. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

B) USE OF ESTIMATES

The presentation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the year in which results are known / materialized.

C) REVENUE RECOGNITION

- (i) Interest income from financing activities is recognized on an accrual basis except in the case of non-performing assets, where it is recognised on realisation, as per the prudential norms of the RBI.
- (ii) Dividend from investments is accounted for as income when the right to receive dividend is established by the reporting date. Dividend income is included under the head "Income from Investments" in the Statement of Profit and Loss.
- (iii) Income from Interest on Fixed Deposits is recognized on accrual basis.
- (iv) Profit earned on sale of securities is recognised on trade date basis, net of expenses. The cost of securities is computed based on weighted average basis.
- (iv) Income from Support Services Fees for rendering of professional services to group companies is recognized on accrual basis.
- (v) Revenue excludes service tax.

D) DEFERRED REVENUE EXPENDITURE

Loan processing charges and Debenture Issue Expenses are amortised over the tenor of the loan/debenture from the month in which the Company has incurred the expenditure.

E) TANGIBLE ASSETS

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. Subsequent expenditures related to an item of tangible assets are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

F) INTANGIBLE ASSETS

Intangible Assets are recognized only if it is probable that the future economic benefits that are attributable to assets will flow to the enterprise and the cost of the assets can be measured reliably. Intangible assets are recorded at cost and carried at cost less accumulated depreciation and accumulated impairment losses, if any.

Computer software which is not an integral part of the related hardware is classified as an intangible asset and is being amortized over the estimated useful life.

G) DEPRECIATION

Immovable assets at the leased premises including civil works, electrical items are capitalized as leasehold improvements and are amortized over the primary period of lease subject to maximum of 6 years.

Depreciation is provided on Straight Line Method, at the rates specified in Schedule XIV of the Companies Act, 1956 or the rates based on useful lives of the assets as estimated by the management, whichever are higher. Depreciation is provided for on a pro-rata basis on the assets acquired, sold or disposed off during the year.

Due to pace of change in technology, change in business dynamics and operations forcing the company to apply new tools and technologies and discard old ones, the company has decided to revise the estimate useful life of asset and apply the revised life and rate of depreciation to all assets purchased and put to use on or after October 1, 2011.

Consequently, the rates of depreciation charged on assets are as below:

Assets Description	Depreciation Rate (%) (Put to use upto September 30, 2011)	Depreciation Rate (%) (Put to use on or after October 1, 2011)	Depreciation Rate (%) (As per Schedule XIV of Companies Act, 1956)
Computers	16.21%	Between 16.21% to 50%	16.21%
Office Equipment *	Between 10% to 20%	Between 10% to 20%	4.75%
Furniture and Fixtures	6.33%	20%	6.33%
Vehicle	9.50%	16.00%	9.50%

* Blackberry and Mobile Phones are depreciated @ 50% p.a.

Individual assets costing up to ₹ 5,000 are fully depreciated in the year of acquisition.

H) INVESTMENTS

Investments are classified into long term investments and current investments. Investments which are by nature readily realisable and intended to be held for not more than one year from the date of investments are current investments and Investments other than current investments are long term investments. Long term investments are accounted at cost and any decline in the carrying value other than temporary in nature is provided for. Current investments are valued at lower of cost and fair/ market value. In case of mutual funds, the net asset value of the units declared by the Mutual Funds is considered as the fair value.

I) FOREIGN CURRENCY TRANSACTIONS

- Transactions in foreign currencies are recorded at the rate of exchange in force at the time of occurrence of the transactions.
- Exchange differences arising on settlement of revenue transactions are recognized in the Statement of Profit and Loss.
- Monetary items denominated in a foreign currency are restated using the exchange rates prevailing at the date of the balance sheet and the resulting net exchange difference is recognized in the Statement of Profit and Loss.

J) EMPLOYEE BENEFITS

- Provident Fund is a defined contribution scheme and the contributions as required by the Statute are charged to the Statement of Profit and Loss as incurred.
- The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service. The Company makes annual contribution to the gratuity fund ("Religare Enterprises Limited Group Gratuity Scheme") established as trust. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation conducted by an independent actuary using the Project Unit Credit Method as at the Balance Sheet Date.
- The employees of the Company are entitled to compensate absences and leave encashment as per the policy of the Company, the liability in respect of which is provided, based on an actuarial valuation as at the Balance Sheet date.



- (iv) Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognized immediately in the Statement of Profit and Loss as income or expense.
- (v) The undiscounted amount of short - term employee benefits expected to be paid in exchange for services rendered by an employee is recognized during the period when the employee renders the service.
- (vi) Stock Options granted to eligible employees under the relevant Stock Option Schemes are accounted for at intrinsic value as per the accounting treatment prescribed by the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 ("SEBI Guideline"). Accordingly, the excess of average market price, determined as per SEBI Guidelines of the underlying equity shares (market value) over the exercise price of the options is recognized as deferred stock option expense and is charged to Statement of Profit and Loss on a straight line basis over the vesting period of the options. The amortised portion of the cost is shown under reserves and surplus.

K) LEASED ASSETS

- i. Assets acquired under Leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. The rentals and all the other expenses of assets under operating lease for the period are treated as revenue expenditure.
- ii. Assets given on operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on straight line basis over the lease term. Operating costs of leased assets, including depreciation are recognized as an expense in the statement of profit and loss. Initial direct cost such as legal costs, brokerages etc. are charged to Statement of Profit and Loss as incurred.

L) TAXES ON INCOME

- (i) Current tax is determined based on the amount of tax payable in respect of taxable income for the year.
- (ii) Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax asset, on timing differences, being the differences between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent years.
- (iii) Provision for taxation for the period(s) is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961.
- (iv) Deferred Tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets, if any.
- (v) Current tax assets and liabilities are offset when there is a legally enforceable rights to set off the recognised amount and there is intention to settle the assets and the liabilities on a net basis.
- (vi) Deferred tax assets and liabilities are offset when there is a legally enforceable rights to set off assets against liabilities representing the current tax and where the deferred tax and liabilities relate to taxes on income levied by the same governing taxation laws.

M) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

- (i) Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are disclosed where there is a possible obligation arising from past events, the existence of which will be conformed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or at present obligation that arises from past events where it is either not probable that an outflow of resources will be required to be settled or a reliable estimate of the amount cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements.
- (ii) Provision for non-performing assets and contingent provision against standard assets has been made as per NBFC Directions.
- (iii) Provision for Long Term Investment is made on assessment of management of business projections and considering net worth of the investee companies. This provision is in compliance with Accounting Standard (AS) -13 and NBFC Directions.

N) IMPAIRMENT OF ASSETS

Assets are reviewed for impairment at each balance sheet date. In case, events and circumstances indicate any impairment, the recoverable amount of these assets is determined. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the



period in which an asset is defined as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount and such loss either no longer exists or has decreased.

O) BORROWING COSTS

Borrowing costs include interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or development of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the Statement of Profit and Loss in which they occur.

P) CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

Q) SEGMENT REPORTING

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted by the Company. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated expenses/income".

R) EARNING PER SHARE

The Basic earning per share is computed by dividing the net profit / loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. For the purpose of calculating Diluted earning per share the net profit for the year attributable to equity shareholders and weighted average number of shares outstanding during the reporting year is adjusted for the effects of all dilutive potential equity shares.

In considering whether potential equity shares are dilutive or anti dilutive, each issue or series of potential equity shares is considered separately rather than in aggregate.



3 Share Capital
Particulars

Authorized Capital

250,000,000 (March 31, 2012: 200,000,000)
Equity Shares of ₹ 10/- each
100,000,000 (March 31, 2012: 100,000,000) Redeemable
Preference shares of ₹ 10/- each

Total

(Pursuant to shareholders approval in Annual General Meeting held on August 29, 2012, Authorised Share Capital of Company has been increased from ₹ 30,000 lacs divided into 2,000 lacs Equity shares of ₹ 10 each and 1,000 lacs Redeemable Preference Shares of ₹ 10 each to ₹ 35,000 lacs by creation of additional 500 lacs Equity Shares of ₹ 10 each aggregating ₹ 5,000 lacs.)

Issued, subscribed and fully paid up shares

149,401,323 (March 31, 2012: 149,302,633)
Equity Shares of ₹ 10/- each
50,000,000 (March 31, 2012: 50,000,000) 13.66% Cumulative
Redeemable Preference shares of ₹ 10/- each
3,500,000 (March 31, 2012: 3,500,000) 11.00% Cumulative
Non-Convertible Redeemable Preference Shares of ₹ 10/- each
2,600,000 (March 31, 2012: 2,600,000) 0.01% Cumulative
Non-Convertible Redeemable Preference Shares of ₹ 10/- each

Total Issued, Subscribed and Fully Paid Up Shares

As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
2,500,000,000	2,000,000,000
1,000,000,000	1,000,000,000
3,500,000,000	3,000,000,000
1,494,013,230	1,493,026,330
500,000,000	500,000,000
35,000,000	35,000,000
26,000,000	26,000,000
2,055,013,230	2,054,026,330

3.1 Reconciliation of the shares outstanding at the beginning and at the end of reporting period

Particulars

Issued, subscribed and fully paid up

Equity Shares of 10/- each

	As at March 31, 2013 Number	Amount (in ₹)	As at March 31, 2012 Number	Amount (in ₹)
Balance at the beginning of the year	149,302,633	1,493,026,330	139,434,494	1,394,344,940
Add: Shares issued during the year through Preferential allotment	1,000	10,000	9,597,156	95,971,560
Add: Shares issued during the year through ESOP	97,690	976,900	270,983	2,709,830
Balance at the end of the year	149,401,323	1,494,013,230	149,302,633	1,493,026,330

13.66% Cumulative Redeemable Preference shares of ₹ 10/- each Fully Paid Up

Balance at the beginning of the year	50,000,000	500,000,000	37,000,000	370,000,000
Add: Shares issued during the year	-	-	13,000,000	130,000,000
Balance at the end of the year	50,000,000	500,000,000	50,000,000	500,000,000

11.00% Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10/- each Fully Paid up

Balance at the beginning of the year	-	-	-	-
Add: Shares issued during the year	3,500,000	35,000,000	3,500,000	35,000,000
Balance at the end of the year	3,500,000	35,000,000	3,500,000	35,000,000

0.01% Cumulative Non-Convertible Redeemable Preference Shares of ₹ 10/- each Fully Paid up

Balance at the beginning of the year	2,600,000	26,000,000	-	-
Add: Shares issued during the year	-	-	2,600,000	26,000,000
Balance at the end of the year	2,600,000	26,000,000	2,600,000	26,000,000

Total

205,501,323	2,055,013,230	205,402,633	2,054,026,330
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Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

3.2 The rights, preferences and restrictions attaching to equity shares including restrictions on the distribution of dividends and the repayment of capital is as under:

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each shareholder is entitled to one vote per share. The company declares and pays dividend in Indian Rupee. The dividend proposed by the Board of the Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of Interim Dividend. In the event of the liquidation of the company, the holder of the equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of the number of the equity shares held by the equity share holders.

The rights, preferences and restrictions attaching to Preference Shares including restrictions on the distribution of dividends and the repayment of capital is as under:

The company has three classes of Preference Shares:

13.66% Cumulative Redeemable Preference Shares

The face value of each share is ₹ 10. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 1956. Each preference share entitles the holder a right to receive, in priority to Equity shareholder, preference dividend on cumulative basis at a rate not exceeding 13.66% per financial year. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to the total of paid up capital plus the redemption premium, any unpaid dividend as per the terms of issue. The shares are allotted in three tranches on October 31, 2008, December 3, 2010 and April 27, 2011 having face value of ₹ 250,000,000, 120,000,000 and ₹ 130,000,000 respectively at ₹100 each (including premium of ₹ 90 per share).

11.00% Cumulative Non-Convertible Redeemable Preference Shares

The face value of each share is ₹ 10. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 1956. Each preference share entitles the holder a right to receive, in priority to Equity shareholder, preference dividend on cumulative basis at a rate not exceeding 11.00% per financial year. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to the total of paid up capital plus the redemption premium, any unpaid dividend as per the terms of issue. The shares were allotted in one tranche on November 12, 2011 having face value of ₹ 35,000,000 at ₹100 each (including a premium of ₹ 90 per share)

0.01% Cumulative Non-Convertible Redeemable Preference Shares

The face value of each share is ₹ 10. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 1956. Each preference share entitles the holder a right to receive, in priority to Equity shareholder, preference dividend on cumulative basis at a rate not exceeding 0.01% per financial year. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to the total of paid up capital plus the redemption premium, any unpaid dividend as per the terms of issue. The shares were allotted in one tranche on January 24, 2012 having face value of ₹ 26,000,000 at ₹100 each (including a premium of ₹ 90 per share).

The redemption of above class of shares can be made either out of the profits of the Company or proceeds of fresh issue of shares made for the purpose of redemption

The repayment terms of preference shares issued to a promoter group entity are as below:

Particulars	March 31, 2013 (Amount in ₹)	March 31, 2012 (Amount in ₹)	Terms of Redemption
13.66% Cumulative Redeemable Preference Shares	50,000,000	500,000,000	Redeemable at a premium not exceeding ₹ 150 per share at the end of 5 years or at an earlier date as may be decided by the Board of Directors of the Company
11.00% Cumulative Non-Convertible Redeemable Preference Shares	35,000,000	35,000,000	Redeemable at a premium not exceeding ₹ 149.20 per share within a period not more than 4 years and 10 months or at an earlier date as may be decided by the Board of Directors of the Company, in one or more tranches.
0.01 % Cumulative Non-Convertible Redeemable Preference Shares	26,000,000	26,000,000	Redeemable at a premium not exceeding ₹ 149.12 per share within a period not more than 3 years and 6 months or at an earlier date as may be decided by the Board of Directors of the Company, in one or more tranches.

The premium payable on redemption of the aforesaid shares will be utilized from the Securities Premium Account as per the provisions of Section 78 of the Companies Act, 1956.



3.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

	Name of the Shareholder	As at March 31, 2013		As at March 31, 2012	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
a. Equity Shares					
	RHC Finance Private Limited	24,565,478	16.44	24,565,478	16.45
	Shivi Holdings Private Limited	14,082,306	9.43	14,082,306	9.43
	Malav Holdings Private Limited	14,082,306	9.43	14,082,306	9.43
	Malvinder Mohan Singh	-	-	19,187,400	12.85
	Shivinder Mohan Singh	19,187,400	12.84	19,187,400	12.85
	Japna Malvinder Singh	14,787,566	9.90	-	0.00
	Shabnam Dhillon	12,846,027	8.60	-	0.00
	Gurkirat Singh Dhillon	-	-	9,673,014	6.48
	Gurpreet Singh Dhillon	-	-	9,673,013	6.48
	Hospitalia Information Systems Private Limited	9,597,156	6.42	9,597,156	6.43
b. Preference Shares					
	RHC Finance Private Limited	12,000,000	21.39	12,000,000	21.39
	RHC Holding Private Limited	19,100,000	34.05	19,100,000	34.05
	Oscar Investment Limited	25,000,000	44.56	25,000,000	44.56

3.4 The particulars of shares reserved for issue under employee options is given in Note 34 (d).

3.5 There are no shares bought back by the company during the period of five years immediately preceding the Balance Sheet Date. There are no securities that are convertible into equity/ preference shares other than employee stock options issued by the Company.

4 Reserves and Surplus

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
a. Capital Redemption Reserve (as per last balance sheet)	750,000	750,000
b. Securities Premium Account		
Balance at the beginning of the year	35,574,666,799	29,880,430,647
Add : Securities premium credited on Equity Share issue during the year	13,005,551	3,989,256,062
Add : Securities premium credited on Preference Share issue	-	1,719,000,000
Less : Securities premium utilised during the year (Expenses relating to Issue of Securities)	(46,643,163)	(14,019,910)
Balance at the end of the year	35,541,029,187	35,574,666,799
c. Share Options Outstanding Account		
Balance as at the beginning of the year	5,568,750	5,568,750
Add: Current Year Transfer	-	-
Less: Employee Stock Option Exercised	(3,445,020)	(3,445,020)
Less: Written Back	(1,221,030)	(1,221,030)
Closing Balance	902,700	902,700



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
d. Other Reserves		
General Reserve		
Balance at the beginning of the year	72,894,307	72,894,307
Add: Current year transfer	-	-
Balance at the end of the year	72,894,307	72,894,307
Statutory Reserve Fund U/s 45 IC of RBI Act, 1934		
Balance at the beginning of the year	10,192,948	10,192,948
Add: Current Period Transfer	-	-
Balance at the end of the year	10,192,948	10,192,948
Surplus		
Balance of Profit and Loss Account at the beginning of the year	(7,978,837,794)	183,305,814
Add: Profit/(Loss) for the current year	(7,609,516,515)	(8,162,143,608)
Balance of Profit and Loss Account at the end of the year	(15,588,354,309)	(7,978,837,794)
Total	20,037,414,833	27,680,568,960

5 Long Term Borrowings

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Secured Loans		
Non Convertible Debentures # (Refer Sch 5.1)	8,455,000,000	-
Sub Total	8,455,000,000	-
Unsecured Loans		
Compulsory Convertible Debentures (Refer Sch 5.2)	4,048,354,000	-
Total	4,048,354,000	-
Grand Total	12,503,354,000	-

As at Balance Sheet date, the company has taken in principle approval for listing of afore said Non Convertible Debentures (NCD) from BSE Limited (BSE) vide letter dated March 19, 2013 and March 21, 2013 respectively. These NCDs were listed on April 5, 2013 and April 10, 2013 on Whole Sale Debt Market Segment (WDM Segment) of BSE in denomination of ₹10 lacs.

5.1 Details of Privately Placed Secured Non Convertible Debentures (NCD's) outstanding as on March 31, 2013 are as below:

Coupon Rate	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)	Date of Allotment	Redeemable on
14% (Refer Note 1 below)	1,363,750,000	-	March 28, 2013	June 30, 2014
14% (Refer Note 1 below)	1,363,750,000	-	March 28, 2013	June 30, 2015
14% (Refer Note 1 below)	1,363,750,000	-	March 28, 2013	June 30, 2016
14% (Refer Note 1 below)	1,363,750,000	-	March 28, 2013	June 30, 2017
Zero (Refer Note 2 below)	3,000,000,000	-	March 28, 2013	March 28, 2018
	8,455,000,000	-		

The above debentures are privately placed with FIIs and Corporates. As per the Trust deed, Non-Convertible Debentures are also secured by specific charge on immovable property of insignificant value.

Note 1 : For the year ended March 31, 2013, the Company issued 14% REL 2017 Secured Rated Listed Non Convertible Debentures of face value of ₹1,000,000 each for a tenor of 4 years, 3 months and 2 days. These Debentures are secured by Pari Passu mortgage over the Company's immovable property in Gujarat, exclusive pledge over issued and paid up equity



shares of Religare Finvest Limited, directly held by the company, exclusive charge on the escrow accounts and amounts lying therein and first ranking charge and hypothecation under RFL Loan agreement and Unconditional and irrevocable personal guarantees of the Promoters in favor of the Debenture Trustee.

Note 2 : For the year ended March 31, 2013, the Company issued Zero Coupon Rated Listed Secured Non Convertible Debentures of face value of ₹1,000,000 each for a tenor of 5 years. These Debentures are secured by first pari passu charge over immovable property of the Company in Gujarat and pledge over 3,11,50,000 equity shares of RGAM Corporation Private Limited directly held by the Company.

5.2 Details of Privately Placed Un Secured Compulsory Convertible Debentures (CCD's) outstanding as on March 31, 2013 are as below

During the year ended March 31, 2013, Board of Directors at its meeting held on September 29, 2012 and Extra - Ordinary General Meeting of Shareholders held on October 26, 2012 have approved to offer and allot 1,000 equity shares of the face value of ₹ 10/- each on a preferential allotment basis to International Finance Corporation ("IFC"), a member of the World Bank Group, at an issue price of ₹ 315.85/- per equity share determined in accordance with the SEBI (ICDR) Regulations, 2009 and upto 45,00,000 compulsory convertible debentures ("CCDs") of the face value of ₹ 1000/- each, to be allotted at par, on a preferential allotment basis to IFC in accordance with the SEBI (ICDR) Regulations, 2009, subject to the overall investment by IFC not exceeding USD 75 Million.

Coupon Rate	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)	Date of Allotment	Redeemable on	Put and Call Option
15%	4,048,354,000	-	7-Nov-12	6-May-14	N.A.

6 Deferred Tax Liabilities (net)

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Deferred Tax Assets		
Leave Encashment	6,589,704	7,890,811
Provision on Contingent Standard Asset	917,647	-
Total Deferred tax Assets	7,507,351	7,890,811
Deferred Tax Liabilities		
Difference between Book and tax depreciation	23,040,398	30,271,875
Total Deferred tax liabilities	23,040,398	30,271,875
Total Deferred Tax (Net)	15,533,047	22,381,064

6.1 Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.

7 Other Long Term Liabilities

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Security Deposits	6,930,000	6,930,000
(b) Dues of other than Micro Small and Medium Enterprises (MSME) parties	-	371,092
(c) Other payables	-	835,212
Total	6,930,000	8,136,304

8 Long Term Provisions

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Provision for employee benefits		
Leave Encashment (Refer Note 31)	17,730,495	16,267,213
(b) Others		
- Provision for diminution in the value of Non-Current investments (Refer Note 8.1)	15,967,675,164	8,154,663,975
Total	15,985,405,659	8,170,931,188



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

- 8.1 The movement of changes in Provision for dimunition, other than temporary, of non-current investments during the year are as follows:

Amount (₹)				
Description	Relationship	As at March 31, 2013	Provision during the Year	As at March 31, 2012
Religare Finance Consultancy Services Limited (formerly Religare Insurance Broking Limited)	Subsidiary	-	(990,000,000)	990,000,000
Religare Capital Markets (India) Limited	Subsidiary	240,000	240,000	-
REL Infra facilities Limited	Subsidiary	417,000,000	417,000,000	-
Religare Commodities Broking (P) Limited	Subsidiary	28,856,670	28,856,670	-
Religare Arts Initiative Limited	Subsidiary	380,000,000	250,000,000	130,000,000
Vistaar Religare Capital Advisors Limited	Subsidiary	36,078,494	6,914,519	29,163,975
Religare Macquarie Wealth Management Limited	Joint venture	650,000,000	-	650,000,000
Religare Capital Markets Limited	Subsidiary	14,455,500,000	8,100,000,000	6,355,500,000
Total		15,967,675,164	7,813,011,189	8,154,663,975

9 Short Term Borrowings

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Unsecured		
Loans and advances from related parties (Refer Note 9.1)	8,808,061	51,115,000
Total	8,808,061	51,115,000

9.1 Loans and advances from related parties repayable on demand

Name of the Party	Rate of Interest	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
R C Nursery Private Limited	12-13%	8,808,061	31,000,000
Luxury Farms Private Limited		-	20,115,000
Total		8,808,061	51,115,000

- 9.2 None of the loans have been guaranteed by the directors. There is no default as on the balance sheet date in repayment of loans and interest.

10 Trade Payables

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Dues of other than Micro Small and Medium Enterprises (MSME) parties	34,901,125	41,258,028
Total	34,901,125	41,258,028

11 Other Current Liabilities

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Current maturities of long-term debt	-	1,086,970
(b) Interest accrued but not due on borrowings	96,091,892	-
(c) Interest accrued and due on borrowings	87,526	507,926
(d) Unpaid dividends *	329,448	329,448
(e) Other payables		
- Taxes & Other Statutory Payables (including Provident Fund and Tax Deducted at Source)	29,669,590	1,410,870
- Others	168,997,204	290,940
Total	295,175,660	3,626,154

* There are no amount due to be deposited in Investor Education and Protection Fund under Section 205 C of the Companies Act, 1956 as at the year end.



12 Short Term Provisions

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Provision for employee benefits Leave Encashment (Refer Note 31)	2,579,890	8,053,363
(b) Others As per NBFC Guidelines (refer Note no. 12.1)	2,828,315	400,000
Total	5,408,205	8,453,363

12.1 As per NBFC Guidelines

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Provisions Against Standard Assets		
- Contingent Provision on Standard Assets	2,828,315	400,000
Total	2,828,315	400,000

12.2 Contingency provision represents 0.25% of the Outstanding Standard Loans, which is in compliance with RBI notification number RBI/2010-11/370 DNB.PD.CC No.207/03.02.2002/2010-11 dated January 17, 2011. In addition to above, the company on prudence basis has created provision on all loans and advances (other than Standard Assets) recoverable in cash or kind as at the Balance Sheet Date.

FIXED ASSETS

13 Tangible Assets

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Balance as at April 1, 2012	Additions during the Year	Disposals during the Year	Balance as at March 31, 2013	Balance as at April 1, 2012	Depreciation for the Year	Other Adjustments	Balance as at March 31, 2013	Balance as at March 31, 2013	Balance as at March 31, 2012
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
Land	1,206,300	-	-	-	1,206,300	-	-	-	-	1,206,300
Computer System and Peripherals	1,217,968	172,000	88,685	1,301,283	163,085	780,240	19,389	923,936	377,347	1,054,883
Vehicles	17,853,700	11,120,580	6,733,120	3,977,604	229,591	2,539,947	1,667,248	5,065,872	13,876,096	
Office equipment	10,113,515	571,926	23,331	10,662,110	269,064	2,536,566	9,512	2,796,118	7,865,992	9,844,451
Total	30,391,483	743,926	11,232,596	19,902,813	4,409,753	3,546,397	2,586,848	5,387,302	14,515,511	25,981,730
Previous Year	95,752,134	32,188,028	97,548,679	30,391,483	13,917,658	7,714,697	17,222,602	4,409,753	25,981,730	

13.1 There are no adjustments to Tangible Assets on account of borrowing costs and exchange differences. There is no revaluation of assets during the year.

14 Intangible Assets

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Balance as at April 1, 2012	Additions during the Year	Disposals during the Year	Balance as at March 31, 2013	Balance as at April 1, 2012	Depreciation for the Year	Other Adjustments	Balance as at March 31, 2013	Balance as at March 31, 2013	Balance as at March 31, 2012
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
Softwares	179,067,671	1,091,025	101,811	180,056,885	75,713,442	28,480,898	-	104,194,340	75,862,545	103,354,229
Total	179,067,671	1,091,025	101,811	180,056,885	75,713,442	28,480,898	-	104,194,340	75,862,545	103,354,229
Previous Year	229,597,443	40,506,554	91,036,326	179,067,671	72,342,972	35,526,978	32,156,508	75,713,442	103,354,229	

14.1 There are no adjustments to Intangible Assets on account of borrowing costs and exchange differences. There is no revaluation of assets during the year.



16.1

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Aggregate amount of :		
- Quoted Investments	-	-
- Unquoted Investments	48,969,125,279	37,136,885,998
Book Value of Investments	48,969,125,279	37,136,885,998

16.2 The company had acquired / transferred/ disposed its investments in subsidiaries and others as below :

Name of the Company	Nos of Shares		(Amount In ₹)	
	Year Ended March 31, 2013	Year Ended March 31, 2012	Year Ended March 31, 2013	Year Ended March 31, 2012
Investments Made During the Year				
In Equity Shares				
RGAM Corporation Limited (formerly Shreyas Stock Broking Private Limited) (became subsidiary w.e.f October 12, 2011)	60,500,000	3,000,000	3,630,216,200	162,421,065
Religare Commodity Broking Private Limited (formerly Shreyas Advisory Services Private Limited) (became subsidiary w.e.f October 12, 2011)	-	300,000	-	39,856,670
RGAM Inc., USA	-	43,480	-	1,933,585,646
Religare Arts Initiative Limited	25,000,000	-	250,000,000	-
Religare Finance Consultancy Services Limited* (formerly Religare Insurance Broking Limited) (ceased to be subsidiary company w.e.f. March 26, 2013)	3,100,000	-	31,000,000	-
Religare Capital Markets (India) Limited	-	50,000	-	500,000
Vistaar Religare Capital Advisors Limited	-	11,804	-	1,924,052
Aegon Religare Life Insurance Company Limited	18,040,000	81,400,000	180,400,000	814,000,000
In Preference Shares (Fully Paid Up)				
RGAM Corporation Limited (0.10 % Cumulative Non-Convertible)	13,425,000	-	1,342,500,000	-
RGAM Corporation Limited (0.01 % Cumulative Non-Convertible)	22,100,000	-	2,210,000,000	-
Religare Macquarie Wealth Management Limited (8% Non-Cumulative Compulsory Convertible)	2,000,000	-	30,000,000	-
Religare Capital Markets Limited	500,000,000	250,000,000	5,000,000,000	2,500,000,000
In Preference Shares (Partly Paid Up)				
Religare Capital Markets Limited (0.02 % Cumulative Non-Convertible)	310,000,000	-	3,100,000,000	-
Non Convertible Debentures				
Religare Finvest Limited	150	-	161,738,836	-
As Share Application Pending for allotment				
RGAM Corporation Limited	-	-	127,200,000	-
Aegon Religare Life Insurance Company Limited #	-	-	105,600,000	-
TOTAL (Inclusive of acquisition related cost)	954,165,150	334,805,284	16,168,655,036	5,452,287,433
Investments Sold During the Year				
Equity Shares				
Religare Finance Consultancy Services Limited* (formerly Religare Insurance Broking Limited)	58,600,000	-	1,021,000,000	-
Religare Global Asset Management Inc.**	67,480	-	3,153,676,919	-
Religare Venture Capital Limited ***	-	30,500,000	-	305,000,000
Preference Shares (Fully paid Up)				
Religare Capital Markets Limited ****	-	9,000,000	-	450,000,000
Non Convertible Debentures				
Religare Finvest Limited	150	-	161,738,836	-
TOTAL	58,667,630	39,500,000	4,336,415,755	755,000,000

On May 10, 2013 10,560,000 shares of ₹ 10 each of ARLIC were allotted in the name of company and its nominees.

Subsequent to the Balance Sheet Date, the Company has invested ₹ 330,000,000 in RGAM Corporation Private Limited towards preference share capital, which is pending for allotment.

* Sold 58,600,000 equity shares of Religare Finance Consultancy Services Limited (RFCSL) of the book value of ₹ 1,021,000,000 at ₹ 50,000,000 resulting a loss of ₹ 971,000,000. As a result RFCSL ceases to continue as a subsidiary of the Company.

** Sold 67,480 equity shares of Religare Global Asset Management Inc., USA ("RGAM") of the book value of ₹ 3,153,676,919 at ₹ 3,607,480,800 to RGAM Corporation Private Limited ("RGAMCPL"). As a result RGAM became subsidiary of RGAMCPL and step down subsidiary of the Company.

*** 30,050,000 equity shares of Religare Venture Capital Limited (RVCL) at a book value of ₹ 300,500,000 to Religare Securities Limited (RSL), a wholly owned subsidiary of the Company. As a result, RVCL became wholly owned subsidiary of RSL and step down subsidiary of the Company.

**** Sold 9,000,000 preference shares of Religare Capital Markets Limited of the book value of ₹ 450,000,000 at ₹ 452,250,000 to one of the promoter group entity.



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

16.3 Pursuant to clause 19.3 and 19.4 of JV agreement dated December 12, 2006 and supplementary agreement dated 19th June, 2007 entered into between Aegon India Holding N.V. ("Aegon"), Religare Enterprises Limited, Aegon has provided capital protection through an irrevocable and unconditional letter of credit (LC) from erstwhile AMB Amro Bank NV now renamed as Royal Bank of Scotland covering the capital contribution with compounding cost at an agreed rate between the joint venture partners. Based on the aforesaid LC, REL has not considered diminution in the value of long term investment in Aegon Religare Life Insurance Company Limited (JV). The total investment made in the JV by REL as at March 31, 2013 ₹ 5,280,000,000 (inclusive of share application money of ₹ 105,600,000 which have been allotted subsequent to the balance sheet date) (previous year ₹ 4,994,000,000).

Accordingly Provision for diminution in value of investment in JV is not required. The compounding return in excess of investment made will be recognised in the Statement of Profit and Loss on obtaining Core Investment Company ("CIC") registration or invocation of letter of credit or exit by sale of investment pursuant to the aforesaid agreement, which ever is earlier.

17 Long Term Loans and Advances

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Unsecured, considered good		
a. Capital Advances	774,156	247,778
b. Security Deposits	70,077,717	65,886,174
c. Prepaid expenses (including unamortised NCD Issue related expenses)	80,473,430	4,325,524
d. Advance payment of Taxes and tax deducted at source (net) (Net of provision for Taxes of ₹ 231,020,330, March 31, 2012 ₹ 213,640,732)	195,668,860	309,507,242
e. Loans and Advances recoverable in cash or in kind or for value to be received		
f. Gratuity (excess of fund over liability) (Refer Note 31)	100,302	168,650
TOTAL	347,094,465	380,135,368

18 Cash and Bank Balances

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Cash and Cash Equivalents:		
Cash in hand	124,935	84,163
Balances with banks in Current Account*	263,061,166	63,747,935
Total	263,186,101	63,832,098

* Includes unpaid dividend of ₹ 329,448 and same is shown under Other Current Liabilities

19 Short Term Loans and Advances

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
a. As per NBFC Guidelines (Refer note 19.1) - Standard		
- To related parties	955,587,317	160,000,000
- To others		
Unsecured, considered good - Standard		
b. Loans and advances to related parties	39,677,718	29,098,668
c. Prepaid expenses (including unamortised NCD Issue related expenses)	124,484,543	80,126,068
d. Deferred Consideration against Sale of Investment of a subsidiary company (Refer Note 19.2)	49,900,000	-
e. Loans and Advances recoverable in cash or in kind	28,646,203	42,896,193
f. Balances with Service Tax and VAT Authorities	24,186,516	16,966,846
Total	1,222,482,297	329,087,775



19.1 As per NBFC Guidelines

Particulars	As at March 31, 2013		As at March 31, 2012	
	Loans & Advances to Related Parties	Other Loans & Advances	Loans & Advances to Related Parties	Other Loans & Advances
Unsecured, Considered Good				
Standard Assets	955,587,317	-	160,000,000	-
Total	955,587,317	-	160,000,000	-
Name of Related Party	Mar-13		Mar-12	
REL Infrafacilities Limited	709,187,317		160,000,000	
Religare Venture Capital Limited	210,000,000			
Religare Arts Initiative Limited	10,700,000			
Religare Investment Advisors Limited	25,700,000			
	955,587,317		160,000,000	

19.2 # During the year ended March 31, 2013 the Company has sold 100% equity shares of the Religare Financial Consultancy Services Limited (formerly known as Religare Insurance Broking Limited) (RFCSL) on March 26, 2013 at an aggregate price of ₹ 50,000,000 and incurred loss on such sale of ₹ 971,000,000. Against afore said sale the company has received ₹ 100,000 as at balance sheet date and balance amount is deferred as per terms of the Share Purchase Agreement.

20 Other Current Assets

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Other Current Assets		
- Interest Accrued on Inter Corporate Loans given and Debentures Invested (from related parties)	55,677,622	122,740
Total	55,677,622	122,740
Name of Related Party	Mar-13	Mar-12
REL Infrafacilities Limited	29,467,406	122,740
Religare Venture Capital Limited	7,355,945	
Religare Arts Initiative Limited	180,581	
Religare Investment Advisors Limited	798,690	
Religare Finvest Limited (On NCD invested)	17,875,000	
	55,677,622	122,740

21 Revenue from Operations

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Income from Operating Activities (Investment and Financing)		
Interest Income on Long term Debenture (net)	163,500,000	137,519,178
Interest income on Short term Debenture (net)	5,728,081	-
Interest Income on Inter Corporate Loans	79,016,370	9,004,877
Other Operating Income		
- Dividend Income (From Long term investments)		
Dividend from subsidiary company	953,271,754	-
Dividend Income from Shares	-	5,347,933
- Net gain on sale of investments		
Profit on sale of Long Term Investment	-	2,250,000
Profit on sale/ redemption of Short Term Investments	8,153,633	7,473,789
Other Financial Services		
Support Service Fees*	-	404,727,628
Total	1,209,669,838	566,323,405

*During the previous year ended March 31, 2012, With effect from October 1, 2011, the Company has migrated its shared services functions to Religare Corporate Services Limited. Accordingly, there is no income and expenses from support services reflected after September 30, 2011.

During the year ended March 31, 2013, the company has received and accounted for dividend income from Religare Finvest Limited (RFL), a subsidiary of the Company @ ₹5.50 per equity share for the year ended March 31, 2012.



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

22 Other Income

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Interest Income		
Interest on Staff Loans	209,161	93,266
Reversal of Provision for Diminution in Value of Long Term Investment # (Refer Note 8.1)	990,000,000	-
Other Non Operating Income (net of expenses)	-	-
Miscellaneous Income (including interest on Income Tax Refund for ₹ 8,234,362)	8,254,098	3,092,271
Total	998,463,259	3,185,537

During the year ended March 31, 2013 the Company has sold 100% equity shares of the Religare Financial Consultancy Services Limited (formerly known as Religare Insurance Broking Limited) (RFCSL) on March 26, 2013 at an aggregate price of ₹ 50,000,000 and incurred loss on such sale of ₹ 971,000,000. By virtue of the same, provision on diminution in value of long term investments being created in earlier years is reversed.

23 Employee Benefits Expense

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Salaries, Allowances and Bonus	21,411,216	380,448,213
Contribution to Provident and Other Funds	1,322,623	13,560,513
Leave Encashment (Refer Note 31)	(1,493,552)	6,358,690
Gratuity (Refer Note 31)	68,357	22,690,212
Staff Welfare Expenses	26,734,735	86,579,502
Training & Recruitment Expenses	6,008,008	33,864,011
Less: Expenses shared by Subsidiaries/Sub-Subsidiaries/ Joint Venture (Refer Note 26.2 below)	(32,741,821)	(80,505,896)
Total	21,309,566	462,995,245

23.1 During the previous year ended March 31, 2012, the company has moved application to Regional Provident Fund Office for surrendering of Religare Enterprises Limited Employees Provident Fund Trust ("Trust") and liquidated all securities and deposited to Provident Fund office held by the Trust upon advice from Employees Provident Fund Organisation (EPF).

The above application got accepted in current year and total amount lying with REL PF Trust had been transferred to REL RPF account. Thus there is no liability on account of PF on Trust and the Company.

23.2 The Company operates a gratuity plan through "Religare Enterprises Limited Group Gratuity Scheme" established as a trust. Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vests after five years of continuous service.

24 Finance Costs

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Interest Expense		
- Inter Corporate Loans	18,013,168	7,808,020
- Interest on Others	-	327,555
- Interest on Compulsory Convertible Debentures	241,237,533	-
- Interest on Non- Convertible Debentures	14,450,900	-
- Amortisation of Expenses related Issue of Non-Convertible Debentures	736,795	-
Other Borrowing Costs		
- LC Charges (Refer Note 30)	70,659,989	50,438,575
- Bank Guarantee Commission & Other Charges	20,426	44,048
Total	345,118,811	58,618,198

24.1 There are no finance costs arising on account of exchange gain difference on account of foreign borrowings.



25 Depreciation & Amortization Expense

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Depreciation - Tangible Assets	3,546,397	7,714,697
Amortization - Intangible Assets	28,480,898	35,526,978
Total	32,027,295	43,241,675

26 Other Expenses

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
Rent	430,916,323	540,120,018
Insurance	4,412,568	4,791,543
Rates and Taxes, excluding taxes on income	7,259,555	10,512,116
Foreign Exchange Loss (net)	270,661	1,618,535
Communication Expenses	4,883,701	19,980,491
Printing and Stationery	1,939,168	5,426,531
Directors Sitting Fees	380,000	400,000
Filing Fees	3,336,602	6,268,722
Advertisement and Business Promotion	14,879,964	23,636,772
License Fees	-	7,478,245
Postage and Courier	1,236,632	3,851,154
Electricity and water expenses	12,711,833	36,612,939
Repair and Maintenance - Others	859,117	25,317,929
Legal and Professional Charges	35,551,989	189,001,255
Membership and Subscription	5,142,883	18,925,843
Office Expenses	432,567	5,200,533
Traveling and Conveyance Expenses	7,255,349	67,709,389
Loss on sale of Fixed assets (Net)	752,602	1,476,504
Miscellaneous Expenses	2,069,255	4,788,402
Donation and charity	-	6,040,000
Penalties under Income Tax Act other than which are compensatory in nature	8,574	385
Payment to Auditors	4,896,705	5,269,748
Balance Written off (net)	3,169,126	-
Provision For Diminution In Value Of Investment (Refer Note 8.1)	703,011,189	1,574,163,975
Loss on sale of Long Term Investments (Net) #	517,196,119	-
Contingent Provision against Standard Assets	2,428,315	400,000
Less: Expenses shared by Subsidiaries/Sub-Subsidiaries/Joint Venture (Refer Note 26.2)	(500,447,107)	(736,351,359)
Total	1,264,553,690	1,822,639,670

Net of Profit on sale of its Long Term Investment in Religare Global Asset Management Inc., USA ("RGAM") to RGAM Corporation Private Limited ("RGAM India") for ₹453,803,881 and Loss on sale of long term Investment in Religare Finance Consultancy Services Limited ("RFCSL") (formerly known as Religare Insurance Broking Limited) for ₹ 971,000,000 to third party.

Consequent to above RGAM became subsidiary of RGAM India and sub subsidiary of the company and RFCSL ceases to be subsidiary of the company.

26.1 Payment to Auditors

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
As Auditor:		
Audit fees	3,571,320	3,529,000
Tax Audit Fees	142,830	132,250
In other Capacity		
For Other Services	727,250	1,095,000
For Reimbursement of Expenses	455,305	513,498
Total	4,896,705	5,269,748



Notes Forming Part of the Financial Statements

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26.2 Recovery of Expenses in Note No. 25 "Employee Benefit Expenses" represents the amount of ₹ 32,741,821 (March 31, 2012 ₹ 80,505,896) reimbursed by the Group Entities towards the Insurance personnel cost and in Note 28 "Other Expenses" represents the amounts of ₹ 500,447,107 (March 31, 2012: ₹ 736,351,359) reimbursed by the Group Entities towards the cost of shared common facilities as per mutually agreed terms with such entities.

27 Earnings per Equity Share

Particulars	Year Ended March 31, 2013 (Amount in ₹)	Year Ended March 31, 2012 (Amount in ₹)
(ia) Net Loss after tax	(7,609,516,515)	(8,162,143,608)
Less: Dividend on Cumulative Preference shares	(72,152,600)	(68,522,183)
Less: Provision for dividend distribution tax on Cumulative Preference shares dividend	(11,704,955)	(11,116,010)
Net Profit available for Equity Shareholders	(7,693,374,070)	(8,241,781,801)
(ib) Adjustments for Diluted Profit/ (Loss)		
Add: Interest Cost on Compulsory Convertible Debentures	241,237,533	-
Less: Tax Saving on Interest on Compulsory Convertible Debentures	(19,994,635)	-
Net Profit (adjusted) available for Equity Shareholders	(7,472,131,172)	(8,241,781,801)
(ii) Weighted Average number of equity Shares for Basic EPS (No)	149,382,666	139,735,978
Add: Adjustments on Weighted Average Number of Potential Equity Shares		
On account of Employees Stock Option	-	-
On account of Compulsory Convertible Debentures	5,091,816	-
for Diluted EPS (No)	154,474,482	139,735,978
(iii) Nominal value of shares	10	10
(iv) Earnings Per Share		
Basic (in ₹)	(51.50)	(58.98)
Diluted (in ₹)	(51.50)	(58.98)

28 Contingent Liabilities

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Other money for which the company is contingently liable		
- Disputed Tax Demands not provided for	32,143,763	26,948,590
- Claim against the company not acknowledged as debts	1,361,773	1,603,666
- Underwriting commitments / obligations for shares/ debentures (Refer Note (i)/(ii) below)	6,257,840,000	14,408,574,647
Total	6,291,345,536	14,437,126,903

- During the previous year ended March 31, 2012 and pursuant to the terms of the tripartite agreement between the Company, RCML and RHC Holding Private Limited ("RHCPL"), the Company has consented to infuse additional capital of upto ₹ 11,198,324,647 in Religare Capital Markets Limited (RCML) in the eventuality of a liquidity requirement by RCML and its subsidiaries to discharge its outstanding borrowings (net of realizable value of securities) as of September 30, 2011. The said capital commitment had been disclosed as a contingent liability in the financial statements of the Company.
- Pursuant to the above agreement and amendment thereon, during the year ended March 31, 2013, the Company upon request of RCML, subscribed 500,000,000, 0.001% Cumulative Non-Convertible Redeemable Preference Shares of ₹10 each (fully paid up) and 620,000,000, 0.002% Cumulative Non-Convertible Redeemable Preference Shares of ₹10 each (₹ 5 partly paid up) aggregating to ₹ 81,00,000,000 in part settlement of the Financial Commitments. Consequently, the remaining capital commitment on partly paid up shares is ₹ 3,100,000,000 and has been disclosed as a contingent liability in the financial statements of the Company.
- Exceptional item "Due to severe long term restrictions imposed on RCML, the company has made provision of investments in equity shares of book value of ₹ NIL (March 31, 2012: ₹ 3,855,500,000 and preference shares of book value of ₹ 8,100,000,000 (March 31, 2012: ₹ 2,500,000,000).

**29 Commitments**

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(b) Other commitments		
- Estimated amount of contracts (net of advances) exclusives of taxes remaining to be executed	575,200,000	800,300,000
Total	575,200,000	800,300,000

30 Expenditure in Foreign Currency on account of:

Particulars	As at March 31, 2013 (Amount in ₹)	As at March 31, 2012 (Amount in ₹)
Legal and Professional Charges	1,130,071	29,368,518
- Travelling and communication	-	2,561,139
- Advertisement and Business Promotion	-	4,355,100
- LC Charges	70,659,989	50,438,575
- Director Sitting Fees	80,000	100,000
- Miscellaneous	47,231	51,164
Total	71,917,291	86,874,496

31 Employees Benefit

The following tables summarize the components of the net employee benefit expenses recognized in the Statement of Profit and Loss, the fund status and amount recognized in the Balance Sheet for the gratuity and leave encashment for the year ended March 31, 2013.

Method: Project Unit Credit Method

S.No.	Particulars	Leave Encashment	Gratuity	Leave Encashment	Gratuity
		Year Ended March 31, 2013		Year Ended March 31, 2012	
I	Assumptions				
	Mortality	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
	Discount Rate	8.00%	8.00%	8.20%	8.20%
	Rate of Increase in Compensation	6.00%	6.00%	6% p.a.	6% p.a.
	Rate of return(expected) on plan assets	8.00%	8.00%	N.A	8.00%
	Withdrawal Rates	18-35: 20% p.a., 36-45: 15% p.a., 46 and above: 5% p.a, CEO & + : 10%	18-35: 20% p.a., 36-45: 15% p.a., 46 and above: 5% p.a, CEO & + : 10%	18-35: 67% p.a., 36-45: 38% p.a., 46 and above: 24% p.a.	18-35: 67% p.a., 36-45: 38% p.a., 46 and above: 24% p.a.
	Expected average remaining service	9 years	9 years	3.13 Years	3.13 Years
II	Changes in present value of obligations				
	PBO at beginning of year	24,320,576	3,554	22,512,575	28,104,888
	Interest Cost	1,664,099	292	2,165,698	1,122,726
	Short Term Service Cost			-	
	Current Service Cost	131,310	17,464	6,384,597	2,951,700
	Benefits Paid	(2,516,639)		(4,550,689)	(116,723)
	Transfer in/(out)				(48,937,479)
	Actuarial (Gain)/Loss on Obligation	(3,288,961)	63,149	(2,191,605)	16,878,442
	PBO at end of period	20,310,385	84,459	24,320,576	3,554



Notes Forming Part of the Financial Statements

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S.No.	Particulars	Leave Encashment	Gratuity	Leave Encashment	Gratuity
		Year Ended March 31, 2013		Year Ended March 31, 2012	
III	Changes in Fair Value of Plan Assets				
	Fair Value of Plan Assets at beginning of year	-	172,204	-	28,102,000
	Expected Return of Plan Assets	-	13,776	-	1,575,875
	Contributions made	-	-	-	23,783,756
	Benefits paid	-	-	-	(116,723)
	Transfer in/(out)	-	-		(49,859,485)
	Actuarial (Gain) / Loss on Plan Assets	-	(1,219)	-	(3,313,219)
	Fair Value of Plan Assets at end of year	-	184,761	-	172,204
IV	Fair Value of Plan Assets	N.A		N.A	
	Fair Value of Plan Assets at beginning of year	-	172,204	-	28,102,000
	Actual Return of plan assets	-	12,557	-	(1,737,344)
	Contributions	-	-	-	23,783,756
	Benefit paid	-	-	-	(116,723)
	Transfer in/(out)	-	-		(49,859,485)
	Fair Value of Plan Assets at end of year	-	184,761	-	172,204
	Funded Status –deficit/ (surplus)	-	(100,302)	-	(168,650)
	Excess of actual over estimated return on Plan Assets	-	(1,219)	-	(3,313,219)
V	Actuarial Gain/(Loss) Recognized				
	Actuarial (Gain)/Loss for the year (Obligation)	(3,288,961)	63,149	(2,191,605)	16,878,442
	Actuarial Gain/(Loss) for the year (Plan Assets)	-	(1,219)	N.A	(3,313,219)
	Total (Gain)/Loss for the year	(3,288,961)	64,368	(2,191,605)	20,191,662
	Actuarial (Gain)/loss Recognized for the year	(3,288,961)	64,368	(2,191,605)	20,191,662
	Unrecognized Actuarial Gain /(Loss) at the end of year	NIL	NIL	NIL	NIL
VI	Amounts to be Recognized in the Balance Sheet				
	PBO at the end of year	20,310,385	84,459	24,320,576	3,554
	Fair Value of Plan Assets at end of year	N.A	184,761	N.A	172,204
	Funded Status –deficit/ (surplus)	20,310,385	(100,302)	N.A	(168,650)
	Unrecognized Actuarial Gain /(Loss)	NIL	-	NIL	-
	Net (Asset)/Liability recognized in the Balance Sheet	20,310,385	(100,302)	24,320,576	(168,650)
VII	Expense Recognized				
	Current Service Cost	131,310	17,464	6,384,597	2,951,700
	Interest Cost	1,664,099	292	2,165,698	1,122,726
	Expected Return on Plan Assets	N.A	(13,776)	N.A	(1,575,875)
	Net Actuarial (Gain) /Loss recognized for the year	(3,288,961)	64,368	(2,191,605)	20,191,662
	Expense recognized in the Statement of Profit & Loss	(1,493,552)	68,348	6,358,690	22,690,212



S.No.	Particulars	Leave Encashment	Gratuity	Leave Encashment	Gratuity
		Year Ended March 31, 2013		Year Ended March 31, 2012	
VIII	Movements in the liability Recognized in Balance Sheet				
	Opening Net Liability	24,320,576	(168,650)	22,512,575	-
	Expenses as above	(1,493,552)	68,348	6,358,690	22,690,212
	Short Term Service Cost	-	-	-	-
	Net Transfer in/(out)	-	-	-	922,006
	Contributions made & Benefit paid	(2,516,639)	-	(4,550,689)	(23,783,756)
	Closing Net Liability **	20,310,385	(100,302)	24,320,576	(171,538)
	Current Liability	2,579,890	-	8,053,363	-
	Non-Current- Liability/(Assets)	17,730,495	(100,302)	16,267,213	(171,538)
IX	Experience Adjustment				
	Benefit Obligation	20,310,385	84,459	24,320,576	3,554
	Fair Value of plan assets	-	184,761	-	172,204
	Funded status- deficit/(surplus)	20,310,385	(100,302)	24,320,576	(168,650)
	Experience adjustments on plan liabilities loss/(gain)	(2,980,024)	11,221	(3,841,578)	168,888,479
	Experience adjustments on plan assets	-	(1,221)	-	(3,313,219)

** The closing liability contains liability for employees who were transferred to Religare Corporate Services Limited from the Company subject to leaves accrued. The accrued leave balances as on March 31, 2013 for the company transferred employees were further deducted by 12 or less leaves each on account of expected leave availment.

Present value of DBO, Fair Value of Plan Assets, Deficit / (Surplus) , Experience Adjustments for earlier periods:

Particulars	Year Ended March 31, 2011		Year Ended March 31, 2010		Year Ended March 31, 2009	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity	Leave Encashment	Gratuity
Benefit Obligation	22,512,575	28,104,888	9,754,091	10,429,372	5,245,347	4,827,642
Fair Value of Plan Assets	-	28,102,000	-	-	-	-
Funded Status - deficit/(surplus)	22,512,575	2,888	9,754,091	10,429,372	5,245,347	4,827,642
Experience Adjustment on Plan Liabilities (Gain)/Loss	9,813,359	12,948,909	Not Available	Not Available	Not Available	Not Available
Experience adjustments on Plan Assets	43.59%	Not Applicable	N.A.	N.A.	N.A.	N.A.

32 Segment Reporting:

1 Business Segment:

- The business segment has been considered as the primary segment.
- The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- The Company's primary business comprises of three business segments viz., Investment & Financing Operations and Support Services.
- Segment revenue, results, assets and liabilities include amounts identifiable to each segments allocated on a reasonable basis.
- The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparation of financial information as stated in (1) above.



2 Geographical Segment:

The Company operates in one Geographic segment namely "Within India" and hence, no separate information for Geographic segment wise disclosure is required.

Information about the primary segment									
(i)	Particulars	Investment & Financing		Support Services		Unallocated		Total	
		Year Ended March 31, 2013	Year Ended March 31, 2012	Year Ended March 31, 2013	Year Ended March 31, 2012	Year Ended March 31, 2013	Year Ended March 31, 2012	Year Ended March 31, 2013	Year Ended March 31, 2012
	Segment Revenue								
	External Segment	2,208,133,097	161,595,777	-	404,727,628	-	3,185,537	2,208,133,097	569,508,942
	Internal Segment	-	-	-	-	-	-	-	-
	Total Revenue	2,208,133,097	161,595,777	-	404,727,628	-	3,185,537	2,208,133,097	569,508,942
(ii)	Segment Results Profit / (Loss)	(7,554,876,265)	(8,070,489,723)	-	74,520,510	-	(177,516,633)	(7,554,876,265)	(8,173,485,846)
	Less: Income Taxes (Current, Deferred Tax)	-	-	-	-	54,640,250	(11,342,238)	54,640,250	(11,342,238)
	Profit / (Loss) After Tax	(7,554,876,265)	(8,070,489,723)	-	74,520,510	54,640,250	(188,858,871)	(7,609,516,515)	(8,162,143,608)
(iii)	Segment Assets	50,752,274,962	37,629,819,763	-	64,389,036	-	-	50,752,274,962	37,694,208,799
	Unallocated Corporate Assets	-	-	-	-	195,668,860	346,287,592	195,668,860	346,287,592
	Total Assets	50,752,274,962	37,629,819,763	-	64,389,036	195,668,860	346,287,592	50,947,943,822	38,040,496,391
(iv)	Segment Liabilities	28,839,982,709	8,263,794,928	-	11,288,151	-	-	28,839,982,709	8,275,083,079
	Unallocated Corporate Liabilities	-	-	-	-	15,533,049	30,818,021	15,533,049	30,818,021
	Total Liabilities	28,839,982,709	8,263,794,928	-	11,288,151	15,533,049	30,818,021	28,855,515,758	8,305,901,100
(v)	Capital Expenditure	1,834,951	72,694,582	-	-	-	-	1,834,951	72,694,582
(vi)	Depreciation	32,027,295	42,178,675	-	-	-	-	32,027,295	42,178,675
(vii)	Non Cash Expenditures other than Depreciation	8,808,879,291	7,929,280,674	-	977,195	-	1,383,194	8,808,879,291	7,931,641,063



33 Related Party Disclosures

Nature of Relationship

(a) (i) Subsidiaries

Name of Party

Religare Securities Limited

Religare Finvest Limited

Religare Finance Consultancy Services Limited (formerly Religare Insurance Broking Limited) ceased to be subsidiary w.e.f. 26/3/2013)

Religare Finance Limited

Religare Capital Markets Limited

REL Infrafacilities Limited

Religare Arts Initiative Limited

Religare Health Insurance Company Limited

Vistaar Religare Capital Advisors Limited

Religare Capital Markets (India) Limited (w.e.f August 1, 2011)

RGAM Corporation (P) Limited (w.e.f. October 12, 2011) (formerly known as Shreyas Stocks (P) Limited)

Religare Commodity Broking (P) Limited (w.e.f. October 12, 2011) (formerly known as Shreyas Advisory Services (P) Limited)

Religare Arts Investment Management Limited

Religare Asset Management Company (P) Limited (formerly known as Religare Asset Management Company Limited)

Religare Global Asset Management Inc. (wholly owned subsidiary of RGAM Corporation Private Limited)

Religare Trustee Company Private Limited (formerly known as Religare Trustee Company Limited)

Religare Venture Capital Limited (became subsidiary of Religare Securities Limited w.e.f. October 11, 2011)

Religare Advisory Services Limited

Religare Commodities Limited

Religare Investment Advisors Limited

Northgate Capital Asia (India) Limited

Religare Bullion Limited

Religare Housing Development Finance Corporation Limited (formerly Maharishi Housing Development Finance Corporation Limited)

Religare Share Brokers Limited

Religare Capital Markets International (Mauritius) Limited

Religare Capital Markets International (UK) Limited

Religare Capital Markets (Europe) Limited (formerly Religare Capital Markets Plc)

Religare Global Asset Management (HK) Limited (formerly Religare Capital Markets (HK) Limited (dissolved w.e.f. 06/07/2012)

(ii) Subsidiaries of Subsidiary



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

Religare Health Trustee Manager Pte Limited (became subsidiary of RGAM Corporation (P) Limited w.e.f. October 12, 2012)

Hichens, Harrison (Middle East) Limited (dissolved w.e.f. December 18, 2012)

Hichens, Harrison (Ventures) Limited

Religare Capital Markets (UK) Limited

Religare Capital Markets (Pty) Ltd (formerly Religare Hichens Harisons (Pty) Ltd)

Religare Capital Markets Corporate Finance Pte Limited (formerly known as Religare Capital Markets Advisers Pte. Ltd.)

London Wall Nominees Limited

Charterpace Limited

HH1803.com Limited (dissolved w.e.f. October 30, 2012)

Tobler (Mauritius) Limited

Tobler UK Limited

Religare Global Asset Management Japan Co. Limited

Religare Investment Holdings (UK) Limited

Religare Securities Australia Pty Limited (Formerly known as Relsec Australia Pty. Ltd)

Bartleet Religare Securities (Private) Limited (formerly known as Bartleet Mallory Stock Brokers Private Ltd)

Bartleet Asset Management Private Limited

Religare Bartleet Capital Markets Private Limited

Relsec Nominees No.1 Pty Limited (dissolved w.e.f. November 11, 2012)

Relsec Nominees No.2 Pty Limited (dissolved w.e.f. November 11, 2012)

Northgate Capital LLC

Northgate Capital LP

Kyte Management Limited (KML) (w.e.f.09/12/2010) Became subsidiary of Religare Capital Markets International (Mauritius) Limited w.e.f. 16-03-2012

Religare Capital Markets (Hong Kong) Limited (formerly known as Central Joint Enterprises Limited)

Religare Capital Markets (Singapore) Pte Limited (formerly known as Central Joint Enterprises Pte Limited, Singapore)

Noah Capital Markets (EMEA) Limited (formerly known as Religare Capital Markets (EMEA) Limited) ceased to be subsidiary of RCML w.e.f February 28, 2013

Strategic Research Limited

Noah Capital Markets (Pty) Limited (formerly Religare Noah Capital Markets (Pty) Limited (ceased to be subsidiary of RCML w.e.f February 28, 2013)



	BJM (UK) Nominee Ltd (ceased to be step down subsidiary of RCML w.e.f. February 28, 2013)
	Religare Capital Markets (Beijing) Limited
	Landmark Partners LLC
	Landmark Realty Advisors LLC
	Landmark Equity Advisors LLC
	Religare Capital Markets Inc.
	Millpound Associates LLC
	Big Vision Land Developers (P) Limited (became subsidiary of Religare Finvest Limited w.e.f. December 31, 2012)
	Cheryl Advisory (P) Limited (became subsidiary of Religare Finvest Limited w.e.f. December 31, 2012)
	Empower Estate Developers (P) Limited (became subsidiary of Religare Finvest Limited w.e.f. December 31, 2012)
(iii) Joint Ventures of Subsidiaries	Milestone Religare Investment Private Limited (w.e.f. 08.04.2009 as Joint Venture of Religare Venture Capital Limited)
	Milestone Religare Capital Management Limited
(b) Joint Ventures	Religare Macquarie Wealth Management Limited
	Aegon Religare Life Insurance Company Limited
(c) Individuals owning directly or indirectly interest in voting power that gives them control	Mr. Malvinder Mohan Singh
	Mr. Shivinder Mohan Singh
(d) Key Management personnel	Mr. Sunil Godhwani
	Mr. Shachindra Nath (resigned from Directorship w.e.f January 24, 2013)
	Mr. Anil Saxena (resigned from Directorship w.e.f January 24, 2013)
(e) Enterprises over which key (d) and (e) are able to exercise significant influence	RHC Holding Private Limited
	RC Nursery Private Limited
	Luxury Farms Private Limited
	Dion Global Solutions Limited (formerly Religare Technova Limited)
	Religare Technologies Limited
	Religare Wellness Limited (formerly Fortis Health world Limited)
	Ligare Travels Limited (formerly Religare Travel (India) Limited)
	SRL Limited (formerly Super Religare Laboratories Limited)
	Religare Aviation Limited (Formerly known as Ran Air Services Limited)
	RHC Finance Private Limited
	Hospitalia Information Systems Private Limited



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

Related Party Transaction for Year Ended March 31, 2013

Following transactions were carried out with related parties in the ordinary course of business:

Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
Inter Corporate Deposit taken	RHC Holding Private Limited	e	200,000,000	-
Inter Corporate Deposit taken Total			200,000,000	-
Inter Corporate Deposit repaid	RHC Holding Private Limited	e	200,000,000	-
	R C Nursery Private Limited	e	22,191,939	27,000,000
	Luxury Farms Private Limited	e	20,115,000	14,000,000
Inter Corporate Deposit repaid Total			242,306,939	41,000,000
Interest on Inter Corporate Deposit	RHC Holding Private Limited	e	13,427,397	-
	R C Nursery Private Limited	e	2,593,810	5,001,289
	Luxury Farms Private Limited	e	1,991,961	2,806,731
Interest on Inter Corporate Deposit Total			18,013,168	7,808,020
Allotment of Non Convertible Debentures (NCD's)	Religare Securities Limited	a (i)	3,000,000,000	-
Allotment of Non Convertible Debentures (NCD's) Total			3,000,000,000	-
Interest Expense on NCD's issued	Religare Securities Limited	a (i)	6,130,558	-
Interest Expense on NCD's issued Total			6,130,558	-
Inter Corporate Deposit Given	Religare Finvest Limited	a (i)	-	830,500,000
	REL Infracilities Limited	a (i)	1,957,000,000	160,000,000
	Religare Investment Advisors Limited	a (ii)	25,700,000	-
	Religare Securities Limited	a (i)	1,330,000,000	-
	Religare Advisory Services Limited	a (ii)	40,000,000	-
	Religare Arts Initiative Limited	a (i)	280,700,000	-
	Religare Bullion Limited	a (ii)	50,000,000	-
	Religare Finance Consultancy Services Limited	a (i)	60,000,000	-
	Religare Venture Capital Limited	a (ii)	444,000,000	-
Inter Corporate Deposit Given Total			4,187,400,000	990,500,000
Inter Corporate Deposit Received Back	Religare Finvest Limited	a (i)	-	830,500,000
	REL Infracilities Limited	a (i)	1,407,812,684	-
	Religare Securities Limited	a (i)	1,330,000,000	-
	Religare Advisory Services Limited	a (ii)	40,000,000	-
	Religare Arts Initiative Limited	a (i)	270,000,000	-
	Religare Bullion Limited	a (ii)	50,000,000	-
	Religare Finance Consultancy Services Limited	a (ii)	60,000,000	-
	Religare Venture Capital Limited	a (ii)	234,000,000	-
Inter Corporate Deposit Received Back Total			3,391,812,684	830,500,000
Interest on Inter Corporate Deposit received / receivable	Religare Finvest Limited	a (i)	-	8,882,137
	REL Infracilities Limited	a (i)	55,894,715	122,740
	Religare Investment Advisors Limited	a (ii)	798,691	-
	Religare Securities Limited	a (i)	6,603,918	-
	Religare Advisory Services Limited	a (ii)	322,192	-
	Religare Arts Initiative Limited	a (i)	2,355,375	-
	Religare Bullion Limited	a (ii)	287,671	-
	Religare Finance Consultancy Services Limited	a (i)	460,274	-
	Religare Venture Capital Limited	a (i)	12,293,534	-
Interest on Inter Corporate Deposit received / receivable Total			79,016,370	9,004,877
Interest Income on Debenture	Religare Finvest Limited	a (i)	169,277,055	137,519,178
Interest Income on Debenture Total			169,277,055	137,519,178
Dividend Received	Religare Finvest Limited	a (i)	953,271,754	-

Notes Forming Part of the Financial Statements

For the year ended March 31, 2013



Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
Dividend Received Total			953,271,754	-
Subscription/Investment to Equity Shares/ Debtenture/ Share Application Money by the Company	Religare Finance Consultancy Services Limited	a (i)	31,000,000	-
	Religare Arts Initiative Limited	a (i)	250,000,000	
	Vistaar Religare Capital Advisors Limited	a (i)	-	1,924,052
	Aegon Religare Life Insurance Company Limited	(b)	286,000,000	814,000,000
	Religare Global Asset Management Inc., USA	a (ii)	-	1,933,585,645
	RGAM Corporation Private Limited	a (i)	3,757,200,000	-
	Religare Capital Markets (India) Limited	a (i)	-	500,000
	Religare Macquarie Wealth Management Limited	(b)	30,000,000	-
Subscription/Investment to Preference Shares	RGAM Corporation Private Limited	a (i)	3,552,500,000	-
Subscription/Investment to Preference Shares	Religare Capital Markets Limited	a (i)	8,100,000,000	2,500,000,000
Compulsory Convertible Debentures	Religare Finvest Limited	a (i)	-	1,500,000,000
Subscription/Investment to Equity Shares/ Debtenture/Preference Share Total			16,006,700,000	6,750,009,697
Advance Against Right Issue Subscription	RHC Finance Private Limited	(e)	-	4,000,000,000
Advance Against Right Issue Subscription Total			-	4,000,000,000
Refund of Advance Against Right Issue Subscription	RHC Finance Private Limited	(e)	-	4,000,000,000
Refund of Advance Against Right Issue Subscription Total			-	4,000,000,000
Subscription/Investment to Securities/ Shares in the Company	Hospitalia Information Systems Private Limited Equity Share @422 per share (including premium of Rs 412 per share)	(e)	-	4,049,999,832
Subscription/Investment to Securities/ Shares in the Company	RHC Finance Private Limited - Preference Share @100 per share (including premium of Rs 90 per share)	(e)	-	1,910,000,000
Subscription/Investment to Securities/ Shares in the Company Total			-	5,959,999,832
Sale of Investment in Equity Shares (at book value)	Religare Securities Limited (of Equity Shares of Religare Venture Capital Limited)	a (i)	-	300,500,000
	Religare Securities Limited (NCD of Religare Finvest Limited)	a (i)	143,761,475	-
	RGAM Corporation Private Limited (Equity Shares of Religare Global Asset Management Inc. USA)	a (i)	3,607,480,800	-
Sale of Investment in Equity Shares Total			3,751,242,275	300,500,000
Sale of Preference Share	RHC Holding (P) Limited (of Religare Capital Markets Limited)	(e)	-	452,250,000
Sale of Preference Share Total			-	452,250,000
Vehicle Lease Rental Paid	Religare Finvest Limited	a (i)	1,388,516	4,378,047
	Religare Capital Market Limited	a (i)	-	151,912
	Religare Securities Limited	a (i)	-	539,928
	Religare Asset Management Company Private Limited	a (i)	-	935,640
Vehicle Lease Rental Paid Total			1,388,516	6,005,527
Legal & Advisory Services	Religare Global Asset Management Inc., USA	a (i)	8,627,769	6,200,030
Legal & Advisory Services Total			8,627,769	6,200,030
Travelling Expense Paid	Ligare Travels Limited	(e)	4,004,197	30,790,415
	Religare Aviation Training Academy Limited	(e)	-	1,280,950
	Religare Aviation Limited	(e)	-	38,028,958
	Religare Voyages Business Services Private Limited	(e)	-	943,455
Travelling Expense Paid Total			4,004,197	71,043,778
Purchase of Art Work	Religare Arts Initiative Limited	a (i)	-	37,500
Purchase of Art Work Total			-	37,500



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
Allocation of Expenses To Other Companies for rendering of services (Support Services)	Religare Securities Limited	a (i)	-	153,373,982
	Religare Finvest Limited	a (i)	-	195,438,235
	Religare Commodities Limited	a (i)	-	23,567,326
	Religare Capital Markets Limited	a (i)	-	26,724,737
	Religare Wellness Limited	(e)	-	300,000
	Northgate Capital Asia (India) Limited	a (i)	-	3,895,230
	Religare Macquarie Wealth Management Limited	(b)	-	1,428,118
Allocation of Expenses To other Companies for rendering of services Total			-	404,727,628
Allocation of Expenses by other Companies for rendering of services	REL Infrafacilities Limited	a (i)	436,122	86,030,381
Allocation of Expenses by other Companies for rendering of services Total			436,122	86,030,381
Expenses Reimbursement by Other Companies (Recovery of Expenses)	Religare Securities Limited	a(i)	66,949,586	258,493,860
	Religare Finvest Limited	a (i)	53,775,492	251,279,057
	Religare Commodities Limited	a (i)	11,048,965	41,801,475
	Religare Finance Consultancy Services Limited	a (i)	154,539	8,637,687
	Religare Capital Markets Limited	a (i)	1,362,565	28,974,455
	REL Infrafacilities Limited	a (i)	902,657	11,883,800
	Religare Arts Initiative Limited	a (i)	482,664	929,795
	Religare Finance Limited	a (i)	-	439,806
	Religare Housing Development Finance Corporation Limited	a (i)	372,044	874,798
	Religare Health Insurance Company Limited	a (i)	1,692,045	1,720,245
	Religare Investment Advisors Limited	a (i)	11,299	-
	Religare Asset Management Company Private Limited	a (i)	389,820	389,820
	Religare Bullion Limited	a (i)	370,743	297,455
	Religare Macquarie Wealth Management Limited	(b)	2,395,904	2,335,949
	RGAM Corporation Private Limited	a (i)	20,000	8,448
	Super Religare Laboratories Limited	(e)	-	10,800,000
	Religare Venture Capital Limited	a (i)	3,789	118,497
	Religare Corporate Services Limited	(e)	352,707,246	176,156,281
	Religare Wellness Limited	(e)	-	33,430
	Dion Global Solutions Limited	(e)	22,656,910	12,193,263
	Religare Technologies Limited	(e)	14,554,722	9,851,511
Expenses Reimbursement by Other Companies Total			529,850,990	817,219,632
Expenses Reimbursement to Other Companies	Religare Securities Limited	a (i)	232,893	40,905,237
	Religare Finvest Limited	a (i)	205,551	13,092,488
	Religare Commodities Limited	a (i)	63,182	3,838,867
	Religare Bullion Limited	a (i)	4,154	275,208
	Religare Finance Consultancy Services Limited	a (i)	2,042	2,934,364
	Religare Macquarie Wealth Management Limited	(b)	-	29,853
	Religare Arts Initiative Limited	a (i)	8,468	254,675
	Religare Capital Markets Limited	a (i)	51,447	6,723,717
	Religare Health Insurance Company Limited	a (i)	853,908	609,644
	Religare Venture Capital Limited	a (i)	-	31,963
	REL Infrafacilities Limited	a (i)	7,526	84,689,210
	Religare Finance Limited	a (i)	-	39,669
	Religare Advisory Services Limited	a (i)	44,014	-
	Religare Technologies Limited	(e)	-	44,061,014
	RHC Holding Private Limited	(e)	-	11,134,835
	Dion Global Solutions Limited	(e)	-	21,174,974

Notes Forming Part of the Financial Statements

For the year ended March 31, 2013



Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
Expenses Reimbursement to Other Companies Total			1,473,185	229,795,718
Advance Paid on behalf of subsidiaries (Including Insurance Premium/ Others)	Religare Health Insurance Company Limited	a (i)	63,990,222	-
Advance Paid on behalf of subsidiaries (Including Insurance Premium/ Others) Total			63,990,222	-
Recovery of Advances Paid on behalf of subsidiaries (Including Insurance Premium/ Others)	Religare Global Asset Management Inc., USA	a (i)	-	153,976,237
	Religare Securities Limited	a (i)	216,737,786	-
	Religare Finvest Limited	a (i)	14,377,795	-
	Religare Commodities Limited	a (i)	7,827,511	-
	Religare Asset Management Company (P) Limited	a (i)	3,463,739	-
	Religare Capital Markets Limited	a (i)	2,015,859	-
	Religare Housing Development Finance Corporation Limited	a (i)	201,935	-
	Religare Bullion Limited	a (i)	161,152	-
	Religare Investment Advisors Limited	a (i)	150,581	-
	RGAM Corporation Private Limited	a (i)	20,051,161	-
	Religare Arts Investment Management Limited	a (i)	38,675	-
	Religare Arts Initiative Limited	a (i)	323,252	-
	Religare Finance Consultancy Services Limited	a (i)	18,939	-
Recovery of Advances Paid on behalf of subsidiaries (Including Insurance Premium/ Others) Total			265,368,385	153,976,237
Reimbursement/Recovery from/to Subsidiaries against Recovery of employees Loan	Religare Finvest Limited	a (i)	-	10,848,321
	Religare Commodities Limited	a (i)	-	50,367
	REL Infrafacilities Limited	a (i)	-	550,694
	Religare Securities Limited	a (i)	-	2,346,239
	Northgate Capital Asia (India) Limited	a (i)	-	177,068
	Religare Corporate Services Limited	(e)	-	45,662
	Religare Capital Markets Limited	a (i)	-	143,333
Reimbursement/Recovery from/to Subsidiaries against Recovery of employees Loan Total			-	14,161,684
Purchase of Assets	Religare Technologies Limited	(e)	-	33,872,476
Purchase of Assets Total			-	33,872,476
Sale/ Transfer of Assets	Religare Corporate Services Limited (net)	(e)	6,111,190	115,514,136
	Northgate Capital Asia (India) Limited	a (i)	1,302,838	-
	REL Infrafacilities Limited	a (i)	144,900	-
	Religare Securities Limited	a (i)	-	1,604,442
	Religare Macquarie Wealth Management Limited	(b)	-	8,821
	Religare Finvest Limited	a (i)	-	1,008,604
	Religare Commodities Limited	a (i)	-	231,262
	Religare Arts Initiative Limited	a (i)	-	18,287
	Religare Capital Markets Limited	a (i)	-	654,536
Sale of Assets Total			7,558,928	119,040,088
Remuneration to Key Managerial Personnel	Mr. Sunil Godhwani	(d)	14,227,103	90,383,166
	Mr. Shachindra Nath	(d)		
	Mr. Anil Saxena	(d)		
Remuneration to Key Managerial Personnel Total			14,227,103	90,383,166
Staff Loan Given	Mr. Shachindra Nath	(d)	8,160,000	-
	Mr. Anil Saxena	(d)	8,660,000	-
Staff Loan Given Total			16,820,000	-
Staff Loan Given Repaid	Mr. Shachindra Nath	(d)	8,160,000	-
	Mr. Anil Saxena	(d)	8,660,000	-
Staff Loan Given Repaid Total			16,820,000	-
Interest Income on Staff Loan Given	Mr. Shachindra Nath	(d)	101,150	-
	Mr. Anil Saxena	(d)	108,011	-



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

Amount in ₹

Nature of Transactions	Name of the Related Party	RP Type	Year Ended March 31, 2013	Year Ended March 31, 2012
Interest Income on Staff Loan Given Total			209,161	
Outstanding Balances Payable				
Unsecured Loans (including interest)	R C Nursery Private Limited	(e)	8,895,612	31,308,047
	Luxury Farms Private Limited	(e)	-	20,314,880
Unsecured Loans Total			8,895,612	51,622,926
Non Convertible Debentures (including interest)	Religare Securities Limited	a (i)	3,005,472,545	
Non Convertible Debentures (including interest) Total			3,005,472,545	-
Security Deposits (received)	Dion Global Solutions Limited	(e)	6,930,000	6,930,000
Security Deposits (received) Total			6,930,000	6,930,000
Other Payables	REL Infracilities Limited	a (i)	1,484,403	5,064,908
	Religare Global Asset Management Inc., USA	a (i)	15,098,251	6,200,030
	Religare Health Insurance Company Limited	a (i)	-	469,970
	Religare Bullion Limited	a (i)	-	26,013
	Northgate Capital Asia (India) Limited	a (i)	-	177,068
	Religare Arts Initiative Limited	a (i)	-	20,953
	Religare Finance Limited	a (i)	-	6,340
	Religare Venture Capital Limited	a (i)	58	16,545
	Ligare Travels Limited	(e)	69,060	-
	Religare Corporate Services Limited	(e)	2,531,356	-
	Religare Asset Management Company Private Limited	a (i)	246,207	-
	Religare Capital Markets Limited	a (i)	102,224	
Other Payables Total			33,391,559	11,981,827
Receivable Investments (Debentures)	Religare Finvest Limited	a (i)	1,500,000,000	1,500,000,000
Investments (Debentures) Total			1,500,000,000	1,500,000,000
Inter Corporate Deposits				
Loan Receivable (including interest)	REL Infracilities Limited	a (i)	738,654,723	160,122,740
	Religare Arts Initiative Limited	a (i)	10,880,581	-
	Religare Investment Advisors Limited	a (i)	26,498,690	-
	Religare Venture Capital Limited	a (i)	217,355,945	-
			993,389,939	160,122,740
Other Receivables	Religare Securities Limited	a (i)	1,735,101	5,621,480
	Religare Finvest Limited	a (i)	20,883,683	4,327,612
	Religare Commodities Limited	a (i)	41,914	40,231
	Religare Arts Initiative Limited	a (i)	1,257	-
	REL Infracilities Limited	a (i)	691,818	-
	Religare Arts Investment Management Limited	a (i)	301	-
	Religare Bullion Limited	a (i)	5,196	-
	Religare Wellness Limited	(e)	-	19,760
	Religare Finance Consultancy Services Limited	a (i)	-	458,044
	RGAM Corporation Private Limited	a (i)	20,000,000	9,318
	Religare Capital Markets Limited	a (i)	-	167,554
	Religare Health Insurance Company Limited	a (i)	1,442,018	-
	Religare Housing Development Finance Corporation Limited	a (i)	1,128	66,480
	Religare Investment Advisors Limited	a (i)	2,349	-
	Religare Aviation Limited	(e)	20,070	-
	Dion Global Solutions Limited	(e)	10,296,411	42,000
	Religare Macquarie Wealth Management Limited	(b)	541,162	2,961,948
	Religare Travels India Limited	(b)	-	68,620
	Religare Corporate Services Limited	(e)	-	98,771
	Religare Technologies Limited	(e)	1,890,311	3,289,146
	Religare Asset Management Company Private Limited	a (i)	-	409,304
Receivables Total			57,552,719	17,580,268

Note: All outstanding Equity and Preference Capital contributions are not shown. Movements during the year are disclosed above as transactions during the year



34 Other Notes

- a. During the year ended March 31, 2011, the Company has been registered as a Non-Banking Financial Institution without accepting public deposits w.e.f. June 18, 2010 under Section 45 IA of Reserve Bank of India Act, 1934 governed by NBFC Directions. Based on the asset and income pattern, the Company has been classified as an Investment Company.
- Pursuant to the Regulatory Framework for Core Investment Companies (CICs) issued by RBI dated August 12, 2010 and revised regulatory framework dated January 5, 2011, the Company has filed specified application to RBI for registration as Non-Deposit Accepting Systematically Important - Core Investment Company (CIC-ND-SI) and same is pending for approval.
- b. Disclosure of details as required by Para 5 of Reserve Bank of India Circular No. DNBS (PD), CC. No. 125/03.05.002/ 2008-09, dated 01-08-2008:

I. Capital to Risk Weighted Assets Ratio (CRAR) (Refer Note below)

	Items	Year Ended March 31, 2013	Year Ended March 31, 2012
(i)	CRAR (%)	-141.61%	30.72%
(ii)	CRAR - (Tier I Capital (%))	-141.61%	25.59%
(iii)	CRAR - (Tier II Capital (%))	0.00%	5.13%

- Notes: (i) For the computation of Net Owned Fund/ CRAR, the company has considered Investments in subsidiary companies/ joint ventures are considered at net value (net of provision for diminution in value of long term investments) as on March 31, 2013 and March 31, 2012.
- (ii) One of the subsidiaries of the Company, RGAM Corporation Private Limited (RGAMCPL) remitted money outside India under Explanation of Regulation 6(3) of the Foreign Exchange Management Act (FEMA), 1999 and regulations contained therein. Due to inadequacy of net worth of RGAMCPL required for remittance (on the date of remittance), the Company allowed its net worth of ₹ 750,000,000 to be used for the purpose of remittance.
- (iii) During the year the company has raised funds through Compulsory Convertible Debentures and Non Convertible Debentures aggregating to ₹ 12,503,354,000 and invested substantial proceeds in its subsidiaries/ group companies/ JV companies. Despite the robust owned fund of ₹ 21,250,607,545, the investments made by the company has resulted in the Net Owned Fund becoming (-) ve by ₹ 10,676,724,472 and (-) ve CRAR.
- (iv) Individual / group exposure limit for investments with certain subsidiaries and group exposure for investments and loans / advances with subsidiaries/ joint ventures/ group companies have exceeded the prescribed limit as per Paragraph 18 of NBFC Directions.

II Exposure to Real Estate Sector

	Category	Year Ended March 31, 2013	Year Ended March 31, 2012
(a)	Direct Exposures		
	(i) Residential Mortgages:-		
	(a) Individuals housing loans upto ₹15 lacs	-	-
	(b) Individuals housing loans more than ₹15 lacs	-	-
	(ii) Commercial Real Estate	-	-
	(iii) Investments in Mortgage Backed Securities (MBS) and other Securitised exposures:-	-	-
	(a) Residential	-	-
	Total		-
(b)	Indirect Exposures		
	Fund based and non fund based exposures on National Housing Bank(NHB) and Housing Finance Companies (HFCs)	Refer Note 1 below	Refer Note 1 below

Notes:

1. Religare Housing Development Finance Corporation Limited (RHDFCL), a company registered with National Housing Bank (NHB) became the subsidiary of the Company w.e.f June 15, 2009 with an investment of ₹965,840,159. In December 3 2010, the company has transferred its holding in RHDFCL to Religare Finvest Limited.



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

III Maturity pattern of certain items of assets and liabilities (At Book Value)

Particulars	1 to 30 days	Over 1 month to 2 month	Over 2 month to 3 months	Over 3 Months upto 6 months	Total
Liabilities					
Borrowing from Banks	-				
Market Borrowings	-	-			
Assets	-				
Advances	104,210,384	131,757,310	200,268,588	311,997,682	748,233,964
Investments (net of provisions)	-	1,400,000,000	-	-	1,400,000,000

Particulars	Over 6 months to 1 year	1 Year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities					
Borrowing from Banks	-				
Market Borrowings	8,808,061	2,727,500,000	5,727,500,000	-	8,463,808,061
Assets	-				
Advances	384,675,873	103,673,968	41,988,974	291,003,982	821,342,797
Investments (net of provisions)	-	25,000,000	3,582,500,000	27,993,950,115	31,601,450,115

^ Secured Compulsorily Convertible Debentures ("CCDs") aggregating to ₹4,048,354,000 has not been considered as part of Market borrowings, these debentures are due for conversion on May 6' 2014.

- c. Disclosures of details as required in terms of Paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007

Liabilities Side:			Amount Outstanding	Amount Overdue
1)		Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
	a)	Debentures : Secured	8,455,000,000	-
		: Unsecured	4,048,354,000	-
		(other than falling within the meaning of Public deposits)	-	-
	b)	Deferred Credits	-	-
	c)	Term Loans	-	-
	d)	Inter-Corporate loans and borrowings	8,808,061	-
	e)	Commercial Paper	-	-
	f)	Other Loans (unsecured finance lease)	-	-
	a)	Working Capital Loan from Banks	-	-
	b)	Interest accrued and due on Unsecured Loans	87,526	-
Assets Side:			Amount Outstanding	
2)		Break-up of Loans and Advances including bills receivables (other than those included in (4) below):		
	a)	Secured		
	b)	Unsecured	955,587,317	
3)		Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/AFC activities		
	i)	Lease assets including lease rentals under sundry debtors:		
	a)	Financial Lease	-	
	b)	Operating Lease	-	
	ii)	Stock on hire including hire charges under Sundry Debtors:		
	a)	Assets on hire	-	
	b)	Repossessed Assets	-	
	iii)	Hypothecation loans counting towards EL/AFC activities		
	a)	Loans where assets have been repossessed	-	
	b)	Loans other than (a) above	-	



		Amount Outstanding
4)	Break-up of Investments:	
	Current Investments:	
1	Quoted:	
	i) Shares: a) Equity	-
	b) Preference	-
	ii) Debentures and Bonds	-
	iii) Units of mutual funds	-
	iv) Government Securities	-
	v) Others	-
2	Unquoted:	
	i) Shares: a) Equity	-
	b) Preference	-
	ii) Debentures and Bonds	-
	iii) Units of mutual funds	-
	iv) Government Securities	-
	v) Others	-
	Long Term Investments (at gross value):	
1	Quoted:	
	i) Shares: a) Equity	-
	b) Preference	-
	ii) Debentures and Bonds	-
	iii) Units of mutual funds	-
	iv) Government Securities	-
	v) Others	-
2	Unquoted:	
	i) Shares: a) Equity *	33,028,825,279
	b) Preference**	14,207,500,000
	ii) Debentures and Bonds	1,500,000,000
	iii) Units of mutual funds	-
	iv) Government Securities	-
	v) Others (share application money)	232,800,000

* Including Partly paid up Equity shares of for ₹3,855,500,000 (Face Value of ₹ 15 each out of which ₹10 is paid up)

** Including Partly Paid up Preference shares of Religare Capital Markets Limited for ₹3,100,000,000 (Face Value of ₹ 10 each out of which ₹5 is paid up)

5) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:

	Category	Amount net of Provisions		
		Secured	Unsecured	Total
1	Related Parties			
	a) Subsidiaries	-	1,038,194,703	1,038,194,703
	b) Companies in the same group	-	-	-
	c) Other related parties	-	12,747,953	12,747,953
2	Other than related parties	-	78,546,204	78,546,204
	Total	-	1,129,488,860	1,129,488,860

6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

	Category	Market Values/ Break-up or Fair value or NAV	Book Value (Net of Provisions)
1	Related Parties		
	(a) Subsidiaries	41,481,457,121	38,389,250,115
	(b) Companies in the same group	1,134,449,024	5,335,000,000
	(c) Other related parties		
2	Other than related parties		
	Total	42,615,906,145	43,724,250,115



Notes Forming Part of the Financial Statements

For the year ended March 31, 2013

7) Other information

	Particulars	Amount
(i)	Gross Non-Performing Assets	
(a)	Related parties	-
(b)	Other than related parties	-
(ii)	Net Non-Performing Assets	
(a)	Related parties	-
(b)	Other than related parties	-
(iii)	Assets acquired in satisfaction of debt	-

d. Details of Employee Stock Option Plans issued by the company

Type of Scheme	ESOP Scheme 2006 (Tranche -I)	ESOP Scheme 2006 (Tranche -II)	ESOP Scheme 2010 (Tranche –I)	ESOP Scheme 2010 (Tranche -II)
Date of grant	15-Nov-06	17-Nov-07	29-Dec-10	18-Mar-11
Number Granted	2,000,000	125,000	6,573,000	6,037,000
Contractual Life (w.e.f. vesting date)	9 yrs	9 yrs	9 yrs	9 yrs
Vesting Conditions	33% on expiry of 12 months from Grant Date 33% on expiry of 24 months from Grant Date 34% on expiry of 36 months from Grant Date			
Method of Option Valuation	Black Scholes Option Pricing Method			
Exercise Price	140	140	481	480
Estimated fair value of share granted	111.47	185	481	480
Type of Scheme	ESOP Scheme 2010 (Tranche -III)	ESOP Scheme 2010 (Tranche –IV)	ESOP Scheme 2012 (Tranche –I)	ESOP Scheme 2012 (Tranche –II)
Date of grant	28-Jul-11	12-Nov-11	13-Mar-12	31-Oct-12
Number Granted	592,500	610,000	12,003,200	120,000
Contractual Life (w.e.f. vesting date)	9 yrs	9 yrs	9 yrs	9 yrs
Vesting Conditions	33% on expiry of 12 months from Grant Date 33% on expiry of 24 months from Grant Date 34% on expiry of 36 months from Grant Date		66% on expiry of 12 months from Grant Date 34% on expiry of 24 months from Grant Date	
Method of Option Valuation	Black Scholes Option Pricing Method			
Exercise Price	461	432	387	303
Estimated fair value of share granted	461	432	387	303

Scheme	No. of Options outstanding as on April 1, 2012	Issued During the year	Cancellation of Options	Options Exercised	Number of Options outstanding as on March 31, 2013
Scheme 2006	254,397	-	267	97,690	156,440
Scheme 2010	254,950	-	204,850	-	50,100
Scheme 2012	12,003,200	120,000	874,400	-	11,248,800
TOTAL	12,512,547	120,000	1,079,517	97,690	11,455,340

Scheme	Exercisable as at March 31, 2013
Scheme 2006	156,440
Scheme 2010	50,100
Scheme 2012	7,346,130
Range of Exercise Price	
ESOP Scheme 2006	140
ESOP Scheme 2010 (Tranche -I)	481
ESOP Scheme 2010 (Tranche -II)	480
ESOP Scheme 2010 (Tranche -III)	461
ESOP Scheme 2010 (Tranche -IV)	432
ESOP Scheme 2012 (Tranche -I)	387
ESOP Scheme 2012 (Tranche -II)	303



e. Disclosures of Transactions as required by Accounting Standard 19 on 'Leases'.

The Company has taken office premises at various locations and vehicles on operating lease and the lease rent in respect of the same have been charged under "Rent and Vehicle Maintenance and running expenses grouped under Miscellaneous expenses respectively" in Schedule 'P' to the Profit and Loss Account. The Agreements are executed for a period ranging between 1 to 5 years. There are no transactions in the nature of sub-lease but the office premises are occupied by the subsidiaries of the Company as permitted under the lease agreements entered by the Company with various landlords.

The minimum lease rentals for non-cancellable leases outstanding as at March 31, 2013, are as under:

(Amount in ₹)

Minimum Lease Rental	As at 31.03.2013	As at 31.03.2012
Within 1 year	400,792,860	219,392,790
Later than 1 year but not more than 5 years	473,354,010	578,486,450
Later than 5 years	-	-

f. Classification of Loans and Advances and provision for Non-Performing Assets/ Investments has been made in accordance with the NBFC Directions issued by Reserve Bank of India after considering subsequent recoveries and realizable value of investments respectively.

Provision for Long Term Investment is made on assessment of management of business projections and considering networth of the investee companies. Classification and Provision for Diminution in the value of long term investments is in compliance with NBFC Directions.

g. The classification of loans into standard, sub-standard and loss assets and investments have been disclosed at gross value and the corresponding provision against non-performing assets/ investments has been included under provisions in accordance with NBFC Directions.

h. There are no transactions during the year with Micro, Small and Medium enterprises and as such there is no balance outstanding as at March 31, 2013.

i. The provision for Income Tax for year ended March 31, 2013 has been made on an estimated basis in accordance with the provision of Income Tax Act, 1961 of India. No provision has been made for Corporate Dividend Tax in view of Exemption u/s 115-O of Income Tax Act, 1961.

j) During the previous year ended March 31, 2012 Religare Finvest Limited (RFL), one of the subsidiaries of the company, has raised 150 cr and 200 cr from Avigo Investments Limited, Mauritius and Nylim Jacobs Ballas India Fund III, LLC respectively through compulsory convertible preference shares, the conversion of which is linked to the performance of the said subsidiary for the financial year 2013. Pursuant to the tripartite agreement, REL has given assurance to compensate shortfall in Internal Rate of Return (IRR) of 14% p.a. subject to the terms of agreement.

In the opinion of the management of the company, the probability of any liability towards the said assurance is remote considering the track record of financial results, distribution of profits, networth of RFL and the value of shares based on the similar issues in the prior years which justifies higher IRR than 14% on exit of the said investors. Accordingly, management of the company is not anticipating any future liability on this assurance.

35 Previous Year Figures

Previous year figures have also been regrouped, re-arranged and reclassified wherever necessary to conform to the current year's classification.

The notes are an integral part of the Financial Statements.

Signature to Notes No. 1 to 35 forming part of the Financial Statements

For Price Waterhouse

Firm Registration No - 301112E
Chartered Accountants

Sd /-

PARTHA GHOSH

Partner

Membership No: 55913

For and on behalf of Board of Directors

Sd /-

PADAM BAHL

Director

(DIN 01314395)

Sd /-

SUNIL GODHWANI

Chairman & Managing Director

(DIN-00174831)

Sd /-

SHACHINDRA NATH

Group CEO

Sd /-

ANIL SAXENA

Group CFO

Sd /-

SUDHAKAR SHETTY

Company Secretary

Place : Mumbai

Date : May 23, 2013

Place : New Delhi

Date : May 23, 2013

Religare is a Latin word that translates as '**to bind together**'
This name has been chosen to reflect the integrated nature of the services offered.

The Religare name is paired with the symbol of a four-leaf clover. Traditionally, it is considered good fortune to find a four-leaf clover as there is only one four-leaf clover for every 10,000 three-leaf clovers found.



Each leaf of the clover has a special meaning.
It is a symbol of Hope. Trust. Care. Good Fortune.



The first leaf of the clover represents Hope.
The aspirations to succeed. The dream of becoming. Of new possibilities. It is the beginning of every step and the foundation on which a person reaches for the stars.



The second leaf of the clover represents Trust.
The ability to place one's own faith in another. To have a relationship as partners in a team. To accomplish a given goal with the balance that brings satisfaction to all, not in the binding, but in the bond that is built.



The third leaf of the clover represents Care.
The secret ingredient that is the cement in every relationship. The truth of feeling that underlines sincerity and the triumph of diligence in every aspect. From it springs true warmth of service and the ability to adapt to evolving environments with consideration to all.



The fourth and final leaf of the clover represents Good Fortune.
Signifying that rare ability to meld opportunity and planning with circumstance to generate those often looked for remunerative moments of success.



Religare Enterprises Limited

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FORM A

1.	Name of the Company:	Religare Enterprises Ltd.
2.	Annual financial statements for the year ended	31st March 2013
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	N.A

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Partha Ghosh

Partha Ghosh
Partner
Membership Number: 55913
Date: JULY 31, 2013

For Religare Enterprises Limited

Sunil Godhwani

Sunil Godhwani
Chairman & Managing Director

Anil Saxena

Anil Saxena
Group CFO

Padam Bahl

Padam Bahl
Chairman- Audit Committee

CERTIFIED TRUE COPY

For RELIGARE ENTERPRISES LIMITED

[Signature]
Director/Company Secretary/Auth. Sign.