

Form MGT-9

Extract of Annual Return as on the financial year ended March 31, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. Registration and other details of Company

CIN:	U74999DL1995PLC064132
Registration Date:	January 6, 1995
Name of the Company:	Religare Finvest Limited
Category / Sub-Category of the Company:	Public Company having share capital
Address of the Registered office and contact details:	2 nd Floor, Rajlok Building, 24, Nehru Place, New Delhi-110019 Tel: 011-46272400; Fax: 011-46272447
Whether listed company:	Yes, the non-convertible debentures of the Company are listed
Name, Address and Contact details of Registrar and Transfer Agent, if any:	Link Intime India Private Limited, C 101, 247 Park , L B S Marg, Vikhroli West, Mumbai- 400 083 Contact Details: Tel No: +91 22 49186000 Fax: +91 22 49186060

2. Principal Business Activity of the Company:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Financing Activity	64920	91.80 %

3. Particulars of Holding, subsidiary and associate Company

Sl. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary / Associate	% of shares held	Applicable Section
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1.	Religare Enterprises Limited*	L74899DL1984PLC146935	Holding Company	85.64% of equity shareholding	2(46)
2	Religare Housing Development Finance Corporation Limited	U74899DL1993PLC054259	Subsidiary Company	87.50 % of equity shareholding	2(87)(ii)

4. Shareholding Pattern of the Company (Equity Share Capital Breakup as percentage of total equity)

a. Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the Year				No. of shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter and Promoter Group									
(1) Indian									
a) Individual /HUF	0	0	0	0	0	0	0	0	0
b) Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	22,44,54,079*	4**	22,44,54,083***	85.64 %	22,44,54,079 #	4**	22,44,54,083##	85.64 %	0
d) Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
Sub-total (A) (1)	22,44,54,079*	4**	22,44,54,083***	85.64 %	22,44,54,079 #	4**	22,44,54,083##	85.64 %	0
(2) Foreign									

a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) other Individuals	0	0	0	0	0	0	0	0	0
c) Body Corp.	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
Sub-total (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters A=A(1)+A(2)	22,44,54,079*	4**	22,44,54,083***	85.64 %	22,44,54,079 #	4**	22,44,54,083##	85.64 %	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (Specify)	0	0	0	0	0	0	0	0	0
i) Qualified Foreign Investors	0	0	0	0	0	0	0	0	0
Sub Total (B)(1)	0	0	0	0	0	0	0	0	0

2. Non - Institutions									0
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian									
ii) Overseas	3,76,41,204	0	3,76,41,204	14.36 %	3,76,41,204	0	3,76,41,204	14.36 %	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individuals Shareholders holding Share Capital Upto Rs. 1 Lac									
ii) Individuals Shareholders holding Share Capital in excess of Rs. 1 Lac	0	0	0	0	0	0	0	0	0
Other (Specify)	0	0	0	0	0	0	0	0	
i) HUF									
ii) Clearing Members	0	0	0	0	0	0	0	0	
iii) Non Resident Indians	0	0	0	0	0	0	0	0	
iv) Trusts	0	0	0	0	0	0	0	0	
Sub-total B(2)	3,76,41,204	0	3,76,41,204	14.36 %	3,76,41,204	0	3,76,41,204	14.36 %	0
Total B = B (1) + B (2)	3,76,41,204	0	3,76,41,204	14.36 %	3,76,41,204	0	3,76,41,204	14.36 %	0
Total = A + B	26,20,95,283	4**	26,20,95,287	100%	26,20,95,283	4**	26,20,95,287	100 %	Nil

*Religare Enterprises Limited (18,94,54,079 Equity Shares) along with its subsidiary company i.e. RGAM Investment Advisers Private Limited (3,50,00,000 Equity Shares) is holding 22,44,54,079 Equity Shares on consolidated basis;

**One equity share of Rs. 10/- each is held by four nominees each on behalf of Religare Enterprises Limited (RFL's Holding Company);

*** Religare Enterprises Limited (18,94,54,079 Equity Shares) along with its subsidiary company i.e. RGAM Investment Advisers Private Limited (3,50,00,000 Equity Shares) and its four nominees holding one equity share each is holding 22,44,54,083 equity shares on consolidated basis;

#Pursuant to scheme of amalgamation, RGAM Investment Advisers Private Limited (RGAM), one of the equity shareholder of RFL has merged with Religare Enterprises Limited (REL) w.e.f. December 29, 2017. Accordingly, the equity shares held by RGAM (holding 3,50,00,000 Equity Shares) in RFL automatically stands transferred in the name of REL;

##Religare Enterprises Limited (22,44,54,079 Equity Shares) along with its four nominees holding one equity share each is holding 22,44,54,083 equity shares on consolidated basis.

b. Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during the Year
		No. of Shares	% of Total Shares of the Company	% of Total Shares pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Total Shares pledged/encumbered to total shares	
1	Religare Enterprises Limited	22,44,54,083*	85.64%	72.29%	22,44,54,083**	85.64%	-	

*Religare Enterprises Limited (18,94,54,079 Equity Shares) along with its subsidiary company i.e. RGAM Investment Advisers Private Limited (3,50,00,000 Equity Shares) and its four nominees holding one equity share each is holding 22,44,54,083 equity shares on consolidated basis at the beginning of the year;

** Pursuant to scheme of amalgamation, RGAM Investment Advisers Private Limited (RGAM), one of the equity shareholders of RFL has merged with Religare Enterprises Limited (REL) w.e.f. December 29, 2017. Accordingly, the equity shares held by RGAM (holding 3,50,00,000 Equity Shares) in RFL automatically stands transferred in the name of REL. Therefore, REL (22,44,54,079 Equity Shares) along with its four nominees holding one equity share each is holding 22,44,54,083 equity shares on consolidated basis. at the end of the year.

c. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholders name	Shareholding	Cumulative Shareholding during the year

1.	Religare Enterprises Limited (REL)	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	22,44,54,083*	85.64%	22,44,54,083*	85.64%
	At the end of the year	22,44,54,083**	85.64%	22,44,54,083**	85.64%

*Religare Enterprises Limited (18,94,54,079 Equity Shares) along with its subsidiary company i.e. RGAM Investment Advisers Private Limited (3,50,00,000 Equity Shares) and its four nominees holding one equity share each is holding 22,44,54,083 equity shares on consolidated basis at the beginning of the year;

** Pursuant to scheme of amalgamation, RGAM Investment Advisers Private Limited (RGAM), one of the equity shareholders of RFL has merged with Religare Enterprises Limited (REL) w.e.f. December 29, 2017. Accordingly, the equity shares held by RGAM (holding 3,50,00,000 Equity Shares) in RFL automatically stands transferred in the name of REL. Therefore, REL (22,44,54,079 Equity Shares) along with its four nominees holding one equity share each is holding 22,44,54,083 equity shares on consolidated basis. at the end of the year.

d. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Shareholding (Equity shares)	Cumulative Shareholding during the year (Equity shares)			
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the
1	Religare Enterprises Limited along with its nominees				
	At the beginning of the year	18,94,54,083	72.29%	18,94,54,083	72.29%
	At the End of the year	22,44,54,083	85.64%	22,44,54,083	85.64%
2	RGAM Investment Advisers Private Limited				
	At the beginning of the year	3,50,00,000	13.35%	3,50,00,000	13.35%

	At the End of the year*	0	0	0	0
3	NYLIM Jacob Ballas India Fund III, LLC				
	At the beginning of the year	2,15,09,260	8.21%	2,15,09,260	8.21%
	At the End of the year	2,15,09,260	8.21%	2,15,09,260	8.21%
4	Resurgence PE Investments Limited (Formerly Avigo PE Investments Ltd)				
	At the beginning of the year	1,61,31,944	6.15%	1,61,31,944	6.15%
	At the End of the year	1,61,31,944	6.15%	1,61,31,944	6.15%

* Pursuant to scheme of amalgamation, RGAM Investment Advisers Private Limited (RGAM), one of the equity shareholders of RFL has merged with Religare Enterprises Limited (REL) w.e.f. December 29, 2017. Accordingly, the equity shares held by RGAM (holding 3,50,00,000 Equity Shares) in RFL automatically stands transferred in the name of REL.

e. Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of Director & KMP's	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
No Director and Key Managerial Personnel of the Company hold shares of the Company					

5. Indebtness

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Amount in Rs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year			Not applicable	
i) Principal Amount	124,388,217,872	8,945,751,288		133,333,969,1

			60
ii) Interest due but not paid *	-	-	-
iii) Interest accrued but not due	1,374,360,771	244,952,394	1,619,313,165
Total (i+ii+iii)	125,762,578,643	9,190,703,682	134,953,282,325
Change in Indebtedness during the financial year			
Addition	-	1,200,000,000	1,200,000,000
Reduction	43,390,836,730	4,598,202,595	47,989,039,325
Net change	(43,390,836,730)	(3,398,202,595)	(46,789,039,325)
Indebtedness at the end of the financial year			
i) Principal Amount	81,654,258,154	5,700,000,000	87,354,258,154
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	717,483,759	92,501,087	809,984,846
Total (i+ii+iii)	82,371,741,913	5,792,501,087	88,164,243,000

6. Remuneration of Directors and Key Managerial Personnel mentioning their gross salary, value of perquisites, profits in lieu of salary, etc.

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Rs)

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Kavi Arora (Former Managing Director & CEO- Resigned w.e.f. Nov 12, 2017)	
1	Gross salary: (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,92,37,762	3,92,37,762

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	24420	24420
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify	-	-
5	Others, please specify	-	-
6	Total (A)*	3,92,62,182	3,92,62,182
7	Ceiling as per the Act**		

**Total (A) of remuneration does not include the number of Stock Options*

***The remuneration paid to MD & CEO is in compliance with the provisions of the Companies Act, 2013.*

B. Remuneration to other directors:

(Amount in Rs)

Sl. no	Particulars of Remuneration	Name of Director				Total Amount
		Mr. Padam Bahl (Independent Director)	Mr. Rama Krishna Shetty (Independent Director)	Mr. Avinash Chander Mahajan (Independent Director)*	Mrs. Sabina Vaisoha (Independent Director)*	
1	Independent Directors					8,00,000
	• Fee for attending board / committee meetings **	2,40,000	1,20,000	2,80,000	1,60,000	
	• Commission	Nil	Nil	Nil	Nil	
	• Others, please specify	Nil	Nil	Nil	Nil	
2	Total (1)	2,40,000	1,20,000	2,80,000	1,60,000	8,00,000
3	2. Other Non-Executive Directors	NA				
	• Fee for attending board /	Nil	Nil	Nil	Nil	Nil

	committee meetings					
	•Commission	Nil	Nil	Nil	Nil	
	• Others, please specify	Nil	Nil	Nil	Nil	
4	Total (2)	Nil	Nil	Nil	Nil	
5	Total (B)=(1+2)	2,40,000	1,20,000	2,80,000	1,60,000	8,00,000
Total Managerial Remuneration		NA	NA	NA	NA	NA
Overall Ceiling as per the Act		NA	NA	NA	NA	NA

*Mr. Avinash Chander Mahajan resigned from the Board of RFL w.e.f. November 29, 2017 and Mrs. Sabina Vaisoha resigned from the Board of RFL w.e.f. March 09, 2018;

**Please note that the Independent Directors are entitled to receive sitting fee @ Rs. 20,000/-each for attending the Board Meetings as well as the Committee Meetings w.e.f. June 28, 2017.

C. Remuneration to key managerial personnel other than MD/manager/WTD

(Amount in Rs.)

Sl. no.	Particulars of	Key Managerial Personnel			Total Amount
1	Gross salary:	MD & CEO (Resigned w.e.f. 12 November 2017)	Mr. Punit Arora - Company Secretary	Mr. Bipin Kabra - Former CFO- Resigned w.e.f. May 15, 2017	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(Covered in point A above under the remuneration to Directors)	31,36,145	19,54,664	50,90,809
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		--	4897	4897
	(c) Profits in lieu of salary under section 17(3)		--	--	--

	Income-tax Act, 1961				
2	Stock Option		--		
3	Sweat Equity		--	--	--
4	Commission - as % of profit - others, specify...		--	--	--
5	Others, please specify		--	--	--
6	Total		31,36,145	19,59,561	50,95,706

7. **Penalties/punishment/compounding of offences** : During the FY 2017-2018, Pursuant to Show Cause Notice dated November 7, 2016, the RBI imposed a penalty of Rs. 20 Lakh vide its letter no. DNBS.ND.NO.592/ND-SI/05.18.135/2017-18 dated October 11, 2017 on RFL with respect to the assignment transaction entered with Strategic Credit Capital Private Limited. RFL has paid this amount towards penalty to the RBI on October 12, 2017.

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

Sd/-

Sd/-

**Place: Gurugram
Date: September 11, 2018**

**Malay Kumar Sinha
Director
DIN: 08140223
Address: B-1503, Antriksh
Nature, Sector-52, Gautam
Buddha Nagar, Noida
201301, Uttar Pradesh**

**Sabina Vaisoha
Director
DIN: 00207306
Address: C-18, South
Extension- Part- 1, New
Delhi-110049**