

February 10, 2012

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

Bombay Stock Exchange Limited  
Corporate Services Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

Scrip Symbol: RELIGARE EQ

Scrip Code: 532915

**Subject: Outcome**

Dear Sir(s),

We wish to inform you that the Board of Directors at their meeting held today have inter-alia, considered and approved the following:

1. Subscription of Non-Convertible Non- Cumulative Preference Shares (herein after "**Preference Shares**") for its wholly owned subsidiary - Religare Capital Markets Limited ('**RCML**') by RHC Holding Private Limited through itself and/ or its subsidiaries or affiliates ('**RHC**').

Wherein:

RHC agreed to subscribe to, in one or more tranches, 'Preference Shares' on certain mutually agreed terms and conditions and rights granted to RHC. Such terms and conditions, inter-alia, mandates certain significant long term restrictions on RCML's ability to transfer funds to the Company in any manner with effect from 1<sup>st</sup> October, 2011 till the date of redemption of the said 'Preference Shares'.

Further, RCML, with our consent, shall pass a resolution to increase the face value of all its equity shares to Rs. 15, which will result in an uncalled capital of Rs. 5 on each existing equity share of RCML held by us and our nominees. Therefore, the equity shares held by us and our nominees will now be partly paid - up equity shares. RCML shall pass a special resolution under Section 99 of the Companies Act, 1956 to the effect that such uncalled share capital shall not be capable of being called up, except in the event and for the purposes of the company being wound up.

RCML, with our consent, shall extend the term of the preference shares held by us in RCML to earlier of (a) redemption of all the 'Preference Shares' or (b) 20 years and reduce the dividend on such preference shares to 0.001% per annum.

Therefore, in view of the above restrictions, read with Accounting Standard 21 referred to in Sec 211(3C) of the Companies Act, 1956, the financial statements of RCML will be excluded from the consolidated financial statements of the Company.

2. Religare Employee Stock Option Scheme 2012, subject to the approval of Shareholders of the Company, provided that the total outstanding ESOPs should not be more than 10% of fully diluted Equity Share Capital of the Company for the time being in force, including any grant made under any previous scheme(s).



3. Un-audited Stand-alone Financial Results of the Company (which have been subjected to Limited Review by the Statutory Auditors) for the quarter ended December 31, 2011. A copy of the same along with Limited Review Report is attached herewith.

Further, the Un-audited Consolidated Financial Results of the Company for the above said quarter ended were also approved. The financials are being sent to you as a matter of additional information and are being published in the newspaper as well.

Further, please be informed that Executive Committee of the Board of Directors of the Company at their meeting held today has inter-alia, considered and approved, issue of Equity Shares on preferential basis to RHC Finance Private Limited, a Promoter Group company, for an amount not exceeding Rs. 405 Crores, subject to necessary approval.

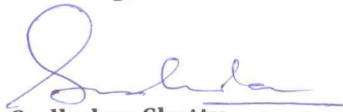
Further an Extra-ordinary General Meeting of the Members of the Company shall be held on March 10, 2012 for seeking their approval for (a) allotment of Equity Shares on preferential basis and (b) approval of Religare Employee Stock Option Scheme 2012.

This is for your kind information and record.

Thanking you.

Yours truly,

**For Religare Enterprises Limited**



**Sudhakar Shetty**  
**Director - Compliance & Secretarial**

