DRAFT RED HERRING PROSPECTUS
Dated: July 19, 2021
Please read Section 32 of the Companies Act 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

ANANDRATHI
Private Wealth. uncomplicated

ANAND RATHI WEALTH LIMITED

(FORMERLY "ANAND RATHI WEALTH SERVICES LIMITED")

"AMFI-Registered Mutual Fund Distributor"

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name of 'Hitkari Finvest Private Limited' on March 22, 1995. It was thereafter renamed as 'AR Venture Funds Management Private Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on April 6, 2005, which was later converted from a private limited company to a public limited company under the Companies Act, 1956, with the name 'AR Venture Funds Management Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on March 8, 2007. Subsequently, 'AR Venture Funds Management Limited' was converted to a private limited company with the name 'AR Venture Funds Management Private Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on July 7, 2015. Thereafter, 'AR Venture Funds Management Private Limited' was again converted to a public limited company with name 'AR Venture Funds Management Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on April 3, 2017. Subsequently 'AR Venture Funds Management Limited' was renamed as 'Anand Rathi Wealth Services Limited' and received a fresh certificate of incorporation from the RoC on July 6, 2017. Thereafter, Anand Rathi Wealth Services Limited was renamed as 'Anand Rathi Wealth Limited' and received a fresh certificate of incorporation from the RoC on January 7, 2021. For further details, in relation to change in name and Registered Office of our Company, see "*History and Certain Corporate Matters*" on page 155 of this Draft Red Herring Prospectus.

Registered Office: Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400 063, Maharashtra, India.
Corporate Office: 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India
Contact Person: Mr. Ashish Chauhan, Company Secretary and Compliance Officer; **Telephone**: +91 (22) 6281 7000; **Email**: csarwsl@rathi.com; **Website**: www.rathi.com/wealth; **Corporate Identity Number**: U67120MH1995PLC086696

PROMOTERS OF OUR COMPANY: MR. ANAND RATHI, MR. PRADEEP GUPTA AND ANAND RATHI FINANCIAL SERVICES LIMITED

INITIAL PUBLIC OFFERING OF UP TO 12,000,000 EQUITY SHARES OF FACE VALUE ₹ 5 EACH ("EQUITY SHARES") OF ANAND RATHI WEALTH LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE"), AGGREGATING UP TO ₹ [●] MILLION, COMPRISING AN OFFER FOR SALE OF: (A) UP TO 9,285,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY ANAND RATHI FINANCIAL SERVICES LIMITED, UP TO 375,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MR. ANAND RATHI AND UP TO 375,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MR. PRADEEP GUPTA (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS") AND (B) UP TO 375,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MR. AMIT RATHI, UP TO 375,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MS. PRITI GUPTA, UP TO 375,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MS. SUPRIYA RATHI, UP TO 375,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY RAWAL FAMILY TRUST, ACTING THROUGH MR. RAKESH RAWAL, UP TO 90,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MR. JUGAL MANTRI AND UP TO 375,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY MR. FEROZE AZEEZ (TOGETHER, THE "OTHER SELLING SHAREHOLDERS") (AS DEFINED HEREINAFTER, AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS") (THE "OFFER"). THE OFFER SHALL CONSTITUTE [●]% OF THE FULLY DILUTED POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMs"), AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [●] AND MUMBAI EDITIONS OF THE MARATHI NEWSPAPER [●] (WHICH ARE WIDELY CIRCULATED ENGLISH, HINDI AND MARATHI NEWSPAPERS, RESPECTIVELY, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS") AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of a revision in the Price Band, the Offer Period will be extended by at least three additional Working Days after revision of the Price Band, subject to the Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Offer Period, if applicable, will be widely disseminated by notification to BSE and NSE, by issuing a public notice and also by indicating the changes on the websites of the BRLMs and at the terminals of the Syndicate Member and by intimation to the Designated Intermediaries.

This is an Offer in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), read with Regulation 31 of SEBI ICDR Regulations. The Offer is being made through the Book Building Process in terms of Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**"), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Offer Price, in accordance with the SEBI ICDR Regulations. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price All Bidders (except Anchor Investors) are mandatorily required to utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective bank accounts and UPI ID in case of RIBs, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or under the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA Process. For further details, see "*Offer Procedure*" on page 322 of this Draft Red Herring Prospectus.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹5 each. The Offer Price/Floor Price/Price Band as determined and justified by our Company, the Selling Shareholders in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, as stated under "*Basis for Offer Price*" on page 89 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investment in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the Risk Factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to "*Risk Factors*" beginning on page 24.

COMPANY'S AND THE SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, Each of the Selling Shareholders, severally and not jointly, accept responsibility for and confirm that the statements specifically made or confirmed by such Selling Shareholders in this Draft Red Herring Prospectus to the extent of information specifically pertaining to itself and its portion of the Equity Shares offered in the Offer for Sale and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, assume no responsibility for any other statement, including, inter alia, any of the statements made by or relating to our Company or any other Selling Shareholders.

LISTING

The Equity Shares, when offered through the Red Herring Prospectus; are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" beginning on page 362.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
Equirus Onward Upward	BNP PARIBAS	IIFL SECURITIES	ANANDRATHI	LINKIntime
Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India Telephone: +91 (22) 4332 0700 Email: arwl.ipo@equirus.com Investor Grievance Email: investorsgrievance@equirus.com Website: www.equirus.com Contact Person: Ms. Mrinmayee Dethe SEBI Registration No.: INM000011286	**BNP Paribas** BNP Paribas House, 1-North Avenue, Maker Maxity, Bandra Kurla Complex Bandra (E), Mumbai 400 051 Telephone: +91 (22) 3370 4000 E-mail: dl.ipo.arwl@asia.bnpparibas.com Investor Grievance E-mail: indiainvestors.care@asia.bnpparibas.com Contact Person: Mr. Mehul Golwala Website: www.bnpparibas.co.in SEBI Registration No.: INM000011534	**IIFL Securities Limited** 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, Maharashtra, India Telephone: +91 (22) 4646 4600 E-mail: arwl.ipo@iiflcap.com Website: www.iiflcap.com Investor grievance Email: ig.ib@iiflcap.com Contact Person: Mr. Aditya Agarwal/ Mr. Harshvardhan Jain SEBI Registration No.: INM000010940	**Anand Rathi Advisors Limited#** 10th Floor, Trade Tower D, Kamala City, Senapati Bapat Marg, Lower Parel Mumbai - 400013, Maharashtra, India Telephone: +91 22 6626 6666 E-mail: alpha.ipo@rathi.com Website: www.rathi.com Investor Grievance Email: grievance.ecm@rathi.com Contact Person: Ms. Astha Daga / Mr.V Prashant Rao SEBI Registration Number: INM000010478	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra , India Telephone: +91 22 4918 6000 E-mail: anandrathi.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance e-mail: anandrathi.ipo@linkintime.co.in Contact person: Ms. Shanti Gopalkrishnan SEBI Registration No.: INR000004058

OFFER PROGRAMME			
FOR ALL BIDDERS, OFFER* OPENS ON:	[●]	**BID/ OFFER CLOSES ON****	[●]

**Our Company and Selling Shareholders in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date i.e. [●].*

*** Our Company and the Selling Shareholders in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations*

 # In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 23(3) of the SEBI ICDR Regulations, Anand Rathi Advisors Limited will be involved only in marketing of the Offer.

This page is intentionally left blank

TABLE OF CONTENTS

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise implies or requires, the terms and abbreviations stated hereunder shall have the meaning as assigned below. References to statutes, rules, regulations, guidelines and policies will, unless the context otherwise requires, be deemed to include all amendments, modifications and replacements notified thereto, as of the date of this Draft Red Herring Prospectus.

Company and Selling Shareholders related terms

Term	Description
"Company", "our Company", "the Company", "ARWL" or "Issuer"	Anand Rathi Wealth Limited *(formerly known as "Anand Rathi Wealth Services Limited")*, a public limited company incorporated under the Companies Act, 1956, AMFI registered Mutual Fund Distributor, and having its registered office at Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400 063, Maharashtra, India
"we", "us", or "our" or "Anand Rathi Wealth Group" or "ARWG"	Unless the context otherwise requires, implies, indicates or refers to Anand Rathi Wealth Limited and its Subsidiaries, on a consolidated basis
"Anand Rathi Group"	Anand Rathi Financial Services Limited and its subsidiaries
"Articles" or "Articles of Association"	The articles of association of our Company, as amended
"ARAL"	Anand Rathi Advisors Limited* **In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 23(3) of the SEBI ICDR Regulations, Anand Rathi Advisors Limited will be involved only in marketing of the Offer.*
"ARCL"	Anand Rathi Commodities Limited
"ARFSL"	Anand Rathi Financial Services Limited
"ARGFL"	Anand Rathi Global Finance Limited
"ARHFL"	Anandrathi Housing Finance Limited
"ARIBL"	Anand Rathi Insurance Brokers Limited
"ARIVPL"	Anand Rathi International Ventures (IFSC) Private Limited
"ARITPL"	Anand Rathi IT Private Limited
"ARSSBL"	Anand Rathi Share and Stock Brokers Limited
"ARDWPL"	AR Digital Wealth Private Limited (Formerly "AR Wealth Management Private Limited")
"AuM" or "Assets under Management "	Our AuM is a sum of (i) all third-party assets that generate commissions or incomes, which could be upfront and/or on a trail basis and (ii) custody assets of our Clients (we do not include clients that merely have a custody account *i.e.* a demat account with us, but have no wealth assets such as mutual funds). Our AuM does not include the value of the promoter holdings in companies in our AuM even though they may be in the Anand Rathi Group's custody.
"Audit Committee"	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations, and as described in "*Our Management*" on page 164
"Board" or "Board of Directors"	The board of directors of our Company, as constituted from time to time, including a duly constituted committee thereof
"Chief Executive Officer" or "CEO"	The chief executive officer of our Company, being Mr. Rakesh Rawal, see "*Our Management*" on page 164.
"Chief Financial Officer" OR "CFO"	The chief financial officer of our Company, being Mr. Rajesh Kumar Bhutara, see "*Our Management*" on page 164
"Company Secretary and Compliance Officer"	Company Secretary and Compliance Officer of our Company, being Mr. Ashish Chauhan. For details, see "*Our Management*" on page 164
"Corporate Office"	The corporate office of our Company situated at 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India
"Corporate Social	The corporate social responsibility committee of our Board constituted in accordance

Term	Description
Responsibility Committee"	with the Companies Act, 2013 and as described in "*Our Management*" on page 164
"Director(s)"	Director(s) on the Board of our Company, as appointed from time to time
"Equity Shares"	Unless the context otherwise requires, equity shares of our Company of face value of ₹ 5 each
"Executive Director"	An executive Director of our Company
"ESOP 2017"	Employee Stock Option Scheme 2017
"ESOP 2018"	Employee Stock Option Scheme 2018
"FIINFRA"	Ffreedom Intermediary Infrastructure Private Limited
"FWSPL"	Freedom Wealth Solutions Private Limited
"Group Companies"	In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoters and subsidiaries) with which there were related party transactions during the period for which financial information is disclosed in relation to the offer document, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company. Accordingly, pursuant to a resolution of our Board dated July 16, 2021, our Board has determined that other than the entities with which there were related party transactions during the period for which financial information is disclosed in relation to the offer document determined in accordance with applicable accounting standards, there are no other entities which are material to our Company and ought to be classified as group companies of our Company
"Independent Director"	A non-executive, independent Director appointed as per the Companies Act, 2013 and the Listing Regulations and as described in "*Our Management*" on page 164
"IPO Committee"	The committee of our Board constituted pursuant to a Board resolution dated November 15, 2019 as described in "*Our Management*" on page 164
"KMP" or "Key Management Personnel"	Key management personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, which includes key managerial personnel in terms of the Companies Act, 2013, as disclosed in "*Our Management*" on page 164 of this Draft Red Herring Prospectus
"Materiality Policies"	The policies adopted by our Board on November 15, 2019, for identification of material: (a) litigation involving the Company, Subsidiaries and Directors; (b) Group Companies; and (c) material creditors, pursuant to SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus. Additionally, pursuant to a resolution of our Board dated July 16, 2021, our Board has determined that other than the entities with which there were related party transactions during the period for which financial information is disclosed in relation to the offer document determined in accordance with applicable accounting standards, there are no other entities which are material to our Company and ought to be classified as group companies of our Company.
"Material Subsidiary"	AR Digital Wealth Private Limited
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended
"Nomination and Remuneration Committee"	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations
"Non-Executive Director"	A Director, not being an Executive Director
"Other Selling Shareholders"	Mr. Amit Rathi, Ms. Priti Gupta, Ms .Supriya Rathi, Rawal Family Trust, acting through Mr. Rakesh Rawal, Mr. Jugal Mantri and Mr. Feroze Azeez
"Promoter Group"	Such persons and entities which constitute the promoter group of our Company pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, please see "*Our Promoters and Promoter Group*" on page 185 of this Draft Red Herring Prospectus
"Promoter Selling	Mr. Anand Rathi, Mr. Pradeep Gupta and Anand Rathi Financial Services Limited

Term	Description
Shareholders"	
"Promoters"	The promoters of our Company, namely, Mr. Anand Rathi, Mr. Pradeep Gupta and Anand Rathi Financial Services Limited. For details, please see "*Our Promoters and Promoter Group*" on page 185 of this Draft Red Herring Prospectus
"Registered Office"	The registered office of our Company situated at Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai, Mumbai City 400 063, Maharashtra, India.
"Registrar of Companies" or "RoC"	Registrar of Companies, Maharashtra at Mumbai
"Restated Consolidated Financial Information" or "Restated Consolidated Financial Statements"	Restated Ind AS Consolidated Financial Information of the Company and its subsidiaries, comprising the Restated Ind AS Consolidated Statement of Assets and Liabilities as at March 31, 2021 , March 31, 2020 and March 31, 2019, the Restated Ind AS Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Ind AS Consolidated Statement of Changes in Equity and the Restated Ind AS Consolidated Cash Flow Statement for the years ended March 31, 2021, March 31, 2020 and March 31, 2019, the Summary Statement of Significant Accounting Policies, and other explanatory information and the examination report.
"Risk Management Committee"	Risk Management committee of our Company, as described in "*Our Management*" on page 164
"RM" or "Relationship Managers"	The relationship managers of our Company
"Selling Shareholders"	Collectively, the Promoter Selling Shareholders and the Other Selling Shareholders
"Shareholder(s)"	The equity shareholders of our Company whose names are entered into (i) the register of members of our Company; or (ii) the records of a depository as a beneficial owner of Equity Shares
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board, as described in '*Our Management*' on page 164 of this Draft Red Herring Prospectus
"Statutory Auditor"	The statutory auditor of our Company, being Khimji Kunverji & Co. LLP, Chartered Accountants
"Subsidiary" or "Subsidiaries"	Subsidiaries of our Company, namely AR Digital Wealth Private Limited, Freedom Wealth Solutions Private Limited and Ffreedom Intermediary Infrastructure Private Limited, as of the date of this Draft Red Herring Prospectus, in accordance with the Companies Act, 2013, and as set out in "*Our Subsidiaries*" on page 161 of this Draft Red Herring Prospectus

Offer related terms

Term	Description
"Acknowledgement Slip"	The slip or document issued by Designated Intermediaries to a Bidder as proof of registration of the Bid cum Application Form
"Allotment", "Allot" or "Allotted"	Transfer of the Equity Shares offered by the Selling Shareholders to successful Bidders pursuant to the Offer for Sale
"Allotment Advice"	A note or advice or intimation of Allotment, sent to each Bidder who have bid in the Offer after approval of the Basis of Allotment by the Designated Stock Exchange
"Allottee"	A successful Bidder to whom the Equity Shares are Allotted
"Anchor Investor"	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations. For further details, see "*Offer Procedure*" on page 322
"Anchor Investor Allocation Price"	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company in consultation with the BRLMs
"Anchor Investor Bidding Date"	The day, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids in the Anchor Investor Portion, and allocation to Anchor Investors shall be completed

Term	Description
"Anchor Investor Form"	Form used by an Anchor Investor to Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Anchor Investor Offer Price"	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
"Anchor Investor Pay - in Date"	With respect to Anchor Investor(s), the Anchor Investor Bidding Date, and, in the event the Anchor Investor Allocation Price is lower than the Offer Price a date being, not later than two Working Days after the Bid/Offer Closing Date
"Anchor Investor Portion"	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
"Applications Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid authorising an SCSB to block the Bid Amount in in the specified bank account maintained with such SCSB or to block the Bid Amount using the UPI Mechanism
"ASBA Account"	A bank account maintained with an SCSB which may be blocked by such SCSB or the account of the RIBs blocked upon acceptance of UPI Mandate Request by the RIBs using the UPI Mechanism, to the extent of the Bid Amount of the ASBA Bidder
"ASBA Bid"	A Bid made by an ASBA Bidder
"ASBA Bidder"	All Bidders except Anchor Investors
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and the Sponsor Bank.
"Basis of Allotment"	The basis on which the Equity Shares will be Allotted under the Offer, as described in "*Offer Procedure*" on page 322 of this Draft Red Herring Prospectus
"Bid"	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of a Bid cum Application Form, to subscribe, the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form, and the term "Bidding" shall be construed accordingly
"Bidder"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and, unless otherwise stated or implied, includes an Anchor Investor
"Bid Amount"	In relation to each Bid shall mean the highest value of the Bid indicated in the Bid cum Application Form and payable by the Bidder, or blocked in the ASBA Account of the ASBA Bidders as the case maybe, upon submission of the Bid in the Offer
"Bidding Centres"	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
"Bid cum Application Form"	Anchor Investor Form or the ASBA Form, as the context requires
"Bid Lot"	[●] Equity Shares
"Bid/Offer Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Marathi daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), each with wide circulation, and in case of any such extension, the extended Bid/ Offer Closing Date shall also be notified on the website and terminals of the

Term	Description
	Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholders in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members, which shall also be notified in an advertisement in same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations.
"Bid/Offer Opening Date"	Except in relation to Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, which shall also be notified in all editions of English national daily newspaper [●], all editions of Hindi national daily newspaper [●] and Mumbai editions of Marathi newspaper [●] (which are widely circulated English, Hindi and Marathi newspapers, respectively, Marathi being the regional language of Maharashtra, where our Registered Office is located)
"Bid/Offer Period"	Except in relation to Bids received from the Anchor Investors, the period from and including the Bid/Offer Opening Date to and including the Bid/Offer Closing Date during which ASBA Bidders can submit their Bids, including any revisions thereto. The Bid/Offer Period will comprise of Working Days only
"BNP"	BNP Paribas
"Book Building Process"	The book building process as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, namely Equirus Capital Private Limited, Anand Rathi Advisors Limited*, BNP Paribas and IIFL Securities Limited **In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 23(3) of the SEBI ICDR Regulations, Anand Rathi Advisors Limited will be involved only in marketing of the Offer*
"Broker Centre"	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker and details of which are available on the websites of the respective Stock Exchanges as below: https://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm
"CAN" or "Confirmation of Allocation Note"	The note or advice or intimation of allocation sent to Anchor Investors who have been allocated Equity Shares after the Anchor Investor Bidding Date
"Cap Price"	The higher end of the Price Band, i.e. ₹ [●] per Equity Share, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
"CARE Advisory"	CARE Advisory Research and Training Limited
"CARE Advisory Research"	A report titled "*Research Report on Wealth Management Industry*", July 2021, prepared by CARE Advisory
"Cash Escrow and Sponsor Bank Agreement"	The agreement to be entered into amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank(s), the Public Offer Account Bank(s), and the Refund Bank(s) including the Sponsor Bank in accordance with the UPI Circular for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
"Circular on Streamlining of Public Issues"/ "UPI Circular"	Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021./2480/1/M) dated March 16, 2021, SEBI circular

Term	Description
	no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number no. (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021, and any subsequent circulars or notifications issued by SEBI in this regard.
"Client ID"	Client identification number maintained with one of the Depositories in relation to the demat account
"Collecting Depository Participant" or "CDP"	A depository participant as defined under the Depositories Act, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as per the list available on the websites of BSE and NSE, as updated from time to time
"Cut-off Price"	The Offer Price, as finalised by our Company, in consultation with the BRLMs which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
"Demographic Details"	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation and bank account details
"Designated Branches"	Such branches of the SCSBs which shall collect ASBA Forms, a list of which is available on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time
"Designated CDP Locations"	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com)
"Designated Date"	The date on which funds are transferred from the Escrow Account to the Public Offer Account or the Refund Account, as appropriate, or the funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Offer Account, as the case may be, after the Prospectus is filed with the RoC
"Designated Intermediaries"	Collectively, the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Offer.
"Designated RTA Locations"	Such locations of the RTAs where ASBA Bidders can submit the Bid cum Application Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
"Designated Stock Exchange"	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated July 19, 2021, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the Offer, including the price at which the Equity Shares will be Allotted and the size of the Offer, and includes any addenda or corrigenda thereto
"Eligible FPIs"	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
"Eligible NRIs"	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
"Equirus"	Equirus Capital Private Limited
"Escrow Account(s)"	Accounts opened with the Escrow Collection Bank(s) in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid
"Escrow Collection Bank(s)"	The banks which are clearing members and registered with SEBI under the BTI Regulations, with whom the Escrow Account(s) will be opened, being [●]
"ESOP"	Employees Stock Option Plan
"First Bidder" or "Sole Bidder"	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names

Term	Description
"Floor Price"	The lower end of the Price Band, i.e. ₹ [●], at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids, will be accepted
"General Information Document" or "GID"	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular no. with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
"Mutual Fund"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"Mutual Fund Portion"	Up to 5% of the Net QIB Portion available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Offer Price
"Net Proceeds"	The Gross Proceeds less our Company's share of the Offer-related expenses. For further details about use of the Net Proceeds and the Offer expenses, please see "*Objects of the Offer*" on page 87 of this Draft Red Herring Prospectus
"Net QIB Portion"	QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors
"Non-Institutional Investors" or "NII(s)"	All Bidders, including Category III FPIs, that are not QIBs or Retail Individual Bidders who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
"Non-Institutional Portion"	The portion of the Offer being not more than 15% of the Offer available for allocation to Non-Institutional Investors on a proportionate basis, subject to valid Bids being received at or above the Offer Price
"Non-Resident" or "NR"	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
"Offer"	Initial public offering of up to 12,000,000 Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million, through an Offer for Sale by the Selling Shareholders.
"Offer Agreement"	The agreement dated July 19, 2021 amongst our Company, the Selling Shareholders and the BRLMs, pursuant to the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
"Offer for Sale"	The offer for sale of up to 12,000,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders
"Offer Price"	The final price at which the Equity Shares will be Allotted to successful Bidders other than Anchor Investors in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and Selling Shareholders, in consultation with the BRLMs, in accordance with the Book Building Process on the Pricing Date
"Offer Proceeds"	The proceeds of the Offer based on the total number of Equity Shares Allotted
"Offered Shares"	Up to 12,000,000 Equity Shares aggregating up to ₹ [●] million, comprising up to 9,285,000 Equity Shares, aggregating up to ₹ [●] million by Anand Rathi Financial Services Limited, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Mr. Anand Rathi, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Mr. Pradeep Gupta, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Mr. Amit Rathi, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Ms. Priti Gupta, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Ms. Supriya Rathi, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Rawal Family Trust, acting through Mr. Rakesh Rawal, up to 90,000 Equity Shares aggregating up to ₹ [●] million by Mr. Jugal Mantri and up to 375,000 Equity Shares aggregating up to ₹ [●] million by Mr. Feroze Azeez
"Price Band"	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and will be advertised in all editions of an English national daily newspaper [●], all editions of a Hindi national daily newspaper [●] and Mumbai editions of a Marathi newspaper [●] (each of which are widely circulated English, Hindi and Marathi newspapers, respectively, Marathi being the regional language of Maharashtra, where our Registered Office is located), at least

Term	Description
	two Working Days prior to the Bid/Offer Opening Date
"Pricing Date"	The date on which our Company, in consultation with the BRLMs, will finalise the Offer Price
"Prospectus"	The prospectus to be filed with the RoC, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations containing, amongst other things, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
"Public Offer Account Bank(s)"	The banks which are clearing members and registered with SEBI under the BTI Regulations, with whom the Public Offer Account(s) will be opened
"Public Offer Account(s)"	An account opened in accordance with the provisions of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Accounts and from the ASBA Accounts on the Designated Date
"QIB Portion"	The portion of the Offer (including the Anchor Investor Portion) being not less than 50% of the Offer, which shall be allocated to QIBs, including the Anchor Investors (which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs up to a limit of 60% of the QIB Portion) subject to valid Bids being received at or above the Offer Price
"Qualified Institutional Buyers" or "QIBs" or "QIB Bidders"	A qualified institutional buyer, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus issued in accordance with section 32 of the Companies Act, 2013 and the provisions of SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The red herring prospectus will be filed with the RoC at least 3 working days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
"Refund Account(s)"	No lien and non-interest bearing account to be opened with the Refund Bank(s), from which refunds to unsuccessful Anchor Investors, if any, of the whole or part of the Bid Amount shall be made
"Refund Bank(s)"	The banks which are clearing members and registered with SEBI under the BTI Regulations with whom the Refund Account(s) will be opened, in this case being [●]
"Registered Broker"	Stock brokers registered with the stock exchanges having nationwide terminals other than the Members of the Syndicate, and eligible to procure Bids from ASBA Bidders in terms of the circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
"Registrar Agreement"	The agreement dated July 17, 2021, entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from ASBA Bidders at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
"Registrar" or "Registrar to the Offer"	Link Intime India Private Limited
"Resident Indian"	A person resident in India, as defined under FEMA
"Retail Individual Bidders" or "RIB(s)" or "Retail Individual Investors" or "RII(s)"	Individual Bidders (including HUFs applying through their karta and Eligible NRIs) who have not submitted a Bid for Equity Shares for a Bid Amount of more than ₹ 200,000 in any of the Bidding options in the Offer
"Retail Portion"	The portion of the Offer being not more than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
"Revision Form"	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail

Term	Description
	Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.
"Self Certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, offering services:(a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to RIBs (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website. The said list shall be updated on the SEBI website
"Specified Locations"	Bidding centers where the Syndicate shall accept the ASBA Forms for Bidders
"Share Escrow Agent"	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●]
"Share Escrow Agreement"	The agreement to be entered into amongst our Company, the Selling Shareholders, and the Share Escrow Agent for deposit of the Equity Shares offered by the Selling Shareholders in escrow.
"Sponsor Bank"	The Banker to the Offer registered with SEBI which is appointed by the Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIBs into the UPI, the Sponsor Bank in this case being [●]
"Stock Exchange(s)"	BSE Limited and National Stock Exchange of India Limited
"Sub Syndicate"	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect Bid cum Application Forms
"Syndicate Agreement"	Agreement to be entered into among the Company, the Registrar to the Offer, the Selling Shareholders, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate.
"Syndicate Bidding Centres"	Intermediaries registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer and carry out activities as an underwriter, namely, [●].
"Syndicate Members"	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter to be appointed pursuant to the Syndicate Agreement
"Syndicate" or "members of the Syndicate"	The BRLMs and the Syndicate Members
"Systemically Important Non-Banking Financial Company or NBFC-SI"	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
"Underwriters"	The BRLMs and the Syndicate Members
"Underwriting Agreement"	The agreement to be entered into amongst the Underwriters, the Selling Shareholders and our Company on or after the Pricing Date
"UPI ID"	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the NPCI
"UPI Mandate Request"	A request (intimating the RIB by way of a notification on the UPI application and by way of a SMS directing the RIB to such UPI application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment

Term	Description
"UPI Mechanism"	The mechanism that may be used by an RIB to make a Bid in the Offer in accordance with the Circular on Streamlining of Public Issues
"Wilful Defaulter"	A wilful defaulter, as defined under the SEBI ICDR Regulations
"Working Day"	All days other than second and fourth Saturdays of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, Working Day shall mean all days except Saturday, Sunday and public holidays on which commercial banks in Mumbai are open for business and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circular issued by SEBI.

Conventional or general terms and abbreviations

Term	Description
"AGM"	Annual general meeting
"AIFs"	Alternative investment funds as defined in and registered under the AIF Regulations
"AIF Regulations"	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
"AMC"	Asset management company
"AMFI"	Association of Mutual Funds in India
"AML"	Anti-money laundering
"AS"	Accounting standards issued by the Institute of Chartered Accountants of India, as notified from time to time
"AUM" or "Assets under management"	With respect to a mutual fund, the total market value of all the financial assets which such mutual fund manages on behalf of its customers
"BSE"	BSE Limited
"BTI Regulations"	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
"CAGR"	Compounded Annual Growth Rate
"Calendar Year" or "year"	Unless the context otherwise requires, shall refer to the twelve month period ending December 31
"CCI"	Competition Commission of India
"CDSL"	Central Depository Services (India) Limited
"CEP"	Client Engagement Partner
"CFO"	Chief Financial Officer
Clients / active client family(ies)	Clients or active client families are defined as client families / groups with at least INR 5 million in cumulative AuM. Each "client family" or "Client" may have one or more sub accounts or family members accounts, through which they invest
"Companies Act, 1956"	*Erstwhile* Companies Act, 1956 along with the relevant rules made thereunder
Companies Act/ Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder.
"Cr.P.C."	Code of Criminal Procedure, 1973
"CSR"	Corporate social responsibility
"Depositories Act"	Depositories Act, 1996
"Depository" or "Depositories"	NSDL and CDSL
"DIN"	Director Identification Number
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
"DP ID"	Depository Participant's Identification Number
"EBITDA"	Earnings before interest, tax, depreciation and amortisation
"EGM"	Extraordinary general meeting
"EPS"	Earnings per share (as calculated in accordance with IND AS-33)
"FDI"	Foreign direct investment
"FDI Policy"	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 28, 2020 effective from October 15, 2020, issued by the DPIIT

Term	Description
"FEMA"	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
"FEMA Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
"Financial Year", "Fiscal", "FY" or "F.Y."	Period of twelve months ending on March 31 of that particular year, unless stated otherwise
"FIIs"	Foreign institutional investors
"FII Regulations"	*Erstwhile* Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
"FIR"	First information report
"FPI(s)"	Foreign Portfolio Investors, as defined under the FPI Regulations
"FPI Regulations"	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
"FIPB"	The *erstwhile* Foreign Investment Promotion Board.
"FVCI"	Foreign venture capital investors, as defined and registered with SEBI under the FVCI Regulations
"Fugitive Economic Offender"	A fugitive economic offender as defined under the Fugitive Economic Offenders Act, 2018
"FVCI Regulations"	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
"GDP"	Gross domestic product
"GIR Number"	General index registration number
"GoI" or "Government" or "Central Government"	Government of India
"GST"	Goods and services tax
"HUF"	Hindu undivided family
"ICAI"	The Institute of Chartered Accountants of India
"IFRS"	International Financial Reporting Standards
"India"	Republic of India
"Ind AS"	Indian Accounting Standards
"Indian GAAP"	Accounting principles generally accepted in India
"Insider Trading Regulations"	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
"IPC"	The Indian Penal Code, 1860
"IPR"	Intellectual property rights
"IPO"	Initial public offer
"IST"	Indian standard time
"IT Act"	The Income Tax Act, 1961
"IT"	Information technology
"Listing Agreement"	The equity listing agreement to be entered into by our Company with each of the Stock Exchanges
"Listing Regulations"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
"MCA"	Ministry of Corporate Affairs, Government of India
"MICR"	Magnetic ink character recognition
"Mn" or "mn"	Million
"MPID"	Maharashtra Protection of Interest of Depositors (in Financial Establishments) Act, 1999
"Mutual Funds"	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"N.A."	Not applicable
"NAV"	Net asset value
"NBFC"	Non-Banking Financial Company
"NECS"	National electronic clearing service
"NEFT"	National electronic fund transfer

Term	Description
"N.I. Act"	The Negotiable Instruments Act, 1881
"NRE Account"	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
"NRI" or "Non-Resident Indian"	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
"NRO Account"	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
"NSDL"	National Securities Depository Limited
"NSE"	National Stock Exchange of India Limited
"NSEL"	National Spot Exchange Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer
"P/E Ratio"	Price/earnings ratio
"PAN"	Permanent account number allotted under the I.T. Act
"RBI"	Reserve Bank of India
"Regulation S"	Regulation S under the Securities Act
"RONW"	Return on net worth
"Rs." or "Rupees" or "₹" or "INR"	Indian Rupees
"RTGS"	Real time gross settlement
"SCRA"	Securities Contracts (Regulation) Act, 1956
"SCRR"	Securities Contracts (Regulation) Rules, 1957
"SEBI"	Securities and Exchange Board of India constituted under the SEBI Act
"SEBI Act"	Securities and Exchange Board of India Act, 1992
"SEBI ICDR Regulations"	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
"SEBI SBEB Regulations"	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
"Securities Act"	U.S. Securities Act of 1933
"SICA"	The erstwhile Sick Industrial Companies (Special Provisions) Act, 1985
"STT"	Securities Transaction Tax
"State Government"	Government of a State of India
"Takeover Regulations"	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
"U.S.A"/ "U.S."/ "United States"	The United States of America
"USD" or "US$" or "$"	United States Dollars, the official currency of the United States

Industry related terms

Term	Description
Bn.	Billion
CSO	Central Statistics Organization
ETFs	Exchange Traded Funds
FY	Financial Year
IFAs	Independent financial advisors
SRO	Self-regulatory organization
UHNH	Ultra-High Networth Households
UHNI	Ultra-High Net-Worth Individual
UTI	Unit Trust of India
WMS	Wealth management services

Term	Description
YoY	Year on Year

Unless the content otherwise requires, the words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, SEBI ICDR Regulations, the SEBI Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Capitalised terms in "*Description of Equity Shares and Terms of the Articles of Association*", "*Statement of Tax Benefits*", "*Industry Overview*", "*Key Regulations and Policies in India*", "*Financial Information*" and "*Outstanding Litigation and Material Development*", on pages 337, 92, 95, 150, 199 and 290, will have the meaning given to such terms in these respective sections.

Notwithstanding the foregoing, terms specifically defined in this Draft Red Herring Prospectus, shall have the meanings given to such terms in the sections where specifically defined.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India and all references to "U.S.", "US", "USA" or "United States" are to the United States of America. All references to the "Government", "Indian Government", "GOI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless the context requires otherwise, the financial data in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Information. The Restated Consolidated Financial Information has been prepared in accordance with the requirements of the Companies Act, 2013, Ind-AS, and restated in accordance with the SEBI ICDR Regulations.

Our Company's Financial Year commences on April 1 and ends on March 31 of the following year and accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Unless set out otherwise, all figures in decimals, including percentage figures, have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

We prepare our audited financial statements in accordance with Ind-AS and guidelines issued by the RBI, which differs in some respects from IFRS and U.S. GAAP. Accordingly, the degree to which the Ind-AS financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, 2013, Ind AS, RBI guidelines and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus and we urge you to consult your own advisors regarding such differences and their impact on our financial data. Please see "*Risk Factor – Differences exist between Ind-AS and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our financial condition. Additionally, the financial measures and statistical information in the Restated Financial Information may vary from any standard methodology that is applicable across the financial services industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies*" on page 45 of this Draft Red Herring Prospectus.

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 24, 137 and 260 of this Draft Red Herring Prospectus, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Consolidated Financial Information.

Non-GAAP Financial Measures

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, net worth, return on net worth, Net Asset Value per Equity Share and capital gearing ratio have been included in this Draft Red Herring Prospectus. These non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Currency and units of presentation

All references to:

1. "Rupees" or "Rs." or "INR" or "₹" are to Indian Rupees, the official currency of the Republic of India.
2. "US Dollars" or "US$" or "USD" are to United States Dollars, the official currency of the United States of America.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information in "million" and "billion" units. One million represents '10 lakhs' or '1,000,000' and one billion represents '1,000 million' or '1,000,000,000'.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in those publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decision should be made on the basis of such information. Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us, our Directors, our Promoters, the Selling Shareholders, the BRLMs or any of their respective affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable.

Further, the extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 24 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

The sections "*Summary of the Offer Document*" and "*Industry Overview*" on pages 19 and 95 of this Draft Red Herring Prospectus, respectively and other information in this Draft Red Herring Prospectus have been derived or extracted from the industry report, which contains the following disclaimer:

This report is prepared by CARE Advisory, division of CARE Advisory Research and Training Limited (CART). CARE Advisory has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in public domain. However, neither the accuracy nor completeness of information contained in this report is guaranteed. CARE Advisory operates independently of CARE ratings Limited and this report does not contain any confidential information obtained by ratings division, which they may have obtained in the regular course of operations. The opinion expressed in this report cannot be compared to the rating assigned to the company within this industry by the ratings division. The opinion expressed is also not a recommendation to buy, sell or hold an instrument.

CARE Advisory is not responsible for any errors or omissions in analysis/inferences/views or for results obtained from the use of information contained in this report and especially states that CARE (including all divisions) has no financial liability whatsoever to the user of this product. This report is for the information of *the intended recipients only and no part of this report may be published or reproduced in any form or manner without prior written permission of CARE Advisory.*

Exchange Rates

This Draft Red Herring Prospectus contains conversions of US$ currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such currency amounts could have been, or can be converted into Indian Rupees, at any particular rate, or at all.

The following table provides, for the periods indicated, information with respect to the exchange rates between the Rupee and the US $ (in ₹ per US $):

(in ₹)

Currency	As on March 31, 2021	As on March 31, 2020	As on March 29, 2019(1)
USD	73.50	75.39	69.17

Source: www.fbil.org.in
(1) Not available from March 30, 2019 to March 31, 2019 on account of these being non-trading days; Exchange rate as on March 29, 2019 considered

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements include statements with respect to our business strategy, objectives, our plans, prospects, goals and our projects. Bidders can generally identify forward-looking statements by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "shall", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our Company's strategies, objectives, plans, prospects or goals are also forward-looking statements. All forward-looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions or other facts and circumstances about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements, including forward looking statements made by third parties, included in this Draft Red Herring Prospectus, are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further, the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India, which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.
- Our revenues from distribution and sale of financial products are dependent on our sustained ability to increase our AuM as well as on the performance of the funds that we distribute. Any changes in the total expense ratio due to regulatory changes may reduce our distribution commission income which may have a material adverse effect on our business, financial condition or results of operation.
- We depend on the services of our Relationship Managers and any inability to recruit and retain them may adversely affect our business and results of operations
- Non-compliance with regulatory guidelines and directions/ observations during inspection by regulatory organisations may have a material adverse effect on our business, financial condition or results of operation.
- Competition from existing and new market participants in our industry may affect our market share, or results of operations.
- There are outstanding litigation against our Company, our Subsidiaries, our Promoters, our Directors and our Group Companies, which if determined adversely, could affect our business and results of operations.

For further discussion on factors that could cause our actual results to differ, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 24, 137 and 260 of this Draft Red Herring Prospectus, respectively. By their nature, certain market risk related disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure Bidders that the expectation reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoter Selling Shareholders, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the BRLMs will ensure that the investors in India are informed of material developments pertaining to our Company and the Offered Shares from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. The Promoter Selling Shareholders shall, ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by such Promoter Selling Shareholders from the date of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus until the grant of listing and trading permission by the Stock Exchanges.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled "*Risk Factors*", "*Our Business*", "*Industry Overview*", "*Capital Structure*", "*Our Promoters and Promoter Group*", "*The Offer*" *"Offer Structure"* and "*Outstanding Litigation and Material Developments*" beginning on pages 24, 137, 95, 68, 185, 56, 317 and 290 respectively of this Draft Red Herring Prospectus.

Primary business of our Company

We are one of the leading non-bank wealth solutions firms in India and have been ranked amongst the top three non-bank mutual fund distributors in India by gross commission earned in Fiscal 2020 (*Source – CARE Advisory Research*). We serve a wide spectrum of clients through a mix of wealth solutions, financial products and technology solutions.

Industry in which our Company operates

We operate in the financial services industry with a focus on mutual fund distribution and sale of financial products.

Names of the Promoters

Our Promoters are Mr. Anand Rathi, Mr. Pradeep Gupta and Anand Rathi Financial Services Limited. For details, see "*Our Promoters and Promoter Group*" on page 185 of this Draft Red Herring Prospectus.

Offer Size

Offer(1)	Up to 12,000,000 Equity Shares for cash at price of ₹[●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to ₹[●] million
of which	
Offer for Sale(2)	Up to 12,000,000 Equity Shares aggregating up to ₹ [●] million (comprising up to 9,285,000 Equity Shares, aggregating up to ₹ [●] million by Anand Rathi Financial Services Limited, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Mr. Anand Rathi and up to 375,000 Equity Shares aggregating up to ₹ [●] million by Mr. Pradeep Gupta, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Mr. Amit Rathi, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Ms. Priti Gupta, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Ms. Supriya Rathi, up to 375,000 Equity Shares aggregating up to ₹ [●] million by Rawal Family Trust, acting through Mr. Rakesh Rawal, up to 90,000 Equity Shares aggregating up to ₹ [●] million by Mr. Jugal Mantri and up to 375,000 Equity Shares aggregating up to ₹ [●] million by Mr. Feroze Azeez)

(1) The Offer has been authorized by our Board pursuant to its resolution dated July 16, 2021.

(2) Each Selling Shareholder severally and not jointly confirms that the Offered Shares have been held by such Selling Shareholder for a period of at least one year prior to the filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization of each of the Selling Shareholders in relation to their respective Offered Shares, see "The Offer" on page 56. The Equity Shares offered in the Offer for Sale have been computed after taking into account the bonus allotment by our Company on July 16, 2021.

For details of the offer structure, please see "*Offer Structure*" on page 317 of this Draft Red Herring Prospectus.

Objects of the Offer

The objects of the Offer are to (i) to carry out the Offer for Sale of up to 12,000,000 Equity Shares, aggregating up to ₹ [●] by the Selling Shareholders; and (ii) to achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details, see "*Objects of the Offer*" on page 87.

Aggregate pre-Offer Shareholding of Promoter, Promoter Group and Selling Shareholders

S No.	Name of shareholder	Pre-Offer	
		Number of Equity Shares*	Percentage of total pre-Offer paid up Equity Share capital* (%)
Promoters			
1.	Mr. Anand Rathi	3,564,260	12.85%
2.	Mr. Pradeep Gupta	1,520,508	5.48%
3.	ARFSL	11,964,082	43.12%
	Total	**17,048,850**	**61.45%**
Promoter Group (other than Promoters)			
1.	Mr. Amit Rathi	1,200,000	4.33%
2.	Ms. Phool Kaur Mundra	7,000	0.03%
3.	Ms. Priti Pradeep Gupta	1,025,000	3.69%
4.	Ms. Tara Mantri	8,000	0.03%
5.	Aqua Proof Wall Plast Private Limited	62,300	0.22%
6.	Ms. Pooja Maru	40,000	0.14%
7.	Jaipur Securities Pvt. Ltd.	420,000	1.51%
8.	Navratan Mal Gupta (HUF)	480,000	1.73%
9.	Pradeep Kumar Gupta (HUF)	500,000	1.80%
10.	Mr. Suresh Rathi	2,000	0.01%
11.	Mr. Krishnav Pradeep Gupta	5,000	0.02%
Total		**3,749,300**	**13.51%**
Other Selling Shareholders			
1.	Ms Supriya Rathi	1,000,000	3.60%
2.	Rawal Family Trust, acting through Mr. Rakesh Rawal	591,400	2.13%
3.	Mr. Jugal Mantri	130,000	0.47%
4.	Mr. Feroze Azeez	736,140	2.65%
Total		**2,457,540**	**8.85%**

** The number of Equity Shares and percentage of total pre-Offer paid-up Equity Share Capital have been computed without taking into account the bonus allotment by our Company on July 16, 2021.*

Summary of Financial Statements

(In ₹ million other than earnings per share (both basic and diluted) and net asset value per equity share)

Particulars	As on / for the year ended March 31, 2021	As on / for the year ended March 31, 2020	As on / for the year ended March 31, 2019
Authorized equity share capital@	200.00	200.00	200.00
Issued and paid up equity share capital@	137.57	135.14	134.54
Net worth (excluding non controlling interest)	2,412.99	1,855.23	1,239.37
Revenue (including Other Income)	2,792.48	3,364.14	2,841.87
Total comprehensive income attributable to the owners of the Company	453.72	603.18	589.80
Earnings per share			
- Basic*	11.02	15.16	14.67
- Diluted*	10.87	14.95	14.40
Net asset value per equity share*	58.47	45.76	30.71
Total borrowings	333.60	417.30	5.96

For further details please see "*Financial Information*" on page 199.

@ *Our Company pursuant to a special resolution passed by the Shareholders on July 15, 2021, increased its authorized share capital from ₹ 200,000,000 to ₹ 250,000,000 and has made the necessary filings with the RoC. Subsequently, the Board, at its meeting on July 16, 2021, passed a resolution to allot Equity Shares by way of a bonus issue of 13,872,087 Equity Shares in the ratio of 1:2, i.e. one new fully paid-up Equity Share for every two existing fully paid-up Equity Shares held by the Shareholders as on the record date, which was July 15, 2021. The return of allotment in relation to this bonus issue will be filed with the RoC, once the above-mentioned filing for the increase in the authorized share capital is taken on record by the RoC.*

* *The computation of the ratios given above is after taking into account the bonus allotment by our Company on July 16, 2021.*

Qualifications of the Auditors

There were no auditor qualifications which require corrective adjustments and which have not been given effect to in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation and Material Developments

A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled "*Outstanding Litigation and Material Developments*" in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Type of Proceedings	Number of cases	Amount* (₹ in million)
Cases against our Company		
Criminal proceedings	Nil	N.A.
Actions taken by statutory or regulatory authorities	2	0.84
Claims related to direct and indirect taxes	Nil	N.A.
Other pending material litigation	1	N.A.
Total	**3**	**0.84**
Cases by our Company		
Criminal proceedings	Nil	N.A.
Other pending material litigation	Nil	N.A.
Total	**Nil**	**N.A.**
Cases against our Promoters		
Criminal proceedings	6	107.87
Actions taken by statutory or regulatory authorities	1	N.A.
Claims related to direct and indirect taxes	1	3.63
Other pending material litigation	3	107.50
Total	**11**	**219.00**
Cases by our Promoters		
Criminal proceedings	Nil	N.A.
Other pending material litigation	Nil	N.A.
Total	Nil	N.A.
Cases against the Directors		
Criminal proceedings	7	107.87
Actions taken by statutory or regulatory authorities	1	N.A.
Direct and indirect taxes	1	3.63
Other pending material litigation	2	73.15
Total	**11**	**184.65**
Cases by the Directors		
Criminal proceedings	Nil	N.A.
Other pending material litigation	Nil	N.A.
Total	**Nil**	**N.A.**
Cases against the Subsidiaries		
Criminal proceedings	Nil	N.A.
Actions taken by statutory or regulatory authorities	Nil	N.A.
Direct and indirect taxes	3	20.23
Other pending material litigation	1	N.A.
Total	**4**	**20.23**
Cases by the Subsidiaries		
Criminal proceedings	Nil	N.A.
Other pending material litigation	Nil	N.A.
Total	Nil	N.A.
Cases against the Group Companies which have a material impact on our Company		
Pending litigation which has a material impact on our Company	6	142.22
Total	**6**	**142.22**
Cases by the Group Companies which have a material impact on our Company		
Pending litigation which has a material impact on our Company	Nil	N.A.
Total	**Nil**	**N.A.**

**To the extent quantifiable.*

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 290.

Risk Factors

Investors should see "*Risk Factors*" on page 24 to have an informed view before making an investment decision.

Summary of Contingent Liabilities of our Company

Details of the contingent liabilities of our Company as on March 31, 2019, March 31, 2020, March 31, 2021 to the extent provided for in the Restated Consolidated Summary Financial Information are set forth below:

(₹ in millions)

Particulars	**As of March 31, 2021**	**As of March 31, 2020**	**As of March 31, 2019**
Liabilities disputed - appeals filed with respect to:			
Income Tax demand for Assessment Year 2013-14*	4.17	4.17	4.17
Income Tax demand for Assessment Year 2013-14 (Penalty order under sec 271(1)(c))	4.62	0.00	0.00
Income Tax demand for Assessment Year 2015-16*	11.44	11.44	11.44
Total	**20.23**	**15.61**	**15.61**

** Addition on account of difference in consideration which is received more in comparison to fair market value of shares issued u/s 56(2)(vii)(b)*

For further details, see "*Financial Information – Restated Ind AS Consolidated Summary Statement of Contingent Liability*" on page 244.

Summary of Related Party Transactions

(₹ in millions)

Nature of the Related party transaction	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**	**For the year ended March 31, 2019**
Loan Given	14,355.66	2,562.90	3,122.16
Loan Repayment Received	15,002.3	1,916.40	3,272.16
Loan Taken	16,247.95	24,909.00	24,554.72
Loan Repaid	16,247.95	24,909.00	24,554.72
Purchase of Debentures	27,036.56	26,211.78	17,326.73
Purchase of Fresh Equity	-	1,012.5	-
Support Service Given	9.71	8.38	36.30
Support Service Taken	132.62	129.09	122.27
Brokerage Expense	1.56	0.10	0.77
Interest Income	41.23	0.19	8.40
Interest Expense	7.93	2.85	32.41
Rent Expenses	1.74	1.68	1.48
Brand Charges	12.69	16.21	3.56
Rent Income	0.06	0.06	0.06
Commission Income	-	-	107.38
Referral Fees	-	29.14	40.59
Demat Charges	2.12	-	-
Remuneration paid to KMP	73.45	74.52	55.48

For details of the related party transactions, as per the requirements under IndAS see 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India and as reported in the Restated Consolidated Financial Statements, see "*Financial Information*" beginning on page 199.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, the directors of ARFSL, Directors and their relatives have financed the purchase of any securities of our Company by any other person of securities during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which the equity shares of our Company were acquired by our Promoter and Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the Equity Shares of our Company were acquired by each of our Promoters and Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of the Promoter / Selling Shareholder	Number of Equity Shares acquired*	Weighted average price per Equity Share (₹)
Mr. Anand Rathi	Nil	NA
Mr. Pradeep Gupta	10,000	5.00
ARFSL	Nil	NA
Mr. Amit Rathi	Nil	NA
Ms. Priti Gupta	25,000	5.00
Ms. Supriya Rathi	20,000	5.00
Rawal Family Trust	Nil	NA
Mr. Jugal Mantri	Nil	NA
Mr. Feroze Azeez	520,140	415.67

** The computation of the number of Equity Shares given above is before taking into account the bonus allotment by our Company on July 16, 2021. Post the completion of the allotment of the Equity Shares pursuant to the bonus allotment, the weighted average price at which the Equity Shares of our Company have been acquired by each of our Promoter and Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus will be: (i) ₹ 0.06 for Mr. Pradeep Gupta; (ii) ₹ 0.23 for Ms. Priti Gupta; (iii) ₹ 0.19 for Ms. Supriya Rathi; (iv) ₹ 243.42 for Mr. Feroze Azeez and (v) 'Nil' for Mr. Anand Rathi, ARFSL, Mr. Amit Rathi, Rawal Family Trust and Mr. Jugal Mantri.*

Average Cost of Acquisition

The average cost of acquisition per Equity Share by our Selling Shareholder, as at the date of this Draft Red Herring Prospectus, is as follows:

Name of the Promoter / Selling Shareholder	Number of Equity Shares held*	Average cost of acquisition per Equity Share (in ₹)
Mr. Anand Rathi	3,564,260	5.00
Mr. Pradeep Gupta	1,520,508	5.00
ARFSL[(1)]	11,964,082	Nil
Mr. Amit Rathi	1,200,000	5.00
Ms. Priti Gupta	1,025,000	5.00
Ms. Supriya Rathi	1,000,000	5.00
Rawal Family Trust	591,400	5.00
Mr. Jugal Mantri	130,000	5.00
Mr. Feroze Azeez	736,140	349.71

[(1)] The average cost of acquisition of shares held by Anand Rathi Financial Services Limited is NIL as the shares held are bonus shares.
** The computation of the number of Equity Shares given above is before taking into account the bonus allotment by our Company on July 16, 2021. Post the completion of the allotment of the Equity Shares pursuant to the bonus allotment, the average cost of acquisition per Equity Shares by our Selling Shareholders will be: (i) ₹ 3.33 for Mr. Anand Rathi Mr. Pradeep Gupta, Mr. Amit Rathi, Ms. Priti Gupta, Ms. Supriya Rathi, Rawal Family Trust and Mr. Jugal Mantri; and (ii) ₹ 233.14 for Mr. Feroze Azeez and (iii) 'Nil' for ARFSL,*

Issue of Equity Shares for consideration other than cash in the last one year

Our Company has not issued any equity shares or preference shares for consideration other than cash in the last one year. Please see "*Capital Structure*" on page 68 for further details.

Split / Consolidation of Equity Shares in the last one year

There has been no split or consolidation of the Equity Shares of our Company in the last one year.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares.

To obtain a more detailed understanding of our business and operations, prospective investors should read this section in conjunction with "Our Business", "Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Key Regulations and Policies in India" and "Outstanding Litigation and Material Developments" on pages 137, 199, 260, 150 and 290 of this Draft Red Herring Prospectus, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate. In addition, the risks provided in this section may not be exhaustive and additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our businesses, financial condition, results of operations and prospects. If any of the following risks (or a combination of them), or other risks that are not currently known or are now deemed immaterial, actually occur, our businesses, financial condition, results of operations, and prospects could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer, including the merits and risks involved. You should consult your tax, financial and legal advisors about particular consequences of investing in the Offer.

Prospective investors should pay particular attention to the fact that we are incorporated under the laws of India and are subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see "Forward-Looking Statements" on page 17 of this Draft Red Herring Prospectus.

Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise stated or the context otherwise requires, references in this section to "we", "our" or "us" are to the Anand Rathi Wealth Management Group.

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Industry Research Report on Wealth Management" prepared and issued by the CARE Advisory Research, commissioned by and paid for by us. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 15.

Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. The financial information in this section is derived from our Restated Financial Information unless otherwise stated.

Internal Risk Factors

1. The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.

The COVID-19 pandemic and the preventative or protective actions that governments around the world have taken to counter the effects of the pandemic have resulted in an extended period of business disruption and a decrease in economic activity in several countries, including in India. In order to contain the spread of the COVID-19 pandemic, the Government of India along with State Governments declared a lockdown of the country in March 2020, including severe travel and transport restriction and a directive to all citizens to shelter in place. The lockdown has since been extended several times with gradual relaxations of the restrictions conducted through phases. As a result, the current COVID-19 pandemic has adversely affected workforces, consumer sentiment, economies and financial markets around the world and has led to uncertainty in the global economy and significant volatility in global financial markets.

There remains significant uncertainty regarding the duration and long-term impact of the COVID-19 pandemic, as well as possible future responses by the Government, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on our business, results of operations, financial condition and cash flows in the future. Further, one or more states have imposed or may impose additional regional or local lockdowns.

Following the outbreak of the COVID-19 pandemic, our revenue from operations decreased from ₹ 3,318.27 million for Fiscal 2020 to ₹ 2,653.30 million for Fiscal 2021, representing a 20.04% decrease, and our profit before tax for the year decreased from ₹ 869.61 million to ₹ 635.99 million and our profit after tax decreased from ₹ 616.14 million to ₹ 451.10 million during the same period, representing decrease of 26.86% and 26.79% in our profit before tax and profit after tax respectively. Such decline in our revenue from operations and profits was primarily due to the adverse effect of the COVID-19 pandemic, extended period of business disruptions, stock market volatility and decrease in investor's sentiments for new investment in the initial phase of the COVID-19 pandemic. The nature of our business requires personal meetings and face-to-face discussions with clients, which could not take place effectively during the initial phase of the pandemic. However, our robust and readily available technological solutions enabled our customers and employees to continue to function and interact seamlessly despite the unprecedented complex environment created by the COVID-19 pandemic, which we believe, has given us a competitive advantage during this period.

The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including the scope, severity, and duration of the pandemic; actions taken by governments, businesses and individuals in response to the pandemic; the effect on willingness of investors to make investments in asset classes; disruptions or restrictions on our employees' ability to work and travel; volatility in financial markets and any extended period of remote work arrangements.

Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may materially and adversely impact our business, financial condition, cash flows and results of operations. Further, as much as COVID-19 adversely affects our business and results of operations, it may also have the effect of exacerbating many of the other risks described in this "*Risk Factors*" section. For the purpose of the current impact of COVID-19 pandemic, see also "*Management's Discussions and Analysis of Financial Condition and Results of Operations - Developments in relation to the COVID-19 pandemic*" on page 262.

2. ***Our revenues from distribution and sale of financial products are dependent on our sustained ability to increase our AuM as well as on the performance of the funds that we distribute. Any changes in the total expense ratio due to regulatory changes may reduce our distribution commission income which may have a material adverse effect on our business, financial condition or results of operation.***

We earn distribution commission income from asset management companies for our mutual fund distribution business. We also generate a part of our operating income through purchase and sale of financial products to our clients. The mutual fund products distributed, and financial products sold, to our clients constitute a significant part of our AuM and revenue. If the asset management companies reduce the total expense ratio due to regulatory changes, then they may reduce our distribution commission income which would impact our revenues and results of operations. The willingness of investors to make investments in asset classes is contingent on its ability to generate returns, in line with or in excess of client expectations. Market conditions, economic volatility or changing financial environment may render the asset classes or products we offer less attractive to investors. Any inability on our part to distribute or offer appropriate financial products to clients or if such products underperform either according to their relevant benchmarks, or similar investment products provided by our competitors, for various reasons including general market conditions, investment decisions taken by the fund manager, inability to identify appropriate investment opportunities and the performance of the companies in which the funds are invested in, may lead to a failure to meet the clients return expectations on their investments. Underperformance by the financial products distributed or sold by us may result in a withdrawal of clients and restrict our ability to attract new clientele, further leading to potential reduction in AuM. While the performance of the funds distributed by us is outside our control, it is an important factor for us to sustain the growth of our AuM. The performance of these funds depends, primarily, on the general market conditions, investment performance made by the respective fund managers and existing competition in the market. If we are unable to sustain the increase in our AuM or the funds that we distribute underperform, clients may seek distributors or directly invest in financial products themselves, which in turn could result in reduced revenue from distribution and sale of financial products and, thus, could adversely impact our revenues and results of operations.

3. ***Non-compliance with regulatory guidelines and directions/ observations during inspection by regulatory organisations may have a material adverse effect on our business, financial condition or results of operation.***

We are subject to regular scrutiny and supervision by various regulators, statutory bodies and self-regulatory organisations such as SEBI and AMFI. The requirements imposed by these regulators are designed to ensure the integrity of the financial markets and to protect investors' interests. Any non-compliance with regulatory guidelines and directions in future may result in regulatory actions, which includes issuance of administrative/warnings/deficiency letters, fines or sanctions imposed by these regulators and, in certain circumstances, could lead to revocation of certain of our licenses. While we attempt to comply with all regulatory provisions applicable to us, in the event we are not able to comply with the observations made by these regulators, we could be subject to supervisory actions, which may have a material adverse effect on our reputation, financial condition and results of operations. For details relating to litigations, please see *"Outstanding Litigation and Material Developments"* on page 290 of this Draft Red Herring Prospectus.

4. ***Competition from existing and new market participants in our industry may affect our market share, or results of operations.***

We face competition from the wealth management arms of several market participants, including established Indian and foreign banks, as well as private banks and dedicated wealth management companies. We also compete with a large number of independent financial advisors as a consequence of the fragmented wealth management market in India. As a result, we may face difficulty in attracting and retaining clients and their funds. Further, our competition consists of large, integrated banks with wide geographical reach which offer a variety of financial services and enables them to leverage their existing platforms and services to cross-sell their wealth management services. Further, with the rise in the use of technology, we may face competition from new entrants in the industry who may leverage technology to provide products and services similar to us or which our clients prefer over services provided by us. This increased competition may result in our inability to grow or maintain our market share. It may also result in reduced AuM, which may adversely affect our results of operations.

5. ***Our distribution arrangement with AMCs can be terminated without notice, or due to failure on our part to comply/ perform.***

A significant portion *i.e.* 34.01% of our revenue from operations for the Financial Year ended March 31, 2021 came as mutual fund distribution from asset management companies on the basis of mutual funds distributed by us. We are empanelled with several asset management companies for whom we act as a mutual fund distributor for their mutual fund schemes. We cannot assure you that our empanelment with these companies will continue, or that we will be able to renew the same upon expiry at favourable terms or at all, which may result in reduced trail income and an adverse effect on our revenues and results of operations.

Furthermore, the increase in depth of the Indian financial markets and increasing investor preference for equity investment or equity-linked products may prompt more asset management companies to commence business operations and offer mutual fund products. We cannot assure you that we will be able to obtain empanelment with these asset management companies, which may affect our business prospects and our results of operations.

6. ***Our results are also dependent on the strength and reputation of the brand 'ANANDRATHI', as well as the reputation of other entities forming part of the Anand Rathi Group.***

We operate our business under the aegis of 'ANANDRATHI', a brand which is owned by, and is registered in the name of ARFSL and is used by multiple entities in the Anand Rathi Group. This trademark is licensed to us through a license agreement dated April 1, 2018, which will continue to have effect unless mutually terminated by ARFSL and our Company. Our business prospects and ability to attract clientele are, to a certain extent, dependent on the strength and reputation of the brand 'ANANDRATHI' as well as the reputation of other entities forming part of the Anand Rathi Group. Our reputation could be affected by the conduct or performance of other entities forming part of the Anand Rathi Group, over which we have no control and have rights to use the same brand as us. While we believe that our brand is well recognised, we may be vulnerable to adverse market and client perception, particularly in an industry where integrity, trust and client confidence are paramount. We are exposed to the risk of litigation, misconduct, operational failure, negative publicity (including through social media channels) or press speculation which could harm our brand and reputation.

Further, negative publicity may result in greater regulatory scrutiny of our operations and of the industry generally. As the 'ANANDRATHI' brand is intrinsically linked to our Company, any reputational harm to entities in the Anand Rathi Group, can materially and adversely impact our business and operations.

7. ***We operate in a highly regulated environment, which is subject to change, and existing and new laws, regulations and government policies affecting the sectors in which we operate could adversely affect our business, financial condition and results of operations.***

We are subject to a variety of financial services regulation in the jurisdictions where we operate, including, the SEBI Act, the SEBI (Intermediaries) Regulations, 2008, the SEBI (Investment Advisers) Regulations, 2013 or directions issued by AMFI. The laws and regulations governing advisory and distribution services relating to financial products have become increasingly complex and cover a wide variety of issues, including registration, disclosures, conflicts and insider trading. We believe that significant regulatory changes in our industry are likely to continue on a scale that exceeds the historical pace of regulatory change, which is likely to subject industry participants to additional and generally more stringent regulations. The requirements imposed by our regulators are designed to ensure the integrity of the financial markets and to protect investors and other third parties who deal with us, and are not typically designed to protect our shareholders. Consequently, these regulations often serve to limit our activities and/or increase our costs, including through investor protection and market conduct requirements. We may also be adversely affected by changes in the interpretation or enforcement of existing laws and rules by various governmental authorities and self-regulatory organisations.

SEBI has recently amended the SEBI (Investment Advisers) Regulations, 2013, which inter alia provides that a non-individual investment adviser shall have client level segregation at group level for investment advisory and distribution services and the same client cannot be offered both advisory and distribution services within the group of the non-individual entity. Further, the amendment provides for maintaining an arm's length relationship between activities as investment adviser and distributor by providing advisor services through a separately identifiable department or division, with a condition that advisory clients shall not be charged for distribution services and vice versa. Though, they can provide both services under different division/separately identifiable department on arm's length basis but shall ensure that they do not have common clients for both services. Such changes have come into force from October 1, 2020 and from even date we have discontinued our operations under the SEBI (Investment Advisers) Regulations, 2013, thereby having limited impact on our financial condition and results of operations.

For further details, please see "*Key Regulations and Policies in India*" on page 150 of this Draft Red Herring Prospectus.

8. ***We are highly dependent on our management team and Relationship Managers. Any loss of such team members or the inability to attract or retain management personnel may have material adverse effect on our business performance.***

Our business and the implementation of our strategy are dependent upon our management team, who oversee our day-to-day operations, strategy and growth of our business and also on our Relationship Managers, who are integral for our Company to manage existing client relationships as well as establish new client relationships. If one or more members of our management team are unable or unwilling to continue in their present positions, such persons would be difficult to replace and our business, prospects and results of operations could have a material adverse effect.

Competition in our industry for skilled management and efficient employees is high, and we cannot assure that members of our management team or high performing Relationship Managers will not leave our Company and join our competitors, and that we will be able to find suitable replacements for them, in a timely manner or at all. This could result in an increase in our expenses, a decline in performance of our business, or damage to our reputation. In addition, we may need to increase employee compensation levels in order to retain our existing team and attract any additional personnel we may require.

Our success in expanding our business will also depend, in part, on our ability to attract, retain and motivate mid-to-senior management personnel and trained and skilled employees, to maintain a high standard of client service. We may be unable to successfully manage our personnel needs which could adversely affect our business prospects and results of operations. These risks could be heightened to the extent we invest in businesses or geographical regions in which we have limited experience. If we are not able to address these risks, our business, results of operations and financial condition could be materially adversely affected.

9. ***Anand Rathi Commodities Limited ("ARCL"), one of our promoter group entity and its Directors, on account of being a commodity broker with NSEL, are involved in a proceedings involved with SEBI and Economic Offence Wing of Mumbai Police ("EOW"). Also, proceedings under relevant section of IPC and MPID Act are pending against ARCL and one of its ex-Director who is also a Director in our Company. Any adverse outcome in the aforesaid proceedings would have an adverse effect on the brand and reputation of the Anand Rathi Group, which could have an adverse impact on our business, financial condition and results of operations.***

By way of a notification dated June 5, 2007 ("**Exemption Notification**"), the Central Government exempted NSEL from complying with certain requirements of the FCRA in relation to all one day forward contracts, subject to certain conditions, including, amongst other things, no short selling by the members of the exchange and that all outstanding positions of the trade at the end of the day shall result in delivery. On April 27, 2012, the Ministry of Consumer Affairs, Food and Public Distribution (Department of Consumer Affairs) ("**MCA**") issued a show cause to NSEL to explain as to why action should not be initiated against it for violation of the conditions of the Exemption Notification. After considering NSEL's response and other communications, MCA vide its letter dated July 12, 2013 directed NSEL to submit undertaking to the fact that (i) no further/fresh contracts shall be launched by NSEL until further instructions from the concerned authority; and (ii) all the existing contracts will be settled on the due dates. NSEL on July 31, 2013 issued a circular stating that there had been "loss of trading interest in the market due to underlying uncertainties, which led to trade in-equilibrium". Further, NSEL vide the aforesaid circular suspended trading in all one day forward contracts (except e-series contracts) until further notice and merged the delivery and settlement of all such contracts and deferred settlement by 15 days. On August 14, 2013, NSEL issued a circular setting out details in respect of the revised schedule for settlement of outstanding dues payable to the members (including ARCL) however, failed to honour the revised settlement schedule resulting in default amounting to ₹5600 crores.

On complaint made by an investor regarding the aforesaid payment default, the Economic Offence Wing of Mumbai Police ("**EOW**") registered a FIR bearing no. 89/2013 dated September 30, 2013 against NSEL, its officials, certain defaulting counter parties/defaulting borrowers and brokers. Pursuant to investigation, EOW filed charge sheet/s against NSEL, its officials, defaulting borrowers and brokers including ARCL and Mr. Amit Rathi (erstwhile director of ARCL) before the Sessions Judge, Special Court under 'The Maharashtra Protection of Interest of Depositors (In Financial Establishments) Act, 1999' ("**MPID Act**") for offence under Section 120-B read with Sections 409, 420, 465, 467, 468, 471, 474, 477-A of the IPC and section 3 of MPID Act. By way of an order dated March 4, 2019, the Sessions Judge, Special Court under MPID Act issued process/summons to Mr. Amit Rathi and ARCL for attendance and to answer to a charge of commission of offense mentioned in the charge sheet. Mr. Amit Rathi and ARCL have challenged the aforesaid order dated March 4, 2019 in criminal writ petition bearing no. 555/2020 before the Bombay High Court.

EOW pending investigation in the aforesaid matter, forwarded its interim report dated April 4, 2015 to the FMC, particularly with respect to the role played by commodity brokers, in terms of which, while the EOW was taking cognisance of the criminal aspects of the matter, intervention of FMC was sought in relation to potential violations of codes of conduct or licensing terms. Subsequently, on October 28, 2016, in purported exercise of powers under Regulation 24 of the Intermediaries Regulations read with Section 19 of the SEBI Act, SEBI issued a Notice dated 28th October 2016 ("**Notice**") to ARCL calling upon to show cause as to why appropriate recommendation should not be made against ARCL in terms of Regulation 27 of the SEBI Intermediaries Regulations, 2008, read with Section 12(3) of the SEBI Act, 1992, in relation to the application of the ARCL for registration as commodities derivatives broker. ARCL responded to the allegations set out in the Notice on January 6, 2017. Subsequently, on April 24, 2017, a show cause notice was issued by SEBI under Regulation 28(1) read with Regulation 7(2) of the SEBI (Intermediaries) Regulation ("**2017 SCN**"), based on an enquiry report dated April 11, 2017 submitted by a bench of designated authorities, which recommended rejection of an application submitted by ARCL for registration as a commodity derivative broker, and initiation of prosecution proceedings under the FCRA. Pursuant to personal hearings and submission of detailed written submissions, SEBI on December 27, 2018 issued another show cause notice ("**2018 SCN**") informing that "reference to regulation 7(2) of SEBI (Intermediaries) Regulations, 2008 in the body of said notice shall be read as regulation 5(e) read with Regulation 7(1) of Brokers Regulations" and called upon ARCL to show cause as to why the information brought on record by the report filed by SFIO should not be considered while deciding the application for registration. Pursuant to personal hearings, the Hon'ble whole time member, SEBI, vide order dated February 25, 2019 ("**2019 Order**"), declared that ARCL is not a fit and proper person to hold, directly or indirectly, the certificate of registration as commodity derivatives broker, and accordingly, rejected the application dated December 16, 2015, filed by ARCL for registration as commodity derivatives broker. The 2019 Order does not hold that any of the allegations and/or the recommendations contained in the recommendation report of the Designated Authority as proved and simply concluded that ARCL is guilty, by association, only on account of them being members of the said NSEL. ARCL has challenged 2019 Order before Securities Appellate Tribunal, Mumbai ("SAT"). NSEL has also filed an Appeal no. 566 of 2019 to challenge the said order of SEBI.

An adverse outcome in relation to the criminal proceedings against ARCL and one of its ex-director Mr. Amit Rathi, who is also the Director of our Company, could result in, amongst other things, conviction of our Director and the imposition of monetary penalty on ARCL, who is also a part of our Promoter Group. Further any adverse finding in the aforesaid criminal proceeding and appeal pending before SAT against 2019 Order, could have an adverse effect on the brand and reputation of the Anand Rathi Group, which could have an impact on the ability to conduct our business, financial condition and results of operations. For further details, please refer to "*Outstanding Litigation and Material Developments*" on page 290 of this Draft Red Herring Prospectus.

10. Certain minority shareholders of ARDWPL, one of our Subsidiaries, have filed a petition under the Companies Act, 2013, alleging, amongst other things, oppression and mismanagement against our Company, Subsidiaries and some of our Directors. Any adverse outcome in these proceedings could have an adverse impact on the Offer and our reputation.

Certain minority shareholders of ARDWPL (collectively, the "**Petitioners**"), one of the Company's Subsidiaries, filed a petition ("**Petition**") before the National Company Law Tribunal, Mumbai Bench ("**NCLT Mumbai**"), under Sections 241(1)(a) and (b), and Section 242, read with Section 244 of the Companies Act, 2013, against the Company, its Subsidiaries (*i.e.* ARDWPL, FWSPL and FIINFRA), Mr. Anand Rathi, Mr. Amit Rathi, Mr. Rakesh Rawal and others (collectively, the "**Respondents**"), alleging, amongst other things, (a) oppression and mismanagement; (b) that the Respondents have acted against the interest of ARDWPL by transferring the investments held by ARDWPL in favour of our Company, wherein the Petitioners are not shareholders; (c) that the Petitioners have been kept away from the affairs of ARDWPL and (d) that the affairs of ARDWPL are being conducted as a sole proprietorship instead of a company.

The Petitioners have sought various reliefs from the NCLT in the Petition, including, amongst other things, an exit on mutually agreeable terms, that the Respondents be directed to maintain *status quo* in the board and shareholding of ARDWPL, that the Respondents be restrained from transferring the investments / assets of ARDWPL, FWSPL, FIINFRA and the Company, that an ad interim *ex parte* order be passed directing SEBI to not consider the offer documents of our Company with respect to its initial public offering and to stay such offering and that a receiver be appointed to regulate the affairs of ARDWPL. Mr. Amit Rathi has filed a Miscellaneous Application under the National Company Law Tribunal Rules, 2016 challenging the maintainability of the Petition ("**Application**"), which has been responded to by the Petitioners, seeking dismissal of the Application. Further, Mr. Amit Rathi has also filed an affidavit dated February 6, 2021 (the "**Reply**") on behalf of our Company and ARDWPL, before the NCLT Mumbai, denying the allegations in the Petition. Supriya Rathi, one of the Respondents, has also filed a miscellaneous application dated March 3, 2021, praying for dismissal of the Petition and that the NCLT refer the disputes arising from the Petition to arbitration. The matter is currently pending. Any adverse outcome in any of these proceedings could potentially result in, amongst other things, an injunction on our Company's initial public offering, and / or adversely impact our reputation. For further details, please refer to "*Outstanding Litigation and Material Developments*" on page 290 of this Draft Red Herring Prospectus.

11. We require certain approvals and licenses in the ordinary course of business, and the failure to obtain or retain them in a timely manner may have a material adverse effect on our operations.

We require certain approvals, licenses, registrations and permissions for operating our business, some of which may have expired and for which we may have either made, or are in the process of making, an application for obtaining the approval for its renewal. We have filed necessary applications with various authorities pursuant to change in name of our Company and the same are pending approval. While we have procured all material approvals for our operations, we are in the process of renewing/procuring certain approvals and licenses. If we are unable to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, our business may be adversely affected. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which may be onerous and require us to make substantial compliance-related expenditure. If we are unable to comply or a regulator claims that we have not complied with these conditions, our business, prospects, financial condition and results of operations may be adversely affected. For details see "*Government and Other Approvals*" on page 299 of this Draft Red Herring Prospectus.

12. There are outstanding legal proceedings against our Company, our Subsidiaries, our Promoters, our Directors and our Group Companies, which if determined adversely, could affect our business and results of operations.

In the ordinary course of our business, our Company, our Subsidiaries, our Promoters, our Directors and Group Companies are involved in certain legal proceedings, pending at varying levels of adjudication before various courts, tribunals and appellate authorities. Any such action may include claims for substantial or unspecified compensatory and punitive damages, as well as civil, regulatory or criminal proceedings against our Directors, officers or employees, and the probability and amount of liability, if any, may be significant or remain unknown for significant periods of time. In this Draft Red Herring Prospectus, pending litigation involving our Company other than criminal proceedings, statutory or regulatory actions and taxation matters (pending actions or any actions taken in the past five years), are considered material if the monetary amount of claim by or against the entity or person in any such pending matter is in excess of ₹ 22.56 million.

A summary of such legal proceedings, including material legal proceedings, is set out below:

Litigation against our Company

(in ₹ million except where otherwise stated, to the extent ascertainable)

Nature of litigation	Number of outstanding cases	Amount involved
1. Criminal proceedings	Nil	N.A.
2. Regulatory/ statutory proceedings	2	0.84
3. Taxation proceedings - Direct - Indirect	Nil	N.A.
4. Other matters exceeding the materiality thresholds	1	N.A.

Litigation against our Directors

(in ₹ million except where otherwise stated, to the extent ascertainable)

Nature of litigation	Number of outstanding cases	Amount involved
1. Criminal proceedings	7	107.87
2. Regulatory/ statutory proceedings	1	N.A.
3. Taxation proceedings - Direct - Indirect	1	3.63
4. Other matters exceeding the materiality thresholds	2	73.15

Litigation against our Subsidiaries

(in ₹ million except where otherwise stated, to the extent ascertainable)

Nature of litigation	Number of outstanding cases	Amount involved
1. Criminal proceedings	Nil	N.A.
2. Regulatory/ statutory proceedings	Nil	N.A.
3. Taxation proceedings - Direct - Indirect	3	20.23
4. Other matters exceeding the materiality thresholds	1	N.A.

Litigation against our Promoters

(in ₹ million except where otherwise stated, to the extent ascertainable)

Nature of litigation	Number of outstanding cases	Amount involved
1. Criminal proceedings	6	107.87
2. Regulatory/ statutory proceedings	1	N.A.

Nature of litigation	Number of outstanding cases	Amount involved
3. Taxation proceedings - Direct - Indirect	1	3.63
4. Other matters exceeding the materiality thresholds	3	107.50

Litigation against our Group Companies which has a material impact on our Company

(in ₹ million except where otherwise stated, to the extent ascertainable)

Nature of litigation	Number of outstanding cases	Amount involved
1. Criminal proceedings	5	107.87
2. Regulatory/ statutory proceedings	Nil	N.A.
3. Taxation proceedings - Direct - Indirect	Nil	N.A.
4. Other matters exceeding the materiality thresholds	1	34.35

Given the uncertainties and complexity of many of these regulatory or legal proceedings, their outcome generally cannot be predicted with any reasonable degree of certainty.

We cannot assure you that any of the outstanding legal proceedings will be settled in our favour, or that no additional liability will arise out of these proceedings. We may incur significant expenses and management time in such legal proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. An adverse outcome in any of these proceedings could have an adverse effect on our business, financial condition, results of operations, and prospects.

Moreover, even claims are withdrawn, or if we ultimately prevail in a relevant litigation, regulatory action or investigation, we could suffer significant harm to our reputation, which could materially affect our prospects and future growth, including our ability to attract new contracts, retain current contracts and recruit and retain employees and agents.

For details, see "*Outstanding Litigation and Material Developments*" on page 290 of this Draft Red Herring Prospectus.

13. Security breaches of clients' confidential information that we store may harm our reputation and expose us to liability.

We store clients' bank information, credit information and other sensitive data. While we have measures and systems in place to protect clients' confidential data, any accidental or wilful security breach or other unauthorised access could cause the theft and criminal use of this data. Security breach or unauthorised access to confidential information could also expose us to liability related to the loss of the information, time-consuming and expensive litigation and negative publicity. If security measures are breached because of third party action, employee error, malfeasance or otherwise, or if design flaws in our software are exposed and exploited, and, as a result, a third party obtains unauthorised access to client data, our relationships with clients will be severely damaged, and we could incur significant liability and reputational damage. Further, we engage with certain third party service providers, and although our contracts with them restrict the usage of client data and impose protective precautions, there can be no assurance that they will abide by such contractual terms or that the contracts will be found to be in compliance with data protection laws.

Because techniques used to obtain unauthorised access or to sabotage systems change frequently and generally are not recognised until they are launched against a target, we and our third party hosting facilities may be unable to anticipate these techniques or to implement adequate preventative measures. In addition, we may be required under applicable regulations to notify individuals of data security breaches involving their personal data. These mandatory disclosures regarding a security breach are costly to implement and often lead to widespread negative publicity, which may cause clients to lose confidence in the effectiveness of our data security measures.

Information Technology Act, 2000 ("IT Act"), as amended, read with rules and regulations thereunder requires us to maintain confidentiality of sensitive personal data or information. The IT Act also imposes stringent punishment, including imprisonment in case a person (including an intermediary), while providing services as per a contract, accesses, reveals or discloses personal information about another individual in violation of the contract or without consent of such other individual, knowing that the same will cause wrongful loss or wrongful gain. India has also implemented privacy laws, including the

Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011, which impose limitations and restrictions on the collection, use and disclosure of personal information. It also mandates body corporates to adopt a privacy policy, to obtain consent from data subjects for collecting or transferring their sensitive personal data or information and intimate them about recipients of such collected data, as a mechanism of establishing a robust security standard. Further, the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 require body corporates and intermediaries (respectively) to implement appropriate security control measures that are commensurate with the information assets being protected.

In September 2019, the Ministry of Electronics and Information Technology of the GOI formed a committee of experts ("**NPD Committee**") to recommend a regulatory regime to govern non-personal data ("NPD"). The NPD Committee has released two reports which recommend, among other items, a framework to govern NPD (defined as any data other than personal data), access and sharing of NPD with the GoI and corporations alike who will undertake a 'duty of care' to the community to which the NPD pertains and a registration regime for "data businesses", meaning businesses that collect, process or store data, both personal and non-personal. In December 2019, the Personal Data Protection Bill 2019 ("**PDP Bill**") was tabled in the Indian Parliament by the Government of India and has currently been referred to a joint parliamentary committee. The PDP Bill proposes a legal framework governing the processing of personal data, where such data has been collected, disclosed, shared or otherwise processed within India, as well as any processing of personal data by the GoI, Indian companies, Indian citizens or any person or body of persons incorporated or created under Indian law. The PDP Bill defines personal data and sensitive personal data, prescribes rules for collecting, storing and processing of such data and creates rights and obligations of data-subjects and processors. The Indian Government has also been mooting a legislation governing non-personal data. If these or similar legislation are enacted, we may incur additional compliance costs, it may affect us in ways that we are currently unable to predict and our business, results of operation and financial condition may be adversely affected.

Any security breach, whether actual or perceived, would harm our reputation, and result in loss of clients, which could in turn have a material adverse effect on our business, prospects, results of operations, financial condition or cash flows.

14. ***We may not be able to fully comply with anti-money-laundering, insider trading and anti-terrorism rules and regulations, which could result in criminal and regulatory fines and severe reputational damage.***

Although we have implemented comprehensive anti-money laundering ("**AML**"), ''know your customer'' (''**KYC**'') and insider trading policies and procedures and seek to adhere to all requirements under Indian law, there can be no assurances that these policies and procedures will be completely effective. If, in the future, we are unable to comply with reporting requirements or other AML, KYC or insider trading regulations, or are associated with money laundering or terrorist financing, our reputation, ability to continue our business, financial condition, results of operations or prospects could be adversely affected. In addition, involvement in such activities may carry criminal or regulatory fines and sanctions.

15. ***We may be required to seek registration as an NBFC in view of the principal business test and have sought confirmation from the RBI on the non-applicability of registration requirements to our Company. If we are required to obtain a registration as an NBFC, it may have a material impact on account of increased compliances and consequent costs.***

As the principal business of our Company is wealth management, we earn profit on the sale of securities of ARGFL to clients as a part of our wealth management strategy. However, as per Press Note dated April 8, 1999 issued by RBI, a company will be treated as an NBFC if its financial assets are more than 50 per cent of its total assets (netted off by intangible assets) and income from financial assets should be more than 50 per cent of the gross income. Both these tests are required to be satisfied as the determinant factor for principal business of a company. This classification has led to a situation where our principal activity may be deemed to be one of financial business solely.

We believe that our investments in our Subsidiaries are neither purchase and sale of securities nor the acquisition of marketable securities which falls within the purview of business of financial institution as defined in Section 45I (c) of the RBI Act. We further believe that our investments in business done through Subsidiaries should be excluded for this purpose as it primarily comprises of deployment in non-financial assets such as infrastructure, software development, technology upgradation etc., which in turn provides the physical and software platform for our Company to run our business operations smoothly.

On account of the above requirements, we have sent a clarification letter dated June 10, 2021 to RBI requesting for guidance as to whether we may be excluded from making application to register as NBFC as we are purely and actively engaged in wealth management business and the investments in our subsidiaries are primarily for infrastructure and software which enables our wealth management business.

Further, in the CARO Report of Fiscal 2021, our Statutory Auditors have included the following observation:

"In our opinion, the Company is required to be registered under Section 45IA of the Reserve Bank of India Act, 1934 considering that the Company's Financial Assets and Financial income constitute more than 50 percent of the total assets and gross income. However, the Management is of the view that the Company is actively engaged in Wealth Management business and the investments in the subsidiaries, which are considered in the nature of financial assets are primarily for the purpose of infrastructure and software and should not be considered as Financial Assets. In the opinion of the management, the said investments in subsidiaries should not be considered as financial assets for computation of 50 percent test and thus the Company may not require to register as NBFC. The Company has also submitted request to RBI explaining this position and seeking guidance on captioned matter."

The above observation was also highlighted by the Statutory Auditors in the CARO Report of Fiscal 2020. In the event that the RBI does not agree with our interpretation or opines that we are required to seek registration as an NBFC, we will be required to apply for registration as NBFC, which may have a material impact on account of increased compliances and consequent costs. For instance, if classified as an NBFC, we will also be required to comply with additional requirements, including for maintenance of regulatorily mandated capital limits, restrictions of access to funds, periodic inspections and reporting requirements, which in turn may adversely impact our ability to access capital or to raise funds in a timely manner, or at all. There can be no assurance that we will be able to comply with any requirements of being classified as an NBFC and failure to comply with registration requirements or additional compliance requirements may subject us to penalties, loss of licenses or reputational risks. We may also be required to spend substantial management time in order to comply with such requirements, which would adversely impact our current business plans and operations.

16. ***There have been instances of discrepancies in relation to certain of our corporate records and statutory filings with the RoC under applicable laws. Any proceedings that may be initiated in this regard, or any adverse outcome of such proceedings, could adversely impact our reputation, business and our results of operations.***

There have been certain discrepancies in relation to statutory filings required to be made by us with the RoC under applicable laws, as well as certain other non-compliances incurred by us under the Companies Act, 1956 and the Companies Act, 2013. We have filed applications for compounding with the RoC, with respect to (a) delay in appointment of Independent Directors, (b) delay in constituting the Audit Committee; and (c) delay in constituting the Nomination and Remuneration Committee. For further details in relation to these compounding applications, please refer to "*Outstanding Litigation and Material Developments*" on page 290 of this Draft Red Herring Prospectus.

In addition to the above, there were certain other past instances of non-compliance relating to disclosure requirements under the Companies Act, pertaining to (i) disclosure in the Board report with respect to the composition of the Audit Committee and (ii) in name of the one of the initial subscribers as Mr. Sidharth Jadhav in our Memorandum of Association and our Register of Shareholders vis-a-vis the minutes of the meeting of our Board which stated that it was Mr. Santosh Jadhav.

During Fiscal 2016-17, our Company had undertaken two allotments on a rights basis (collectively, "**Rights Issues**"), consisting of 4,371,000 Equity Shares on September 19, 2016, and 2,169,834 Equity Shares on October 25, 2016, which were erroneously recorded as private placements in the records of the Company. Subsequently, on discovery of these errors, our Company suo motu resolved to rectify its records and consequently filed the revised forms on November 1, 2019, with due references to the original erroneous documentation and correctly recording these allotments as rights issues.

Further, our Company undertook two private placements of 34,000 Equity Shares and 50,000 Equity Shares on January 9, 2017 and January 19, 2017, respectively, wherein the Company failed to open separate bank accounts for receipt of funds, as prescribed under the Companies Act. On February 7, 2020, we applied for adjudication of penalties with the RoC ("**Adjudication Application**"), with respect to all the above matters. The RoC passed two orders with respect to the Adjudication Application, both dated March 30, 2021, and imposed penalties of ₹0.34 million and ₹0.50 million with respect to the two private placements and noted the facts with respect to the Rights Issues. Our Company has paid the above-mentioned penalties, aggregating to ₹ 0.84 million, on April 21, 2021. For further details in relation to the Adjudication Application and the orders passed by the RoC, please refer to "*Capital Structure*" and "*Outstanding Litigation and Material Developments*" on page 68 and 290, respectively, of this Draft Red Herring Prospectus.

With respect to the above non-compliances and any non-compliances that may occur going forward, there can be no assurance that the RoC, or any other applicable statutory/regulatory authority, will not take an adverse view and, consequently, initiate proceedings against our Company or any of our Directors. Any such proceedings, or any adverse outcome of such proceedings could adversely impact our reputation, business and our results of operations.

17. ***If we are unable to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.***

Effective internal controls are necessary for us to manage our operations, prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. In the CARO Report of Financial Year 2019-20 and 2020-21, while considering the internal control over the financial reporting criteria established by the Company, the Statutory Auditors have observed that in light of the essential component of internal control stated in the Guidance Note, appropriate documentation needs to be strengthened to make the same commensurate with the size of the Company and nature of its business. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud.

18. ***Failure or disruption of our IT systems may adversely affect our business, financial condition, results of operations and prospects.***

We have implemented various information technology ("**IT**") solutions to cover key areas of our operations and accounting.

These systems are potentially vulnerable to damage or interruption from a variety of sources, which could result in a material adverse effect on our operations. An IT malfunction could disrupt our business or lead to disclosure of sensitive company information. Our ability to maintain our business operations depends on the proper and efficient operation and functioning of various IT systems, which are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems).

Our DWM business, uses technology to interact with clients via online/mobile based services delivered by our employees and client engagement partners. A significant or large-scale malfunction or interruption of one or more of our IT systems could adversely affect our ability to keep our operations running efficiently. In addition, it is possible that a malfunction of our data system security measures could enable unauthorised persons to access sensitive business data, including information relating to our intellectual property or business strategy or those of our clients. Such malfunction or disruptions could cause economic losses for which we could be held liable. A failure of our information technology systems could also cause damage to our reputation which could harm our business. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations.

Further, unavailability of, or failure to retain, well trained employees capable of constantly servicing our IT systems may lead to inefficiency or disruption of IT system thereby adversely affecting our ability to operate efficiently.

Any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) may affect our ability to plan, track, record and analyse work in progress and sales, process financial information, meet business objectives based on IT initiatives, or otherwise conduct our normal business operations, which may increase our costs and otherwise adversely affect our business, financial condition, results of operations and prospects.

19. ***We are dependent on third party public cloud provider and any disruption in the cloud provider end will have an impact on our business.***

Our services are hosted on third party public cloud provider and such cloud services are key to our business continuity. In the event, the third party public cloud provider fail to perform their contractual or other obligations satisfactorily, we may be unable to successfully carry out our operations or our clients and partners may face difficulties in their operations or we may be required to make additional investments, which could result in reduced profits or, in some cases, losses. Any of the foregoing could have an adverse effect on our business, results of operations, financial condition and reputation.

20. ***We may introduce new products for our customers and we cannot assure you that such products will be profitable in the future***

We introduce new products and services in our existing lines of business. We may incur costs to expand our range of products and cannot guarantee that such new products will be successful once offered. Such failure may be due to factors outside of our control, such as general economic conditions, competition, changing customer demands, or our own errors in judgment of customer demands and product features. If we fail to develop and launch these products successfully, we may lose a part or all of the costs incurred in development and promotion or discontinue these products entirely, which could in turn increase our expenses without a corresponding increase in revenue.

21. ***Our insurance coverage may not be adequate to protect us against all potential losses, which may have a material adverse effect on our business, financial condition and results of operations.***

Our operations are subject to various risks inherent in the financial sector, as well as fire, theft, data crash, hacking, robbery, earthquake, flood, acts of terrorism and other force majeure events. We maintain insurance for a small portion of our assets including with respect to our private four wheeler vehicles, fire and special perils in India through third-party insurers. We do not have any keyman insurance policy in place, and are not insured against business interruption, consequential damages, environmental damages, terrorist acts and war-related events. None of our insurance policies are assigned in favour of any third-party. We may not have identified every risk and further may not be insured against every risk, including operational risk that may occur and the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events or risks not covered by insurance policies or due to the same being inadequate, could materially harm our results of operations, financial condition and cash flows. There can be no assurance that the insurance availed by us or risks covered under such insurance policies are adequate or any claims filed will be honoured fully or timely under our insurance policies. Also, our financial condition may be affected to the extent we suffer any loss or damage that is not covered by insurance or which exceeds our insurance coverage. In addition, we may not be able to renew certain of our insurance policies upon their expiration, either on commercially acceptable terms or at all.

22. ***We have entered into related party transactions. We will continue to enter into such transactions and there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.***

We have entered into transactions with several related parties which were conducted in compliance with applicable laws. It is likely that we will enter into related party transactions in the future and there can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. Furthermore, if any relevant regulatory authority disagrees with our views of such related party transactions, we may be required to expend senior management time to defend our positions on such matters and may have to face additional pay-outs and penalties. For more information regarding our related party transactions, see "*Other Financial Information – Related Party Transactions*" page 258 of this Draft Red Herring Prospectus.

23. ***Our Company is dependent on Anand Rathi Global Finance Limited ("ARGFL"), one of our Group Companies, for the business relating to the structured products. Any change in the regulatory environment of non-banking financial services may have an adverse impact on the business and operations of the Company.***

ARGFL is in the business of non-banking financial services. As a part of its business activities, it issues financial products (non-convertible debentures / structured products) for our ultimate clients. We buy these products from ARGFL which are then sold to certain of our clients. As a result, any adverse impact on the business of ARGFL due to any regulatory restrictions, may constrain our revenue stream from this business line. While we believe that such transactions are executed on an arm's length basis, we cannot assure you that the respective regulatory authorities will concur with our views or will not seek adjustments to our income from taxation purposes.

24. ***Our Company has experienced negative cash flows in some prior periods and may do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

Our Company has experienced negative cash flows in Fiscal 2021, the details of which are provided below:

(₹ in million)

Particulars	FY 2020-2021
Operating Profit Before Working Capital Changes	**832.18**
Working Capital Changes	(803.36)
Direct Taxes Paid (Net)	(239.03)
Net cash flow from operating activities	**(210.21)**

For details on the cash flows for the last three Fiscals, please refer the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations* " and "*Financial Information*" on pages 260 and 199, respectively of this Draft Red Herring Prospectus. We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition.

25. ***Our Subsidiary has incurred losses in some prior periods and may do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

One of our Subsidiary has incurred losses in the Fiscal 2020 and Fiscal 2019, based on its audited financial statements. We cannot assure you that our Subsidiaries will not incur such losses in the future.

Set forth are the details of our Subsidiary which has incurred losses in Fiscals 2020 and 2019, based on its audited financial statements:

(₹in million)

Name of the entity	***Profit / (loss) for the Fiscal***		
	2021	***2020***	***2019***
Ffreedom Intermediary Infrastructure Private Limited	2.69	(21.77)	(20.97)

For further details, see "*Our Subsidiaries*" on page 161 of this Draft Red Herring Prospectus.

26. ***Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.***

The amount of our future dividend payments, if any, will be at the sole discretion of our Board of Directors and will depend on our future earnings, cash flows, financial condition, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that we will pay dividends. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed with our lenders. Our historical payment of dividends is not indicative of any payments of dividends in the future. We may be unable to pay dividends in the near or medium term and our future dividend policy will depend on our capital requirements, financial condition and results of operations. For details, see "*Dividend Policy*" on page 198 of this Draft Red Herring Prospectus.

27. ***We have undertaken and may continue to undertake strategic investments and alliances, acquisitions and mergers in the future, which may be difficult to integrate and manage. These may expose us to uncertainties and risks, any of which could adversely affect our business, financial conditions and result of operations.***

We have pursued and may continue to pursue strategic investments and alliances in India as a mode of expanding our operations. Going forward, we may undertake acquisitions, mergers, investments and expansions to enhance our operations and technological capabilities. There can be no assurance that we will be able to raise sufficient funds to finance such strategies for growth. Further, expansion and acquisitions may require us to incur or assume new debt, expose us to future funding obligations, legal claims, past liabilities, regulatory probes or integration risks and we cannot assure you that such expansion or acquisitions will contribute to our profitability.

Furthermore, the return on capital deployed in such acquisitions will depend on the price of the acquisitions and efficiency of integration of acquired business employees and assets. We may also face numerous risks and uncertainties combining, transferring, separating or integrating the relevant businesses and systems, including the need to align accounting and data-processing systems and management controls and to integrate relationships with clients, trading counterparties and business partners. We may not be able to realise the benefits we might anticipate from any such acquisitions, which may adversely affect our growth prospects and results of operations. Moreover, we may expend significant management attention trying to do so, but may not see results. In addition, there can be no assurance that we will be able to consummate our expansions, acquisitions, mergers or alliances in the future on terms acceptable to us, or at all.

Additionally, factors such as competition, culture, regulatory regimes, business practices and customs and client requirements in the markets that we may target differ from those in our current markets and our experience in our current markets may not be applicable to these new markets. In addition, as we enter new markets and geographical regions, we are likely to compete with other banks and financial institutions that already have a presence in those jurisdictions and markets. As these banks and financial institutions are more familiar with local regulations, business practices and customs, they may have developed stronger relationships with clients. Our business expansion may be exposed to various additional challenges, including obtaining the necessary governmental approvals, identifying and collaborating with local business and partners with whom we may have no previous working relationship, successfully gauging market conditions in the local markets in which we have no previous familiarity, attracting potential clients in a market in which we do not have significant experience or visibility, being susceptible to local laws, including taxation in additional geographical areas in India and overseas, and adapting our marketing strategy and operations to the different regions. Due to the aforementioned challenges, if we are unable to expand our current operations on favourable terms or at all it may adversely affect our business prospects, financial condition and results of operations.

28. ***Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned for this Offer, from CARE Advisory Research and Training Limited and paid by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

Certain information in the sections entitled "*Our Business*" "*Industry Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 137, 95 and 260 of this Draft Red Herring Prospectus includes information that is derived from a report dated July, 2021, titled "*Industry Research Report on Wealth Management*" prepared by CARE Advisory Research and Training Limited ("**CARE Advisory**"), being appointed by the Company on April 15, 2021. We have commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Offer. Neither we, the Selling Shareholders, any of the BRLMs including, their associates or affiliates, nor any other person connected with the Offer has verified the information in the CARE Advisory. CARE Advisory has advised that while it has taken due care and caution in preparing the report based on information obtained from sources which it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the CARE Advisory or the data therein and is not responsible for any errors or omissions or for the results obtained from the use of CARE Advisory or the data therein. The CARE Advisory highlights certain industry and market data relating to our Company and our competitors. Such data is subject to many assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CARE Advisory's assumptions are correct or will not change and accordingly our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the CARE Advisory is not a recommendation to invest or disinvest in our Company or any company covered in the CARE Advisory. CARE Advisory has stated that it is not responsible for any loss or damage arising from the use of the CARE Advisory. Prospective investors are advised not to unduly rely on the CARE Advisory when making their investment decision.

We have not independently verified data obtained from official and industry publications and other sources referred to in this Draft Red Herring Prospectus and therefore, while we believe them to be true, we cannot assure you that they are complete or reliable. Such data may also be produced on different bases from those used in the industry publications we have referenced. Therefore, discussions of matters relating to India, its economy and the industries in which we currently operate are subject to the caveat that the third-party and statistical data upon which such discussions are based may be incomplete or unreliable. For details, see "*Industry Overview*" on page 95 of this Draft Red Herring Prospectus.

29. We have certain contingent liabilities, which, if they materialize, may adversely affect our results of operations, financial condition and cash flows.

The following table sets forth certain information relating to our contingent liabilities as per Ind-AS 37, as of March 31, 2021:

(₹ in millions)

Particulars	As of March 31, 2021
Liabilities disputed - appeals filed with respect to:	
Income Tax demand for Assessment Year 2013-14*	4.17
Income Tax demand for Assessment Year 2013-14 (Penalty order under sec 271(1)(c))	4.62
Income Tax demand for Assessment Year 2015-16*	11.44
Total	20.23

** Addition on account of difference in consideration which is received more in comparison to fair market value of shares issued u/s 56(2)(vii)(b)*

If a significant portion of these liabilities materialize, it could have an adverse effect on our results of operations, cash flows and financial condition. For details of our contingent liabilities as of March 31, 2021, as per Ind-AS 37, see "*Financial Information - Restated Ind AS Consolidated Summary Statement of Contingent Liability*" on page 244.

30. Certain of our Promoters, Directors and Key Management Personnel may be interested in our Company other than remuneration and reimbursement of expenses.

Certain of our Directors and Key Management Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding, direct and indirect, and stock options in our Company and benefits arising therefrom. Our Promoters are also interested in our Company to the extent of their shareholding in our Company. Our Promoters and certain of our Key Management Personnel may also be deemed to be interested to the extent of their shareholding in our Group Companies on account of related party transactions entered into by our Company with such Group Companies. There can be no assurance that our Promoters and our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Directors may also be interested to the extent of any transaction entered into by our Company with any other company/firm/entity in which they are director/promoter/partner. For details, see "*Our Promoters and Promoter Group*", "*Our Management*", "*Our Group Companies*" and "*Other Financial Information - Related Party Transactions*" on pages 185, 164, 192 and 258 respectively, of this Draft Red Herring Prospectus

31. Some of our offices, are held by us on lease or leave and license or tenancy agreements which subject us to certain risks

Some of our offices are on premises that have been leased by us from third parties through lease or leave and license or tenancy arrangements for fixed terms, typically for 36-60 months. Upon expiration of the term of the relevant agreement for each such premise, we will be required to negotiate the terms and conditions on which the lease agreement may be renewed. We cannot assure you that we will be able to renew these agreements on commercially reasonable terms in a timely manner, or at all. Further, some of our Subsidiaries and Group Companies use our Registered Office or Corporate Office as their respective registered offices. In the event that these existing leases are terminated, or they are not renewed on commercially acceptable terms or at all, it may have a limited impact on our operational activities for the time being.

32. Direct investment in mutual funds by our existing as well as potential clients will have an adverse impact on our revenue from mutual fund distribution.

While we initially commenced our mutual fund distribution business with a business model based on upfront commission, given the larger proportion of equity mutual funds historically distributed by us, we moved to a trail commission model, which has provided us with a recurring commission based on the performance of such funds in the market. Currently, we derive our revenue from operations, from the commission and trail income *i.e.* in the nature of a recurring periodic payment as long as the AuM is reflected in our ARN code that we earn by distribution of mutual funds through our business verticals and from fees received from funds that we distribute to our clients. With growing technology and increase in the ease of investments in such funds, our existing, as well as potential clients may not see significance in choosing to make their investments through us, and may choose to invest in such funds directly, thereby reducing or eliminating our involvement in the process of investments. In the event that such existing or potential clients choose to invest in such funds directly, our AuM or growth in AuM may reduce which would have an adverse impact on our business and results of operations.

33. We cannot ensure that our intellectual property is protected from being copied or used by others, including our competitors, and intellectual property infringement actions may be brought against us, which could have a material adverse effect on our business.

We use, among others, the name, brand and trademark 'ANANDRATHI' and associated logos in the ordinary course of our business and in our corporate name. The trademark and tagline of "Private Wealth. uncomplicated" are not registered, nor have they been applied for. The trademark 'ANANDRATHI' is owned by, and is currently registered in the name of ARFSL. This trademark is licensed to us through a license agreement dated April 1, 2018, which will continue to have effect unless mutually terminated by ARFSL and our Company. In the event of termination of this agreement, we would be required to change our name and brand, which could require us to expend significant resources to establish new branding and name recognition in the market, which could materially and adversely affect our reputation, business, operations, financial condition and results of operations.

As of the date of this Draft Red Herring Prospectus, except for seven trademarks, being, OFA, FIINFRA logos, UNCAPPED ACCELERATOR, DECAY MULTIPLE, PROTECTED ACCELERATOR, PROTECTED CALL, PROTECTED CALL PLUS, ARWEALTH and REVERSE CHI SQUARE and three copyright Core Concept Note, Financial Strategy- V1 and Financial Strategy- V34; we do not have any other registered intellectual property rights, which may impact our ability to protect our intellectual property. We may be unable to detect the unauthorised use of, or take appropriate steps to enforce, our intellectual property rights. Failure to protect our intellectual property and trademarks adequately could harm our reputation and affect our ability to compete effectively. Further, defending our intellectual property rights may require significant financial and managerial resources, the expenditure of which may materially adversely affect its business, financial condition and results of operations. Further, we cannot assure you that such attempt to establish our brand will be successful or that ARFSL will not leverage the brand recognition created by us for 'ANANDRATHI' brand to itself enter into the wealth management business.

We may also be subject to claims that we have breached our licensed use of software or otherwise infringed on the intellectual property of third parties, including infringement by service providers who use such licences to provide services to us. Any of the above matters could have a material adverse effect on our business, results of operations, financial performance and the trading price of our Equity Shares.

34. Our success depends in large part upon our Promoters and certain members of our Promoter Group. If such individuals are unable or unwilling to continue in their present position, they would be difficult to replace and our business, prospects and results of operations could have a material adverse effect.

Our individual Promoters, Mr. Anand Rathi and Mr. Pradeep Gupta, and our Director, Mr. Amit Rathi, who is also a part of our Promoter Group, have extensive experience in the financial services industry. We also operate our business under the aegis of brand 'ANANDRATHI', a brand used by multiple entities in the Anand Rathi Group, which is owned by, and is registered in the name of ARFSL. This trademark is licensed to us through a license agreement dated April 1, 2018, which will be continue to have effect unless mutually terminated by ARFSL and our Company. They have been crucial to the growth of our business and we are highly dependent on them to manage our current operations and to meet future business challenges. In particular, the active involvement of certain of our Promoters and members of our Promoter Group in our operations, including through strategy, direction and client relationships have been integral to our development and business. If such individuals are unable or unwilling to continue in their present position, it would have a material adverse effect on our operations. We cannot assure you that their services will continue to be available to us, or that we will be able to find a suitable replacement if required. For further details on the risks in relation to usage of the 'ANANDRATHI' logo, refer to '*-Our results are also dependent on the strength and reputation of the brand 'ANANDRATHI', as well as the reputation of other entities forming part of the Anand Rathi Group*.' on page 26 of this Draft Red Herring Prospectus.

35. Some of our Promoter Group entities are involved in similar line of business that may lead to real or potential conflicts of interest with our business.

Some of our Promoter Group entities are involved in a similar line of business which may have a potential conflict of interest with our business. The interests of some of our Promoter Group entities may conflict with the interests of our other Shareholders and for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit themselves instead of our Company's interests or the interests of its other Shareholders and which may be harmful to our Company's interests or the interests of our other Shareholders, which may impact our business, financial condition and results of operations.

36. We will not receive any proceeds from the Offer

This Offer includes an Offer for Sale of up to ₹ [•] million by the Selling Shareholders. The entire proceeds, net of the Offer expenses borne by the Promoter Selling Shareholder, from the Offer for Sale will be paid to the Promoter Selling Shareholder and our Company will not receive any such proceeds. For details, see, "*Objects of the Offer*" on page 87 of this Draft Red Herring Prospectus.

37. Our Company has issued Equity Shares during the preceding one year at a price that may be below the Offer Price and grants of stock options under our employee stock option plan may result in a charge to our profit and loss account and, to that extent, reduce our profitability and financial condition.

We have in the preceding one year prior to filing this Draft Red Herring Prospectus, issued Equity Shares pursuant to (i) the ESOP 2017 and ESOP 2018 at par value of ₹5 per Equity Share and (ii) preferential allotment at ₹411 per Equity Share, which may be less than the Offer Price. The price at which the Equity Shares have been issued by our Company in the preceding one year is not indicative of the price at which they will be issued or traded. Further, going forward, our Company may continue to issue Equity Shares, including under the ESOP Scheme(s), at prices that may be lower than the Offer Price. Grants of stock options result in a charge to our statement of profit and loss and reduce, to that extent, our reported profits in future periods. Any issuance of the equity shares by us, including through exercise of employee stock options pursuant to the ESOP Scheme we may implement in the future, may dilute your shareholding in the Company, adversely affecting the trading price of the Equity Shares and our ability to raise capital through an issuance of new securities. For details, please see "*Capital Structure*" on page 68 of this Draft Red Herring Prospectus.

38. Some of our old corporate or secretarial records may not be traceable and some of our corporate records contain discrepancies. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.

We manage our internal compliance by monitoring and evaluating internal controls and ensuring all applicable statutory and regulatory compliances from time to time. However, there can be no assurance that deficiencies in our internal controls will not arise in future, or that we will be able to implement, and continue to maintain, take adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all.

For instance, our Company is currently not in possession of certain secretarial records and filings for and including in relation to certain earlier transfer of equity shares of face value of ₹ 10 each and appointment of our directors. Accordingly, some of the information included in the section "*Capital Structure*" and "*Our Management*" on pages 68 and 164 of this Draft Red Herring Prospectus is based on other documentation available with our Company, including annual returns and alternate secretarial records and filings. While we believe that these secretarial records and filings were prepared and submitted to the relevant authorities by our Company, in due course; we cannot assure you that we will be able to locate these secretarial records and filings in the future. Accordingly, while we have obtained a practicing company secretary certificate for certain of these secretarial records and filings, we cannot assure you that our Company will not be subject to any action, including monetary penalties by the relevant regulatory authority on account of any inadvertent discrepancies in, or non-availability of, some of its secretarial records and filings. Any such outcome may adversely impact our reputation, business and our results of operations.

39. We may be unable to detect and deter misconduct of our employees or other third-party service providers which could harm our brand and our reputation, or lead to regulatory fines or litigation against us.

We operate in an industry in which we use hold and trade client monies, and in which personal relationships, integrity and the confidence of our clients are of critical importance. As a result, we are subject to the risk that our employees and other third parties whom we deal with could engage in misconduct that may adversely affect our business. For example, if an employee were to engage in illegal or suspicious activities, we could be subject to regulatory fines and suffer serious harm to our reputation (because of the negative perception resulting in such activities), financial position, client relationships and ability to attract new clients. While we have internal processes to detect, prevent and monitor our employees, agents, distributors and other third parties and have not faced such a situation so far, we may not be successful in our endeavours. Such misconduct could include, engaging in mis-selling, misrepresentation or fraudulent, deceptive or otherwise improper activities when marketing or selling products, binding us to transactions, hiding unauthorised or unsuccessful activities, such as insider trading, improperly using or disclosing confidential information, making illegal or improper payments, falsifying documents or data, recommending products, services or transactions that are not suitable for our clients; misappropriation of funds, engaging in unauthorised or excessive transactions detriment to our clients or not complying with applicable laws or our internal policies and procedures.

Our business often requires that we deal with confidential information. If our employees were to improperly use or disclose this information, even if inadvertently, we could be subject to legal action and suffer serious harm to our reputation, financial position and current and future business relationships. It is not always possible to deter employee misconduct, and the precautions we take to detect and prevent such activities may not always be effective. Misconduct by our employees, or even unsubstantiated allegations of misconduct, could result in an adverse effect on our reputation and our business. While we have implemented specific initiatives to reduce the likelihood of such situations occurring in future, including enhanced due diligence measures for high-risk cases and additional verification measures during the client on-boarding process, there can be no assurance that we will not be subjected to fraudulent claims in the future. We may be also subjected to fraudulent behaviour and disclosures by client and third parties in respect of other areas of operations, including money laundering and forgery, which may negatively impact our ability to comply with applicable regulations, which could result in us being subjected to regulatory action, and have an adverse impact on our results of operations, profitability and reputation.

40. Our Promoters and Promoter Group will continue to have significant shareholding in us after the Offer, which will allow them to exercise significant influence over us.

After the completion of the Offer, our Promoters and Promoter Group will have significant shareholding in our Company. Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the approval of mergers, strategic acquisitions or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership may also delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoters and Promoter Group. Further, the Takeover Regulations may limit the ability of a third party to acquire control of our Company. The interests of our Promoters, as our Company's controlling shareholder, could conflict with our Company's interests, your interests or the interests of our other shareholders.

41. Our operations are dependent on the performance of the Indian economy and securities market.

The growth in our business has been directly related to the growth in the Indian economy, specifically the growing GDP and growing household savings. There have been periods of slowdown in the economic growth of India or periods where inflation was high. Such economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall, which affects agricultural production. Any slowdown or reversal in the growth of the Indian economy could result in a reduction in wealth in the Indian economy that can be diverted to savings and investment, a reduced interest in investment in the securities market and reduced foreign investment. Any such reductions could result in a reduction in our AuM and /or the commissions we can charge for our services.

Additionally, an increase in India’s trade deficit, a downgrading in India’s sovereign debt rating or a decline in India’s foreign exchange reserves could negatively impact interest rates and liquidity, which could adversely impact the Indian economy and our business. Any adverse revisions to India’s sovereign debt ratings may also adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could adversely affect our business, prospects, financial condition and results of operations and our ability to obtain refinancing, as well as the trading price of the Equity Shares.

42. ***The Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus may not be comparable with the audited financial statements for the corresponding periods.***

The Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus have taken into consideration all the adjustments, as applicable, which have been reflected in the corresponding period and accordingly the Restated Consolidated Financial Statements may vary from the audited financials for the respective years or periods, as available on the website of the Company. Further we cannot assure you that the comparative descriptions of Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus, including in the section *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* beginning on page 260 provide any meaningful analysis for audited financials for the same periods.

On account of such differences, our, investors will not have the benefit of considering comparable performance over prior periods and any reliance on our Restated Consolidated Financial Statements or the audited financial statements for any of our prior periods should be accordingly limited.

43. ***Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.***

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA margin, net worth, return on net worth, Net Asset Value per Equity Share and capital gearing ratio have been included in this Draft Red Herring Prospectus. These non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. These non-GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies

External Risk Factors

44. ***Political, economic and social developments in India could adversely affect our business.***

Our current operations are conducted primarily in India and are subject to special considerations and significant risks typical for India. These include risks associated with, among others, the political, economic and legal environments and foreign currency exchange rate fluctuations.

Our results may be adversely affected by changes in the political and social conditions in India, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things. Volatility in social and political conditions in India may interrupt, limit or otherwise affect our operations. We continue to experience sporadic disruptions and disturbances at our branches located in certain states in India which tend to be more prone to protests or union activity involving persons other than our employees. Additionally, we cannot ensure that our employees may not join such unions in future. This could have an adverse effect on our business and results of operations in those states.

The central and state governments serve multiple roles in the Indian economy, including as producers, consumers and regulators, which have significant influence on the financial services sector and us. Economic liberalisation policies have encouraged foreign investment in the financial sector, and changes in these governmental policies could have a significant impact on the business and economic conditions in India in general and the financial sector in particular, which in turn could adversely affect our business, future financial condition and results of operations. In addition, any military activity, terrorist attacks or other adverse social, economic and political events could adversely impact our business prospects. The occurrence of any of these events may result in a loss of investor confidence, which could potentially lead to economic recession and generally have an adverse effect on our business, results of operations and financial condition. Our insurance policies do not cover loss of business from terrorist attacks, war or civil unrest. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares.

45. If inflation were to rise significantly in India the trend towards increased saving rates in the Indian economy may decline or reverse.

India has experienced some of the highest levels of inflation measured by consumer price index of any of the 34 member states of the Organisation for Economic Cooperation and Development ("**OECD**").

Although the Government has initiated several economic measures to curb the rise in inflation rates, it is unclear at this stage whether these measures will have the desired effect. Annual inflation rate in India increased to 6.30 percent in May 2021, the lowest reading in three months from 5.03 percent in March 2021 (Source: Ministry of Statistics and Programme Implementation (MOSP). Any further rise in inflation rates may adversely affect saving or investment patterns of clients, potentially affecting growth in the Indian economy and our results of operations.

46. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to "*Key Regulations and Policies in India*" on page 150 of this Draft Red Herring Prospectus for details of the laws currently applicable to us.

There can be no assurance that the Government of India will not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. For example, SEBI has recently amended the SEBI (Investment Advisers) Regulations, 2013, wherein it has introduced client level segregation of advisory and distribution activities which prescribes that an individual investment adviser shall not provide distribution services and a non-individual investment adviser shall maintain an arm's length relationship between its activities as investment adviser and distributor by providing advisor services through a separately identifiable department or division. Furthermore, the same client cannot be offered both advisory and distribution services within the group of the non-individual entity and a client can either be an advisory client where no distributor consideration is received at the group level or distribution services client where no advisory fee is collected from the client at the group level. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. For example, the GAAR have come into effect from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefits, amongst other consequences. Further, changes in capital gains tax or tax on capital market transactions or sale of securities could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

Further, the Government of India has implemented a comprehensive national goods and services tax ("GST") regime that combines taxes and levies by the central and state governments into a largely unified rate structure. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Further, the Government of India has notified the Finance Act, 2021 ("Finance Act") which has introduced various amendments to taxation laws in India. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

47. It may not be possible for you to enforce a judgment obtained outside India against our Company or any of our Directors and executive officers that are resident in India, except by way of a law suit in India on such judgment.

We are incorporated under the laws of India and our Directors and executive officers reside in India. Furthermore, substantially all of our assets are located in India. As a result, you may be unable to effect service of process in jurisdictions outside India upon our Company or such persons, or enforce in Indian courts judgments obtained in courts of jurisdictions outside India against our Company, including judgments predicated upon the civil liability provisions of securities laws of jurisdictions outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908, as amended, (the "Civil Code").

The United Kingdom, Singapore, Hong Kong and United Arab Emirates have been declared by the Government of India to be reciprocating territories for purposes of Section 44A of the Civil Code. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgment under Section 13 of the Civil Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognise the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India.

The party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in such jurisdiction within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action is brought in India. Moreover, it is unlikely that an Indian court would award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were excessive or inconsistent with Indian practice and public policy. It is uncertain whether an Indian Court would enforce foreign judgement that would contravene or violate Indian law. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered and may be subject to tax in accordance with applicable tax laws in India.

48. Foreign investors are subject to foreign investment restrictions under Indian law, which may adversely affect the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain restrictions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/tax clearance certificate from the income tax authority. Further, in accordance with press note 3 of 2020, dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, all foreign direct investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India and shall have to be in conformity with the applicable provisions of the FEMA Rules. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all.

49. Differences exist between Ind-AS and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our financial condition. Additionally, the financial measures and statistical information in the Restated Financial Information may vary from any standard methodology that is applicable across the financial services industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies.

Our Restated Financial Information included in this Draft Red Herring Prospectus are prepared under Ind-AS and presented in conformity with compliance to the Companies Act and restated under the SEBI ICDR Regulations, consistently applied during the periods stated, except as provided therein, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to U.S. GAAP or IFRS or any other principles or to base it on any other standards. Ind-AS differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, including U.S. GAAP or IFRS. Additionally, the financial measures and statistical information in the Restated Financial Information may vary from any standard methodology that is applicable across the financial services industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies.

Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on your familiarity with Ind-AS, the Companies Act, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Ind-AS, or these laws and regulations, on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. All consideration of financial, and other, information with regard to an investor's decision whether or not to invest in this Offer should be made on the basis of the Restated Financial Information.

50. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

51. Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

52. Difficult conditions in the global capital markets and the economy generally have affected and may continue to affect our business, prospects, financial condition and results of operations.

The Indian economy may be affected by changes in Government policies, economic conditions, demographic trends, employment and income levels and interest rates, among other factors. In the past, economic developments outside India have adversely affected the markets in which we operate and our overall business. For instance, on June 23, 2016, the United Kingdom held a referendum on its membership in the European Union and voted to leave ("**Brexit**"). In October 2019, a withdrawal agreement (the "**Withdrawal Agreement**") setting out the terms of the United Kingdom's exit from the European Union, and a political declaration on the framework for the future relationship between the United Kingdom and European Union was agreed between the UK and EU governments. The Withdrawal Agreement, which became effective on January 31, 2020 includes the terms of a transition or "standstill" period until December 31, 2020. Following the Brexit, there remains significant uncertainty around the terms of their future relationship with the European Union and, more generally, as to the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets. For example, Brexit could give rise to increased volatility in foreign exchange rate movements and the value of equity and debt investments. In addition, trade tensions between the U.S. and major trading partners, most notably China, continue to escalate following the introduction of a series of tariff measures in both countries. Although China is the primary target of U.S. trade measures, value chain linkages mean that other emerging markets, primarily in Asia, may also be impacted. China's policy response to these trade measures also presents a degree of uncertainty. There is some evidence of China's monetary policy easing and the potential for greater fiscal spending, which could worsen existing imbalances in its economy. This could undermine efforts to address already high debt levels and increase medium-term risks.

These and other related factors such as concerns over recession, inflation or deflation, energy costs, geopolitical issues, slowdown in economic growth in China and Renminbi devaluation, commodity prices and the availability and cost of credit have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the United States, Europe and the global credit and financial markets. A lack of clarity over the process for managing the exit and uncertainties surrounding the economic impact could lead to a further slowdown and instability in financial markets. This and any prolonged financial crisis may have an adverse impact on the Indian economy, and in turn on our business, financial condition and results of operations.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian financial markets and indirectly in the Indian economy in general. Any worldwide financial instability could influence the Indian economy. In response to such developments, legislators and financial regulators in the United States, Europe and other jurisdictions, including India, have implemented several policy measures designed to add stability to the financial markets. In addition, any increase in interest rates by the United States Federal Reserve will lead to an increase in the borrowing costs in the United States which may in turn impact global borrowing as well. Furthermore, in several parts of the world, there are signs of increasing retreat from globalization of goods, services and people, as pressure for the introduction of a protectionist regime is building and such developments could adversely affect Indian exports. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects.

If there is a tightening of credit in financial markets globally, this could also affect the Indian market and debt could become significantly more expensive for us. We may not be able to arrange for debt financing for our capital requirements at all or debt financing which is available to us may not be on commercially acceptable terms; as a result, we may have to restrict our business operations. Any economic downturn could affect the overall sentiment of the market and our business. We are unable to predict the likely duration and severity of any future disruption in financial markets and adverse economic conditions in India, the United States and other countries, which may cause material adverse impact to our business and operating results.

53. Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. Certain countries in Southeast Asia have reported cases of bird-to-human transmission of avian and swine influenza, resulting in numerous human deaths. A worsening of the current outbreak of COVID-19 virus or future outbreaks of COVID-19 virus, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region and in turn have a material adverse effect on our business and the trading price of the Equity Shares.

Risk Relating to the Offer

54. The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer

The Offer Price of the Equity Shares shall be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Managers, and through the Book Building Process. This price is based on numerous factors, as described under "*Basis for Offer Price*" beginning on page 89 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price.

55. There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and if they are listed you may not be able to immediately sell the Equity Shares you purchased in the Offer.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. There can be no guarantee that these actions will be completed in a timely manner or at all and as a result our Equity Shares may not be listed on the Stock Exchanges in a timely manner or at all.

In accordance with the current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the Stock Exchanges within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner, in accordance with timelines prescribed under the UPI Circulars, or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

You can begin trading in the Equity Shares only after they have been credited to your dematerialized account and after final listing and trading permissions have been received from the Stock Exchanges, which will be within six working days of closing of the public issue. Final trading permissions may not be received from the Stock Exchanges, the Equity Shares allocated to you may not be credited to your dematerialized account and trading in the Equity Shares may not commence within the time periods specified above.

56. The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. We cannot assure you that a liquid market for our Equity Shares will develop or that you will be able to sell your Equity Shares at or above the Offer Price or sell your Equity Shares at all.

57. The requirements of being a publicly listed company may strain our resources

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

58. *The trading volume and market price of the Equity Shares may be volatile following the Offer*

The market price of the Equity Shares may fluctuate as a result of, among other things, the following factors, some of which are beyond our control:

- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts' recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- announcements by third parties of significant claims or proceedings against us;
- new laws and government regulations applicable to the industries we operate in;
- additions or departures of key management personnel;
- changes in interest rates; fluctuations in stock market trading volume; and
- general economic and stock market conditions.

Changes in relation to any of the factors listed above could adversely affect the price of the Equity Shares.

59. *Our Equity Shares are denominated, and once listed will be traded, in Indian Rupees. Erosion in the value of the Indian Rupee may have an adverse effect on the value of our Equity Shares, independent of our operating results and could result in a loss of your investment.*

Our Equity Shares are denominated, and once listed will be traded, in Indian Rupees. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies or erosion in the value of the Indian Rupee may have an adverse effect on the value of our Equity Shares, independent of our operating results and could result in a loss of your investment. Further, any dividends on our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors.

60. *Investors may be subject to Indian taxes arising out of capital gains on the transfer of the Equity Shares.*

Investors may be subject to Indian taxes arising out of capital gains on the transfer of the Equity Shares. Any gain realised on the transfer of listed equity shares on a stock exchange held for more than 12 months will be subject to capital gains tax in India even if Securities Transaction tax ("**STT**") has been paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are transferred. STT is payable on acquisition or transfer of Equity Shares. Any gain realised on the transfer of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, is subject to long-term capital gains tax in India. Further, any gain realised on the transfer of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India.

Subject to any relief available under an applicable tax treaty or under the laws of their own jurisdictions, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a transfer of our Equity Shares as Indian tax treaties do not limit India's ability to impose capital gains tax on transfer of Equity Shares.

61. Any future issuance of Equity Shares may dilute your shareholding and earnings per share for future periods and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.

Our Company has framed and implemented two employee stock option schemes, ESOP 2017 and ESOP 2018 (together, the "**ESOP Schemes**"). As on the date of this Draft Red Herring Prospectus, we have 1,76,060 outstanding stock options under the ESOP Schemes. Any future equity issuances by us, including a primary offering and under the ESOP Schemes, may lead to the dilution of investors' shareholdings in our Company. It may also lead to dilution in earnings per share for future periods. Any future equity issuances by us or sales of our Equity Shares by our Promoter may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences for us including difficulty in raising debt-financing. In addition, any perception by investors that such issuances or sales might occur may also affect the trading price of our Equity Shares.

62. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting rights on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company may be reduced.

63. QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within six Working Days from the Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares.

64. Our ability to raise foreign capital may be constrained by Indian law

As a company registered in India, we are subject to foreign exchange control law that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

65. The determination of the Price Band is subject to various factors and assumptions and the Offer Price may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Offer. Further, the current trading price of equity shares listed pursuant to certain past issues handled by the BRLMs is below their respective issue price.

The determination of the Price Band is based on various factors and assumptions, and was determined by our Company in consultation with the BRLMs. Further, the Offer Price of the Equity Shares will be determined by our Company and the Promoter Selling Shareholder in consultation with the BRLMs through the Book Building Process. This price is based on certain factors, as described under "*Basis for Offer Price*" on page 89 of this Draft Red Herring Prospectus and may not be indicative of the trading price of the Equity Shares, upon listing on the Stock Exchanges subsequent to the Offer. The trading price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure that you will be able to resell the Equity Shares at or above the Offer Price. In addition to the above, the current trading price of equity shares listed pursuant to certain past issues handled by the BRLMs is below their respective issue price. For further details regarding the track record of the public issues handled by the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see section "*Other Regulatory and Statutory Disclosures*" on page 301 of this Draft Red Herring Prospectus.

66. The average cost of acquisition of the Equity Shares for the Selling Shareholders may be lesser than the lower end of the Price Band.

The Price Band for the Equity Shares is ₹[•] to ₹[•] per Equity Share. For more information on the determination of the Price Band, please see "*Basis for Offer Price*" on page 89. If the average cost of acquisition of the Equity Shares for the Selling Shareholders is lesser than the lower end of the Price Band, investors who purchase the Equity Shares in the Offer would do so at a cost that is higher than the average cost of acquisition of the Equity Shares for the Selling Shareholders even if the Equity Shares are acquired at the lower end of the Price Band.

SECTION III: INTRODUCTION

SUMMARY OF FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 199 and 260, respectively.

[The remainder of this page has intentionally been left blank]

RESTATED CONSOLIDATED SUMMARY OF ASSETS AND LIABILITIES

(*₹ in millions*)

Sr. No.	PARTICULARS	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
I	**ASSETS**			
	Non-Current Assets			
	Property, Plant and Equipment	71.59	88.62	74.78
	Right-of-use Asset	122.55	251.43	312.83
	Capital work in progress	690.39	653.86	-
	Goodwill	29.01	29.01	29.01
	Other Intangible assets	321.83	373.29	78.95
	Intangible assets under development	-	-	316.63
	Financial Assets			
	- Investments	1,018.15	1,013.18	-
	- Loan	20.48	31.77	35.22
	- Other Financial assets	22.32	19.90	5.00
	Deferred Tax Assets	45.02	51.15	46.48
	Other Non- Current Assets	111.18	72.33	285.52
		2,452.52	**2,584.54**	**1,184.42**
	Current Assets			
	Financial Assets			
	- Investments	26.79	18.32	750.85
	- Trade Receivables	108.65	91.14	110.14
	- Cash and cash equivalents	653.18	282.54	114.12
	- Bank balances other than above	0.47	0.43	0.41
	- Loans	11.53	666.87	5.53
	- Other Financial Assets	125.41	314.63	105.63
	Other Current Assets	15.87	132.17	37.17
		941.90	**1,506.10**	**1,123.85**
	TOTAL ASSETS	**3,394.42**	**4,090.64**	**2,308.27**
II	**EQUITY AND LIABILITIES**			
	Equity			
	Equity Share Capital	137.57	135.14	134.54
	Other Equity	2,275.42	1,720.09	1,104.82
	Non- Controlling Interest	116.21	115.85	125.38
		2,529.20	**1,971.08**	**1,364.74**
	Liabilities			
	Non-Current Liabilities			
	Financial Liabilities			
	- Borrowings	249.64	333.60	3.68
	- Other Financial Liabilities	63.24	165.06	226.92
	Provisions	11.64	21.62	10.97
		324.52	**520.28**	**241.57**
	Current Liabilities			
	Financial liabilities			
	- Borrowings	83.96	83.70	2.28
	- Trade Payables			
	Total Outstanding dues of micro enterprises and small enterprises	0.81	3.43	-
	Total Outstanding dues of creditors other than micro enterprises and small enterprises	1.22	13.17	1.62
	- Other Financial Liabilities	134.70	1,010.46	301.05
	Other Current Liabilities	122.33	91.41	65.59
	Provisions	197.68	397.11	331.42
		540.70	**1,599.28**	**701.96**
	TOTAL EQUITY AND LIABILITIES	**3,394.42**	**4,090.64**	**2,308.27**

RESTATED CONSOLIDATED SUMMARY OF PROFIT & LOSS

(*₹ in millions , unless stated otherwise*)

Sr. No.	PARTICULARS	FOR THE YEAR ENDED 31, 2021	FOR THE YEAR ENDED, 2020	FOR THE YEAR ENDED MARCH 31, 2019
I	Revenue From Operation	2,653.30	3,318.27	2,765.87
II	Other Income	139.18	45.87	76.00
	Total Revenue	**2,792.48**	**3,364.14**	**2,841.87**
III	Expenses:			
	Employee Benefit Expenses	1,507.56	1,665.73	1,321.73
	Finance Costs	28.98	32.96	61.10
	Depreciation and Amortisation Expenses	172.92	210.48	162.69
	Other Expenses	447.03	585.36	465.36
	Total Expenses	**2,156.49**	**2,494.53**	**2,010.88**
IV	Profit/(Loss) Before Tax	635.99	869.61	830.99
V	Tax Expenses:			
	1. Current Tax	178.75	258.13	343.70
	2. Deferred Tax	6.14	(4.66)	(97.04)
	Total Tax Expenses	**184.89**	**253.47**	**246.66**
VI	**Profit/(Loss) for the Year**	**451.10**	**616.14**	**584.33**
VII	Other Comprehensive Income/(Loss)			
(A)	(i) Items that will not be reclassified to profit or loss	2.98	(10.67)	(2.23)
	(ii) Less : Income tax relating to items that will not be reclassified to profit or loss	-	-	-
(B)	(i) Items that will be reclassified to profit or loss	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
	Total Other comprehensive income/(loss)	**2.98**	**(10.67)**	**(2.23)**
	TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	**454.08**	**605.47**	**582.10**
	Profit for the year attributable to :			
	Owners of the Company	450.89	613.83	592.05
	Non- Controlling Interest	0.21	2.31	(7.73)
	Other Comprehensive income for the year attributable to :			
	Owners of the Company	2.83	(10.65)	(2.26)
	Non- Controlling Interest	0.15	(0.02)	0.03
	Total Comprehensive income for the year attributable to :			
	Owners of the Company	453.72	603.18	589.80
	Non- Controlling Interest	0.36	2.29	(7.70)
VIII	Earning Per Equity Share of Face Value of Rs. 5 each			
	Basic (₹)	16.53	22.74	22.01
	Diluted (₹)	16.30	22.43	21.60

RESTATED CONSOLIDATED SUMMARY OF CASH FLOW

(*₹ in millions*)

Sr. No.	PARTICULARS	FOR THE YEAR ENDED 31, 2021	FOR THE YEAR ENDED, 2020	FOR THE YEAR ENDED MARCH 31, 2019
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	**635.99**	**869.61**	**830.99**
	Add / (Less) :			
	Depreciation	172.92	210.48	162.69
	Interest Income	(51.20)	(14.16)	(12.77)
	Interest Expenses	28.98	32.96	61.10
	Dividend	(0.06)	(0.07)	-
	Gain on Sale of Investments	(26.50)	(23.03)	(24.66)
	Fair Value of Financial Instruments	(14.77)	6.28	(10.67)
	(Gain)/Loss on sale of Property, Plant and Equipment	(0.02)	0.14	-
	ESOP	64.79	0.27	0.21
	Gratuity	11.51	8.84	7.09
	Leave	4.51	13.26	3.94
	Bad Debts written off	6.03	1.01	-
	(Gain)/Loss on Investment in PMS	-	(0.02)	-
		196.19	**235.96**	**186.92**
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**832.18**	**1,105.57**	**1,017.91**
	Adjustment for :			
	Decrease/(Increase) in Other Financial Assets	193.46	(213.05)	123.40
	Decrease/(Increase) in Trade Receivables	(23.55)	17.99	12.59
	Decrease/(Increase) in Other Current Assets	116.30	(95.00)	18.60
	(Decrease)/Increase in Trade Payables	(14.56)	14.98	0.59
	(Decrease)/Increase in Other Financial Liabilities	(883.43)	702.19	(227.92)
	(Decrease)/Increase in Provisions	(222.50)	43.56	74.57
	(Decrease)/Increase Other Current Liabilities	30.92	25.82	(0.97)
		(803.36)	**496.49**	**0.86**
	CASH GENERATED FROM OPERATIONS	**28.82**	**1,602.06**	**1,018.77**
	Add / (Less) :			
	Direct Taxes Paid (Net)	(239.03)	(199.01)	(347.86)
	NET CASH FROM OPERATING ACTIVITIES	**(210.21)**	**1,403.05**	**670.91**
B.	**CASH FLOW FROM INVESTING ACTIVITIES :**			
	Sale/(Purchase) of Property, Plant and Equipment	(12.96)	(498.09)	(39.13)
	Dilution of NCI	0.00	-	(20.48)
	Acquisition of Intangible Assets	-	(7.93)	(2.18)
	Intangible Assets Under Development	-	(52.37)	(82.03)
	Dividend received	0.06	0.07	-
	Interest Income	47.38	9.83	10.00
	Advance paid for Purchase of property	21.43	(34.93)	(189.00)
	Security Deposit (Given)/Received	17.99	(12.50)	(21.47)
	Sale/(Purchase) of Other Investment	21.27	(259.10)	(224.54)
	Loans Given	652.70	(646.65)	148.03
	Investment in Fixed Deposit	(0.33)	(14.92)	(2.52)
	NET CASH FROM INVESTING ACTIVITIES	**747.54**	**(1,516.59)**	**(423.32)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**			
	Loan Taken/(Repayment)	(83.70)	411.33	(0.88)
	Interest Paid	(9.98)	(6.38)	(33.43)
	Issue of Shares	108.03	0.59	0.11
	Dividend paid	(68.78)	-	-
	Lease Payments	(112.26)	(123.58)	(104.95)

Sr. No.	PARTICULARS	FOR THE YEAR ENDED 31, 2021	FOR THE YEAR ENDED, 2020	FOR THE YEAR ENDED MARCH 31, 2019
	NET CASH USED IN FINANCING ACTIVITIES	**(166.69)**	**281.96**	**(139.15)**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**370.64**	**168.42**	**108.44**
	CASH AND CASH EQUIVALENTS - Opening Balance	**282.54**	**114.12**	**5.68**
	CASH AND CASH EQUIVALENTS - Closing Balance	**653.18**	**282.54**	**114.12**
	Details of Cash and Cash equivalents at the end of the year			
	- Cash in Hand	0.19	0.91	1.56
	- Balance in Current Account	118.99	281.13	2.56
	- Balance in Deposit Account	534.00	0.50	110.00
	Total	**653.18**	**282.54**	**114.12**

THE OFFER

The following table summarizes the Offer details:

Offer	Up to 12,000,000 Equity Shares aggregating up to ₹ [●] million
of which	
Offer for Sale(1)(2)	Up to 12,000,000 Equity Shares aggregating up to ₹ [●] million
QIB Portion(3)	Not more than [●] Equity Shares
of which	
Anchor Investor Portion	Up to [●] Equity Shares
of which:	
Available for allocation to Mutual Funds only	At least [●] Equity Shares
Balance for all QIBs including Mutual Funds	At least [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion))	At least [●] Equity Shares
Balance of QIB Portion (excluding Anchor Investor Portion) for all QIBs including Mutual Funds	[●] Equity Shares
Non-Institutional Portion(4)	Not less than [●] Equity Shares available for allocation on proportionate basis
Retail Portion(4)	Not less than [●] Equity Shares available for allocation in accordance with the SEBI ICDR Regulations
Share capital - pre and post Offer	
Equity Shares outstanding prior to the Offer	41,616,227 Equity Shares@
Equity Shares outstanding after the Offer	41,616,227 Equity Shares
Use of Net Proceeds by our Company	Our Company will not directly receive any proceeds from the Offer since it involves only the Offer for Sale. See "*Objects of the Offer*" on page 87

@ *Our Company pursuant to a special resolution passed by the Shareholders on July 15, 2021, increased its authorized share capital from ₹ 200,000,000 to ₹ 250,000,000 and has made the necessary filings with the RoC. Subsequently, the Board, at its meeting on July 16, 2021, passed a resolution to allot Equity Shares by way of a bonus issue of 13,872,087 Equity Shares in the ratio of 1:2, i.e. one new fully paid-up Equity Share for every two existing fully paid-up Equity Shares held by the Shareholders as on the record date, which was July 15, 2021. The return of allotment in relation to this bonus issue will be filed with the RoC, once the above-mentioned filing for the increase in the authorized share capital is taken on record by the RoC.*

(1) *The Offer has been authorized by our Board pursuant to its resolution dated July 16, 2021.*

(2) *The Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. The Selling Shareholders have severally and not jointly, confirmed and approved their participation in the Offer for Sale as set out below:*

Selling Shareholder	Number of Equity Shares offered in the Offer for Sale (up to)	Date of board resolution / Authorisation
Mr. Anand Rathi	375,000	July 18, 2021
Mr. Pradeep Gupta	375,000	July 18, 2021
ARFSL	9,285,000	February 24, 2021
Mr. Amit Rathi	375,000	July 18, 2021
Ms. Priti Gupta	375,000	July 18, 2021
Ms. Supriya Rathi	375,000	July 18, 2021
Rawal Family Trust	375,000	July 18, 2021
Mr. Jugal Mantri	90,000	July 18, 2021
Mr. Feroze Azeez	375,000	July 18, 2021

(3) Our Company and the Selling Shareholders, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion will be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares in the Anchor Investor Portion shall be added back to the QIB Portion. 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 322.

(4) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories of Bidders at the discretion of our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law. See "Terms of the Offer" on page 312.

Notes:

- Allocation to all categories, other than Anchor Investor Portion and the Retail Portion, if any, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investors shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For details, see "*Offer Procedure*" on page 322.

For further details, please see "*Terms of the Offer*" and "*Offer Procedure*" on pages 312 ad 322 of this Draft Red Herring Prospectus, respectively.

GENERAL INFORMATION

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name of 'Hitkari Finvest Private Limited' on March 22, 1995. It was thereafter renamed as 'AR Venture Funds Management Private Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on April 6, 2005, which was later converted from a private limited company to a public limited company under the Companies Act, 1956, with the name 'AR Venture Funds Management Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on March 8, 2007. Subsequently, 'AR Venture Funds Management Limited' was converted to a private limited company with the name 'AR Venture Funds Management Private Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on July 7, 2015. Thereafter, 'AR Venture Funds Management Private Limited' was again converted to a public limited company with name 'AR Venture Funds Management Limited', and a fresh certificate of incorporation consequent upon a change of name was issued by the RoC on April 3, 2017. Subsequently 'AR Venture Funds Management Limited' was renamed as 'Anand Rathi Wealth Services Limited' and received a fresh certificate of incorporation from the RoC on July 6, 2017. Thereafter, our Company received a fresh certificate of incorporation dated January 07, 2021 consequent upon change of name as Anand Rathi Wealth Limited. For further details, in relation to change in name and Registered Office of our Company, see "*History and Certain Corporate Matters*" on page 155 of this Draft Red Herring Prospectus.

For details of the business of our Company, please see "*Our Business*" on page 137 of this Draft Red Herring Prospectus.

Registered Office

10th floor, A Wing, Express Zone
Western Express Highway
Goregaon (East), Mumbai 400063
Maharashtra
Telephone: +91 (22) 6281 7000

Corporate Office

11th Floor, Times Tower
Kamala City, Senapati Bapat Marg
Lower Parel, Mumbai 400013
Maharashtra
Telephone: +91 (22) 4047 7000

Company registration number and corporate identity number

The registration number and corporate identity number of our Company are as follows:

CIN: U67120MH1995PLC086696
Registration Number: 086696

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, Maharashtra at Mumbai, which is situated at 100, Everest, Marine Drive, Mumbai 400 002, Maharashtra, India.

Board of Directors

The following table sets out the details regarding our Board as on the date of filing of this Draft Red Herring Prospectus:

Name	Designation	DIN	Address
Mr. Anand Rathi	Chairman and Non-Executive Director	00112853	274-A, Kalpataru Horizon Co. Op. Hsg Society, S. K. Ahire Marg, Worli, Mumbai 400018
Mr. Pradeep Gupta	Non-Executive Director	00040117	301-C, Beaumonde Tower, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025
Mr. Amit Rathi	Non-Executive Director	00029791	274-A, Kalpataru Horizon Co. Op. Hsg Society, S. K. Ahire Marg, Worli, Mumbai 400018
Mr. Rakesh Rawal	Executive Director and Chief Executive Officer	02839168	No. 1002, Embassy Oasis, 46-1, Promenade Road, Near Ulsoor, Bangalore North, Bengaluru 560005
Mr. Mohan Tanksale	Independent Director	02971181	C-3105, Oberoi Exquisite, Oberoi Garden City, Off Western Express Highway, Goregaon East, Mumbai – 400063
Mr. Ramesh Chandak	Independent Director	00026581	Tower No-5, Flat No-2901, Crescent Bay, Jerbai Wadia Road, Parel, Mumbai City, Mumbai 400 012
Mr. Kishan Gopal Somani	Independent Director	00014648	163, Tagore Park, Dr. Mukherjee Nagar, Model Town, Delhi 110 009
Ms. Sudha Navandar	Independent Director	02804964	Flat No.603,604/209, Anita Kutir CHS, HIG Colony, 90 feet road, Opposite State Bank of India, Near Ganpati Mandir, Ghatkopar (East) Mumbai 400 075

For further details in relation to our Directors, please see "*Our Management*" on page 164 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer

Mr. Ashish Chauhan

10th floor, A Wing, Express Zone
Western Express Highway
Goregaon (East), Mumbai 400063
Maharashtra
Telephone: +91 (22) 6281 7000
Email: csarwsl@rathi.com

Investor Grievances

Bidders can contact the Company Secretary and Compliance Officer, the BRLMs and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, *etc.* For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar to the Offer, in the manner provided below.

All Offer related grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted, quoting the full details such as the name and address of the sole or First Bidder, date and number of the Bid cum Application Form, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, name and address of the relevant Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than RIBs using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of RIBs using the UPI Mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, the Bidders shall also enclose a copy of the Acknowledgement Slip duly received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

Book Running Lead Managers	
Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel Mumbai 400 013 Maharashtra, India Telephone: +91 (22) 4332 0700 Email: arwl.ipo@equirus.com Investor Grievance E-mail: investorsgrievance@equirus.com Website: www.equirus.com Contact Person: Ms. Mrinmayee Dethe SEBI Registration Number: INM000011286	**BNP Paribas** BNP Paribas House, 1-North Avenue Maker Maxity, Bandra Kurla Complex Bandra (E), Mumbai 400 051 Maharashtra, India Telephone: +91 (22) 3370 4000 E-mail: dl.ipo.arwl@asia.bnpparibas.com Investor Grievance E-mail: indiainvestors.care@asia.bnpparibas.com Website: www.bnpparibas.co.in Contact Person: Mr. Mehul Golwala SEBI Registration No.: INM000011534
IIFL Securities Limited 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 Maharashtra, India Telephone: +91 (22) 4646 4600 E-mail: arwl.ipo@iiflcap.com Investor grievance E-mail: ig.ib@iiflcap.com Website: www.iiflcap.com Contact Person:Mr. Aditya Agarwal /Mr. Harshvardhan Jain SEBI Registration No.: INM000010940	**Anand Rathi Advisors Limited*** 10th Floor, Trade Tower D, Kamala City Senapati Bapat Marg, Lower Parel Mumbai - 400013, Maharashtra, India Telephone: +91 22 6626 6666 Fax number: +91 22 6626 6544 E-mail: alpha.ipo@rathi.com Investor Grievance E-mail: grievance.ecm@rathi.com Contact Person: Ms. Astha Daga / Mr. V Prashant Rao Website: www.rathi.com SEBI Registration Number: INM000010478

* *In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 23(3) of the SEBI ICDR Regulations, Anand Rathi Advisors Limited will be involved only in marketing of the Offer.*

Syndicate members		
[●]	[●]	[●]

Legal Counsel to our Company as to Indian law	**Legal Counsel to the BRLMs as to Indian law**
AZB & Partners AZB House Peninsula Corporate Park Ganpatrao Kadam Marg	**J. Sagar Associates** Vakils House 18 Sprott Road Ballard Estate

Lower Parel, Mumbai 400 013 Maharashtra, India Telephone: +91 (22) 6639 6880	Mumbai 400 001 Maharashtra, India Telephone: +91 (22) 4341 8600

Registrar to the Offer
Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India Telephone: +91 22 49186000 E-mail: anandrathi.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance e-mail: anandrathi.ipo@linkintime.co.in Contact person: Ms. Shanti Gopalkrishnan SEBI Registration No.: INR000004058

Escrow Collection Banks
[●]

Refund Bank(s)
[●]

Public Offer Account Bank(s)
[●]

Sponsor Bank(s)
[●]

Statutory Auditor of our Company
Khimji Kunverji & Co., LLP Sunshine Tower, Level 19 Senapati Bapat Marg Elphinstone Road, Mumbai 400 013 Maharashtra, India Telephone: +91 (22) 6143 7333 Email: info@kkc.in ICAI Firm Registration Number: 105146W/W100621 Peer Review Number: 011216

Bankers to our Company	
ICICI Bank Limited Capital Markets Division, 1st floor, 122, Mistry Bhavan, Dinshaw Wachha Road, Backbay Reclamation, Churchgate, Mumbai 400 020 Maharashtra, India Telephone: +91 (22) 6681 8990 Email: cmd-fort@icicibank.com Website: www.icicibank.com Contact person: Branch Manager	**HDFC Bank Limited** HDFC Bank Limted, FIG-OPS Department – Lodha, I Think Techno Campus, O-3 Level, Next to Kanjurmarg Railway Station Kanjurmarg (East), Mumbai 400 042 Maharashtra, India Telephone: +91 (22) 3075 2927, +91 (22) 3075 2928 and +91 (22) 3075 2927, +91 (22) 3075 2914 Email: stockexchange.mumbaisouth@bankofindia.co.in Website: www.bankofindia.co.in Contact person: Tushar Gavankar / Siddharth Jadhav / Prasanna Uchil / Neerav Desai
YES Bank Limited YES Bank House, 6th floor – South, Off Western Express Highway, Santacruz East,	**Bank of India, Stock Exchange Branch** Ground floor, PJ Tower, BSE, Fort,

Bankers to our Company	
Mumbai 400 055 Maharashtra, India Telephone: +91 86963 61234 Email: naveen.surana@yesbank.in Website: www.yesbank.in	Mumbai 400 001 Maharashtra, India Telephone: +91 (22) 22722394 Email: stockexchange.mumbaisouth@bankofindia.co.in Website: www.bankofindia.co.in

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time.

A list of the Designated SCSB Branches with which an ASBA Bidder (other than an RIB using the UPI Mechanism), not Bidding through Syndicate/Sub Syndicate or through a Registered Broker, may submit the ASBA Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, and at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIBs) is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Self-Certified Syndicate Banks eligible as Issuer Banks for UPI

The list of SCSBs through which Bids can be submitted by RIBs using the UPI Mechanism, including details such as the eligible Mobile Apps and UPI handle which can be used for such Bids, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI thttps://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms from Bidders (other than RIBs), including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and https://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated RTA

Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms from Bidders (other than RIBs) at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and on the website of NSE at http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

For further details, please see "*Offer Procedure*" on page 322 of this Draft Red Herring Prospectus.

Inter-se allocation of responsibilities:

The responsibilities and co-ordination by the BRLMs for various activities in the Offer are as follows:

Sr. No	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	Equirus, BNP, IIFL	Equirus
2.	Drafting and approval of all statutory advertisement	Equirus, BNP, IIFL	Equirus
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	Equirus, BNP, IIFL	Equirus
4.	Appointment of intermediaries viz., Registrar to the Offer, printers, advertising agency, Syndicate, Sponsor Bank, Bankers to the Offer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	Equirus, BNP, IIFL	Equirus
5.	Preparation of road show presentation and frequently asked questions	Equirus, BNP, IIFL, ARAL*	IIFL
6.	International institutional marketing of the Offer, which will cover, *inter alia*: · Finalizing the list and division of international investors for one-to- one meetings · Finalizing international road show and investor meeting schedules	Equirus, BNP, IIFL, ARAL*	BNP
7.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: · Institutional marketing strategy · Finalizing the list and division of domestic investors for one-to-one meetings · Finalizing domestic road show and investor meeting schedules	Equirus, BNP, IIFL, ARAL*	IIFL

8.	Retail marketing of the Offer, which will cover, inter alia: · Formulating marketing strategies, preparation of publicity budget · Finalising media, marketing and public relations strategy; · Arranging for selection of underwriters and underwriting agreement; · Finalising collection centers; · Finalising centres for holding conferences for brokers etc. · Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material	Equirus, BNP, IIFL, ARAL*	BNP
9.	Non-Institutional marketing of the Offer, which will cover, inter alia: · Finalising media, marketing and public relations strategy; and · Finalising centres for holding conferences for brokers, etc	Equirus, BNP, IIFL, ARAL*	Equirus
10.	Managing anchor book related activities and submission of letters to regulators post completion of anchor allocation, book building software, bidding terminals and mock trading, payment of 1% security deposit to the designated stock exchange.	Equirus, BNP, IIFL	Equirus
11.	Managing the book and finalization of pricing in consultation with the Company.	Equirus, BNP, IIFL	IIFL
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Selling Shareholders. Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of final post Offer report to SEBI	Equirus, BNP, IIFL	IIFL

** In compliance with the proviso to Regulation 21A of the SEBI Merchant Banker Regulations and Regulation 23(3) of the SEBI ICDR Regulations, ARAL will be involved only in marketing of the Offer. ARAL has signed the due diligence certificate and has been disclosed as a BRLM for the Offer*

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditor, namely, Khimji Kunverji & Co LLP, Chartered Accountants, to include its name, as required under Section 26 of the Companies Act, 2013, in this Draft Red Herring Prospectus and to be named as an "Expert", as defined under the Companies Act, 2013, in respect of their (i) examination report dated July 16, 2021 on our Restated Consolidated Financial Information; and (ii) report dated July 18, 2021 on the Statement of Special Tax Benefits, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

However, the term "expert" shall not be construed to mean an "expert" as defined under the Securities Act.

Monitoring Agency

As the Offer is an offer for sale of Equity Shares, our Company is not required to appoint a monitoring agency for the Offer.

IPO Grading

As the Offer is an offer for sale of Equity Shares, no credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Appraising Entity

As the Offer is an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Credit Rating

As this is an Offer of equity shares, credit rating is not required.

Trustees

As this is an Offer of equity shares, the appointment of trustees is not required.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been filed with SEBI at Corporation Finance Department, Division of Issues and Listing, SEBI Bhavan, Plot No. C4 A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 and simultaneously through the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and has been emailed to SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD".

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered for filing to the RoC situated at the address mentioned below.

Registrar of Companies, Maharashtra at Mumbai
100, Everest, Marine Drive
Mumbai 400 002.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band. The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●] and Mumbai editions of the Marathi newspaper [●], (which are widely circulated English, Hindi and Marathi newspapers, respectively, Marathi being the regional language of Mumbai, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and the Selling Shareholders in consultation with the BRLMs, after the Bid/Offer Closing Date.

All investors, other than Retail Individual Bidders and Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs. Retail Individual Bidders may participate through the ASBA process by either; (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or; (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the Net QIB Portion and Non-Institutional Investors bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs in the Net QIB Portion will be on proportionate basis and allocation to the Anchor Investors will be on a discretionary basis.

For further details, please see "*Offer Procedure*" on page 322 of this Draft Red Herring Prospectus.

Our Company and the Selling Shareholders will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for the Offer. Our Company and the Selling Shareholders have appointed the BRLMs to manage the Offer and procure Bids for the Offer.

The Book Building Process and the Bidding process under the SEBI ICDR Regulations are subject to change from time to time. Investors are advised to make their own judgment through this process prior to submitting a Bid.

Bidders should note that the Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approval from each of the Stock Exchanges, which our Company shall apply for after Allotment.

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

For further details, please see "*Offer Structure*" and "*Offer Procedure*" on pages 317 and 322 of this Draft Red Herring Prospectus, respectively.

Underwriting Agreement

After determination of the Offer Price and allocation of the Equity Shares, but prior to filing of the Prospectus with the RoC, our Company and the Selling Shareholders intend to enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing of the Prospectus with the RoC.)

Name, address, telephone number and e-mail address of the Underwriters	Indicated Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]
[●]	[●]	[●]
[●]	[●]	[●]
Total	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and finalisation of the 'Basis of Allotment' and subject to the provisions of the SEBI ICDR Regulations.

Based on the representations and undertakings provided by the Underwriters, in the opinion of our Board, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above.

Notwithstanding the above, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure purchases for or purchase the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters after the determination of the Offer Price and allocation of Equity Shares, but prior to filing the Prospectus with the RoC.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus is set forth below:

(In ₹, except share data)

		Aggregate nominal value	Aggregate value at Offer Price(1)
A)	**AUTHORISED SHARE CAPITAL**		
	50,000,000 Equity Shares	250,000,000	[•]
B)	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL BEFORE AND AFTER THE OFFER**		
	41,616,227 Equity Shares@	208,081,135	[•]
C)	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS (2)**		
	Offer for Sale of up to 12,000,000 Equity Shares by the Selling Shareholders (3)	[•]	[•]
D)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer@@	₹ 378.95 million	
	After the Offer	[•]	

(1) To be included upon finalization of the Offer Price.
(2) The Offer has been authorized by our Board pursuant to its resolution dated July 16, 2021.
(3) Each Selling Shareholder severally and not jointly confirms that its Offered Shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly, are eligible for the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details on the authorization of each of the Selling Shareholders in relation to their respective Offered Shares, see "The Offer" on page 56.
@ Our Company pursuant to a special resolution passed by the Shareholders on July 15, 2021, increased its authorized share capital from ₹ 200,000,000 to ₹ 250,000,000 and has made the necessary filings with the RoC. Subsequently, the Board, at its meeting on July 16, 2021, passed a resolution to allot Equity Shares by way of a bonus issue of 13,872,087 Equity Shares in the ratio of 1:2, i.e. one new fully paid-up Equity Share for every two existing fully paid-up Equity Shares held by the Shareholders as on the record date, which was July 15, 2021. The return of allotment in relation to this bonus issue will be filed with the RoC, once the above-mentioned filing for the increase in the authorized share capital is taken on record by the RoC.
@@ The computation of the amount of securities premium account before the Offer is before taking into account the bonus allotment.

Details of changes to our Company's authorized share capital in the last 10 years:

Sr. No.	Date of AGM/ EGM	Change in authorized share capital
1.	June 6, 2016	The authorized share capital of ₹ 2,600,000 comprising 260,000 equity shares of face value of ₹ 10 each was increased to ₹ 102,600,000 comprising 10,260,000 equity shares of face value of ₹ 10 each.
2.	September 2, 2016	The authorized share capital of ₹ 102,600,000 comprising 10,260,000 equity shares of face value of ₹ 10 each was increased to ₹ 150,000,000 comprising 15,000,000 equity shares of face value of ₹ 10 each.
3.	March 3, 2018	The authorized share capital of ₹ 150,000,000 comprising 15,000,000 equity shares of face value of ₹ 10 each was increased to ₹ 200,000,000 comprising 20,000,000 equity shares of face value of ₹ 10 each.
4.	August 14, 2018	20,000,000 equity shares of face value of ₹ 10 each was sub-divided into 40,000,000 Equity Shares of face value of ₹ 5 each.
5.	July 15, 2021@	The authorized share capital of ₹200,000,000 comprising 40,000,000 equity shares of face value of ₹5 each was increased to ₹250,000,000 comprising 50,000,000 equity shares of face value of ₹5 each.

@ Our Company pursuant to a special resolution passed by the Shareholders on July 15, 2021, increased its authorized share capital from ₹ 200,000,000 to ₹ 250,000,000 and has made the necessary filings with the RoC. Subsequently, the Board, at its meeting on July 16, 2021, passed a resolution to allot Equity Shares by way of a bonus issue of 13,872,087 Equity Shares in the ratio of 1:2, i.e. one new fully paid-up Equity Share for every two existing fully paid-up Equity Shares held by the Shareholders as on the record date, which was July 15, 2021. The return of allotment in relation to this bonus issue will be filed with the RoC, once the above-mentioned filing for the increase in the authorized share capital is taken on record by the RoC.

Notes to Capital Structure

1. Share capital history

(a) History of equity share capital of our Company

The following table sets forth the history of the equity share capital of our Company:

Date of allotment	Number of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reasons for allotment	Cumulative number of Equity Shares	Cumulative paid up Equity Share capital (₹)
February 28, 1995[@]	2	10	10	Cash	Subscription to MoA(1)	2	20
February 25, 1997	1,000	10	10	Cash	Further allotment(2)	1,002	10,020
March 30, 1999	155,700	10	50	Cash	Further allotment(3)	156,702	1,567,020
August 26, 2000	30,000	10	50	Cash	Further allotment(4)	186,702	1,867,020
March 14, 2003	8,000	10	50	Cash	Further allotment(5)	194,702	1,947,020
August 8, 2016	6,230,464	10	N.A.	N.A.	Bonus issue of equity shares in the ratio of 32:1 equity shares for each equity share held by a Shareholder as on August 8, 2016(6)	6,425,166	64,251,660
September 19, 2016	4,371,000	10	10	Cash	Rights Issue(7) #	10,796,166	107,961,660
October 25, 2016	2,169,834	10	10	Cash	Rights Issue(8) #	12,966,000	129,660,000
January 9, 2017	34,000	10	10	Cash	Private Placement(9) ##	13,000,000	130,000,000
January 19, 2017	50,000	10	10	Cash	Private Placement(10) ##	13,050,000	130,500,000
May 3, 2017	40,000	10	750	Cash	Private Placement(11)	13,090,000	130,900,000
May 3, 2017	300,300	10	750	Cash	Private Placement(12)	13,390,300	133,903,000
March 15, 2018	52,740	10	10	Cash	Allotment pursuant to ESOP 2017 (13)	13,443,040	134,430,400
August 10, 2018	11,260	10	10	Cash	Allotment pursuant to ESOP 2017(14)	13,454,300	134,543,000
August 14, 2018	N.A.	5	N.A.	N.A.	Sub-division of equity shares(15)	26,908,600	134,543,000
July 6, 2019	118,840	5	5	Cash	Allotment pursuant to ESOP 2017(16)	27,027,440	135,137,200
August 5, 2020	174,000	5	5	Cash	Allotment pursuant to ESOP 2017 (17)	27,201,440	136,007,200
	52,020	5	5	Cash	Allotment pursuant to ESOP 2018(18)	27,253,460	136,267,300
October 23, 2020	2,60,100	5	411	Cash	Preferential Allotment (19)	27,513,560	137,567,800
June 14, 2021	178,560	5	5	Cash	Allotment pursuant to ESOP 2017(20)	27,692,120	138,460,600
	52,020	5	5	Cash	Allotment pursuant to ESOP 2018(21)	27,744,140	138,720,700
July 16, 2021[###]	13,872,087	5	-	-	Bonus Issue of equity shares in the ratio of 1:2 equity	41,616,227	208,081,135

Date of allotment	Number of Equity Shares	Face value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reasons for allotment	Cumulative number of Equity Shares	Cumulative paid up Equity Share capital (₹)
					shares for each Equity Share held by a Shareholder as on July 15, 2021[(22)]		

(@) Date of subscription to the MoA.

(1) Initial subscription to the MoA by Mr. Om Prakash Soni for 1 equity share of face value of ₹ 10 each and Mr. Siddharth Jadhav for 1 equity share of face value of ₹ 10 each.

(2) Allotment of 400 equity shares of face value of ₹ 10 each to Mr. Vishal Laddha, allotment of 100 equity shares of face value of ₹ 10 each to Mr. M. L. Agrawal and allotment of 500 equity shares of face value of ₹ 10 each to Mr. Roop Bhootra.

(3) Allotment of 20,000 equity shares of face value of ₹ 10 each to Gerard Viegas Finvest Private Limited, allotment of 75,700 Equity Shares to Preetraj Finvest Private Limited, allotment of 9,000 Equity Shares to Metro Woven Sacks Private Limited, allotment of 24,000 equity shares of face value of ₹ 10 each to Rukmani Mercantile Private Limited, allotment of 17,000 equity shares of face value of ₹ 10 each to Rukmani Agencies Private Limited, allotment of 10,000 Equity Shares to Yash Securities Private Limited.

(4) Allotment of 10,000 equity shares of face value of ₹ 10 each to Amalgamated Comm. Traders Private Limited, allotment of 10,000 equity shares of face value of ₹ 10 each to Mr. P. K. Goyal, allotment of 7,000 equity shares of face value of ₹ 10 each to Ms. Navrati Gupta and allotment of 3,000 equity shares of face value of ₹ 10 each to Ms. Pratiba Goyal.

(5) Allotment of 8,000 equity shares of face value of ₹ 10 each to Ms. Vimlaben Jayantilal Shah

(6) Allotment of 6,230,464 equity shares of face value of ₹ 10 each to Anand Rathi Financial Services Limited.

(7) Allotment of 1,810,000 equity shares of face value of ₹ 10 each to Mr. Anand Rathi, allotment of 540,000 equity shares of face value of ₹ 10 each to Mrs. Supriya Rathi, allotment of 240,000 equity shares of face value of ₹ 10 each to Navratan Mal Gupta HUF, allotment of 250,000 equity shares of face value of ₹ 10 each to Pradeep Kumar Gupta HUF, allotment of 500,000 equity shares of face value of ₹ 10 each to Mr. Pradeep Gupta, allotment of 360,000 equity shares of face value of ₹ 10 each to Ms. Priti Gupta, allotment of 484,000 equity shares of face value of ₹ 10 each to Mr. Rakesh Rawal, allotment of 110,000 equity shares of face value of ₹ 10 each to Mr. Feroze Azeez, allotment of 22,000 equity shares of face value of ₹ 10 each to Mr. Sumeet Vaid, allotment of 55,000 equity shares of face value of ₹ 10 each to Mr. Jugal Mantri.

(8) Allotment of 1,117,880 equity shares of face value of ₹ 10 each to Mr. Anand Rathi, allotment of 40,000 equity shares of face value of ₹ 10 each to Navratan Mal Gupta HUF, allotment of 60,000 equity shares of face value of ₹ 10 each to Pradeep Kumar Gupta HUF, allotment of 255,254 equity shares of face value of ₹ 10 each to Mr. Pradeep Gupta, allotment of 140,000 equity shares of face value of ₹ 10 each to Ms. Priti Gupta, allotment of 470,000 equity shares of face value of ₹ 10 each to Jaipur Securities Private Limited, allotment of 86,700 equity shares of face value of ₹ 10 each to Mr. Rakesh Rawal.

(9) Allotment of 20,000 equity shares of face value of ₹ 10 each to Mr. Feroze Azeez, allotment of 10,000 equity shares of face value of ₹ 10 each to Mr. Jugal Mantri and allotment of 4,000 equity shares of face value of ₹ 10 each to Anand Rathi Capital Advisors Private Limited.

(10) Allotment of 50,000 equity shares of face value of ₹ 10 each to Mr. Feroze Azeez.

(11) Allotment of 40,000 equity shares of face value of ₹ 10 each to Amit Capital and Securities Private Limited.

(12) Allotment of 300,300 equity shares of face value of ₹ 10 each to 83 allottees, comprising 700 equity shares of face value of ₹ 10 each to Ms. Aarti Desikan, 700 equity shares of face value of ₹ 10 each to Mr. Abhishek Kumar, 700 equity shares of face value of ₹ 10 each to Mr. Abhishek Rastogi, 700 equity shares of face value of ₹ 10 each to Mr. Akhil Mathur, 3,350 equity shares of face value of ₹ 10 each to Mr. Amitabh Shankarlal Lara, 700 equity shares of face value of ₹ 10 each to Mr. Amol Vijay Mane, 8,000 equity shares of face value of ₹ 10 each to Mr. Anil Ramesh, 700 equity shares of face value of ₹ 10 each to Mr. Animesh Kashinath, 700 equity shares of face value of ₹ 10 each to Ms. Ankit Kalra, 3,300 equity shares of face value of ₹ 10 each to Ms. Anupama Ashok Shenoy, 2,000 equity shares of face value of ₹ 10 each to Mr. Arijit Gautam Mukherjee, 1,350 equity shares of face value of ₹ 10 each to Mr. Arjun Guhathakurta, 700 equity shares of face value of ₹ 10 each to Ms. Arti Wadhwa Bhalla, 14,000 equity shares of face value of ₹ 10 each to Mr. Chandramouli J, 700 equity shares of face value of ₹ 10 each to Mr. Chirag Ramesh Muni, 7,000 equity shares of face value of ₹ 10 each to Ms. Daksha Amlani, 700 equity shares of face value of ₹ 10 each to Mr. Debarshi Dutta, 950 equity shares of face value of ₹ 10 each to Mr. Devashish Arora,14,000 equity shares of face value of ₹ 10 each to Mr. Devesh Nayel, 14,000 equity shares of face value of ₹ 10 each to Ms. Divya Sreenivasan, 6,700 equity shares of face value of ₹ 10 each to Mr. Feroze Azeez, 1,400 equity shares of face value of ₹ 10 each to

Mr. Firdous Sharieff, 1,000 equity shares of face value of ₹ 10 each to Mr. Gaurav Khosla, 700 equity shares of face value of ₹ 10 each to Ms. Gayathri Gangadharan, 1,400 equity shares of face value of ₹ 10 each to Mr. George Verghese, 700 equity shares of face value of ₹ 10 each to Mr. Goutham Somayaji, 1,000 equity shares of face value of ₹ 10 each to Mr. Hardev Singh Saini, 700 equity shares of face value of ₹ 10 each to Mr. Harshad Dongre, 950 equity shares of face value of ₹ 10 each to Mr. Hrishikesh Palve, 1,350 equity shares of face value of ₹ 10 each to Mr. Jasmeet Singh Kumar, 700 equity shares of face value of ₹ 10 each to Ms. Jyoti Jalhotra, 700 equity shares of face value of ₹ 10 each to Mr. Kalpesh Girish Koradia, 14,000 equity shares of face value of ₹ 10 each to Mr. Karan Mangla, 700 equity shares of face value of ₹ 10 each to Mr. Karl Tata, 700 equity shares of face value of ₹ 10 each to Mr. Karna Prabhakar Patil, 700 equity shares of face value of ₹ 10 each to Mr. Kedar Bhatt,14,000 equity shares of face value of ₹ 10 each to Mr. Krishnakumar Natrajan, 700 equity shares of face value of ₹ 10 each to Mr. Kunaal George Philip, 28,000 equity shares of face value of ₹ 10 each to Mr. Kurugod Shettar Ravi, 1,000 equity shares of face value of ₹ 10 each to Mr. Manish Srivastava, 700 equity shares of face value of ₹ 10 each to Ms. Meenu Bagree, 700 equity shares of face value of ₹ 10 each to Mr. Mohit Mehta, 700 equity shares of face value of ₹ 10 each to Ms. Nidhi Parakh, 2,000 equity shares of face value of ₹ 10 each to Mr. Niraj Kumar, 700 equity shares of face value of ₹ 10 each to Ms. Padmini BS, 1,350 equity shares of face value of ₹ 10 each to Mr. Parama Ghosh, 700 equity shares of face value of ₹ 10 each to Mr. Piyush Dungarpuria, 2,700 equity shares of face value of ₹ 10 each to Ms. Ponam Verma Raghuvanshi, 700 equity shares of face value of ₹ 10 each to Ms. Pratti Rajgopal, 700 equity shares of face value of ₹ 10 each to Ms. Protima Ravindra, 14,000 equity shares of face value of ₹ 10 each to Mr. R. Vaikunta Ramasubramaniam, 14,000 equity shares of face value of ₹ 10 each to Mr. Ramesh Sundaresan, 14,000 equity shares of face value of ₹ 10 each to Mr. Ravishankar Balraman, 700 equity shares of face value of ₹ 10 each to Mr. Rayasam Kuldeep, 700 equity shares of face value of ₹ 10 each to Ms. Sabita Krishnakumar, 700 equity shares of face value of ₹ 10 each to Ms. Sangishetty Uma Maheshwar, 700 equity shares of face value of ₹ 10 each to Mr. Sanjay Rao, 700 equity shares of face value of ₹ 10 each to Mr. Saswat Mishra, 700 equity shares of face value of ₹ 10 each to Mr. Saumil Pabari, 1,400 equity shares of face value of ₹ 10 each to Mr. Shiv Kumar Damani, 700 equity shares of face value of ₹ 10 each to Mr. Shivraj Ghorpade, 2,000 equity shares of face value of ₹ 10 each to Ms. Shubbida Jagtiani Randhawa, 700 equity shares of face value of ₹ 10 each to Mr. Shyam Sunder Kakani, 1,400 equity shares of face value of ₹ 10 each to Mr. Siddhartha Bhaduri, 2,000 equity shares of face value of ₹ 10 each to Ms. Sonali Rawal, 1,000 equity shares of face value of ₹ 10 each to Ms. Sonam Samir Bhagat, 700 equity shares of face value of ₹ 10 each to Ms. Sriram Iyer, 1,350 equity shares of face value of ₹ 10 each to Mr. Subhendu Bhushan Harichandan, 700 equity shares of face value of ₹ 10 each to Mr. Sudha Thilak Nath, 14,000 equity shares of face value of ₹ 10 each to Sunshine Trust, 700 equity shares of face value of ₹ 10 each to Mr. Suraj Sinha, 1,400 equity shares of face value of ₹ 10 each to Mr. Swapan Chakraborty, 700 equity shares of face value of ₹ 10 each to Mr. Swapnil Gokul Amritkar, 5,600 equity shares of face value of ₹ 10 each to Ms. Swetha Manot, 1,350 equity shares of face value of ₹ 10 each to Mr. Tushar Singh, 1,000 equity shares of face value of ₹ 10 each to Ms. Urvashi Maheshwari, 700 equity shares of face value of ₹ 10 each to Mr. Uttam Kumar, 7,000 equity shares of face value of ₹ 10 each to Mr. Vadanikal Mathada Harsha Vardhana, 700 equity shares of face value of ₹ 10 each to Mr. Vijay Kumar Singh, 4,000 equity shares of face value of ₹ 10 each to Mr. Vimalathithan Natarajan Duraiswamy, 28,000 equity shares of face value of ₹ 10 each to Mr. Vinayak Kurugod Shettar, 700 equity shares of face value of ₹ 10 each to Mr. Vishal Deshpande and 13,300 equity shares of face value of ₹ 10 each to Mr. Yash Agrawal.

(13) *Allotment of 52,740 equity shares of face value of ₹ 10 each to 29 allottees, comprising 700 equity shares of face value of ₹ 10 each to Ms. Aarti Desikan, 320 equity shares of face value of ₹ 10 each to Mr. Akhil Mathur, 940 equity shares of face value of ₹ 10 each to Mr. Anil Ramesh, 640 equity shares of face value of ₹ 10 each to Mr. Arijit Mukherjee, 1,860 equity shares of face value of ₹ 10 each to Mr. Arjun Guha, 800 equity shares of face value of ₹ 10 each to Mr. Chethan Shenoy, 420 equity shares of face value of ₹ 10 each to Mr. Chirag Muni, 800 equity shares of face value of ₹ 10 each to Mr. Dilip Balakrishnan, 4,080 equity shares of face value of ₹ 10 each to Ms. Divya Sreenivasan, 26,000 equity shares of face value of ₹ 10 each to Mr. Feroze Azeez, 1,220 equity shares of face value of ₹ 10 each to Mr. Firdous Sharieff, 700 equity shares of face value of ₹ 10 each to Mr. Gaurav Khosla, 580 equity shares of face value of ₹ 10 each to Mr. Karna Patil, 920 equity shares of face value of ₹ 10 each to Mr. Kedar G Bhatt, 940 equity shares of face value of ₹ 10 each to Mr. Manish Srivastava, 420 equity shares of face value of ₹ 10 each to Mr. Mohamed Ishaq Amjad, 640 equity shares of face value of ₹ 10 each to Mr. Niraj Kumar, 880 equity shares of face value of ₹ 10 each to Ms. Nitika Gulati, 1,200 equity shares of face value of ₹ 10 each to Mr. Piyush Dungarpuria, 700 equity shares of face value of ₹ 10 each to Ms. Poonam Raghuvanshi, 580 equity shares of face value of ₹ 10 each to Ms. Protima Dhawan, 1,240 equity shares of face value of ₹ 10 each to Mr. Shailendra Khinda, 500 equity shares of face value of ₹ 10 each to Mr. Shiv Kumar Damani, 1,380 equity shares of face value of ₹ 10 each to Ms. Shubbida Jagtiani Randhawa, 340 equity shares of face value of ₹ 10 each to Mr. Shyam Sunder Kakani, 620 equity shares of face value of ₹ 10 each to Ms. Sonam Samir Bhagat, 640 equity shares of face value of ₹ 10 each to Mr. Subhendu Harichandan, 400 equity shares of face value of ₹ 10 each to Mr. Suraj Sinha and 2,280 equity shares of face value of ₹ 10 each to Ms. Swetha Manot.*

(14) *Allotment of 11,260 equity shares of face value of ₹ 10 each to seven allottees, comprising 4,000 equity shares of face value of ₹ 10 each to Mr. Roop Bhootra, 4,000 equity shares of face value of ₹ 10 each to Mr. Vishal Laddha, 1,200 equity shares of face value of ₹ 10 each to Mr. Rajkumar Jain, 600 equity shares of face value of ₹ 10 each to Mr. Shiv Kumar Damani, 600 equity shares of face value of ₹ 10 each to Mr. Girish Kumar Pungalia, 600 equity shares of face*

value of ₹ 10 each to Mr. Rajesh Kumar Bhutara, and 260 equity shares of face value of ₹ 10 each to Mr. Narendra Jain.

(15) Pursuant to a circular resolution the Board has approved the sub–division of equity shares from face value of ₹10 per equity share to ₹ 5 per Equity Share on August 10, 2018 and shareholders' approval dated August 14, 2018.

(16) Allotment of 118,840 Equity Shares of face value of ₹ 5 each to 33 allotees, comprising 52,000 Equity Shares of face value of ₹ 5 each to Mr. Feroze Azeez, 8,160 Equity Shares of face value of ₹ 5 each to Ms. Divya Sreenivasan, 8,000 Equity Shares of face value of ₹ 5 each to Mr. Roop Bhootra, 4,560 Equity Shares of face value of ₹ 5 each to Ms. Swetha Manot, 3,720 Equity Shares of face value of ₹ 5 each to Mr. Arjun Guha, 2,760 Equity Shares of face value of ₹ 5 each to Ms. Shubbida Jagtiani Randhawa, 2,480 Equity Shares of face value of ₹ 5 each to Mr. Shailendra Khinda, 2,440 Equity Shares of face value of ₹ 5 each to Mr. Firdous Sharieff, 2,400 Equity Shares of face value of ₹ 5 each to Mr. Piyush Dungarpuria, 2,400 Equity Shares of face value of ₹ 5 each to Mr. Rajkumar Jain, 2,200 Equity Shares of face value of ₹ 5 each to Mr. Shiv Kumar Damani, 1,880 Equity Shares of face value of ₹ 5 each to Mr. Anil Ramesh, 1,880 Equity Shares of face value of ₹ 5 each to Mr. Manish Srivastava, 1,840 Equity Shares of face value of ₹ 5 each to Mr. Kedar G Bhatt, 1,760 Equity Shares of face value of ₹ 5 each to Ms. Nitika Gulati, 1,600 Equity Shares of face value of ₹ 5 each to Mr. Chethan Shenoy, 1,600 Equity Shares of face value of ₹ 5 each to Mr. Dilip Balakrishnan, 1,400 Equity Shares of face value of ₹ 5 each to Ms. Aarti Desikan, 1,400 Equity Shares of face value of ₹ 5 each to Mr. Gaurav Khosla, 1,400 Equity Shares of face value of ₹ 5 each to Ms. Poonam Raghuvanshi, 1,280 Equity Shares of face value of ₹ 5 each to Arijit Mukherjee, 1,280 Equity Shares of face value of ₹ 5 each to Niraj Kumar, 1,280 Equity Shares of face value of ₹ 5 each to Mr. Subhendu B Harichandan, 1,240 Equity Shares of face value of ₹ 5 each to Ms. Sonam Samir Bhagat, 1,200 Equity Shares of face value of ₹ 5 each to Mr. Girish Kumar Pungalia, 1,200 Equity Shares of face value of ₹ 5 each to Mr. Rajesh Kumar Bhutara, 1,160 Equity Shares of face value of ₹ 5 each to Ms. Protima Dhawan, 840 Equity Shares of face value of ₹ 5 each to Mr. Chirag Muni, 840 Equity Shares of face value of ₹ 5 each to Mr. Mohamed Ishaq Amjad, 800 Equity Shares of face value of ₹ 5 each to Mr. Suraj Sinha, 680 Equity Shares of face value of ₹ 5 each to Mr. Shyam Sunder Kakani, 640 Equity Shares of face value of ₹ 5 each to Mr. Akhil Mathur, and 520 Equity Shares of face value of ₹ 5 each to Mr. Narendra Jain.

(17) Allotment of 174,000 Equity Shares of face value of ₹ 5 each to 31 allotees, comprising 2,100 Equity Shares of face value of ₹ 5 each to Ms. Aarti Desikan, 960 Equity Shares of face value of ₹ 5 each to Mr. Akhil Mathur, 2,820 Equity Shares of face value of ₹ 5 each to Mr. Anil Ramesh, 1,920 Equity Shares of face value of ₹ 5 each to Mr. Arijit Mukherjee, 5,580 Equity Shares of face value of ₹ 5 each to Mr. Arjun Guha, 2,400 Equity Shares of face value of ₹ 5 each to Mr. Chethan Shenoy, 1,260 Equity Shares of face value of ₹ 5 each to Mr. Chirag Muni, 12,240 Equity Shares of face value of ₹ 5 each to Ms. Divya Sreenivasan, 78,000 Equity Shares of face value of ₹ 5 each to Mr. Feroze Azeez, 3,660 Equity Shares of face value of ₹ 5 each to Mr. Firdous Sharieff, 2,100 Equity Shares of face value of ₹ 5 each to Mr. Gaurav Khosla, 2,760 Equity Shares of face value of ₹ 5 each to Mr. Kedar G Bhatt, 2,820 Equity Shares of face value of ₹ 5 each to Mr. Manish Srivastava, 1,260 Equity Shares of face value of ₹ 5 each to Mr. Mohamed Ishaq Amjad, 1,920 Equity Shares of face value of ₹ 5 each to Mr. Niraj Kumar, 2,640 Equity Shares of face value of ₹ 5 each to Ms. Nitika Gulati, 3,600 Equity Shares of face value of ₹ 5 each to Mr. Piyush Dungarpuria, 2,100 Equity Shares of face value of ₹ 5 each to Ms. Poonam Raghuvanshi, 1,740 Equity Shares of face value of ₹ 5 each to Ms. Protima Dhawan, 3,720 Equity Shares of face value of ₹ 5 each to Mr. Shailendra Khinda, 3,300 Equity Shares of face value of ₹ 5 each to Mr. Shiv Kumar Damani, 4,140 Equity Shares of face value of ₹ 5 each to Mr. Shubbida Jagtiani Randhawa, 1,020 Equity Shares of face value of ₹ 5 each toMr. Shyam Sunder Kakani, 1,920 Equity Shares of face value of ₹ 5 each to Mr. Subhendu B Harichandan, 1,200 Equity Shares of face value of ₹ 5 each to Mr. Suraj Sinha, 6,840 equity shares of face value of ₹ 5 each to Ms. Swetha Manot, 12,000 Equity Shares of face value of ₹ 5 each to Ms. Roop Bhootra, 3,600 Equity Shares of face value of ₹ 5 each to Mr. Rajkumar Jain, 1,800 Equity Shares of face value of ₹ 5 each to Mr. Girish Kumar Pungalia, 1,800 Equity Shares of face value of ₹ 5 each to Mr. Rajesh Kumar Bhutara, and 780 Equity Shares of face value of ₹ 5 each to Mr. Narendra Jain.

(18) Allotment of 52,020 Equity Shares of face value of ₹ 5 each to Mr. Feroze Azeez.

(19) Allotment of 2,60,100 Equity Shares of face value of ₹ 5 each to Mr. Feroze Azeez.

(20) Allotment of 178,560 Equity Shares of face value of ₹ 5 each to 30 allotees, comprising Allotment of 2,100 Equity Shares of face value of ₹ 5 each to Ms. Aarti Desikan, 960 Equity Shares of face value of ₹ 5 each to Mr. Akhil Mathur, 2,820 Equity Shares of face value of ₹ 5 each to Mr. Anil Ramesh, 1,920 Equity Shares of face value of ₹ 5 each to Mr. Arijit Mukherjee, 5,580 Equity Shares of face value of ₹ 5 each to Mr. Arjun Guha, 2,400 Equity Shares of face value of ₹ 5 each to Mr. Chetan Shenoy, 1,260 Equity Shares of face value of ₹ 5 each to Mr. Chirag Muni, 12,240 Equity Shares of face value of ₹ 5 each to Ms. Divya Sreenivasan, 78,000 Equity Shares of face value of ₹ 5 each to Mr. Feroze Azeez, 3,660 Equity Shares of face value of ₹ 5 each to Ms. Firdous Sharieff, 2,100 Equity Shares of face value of ₹ 5 each to Mr. Gaurav Khosla, 2,760 Equity Shares of face value of ₹ 5 each to Mr. Kedar G Bhatt, 2,820 Equity Shares of face value of ₹ 5 each to Mr. Manish Srivastava, 1,260 Equity Shares of face value of ₹ 5 each to Mr. Mohamed Ishaq Amjad, 1,920 Equity Shares of face value of ₹ 5 each to Mr. Niraj Kumar, 2,640 Equity Shares of face value of ₹ 5 each to Ms. Nikta Gulati, 3,600 Equity Shares of face value of ₹ 5 each to Mr. Piyush Dungarpuria, 2,100 Equity Shares of face value of ₹ 5 each to Ms. Poonam Raghuvanshi, 1,740 Equity Shares of face value of ₹ 5 each to Ms. Protima Dhawan, 3,720 Equity Shares of face value of ₹ 5 each to Mr. Shailendra Khinda, 1,020 Equity Shares of face value of ₹ 5 each to Mr. Shyam Sunder Kakani, 1,920 Equity Shares of face value of ₹ 5 each to Mr. Subhendu B Harichandan, 1,200 Equity Shares of face value of ₹ 5 each to Mr. Suraj Sinha, 6,840 Equity Shares of face value of ₹

5 each to Ms. Swetha Manot, 12,000 Equity Shares of face value of ₹ 5 each to Mr. Roop Bhootra, 12,000 Equity Shares of face value of ₹ 5 each to Mr.Vishal Laddha, 3,600 Equity Shares of face value of ₹ 5 each to Mr. Rajkumar Jain, 1,800 Equity Shares of face value of ₹ 5 each to Mr.Girish Kumar Pungalia, 1,800 Equity Shares of face value of ₹ 5 each to Mr. Rajesh Kumar Bhutara, 780 Equity Shares of face value of ₹ 5 each to Mr. Narendra Jain.

(21) Allotment of 52,020 Equity Shares of face value of ₹ 5 each to Mr. Feroze Azeez.

(22) Bonus issue of 13,872,087 Equity Shares to the Shareholders of face value of ₹ 5 each in the ratio of 1 bonus share for every 2 Equity Shares held, as at record date i.e. July 15, 2021.

 # The allotments dated September 19, 2016 and October 25, 2016, were erroneously recorded as private placements. Our Company has subsequently filed the revised forms i.e. Form PAS 3 on November 1, 2019, along with an explanatory note giving reference of the original erroneous return and recording the transactions as Rights Issues. For further details, please refer to "Risk Factor – There have been instances of discrepancies in relation to certain of our corporate records and statutory filings with the RoC under applicable laws. Any proceedings that may be initiated in this regard, or any adverse outcome of such proceedings, could adversely impact our reputation, business and our results of operations." on page 33 of this Draft Red Herring Prospectus

*## Our Company filed an application for adjudication of penalties with the RoC ("**Adjudication Application**"), with respect to, inter alia, the two allotments on January 9, 2017 and January 19, 2017, respectively, for failure to comply with the requirements of opening and maintaining a separate bank account for receipt of application monies. The RoC passed two orders with respect to the Adjudication Application, both dated March 30, 2021, and imposed penalties of ₹ 0.34 million and ₹ 0.50 million with respect to the two private placements of 34,000 Equity Shares and 50,000 Equity Shares, respectively. We have paid the penalties aggregating to ₹ 0.84 million imposed by way of the above-mentioned orders on April 21, 2021. For further details in relation to these adjudication applications, please refer to "Outstanding Litigation and Material Developments" on page 290 of this Draft Red Herring Prospectus. For further details, please refer to "Risk Factor – There have been instances of discrepancies in relation to certain of our corporate records and statutory filings with the RoC under applicable laws. Any proceedings that may be initiated in this regard, or any adverse outcome of such proceedings, could adversely impact our reputation, business and our results of operations." on page 33 of this Draft Red Herring Prospectus.*

Our Company pursuant to a special resolution passed by the Shareholders on July 15, 2021, increased its authorized share capital from ₹ 200,000,000 to ₹ 250,000,000 and has made the necessary filings with the RoC. Subsequently, the Board, at its meeting on July 16, 2021, passed a resolution to allot Equity Shares by way of a bonus issue of 13,872,087 Equity Shares in the ratio of 1:2, i.e. one new fully paid-up Equity Share for every two existing fully paid-up Equity Shares held by the Shareholders as on the record date, which was July 15, 2021. The return of allotment in relation to this bonus issue will be filed with the RoC, once the above-mentioned filing for the increase in the authorized share capital is taken on record by the RoC."

(b) History of preference share capital of our Company

Our Company has not issued any preference shares since incorporation.

(c) Shares issued for consideration other than cash or out of revaluation reserves

Our Company has not issued any equity shares or preference shares for consideration other than cash or out of revaluation reserves at any time since incorporation.

(d) Equity Shares allotted in terms of any scheme of arrangement approved under Sections 391-394 of the erstwhile Companies Act, 1956 or under Sections 230-234 of Companies Act, 2013

The Company has not issued or allotted any Equity Shares pursuant to schemes of amalgamation approved under Sections 391-394 of the erstwhile Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.

(e) Issuance of Equity Shares at a price lower than the Offer Price during the preceding one year

As of the date of this Draft Red Herring Prospectus, except as set out in "*Notes to Capital Structure – Share Capital History – History of Equity Share capital of our Company*" on page 69 of this Draft Red Herring Prospectus, there have been no Equity Shares issued by our Company at a price that may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus.

(f) ***Shareholding of our Promoters, members of the Promoter Group and directors of our Promoter in our Company***

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth in the table below:

Name of the Promoters	**Date of allotment/ transfer and when the Equity Shares were made fully paid up**	**Number of Equity Shares allotted/ transferred**	**Face value (₹)**	**Issue/ Acquisition/ Sale Price per Equity Share (₹)**	**% of pre-Offer capital**	**% of post-Offer capital**	**Nature of consideration**	**Nature of Transaction**
Mr. Anand Rathi	September 26, 2006	1*	10	N.A.	0.00	[●]	Cash	Transfer
	September 19, 2016	1,810,000	10	10	4.35	[●]	Cash	Rights Issue
	October 25, 2016	1,117,880	10	10	2.69	[●]	Cash	Rights Issue
	January 16, 2017	(65,000)	10	10	0.16	[●]	Cash	Transfer
	January 16, 2017	(325,000)	10	10	0.78	[●]	Cash	Transfer
	November 23, 2017	(100,000)	10	800	0.24	[●]	Cash	Transfer
	January 23, 2018	(300,000)	10	N.A.	0.72	[●]	N.A.	Transfer by way of a gift
	March 16, 2018	(1,250)	10	N.A.	0.00	[●]	N.A.	Transfer by way of a gift
	March 16, 2018	(1,250)	10	N.A.	0.00	[●]	N.A.	Transfer by way of a gift
	March 16, 2018	(1,250)	10	N.A.	0.00	[●]	N.A.	Transfer by way of a gift
	June 25, 2018	(300,000)	10	N.A.	0.72	[●]	N.A.	Transfer by way of a gift
	June 25, 2018	(1,250)	10	N.A.	0.00	[●]	N.A.	Transfer by way of a gift
	June 25, 2018	(1,250)	10	N.A.	0.00	[●]	N.A.	Transfer by way of a gift
	June 25, 2018	(1,250)	10	N.A.	0.00	[●]	N.A.	Transfer by way of a gift
	July 9, 2018	(1)#	10	N.A.	0.00	[●]	N.A	Transfer
	July 12, 2018	(1,250)	10	800	0.00	[●]	N.A	Transfer
	Sub-Total	1,829,130	10	-	-	-	-	-
	August 14, 2018	3,658,260@	5	N.A.	-	[●]		Sub-division
	July 13, 2021	(89,000)	5	N.A.	0.21	[●]	N.A.	Transfer by way of a gift
	July 14, 2021	(5,000)	5	N.A.	0.01	[●]	N.A.	Transfer by way of a gift

Name of the Promoters	Date of allotment/ transfer and when the Equity Shares were made fully paid up	Number of Equity Shares allotted/ transferred	Face value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	% of pre-Offer capital	% of post-Offer capital	Nature of consideration	Nature of Transaction
	July 16, 2021^	1,782,130	5	N.A.	4.28	[●]	N.A	Bonus issue
Sub-total (A)		**5,346,390**	**5**		**12.85**	[●]		
Mr. Pradeep Gupta	September 19, 2016	500,000	10	10	1.20	[●]	Cash	Rights Issue
	October 25, 2016	255,254	10	10	0.61	[●]	Cash	Rights Issue
	Sub-Total	755,254	10		1.81		-	-
	August 14, 2018	1,510,508@	5	N.A.	3.63	[●]	-	Sub-division
	July 13, 2021	10,000	5	N.A.	0.02	[●]	N.A	Acquired by way of a gift
	July 16, 2021^	760,254	5	N.A.	1.83	[●]	N.A	Bonus issue
Sub-total (B)		**2,280,762**	**5**		**5.48**	[●]		
ARFSL	March 14, 2003	14,000	10	60	0.03	[●]	Cash	Transfer
	March 14, 2003	75,700	10	60	0.18	[●]	Cash	Transfer
	April 11, 2005	(89,700)	10	50	0.22	[●]	Cash	Transfer
	February 27, 2006	154,702	10	50	0.37	[●]	Cash	Transfer
	September 26, 2006	(1)*	10	N.A.	0.00	[●]	Cash	Transfer
	September 26, 2006	(1)*	10	N.A.	0.00	[●]	Cash	Transfer
	September 26, 2006	(1)*	10	N.A.	0.00	[●]	Cash	Transfer
	September 26, 2006	(1)*	10	N.A.	0.00	[●]	Cash	Transfer
	December 28, 2015	20,000	10	50	0.07	[●]	Cash	Transfer
	May 11, 2016	20,000	10	125	0.07	[●]	Cash	Transfer
	August 8, 2016	6,230,464	10	N.A.	14.97	[●]	N.A.	Bonus issue
	March 30, 2017	(325,000)	10	750	0.78	[●]	Cash	Transfer
	June 30, 2017	(14,000)	10	750	0.03	[●]	Cash	Transfer
	July 4, 2017	(4,000)	10	750	0.01	[●]	Cash	Transfer
	July 7, 2017	(4,000)	10	750	0.01	[●]	Cash	Transfer
	August 28, 2017	(6,700)	10	750	0.02	[●]	Cash	Transfer
	March 12, 2018	(4,375)	10	800	0.01	[●]	Cash	Transfer
	March 12, 2018	(3,125)	10	800	0.01	[●]	Cash	Transfer
	March 12, 2018	(3,125)	10	800	0.01	[●]	Cash	Transfer
	March 12, 2018	(6,250)	10	800	0.02	[●]	Cash	Transfer
	April 4, 2018	(6,875)	10	800	0.02	[●]	Cash	Transfer
	April 4, 2018	(3,125)	10	800	0.01	[●]	Cash	Transfer
	June 12, 2018	(6,300)	10	800	0.02	[●]	Cash	Transfer
	June 14,2018	1#	10	N.A.	0.00	[●]	N.A.	Transfer
	July 9,2018	1#	10	N.A.	0.00	[●]	N.A.	Transfer
	July 10,2018	1#	10	N.A.	0.00	[●]	N.A.	Transfer
	July 13,2018	1#	10	N.A.	0.00	[●]	N.A.	Transfer
	July 11,2018	(2,500)	10	800	0.01	[●]	Cash	Transfer
	July 27,2018	(1,250)	10	800	0.00	[●]	Cash	Transfer
	Sub-Total	6,034,541	10	-	-	-	-	-

Name of the Promoters	Date of allotment/ transfer and when the Equity Shares were made fully paid up	Number of Equity Shares allotted/ transferred	Face value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	% of pre-Offer capital	% of post-Offer capital	Nature of consideration	Nature of Transaction
	August 14, 2018	12,069,082[@]	5	N.A.	29.00			Sub-division
	March 28, 2019	(15,000)	5	407	0.03	[●]	Cash	Transfer
	March 31, 2020	(70,000)	5	425	0.16	[●]	Cash	Transfer
	March 31, 2020	(20,000)	5	425	0.04	[●]	Cash	Transfer
	July 16, 2021[^]	5,982,041	5	N.A.	14.37	[●]	N.A	Bonus issue
Sub-total (C)		**17,946,123**	**5**	**-**	**43.12**	[●]	-	
Total (A+B+C)		**25,573,275**	**5**	**-**	**61.45**	[●]	-	

[^]Our Company pursuant to a special resolution passed by the Shareholders on July 15, 2021, increased its authorized share capital from ₹ 200,000,000 to ₹ 250,000,000 and has made the necessary filings with the RoC. Subsequently, the Board, at its meeting on July 16, 2021, passed a resolution to allot Equity Shares by way of a bonus issue of 13,872,087 Equity Shares in the ratio of 1:2, i.e. one new fully paid-up Equity Share for every two existing fully paid-up Equity Shares held by the Shareholders as on the record date, which was July 15, 2021. The return of allotment in relation to this bonus issue will be filed with the RoC, once the above-mentioned filing for the increase in the authorized share capital is taken on record by the RoC."

**Transfer of beneficial interest by ARFSL.*
[#]Transfer of beneficial interest back to ARFSL.
[@]Each equity share with a face value of ₹ 10 each was sub-divided into two equity shares with a face value of ₹ 5 each, pursuant to a shareholders' resolution dated August 14, 2018.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 17,048,850 Equity Shares, equivalent to 61.45% of the issued, subscribed and paid-up equity share capital of our Company, as set forth in the table below:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of pre-Offer capital	Percentage of post-Offer capital**
1.	Mr. Anand Rathi	3,564,260	12.85%	[●]%
2.	Mr. Pradeep Gupta	1,520,508	5.48%	[●]%
3.	ARFSL	11,964,082	43.12%	[●]%
	Total	**17,048,850**	**61.45%**	[●]%

** Duly adjusted for the Offer.*

The details of the shareholding of the members of the Promoter Group (other than our Promoters) and the directors of ARFSL as on the date of filing of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	Percentage of pre-Offer capital[#]	Percentage of post-Offer capital*
Promoter Group (other than Promoters)			
1.	Mr. Amit Rathi	4.33%	[●]%
2.	Ms. Priti Gupta	3.69%	[●]%
3.	Navratan Mal Gupta (HUF)	1.73%	[●]%
4.	Jaipur Securities Private Limited	1.51%	[●]%
5.	Pradeep Kumar Gupta HUF	1.80%	[●]%
6.	Ms. Pooja Maru	0.14%	[●]%
7.	Aqua Proof Wall Plast Private Limited	0.22%	[●]%
8.	Ms. Phool Kaur Mundra	0.03%	[●]%
9.	Ms. Tara Mantri	0.03%	[●]%
10.	Mr. Krishnav Pradeep Gupta	0.02%	[●]%
11.	Mr. Suresh Rathi	0.01%	[●]%
	Total	**13.51%**	[●]%

Sr. No.	Name of the Shareholder	Percentage of pre-Offer capital#	Percentage of post-Offer capital*
Directors of ARFSL			
1.	Mr. Anand Rathi	12.85%	[●]%
2.	Mr. Amit Rathi	4.33%	[●]%
3.	Mr. Pradeep Gupta	5.48%	[●]%
4.	Ms. Sudha Navandar	Negligible	[●]%
	Total	**22.66%**	**[●]%**

** Duly adjusted for the Offer.*
 # The percentage of pre-Offer capital has been calculated excluding the bonus issuance on July 16, 2021.

None of the Equity Shares held by our Promoters are pledged.

The entire shareholding of our Promoters is in dematerialised form as of the date of this Draft Red Herring Prospectus.

(a) Details of Promoters' contribution and lock-in

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer paid up capital of our Company held by our Promoters, shall be considered as the minimum Promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Promoters' Contribution**") and our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment.

Based on the above, the details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of the Promoter	Date of allotment of the equity shares	Date on which the Equity Shares were made fully paid up	Nature of transaction	No. of Equity Shares held	Face Value (₹)	Offer/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	Total						[●]	[●]	

***Note**: The above table will be updated at the time of filing the Red Herring Prospectus with the RoC.*

Our Promoters, have given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer equity share capital of our Company as Promoters' Contribution. Our Promoters, have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The Equity Shares that are to be locked-in are not ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In this regard, our Company confirms the following:

(i) the Equity Shares offered for Promoters' Contribution do not include (i) Equity Shares acquired in the three immediately preceding years for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction ; (ii) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issue against equity shares, which are otherwise ineligible for computation of Promoters' Contribution;

(ii) none of the Equity Shares were acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm; and

(iv) the Equity Shares forming part of the Promoters' Contribution are not subject to any pledge.

(b) Details of Equity Share Capital locked-in for one year

Unless provided otherwise under applicable law, pursuant to Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer capital of the Company shall be locked-in for a period of one year from the date of Allotment, except for the categories of shareholders exempted under Regulation 17 of the SEBI ICDR Regulations.
The aforesaid lock-in arrangement shall be subject to any subsequent amendments to the lock-in requirements under applicable provisions of the SEBI ICDR Regulations. Any unsubscribed portion of the Offered Shares would also be locked in as required under the SEBI ICDR Regulations.

(c) Lock-in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.

(d) Recording on non-transferability of Equity Shares locked-in

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

(e) Other requirements in respect of lock-in

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan granted by a scheduled commercial bank, a public financial institution, NBFC-SI or a housing finance company, subject to the following:

(i) with respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan; and

(ii) with respect to the Equity Shares locked-in as Promoter's Contribution for three years from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in, in the hands of such transferee, for the remaining period and compliance with provisions of the Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons prior to the Offer and locked-in for a period of one year, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in in the hands of such transferee and compliance with the applicable provisions of the Takeover Regulations.

Shareholding Pattern of our Company

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total No. of Equity Shares (calculate as per SCRR) (VIII) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities (IX) — No. of Voting Rights — Class (Equity)	No. of Voting Rights held in each class of securities (IX) — No. of Voting Rights — Total	No. of Voting Rights held in each class of securities (IX) — Total as a % of (A+B+C)	No. of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted equity share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	No. of locked in Equity Shares (XII) — No. (a)	No. of locked in Equity Shares (XII) — As a % of total shares held (b)	No. of Equity Shares pledged or otherwise encumbered (XIII) — No. (a)	No. of Equity Shares pledged or otherwise encumbered (XIII) — As a % of total shares held (b)	No. of Equity Shares held in dematerialized form* (XIV)
(A)	Promoter and Promoter Group	14	20,798,150	-	-	20,798,150	74.96	20,798,150	-	20,798,150	-	74.96	-		-	-	20,798,150
(B)	Public	405	6,945,990	-	-	6,945,990	25.04	6,945,990	-	6,945,990	-	25.04	-		-	-	6,945,990
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-
	Total (A+B+C)	419	**27,744,140**	-	-	**27,744,140**	**100**	**27,744,140**	**-**	**27,744,140**	**-**	**100.00**	-		-	-	**27,744,140**

** The number of Equity Shares have been calculated excluding the bonus issuance on July 16, 2021*

2. **Other details of Shareholding of the Company**

(a) As on the date of the filing of this Draft Red Herring Prospectus, the Company has 419 Shareholders.

(b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of the Company, on a fully diluted basis, as on the date of filing of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)#
1.	Anand Rathi Financial Services Limited	11,964,082	42.85
2.	Mr. Anand Rathi	3,564,260	12.77
3.	Mr. Pradeep Gupta	1,520,508	5.45
4.	Mr. Amit Rathi	1,200,000	4.30
5.	Ms. Priti Pradeep Gupta	1,025,000	3.67
6.	Ms. Supriya Rathi	1,000,000	3.58
7.	Mr. Feroze Azeez	736,140	2.64
8.	Rawal Family Trust acting through Rakesh Rawal	591,400	2.12
9.	Pradeep Kumar Gupta HUF	500,000	1.79
10.	Navratan Mal Gupta HUF	480,000	1.72
11.	M/S Jaipur Securities Pvt. Ltd.	420,000	1.50
12.	Suhas Gupta Family Trust -Acting through Preeti Rawal	308,000	1.10
	Total	**23,309,390**	**83.49**

 # The percentage of pre-Offer capital has been calculated excluding the bonus issuance on July 16, 2021.

(c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of the Company, on a fully diluted basis, as of the date 10 days prior to the date of filing of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Anand Rathi Financial Services Limited	11,964,082	42.85
2.	Mr. Anand Rathi	3,658,260	13.10
3.	Mr. Pradeep Gupta	1,510,508	5.41
4.	Mr. Amit Rathi	1,200,000	4.30
5.	Ms. Priti Pradeep Gupta	1,000,000	3.58
6.	Ms. Supriya Rathi	980,000	3.51
7.	Mr. Feroze Azeez	736,140	2.64
8.	Rawal Family Trust acting through Rakesh Rawal	601,400	2.15
9.	Pradeep Kumar Gupta HUF	500,000	1.79
10.	Navratan Mal Gupta HUF	480,000	1.72
11.	M/S Jaipur Securities Pvt. Ltd.	420,000	1.50
12.	Suhas Gupta Family Trust -Acting through Preeti Rawal	308,000	1.10
	Total	**23,358,390**	**83.66**

(d) Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of the Company, on a fully diluted basis, as of the date one year prior to the date of filing of this

Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Anand Rathi Financial Services Limited	11,964,082	43.54
2.	Mr. Anand Rathi	3,658,260	13.31
3.	Mr. Pradeep Gupta	1,510,508	5.50
4.	Mr. Amit Rathi	1,200,000	4.37
5.	Ms. Priti Pradeep Gupta	1,000,000	3.64
6.	Ms. Supriya Rathi	980,000	3.57
7.	Rawal Family Trust acting through Rakesh Rawal	601,400	2.19
8.	P.K.Gupta & Sons	500,000	1.82
9.	Mr. Feroze Azeez	493,483	1.80
10.	N.M.Gupta & Sons	480,000	1.75
11.	M/S Jaipur Securities Pvt. Ltd.	420,000	1.53
12.	Suhas Gupta Family Trust -Acting through Preeti Rawal	308,000	1.12
	Total	**23,115,733**	**84.13**

(e) Set forth below is a list of Shareholders holding 1% or more of the paid-up share capital of the Company, on a fully diluted basis, as of the date two years prior to the date of filing of this Draft Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Anand Rathi Financial Services Limited	12,054,082	44.06
2.	Mr.Anand Rathi	3,658,260	13.37
3.	Mr.Pradeep Gupta	1,510,508	5.52
4.	Mr.Amit Rathi	1,200,000	4.39
5.	Rawal Family Trust acting through Rakesh Rawal	1,141,400	4.17
6	Ms.Priti Pradeep Gupta	1,000,000	3.66
7	Ms.Supriya Rathi	980,000	3.58
8	P.K.Gupta & Sons	500,000	1.83
9	N.M.Gupta & Sons	480,000	1.75
10	Mr.Feroze Azeez	424,000	1.55
11	M/S Jaipur Securities Pvt. Ltd.	420,000	1.54
	Total	**23,368,250**	**85.42**

(f) Shareholding of our Directors and/or Key Management Personnel

Except as set forth below, none of our Directors or Key Management Personnel hold any Equity Shares or any other convertible securities as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of Director/Key Management Personnel	Pre-Offer %	
		Number of Equity Shares#	Percentage (%)
1.	Mr. Anand Rathi	3,564,260	12.85
2.	Mr. Pradeep Gupta	1,520,508	5.48
3.	Mr. Amit Rathi	1,200,000	4.33

Sr. No.	Name of Director/Key Management Personnel	Pre-Offer %	
		Number of Equity Shares#	Percentage (%)
4.	Mr. Rakesh Rawal*	889,400	3.21
5.	Mr. Rajesh Kumar Bhutara	6,000	0.02
6.	Ms. Sudha Navandar	1,000	0.00
7.	Mr. Ramesh Chandak	1,000	0.00
Total		**7,182,168**	**25.89**

** Includes 28,000 Equity Shares held by Rakesh Rawal jointly with Gajanana Narayana Hegde and 270,000 Equity Shares jointly held with Mrs. Preeti Rawal as trustees to Varun Nambiar Family Trust. Further, 591,400 Equity Shares held by Rakesh Rawal as a trustee to Rawal Family Trust. # The percentage of pre-Offer number of Equity Shares have been calculated excluding the bonus issuance on July 16, 2021.*

3. Employee Stock Options Schemes

ESOP 2017:

Our Company has implemented a scheme called "Employees Stock Option Plan 2017" ("**ESOP 2017**"). ESOP 2017 was adopted pursuant to a resolution passed by the Board of Directors on November 28, 2016 and a resolution passed by the Shareholders on December 26, 2016. ESOP 2017 came into effect from January 1, 2017.

ESOP 2017 is in compliance with the SEBI SBEB Regulations and the Companies Act, 2013, and is accounted for in accordance with guidance notes issued by ICAI and the relevant accounting standards.

As on the date of this Draft Red Herring Prospectus, our Company has granted 320,000 options under ESOP 2017.

Further details in relation to the ESOP 2017 are as follows:

Particulars	Details
Options granted	3,20,000
Exercise price of options	₹ 10
Number of Options post sub-division of shares from face value Rs.10 to Rs.5 each	6,40,000
Options vested	621,260
Options lapsed before vesting	20,300
Options exercised	5,99,400
Total no. of Equity Shares arising as a result of exercise of options	5,99,400
Variation in terms of options	Pursuant to the resolution passed by the Nomination and Remuneration Committee on September 1, 2018, ESOP 2017 has been amended to reflect the sub-division of equity shares from face value of ₹ 10 each to Equity Shares of face value of ₹ 5 each. Accordingly, each option grantee, upon exercise of the options, shall be entitled to receive 2 Equity Shares for every option: • to suit the requirements of SEBI SBEB Regulations and the applicability of statutes/ regulations to the extent so as to include those which are required for a listed company. • to allow the transfer of options in case of demise to the nominee or to the successors to the will/legal heirs, as the case may be. In case of resignation of an employee, both the 'vested' and 'unvested' options shall lapse with immediate effect thereupon.
Money realised by exercise of options	₹ 29,97,000
Total no. of options in force	Nil
Employee wise details of options granted to	

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>(i) Key managerial personnel</td><td><table><tr><th>Name of key managerial personnel</th><th>Total no. of options granted</th></tr><tr><td>Mr. Rajesh Kumar Bhutara</td><td>6,000</td></tr></table></td></tr>
<tr><td>(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</td><td><table><tr><th>Name of employee</th><th>Total no. of options granted</th></tr><tr><td>Mr. Feroze Azeez</td><td>2,60,000</td></tr><tr><td>Ms. Divya Sreenivasan</td><td>40,800</td></tr><tr><td>Mr. Roop Bhootra</td><td>40,000</td></tr><tr><td>Mr. Vishal Laddha</td><td>40,000</td></tr></table></td></tr>
<tr><td>(iii) Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td><table><tr><th>Name of employee</th><th>Total no. of options granted</th></tr><tr><td>Mr. Feroze Azeez</td><td>2,60,000</td></tr></table></td></tr>
<tr><td>Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with the applicable accounting standard ‘Earning Per Share’

Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if our Company had used fair value of options and impact of this difference on profits and EPS of our Company for the last three fiscals</td><td><table><tr><th>Particulars</th><th>31-Mar-21</th><th>31-Mar-20</th><th>31-Mar-19</th></tr><tr><td>Profit after tax as reported (₹ million)</td><td>441.89</td><td>712.78</td><td>651.63</td></tr><tr><td>Add:- ESOP cost using the intrinsic value method</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Less:- ESOP cost using the fair value method</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Proforma profit after tax</td><td>441.89</td><td>712.78</td><td>651.63</td></tr><tr><td>Earnings per share of the considering bonus issue and sub division of shares</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Basic</td><td>-</td><td>-</td><td>-</td></tr><tr><td>As reported</td><td>16.20</td><td>22.80</td><td>24.22</td></tr><tr><td>Diluted</td><td>-</td><td>-</td><td>-</td></tr><tr><td>As reported</td><td>15.97</td><td>22.49</td><td>23.78</td></tr></table></td></tr>
<tr><td>Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td>The fair valuation of options has been carried out using Black Scholes pricing valuation model. The exercise price shall not exceed fair market value of equity shares of our Company on the date of grant.
<table><tr><th>Basis</th><th>Particulars</th></tr><tr><td>Dividend yield (%)</td><td>0%</td></tr><tr><td>Expected volatility (in %)</td><td>52.44%</td></tr><tr><td>Expected dividends</td><td>0%</td></tr><tr><td>Risk-free interest rate (in %)</td><td>6.51%</td></tr><tr><td>Weighted average share price (in ₹)</td><td>N.A.</td></tr><tr><td>Exercise price (in ₹)</td><td>5.00</td></tr><tr><td>Expected life of options granted (in years)</td><td>2.7 years</td></tr></table></td></tr>
<tr><td>Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in Regulation 15 of the SEBI SBEB Regulations in respect of options granted in the last three years</td><td>Not Applicable</td></tr>
<tr><td>Intention of the Key Managerial</td><td>Not Applicable</td></tr>
</table>

Particulars	Details
Persons and whole time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer	
Intention to sell Equity Shares arising out of an ESOS Scheme within three months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of an ESOS Scheme amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Not Applicable

ESOP 2018:

Our Company has implemented a scheme called "Employees Stock Option Plan 2018" ("**ESOP 2018**"). ESOP 2018 was adopted pursuant to a resolution passed by the Board of Directors on February 3, 2018 and a resolution passed by the Shareholders on March 3, 2018. Our Company adopted ESOP 2018, which was effected from January 1, 2018.

As on the date of this Draft Red Herring Prospectus, our Company has granted 2,80,100 options pursuant to ESOP 2018.

ESOP 2018 is in compliance with the SEBI SBEB Regulations and the Companies Act, 2013, and is accounted for in accordance with guidance notes issued by ICAI and the relevant accounting standards.

Further details in relation to the ESOP 2018 are as follows:

Particulars	Details
Options granted	2,80,100
Exercise price of options	₹ 5
Options vested	1,04,040
Options lapsed before vesting	NIL
Options exercised	1,04,040
Total no. of Equity Shares that would arise as a result of full exercise of options granted [(net of cancelled options)]	1,04,040
Variation in terms of options	Pursuant to the resolution passed by the Nomination and Remuneration Committee on September 1, 2018, ESOP 2018 has been amended to reflect the sub-division of equity shares from face value of ₹ 10 each to Equity Shares of face value of ₹ 5 each. Accordingly, each option grantee, upon exercise of the options, shall be entitled to receive 2 Equity Shares for every option: • to suit the requirements of SEBI SBEB Regulations and the applicability of statutes/ regulations to the extent so as to include those which are required for a listed company. • to allow the transfer of options in case of demise to the nominee or to the successors to the will/legal heirs, as the case may be. In case of resignation of an employee, both the 'vested' and 'unvested' options shall lapse with immediate effect thereupon.
Money realised by exercise of options	5,20,200
Total no. of options in force as on June 14, 2021	1,76,060
Employee wise details of options granted to	
(i) Key managerial personnel	**Name of key managerial personnel** | **Total no. of options granted**

<table>
<tr><td></td><td><table><tr><td>NIL</td><td></td></tr></table></td></tr>
<tr><td>(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</td><td><table><tr><th>Name of employee</th><th>Total no. of options granted</th></tr><tr><td>Mr. Feroze Azeez</td><td>2,60,100</td></tr><tr><td>Mr. Vishal Laddha</td><td>20,000</td></tr></table></td></tr>
<tr><td>(iii) Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td><table><tr><th>Name of employee</th><th>Total no. of options granted</th></tr><tr><td>Mr. Feroze Azeez</td><td>2,60,100</td></tr></table></td></tr>
<tr><td>Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with the applicable accounting standard 'Earning Per Share'

Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if our Company had used fair value of options and impact of this difference on profits and EPS of our Company for the last three fiscals</td><td><table><tr><th>Particulars</th><th>31-Mar-21</th><th>31-Mar-20</th><th>31-Mar-19</th></tr><tr><td>Profit after tax as reported (₹ million)</td><td>441.89</td><td>712.78</td><td>651.63</td></tr><tr><td>Add:- ESOP cost using the intrinsic value method</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Less:- ESOP cost using the fair value method</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Proforma profit after tax</td><td>441.89</td><td>712.78</td><td>651.63</td></tr><tr><td>Earnings per share of the considering bonus issue and sub division of shares</td><td>-</td><td>-</td><td>-</td></tr><tr><td>Basic</td><td>-</td><td>-</td><td>-</td></tr><tr><td>As reported</td><td>16.20</td><td>26.40</td><td>24.22</td></tr><tr><td>Diluted</td><td>-</td><td>-</td><td>-</td></tr><tr><td>As reported</td><td>15.97</td><td>26.04</td><td>23.78</td></tr></table></td></tr>
<tr><td>Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option</td><td>The fair valuation of options has been carried out using Black Scholes pricing valuation model. The exercise price shall not exceed fair market value of equity shares of our Company on the date of grant.
<table><tr><th>Basis</th><th>Particulars</th></tr><tr><td>Dividend yield (%)</td><td>0%</td></tr><tr><td>Expected volatility (in %)</td><td>51.15%</td></tr><tr><td>Expected dividends</td><td>0%</td></tr><tr><td>Risk-free interest rate (in %)</td><td>7.35%</td></tr><tr><td>Weighted average share price (in ₹)</td><td>N.A.</td></tr><tr><td>Exercise price (in ₹)</td><td>5.00</td></tr><tr><td>Expected life of options granted (in years)</td><td>3 years</td></tr></table></td></tr>
<tr><td>Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in Regulation 15 of the SEBI SBEB Regulations in respect of options granted in the last three years</td><td>Not Applicable</td></tr>
<tr><td>Intention of the Key Managerial Persons and whole time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Offer</td><td>Not Applicable</td></tr>
<tr><td>Intention to sell Equity Shares arising out of an ESOS Scheme within three months after the listing of Equity Shares by</td><td>Not Applicable</td></tr>
</table>

directors, senior managerial personnel and employees having Equity Shares arising out of an ESOS Scheme amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	

4. Our Company presently does not intend or propose and is not under negotiations or considerations to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, the foregoing restriction does not apply to any issuance of Equity Shares, pursuant to the exercise of employee stock options under ESOP 2017 and ESOP 2018.

5. Except for the equity shares pertaining to Mr. Anand Rathi and Mr. Pradeep Gupta, the details of which are disclosed under "*-History of Equity Share Capital of our Company – Shareholding of our Promoters, members of Promoter Group and directors of our Promoter in our Company*" on page 74, none of the members of the Promoter Group, our Promoters, directors of our Promoter, and / or our Directors and their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

6. There have been no financing arrangements whereby our Promoters, members of the Promoter Group, directors of our Promoter and / or our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

7. All Equity Shares issued pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

8. As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates, as defined under the SEBI Merchant Bankers Regulations do not hold any Equity Shares. The BRLMs and their respective associates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

9. Our Company, Promoters, the Selling Shareholders, our Directors and the BRLMs have no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.
10. Except for options granted under ESOP 2017 and ESOP 2018, there are no warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares as on the date of this Draft Red Herring Prospectus.
11. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
12. Our Promoters and members of our Promoter Group will not submit Bids or otherwise participate in this Offer, except to the extent of offering the Offered Shares in the Offer for Sale.
13. No person connected with the Offer, including the Book Running Lead Managers, the members of the Syndicate, our Company, the Directors, the Promoters and members of the Promoter Group, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid.
14. Our Company has not undertaken any public issue of securities. Further, except as disclosed in this section under "*- Share Capital History – History of Equity Share capital of our Company*" on page 69, our Company has not made any rights issue of any kind or class of securities since its incorporation.

15. Our Company shall ensure that any transaction in the Equity Shares by the Promoters and the Promoter Group during the period between the date of filing this Draft Red Herring Prospectus and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of such transaction.

OBJECTS OF THE OFFER

The objects of the Offer are to achieve the benefits of listing the Equity Shares on the Stock Exchanges and for the sale of up to 12,000,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. Further, the listing of Equity Shares will enhance our Company's brand name and provide liquidity to the existing Shareholders. Our Company expects that the proposed listing will also provide a public market for the Equity Shares in India.

The Offer comprises an offer for sale by the Selling Shareholders. The proceeds from the Offer for Sale (net of any Offer related expenses to be borne by the Selling Shareholders) shall be received by the Selling Shareholders, and our Company shall not receive any proceeds from the Offer for Sale.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The Offer related expenses include, among others, listing fees, fees payable to the BRLMs, Banker to the Offer and legal counsel, underwriting commission, brokerage and selling commission, including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, commission payable to Registered Brokers, RTAs and CDPs and Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The listing fees shall be borne by our Company. Other Offer-related expenses shall be borne by the Selling Shareholders in proportion of the Equity Shares to be offered by each of the Selling Shareholders.

Provided that all Offer-related expenses shall initially be borne by our Company. Upon successful completion of the Offer, the Selling Shareholders shall reimburse our Company their proportionate share of the Offer-related expenses.

The estimated Offer related expenses are as under:

S. No.	Activity	Amount (₹ in million)	As a % of total estimated Offer Related Expenses*	As a % of Offer Size*
1.	Fees and commission payable to the BRLMs (including brokerage, underwriting and selling commission)	[●]	[●]	[●]
2.	Commission and processing fees for SCSBs and fees payable to the Sponsor Banks for Bids made by RIBs using UPI, Selling commission and processing fees to SCSBs for ASBA Applications procured by the Syndicate, Sub-Syndicate, Registered Brokers, RTAs or CDPs and submitted with the SCSBs; and bidding charges to members of the Syndicate, RTAs and CDPs (2)(4)	[●]	[●]	[●]
3.	Brokerage, selling commission and bidding charges for the Members of the Syndicate, Registered Brokers, RTAs and CDPs (1) (3)	[●]	[●]	[●]
4.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
5.	Printing, stationery and other distribution expenses			
6.	Advertising and marketing for the Offer			
7.	Others: i. Listing fees; ii. SEBI filing fees, BSE and NSE processing fees; iii. Book building software fees; iv. Other regulatory expenses; v. Fees payable to the legal counsels; and vi. Miscellaneous	[●]	[●]	[●]
	Total Estimated Offer Related Expenses	[●]	[●]	[●]

* *To be incorporated in the Prospectus on finalisation of the Offer Price.*

(1) Selling commission payable to the SCSBs on the portion for Retail Individual Investors and portion for Non-Institutional Investors, which are directly procured by them would be as follows:

*Portion for Retail Individual Investors **	*[●] % of the amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Investors**	*[●] % of the amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE. No additional processing/ uploading charges shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

(2) Processing fees payable to the SCSBs as per valid Bid cum Application Form for processing the Bid cum Application Form procured by the members of the Syndicate on the portion for Retail Individual Investors, portion for Non-Institutional Investors, which are procured by the members of the Syndicate/ Sub-Syndicate/ Registered Brokers/ RTAs/ CDPs and submitted to SCSBs for blocking would be as follows:

Portion for Retail Individual Investors	*[●] % of the amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Investors	*[●] % of the amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

(3) Selling commission on the portion for Retail Individual Investors, the portion for Non-Institutional Investors which are procured by Syndicate Members (including their Sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:

Portion for Retail Individual Investors	*[●] % of the amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Investors	*[●] % of the amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

(4) Sponsor Banks will be entitled to a commission of ₹[●] per every valid ASBA Form for Bids made by RIBs using UPI Mechanism.

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

Bidding charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking would be as follows:

₹ [●] plus GST, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

The commission and processing fees shall be payable within 30 Working Days post the date of the receipt of the final invoices of the respective intermediaries by our Company. All of the above are exclusive of applicable taxes.

The Offer expenses shall be payable within 30 Working Days post the date of receipt of the final invoice from the respective intermediaries by our Company in accordance with the arrangements/ agreements with the relevant intermediary.

Monitoring of Utilization of Funds

Since the Offer is only an Offer for Sale, our Company will not receive any proceeds from the Offer and accordingly our Company is not required to appoint a monitoring agency.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Equity Shares proposed to be sold by the Selling Shareholders, none of our Promoters, Directors, Key Managerial Personnel, Group Companies or members of our Promoter Group will receive any proceeds from the Offer.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. Investors should also refer to "*Our Business", "Risk Factors", "Financial Information"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 137, 24, 199 and 260 of this Draft Red Herring Prospectus, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

a. Focus on the underserved and less price sensitive HNI segment;
b. Uncomplicated, holistic and standardized solutions offered to clients based on an objective-driven approach;
c. Top tier non-bank mutual fund distributor in India coupled with presence in structured products;
d. Focus on value added services i.e., safety net and estate planning services;
e. Unique approach to attracting and retaining talent through an entrepreneurial work culture; and
f. Unique approach to the marketing initiatives.

For further details, please see "*Our Business – Our Strengths*" on page 139 of this Draft Red Herring Prospectus.

Quantitative factors

Some of the information presented below relating to our Company is based on the Restated Financial Information. For further details, see "*Financial Information*" on page 199 of this Draft Red Herring Prospectus

Some of the quantitative factors which may form the basis for calculating the Offer Price are as follows:

I. Basic and diluted earnings per share ("EPS"), as adjusted for changes in capital

	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2019	14.67	14.40	1
March 31, 2020	15.16	14.95	2
March 31, 2021	11.02	10.87	3
Weighted Average	**13.01**	**12.82**	

Notes:

(1) Earnings per share calculations are done in accordance with Ind AS 33 notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standard) Rules, 2015, as amended.

(2) The face value of each Equity Share is ₹ 5 each. The Company in its annual general meeting held on June 15, 2021, after the Balance Sheet date of March 31, 2021, has approved bonus in the ratio of 1 bonus equity share for every 2 equity shares held as on the record date being June 15, 2021. The computation given above is after taking into account the bonus allotment.

(3) Basic EPS (₹) = Basic earnings per share are calculated by dividing the Restated Ind AS Consolidated Net Profit After Tax attributable to the owners of the Company by the weighted average number of Equity Shares outstanding during the year.

(4) Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the restated Ind AS consolidated net profit after tax attributable to owners of the Company by the diluted weighted average number of Equity Shares outstanding during the year.

(5) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year / Total of weights.

II. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the lower end of the Price Band (no. of times)	P/E at the higher end of the Price Band (no. of times)
Based on basic EPS for the financial year ended March 31, 2021 on the basis of Restated Consolidated Financial Information	[●]	[●]
Based on diluted EPS for the financial year ended March 31, 2021 on the basis of Restated Consolidated Financial Information	[●]	[●]

Industry P/E Ratio

As on date, there is only one comparable listed company in India engaged in the same line of business. The PE of IIFL Wealth Management Ltd is 33.26 times.

Notes:

P/E figures for the peer is computed based on closing market price as on July 16, 2021 on NSE, divided by Diluted EPS (on consolidated basis) for the Financial Year ending March 31, 2021 based on financial results of the company submitted to the Stock Exchanges.

III. Average Return on Net worth ("RONW")

Fiscal/Period Ended	RONW (%)	Weight
March 31, 2019	47.77	1
March 31, 2020	33.09	2
March 31, 2021	18.69	3
Weighted Average	**28.33**	

Notes:

(1) Weighted average = Aggregate of year-wise weighted RONW divided by the aggregate of weights i.e. (RONW x Weight) for each year/Closing of weights

(2) Return on Net Worth (%) = Restated Ind AS Consolidated Net Profit after tax attributable to the owners of the Company / Restated Ind AS Consolidated Net Worth at the end of the year

(3) Net worth is Equity share capital + Other Equity

IV. Net asset value per Equity Share

NAV for Fiscal Ended	(Rs.)*
March 31, 2021	58.47
After completion of offer	At the Floor Price: [●]
	At the Cap Price: [●]
Offer Price	[●]

(1) Net Asset Value per Equity Share represents Restated Ind AS Consolidated Net Worth at the end of the year / Number of equity shares as at the end of the year as adjusted for the bonus allotment on July 16, 2021.

(2) Net worth is Equity share capital + Other Equity

As the Offer consists only of an offer for sale by the Selling Shareholders, there will be no change in the NAV post completion of the Offer.

V. Comparison of accounting ratios with listed industry peer

Name of the company	Total Income (₹ mn)	Face Value (₹)	P/E (times)	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV per equity share (₹)
Anand Rathi Wealth Limited*	2,792.48	5	[●]	11.02	10.87	18.69	58.47
Listed Peer							
IIFL Wealth Management Ltd	16,590.20	2	33.26	42.24	41.76	13.06	321.77

**Financial Information for Anand Rathi Wealth Limited is derived from the Restated ConsolidatedFinancial Statements for the year ended March 31, 2021 and the computation of ratios given above is after taking into account the bonus allotment.*

Notes:

(1) *All the financial information for listed industry peer mentioned above is on consolidated basis and is sourced from the financial results of FY21 submitted to the Stock Exchanges.*

(2) *P/E ratio is calculated as closing share price (as of July 16, 2021 - NSE) divided by / Diluted EPS for year ended March 31, 2021.*

(3) *Basic and Diluted EPS as reported in the annual report of the company for the year ended March 31, 2021.*

(4) *Return on net worth (%) = Net profit after tax divided by net worth at the end of the year. Net worth represents the equity share capital and other equity.*

(5) *Net asset value per share (in ₹) = Total equity divided by total number of equity shares outstanding at the end of the year*

.

(6) *Total Equity has been computed as sum of paid-up share capital and other equity.*

VI. The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company and the Selling Shareholders in consultation with the BRLMs, on the basis of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. The face value of the Equity Shares is ₹ 5 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", *Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Information*" on pages 24, 137, 260 and 199 of this Draft Red Herring Prospectus, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

To

The Board of Directors,
Anand Rathi Wealth Limited (formerly known as Anand Rathi Wealth Services Limited)
Express Zone, A wing, 10th floor,
Western Express Highway,
Goregaon, Mumbai – 400 063,
Maharashtra, India.

Re: Proposed initial public offering of equity shares of Rs. 5 each ("Equity Shares") by Anand Rathi Wealth Limited (formerly known as Anand Rathi Wealth Services Limited) (the "Company"), (the "Offer")

Dear Sirs,

We, Khimji Kunverji & Co. LLP, Chartered Accountants, the statutory auditors of the Company, hereby report the possible special tax benefits available to the Company, its and the shareholders and the material subsidiary of the Company, AR Digital Wealth Private Limited (Formerly Known as AR Wealth Management Private Limited ("**Material Subsidiary**") of the Company, under the Income-tax Act, 1961, as amended (the "**IT Act**"), and , presently in force in India, in the enclosed statement at **Annexure A**.

Several of these stated tax benefits/consequences are dependent on the Company or its shareholders or the Material Subsidiary fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Company or its shareholders or the Material Subsidiary to derive the tax benefits is dependent on fulfilling such conditions.

The benefits discussed in the enclosed annexure are not exhaustive. The attached **Annexure A** is for your information and for inclusion in the draft red herring prospectus, the red herring prospectus and the prospectus ("**Offer Documents**), as amended or supplemented thereto or any other written material in connection with the proposed Offer and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders or the Material Subsidiary will continue to obtain these benefits in future; or
ii) the conditions prescribed for availing the benefits have been/would be met with.
iii) the revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Further, in relation to the statement on possible tax benefits available to the Material Subsidiary, we have relied up on the certificate on the statement of tax benefit issued by the auditors of the Material Subsidiary and have not conducted any independent verification.

Limitations:

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

All capitalized terms not defined hereinabove shall have the same meaning as defined in the Offer Documents.

Sincerely,

For Khimji Kunverji & Co LLP
Chartered Accountants
FRN: 105146W/ W100621

Gautam V Shah
Partner
Membership No - 117348
UDIN: 21117348AAAABI7214

Place: Mumbai
Date: July 18, 2021

Encl: Statement of Special Tax Benefits

Annexure A

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFIT AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND THE MATERIAL SUBSIDIARY

Outlined below are the possible tax benefits available to the Company, its shareholders and the Material Subsidiary under the current direct tax laws currently in force in India. These tax benefits are dependent on the Company, its shareholders and the Material Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the Company, its shareholders and the Material Subsidiary can derive the possible tax benefits upon fulfilling such conditions laid down in the Act, which are based on business imperatives they face in the future, they may or may not choose to fulfill.

SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME-TAX ACT, 1961 (THE "ACT")

The Company is not entitled to any special tax benefits under the Act.

SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME-TAX ACT, 1961 (THE "ACT")

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

SPECIAL TAX BENEFITS TO THE MATERIAL SUBSIDIARY UNDER THE INCOME-TAX ACT, 1961 (THE "ACT")

The Material Subsidiary is not entitled to any special tax benefits under the Act.

Note:

a. The above Statement set out in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

b. The above statement covers only certain relevant direct tax law benefits and does not cover any benefit under any other law.

c. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

d. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, the information in this section is obtained or extracted from industry research report on "Wealth Management" dated July, 2021 prepared and released by Care Advisory Research and Training Limited ("CART") and commissioned by and paid for by us. Neither we nor any other person connected with the Offer have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

Global Economy

Covid-19 adversely affected the economy of countries across the globe in CY 2020. However IMF is expecting a stronger recovery in CY 2021 as covid-19 impact will decelerate and roll outs of vaccine all over the world has given more assurance about the global economy in the year CY2021. After sinking to 3.3% in 2020, the global economy is expected to grow 6.0% in the CY 2021 and 4.4% in the CY 2022.

Summary of World Economic Outlook Projections is given below (in %):

	2020	2021p	2022p
World	–3.3	6	4.4
Advanced Economies	–4.7	5.1	3.6
United States	–3.5	6.4	3.5
Euro Area	–6.6	4.4	3.8
Japan	–4.8	3.3	2.5
United Kingdom	–9.9	5.3	5.1
Canada	–5.4	5	4.7
Other Advanced Economies*	–2.1	4.4	3.4
Emerging market and developing economies (EMDEs)	–2.2	6.7	5.0
Emerging and Developing Asia	–1.0	8.6	6.0
Emerging and Developing Europe	–2.0	4.4	3.9
Latin America and Caribbean	–7.0	4.6	3.1
Middle East and Central Asia	–2.9	3.7	3.8
Sub-Saharan Africa	–1.9	3.4	4.0

1 Note: p- Projections
2 Excludes the Group of Seven (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries*
(Source: World Economic Outlook April 2021 as published by IMF)

IMF estimated growth in the advanced economies group of 5.1% in CY 2021. Among advanced economies, the United States is expected to surpass its pre-COVID GDP level this year CY 2021, while many others in the group will return to their pre-COVID levels only in CY 2022.

The United States is projected to return to end-of-2019 activity levels in the first half of 2021 and Japan in the second half. In the euro area and the United Kingdom, activity is expected to remain below end-of-2019 levels into 2022. The gaps can be traced back to differences in behavioral and public health responses to infections, flexibility and adaptability of economic activity to low mobility, preexisting trends, and structural rigidities predating the crisis.

In 2021 the advanced economic growth rate is projected to strengthen to 5.1%. The US economy contracted by -3.5% in 2020, and projected to grow at 6.4 % in 2021. Euro area is expected to reflect a sharp recovery of 4.4% by the end of 2021.

Among emerging market and developing economies, growth is forecasted at 6.7 % in 2021 and 5.0% in 2022

Indian Economy

In April 2021, CARE Ratings had projected GDP growth to be 10.2% for FY22 on the assumption that the lockdowns would be rolled back in June. The spread of infection has also affected workers in various businesses in this round which is directly affecting companies. Supply chains are being affected this time due to workers getting infected unlike the first wave in CY2020 when there were restrictions on the movement of goods. Therefore, there is a double whammy due to the second wave - of a lockdown as well as personal health of workers.

Under these conditions CARE Ratings do believe that there will be a push back to the unlock process which can be only moderate even in July 2021 and will pick up only in August 2021 assuming the worst is behind us in June 2021. In fact, it is assumed that the loss in June and part of July will be comparable to the previous months due to the spread of the virus in the interiors. Also based on the progress of the vaccination programme, it does appear that there will be significant delays in meeting targets and the nation will still be in the first gear mode in June 2021 with movement to the second starting earliest in July 2021. Hence Q1 of FY22 will be stressed out to a large extent with July 2021 showing mixed signs.

In month of April 2021 there were 3 mn active cases which can be affecting broadly over 10 mn families. There have been cumulative discharges of around 19 mn people which will affect at least 60-70 mn families. This can potentially also affect the purchasing power of families and hence unlike last year when the pent-up demand theory worked to a certain extent, this time it will be dormant. These people would have spent considerable amounts of money on medical treatment and unless in the top echelons of income would not be in a position to spend more this time after the infection incidence abates. The sheer numbers this time will delay the demand revival process this year. Under these assumptions, GDP growth for FY22 will be 9.2% with a downward bias as against 10.2% projected in April 2021.

The number of cases reported on a daily basis has come down much below the peaks of May 2021, while 3rd wave is imminent, the severity and impact on economy is something which cannot be predicted at this stage.

Movement in CARE Ratings forecasts for GDP growth (%)

Date of forecast	GDP growth
2020-21 (Actual)	-8.00
2021-22: 24 March'21	11-11.20
2021-22: 5 April'21	10.70
2021-22: 21 April'21	10.20
2021-22: 12 May' 21	9.20

(Source: CARE Ratings)

GDP Forecast in Absolute terms (USD Trillion)

Particulars	2018	2019	2020	2021	2022	2023	2024	2025
GDP, current prices	2,701	2,871	2,709	3,050	3,313	3,591	3,885	4,199

(Source: IMF)

GDP in FY21 was Rs 1.34 trillion that was to increase to Rs 1.48-Rs 1.49 trillion as per CARE Ratings March forecast. The GDP level in real terms will be Rs 1.46 trillion based on 9.20% growth. The lower growth in GDP compared to our initial estimate of 11.2% would mean a loss of Rs 2.68 trillion in real terms or Rs 3.89 trillion in nominal terms.

In real terms the growth would be: –

- Agriculture 3.3-3.5%,
- Industry 9.5-10% and
- Services 9-9.5%.

This in turn will also have fiscal implications.

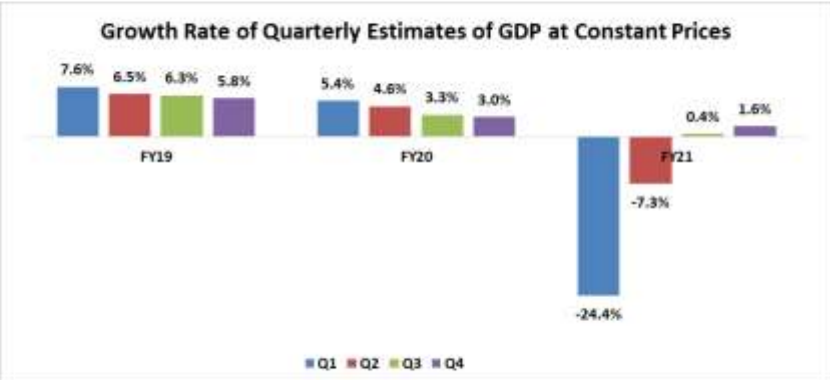
The Budget had targeted a nominal GDP of Rs 222.87 trillion. The fiscal deficit was estimated at Rs 15.07 trillion accordingly. With real GDP growth falling by Rs 2.68 trillion, nominal GDP would now be reduced to Rs 218.98 trillion with a loss of nearly Rs 3.90 trillion of income.

Further, with GDP growth slowing down by 2% points, the overall tax revenue to the Centre will come down from Rs 15.45 trillion to Rs 15.11 trillion, which is a shortfall of Rs 340 billion. In April 2021, the government has already announced an outlay of Rs 250 billion on account of the free food programme for 800 mn people (which would be at Rs.5 kg/month). This additional cost combined with the potential decline in tax revenue will mean an increase in deficit by Rs 590 billion. The revised fiscal deficit under ceteris paribus conditions would be Rs 15.66 trillion or 7.15% of GDP. This is assuming that the government spends the additional Rs 250 billion outside the budget and does not channel the same from an existing allocation.

Statistics for Indian Economy is provided below:

1. Gross Domestic Product (GDP)

GDP is the sum of private consumption, gross investment in the economy, government investment, government spending and net foreign trade (difference between exports and imports). Quarterly GDP Growth is as under:



(Source: MOSPI)

2. Gross Value Added (GVA)

Gross value added (GVA) is the measure of the value of goods and services produced in an economy. GVA gives picture of supply side where as GDP represents consumption.

Sector wise GVA profile and growth estimates for FY22:

Rs trillion and %	FY20	FY21	FY22	FY20	FY21	FY22 (est)
GVA	132.71	124.11	136.83	4.1	-6.5	10.2
Agriculture, forestry and fishing	19.69	20.28	20.99	4.3	3	3.5
Industry	39.28	36.07	40.24	-1.2	-8.2	11.6
Mining and quarrying	3.22	2.92	3.22	-2.5	-9.2	10
Manufacturing	22.69	20.8	23.45	-2.4	-8.4	12.8
Electricity, gas, water and other utility	3.01	3.06	3.24	2.1	1.8	6
Construction	10.36	9.29	10.33	1	-10.3	11.3
Services	73.75	67.76	75.59	7.2	-8.1	11.6
Trade, hotels, trans, storage, comm	27	22.14	25.23	6.4	-18	14
Financial, real estate and prof services	29.17	28.76	31.63	7.3	-1.4	10
Public admin, defence and other	17.59	16.87	18.73	8.3	-4.1	11

(Source: CARE rating)

CARE Rating estimates that GVA will increase by 10.2% in FY22 over -6.5% in FY21. This is based on the normal monsoon assumption which will lead to stable agricultural output.

- Agriculture will continue to grow by a stable rate based on steady kharif and rabi harvests. There are no unfavorable signs of an el Nino developing which is an early positive sign.
- The industrial sector will witness buoyancy with mining, manufacturing and construction registering double digit growth rates over negative growth in FY21.
    - This will be supported by metals (10-15% growth), cement (10-12%), auto (15-25% across different segments), textiles (8-10%), drugs and pharma (14-15%). The consumer goods industry will however register relatively moderate growth of between 5-8%.

- Power sector would continue to grow between 5-7% taking growths for the group to 6%.
  - Construction will be driven by government working hard on roads, with real estate related activity also picking up in the residential segment leading to uptick in house building.
- Services sector is expected to grow by 11.6% with all the three segments registering double digit growth.
  - Trade, transport, hotels, etc. would be growing on the back of strong growth from telecom (10-12%), retail (10-12%), hotels (20-25%) and healthcare (10-12%). The downside risk here is that continuation of localized lockdowns with restrictions on these services will have the potential to lower growth in GVA by 1-2% and can pressurize the economic recovery.
  - Maintenance of growth in the financial services will be combined with real estate growth to push overall number to 10%. Bank credit this year will be higher with the demand for funds picking up. The downside risk is any stagnation in real estate due to issues on the home loans front. It may be pointed out here that as of August 2020 a large part of the mortgage portfolio of banks were under moratorium. The Supreme Court has recently lifted the moratorium relaxation provided to the banks which means the latter will start recognizing these NPAs going ahead. A significant uptick in NPA numbers could weigh on bank credit growth to some extent depending on the provisions already made by them. Any upside risk here will affect prospects of this sector.
  - The public admin and miscellaneous services will rebound on the back on higher government spending which will keep growth above 10%.

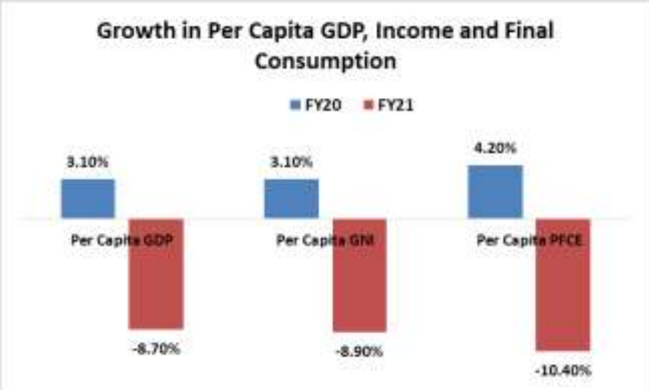
3. Industrial Growth for FY21

Industrial production contracted by -8.6% during FY2020-21 as compared to - 0.8% contracted in FY2019-20.

(Source: MoSPI)

Industrial production rose by 22.4% in Mar 2021 due to favorable base as the government imposed nationwide lockdown in year ago period in the country due to spread of COVID-19 infection . Factory production came higher than market estimates of 20% led by strong growth in manufacturing and electricity output. Manufacturing sector grew by 25.8% in Mar 2021 as the expansion in activity remained better than expected. In terms of industries, 20 out of 23 industry groups showed expansion during the month. Electricity sector output grew by 22.5% while mining output growth remained low at 6.1% due to -21.9% contractions in coal production and -3.1% decline in natural gas output during Mar’21. On use based, capital goods/infrastructure expanded by 41.9%/31.2% on the favorable base of -38.8%/-24.3% contraction in year ago period. Consumer durables sector grew by 54.9% and non-durables at 27.5% on favorable base.

4. Per Capita GDP, Income and Final Consumption



(Source: MoSPI)

India's per capita gross domestic product (GDP) dropped 8.7% to Rs 99,155 in 2020-21 from 3.1% in 2019-20. Gross national income (GNI) represent the value produced by a country's economy in a given year, dropped by 8.9% in 2020-21. The per capita private final consumption expenditure (PFCE), that represents consumer spending, dropped by 10.4% in 2020-21.

Indian Economy outlook

CARE Ratings estimated India's GDP growth rate at 9.2% for the FY2022. India's growth outlook has improved significantly and the covid-19 vaccination drive will help the economic rebound. The Reserve Bank of India's (RBI) Monetary Policy Committee (MPC) kept the repo rate unchanged at 4% while maintaining an accommodative stance as long as necessary to mitigate the impact of the COVID-19 pandemic. The Indian central bank was widely expected to keep key interest steady amid a surge in COVID-19 cases in the country.

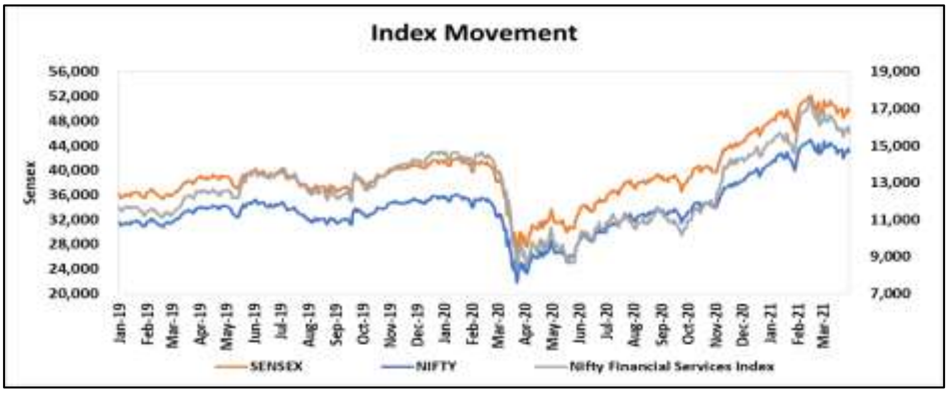
The recent surge in covid-19 cases has caused lockdown and curfew in many states resulting in a dip in consumer confidence and reignited uncertainty regarding the near-term outlook. Second wave of Covid-19 infections and subsequent lockdowns are derailing economic momentum, RBI interventions will help maintain adequate liquidity as well as prevent hardening of yields in bond market. These measures will ensure economic stability.

Government has declared that vaccine will be given to every adult citizen (above 18 years) which may help to reduce the transmission of covid-19 in the near future. The world's largest vaccine maker, Serum Institute of India (SII), has sought Rs.30 billion grant from the government to ramp up capacity of the Covishield Covid-19 vaccine beyond 100 million doses a month that the institute is expected to reach by the end of May 2021.

In the 2021-22 Union Budget, for FY22 capital expenditure is likely to increase by 34.5% at US$ 76 billion over FY21 to boost the economy.

Governments Increased expenditure is expected to attract private investments, providing excellent opportunities with production-linked incentive scheme. Consistently policy support is anticipated to boost the Indian economy.

Indian Capital Market Overview



(Source-SEBI Bulletin 2021)

Date	Nifty Closing	Change (Y-o-Y)

March 31, 2019	11,624.90	
March 31, 2020	8,597.75	-26.03%
March 31, 2021	14,960.70	70.87%

Indian Wealth Management Industry Overview

The Indian Wealth Management market is on a sustained path of growth, given India's long-term economic prospects, positive demographics, rising income levels and current low penetration. While the percentage of wealthy individuals in India is very small compared with developed markets, very high potential of growth in wealth is estimated in future. India has the key ingredients of a high-growth wealth management market, namely driven by a very large and young mass affluent segment; an increase in the wealth of global Indians; the Indian government's push to control illegal channel of funds and push for tighter regulations of the capital markets.

Number of millionaires in 2020 and 2025 (Selected countries)

Country	Number (thousand)		Change
	2020	2025	(%)
United States	21,951	28,055	28
China	5,279	10,172	93
Japan	3,662	5,411	48
United Kingdom	2,491	3,711	49
Germany	2,953	4,240	44
India	**698**	**1,269**	**82%**
World	**56,084**	**84,014**	**49%**

(Source- Global Wealth Report 2021)

The demographic difference presents an opportunity to create new products to address the needs of a young population and leverage new technologies, such as social and software based investing applications as a key differentiator. Indian wealth management industry is largely focused mainly on the urban segment, leaving untapped majority of Indian population. One of the key factors for Advisors is to develop trust with the potential investors where advisors constantly need to build its brand, focus on overcoming trust barriers, invest in technology and focus on transparency and compliance.

In 2018, top 8% of the total population in India represents 45% of the total wealth and of the above only 20% take advice from wealth managers. With increase in start-ups, rising income levels and friendly macro factors with ease of doing business will drive growth of young HNI population in India; there is a big opportunity for a wealth management firm to tap into an underpenetrated market with huge upside growth potential for wealth managers *(Source – CART).*

There is steady growth in number of client's interest towards:

1) Access to Mutual Fund / Other financial Product Distribution
2) Financial Planning (specific short term and long term goals) Advice
3) Tax Planning Advice
4) Estate Planning Advice
5) Wealth Management Advice

Based on the investment corpus available with the individuals, CART have grouped individuals in following four categories-

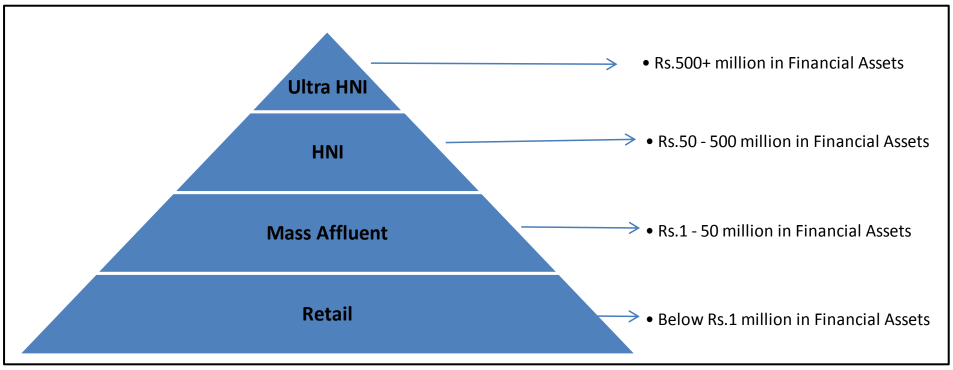
Retail – With financial assets of Rs. 1 million and lower

Mass Affluent – With financial assets between Rs 1 million to Rs. 50 million

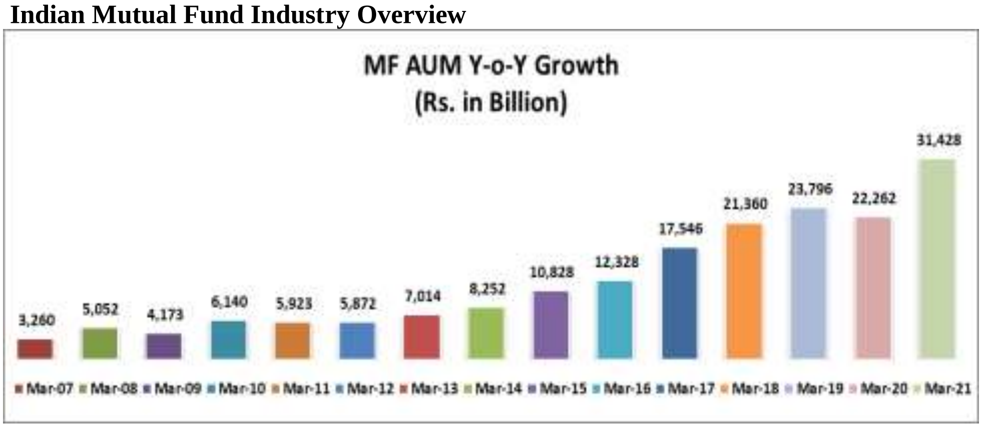
HNI - With financial assets between Rs 50 million to Rs. 500 million

Ultra HNI – With financial assets of more than Rs. 500 million

Wealth Pyramid



Indian Mutual Fund Industry Overview



(Source -AMFI)

The Indian mutual fund industry has a long history of over 50 years, starting with the formation of UTI, a joint initiative of the Government of India ("GOI") and the RBI in 1963. It was regulated and controlled by the RBI until 1978, after which the Industrial Development Bank of India ("IDBI") took over. UTI launched its first scheme, Unit Scheme 1964, in 1964 and its AUM reached ₹ 67 billion by 1988. The year 1987 witnessed the entry of other public sector banks to set up mutual fund business in the country. Since 2003, the mutual fund industry has witnessed a healthy growth, supported by various regulatory measures as well as investor education initiatives, where AUM of the Indian MF Industry has grown from ₹ 3.26 trillion as on 31st March 2007 to ₹ 31.42 trillion as on 31st March, 2021, more than 9.64 times in a span of about 14 years.

Digital presence by mutual fund houses and wealth management players is enhancing distribution reach. Digital advances have ensured distribution efficiencies, and also helped to create predictable revenue streams in the business. Digital platforms have helped distributors to focus more on research and tracking markets rather than operational tasks such as individual client visits and extended paperwork. Tablet and mobile apps are helping mutual funds increase reach in B30 locations. Moreover, there have been several industry-wide initiatives to help distributors build digital capabilities in order to serve investors better. While there are all types of distributors — robots, fee-based advisors and transaction-only distributors — will co-exist as there is low penetration of distributors in the country, with only a small number of distributors catering to the large population base.

Note: As per SEBI circular SEBI/HO/IMD/DF2/CIR/P/2018/16 dated 02.02.2018, the terms and definition of "15 cities", "T15" and "B15" are substituted with "30 cities", "T30" and "B30" respectively, with effect from April 1, 2018.

Players in the Indian wealth management space

Products offered: Wealth managers in India mainly sell mutual funds, private equity funds, real estate funds, non-convertible debentures, portfolio management services, structured products and tax-free bonds to investors.

Business model	Market positioning	Key characteristics

Universal banks	Strong	● Includes large players, mainly private banks; recently some PSU ● Banks have also announced plans to launch wealth-management services ● Extensive reach ● Relatively high entry barriers ● Cross-sell potential with both retail and corporate customers
Wealth management Specialists	Medium	● Mainly foreign players with strong understanding of advisory services ● Offerings are mainly managed/structured products ● Typically high entry barriers ● Focus on the UHNI segment
Global investment banks	Weak	● Focus on the UHNI segment ● Institutional approach to serve clients with investment banking products
Brokers/dealer discount/ online brokers	Strong	● Large number of players ● Focus on the mass affluent segment ● Mainly offer mutual fund products
National distributors	Strong	● Some firms are affiliated to a brokerage firm with a large network of sub-brokers ● Large firms with extensive distribution network ● Multiple products
Family office	Weak	● Holistic advisory services for specific client segments such as entrepreneurs
Robo-advisors	Upcoming	● Fully automated or hybrid investment managers ● Algorithm-based advice without human intervention ● Suitable for small-ticket retail investors ● Available at a lower cost ● Consistent and transparent advice
Others (independent funds/insurance advisors, Etc.)	Medium	● Very low entry barriers ● Commission-driven model ● No dedicated wealth management offering

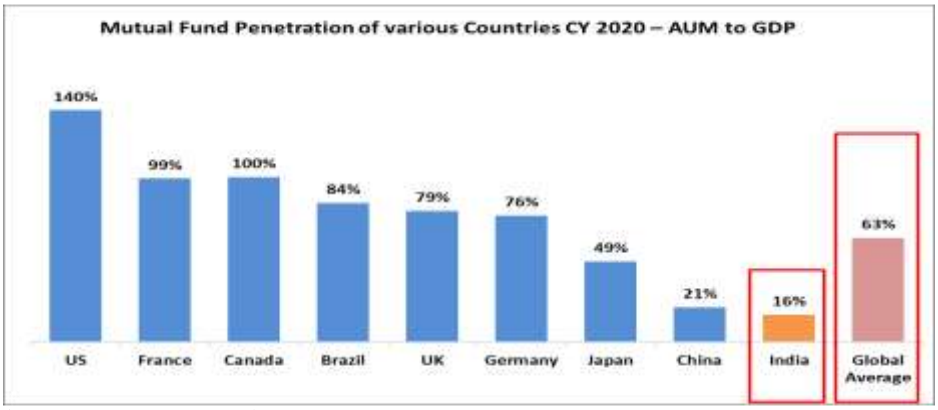
Key Growth Drivers

1. Increasing Penetration of Mutual Fund Market in India

Assets managed by the Indian mutual fund industry have grown from Rs. 24.70 trillion in March 2020 to Rs. 32.17 trillion in March 2021. That represents a 30.20% growth in assets over March 2020. (Assets are measured as average assets for the month).

Despite the size and growth profile, India continues to be underpenetrated with a mutual fund penetration rate (the ratio of period ending mutual fund AUM to GDP) of 16.0% in 2020, as compared to 140% in the United States, 84% in Brazil and a global average of 63%. Further, India accounts for less than 2% of the global mutual fund industry, representing a significant growth opportunity.

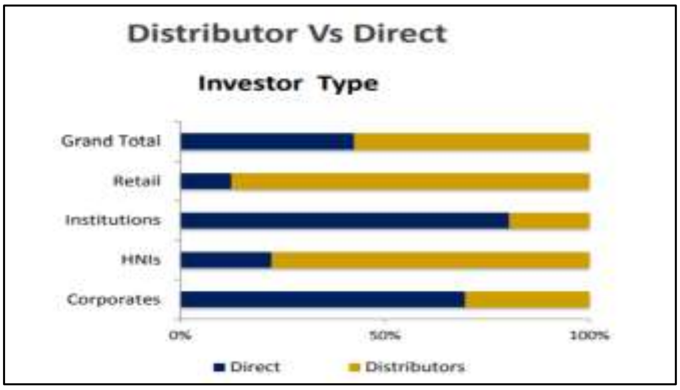
- **Mutual Fund Penetration of various Countries CY2020 – AUM to GDP**



(Source: CART, Statista.com)

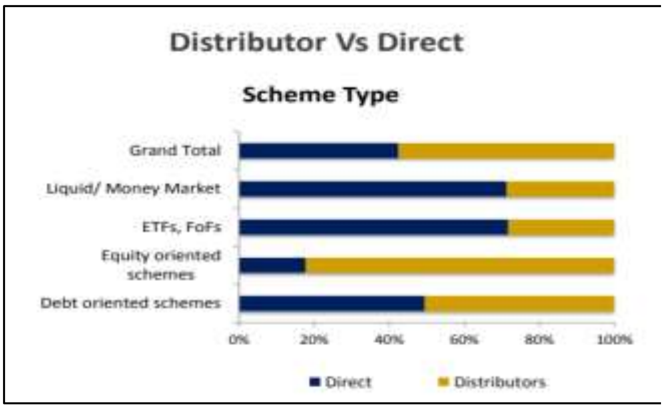
There is lack of healthy participation from investors in B30 (beyond top 30) locations. Recently, the mutual fund sector is witnessing rising activity from B30 locations, especially in the equity segment due to improved distribution and regulatory changes in fee structure. Lack of awareness about financial instruments and prevalence of low financial knowledge has been one of the key factors in a lower inflow of investments as compared to that in other BRIC nations like China and Brazil. Favorable demographics and rising income levels make it one of the most attractive sectors in the financial services industry. Robust macroeconomic fundamentals outlook and various government reforms have strengthened investor confidence, prompting them to participate in the equity market, especially increased participation of investors from tier 3 and tier 4 cities. With increasing mobile phone penetration and increasing wealth managers' use of technology enables transparency and systematic products in an efficient manner which in turn helps to develop informed customers and distributors to penetrate deeper across the wealth management space.

a. Distributors - Key to drive growth of MF Industry
September - 2019



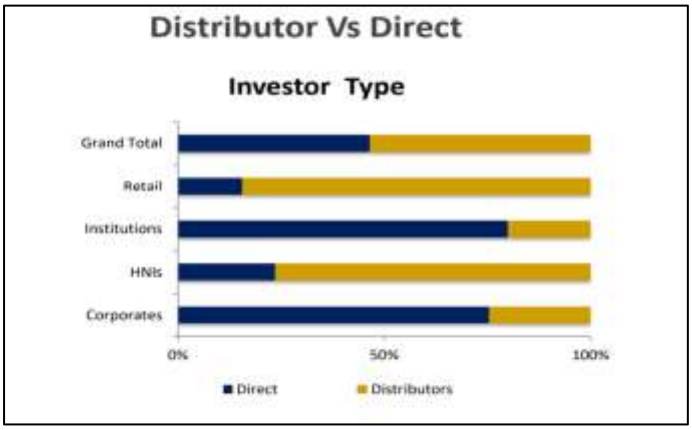
(Source-AMFI)

About 13% of the retail investors chose to invest directly, while 22% of HNI assets were invested directly.



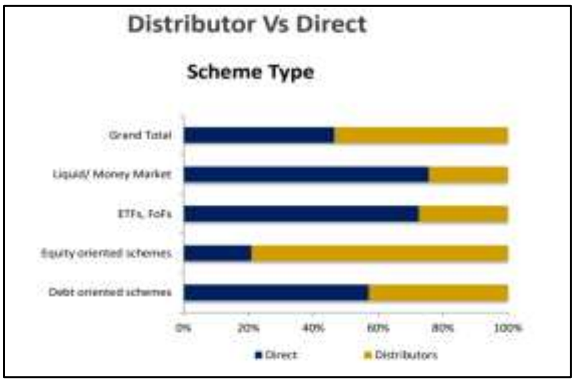
(Source-AMFI)

March - 2021



(Source-AMFI)

About 16% of the retail investors chose to invest directly, while 24% of HNI assets were invested directly. 47% of the assets of the mutual fund industry came directly. A large proportion of direct investments were in non-equity-oriented schemes where institutional investors dominate.

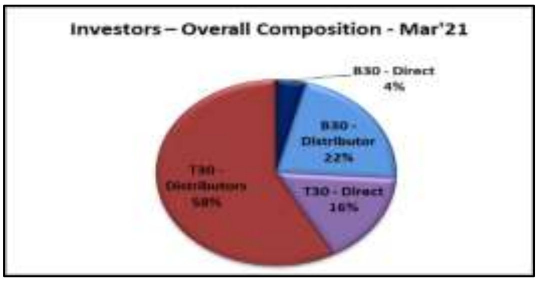


(Source-AMFI)

76% of liquid/money market scheme assets where institutional investors dominate, were direct, whereas 57% of debt-oriented scheme assets and 21% of equity scheme assets were direct.

Distributors have been a key player for strong participation from retail investors that has led to overall growth in the industry. Commission rates for the distributors have relatively remained stable and the increase in participations of investors through distributors has been a key driver for increase in total AUM of mutual fund industry. Retailers /HNIs have preferred to invest through distributors. As of April 2021, about 84% of the retail investors chose to invest through distributor, while 76% of HNI assets were invested through distributor. In the equity schemes 81% of the assets were through distributors who have been an important factor for growth of domestic equity market. Distributors are becoming more and more prominent with private players dominating the distribution market where advisors still play a critical role in providing information to potential investors. Distributors from B30 cities are also key drivers for increasing penetration of mutual funds in the smaller cities and attractive incentives in low per capita state.

- **Investors – Overall Composition**



(Source-AMFI)

Distribution channel accounted for 80% of total mutual fund assets under management (AUM) as on March 2021, of which 58% belongs to top 30 cities.

- **State-wise new ARN registration as on March 2021**

State / Union territory	% of ARN/ EUIN
Maharashtra	25.29%
Gujarat	12.26%
Uttar Pradesh	8.35%
Tamil Nadu	5.99%
West Bengal	5.52%
Delhi	5.48%
Karnataka	5.22%
Rajasthan	3.81%
Madhya Pradesh	3.66%
Telangana	3.63%
Haryana	3.27%
Odisha	2.62%
Andhra Pradesh	2.36%
Jharkhand	2.14%
Kerala	2.14%
Bihar	1.92%
Punjab	1.81%
Remaining states	4.53%
Total	**100.00%**

(Source-AMFI)

Maharashtra continues to be the top state to add the highest number of new MFDs/EUIN in the industry. Maharashtra accounts for 25% of the new ARN and EUIN registrations, shows the latest AMFI data on geographical spread of the new ARN holders as on March 2021.

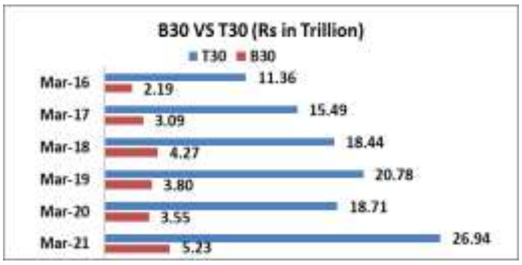
Meanwhile, Gujarat and Uttar Pradesh have secured second and third position in terms of bringing in new distributors in the industry. Gujarat and Uttar Pradesh have contributed 12% and 8% new distributors, respectively. The top three states collectively contribute over 45% of the new ARN and EUIN registrations.

AMFI data shows that 46% of the individual distributors has come from B30 cities as of March 2021. Of the 94,510 registered individual distributors, 43,823 has come from B30 cities while the remaining 50,687 or 54% distributors were from T30 cities.

B30 cities have added 3,405 new individual MFDs while T30 cities saw an addition of 3,475 new MFDs under individual category in the last one year.

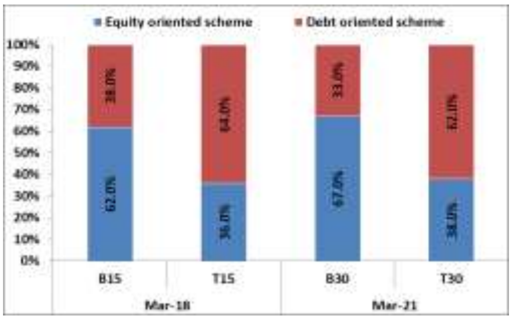
Overall, the mutual fund industry has over 0.243 million ARNs of which over 0.094 million are individual distributors, 0.133 million are employees & 0.016 falls Under Other Category.

b. Increase in Retail participation and mass affluent



(Source-AMFI)

c. B30 and T30 Asset Mix



(Source-AMFI)

Note: As per SEBI circular SEBI/HO/IMD/DF2/CIR/P/2018/16 dated 02.02.2018, the terms and definition of "15 cities", "T15" and "B15" are substituted with "30 cities", "T30" and "B30" respectively, with effect from April 1, 2018.

The wealth management market (assets under advisory) in India is about ₹ 19.21 trillion in October 2021, which is only approx. 10% of the country's GDP, as compared to 60% to 75% of GDP in established markets. The increase in penetration of wealth management companies into Tier II and III cities will also help to drive the growth given more than 44% of the UHNIs live in non-Metro where currently wealth is majorly managed by IFAs and Chartered Accountants. (Source-AMFI).

The investable wealth across HNI and mass affluent segment is rising due to fast growing economy, creating a need for wealth services across various potential investors group. More than 50% of the Indian population is under 25 years of age and this is the largest and fastest-growing adult segment across the globe which represents a greatest opportunity for the wealth management industry. Favourable demographics, rising income levels and a burgeoning affluent middle class will provide a strong customer base for wealth management sector.

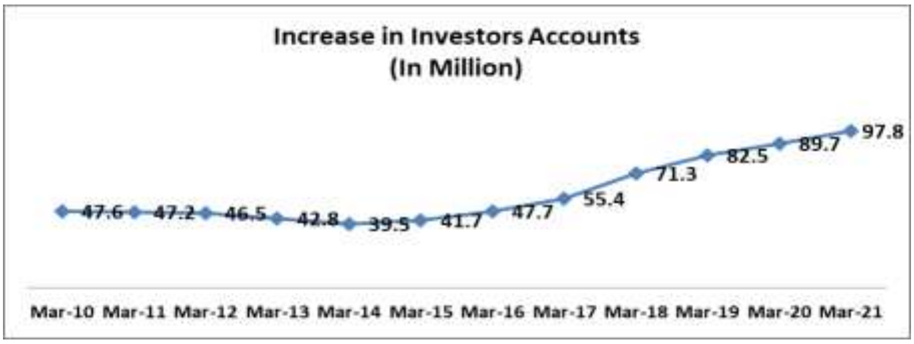
As investors are getting more educated, retail investor's style of investing is becoming more mature and they are becoming aware of the potential that equities offer along with the associated risks. Individual investor's component of total number of folios in the industry has steadily increasing over the years where mass affluent retail investors are spearheading the growth rate. Mutual funds remain a largely under represented asset class in India where a large part of mutual fund savings originate from the large cities. Growing popularity of mutual funds has seen increasing participation from retail investors in B30 cities.

The top five cities, Mumbai, Delhi, Bangalore, Kolkata and Pune contributed to 57.94% of the AUM of mutual fund for the quarter ending in March 2021. But with rising income levels and a growing affluent middle class, Retail investors are becoming more inclined towards equities as an investment option over traditional preference of savings towards physical assets, especially from B30 cities. As of March 2021, Mumbai and New Delhi attributed to 44% of the average AUM compared to 56% in March 2015. 16% of the assets of the mutual fund industry came from B30 locations in March 2021. Assets from B30 locations have increased from Rs.2.19 trillion in March 2016 to Rs.5.23 trillion in March 2021 at CAGR of 19.01%.

Investors from B30 locations are attracted towards equity as compared to T30 (T30 refers to the top 30 geographical locations in India and B30 refers to the locations beyond the top 30) where debt portion is higher due to large participation from institutional investors. As of March 2021, 67% of the assets from B30 locations are in equity schemes as compared to 62% from B30 locations in March 2018.

Investors in urban cities get advice from several large bank and wealth managers, but mass affluent retail clients depends on IFAs for advice on mutual fund where there is immense potential to tap the untapped market. Small investors are opting for mutual funds through systematic investment plans (SIPs) in order to create long term wealth and meet their financial goals.

d. Increase in folios



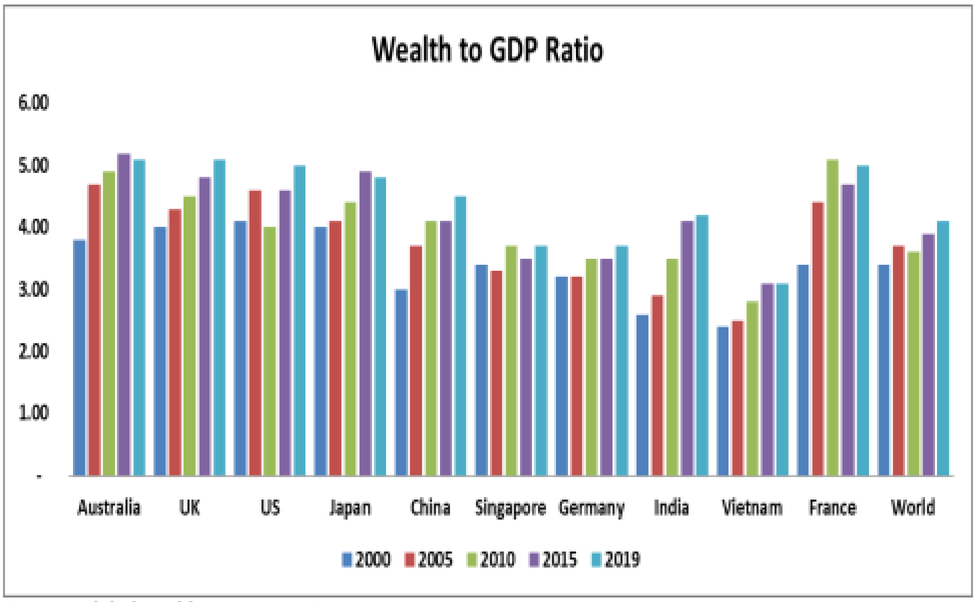
(Source-AMFI)

Retail investor's preference is becoming more mature as they get more informed regarding equities potential and risk associated in investing in it. Since March 2014, there is an increase in investor accounts from 39.5 million to 97.8 million in March 2021. Increase in penetration of mutual funds products driven by increase in number of folios and participation from mass affluent segment. Total number of accounts (or folios as per mutual fund parlance) as on March 31, 2021 stood at 97.8 million, while the number of folios under Equity, ELSS and Balanced schemes, wherein the maximum investment is from retail segment stood at 88.2 million. Individual investor's component of total number of folios in the industry has been steadily increasing over period of years where mass affluent retail investors are spearheading the growth rate. The total number of retail investor folios increased from 45.40 million as of March 31, 2016 to 88.2 million as of March 31, 2021, adding 42.8 million folios in 5 years growing at CAGR of 14.20%.

2. Increase in Wealth and HNI population in India

For the past decade, India has been classified as a lower-middle income country which aspires to move a step up in the global prosperity ladder. In the past three decades, per capita incomes have multiplied, poverty has reduced, illiteracy rates have fallen, and health conditions have improved. An expanding economy has provided the much-needed resources to address chronic infrastructure deficits and improve the lives of millions. India is now poised to transition to a higher and more widely shared level of prosperity. Households in the global middle class can fulfil a range of aspirations, such as affordable housing, health care, education, clean water, sanitation facilities, reliable electricity, a safe environment, and discretionary income to spend on leisure pursuits. According to World Bank draft report, unlike East Asia, there is an expanding share of young adults in India, so there is limited risk of sustained wage increases for low-skilled workers and unlike Latin America, India is a net importer of minerals, timber, and many other commodities, so that India's growth does not fade with declining commodity prices. The share of population in extreme poverty of India was reduced from 45% in 1994 to 13.4% in 2015. If this trend continues, India is on track to eliminate extreme poverty by 2026 (to below 3%). The rapid decline in poverty between 2005 and 2015 was driven mainly by higher labour earnings *(Source - Policy Research Working Paper by World Bank Group)*. Non-farm jobs, supported by an unprecedented rise in wages for unskilled labor, helped millions of Indian households to move up the poverty line.

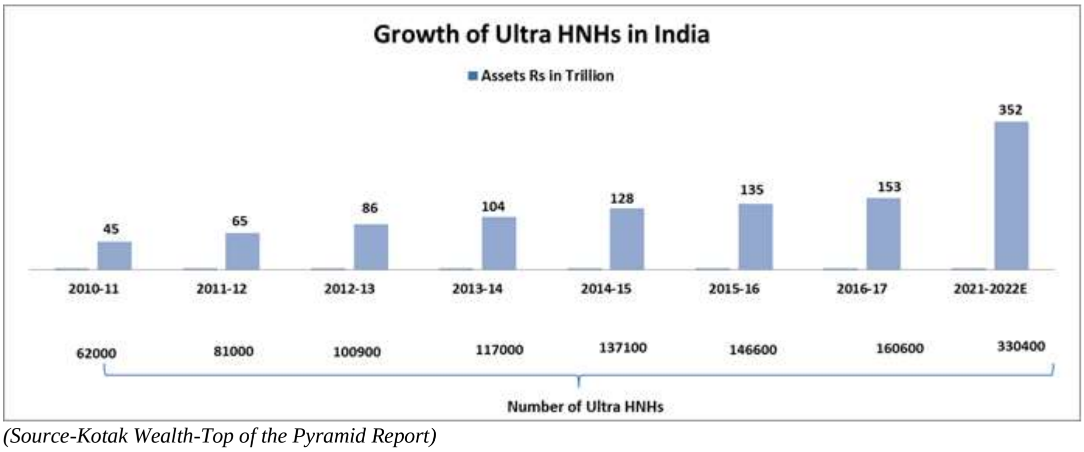
a. Increase in GDP to drive growth of Wealth in India
Strong correlation between Wealth/GDP



(Source-Global wealth Report 2019)

The average per capita GDP of India rose from US$443 in CY 2000 to US$2,104 in CY 2019. In the past three decades, per capita incomes have quadrupled, poverty has retreated, illiteracy rates have declined, and health conditions have improved. An expanding economy has provided the much-needed resources to address chronic infrastructure deficits and improve the lives of millions. Increase in GDP/Adult ratio of selected developed nations such as United States, Japan, Australia; has also led to increase in their wealth/GDP ratio. While India's GDP is expected to grow at much faster rate, it is estimated that it will mirror similar increase in its wealth/GDP ratio as growth observed by developing nations. Wealth per adult grew by 1.2%, raising global mean wealth to a record high of $70,850 per adult in CY2019. Most of the top performing countries were boosted by strong stock market gains during the year. In developed regions such as North America and Europe, financial savings represents a high proportion of overall wealth per adult as compared to other regions. Strong underlying economic expansion along with significant growth per capita income will drive the pace of wealth creation in India where investment towards financial savings is gradually increasing with increase in GDP.

b. Increase in HNI population and reliance on wealth managers for investment advice
Growth of Ultra HNIs in India



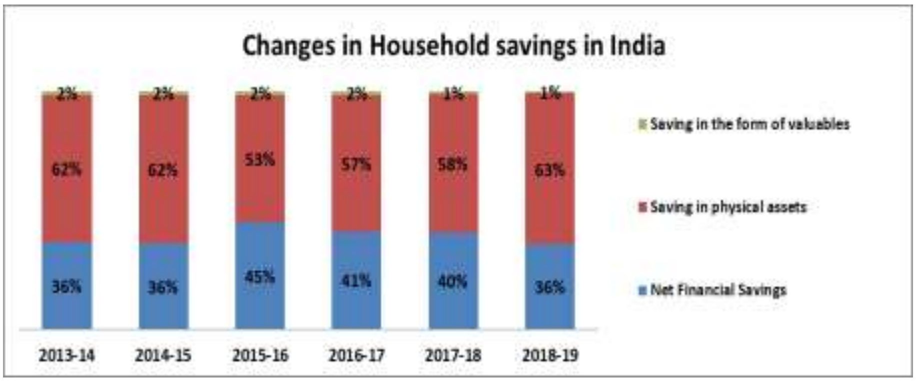
(Source-Kotak Wealth-Top of the Pyramid Report)

India currently has one of the youngest populations in the world, with a median age of 27.73 years and has the world's highest number of 10 to 24-year-olds, with 242 million, compared to China, which has 185 million young people. By 2021, India is expected to have 34.33% share of youth in total population. Although India is one of the worlds fastest growing UHNI's populations both in terms of the number of individuals and the wealth levels, percentage of wealthy Indians remains very small compared with developed economies. With increase in start-ups, rising income levels and friendly macro factors with ease of doing business will drive growth of young HNI population in India, a big opportunity for wealth management firm to tap into underpenetrated market. In 2017 around 69% of total HNI population in India is below the age of 55 years where majority of them seeks a wealth manager to advice on investment opportunity as they neither have the expertise nor the time to monitor their investments. The number of UHNIs grew to 1,60,600 (with Rs.153 trillion worth of assets) at the end of 2017, up 10% from that in 2016 , which roughly equalled the combined market-capitalisation of all companies listed on BSE. Ultra-HNIs in India are expected to double to 3,30,400 with Rs.352 trillion worth of assets by 2022 at a CAGR of 18.13% mostly increase driven by young Indians getting wealthier. UHNHs in India are inclining towards 'opportunity-driven approach' to equity investing and are keen on reducing exposure to real estate and debt instruments in pursuit of bigger profits in equity market. *(Source-Kotak Wealth-Top of the Pyramid Report)*

3. Increase in Household savings with high proportion of savings towards financial assets.

a. Increase in preference of investing in financial assets

Changes in Household savings in India



(Source-www.rbi.org.in)

Sector-Wise Domestic Saving at Current Prices **(₹ in Billion)**

Particulars	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19
Gross financial saving	11,908	12,572	14,962	16,147	20,610	19,957
Less-financial liabilities	3,587	3,768	3,854	4,686	7,381	7,655
Net Financial Savings	**8,321**	**8,804**	**11,108**	**11,460**	**13,230**	**12,302**
Saving in physical assets	14,164	15,131	13,176	15,946	19,128	21,808
Saving in the form of valuables	368	456	465	465	415	358
Household sector	**22,853**	**24,391**	**24,749**	**27,871**	**32,773**	**34,468**
GVA at Basic Prices	90,636	97,121	1,04,919	1,13,283	1,20,744	1,28,031
Net Financial Savings as % of GVA	9.18%	9.07%	10.59%	10.12%	10.96%	9.61%

(Source-www.rbi.org.in)

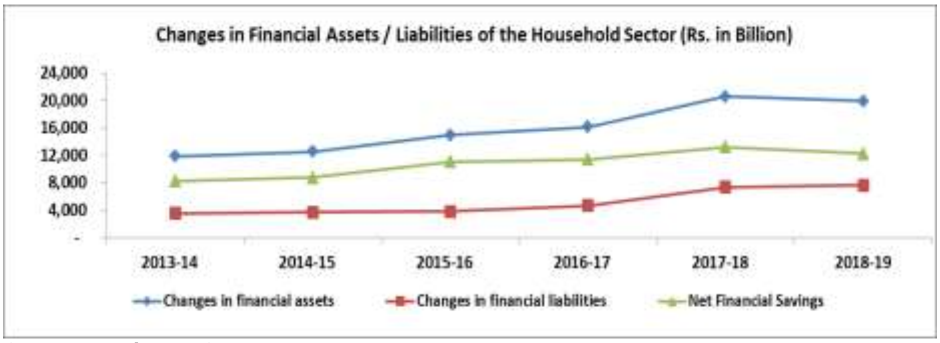
As can been seen from the above graph, share of Financial Savings has been constant at 36% in 2018-19 even though the Financial Savings is at Rs. 12,302 billion 2018-19.

Changes in Financial Assets / Liabilities of the Household Sector

(₹ In Billion)

Sr.no	Particulars	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19
1	Currency	995	1,333	2,005	(3,329)	4,837	2,814
2	Bank deposits	6,393	5,793	6,224	9,386	5,102	7,442
3	Non- banking deposits	228	289	181	349	165	341
4	Life insurance fund	2,045	2,993	2,642	3,543	3,440	2,585
5	Provident and pension fund	1,778	1,909	2,907	3,255	3,694	3,963
6	Claims on Government	231	10	679	1,155	1,557	1,992
7	Shares & debentures	189	204	284	1,745	1,773	778
8	Trade Debt (Net)	48	42	41	44	42	42
9	**Changes in financial assets (1 to 8)**	**11,908**	**12,572**	**14,962**	**16,147**	**20,610**	**19,957**
10	Bank advances	3,023	2,824	2,694	3,458	4,867	5,876
11	Loans & advances from other financial institutions	557	942	1,156	1,229	2,512	1,779
12	Loans & advances from Government	7	2	4	(0)	2	(0)
13	**Changes in financial liabilities (10 to 12)**	**3,587**	**3,768**	**3,854**	**4,686**	**7,381**	**7,655**
	Net Financial Savings (9-13)	8,321	8,804	11,108	11,460	13,230	12,302

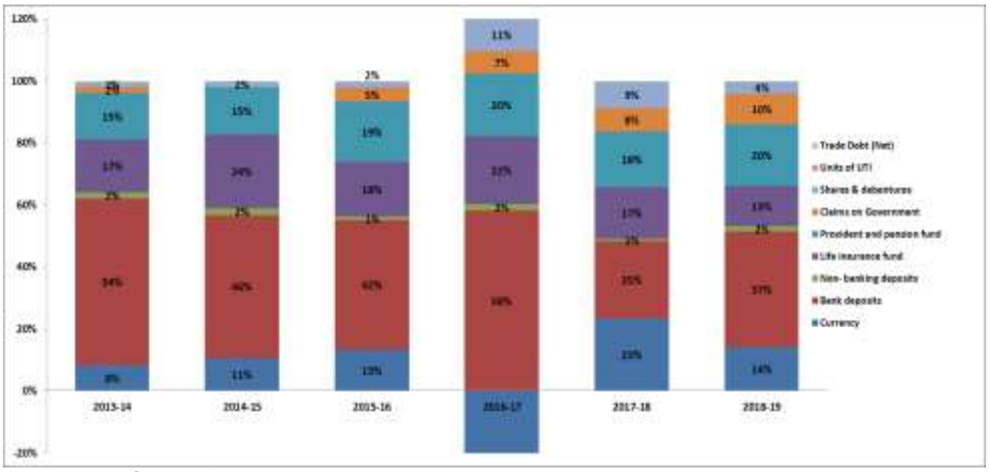
(Source-www.rbi.org.in)



(Source-www.rbi.org.in)

As can be seen from the above table, across the key asset classes, there has been an increase in proportion, primarily in financial asset class and the trend is likely to continue to grow in the coming years.

Figure: Breakup of changes in financial assets / liabilities of the household sector



(Source-www.rbi.org.in)

4. Digitalizing Wealth Management Sector

Technology is poised to change the nature and delivery of financial advice in some significant ways. Technology is enabling platform convergence and creating opportunities for new client engagement. There is an increasing number of online trading, brokerage, investment, direct-to- consumer (D2C) and robo-advisors offering user friendly, low-cost, automated solutions for core functions such as investing, asset allocation, and portfolio management and reporting. Asset managers revamp their business models — standardize, centralize and outsource through the use of technology. Processes are becoming paperless, efficient, easy and real-time.

Trends driving the emergence of Robo advisors

Focus on mass market

- Wealth managers have traditionally focused on the HNI and ultra-HNI segments, which align better with the economics of their advisor-based business model, providing sophisticated products and face-to-face service. This leaves less affluent investors devoid of high-quality wealth management advice.

- Robo-advisers have the ability to make wealth advice economically feasible to the mass market. Their operating model differs from that of traditional players in that it is less sophisticated in terms of products but clear and efficient in scalability. This, in turn, has enabled these players to reach client segments that have traditionally been out of reach of wealth managers.

- The mass market offers tremendous potential for wealth managers worldwide. Although these clients may be relatively small on an individual level, when aggregated they represent a significant asset base (for instance, in the US, the mass affluent segment offers a market potential of ~US$10t). These digital firms have made it possible to bring investment advice to the masses and unlock the large potential of underserved segments through their low-cost and potentially highly scalable solutions in order to meet core wealth management needs.

Demographic shift

- The wealth management industry is witnessing a phase of significant demographic change as its largest investor segment — the baby boomers (born between 1946 and 1965) — retires and assets are transferred to the next generation — Gen-X (born between 1966 and 1980) and Gen-Y/millennial (born after 1980).

- Younger set of investors have largely been underserved by traditional players, with only 18% of financial advisors in the US targeting Gen-Y clients

- Traditional wealth managers are facing challenges in maintaining relationship with clients, who are tech-savvy and believe in a do-it-yourself approach. On average, a financial advisor is over 50 years of age, which results in a generational gap and a slight disconnect with the younger generation.

- The simple technology platforms offered by new-age digital wealth managers resonate well with the needs of millennials. Digital entrants have also benefited from the fact that many millennials do not have a trusted advisor relationship and feel comfortable using technology to manage their finances. Hence, digital firms are well positioned to capitalize on the generational shift.

Advanced digital capabilities

- Digital has changed the way people interact, creating opportunities for new engagement models with end investors.

- These technology-backed automated investment services (robo-advisors) have been developed on the premise that many of the activities performed by traditional investment advisors can be replicated by adopting advanced digital capabilities.

- Robo-advisors have successfully leveraged the demand for user friendly and interconnected digital services and deployed a simple streamlined digital experience for clients.

  These firms have created direct-to-consumer models to provide the basic elements of wealth management advice, minimizing the traditional reliance on human advisors. Digital platforms automatically invest and rebalance according to clients' goals and risk tolerances sans human interference.

5. Government Initiatives

In order to promote investors participation, government / regulators are boosting investor's confidences to participate in equity / debt market by increased focus on client centricity, fiduciary responsibility and compliance. Regulator have been more stringent in their requirements regarding advisor qualifications, infrastructure, risk profiling and suitability criteria. To enhance the penetration of mutual funds in the country, SEBI sought to increase the sales in the B15 location through the commission structure. In 2011, SEBI proposed a self-regulatory organization (SRO) for the Indian wealth management sector that would help regulate business and serve as a medium for SEBI to implement various wealth management initiatives. In September 2012, SEBI allowed fund houses to charge an additional 30 basis points on daily net assets in the total expense ratio, should the new inflows from B15 cities be at least 30% of the gross new inflows in the scheme or 15% of the average AUM, whichever is higher. As per SEBI circular SEBI/HO/IMD/DF2/CIR/P/2018/16 dated 02.02.2018, the terms and definition of "15 cities", "T15" and "B15" are substituted with "30 cities", "T30" and "B30" respectively, with effect from April 1, 2018. *Later in April 2019, SEBI issued a consultation paper on SROs for intermediaries including investment advisors. In August 2020, SEBI notification called for a wholly-owned subsidiary of a stock exchange to administer and supervise such advisers.*

COVID – 19 impact on Wealth Management firms

The Capital market is very hopeful that the world will gain victory over COVID-19 by 2022. As the COVID -19 sunsets, firms are likely to take measures to improve and rebuild customer confidence in their investment portfolios. In FY21, with the onset of covid there was apprehension amongst investors especially in the equity category of mutual funds. Given below is a brief table on how the net sales for the certain classes of Mutual funds.

Category	Net Inflow (+ve)/ Outflow (-ve) for the period in Rs. Billion				
	Q4FY21	Q3FY21	Q2FY21	Q1FY21	Total
Multi Cap Fund $$	67.44	-82.86	-33.34	12.21	-36.55

Large Cap Fund	-34.10	-77.16	-24.95	30.34	-105.87
Large & Mid Cap Fund	9.14	-16.47	-0.12	11.38	3.93
Mid Cap Fund	1.97	-35.08	-12.50	8.14	-37.47
Small Cap Fund	-16.88	-22.12	-0.62	9.27	-30.35
Dividend Yield Fund	0.19	13.62	-0.82	-0.29	12.70
Value Fund/Contra Fund	-32.17	-41.65	-18.17	0.98	-91.02
Focused Fund	6.99	-19.02	13.63	17.30	18.90
Sectoral/Thematic Funds	42.30	46.39	2.05	7.27	98.01
ELSS (Open ended)	-1.16	-23.53	2.69	20.51	-1.49
Flexi Cap Fund	-90.45	-	-	-	-90.45
ELSS (close ended)	-3.44	-1.36	-0.60	-0.27	-5.66
Other Equity Schemes	-66.90	-41.91	-16.09	-3.04	-127.95
Total	**-117.07**	**-301.16**	**-88.83**	**113.79**	**-393.27**

Source: AMFI, Year FY21

- It could raise the need to use data and analytics to fine-tune their customer, product and pricing strategy to meet customer expectations.
- Since the COVID-19 period has forced branch lockdowns leaving investors no option but to use online and digital services, the firms could see possible drive and upsurge in demand for digital channels and therefore the need to upscale and upgrade them.
- COVID-19 could possibly trigger regulation changes on fees, commissions, advice, risk assessment, margin exposures, investment strategies, portfolio valuations etc.
- If the COVID -19 period stretches longer it could create workforce reduction. There could also be probable salary restructuring from commission based to increased fixed salary component or full time employment along with changes in benefits.
- There could be push in the industry for retirement planning with investment protection, digital estate planning.
- The market could witness large scale sale of portfolio for tax harvesting and large number of portfolio gifting to take advantage tax exemptions due to low portfolio value.

Evolution of Digital Wealth Management

The global wealth management industry is being revolutionized by the rapid pace of digital innovation. After the global financial crisis, while traditional asset managers focused on meeting the enhanced regulatory requirements and resolving other crisis-driven complexities, several new age digital players focused on developing simpler and cheaper methods of delivering financial advice in an innovative way. This paved the way for virtual advice, and amidst the increasing evolution of virtual advice, one of the most recent disruptions is the robo-advisor movement, i.e., the emergence of a new group of digital wealth management firms offering automated investment advice services. Notably, these firms are challenging one of the main paradigms of the wealth management industry: the need for face-to-face interaction and a personalized human touch to financial advice.

Robo advisors are automated, low-cost money management providers that mirror the role of a traditional financial advisor. They offer user-friendly digital platforms and conduct individualized risk profiling via algorithms to determine an optimal asset allocation for investor's portfolio vis-à-vis the archetypal time-intensive face-to-face consultations carried out by traditional wealth managers. The basis for this technology is that algorithms can provide sound and logical financial advice at a fraction of a cost compared to human advisors.

How Robo-advisors work

Robo-advisors use a combination of simplified client experience, lower fees and increased transparency to offer automated advice direct to consumers. These digital entrants have changed the fundamental economics and scalability of servicing the underserved segments by combining the basic components of a wealth management offering with seamlessly integrated technology, lower pricing, greater transparency and client-relevant digital content. The process followed by most robo-advisors is as follows:

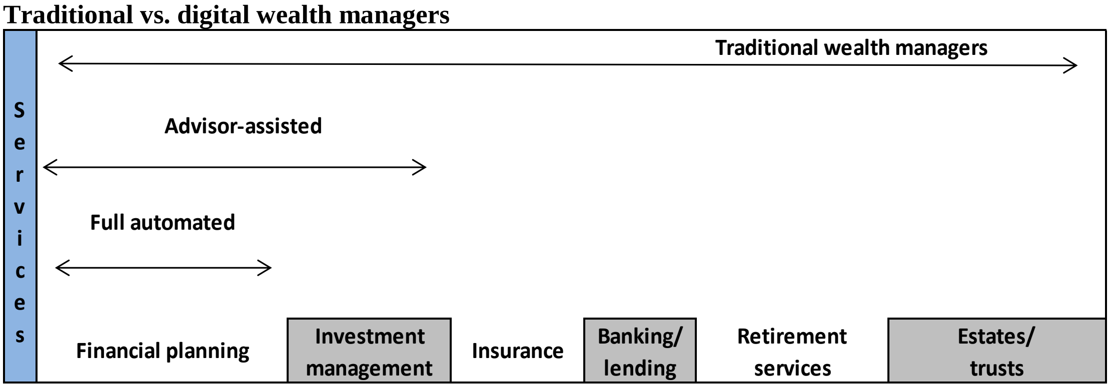
Step 1: Investors are required to complete a comprehensive online questionnaire designed by behavioral finance experts. This comprises questions related to the investors' specific needs, financial goals and risk appetite.

Step 2: The robo-advisor platform uses proprietary algorithms to process the inputs, and select a portfolio (mainly focusing on exchange-traded funds [ETFs]) to provide a tailored investment plan to investors. The portfolio is periodically rebalanced to optimize profits and taxes.

Step 3: The portfolios are monitored consistently by computers. Investors can re-adjust their goals and risk tolerance, which will trigger re-balancing of the portfolio.

Robo-advisors mainly provide automated portfolio management, with limited focus on tax, retirement and estate planning, and can charge lower fees because of automation. They offer passive investment and charge lower fees. Technology has revolutionized the wealth management space, leading to the emergence of two alternatives to the traditional wealth management model: fully automated digital wealth managers and hybrids, which pair computerized services with a human touch (advisor-assisted digital wealth managers).

Traditional vs. digital wealth managers



	Robo-advisors		
	Fully automated digital wealth managers	**Advisor-assisted digital wealth managers**	**Traditional wealth management firms**
Business model	Software-based delivery of customized and automated investment advice	Phone-based financial advisor accessible through digital channels for personal advice	Face-to-face advice mainly through the branch network for comprehensive wealth management
Client type	Millennial, tech-savvy and price sensitive customers who want to match market returns and pay low fees	Mass market and mass affluent clients who value human guidance and technology	Affluent, HNI and ultra-NHI clients who value guidance from a trusted financial advisor
Value proposition	A convenient, easy-to-use and low-cost online platform offered directly to consumers	A digital platform combined with advisor relationship; affordable pricing for a fully diversified portfolio	A dedicated FA with full range of investment choices and comprehensive wealth planning
Fee structure	A 0.25%–0.50% fee on assets managed; minimums may apply	A 0.30%–0.90% fee on assets managed; monthly fees per planning program; minimums may apply	A 0.75%–1.5%+ fee on assets managed; varies by investment type; minimums may apply
Investment process	Risk profile, target asset allocation, managed investment account, automated rebalancing and easy access	Virtual FA meetings, financial planning, risk profile, target asset allocation, managed investment account, automated rebalancing, easy access and periodic reviews	In-person meetings with a dedicated advisor, financial planning, investment proposal, target asset allocation, brokerage and managed accounts, automated rebalancing, in person access and reviews
Investment vehicles	ETFs and direct indexing	ETFs and stocks	Stocks, bonds, ETFs, mutual funds, options, alternative investments, commodities and structured products

Retail – With financial assets of Rs. 1 million and lower
Mass Affluent – With financial assets between Rs 1 million to Rs. 50 million
HNI - With financial assets between Rs 50 million to Rs. 500 million
Ultra HNI – With financial assets of more than Rs. 500 million

Developments in the Robo-advisor space in India

As the prevalence of rob-advisors has increased globally, these platforms have also made their way to India. Typically, robo-advisors across the globe channelize client's funds into low-cost index funds and ETFs. Robo advisors in India offer a variety of mutual funds products. The Indian wealth management landscape has not witnessed a proliferation of robo-advisors as there is a lack of a wide range of index funds and ETFs.

Robo-advisers in India are mainly of three kinds:

Basic	• Ready portfolio of pre-selected funds • Limited risk profiling and customization
Advanced	• Customized mutual fund portfolio construction; goal-based financial advice • Comprehensive financial counselling (telephonic) • Extensive risk profiling and customization
Evolved	• Customized mutual fund portfolio construction • Goal-based financial advice; basic life and health insurance related advice • Tax optimization; expense restructuring • Extensive risk profiling and customization

Robo-advisors operate on a very low-cost model compared to traditional wealth management firms. In India, most professional financial planners charge Rs.15,000 to Rs.40,000 a year to manage a client's portfolio, while wealth management firms, which mainly cater to wealthy clients, charge 0.75% to 1.5% of AUM per year. Robo-advisors are mostly free of cost and earn either from trail commissions from fund houses or charge a very low advisory fee. The typical fee structure of robo-advisors is either of the following:

• Charge levied on investors: They generally charge between Rs.1,000 and Rs.7,500 per annum, or ~0.15% of AUM

• Compensated by fund: They only work on commissions they get from fund houses, with no charge from investors

Wealth Management Operating Models in the future

Wealth Management Operating Models in the future		
Pure Automated Advisory Model	Hybrid Advice Model	Holistic Goal-Based Financial Planning and Wealth Management Model

- **Pure Automated Advisory Model**-Suitable for HNIs with basic investment needs with no need for a personal touch, and primarily relies on technology for investment guidance as well as act as a touch point.
- **Hybrid Advice Model**-This model lies in between the above two models and takes advantage of both technology-driven and traditional advice, where the wealth manager takes the calls on whether to steer clients to the digital or personal relationship services.
- **Holistic Goal-Based Financial Planning and Wealth Management Model**-Characterized by a personal relationship between the client and wealth manager and frequent human interaction, this model provides holistic and customized advice.

Key Industry Player Overview

India AUM League Table - Non Bank Category

Rank	Private wealth manager (USD bn)	Type	(USD bn)	As on Date
1	IIFL Wealth & Asset Management	Non-Bank	27.5	Mar-21

2	Edelweiss Wealth Management	Non-Bank	19.9	Dec-20
3	Julius Baer	Non-Bank	12.0	Dec-19
4	ASK Asset & Wealth Management	Non-Bank	8.1	Dec-19
5	JM Financial Wealth Management	Non-Bank	7.8	Mar-21
6	Avendus Wealth Management	Non-Bank	3.9	Dec-19
7	Client Associates	Non-Bank	3.8	Dec-19
8	Karvy Private Wealth	Non-Bank	3.6	Dec-19
9	Centrum Wealth Management	Non-Bank	3.5	Dec-19
10	Anand Rathi Wealth Limited	Non-Bank	3.5	Mar-21
11	Motilal Oswal Private Wealth Management	Non-Bank	3.4	Mar-21
12	Ambit Private Wealth	Non-Bank	3.2	Dec-19
13	Waterfield Advisors	Non-Bank	3.1	Dec-19
14	Sanctum Wealth Management	Non-Bank	1.3	Dec-19
15	Credence Family Office	Non-Bank	0.7	Dec-20
16	Alpha Capital	Non-Bank	0.6	Dec-19
17	Validus Wealth	Non-Bank	0.4	Dec-19
18	o3 Asset Management	Non-Bank	0.1	Dec-19

(Source-Asian private banker 2019 Report, Company website & Presentation)

India AUM League Table - Bank Category

Rank	Private wealth manager	Type	(USD bn)	As on Date
1	Kotak Wealth Management	Bank	42.9	Mar - 2021
2	ICICI Bank Private Banking	Bank	30.9	Dec - 2019
3	Axis Bank Burgundy	Bank	21.9	Dec - 2019
4	BNP Paribas Wealth Management	Foreign Bank	16.5	Dec - 2019
5	HDFC Private Bank	Bank	10.5	Dec - 2019
6	Standard Chartered Private Bank	Foreign Bank	10.4	Dec - 2019
7	Barclays Private Clients, India	Foreign Bank	9.2	Dec - 2019
8	Credit Suisse Private Banking	Foreign Bank	4.0	Dec - 2019
9	Deutsche Bank Wealth Management	Foreign Bank	2.5	Dec - 2019
10	IDFC FIRST Bank Wealth Management	Bank	0.1	Dec - 2019

(Source-Asian private banker 2019 Report, Company website & Presentation)

India 2019 RM Headcount League Table- Non Bank Category

Rank	Type	RM headcount	YoY % change
IIFL Wealth & Asset Management	Non-Bank	288	-4.0%
Karvy Private Wealth	Non-Bank	272	1.9%
Anand Rathi Wealth Limited	Non-Bank	270	16.9%
Edelweiss Wealth Management	Non-Bank	151	-22.2%
Centrum Wealth Management	Non-Bank	130	-1.5%
Motilal Oswal Private Wealth Management	Non-Bank	122	-14.7%
Validus Wealth	Non-Bank	78	-11.4%
ASK Asset & Wealth Management	Non-Bank	70	34.6%
JM Financial Wealth Management	Non-Bank	68	30.8%
Client Associates	Non-Bank	50	11.1%
Julius Baer	Non-Bank	42	5.0%
Sanctum Wealth Management	Non-Bank	40	0.0%
Avendus Wealth Management	Non-Bank	36	-21.7%
Ambit Private Wealth	Non-Bank	21	-22.2%
Credence Family Office	Non-Bank	20	11.1%
Alpha Capital	Non-Bank	15	0.0%
Waterfield Advisors	Non-Bank	8	14.3%

o3 Asset Management	Non-Bank	5	25.0%

(Source-Asian private banker 2019 Report)

India 2019 RM Headcount League Table - Bank Category

Rank	Type	RM headcount	YoY % change
ICICI Bank Private Banking	Bank	1380	10.4%
Axis Bank Burgundy	Bank	562	-
HDFC Private Bank	Bank	300	4.5%
Kotak Wealth Management	Bank	122	-1.6%
IDFC FIRST Bank Wealth Management	Bank	91	-
Barclays Private Clients, India	Foreign Bank	30	-6.3%
Credit Suisse Private Banking	Foreign Bank	28	55.6%
Deutsche Bank Wealth Management	Foreign Bank	21	-
Standard Chartered Private Bank	Foreign Bank	19	-42.4%
BNP Paribas Wealth Management	Foreign Bank	11	-26.7%

(Source-Asian private banker 2019 Report)

As can be seen from above there are various players in Banking and Non-Banking space that are growing rapidly in terms of AUM like Kotak wealth Management IIFL, Edelweiss and in terms of number of wealth advisors such as Anand Rathi, ASK Wealth.

Summary of profitability for wealth management players **(₹ in Million)**

Company	Financial Year	Revenue	PAT	EBITDA	PAT Margin
IIFL Wealth & Asset Management	FY21	9,150	3,690	3,480	40%
	FY20	9,200	2,060	3,560	22%
	FY19	10,592	3,741	9,658	35%
	FY18	10,749	3,853	5,109	36%
Anand Rathi Wealth Limited (Consolidated)	FY21	2,792	453	838	16%
	FY20	3,364	616	1,113	18%
	FY19	2,842	584	1,055	21%
Edelweiss Advisory (Only Wealth Mgmt division of Advisory Group)	FY21	10,430	2,450	NA	23%
	FY20	8,610	1,620	NA	18%
	FY19	7,250	1,620	NA	22%
	FY18	5,577	1,087	NA	19%
Julius Baer Wealth Advisors India Pvt. Ltd	FY20	1,063	-138	62	NM
	FY19	1,151	-62	84	NM
	FY18	1,243	26	207	2%
Sanctum Wealth Management Pvt. Ltd.	FY20	203	-351	-344	NM
	FY19	210	-359	-342	NM
	FY18	220	-284	-273	NM
Ask Investment Managers Pvt. Ltd.	FY19	4,908	1,251	1,950	25%
	FY18	4,649	1,211	1,934	26%
	FY17	3,328	752	NA	23%
Centrum Wealth Management Ltd.	FY20	764	-369	-244	NM
	FY19	1,238	1	94	NM
	FY18	975	107	247	11%
Avendus Wealth Management Pvt. Ltd.	FY20	571	-344	-323	-60%
	FY19	686	-183	-176	-27%
	FY18	460	-105	-101	NM
Motilal Oswal Wealth Management Pvt. Ltd	FY21	1,271	275	383	22%
	FY20	1,007	61	98	6%
	FY19	1,104	153	226	14%
	FY18	1,036	266	374	26%
Ambit Wealth Advisors Pvt. Ltd.	FY20	3	-68	-59	NM
	FY19	7	-24	NM	NM
	FY18	8	4	NM	52%

(Source-Investors Presentation)
**NM – Not meaningful*

In recent years there has been growing concern that individual IFA's and even small advice firms are being forced out of the market. For many, the weight and cost of complying with regulation have become too heavy to bear if they aren't shared in a corporate environment with a large support staff that brings economies of scale. This has created some concern that independent financial advice is going to be harder and harder to find. If not because large wealth managers are absorbing smaller players, but because many individual advisors feel it is simply too risky to operate independently.

However the growing use of technology in the industry may provide a way for IFAs to manage the costs and risks of operating on their own.

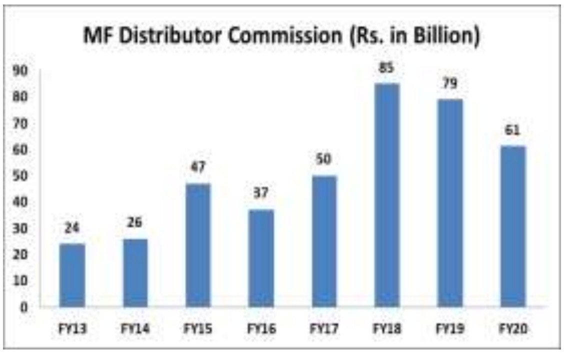
Following are the major players who provide a technology platform for IFAs to service their clients & grow their business as on March-2021.

Sr. No.	Technology Platform Providers for IFAs	Subscribed IFAs (appx)
1	OFA	5000+
2	IFA Planet	4200
3	DataComp (Wealth Magic)	3000
4	Redvision	3000
5	Investwell	2500
6	Finsys	2500
7	Vijaya	1600
8	Optimum	1450
9	IFA Now	1000
10	Ticker Wealth	1000

(Source: CART)

Distributor Commissions

As per AMFI, the commissions paid by mutual funds to distributors grew from ₹24,000 Million in fiscal 2013 to ₹61,345 Million in fiscal 2020, representing a CAGR of 14.33%. Increased financial savings, superior returns from mutual funds, greater reliance on distributors and government policies acted as key catalysts in driving the distribution revenue growth.



Data is based on AMFI disclosures on commissions of distributors that comprises distributors meeting any of the below four criteria:

1. Present in at least 20 locations.
2. AUM of ₹1 billion.
3. Total commission greater than ₹10 million.
4. Commission received from at least one fund house should be greater than ₹5 million.

(Source-AMFI)

Mutual Fund Distributors Commission- Non Bank Category FY 2019-20

(₹ in Million)

Sr. No	Name of the ARN Holder	Gross Amount	Gross Inflows	Net Inflows	Average Assets	Yield on Average Assets
1	NJ IndiaInvest Pvt Ltd	7,772	3,02,492	51,843	7,15,608	1.09%
2	Prudent Corporate Advisory Services Ltd	2,297	1,18,460	24,422	2,26,367	1.01%
3	Anand Rathi Wealth Limited	1,149	4,06,325	23,109	1,29,225	0.89%
4	IIFL Wealth Management Limited	1,005	6,41,429	-25,721	1,89,904	0.53%

5	Julius Baer Wealth Advisors (India) Private Limited	731	1,10,989	-14,708	1,38,850	0.53%
6	Bajaj Capital Ltd.	718	40,974	-3,274	98,267	0.73%
7	Karvy Stock Broking Limited	666	57,836	-4,436	1,03,468	0.64%
8	Pioneer Client Associates Private Limited	523	48,851	-4,769	67,834	0.77%
9	JM Financial Services Limited	509	3,97,807	-21,842	1,10,779	0.46%
10	Geojit Financial Services Ltd	440	22,383	6,372	45,615	0.96%

(Source-AMFI)
Note: Non-Bank Category excludes banks and its affiliates

Mutual Fund Distributors Commission- Non Bank Category FY 2018-19

(₹ in Million)

Sr. No	Name of the ARN Holder	Gross Amount	Gross Inflows	Net Inflows	Average Assets	Yield on Average Assets
1	NJ IndiaInvest Pvt Ltd	8,077	283,566	111,487	629,466	1.28%
2	Prudent Corporate Advisory Services Ltd	2,347	113,772	40,813	190,333	1.23%
3	Anand Rathi Wealth Limited	1,211	278,943	16,340	112,416	1.08%
4	IIFL Wealth Management Limited	1,761	1,446,158	-35,901	305,682	0.58%
5	Julius Baer Wealth Advisors (India) Private Limited	906	109,628	1,615	138,380	0.65%
6	Bajaj Capital Ltd.	921	60,648	-1,447	101,275	0.91%
7	Karvy Stock Broking Limited	880	71,965	10,385	101,702	0.87%
8	Pioneer Client Associates Private Limited	593	32,480	2,343	63,188	0.94%
9	JM Financial Services Limited	622	581,221	-21,257	119,263	0.52%
10	Geojit Financial Services Ltd	463	27,104	10,602	38,153	1.21%

(Source-AMFI)
Note: Non-Bank Category excludes banks and its affiliates

Mutual Fund Distributors Commission- Foreign Bank Category FY 2019-20

(₹ in Million)

Sr. No	Name of the ARN Holder	Gross Amount	Gross Inflows	Net Inflows	Average Assets	Yield on Average Assets
1	Citibank N.A	1,145	1,37,660	-31,567	2,58,838	0.44%
2	Hongkong & Shanghai Banking Corporation Ltd.	996	90,389	-3,460	1,88,416	0.53%
3	Standard Chartered Bank	765	96,404	-19,265	1,60,837	0.48%
4	Deutsche Bank AG	394	49,870	218	96,282	0.41%
5	DBS BANK INDIA LIMITED	77	9,09,406	7,922	20,646	0.37%

(Source-AMFI)

Mutual Fund Distributors Commission- Foreign Bank Category FY 2018-19

(₹ in million)

Sr. No.	Name of the ARN Holder	Gross Amount paid	Gross Inflows	Net Inflows	Average Assets	Yield on Average Assets
1	Citibank N.A	1,818	1,46,246	-8,692	2,86,642	0.63%
2	Standard Chartered Bank	1,507	1,13,552	-526	1,79,049	0.84%

3	Hongkong & Shanghai Banking Corporation Ltd.	1,136	85,601	20,787	1,81,067	0.63%
4	Deutsche Bank AG	511	41,984	-5,073	97,879	0.52%
5	DBS Bank Ltd.	172	2,912	-338	8,020	2.15%

(Source-AMFI)

Outlook for Wealth Management in India

A. Shift in savings from physical assets to financial assets

Historically, households in India have been quite risk averse and wary of investing their savings into volatile or uncertain return-based assets. A pursuit of safe bets has always driven India towards making investments in unproductive assets like gold. However, this pattern is slowly changing over time, especially post announcement of demonetization in November 2016. Also, the country has seen a major shift in attitude from capital preservation to wealth creation since FY17.

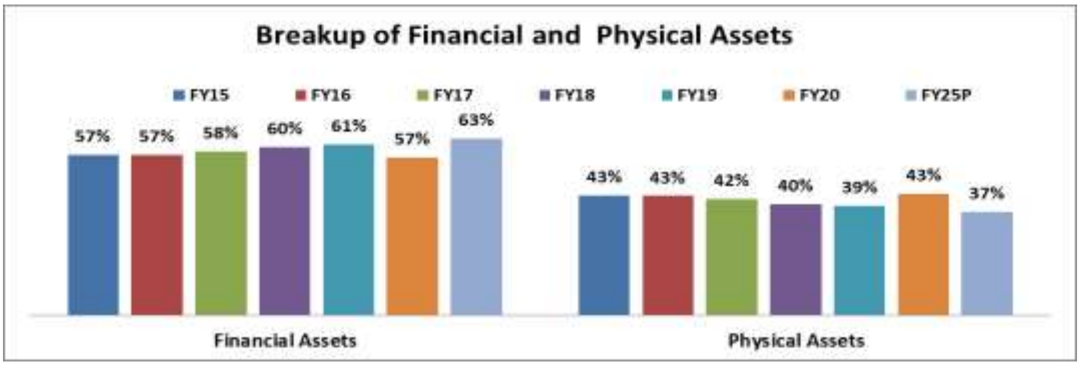
With a likely growth rate of India's GDP projected at 9.2% in 2022, the country will remain a key growth driver of global economy. Against this backdrop, individual wealth in India is expected to grow at a CAGR of 11.76% till FY25 and is likely to nearly double to Rs. 8,11,293 billion by FY25*. In the next five years, financial assets will witness much faster growth rate as compared to physical assets. As far as individual contribution is concerned, financial assets are expected to form almost 63% of the total individual assets by FY25 vs 57% in FY20, physical assets are expected to be restricted to 37% of the total wealth vs 43% in FY20*.The reduction in bank deposit rates in the past year has further led to a shift in investment to mutual funds and the stock markets.
**(Source-Karvy India Wealth Report 2020)*

The implementation of various reforms such as GST, RERA, new insolvency and bankruptcy code and recapitalization of banks & Corporate Tax cuts among others are likely to shift informal sectors into the formal economy and hence, boost GDP growth and individual wealth in the medium to long term.

(Rs. in Billion)

Category	FY 15	FY 16	FY 17	FY18	FY19	FY20	FY25P
Financial Assets	160,560	177,880	201,289	236,347	2,62,106	2,62,912	5,12,157
Physical Assets	119,890	132,270	142,894	156,101	1,67,942	2,02,282	2,99,136
Total	**280,450**	**310,150**	**344,182**	**392,448**	**4,30,048**	**4,65,194**	**8,11,293**

(Source-Karvy India Wealth Report 2020)



(Source-Karvy India Wealth Report 2020)

a. Projected financial wealth – asset Class Wise distribution in FY25

Financial assets are likely to almost double by FY25 to reach a figure of Rs. 5,12,157 billion as compared to Rs. 2,62,912 billion in FY20. Direct Equity investments is expected to be the key growth driver for the future and expected to grow at a CAGR of more than 21.9% over the next 5 years. The positive sentiment also helped propel Mutual Funds which grew at over 17.9% over the previous year as individuals increasingly identify this asset class as a better way to participate in the equity markets. It is therefore expected that by FY25, the share of financial assets in the total investment pool will rise to 63% from 57% in FY20.

Projected Financial Wealth Asset Class Wise Distribution **(Rs. in Billion)**

Category	FY17	FY18	FY19	FY20	FY25	Proportion FY20	Proportion FY25
Fixed Deposits & Bonds	39,093	42,097	45,820	48,691	78,357	18.52%	15.30%
Direct Equity	37,583	48,976	52,103	36,115	97,319	13.74%	19.00%
Insurance	30,012	33,359	36,907	38,020	68,895	14.46%	13.45%
Saving Deposits	28,837	30,968	34,223	37,455	53,762	14.25%	10.50%
Cash	12,641	17,597	20,522	23,497	33,933	8.94%	6.63%
Provident Fund	13,043	14,482	16,628	20,438	36,720	7.77%	7.17%
Mutual Funds	8,684	11,680	13,770	11,909	27,151	4.53%	5.30%
NRI Deposits	7,572	8,197	9,020	10,326	17,164	3.93%	3.35%
Unlisted Equity	6,986	9,559	10,543	13,032	60,035	4.96%	11.72%
Small Savings	6,679	7,366	8,610	9,836	15,070	3.74%	2.94%
Current Deposits	4,132	4,309	4,872	2,118	3,036	0.81%	0.59%
Pension Funds	4,752	6,039	7,249	9,017	15,289	3.43%	2.99%
Alternative Investments	930	1,241	1,491	2,000	4,247	0.76%	0.83%
International assets	207	260	341	458	1,181	0.17%	0.23%
Sukanya Samriddhi	138	216					
Total	**2,01,289**	**2,36,347**	**2,62,106**	**2,62,912**	**5,12,157**	**100.00%**	**100.00%**

(Source-Karvy India Wealth Report 2020)

India has the lowest mutual fund penetration globally. The total Assets under Management (AUM) to GDP ratio of India stands at a mere 16% below the global average of 63% in 2020. Countries like US have AUM to GDP ratios of over 100%. Hence, the mutual fund industry in the country presents huge scope for growth and development.

b. Projected physical wealth – Asset Class Wise distribution in FY24

Despite rise in share of financial assets, physical assets will remain resilient to an extent. Individual wealth in physical assets is likely to grow at a CAGR of 7.56% to around Rs. 270,783 billion in FY24 from Rs. 202,282 billion in FY20. Real estate (43.67% contribution in FY24) and gold (48.69% contribution in FY24) will remain the most favored asset classes in the overall physical assets pie. Meanwhile, performance of physical assets will remain subdued as compared to financial assets primarily due to factors like attitudinal shift, liquidity, faster growth of equity markets among others.

Projected Physical Wealth Asset Class wise Distribution

(Rs. in Billion)

Category	FY17	FY18	FY19	FY20	FY24	Proportion FY20	Proportion FY24
Gold	68,450	74,513	80,941	1,09,500	1,31,848	54.13%	48.69%
Real Estate	60,250	69,568	74,529	80,145	1,18,247	39.62%	43.67%
Diamond	7,980	8,384	8,581	8,304	14,318	4.11%	5.29%
Silver	2,290	1,319	2,427	2,854	3,718	1.41%	1.37%
Platinum	70	77	85	82	129	0.04%	0.05%
Others Gems and Jewellery	1,050	2,243	1,376	1,394	2,520	0.69%	0.93%
Total	**140,100**	**1,56,104**	**167,942**	**2,02,282**	**2,70,783**	**100.00%**	**100.00%**

(Source-Karvy India Wealth Report 2020)

Wider Reach of Wealth Management Industry

Increasing awareness levels, attitudinal shift to grow wealth rather than preserve wealth and the advancements in technology would define the wealth management needs of this potential clientele. The players who would be successful in catering to this increased demand would be required to develop cost effective methods to service this clientele in a relevant manner. Technology adoption is likely to play an important role in deciding the winners in this sub segment.

Consolidation in Indian Wealth Management Industry

The wealth management industry is also witnessing market consolidation along its value chain. In addition, private equity funds are increasingly looking to participate in the growth story of Indian wealth management industry.

Key transactions in Indian Wealth Management/Asset Management Industry

Date	Target	Investor
Jan-2021	Principal Asset Management	Sundaram Asset Management Company (Acquisition 338.53 crore (US$ 46.78 million)).
Sep-20	Groww Wealth Management	YC Continuity fund & Sequoia India Invested $30 Million
Aug-20	Edelweiss Global Wealth Management limited	PAG agreed to invest Rs. 2244 Crs for 51 % stake
Aug-20	Yes Bank MF	White Oak Investment
Dec-2019	Waterfield Advisors	Zephyr Management, Vernalis Capital, Gaja Advisors, TVS Capital Funds, Dalmia Family Office, Individuals
Nov-19	IDBI AMC	Muthoot Finance
Aug-19	L&T Capital Markets Ltd	IIFL Wealth Management Ltd.
June - 19	Wadhawan Wealth Managers Pvt. Ltd. (Subject to regulatory approval)	LGT Impact Ventures
Oct-18	Wealth Advisors	IIFL Wealth Management Ltd.
Jun-18	IIFL Wealth Management	Ward Ferry, RIMCO, Amansa, GA, Steadview, HDFC Life
Apr-18	Sanctum Wealth Management Pvt. Ltd.	Multiples Alternate Asset Management Pvt. Ltd.
Dec-17	Fullerton Securities & Wealth Advisors Ltd.	Blueblood Ventures Ltd.
Feb-17	Religare Wealth Management Ltd.	Anand Rathi Wealth Services Ltd.
Dec-16	ASK Investment Managers Pvt. Ltd.	Advent India PE Advisors Private Ltd.
Apr-16	The Royal Bank of Scotland NV India	Sanctum Wealth Management Pvt. Ltd.
Oct-15	IIFL Wealth Management Ltd.	General Atlantic LLC
May-13	Morgan Stanley Private Wealth Management	Standard Chartered Bank

Other trends in India's wealth management space

There is increasing trend of HNIs investing in unlisted equity to be part of the startup / private equity story apart from the quest to have higher anticipated returns on account of unlocking of potential valuations upon listing on stock exchanges. There is an increasing trend of ultra HNIs looking at engaging with Family Office set-ups to not only help them in managing investments but also help in ensuring a relevant structure to preserve, grow and manage their wealth for generations to come.

Emergence of Robo Advisors:

1. Impact of robo-advisors on the wealth management space

The new mass affluent investors have not been well-served by traditional private wealth managers, especially because of the absence of a viable business model. Financial advice from such traditional wealth managers requires a higher minimum investment than what many small investors can afford. The only available option so far for such investors was to either do it themselves, or avail the services of distributors or IFA's, or explore traditional investment instruments such as term deposits.

With the introduction of robo-advisors, investors have access to the same professional advice at a lower cost and with a more affordable minimum investment amount. Robo-advisors have brought accessibility, transparency, simplicity and unbiased opinion to the whole investment process, especially for small investors. It is more attractive to a generation that demands speed, customisation, accuracy and control from their financial advisers. With new use of data, analytics span the spectrum from institutional trading and risk management to even small notional retail wealth management.

Globally as well, Robo-advisors are swarming into the wealth management industry. They have been able to develop a streamlined digital experience for clients, which had been largely lacking in traditional wealth managers' digital offerings. This combined with increased transparency and lower fees have the ability to make wealth advice economically feasible for the mass market.

Globally, the current market share of robo-advisor firms is marginal as they have only gained a miniscule share of (AUM) but several companies already have over US$1bn of AUM. Several research studies forecast that robo-advisors are going to witness significant growth going forward as these firms have managed to make quality financial advice available across demographics at an affordable cost. Robo-advisors will be key to unlocking access to the mass market services, which, in turn, would help in growing the overall wealth management market. Moreover, these firms have received strong funding support from venture capital funds. The study predicts that the total market size for hybrid robo-advisors (Hybrid Robo-advisory is robo-advisory with substantial component of human interaction to the use of software for the client advisory process) will further increase to US$16.3 trillion by 2025, which will be 10% of total investable wealth around the world by that date. In contrast pure robo-advisors (fully automated) are likely to hold only 1.6% of the total global wealth by the middle of the next decade.

Robo-advisors steps to streamline the client online experience, provide greater transparency and improve the economics for the mass segments are irreversible and they are making traditional financial advisers rethink their business models. According to research by Accenture, robo advisors could result in possible fee reduction of as much as 70% for some services. Traditional advisors will need to ensure that their service offering is commensurate with the fees tagged to it. Moreover, robo-advisors will also force traditional advisers to increase focus on their digital channels.

2. International trends in robo-advisory

Since the launch of Robo Advisory, it has gained significant traction.There are predominantly two types of players in this space internationally 1) independent robo-advisors 2) Leading investment managers with robo-advisor capabilities. Below are some of the key players operating in this space.

- **Leading Independent Robo-advisors**

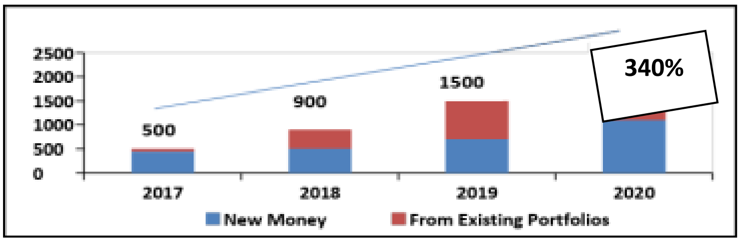
1. Betterment	4.Wealthfront
2.Hedgeable	5.WiseBanyan
3.SigFig Wealth Management	6.Personal Capital Corporation

- **Leading Investment Managers With Robo-advisor capabilities built in-house or acquired through MLA**

1. Fidelity Investments	10. NatWest Holdings Limited
2. UBS Group AG	11. Royal Bank of Canada
3. Legg Mason	12. The Charles Schwab Corporation
4. Morgan Stanley	13. The Vanguard Group
5. HSBC Holdings	14. John Hancock
6. Bank of America Corporation (Merrill Lynch)	15. E-Trade Financial Corporation
7. Envestment Management	16. Goldman Sachs
8. Capital One Financial Corporation	17. BlackRock
9. TIAA Holdings	18. CBOE Global Markets

Robo-advisory market is expected to grow to US$5tn by 2025.

With over 300% growth expected in AUM managed by Robo-Advising (AUM ($B))



(Source-Reuters, Gartner, Venture Scanner, Press search)

Partnership route has also been actively pursued as the same can deliver promptly-realized advantages through process automation, cost reduction and the attraction of new customers. This route also avoids the costs and risks inherent in implementing a customer solution into legacy systems.

Risks to Wealth Management Industry

Going forward, we expect wealth managers to focus on the below areas that will impact the industry.

Regulatory landscape: Regulators are moving their focus towards other parts of the financial system including private wealth managers. There is an increased regulatory focus on transparency of pricing, fees and independence of PWMs. Changes to commission and incentive structures and obligations could change intermediaries' product selection processes. Regulation of distribution through digital channels and robo-advice could also change.

Privacy: Security and privacy are HNWIs' key concerns about digital technology, and more than half of HNWIs are concerned about exploitation generally. However, they are becoming increasingly comfortable with the use of technology and now expect online and digital functionality in many aspects of their lives. Wealth managers will have to continue to strengthen their existing infrastructure to protect against potential security breaches.

Business model disruption: The rise of technology solutions could disrupt the value chain including competition from quantitative investment technologies that have the potential to assimilate more data and make investment decisions, and which will help to realize alpha more efficiently than active managers. Increased investment and asset allocation through robo-advice services could displace active management and an increased asset allocation to passive investments.

Rising costs: Rising costs within the industry driven by changing and increasing regulatory requirements and technological advancement could impact margins. This effect is further accentuated by downward pressure on fees charged by the wealth managers.

Regulatory Guidelines on Wealth Management Services:

The regulatory environment in the Indian wealth management industry is still evolving. This presents opportunities for established wealth managers to expand their offerings. Regulations covering fiduciary duties and investor protection are imminent.

Some key proposals/guidelines by regulators affecting the Indian wealth management space:

SRO for wealth management

In 2011, capital markets regulator, SEBI proposed a SRO for the Indian wealth management sector that would help regulate business and serve as a medium for SEBI to implement various wealth management initiatives.

Investment advisor guidelines by SEBI

SEBI's Investors Advisor Regulations, which came into force in January 2013, focuses on the independence of investment advisors. According to the new regulations, investment advisory services have to be separated from all other activities such as distribution. A distributor can sell product but cannot offer advice. In addition, banks, NBFCs and various corporate bodies would have to set up a separate subsidiary for investment advisory services.

Any entity/individual willing to engage in the business of providing investment advice to clients is required to be registered with SEBI. Moreover, an investment advisor should be professionally qualified, with a post-graduate degree in finance, accountancy, business management, banking, etc. or a graduate degree with relevant experience of at least five years. The individual also needs to be certified by NISM or FPSB. To be an investment advisor, corporate bodies need to have a minimum net worth of Rs.2.5 million and individuals Rs.0.1 million.

Investors should ensure proper risk-profiling of clients, and the investment advice provided should be appropriate to the client's risk profile. Investors also need to maintain a record of KYC, risk profiling and assessment, suitability assessment of advice provided, agreements with clients, investment advice provided (written as well as oral), rationale for arriving at investment advice and a list of clients with date of advice, nature of advice and fees charged.

SEBI guidelines for MF scheme classification

SEBI introduced guidelines in October 2017 on consolidation and merger of mutual fund schemes with the aim to make it simpler for the investors to compare various mutual fund schemes. Moreover, it will reduce the clutter and make it simple to compare performance amid a level-playing field.

In a bid to reduce the number of schemes in mutual funds, SEBI recently came out with uniform definitions for fund categories. SEBI's move will be applicable only on open-ended funds. The market regulator has broadly divided mutual funds into five categories-

- Equity funds
- Debt funds
- Hybrid funds
- Solution-oriented funds
- Other funds

To ensure uniformity, the following definitions of large cap, mid cap and small cap were adopted:

Large Cap: 1st -100th company in terms of full market capitalization

Mid Cap: 101st -250th company in terms of full market capitalization

Small Cap: 251st company onwards in terms of full market capitalization

Overall, there are over 1,789 Schemes in the industry. Out of them, 696 are close-ended Schemes, 1018 are open-ended Schemes as on March 2021. *(Source: www.sebi.gov.in)*

The RBI's guidelines on regulating wealth management services (WMS)

In June 2013, the Reserve Bank of India (RBI) issued draft guidelines on wealth management and distribution services offered by banks:

In April 2016, RBI asked banks that currently offer investment advisory services through an internal department to reorganize their operations within three years and set up a subsidiary for investment advisory services. This is to ensure an arm's length distance between banking activities and investment advisory services. Banks will need specific approval from the RBI to set up the subsidiary. The subsidiary would have to be registered with SEBI and would be subsequently regulated by SEBI.

Banks must ensure segregation of the marketing function from operational processes, such as approval/transaction processes at branches. Banks must ensure that the sales process is transparent and products are sold through trained employees in bank branches. Banks should strictly follow KYC and AML rules, have a robust internal grievance redressal machinery, and prevent their staff from receiving any incentive (cash as well as non-cash) directly from a third party issuer.

Regulatory pressure is forcing wealth management players to rework operating models

After the announcement of the Investor Advisors Guidelines, there has been increased focus on client centricity, fiduciary responsibility and compliance. Regulatory requirements regarding advisor qualifications, infrastructure, risk profiling and suitability criteria have become more stringent. For the past few years, there has been a push from regulators and industry bodies to move toward a trail commission– based model and reduce up-front commissions to reduce misselling and the chances of churn.

One of the biggest impediments to the current wealth management model is the stipulation that investment advisors must maintain an arm's length from distribution activities. The income of investment advisors must be in the form of fees from clients and not through commissions earned on the distribution of mutual fund products. Players are skeptical about separating advisory and distribution businesses as this may prove to be an inconvenience. Moreover, the cost of running two separate firms is high.

Additional regulatory layer proposed by SEBI may keep foreign players away from Indian wealth management business

With the aim to root out undeclared wealth and ensure tax compliance, SEBI wants to gain oversight of foreign banks managing Indian wealth. The capital market regulator has reached out to large international banks and wealth managers to register their offshore units with SEBI if they are soliciting business in India. By registering with SEBI, private banks would have to admit to managing funds of wealthy Indian clients and may also prompt further requests from SEBI to share information. Many foreign banks and wealth managers have already exited the Indian wealth management business because of the high cost of operations and regulatory burden. This might deter foreign players from having any presence in the Indian wealth management segment and offering services to wealthy Indians. The Royal Bank of Scotland NV India and Morgan Stanley Private Wealth Management are Foreign Players who have recently exited the wealth management business in India.

Product Overview

Structured Products

Structured Products / market-Linked debentures (MLD) are a blend of fixed-income and derivative instruments. Its layer of derivatives gives it the flexibility needed to blend with a portfolio and enhance its risk-to-return performance while matching an investor's objectives.

Market-Linked Debentures (MLD) is a debt instrument that differs from a standard fixed-income security in the sense that the coupon on the instrument is linked to a variable market indicator such as an equity index, commodity price such as gold, etc. Structured Products / MLDs are generally close ended hybrid instruments which could be either with principle protection or without principle protection. The underlying security is generally a non-convertible debenture of the issuer linked to an equity index (nifty 50, bank nifty etc), 10 year G-Sec, gold index etc. They are issued for the period of 13 months to 60 months. Unlike a bond that pays a fixed interest either monthly, quarterly, half yearly or annually, MLDs do not pay any regular income, it comes only at maturity. Theoretically these MLDs can be considered to be a zero coupon bond and an embedded customized payoff that could be an equity option.

MLDs are primarily of two types. First type wherein MLD is a principal-protected instrument designed to return 100% of the original investment at maturity subject to credit risk of the issuer. While a portion of the capital may be invested by the issuer in debt instruments to bring in the feature of capital protection, the return may be linked to an external market indicator such as equity index to capture the market upside.

In the second type, the issuers may also issue non-principal protected instruments wherein both the principal as well as coupon are linked to performance of external market indices.

SEBI had released guidelines for issue and listing of structured products/market linked debentures on September 28, 2011. These guidelines specify that for Principal Protected Market Linked Debentures, credit rating agency shall prefix 'PP-MLD' followed by standardised rating symbols for long term/short term as per SEBI circular dated June 15, 2011.

Advantages of MLDs -

- These products come with predefined payoffs and tend to provide good risk adjusted returns on the overall portfolio
- These products can be historically back-tested from the time Futures and options were introduced in India (Jan-2001) to ensure that they have high probability of generating the desired returns
- These products are all weather products – can be structured depends on the expected market movement.

As on June 20, 2019, the total rated volume for PP-MLD increased to Rs.450 billion from ~Rs.370 billion at the end of FY19. During Q1FY20 some NBFCs/HFCs/MFIs rated AA- and below raised fund via MLDs which accounted for around 11% of total MLD issuances in Q1FY20. This indicates increasing interest of investors for lower rated MLDs for higher yields/returns.

However, Indian MLD market issuance is minuscule as compared to EU, USA and other Asian countries. At the end of FY19, EU's structure product market was ~US$ 300 billion, while India's structured product market (known as MLD) was merely ~US$ 2 billion. In India, MLD issuances in FY19 accounted for merely 1% of AUM of private wealth industry (Top 25 companies AUM as per Asian Private Banker/Wealth Manager report), lead arrangers/distributors of MLDs.

This is primarily due to both demand and supply side expansion. The demand of MLDs grew on account of

- Higher participation from corporates in addition to existing HNIs,

- Increase in ticket size

- Acceptance of MLDs with underlying other than Nifty (i.e. G-sec, corporate bonds etc.)

- Investors' emphasis on downside protection in volatile market conditions.

The supply side of market grew on the back of

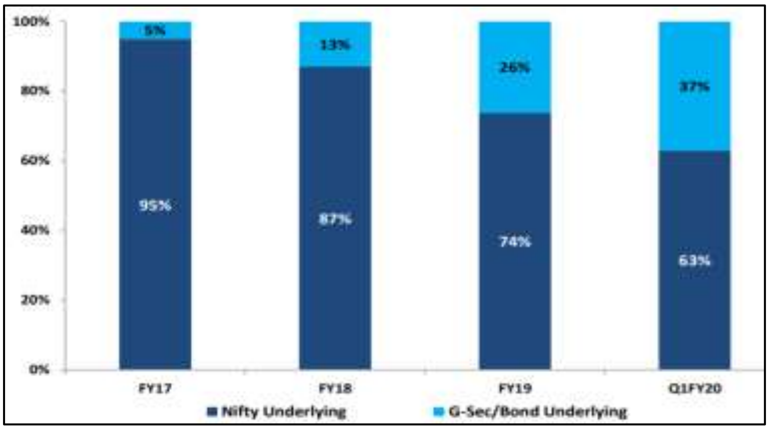
- Rise in number of issuers and

- Increase in number of distributors.

The tenure of these MLDs ranges between 13 to 60 months depending upon issuers funding requirement. The average maturity of MLDs issued has been 2.89 years in FY19 as against average maturity of 2.92 years in FY18.

MLDs are of two types i.e. principal protected (PP) and non-principal protected (NPP). Investor's inclination towards downside protection continued supporting PP-MLDs share which accounted for 95% of the total issuances in Q1FY20. The average monthly borrowing via PP-MLDs is expected to increase to Rs. 13 billion from ~Rs.10 billion in FY19.

Proportion of MLDs with different underlying index



(Source – CARE Ratings report on Market Linked Debentures: issuance at 5-year high)

Portfolio management services

AMCs in India have started offering strategies with higher flexibility to investors through PMS. As of October 31, 2020, there were 331 portfolio managers registered under the SEBI. This avenue has seen a sharp rise in the asset size, which increased more than thrice to Rs.4,601 billion as of October 2021 from Rs.1,430 billion as of March 2013.

This AUM can be classified under three sections – non-discretionary, discretionary and advisory. Discretionary assets dominated the PMS space with a 84.6% share, followed by advisory (6.3%) and non-discretionary (9.1%).

Wealth Management Industry in India

Wealth Management, in contextually has been in existence for quarter of a century in India. From serving the Ultra-Rich individuals and families way back in the 1970s to what it is today, Wealth Management has evolved to become a multi-disciplinary approach with multiple solutions. However, from single product advisory to a multi-product, goal oriented wealth management approach has been a gradual progression.

This line of business function can credit its emergence from the banking system. The banks in the 1970s have functioned merely on deposits and providing credit to investors. With the emergence and expansion of the banking system in the 1970s, India's savings rate rose from 16% of the GDP (Gross Domestic Product) from early 1970s to 35% of the GDP by 1980. While financial deepening through banks played its vital role, rising per capita income and diminishing share of agriculture in the GDP also helped. This period was aptly called the Golden Era, as far as Indian Savings were concerned.

Banking till 1970s has been mostly about, accumulating and preserving wealth within the boundaries of bank deposits. Early 1970s also saw the rise of Insurance Advisory, specifically life insurance. Life Insurance Corporation of India (LIC) since its formation in 1956 has played a vital role in insuring lives till then. Apart from mere risk cover, LIC encouraged investors to consider investments through its conventional plans. An Indian Investor till 1980s, considered a bank account and an LIC policy as his means to accumulate wealth. Though the UTI started in 1963, it took UTI 25 years to reach AUM of Rs.67,000 million. With the emergence of the Bombay Stock Exchange (BSE) in 1980s, there emerged a new avenue to make investments, shares or stocks as it is popularly known. However, this was essentially for the risk friendly investors and neither could many comprehend nor have access to. However, it was during the second phase of the Mutual Fund Industry (1987-1993), did High Net worth Investors take cognizance of the Mutual Funds and Capital markets in total. By 1993, the Mutual Funds AUM touched Rs.470,000 million, with the emergence of non-UTI, PSU mutual funds. By then Life Insurance business was open to Non LIC, private participants as well. Banks and financial institutions, found a new revenue model with a combination of Mutual Funds, Insurance and Deposits.

Wealth Management today, has evolved to an end to end Money Management Solutions for every investor ranging from an Individual Investor / family, Corporate Investor, HUF (Hindu Undivided Family) to a Trust. Private Wealth Management involves providing prudent investment solutions, Corporate and Treasury Advisory, Off Shore Advisory and Family Office.

Average Returns by various benchmarks

Benchmarks	10 year Average (1 year rolling returns)
G-sec Yield	7.56%
Crisil Short Term Bond	8.45%
Nifty 50 (Ex dividend)	9.94%
Nifty Midcap (Ex Dividend)	11.66%
Nifty Small Cap (Ex Dividend)	9.31%

Importance of Wealth Management in India:

The Hurun Research Institute published its annual report in March 2021, where it mentioned that from its survey it found that the average age of an India Millionaire (With net-worth above USD1mn) was 38 years, one year older than last year. This population seeks a wealth manager as they neither have the expertise nor the time to monitor their investments.

Trends within the wealth management space

The wealth management industry is also witnessing market consolidation along its value chain. In addition, private equity funds are increasingly looking to participate in the growth story of Indian wealth management industry.

Other trends in India's wealth management space:

I. There is an increasing trend of ultra HNIs looking at engaging with Family Office set-ups to not only help them in managing investments but also help in ensuring a relevant structure to preserve, grow and manage their wealth for generations to come

II. There is increasing trend of HNIs investing in unlisted equity to be part of the startup / private equity story apart from the quest to have higher anticipated returns on account of unlocking of potential valuations upon listing on stock exchanges.

IFA

With rising inflows in mutual funds, the Rs 32,172 billion AAUM as on March 2021 is seeing a steady increase in new distributors joining. The IFA category has contributed majorly to this growth. If we take into account employees holding Employee Unique Identification Number (EUIN), the total distributors (excluding non-individual distributors) have gone up. This suggests that banks and national distributors are ramping up their sales force to cater to the increased demand for mutual funds. The increased demand for mutual funds could be leading to more players taking up MF distribution. B30 distributors are entitled to earn higher commissions as compared to T30 distributors. Many brokers are offering mutual funds to clients, realizing the long-term revenue potential in the form of trail commissions. The distribution space is attracting talent from asset management firms, wealth management/banks and new age robo advisers that are backed by investors.

Direct Equity

In FY20, due to tax cut reforms taken by the government in September 2019, equity as an asset class has outshined all other financial assets in terms of performance this year. As the impact of demonetization started waning and slew of economic reforms were rolled out, bulls took complete control of equity markets.

In FY20 at the end, individual wealth in direct equity decreased by 30.69% to a massive Rs.36,115 billion due to surge in Covid -19 cases and global lockdown and temporary shutoff of all activities which led to steep fall in Stock market.

Table: Composition of Direct Equity holding based on Investor class **(₹ In Billion)**

Category	FY20 Amount	FY19 Amount	% of Market Capitalization	Y-O-Y (%) Change
Promoters	57,615	73,847	51%	-21.98%
Institution	44,133	61,563	39%	-28.31%
Retail	11,739	15,676	10%	-25.11%
Total	**1,13,488**	**1,51,086**	**100%**	**-24.89%**

(Source-SEBI)

Table: Break-up of Individual Investments in Direct Equity

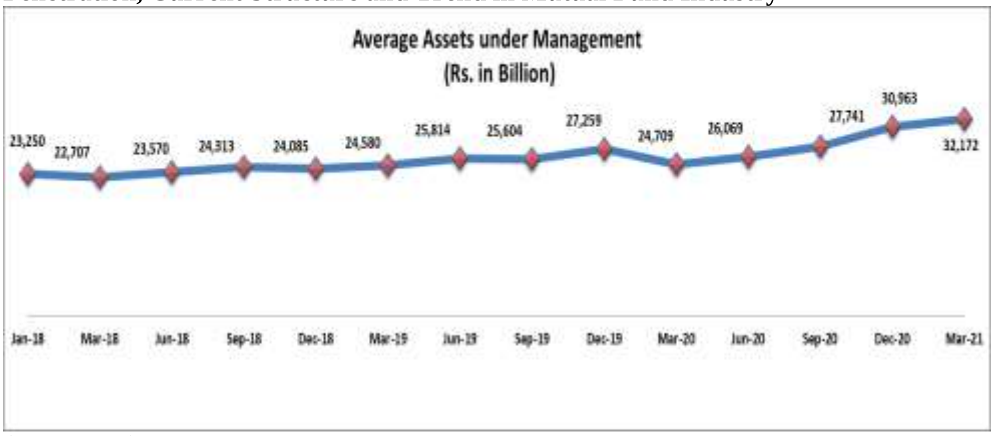
(₹ In Billion)

Category	FY20 Amount	FY19 Amount	Y-O-Y (%) Change
Promoter individual	24,375	36,427	-33%
Retail individual	11,739	15,676	-25%
Total	**36,115**	**52,103**	**-31%**

(Source-SEBI)

Indian Mutual Fund Industry

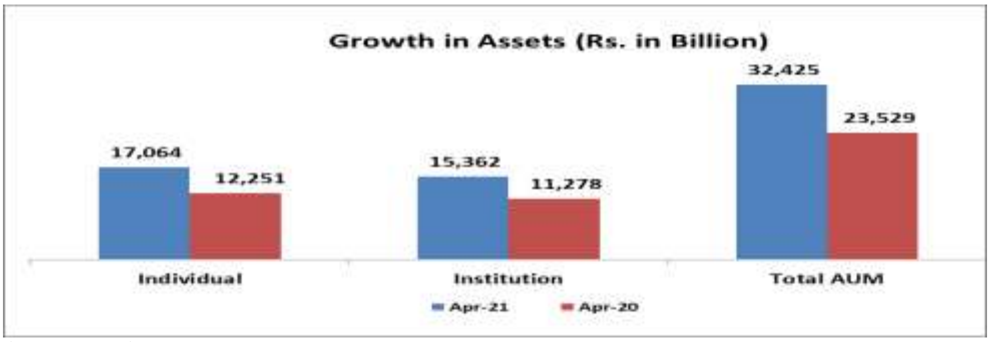
Penetration, Current Structure and Trend in Mutual Fund Industry



(Source-AMFI)

Average Assets managed by the Indian mutual fund industry have grown from Rs. 23,250 billion in January 2018 to Rs. 32,172 billion in March 2021. That represents a 38.37% growth in assets over January 2018.

Growth in Assets (Rs. in Billion)



(Source-AMFI)

The value of assets held by individual investors in mutual funds increased from Rs.12,251 billion in April 2020 to Rs.17,064 billion in April 2021, an absolute increase of 39.28%.

The value of Institutional assets increased to Rs.15,362 billion in April 2021 from Rs. 11,278 billion in April 2020.

Scheme wise Composition of Assets

The proportionate share of equity-oriented schemes is now 42.4% of the industry assets in April 2021, increased from 38.8% in April 2020.

The proportionate share of debt-oriented schemes is 30.5% of industry assets in April 2021, down from 31.0% in April 2020.

Investor Categories across Scheme Types

Equity-oriented schemes derive 88% of their assets from individual investors (Retail + HNI) in April 2021.

Institutional investors dominate liquid and money market schemes (85%), debt oriented schemes (61%) and ETFs, FOFs (90%) in April 2021.

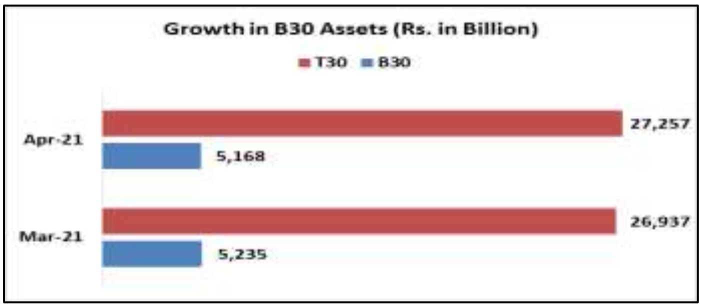
Composition of Investors' Holdings

Individual investors primarily hold equity oriented schemes while institutions hold liquid and debt-oriented schemes.

71% of individual investor assets are held in equity oriented schemes in April 2021.

71% of institutions assets are held in liquid/money market schemes and debt-oriented schemes in April 2021.

Growth in B30 Assets



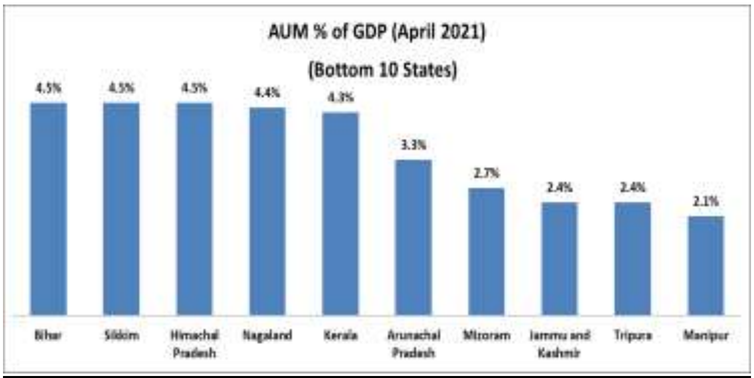
(Source-AMFI)

*T30 refers to the top 30 geographical locations in India and B30 refers to the locations beyond the top 30. 16% of the assets of the mutual fund industry came from B30 locations in March 2021.

Assets from B30 locations decreased from 5.23 lac cr. In March 2021 to 5.17 lac cr. in April 2021, representing a decrease of 1.29%.

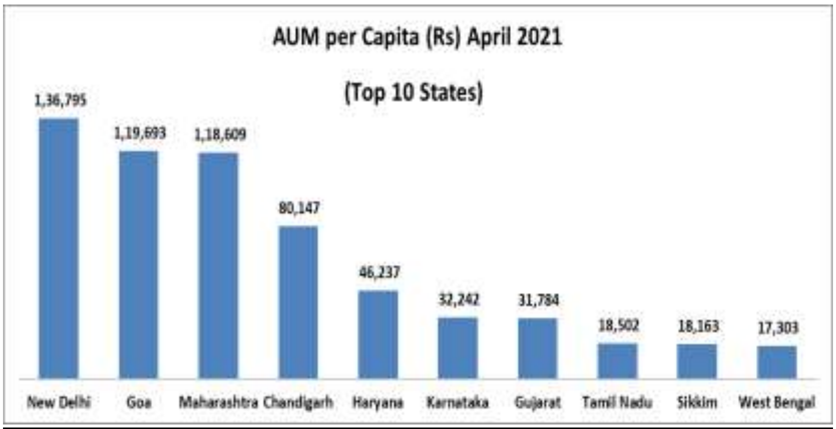
State-Wise AUM Data

(Source-AMFI)

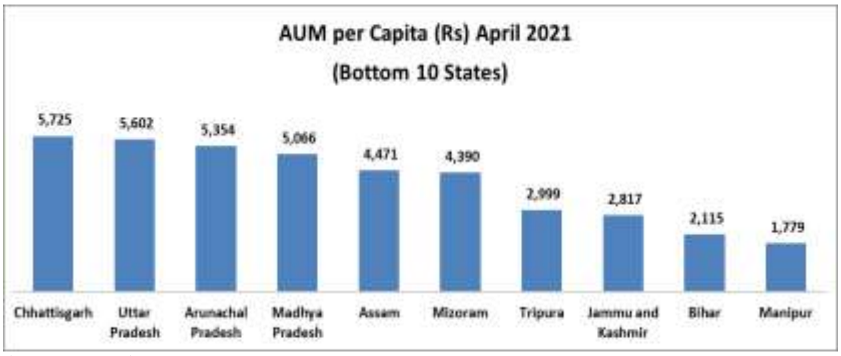


(Source-AMFI)

As can been seen from above graph Maharashtra contributes highest AUM as % of GDP which is 60.1% as compared to North Eastern regions like Manipur which contributes 2.1% the least as on April 2021.



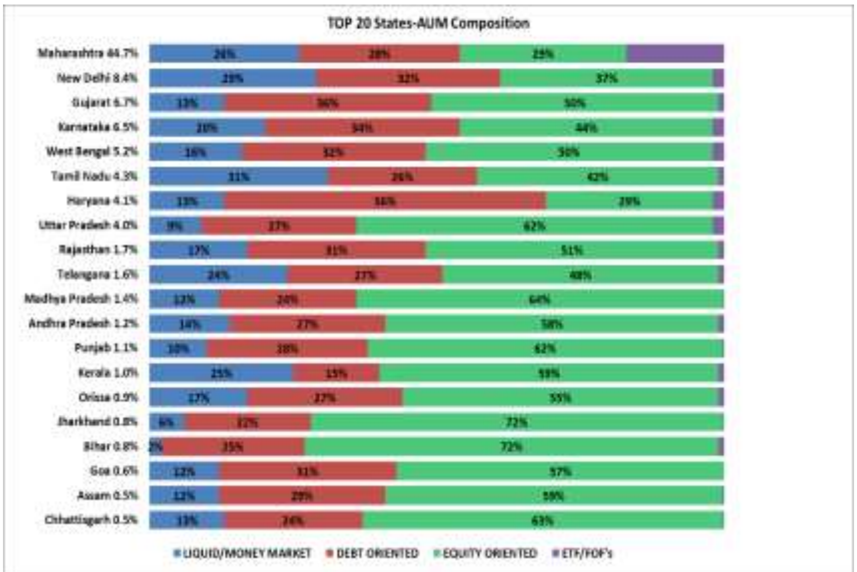
(Source-AMFI)



(Source-AMFI)

When it comes to per capita AUM, New Delhi ranks 1st with assets of Rs. 1,36,795 per person. New Delhi tops the list of per capita AUM followed by Goa, Maharashtra, Chandigarh and Haryana. While Manipur has the lowest per capita AUM of Rs.1,779 as on April 2021. The variation happens because of population in each state. States with lower populations have higher per capita AUMs.

Top 20 States –AUM Composition April 2021

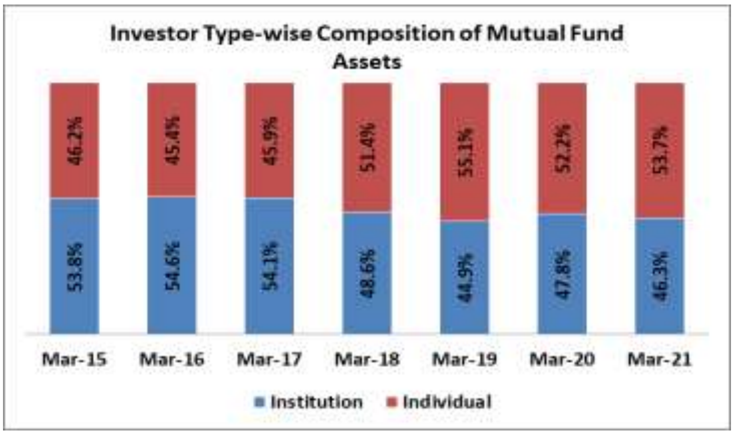


(Source-AMFI)
% share of the top 20 states in the total industry AUM is indicated in brackets next to each state respectively.

The AUM composition gives us an idea of various schemes that contribute to the AUM. Haryana has its largest assets under debt oriented schemes while Jharkhand and Bihar have the same in equity oriented schemes.

Investor Type-wise Composition of Mutual Fund Assets

Individual investors now hold a higher share of industry's assets, i.e. 53.7% in March 2021, compared with 46.2% in March 2015.



(Source-AMFI)
*Institutions include domestic and foreign institutions and banks.

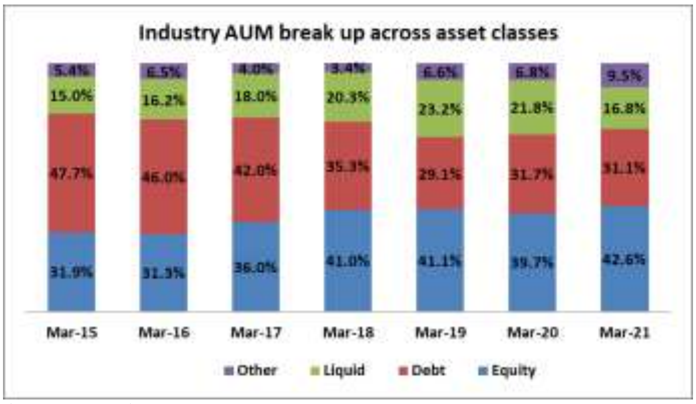
B30 has a more balanced mix than T30

(Source-AMFI)

In April 2021, 67 % of assets from B30 locations were in equity schemes. T30 location, equity –oriented schemes accounted for 33%

Increasing Share of Equity based Fund in Asset class over the years

Equity funds have increased their share by approx. 10.7% points from Mar-15 to Mar-21, driven by strong growth in equity markets and steady inflows.



(Source-AMFI)

Equities contributed about 42.6% of the total mutual fund AMC asset size as on March 2021 up from 31.9% 6 years ago.

Investors – Overall Composition

An individual or an entity facilitating buying and selling of units of mutual fund by investors. A distributor earns upfront/trail commission for bringing in investors into the mutual fund schemes.

A Direct plan in which investor buy directly from the mutual fund company (usually from their own website) whereas a Regular plan investor buy through an advisor, broker or distributor (intermediary). In a regular plan, the mutual fund company pays commission to the intermediary. This is then recovered as an expense from the plan. In mutual fund, the expense ratio is higher for a regular plan. Mutual fund industry saw its assets base increase from Rs.21,360 billion in March 2018 to Rs.31,428 billion in March 2021 adding more than Rs.10,068 billion in 3 years.

Key Drivers of growth for Wealth Management Industry

- **Increasing population of affluent clients with rising income levels**- With expanding economy, income of the middle class and the investable assets of the UHNI in the country have increased dramatically over the last few years. This, along with higher financial literacy and growing customer awareness, has led to an increase in demand for wealth products. India is one of the world's fastest growing UHNI populations both in terms of the number of individuals and the wealth levels. The rise in UHNI population has been partly driven by e-commerce start-ups and rising income levels.
  With increase in GDP/Adult of developed nations such as United States, Switzerland, Australia, wealth/GDP of respective country also increased. While India's GDP is expected to grow at much faster rate, it is estimated that is will witness similar increase in its wealth/GDP as was observed in developed nations.

- **Increase in wealth allocated towards financial products**- Individuals and investors are increasingly moving away from traditional physical investments such as real estate and gold and making higher allocations into financial assets such as equity, bonds and alternate investments, thereby creating higher potential for wealth products. This coupled with ease in accessibility of different investment products on one platform will also help drive growth.

A large fraction of the wealth of Indian households is in the form of physical assets (in particular, gold and real estate). The average Indian household holds 84% of its wealth in real estate and other physical goods, 11% in gold and the residual 5% in financial assets *(Source-www.rbi.org.in)*. Financial savings has higher proportion to household's savings in advanced economies as they are more likely to finance home purchasing with a mortgage, and allocate a sizeable fraction of their wealth to retirement savings over the course of their lifetime. Individuals and investors in India are increasingly moving away from traditional physical investments such as real estate and gold and allocating higher proportion of their investment into financial assets such as equity, bonds and alternate investments, thereby creating higher potential for wealth products. Lower expected returns on physical assets have been one of the major factors for shift in investments preference of investors towards financial products. With stable gold price and falling real estate price, investment in physical savings has declined. Investment attractiveness towards fixed deposit has also declined as fixed deposit returns have fallen over the past three years. Whereas, Nifty index rose, driving the shift of household savings preference from physical assets towards financial products.

❖ **Financial savings shifting to mutual funds**- Gradual pick-up in economic growth, benign inflation, and diminishing attractiveness of gold and real estate as investment options to lead to a surge in household financial savings in India. This financial savings will find its way into mutual funds, owing to increased awareness of the product.

- **Low penetration and strong fundamentals to aid industry growth**- Despite growth in assets, India accounts for less than 1.5% share of the global mutual fund industry. Furthermore, mutual fund penetration, as measured by AUM-to-GDP ratio, was a mere 16% in 2020 as compared with the global average of 63%.

- **Increased reach of mutual funds beyond top 30 cities**- Mutual funds are expanding their distribution reach and focusing on securing customers from smaller markets. Beyond top 15 (B15) cities have seen faster growth in assets in past three Fiscals ended March 2017, at 30% CAGR, compared with top 15 (T15) cities (27% CAGR). Further, individual investors' (retail and HNIs) assets grew even faster in B15 cities at 35% CAGR compared with 28% CAGR in T15 cities. This growth can be attributed to increasing digitization along with government policies like allocation of expenses for investor education. Furthermore, SEBI has incentivized fund houses to garner assets from tier II and III cities by allowing them to charge an additional expense ratio of up to 30 bps on inflows above the defined limits (30% of gross new inflows or 15% of average AUM for a scheme, whichever is higher) from beyond T15 cities. As per SEBI circular SEBI/HO/IMD/DF2/CIR/P/2018/16 dated 02.02.2018, the terms and definition of "15 cities", "T15" and "B15" are substituted with "30 cities", "T30" and "B30" respectively, with effect from April 1, 2018.

- **Retail participation increasing with rise in SIP investments**- Retail investor folios, which were on a decline post the financial crisis of 2008, reversed course in the past few Fiscals. Due to political stability, low inflation, central bank rate cuts, higher than expected monsoons, and tax cut by government for corporates led retail investors to increase their allocation to equity mutual funds. Mutual Fund SIPs accounts stood at 37.9 million and the total amount collected through SIP during April 2021 was ₹85.96 billion & Total amount contributed in FY21 was ₹960.80 billion.

❖ **Supportive policies**

- The government and SEBI have over the years come out with a number of regulations to educate investors, simplify products and lower costs, with the eventual aim of enhancing the acceptance of mutual funds as an investment avenue and protecting the interest of investors. While some of these policies, such as banning entry load (2009), mandating exit loads to be credited back to the scheme (2012), and mandating AMCs to offer a direct plan option with lower expense ratio for investors who do not wish to invest through distributors (2013), have led to short-term gyrations. But these have contributed in making the sector more attractive.
- In April 2016, the RBI asked banks that currently offer investment advisory services through an internal department to reorganize their operations within three years and set up a subsidiary for investment advisory services. This is to ensure an arm's length distance between banking activities and investment advisory services. Banks will need specific approval from the RBI to set up the subsidiary. The subsidiary would have to be registered with SEBI and would be subsequently regulated by SEBI. In order to promote investors participation, government / regulators are boosting investor's confidences to participate in equity / debt market by increased focus on client centricity, fiduciary responsibility and compliance. Regulatory have been more stringent in their requirements regarding advisor qualifications, infrastructure, risk profiling and suitability criteria.
- In 2011, SEBI proposed a self-regulatory organization (SRO) for the Indian wealth management sector that would help regulate business and serve as a medium for SEBI to implement various wealth management initiatives. To

enhance the penetration of mutual funds in the country, SEBI sought to increase the sales in the B15 location through the commission structure. In September 2012, SEBI allowed fund houses to charge an additional 30 basis points on daily net assets in the total expense ratio, should the new inflows from B15 cities be at least 30% of the gross new inflows in the scheme or 15% of the average assets under management, whichever is higher. Note: As per SEBI circular SEBI/HO/IMD/DF2/CIR/P/2018/16 dated 02.02.2018, the terms and definition of "15 cities", "T15" and "B15" are substituted with "30 cities", "T30" and "B30" respectively, with effect from April 1, 2018.

- SEBI's recent guidelines on consolidation and merger of mutual fund schemes will make it simple for the investors to compare various mutual fund schemes being offered by the fund houses. Moreover, it will reduce the confusion and make it simple to compare performance among a level-playing field.
- The implementation of various reforms such as GST, RERA, new insolvency and bankruptcy code and recapitalization of banks among others are likely to shift informal sectors into the formal economy and hence, boost GDP growth and individual wealth in the medium to long term.
- The Indian government's financial inclusion drive and the growth of small rural banks are bringing large number of unbanked people into the formal banking system. This is reflected in the growth in Jan Dhan accounts and bank deposits.

❖ **Equity mutual funds perceived as long-term wealth creators**- Equity mutual funds have created wealth in multiples for investors over the long term. For e.g., ₹ 1,000 invested in equity funds in 1999, would have grown 40.1 times, compared with 24.0 times, 18.3 times and 18.4 times of the Nifty 500, Nifty 50 and S&P BSE Sensex indices, respectively till FY21.

❖ SEBI drive to push mutual fund products in B30 cities and beyond in the last five years has begun to show results. Asset management companies (AMCs) have increased their focus on rural markets, which is reflecting in the numbers – both in terms of investors and assets under management. Campaigns like the Mutual Fund Sahi Hai drive have been immensely successful in creating awareness about the benefits of investing in MFs across India.
Rural recovery brings a lot of good news for the Indian economy as rural demand constitutes a major portion of overall consumption demand in the country. If consumption from vicinity retains its momentum, it can be a force multiplier for India's GDP growth in the coming years.

Classification & Characteristics of Ultra HNI & HNI

Global wealth is projected to rise by 39% over the next five years, reaching USD 583 trillion by 2025. Low- and middle-income countries are responsible for 42% of the growth, although they account for just 33% of current wealth. Wealth per adult is projected to increase by 31%, passing the watershed mark of USD 100,000. The number of millionaires will also grow markedly over the next five years, reaching 84 million by CY25, while the number of UHNWIs should reach 344,000 by CY25.

Wealth Management to benefit the most due to equity component in wealth to GDP.

In order to analyze the distribution of wealth, the data have been segregated into four wealth ranges: 1) below 10,000 dollars; 2) 10,000−100,000 dollars; 3) 100,000−1,000,000 dollars; 4) above 1 million dollars. Since the first issue of the Global Wealth Report in 2010, the composition of the pyramid has remained largely stable. The only wealth segment with an unbroken spell of expansion and wealth accumulation is the top tier, representing dollar millionaires.

Individual taxpayers declaring Gross Total Income more than Rs 10 Million

Assessment Year	Financial Year	Number of returns
2018-19	2017-18	97,689
2017-18	2016-17	81,344
2016-17	2015-16	67,783
2015-16	2014-15	59,830
2014-15	2013-14	48,417
2013-14	2012-13	44,078
2012-13	2011-12	36,690

(Source: Income Tax India)

Individual taxpayers declaring Gross Total Income more than Rs 10 Million have increased from 36,690 in AY 2012 - 13 to 97,689 in AY 2018-19 with an increase of over 17.73% CAGR, considering the same growth rate Individual taxpayers declaring Gross Total Income more than Rs 10 Million will reach to approx. 3,00,000 by AY 2025-26.

Outlook for Wealth Management Industry in India - Overall

Indian household savings have been witnessing some considerable structural shifts of late. Households in India have historically been quite risk averse and wary of investing their savings into volatile or uncertain return-based assets. A pursuit of safe bets has always driven India towards making investments in unproductive assets like gold. This pattern is slowly changing over time, especially since demonetization in November 2016. Also, the country has seen a major shift in attitude from Capital preservation to wealth creation from FY17.

With a likely growth rate of India's GDP projected at 9.2% in 2022 the country will remain a key growth driver of global economy. Against this backdrop, individual wealth in India is expected to grow at a CAGR of 11.77% till FY25 and is likely to nearly double to Rs. 811,293 billion by FY25. The GDP of India is estimated to be around US$ 4.2 Trillion by 2025 as projected by IMF.

GDP Forecast in Absolute terms (USD Trillion)

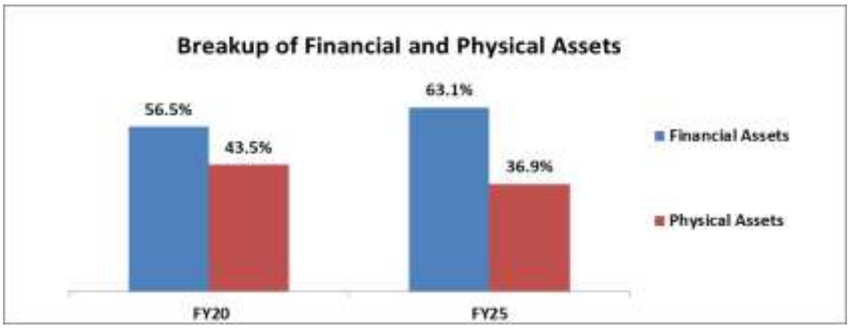
Particulars	2018	2019	2020	2021	2022	2023	2024	2025
GDP, current prices	2,701	2,871	2,709	3,050	3,313	3,591	3,885	4,199

(Source: IMF)

In the next five years, financial assets will witness much faster growth rate as compared to physical assets. As far as individual contribution is concerned, financial asset will form almost 63% of the total individual assets by FY25. Physical assets will be restricted to 37% of the total wealth.

Table: Individual Wealth Estimation **(₹ In Billion)**

Category	FY20 Amount	FY25 Amount	CAGR (%)	Proportion FY20	Proportion FY25
Financial Assets	2,62,912	5,12,157	14.27	56.5%	63.1%
Physical Assets	2,02,282	2,99,136	8.14	43.5%	36.9%
Total	**4,65,194**	**8,11,293**	**11.77**	**100.0%**	**100.0%**



(Source-Karvy India Wealth Report 2020)

The share of financial assets is increasing in total assets gradually from 56.5% to 63.1%.

Conclusion

India has the lowest mutual fund penetration globally. The total AUM to GDP ratio of India stands at a mere 16%, way below the global average of 63%. Countries like the US have AUM to GDP ratios of over 100%. So, the mutual fund industry in the country provides huge scope for growth and development. Real estate and gold have become less attractive forms of investments post demonetisation. Even the reduction in bank deposit rates in the past year has led to a shift in investment to mutual funds and the stock markets.

Financial Assets are expected to reach Rs.512 trillion at a CAGR of 14.27% and Physical Assets would grow at 8.14% CAGR to reach Rs.299 Trillion.

India is expected to be the fourth largest private wealth market globally by 2028.

Also, the government's efforts to increase banking penetration through Jan Dhan Yojana and higher digitization are also expected to boost financial savings. Factors such as favourable demographic profile with a young working population, rise in income levels, increasing financial literacy and retail participation and buoyancy in capital markets supporting equity AUM, are expected to drive the growth of the mutual fund industry in the long term.

OUR BUSINESS

Unless otherwise stated or the context otherwise requires, references in this section to "we", "our" or "us" are to the Anand Rathi Wealth Group. This section should be read in conjunction with the sections titled "Risk Factors", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 24, 95 and 260 of this Draft Red Herring Prospectus, respectively, as well as the financial information included in the section titled "Financial Information" on page 199 of this Draft Red Herring Prospectus.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which may not be derived from our Restated Financial Information or otherwise subjected to an examination, audit or review by our Statutory Auditors or any other expert. The manner in which some of the operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other wealth management companies in India and other jurisdictions.

Overview

We are one of the leading non-bank wealth solutions firms in India and have been ranked amongst the top three non-bank mutual fund distributors in India by gross commission earned in Fiscal 2020 (*Source – CARE Advisory Research*). We serve a wide spectrum of clients through a mix of wealth solutions, financial product distribution and technology solutions. We provide services primarily through our flagship Private Wealth ("**PW**") vertical where we manage ₹ 260.58 billion in AuM as on March 31, 2021. Our AuM is a sum of (i) all third-party assets that generate commissions or incomes, which could be upfront and/or on a trail basis and (ii) custody assets of our Clients (we do not include clients that merely have a custody account *i.e.* a demat account with us, but have no wealth assets such as mutual funds). Our AuM does not include the value of the promoter holdings in companies in our AuM even though they may be in the Anand Rathi Group's custody. Our Clients or active client families include client families/groups with at least ₹5 million in cumulative AuM. Each 'client family' or 'Client' may have one or more sub-accounts or family member accounts through which they invest

We believe we have achieved a dominant position in the distribution of financial products, with a focus on the growing HNI segment through an uncomplicated, holistic and standardised offering, delivered through an entrepreneurial team of private wealth professionals, known as Relationship Managers ("**RMs**").

We commenced activities in Fiscal 2002 as an AMFI registered mutual fund distributor and have evolved into providing, well researched solutions to our Clients by facilitating investments in financial instruments through an objective driven process. As of March 31, 2021, PW vertical caters to 6,109 active client families, serviced by a team of 233 RMs (including 8 RMs working on contractual basis). As on March 31, 2021, 52.33% of our Clients have been associated with us for over 3 years, representing 72.19% of our total PW AuM, which shows our strength in vintage of both clients and their AuM in our business. We are currently present across 11 cities in India, namely, Mumbai, Bengaluru, Delhi, Gurugram, Hyderabad, Kolkata, Chennai, Pune, Chandigarh, Jodhpur and Noida and we have a representative office in Dubai.

We believe, the HNI segment of clients (*i.e.*, individuals with net worth between ₹ 50 - 500 million), is an attractive and underserved segment in terms of quality of service and creating a platform to serve this segment is often time consuming and difficult to build. In our experience, Clients belonging to the HNI segment are less price sensitive and appreciate the high quality and personalized services we offer. Our client families have consistently grown with new family additions of 965, 863 and 988 in Fiscal 2019, Fiscal 2020 and Fiscal 2021 respectively. Correspondingly, our PW AuM has also grown at a CAGR of 20.17% from ₹ 180.37 billion as of 31st March, 2019 to ₹ 260.58 billion on March 31, 2021. Our growth in the PW vertical is driven by our experienced management team with decades of experience in financial services led by Rakesh Rawal, our Chief Executive Officer and Feroze Azeez, our Deputy Chief Executive Officer. Our business strategies are implemented by a team of experienced professionals, with relevant functional and product expertise. We have been ranked in the top 50 in India's Great Mid-Size Workplaces 2017, 2018 and 2020 by Great Place to Work Institute India

Our process driven approach, aims to achieve consistent Client outcomes through a standardised investment strategy, augmenting our RM capability. With regards to mutual fund distribution, we have devised in-house methodologies that consider a defined set of parameters for mutual fund selection. Structured products form an integral part of our model portfolios enabling more predictable and stable returns, with lower risk as compared to equity investment over a medium to long term period. Our relatively simple product mix of mutual funds and structured products, further positions us well to capture our target clientele.

As part of our holistic approach to clients, we also facilitate estate planning, succession planning and create wills as part of our core objectives, without charging any cost to our Clients. As of the date of this DRHP, we have a dedicated in-house team of 5 specialists who are qualified lawyers and servicing clients across all locations to advise and create wills or designing and creation of private family trust.

We have digitised our operational process, including opening of an account, client approvals and investment transactions and on-boarding process. This has led to cost efficiencies and making execution less cumbersome, more transparent and contributed to the growth of our Company. Our Client engagement and marketing efforts have also significantly converted to digital with a move to a virtual process of meeting clients during the pandemic and conducting official meetings and training with multiple stakeholders. Moving to paperless documentation and operational process coupled with work from home model had fundamentally reduced our operating cost relating to stationery and printing costs, travel, business development and rental expenses.

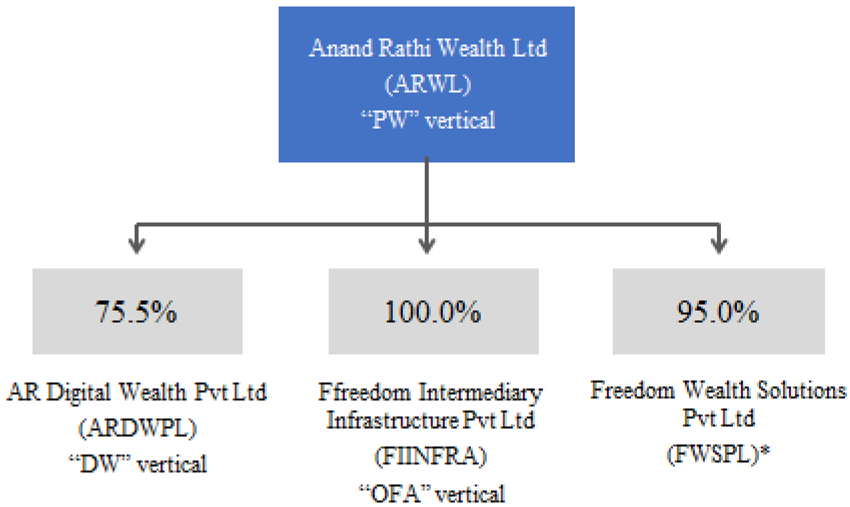
In addition to PW vertical, we have two other new age technology led business verticals, *i.e.*, Digital Wealth ("**DW**") and Omni Financial Advisors ("**OFA**"). We believe that technology is the key to keeping our business future proof. Our DW and OFA verticals are examples of our tireless efforts to create a technology platform to acquire new clients at lower cost as well as service and retain our existing clients. These in-house developed technologies, including mobile application for clients and partners provides us a ready platform to integrate with our PW vertical in future as and when required reducing our time to market for a digital solution.

Our DW vertical is a fin-tech extension of our proposition and addresses the large mass affluent segment (*i.e.* group of individuals with financial assets between ₹ 1 million to ₹ 50 million) of the market with a wealth solution delivered through a 'phygital channel' *i.e.* a combination of human interface empowered with technology. Starting September, 2016, our DW vertical has seen encouraging results in its attempt to build a 'Partner' led distribution model. As of March 31, 2021, the AuM for our DW vertical was ₹ 6.12 billion with around 3,000 clients and 183 client engagement partners.

Our OFA vertical is another strategic extension for capturing the wealth management landscape through which we provide a technology platform for Independent Financial Advisors ("**IFAs**") to service their clients and grow their business. Within a short period of over four years since its launch in September, 2016, it has become India's leading technology platforms for IFAs in terms of subscribers with over 5,000 subscribers as of March 31, 2021 (*Source – CARE Advisory Research*). As of March 31, 2021, 5,011 IFAs had subscribed to our IFA platform. These IFAs handle around 1.50 million clients.

Corporate Structure

Anand Rathi Wealth Group is as set out below:

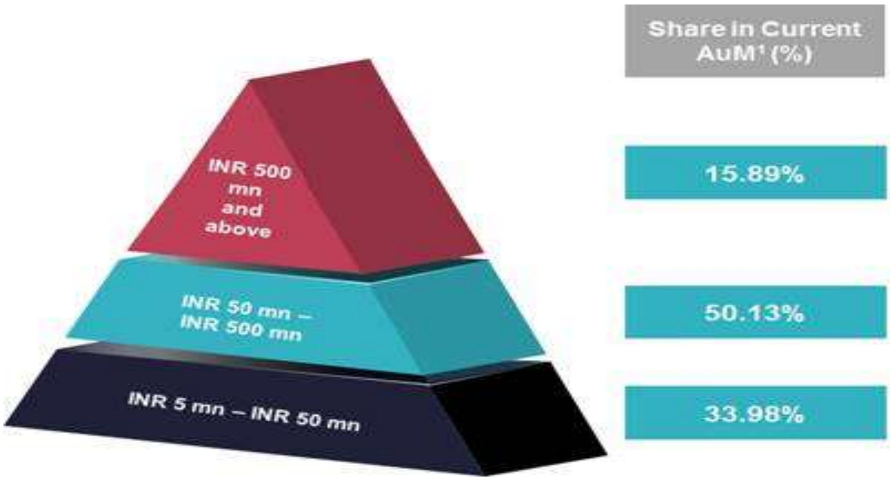


**FWSPL holds the registered investment advisory ("RIA") license and is inactive since September 30, 2020*

Our Strengths

1. Focus on the underserved and less price sensitive HNI segment

Our PW vertical focuses on the HNI segment with AuM potential of ₹ 50 - ₹ 500 million, who are seeking quality and value addition rather than low cost solutions. While the targeted AuM potential is above ₹ 50 million, we typically on-board clients with a relationship value of a minimum of ₹ 5 million. Through our uncomplicated, standardized and well researched approach, the client relationship value increases over a period of time. Below is a split of our AuM and Client count across different categories:



(1: Data as on March 31, 2021)

We believe, the HNI segment of clients is the most attractive and underserved segment in terms of the quality of service. Creating a platform to serve this segment is often time consuming and difficult to build, however, this platform has the potential to provide us a better opportunity to be the sole or a dominant wealth services provider to clients. Based on our experience, our clients belonging to the HNI segment are less price sensitive for the value of the service we offer.

The number of active client families with respect to our PW vertical stood at 6,109 as on March 31, 2021, wherein 52.33% of our Clients have been associated with us for a period of over three Financial Years.
Our value proposition has enabled us to make consistent additions to our number of Clients during the last three Fiscals as showcased in the table below:

Fiscal	2018-2019	2019-2020	2020-2021
No. of Clients added	965	863	988

Our Clients in the UHNIs category represents families having an AuM of greater than ₹ 500 million and these UHNIs were mostly HNIs when they were on-boarded and have subsequently elevated as UHNIs over a period of time.

2. Uncomplicated, holistic and standardized solutions offered to clients based on an objective-driven approach

Our Company follows a process driven approach in providing wealth solutions and aims to achieve consistent client outcomes through a standardized investment strategy which augments the RM's ability to deliver our service proposition. Our model portfolio consists of an optimal combination of mutual funds and structured products making it relatively simpler for clients to understand. This combination envisages liquidity along with limited risk to capital to our clients in the medium term. We believe in an 'uncomplicated' objective-oriented approach which helps our potential Clients identify their wealth goals and create conviction to act upon their investment decisions. Our solutions, coupled with a motivated team of trained RMs help us in attracting and retaining clients.

Below chart explains our end-to-end, process driven, standardized and well researched solution approach:

Our model portfolios are created using our in-house research and analytical tools in allocating assets and selecting securities that are aligned to each client's liquidity and risk profile. The portfolio is periodically monitored and if required, strategic calls are organized with clients to modify strategy and help them reach their financial goals.

3. Top tier non-bank mutual fund distributor in India coupled with presence in structured products

Mutual Fund: We are amongst the top three leading Mutual Fund Distributor ("MFD") in India (*Source: CARE Advisory Research*). We distribute mutual fund schemes managed by leading Asset Management Companies ('AMCs') in India and receive commissions linked to the outstanding market value of financial assets procured by us.

We are the third largest mutual fund distributor on the basis of the gross commission non-bank MFDs in Fiscal 2020 (*Source: CARE Advisory Research*). The total gross commission earned by our Company during Fiscal 2020 is higher than the foreign banks for the similar period (Source: *CARE Advisory Research*).

Structured Products: Apart from distribution of mutual funds, we also sell Structured Products/ market linked non-convertible debentures to our Clients. Structured products form an important part of our model portfolio acting as a hedge to market variability providing more predictable returns based on the market performance movement with medium to lower return risk as compared to equity investment over the maturity period.

In line with our process driven approach in providing wealth solutions, with an aim to achieve consistent client outcomes, we presently choose Structured products issued by Anand Rathi Global Finance Limited, which fit into our standardized investment strategy and target returns. Our Structured products are back-tested to assess high probability of delivering target returns. This process has resulted into delivery of favorable returns to our Clients.

As can be seen in the table below, a large portion of the Structured Product gross mobilization comes from repeat purchasers, *i.e.* Clients who have invested in ARGFL structured products before. Over the last three Fiscals, 77.98% of our Structured Product sales (₹ 60.12 billion out of ₹ 77.10 billion) has come from our repeat purchasers.

(₹ In billion)

Fiscal	2018-19	%	2019-20	%	2020-21	%	Last 3 Years	%
No of Products	331		530		634		1,495	
Gross Mobilisation	**18.66**	**100%**	**29.73**	**100%**	**28.71**	**100%**	**77.10**	**100%**
Repeat Purchase by existing Clients*	16.36	87.65%	24.45	82.28%	19.31	67.25%	60.12	77.98%

**Repeat purchase have been identified based on existing / previous MLD holding by same PAN number*

4. Focus on value added services i.e., safety net and estate planning services

We believe in a holistic approach, and as part of managing wealth for our Clients, our proposition also includes estate planning, succession planning and creating wills as part of our core objectives, without any cost to our

Clients. It safeguards and enables smooth transmission of wealth, which brings effective long-term relationship with the Clients. For us, the estate planning services are critical and imperative, for which, we have in-house team of five qualified lawyers, who are providing services to our Clients with succession and estate planning services across all locations.

Our focus on estate planning is through a two-fold process:

- **Advising and creation of wills** – Our estate planning team comprise of various subject-matter experts which provide relevant legal advice and case studies to decide on the distribution of wealth as per the client's desire and create customized documents as per the client's requirements.

- **Designing and creation of private family trust** – We believe that the safety nets are critical for Clients since it increases the probability of protecting the accumulated wealth against any liability or encumbrance that the Client may face in its business or profession. We typically recommend our Clients for creation of private family trusts that can help them achieve their wealth goals.

5. Unique approach to attracting and retaining talent through an entrepreneurial work culture

We hire account managers, who are business management graduates / CAs by qualification. These AMs assist RMs in servicing clients. Each RM is usually assisted by one AM. As of March 31, 2021, we had a total of 228 AMs. We provide intensive training and guidance, to develop the skills of AMs which helps in their smooth transition to the role of an RM. Over the last 3 years, 38 AMs have successfully progressed into the role of RM. We constantly strive towards enhancing our work environment and our work culture, which we believe are of utmost importance and have contributed towards us being able to retain our current RMs as well as attract new talent. We are led by a professional management team with extensive experience in the wealth management business.

We have built several people practices that we believe provides a competitive advantage in our business. All employees in the role of business heads, including unit heads and team leaders, actively also work as RMs and manage client relationships. As a result, our entire management, product and advisory teams bring a deep and hands-on understanding of the market that we believe enables us to be extremely agile as a business, identify and take advantage of strategic opportunities quickly and proactively respond to the changing competitive and regulatory landscape in India.

We promote and focus on an entrepreneurial and low-ego work culture as an integral part of our business strategy. We encourage and help our RMs to prepare their own business plans, focus on new client acquisitions without any geographical restrictions or collaborate with other team members, and actively mentor new hires. Our RMs have uncapped financial upside linked to their business.

6. Unique approach to the marketing initiatives

While references given by existing clients is the most popular mechanisms to on-board new families, another mechanism that has been successful for us is the focused group discussions. In this event, groups of RMs invite prospective clients, and a speaker does the rendition of our proposition. These sessions were conducted physically during Fiscal 2018 and 2019. In addition, some of the focused group discussions were covered by leading business news channels. Such events were conducted across all major locations in India. We also sponsor various programs in India, including elite clubs like golf events, pre and post budget discussions and commercial policy discussions. We also leverage the research, intellectual and informative referencing material developed in-house on macro-economic trends for lead generation. Several of our leadership team participates in various electronic media discussions around wealth solutions and offerings, which effectively helps in generating new Clients.

The Fiscal 2020-2021 saw new challenges due to the COVID-19 pandemic. We conducted digital webinars and our interactive webinars increased as against our physical events giving us a wider outreach. While the new client acquisitions seem to have been challenging, given the constraints of not doing physical meetings, the team still acquired 988 clients, with an average of approximately 82 clients per month in the Fiscal ending March 31, 2021.

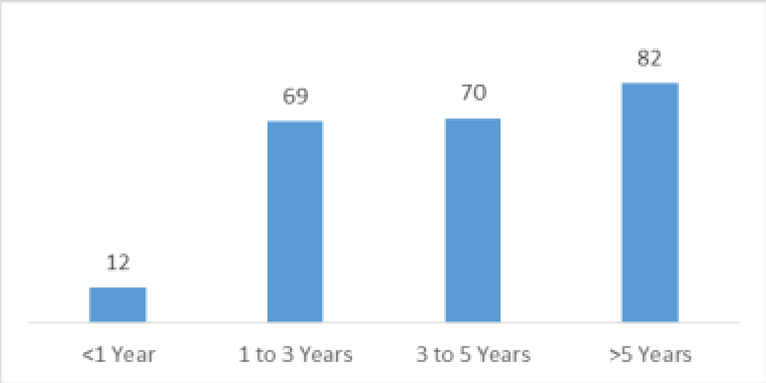
Strategies

The key elements of our strategy are as follows:

1. ***Increasing RM count with a focus on higher vintage RMs:***

RMs are the building blocks for our business. The greater is the vintage of a RM, the more productive such person is able to garner clients and increase high yield AuM. Currently, 86.51% of the AuM is generated by the RMs having a vintage of three years or more.

A vintage wise break-up of RM's as on March 31, 2021 is as follows:



We aim to improve our RMs strength and increase the higher vintage RMs to generate maximum business. The basis for growth in RMs shall be supplemented by our efforts on developing quality in-house talent. These RMs, who have been with us know the nuances of our operations, are better placed to garner high quality business and deliver desired growth.

2. ***Focus on scaling our business by capitalizing on current market opportunities and through geographic expansion***

The number of millionaires in India is expected to reach to 1.27 million (*Source – CARE Advisory Research)* by 2025, set out in the chart below:

Country	Number (thousand)		Change
	2020	2025	(%)
United States	21,951	28,055	28
China	5,279	10,172	93
Japan	3,662	5,411	48
United Kingdom	2,491	3,711	49
Germany	2,953	4,240	44
India	**698**	**1,269**	**82**
World	**56,084**	**84,014**	**49**

India has the key ingredients of a high-growth wealth management market, namely driven by a very large and young mass affluent segment; an increase in the wealth of global Indians; the Indian government's push to control illegal channel of funds and push for tighter regulations of the capital markets. Currently, 8% of the total population in India represents 45% of the total wealth and of the above only 20% take advice from wealth managers. With increase in start-ups, rising income levels and friendly macro factors with ease of doing business will drive growth of young HNI population in India; there is a big opportunity for a wealth management firm to tap into an underpenetrated market with huge upside growth potential for wealth managers *(Source – CARE Advisory Research)*

Also, as part of our expansion plans, we will continue the hub-and-spoke model to leverage common infrastructure and increase operational efficiency and aim for our geographic expansion to include tier 1, tier 2 and tier 3 cities across the country. We also intend to grow our branches in other key states in India. Although, we would explore the growing concept of e-office which is gaining momentum, our expansion through digital outlets across state levels will be rapid. Till such time, our business will continue to be managed centrally with the overall supervision from our corporate office.

3. *Brand-building efforts with an increased digital focus*

We intend to increase our brand recognition through various brand-building efforts, communication and various promotional initiatives. Such promotion would enhance the visibility of our brand and also improve our business positioning and credibility. In addition, several of our leadership team participates in various electronic media discussions around the private wealth sector, which also helps build brand visibility and attract new clients.

We want to continue our efforts to build financial awareness, create brand awareness and become the preferred private wealth firm of our target client segments. We want to enhance our brand as the most uncomplicated private wealth firm in the HNI segment by engaging our existing and potential clients through social media campaigns and participation in relevant programs on popular business channels. Our brand enhancement will also include multi-channel initiatives like electronic media, Social media, articles in magazines and newspapers etc.

The core of our business is the thought process that we will grow by educating our clients. We want to enhance the knowledge of our clients through interactive media sources that will allow our clients to become smarter decision-makers.

Awards and Accolades

The table below sets forth some of the certifications, awards and accreditations received by our Company:

Fiscal	Accreditation
2012	Voted "The Overall Best Private Bank in India as voted by HNWIs" in AuM US$1m-5m category in the Asiamoney Private Banking Polls 2012*
2013	The Overall Best Private Bank in India as voted by HNWIs : #1 in AuM>US$25m, #4 in AuM US$5.01m-25m, #2 in AuM US$1m-5m category - Asiamoney Private Banking Polls*
2014	The Best Overall Private Bank in India as voted by HNWIs : #1 in AuM> US$25m, #1 in AuM US$5.01m - 25m Asiamoney Private Banking Polls*
	Ranked among the "Best Domestic Private Banks in Asia 2005-2013" in India in the Asiamoney Private Banking Poll of Polls*
2015	Best Wealth Manager India Award – Capital Finance International, London*
2016	Best Wealth Manager India Award – Capital Finance International, London*
2017	Voted the Best Wealth Manager India by Capital Finance International, London
	Ranked 34 in India's Great Mid-Size Workplaces 2017 by HT Media Limited and Great Place to Work Institute India
2018	Best Wealth Manager India Award – Capital Finance International, London
	Great Place to Work – 2018 in the Small and Mid-Sized Organizations category, by the Great Place to Work Institute, India
2019	Amity Corporate Excellence Award for Most Strategic Private Wealth Management
2020	Fastest Growing Wealth Management Organisation by World BFSI Congress, 2020
2020	Customer Service Excellence Award by World BFSI Congress, 2020
2020	Great Place to Work – 2020 in the Small and Mid-Sized Organizations category, by the Great Place to Work Institute, India

******The award was received by ARFSL for the business that was subsequently transferred to ARAL and thereafter transferred to us.*

Our Business

<u>Private Wealth Vertical</u>

Our PW vertical caters to HNI and UHNI segment vertical where we manage ₹ 260.58 billion in AuM as on March 31, 2021. We commenced activities in Fiscal 2002 as an AMFI registered mutual fund distributor and have evolved into providing, well researched solutions to our clients by facilitating investments in financial instruments through an objective driven process. As of March 31, 2021, our PW vertical caters to 6,109 active client families, serviced by a team of 233 RMs. As on March 31, 2021, 52.33% of our clients have been associated with us for over 3 years, representing 72.19% of our total PW AuM, which shows our strength in vintage of both clients and their AuM in our business. We are currently present across 11 cities in India, namely, Mumbai, Bengaluru, Delhi, Gurugram, Hyderabad, Kolkata, Chennai, Pune, Chandigarh, Jodhpur and Noida and we have a representative office in Dubai

Our process driven approach, aims to achieve consistent client outcomes through a standardised investment strategy, augmenting our RM capability. With regards to mutual fund distribution, we are amongst the top three leading Mutual Fund Distributor ("MFD") in India (*Source: CARE Advisory Research*). We distribute mutual fund schemes managed by leading Asset Management Companies ('AMCs') in India and receive commissions linked to the outstanding market value of financial assets procured by us. Over the years, we have devised in-house methodologies that consider a defined set of parameters for mutual fund selection. We are the third largest mutual fund distributor on the basis of the gross commission non-bank MFDs in Fiscal 2019 and Fiscal 2020 (*Source: CARE Advisory Research*). The total gross commission earned by our Company during Fiscal 2020 is higher than the foreign banks for the similar period (Source: *CARE Advisory Research*).

Apart from the mutual funds, we also sell structured products/ market linked non-convertible debentures to our Clients. Structured products ('SP') form an integral part of our model portfolios enabling more predictable and stable returns, with lower risk as compared to equity investment over a medium to long term period. Structured products are NCDs where the maturity pay-off (principal and coupon) is linked to performance of a market variable, such as the stock indices, designed to complement and enhance the probability of generating desired returns for client portfolio. These products typically have a maturity period of three to five-years to increase the probability of achieving the maximum pay-off for clients. The majority of these products have limited degree of principal protection in scenarios where market performance is negative.

A large portion of the Structured Product gross mobilization comes from repeat purchasers, *i.e.* Clients who have invested in ARGFL structured products before. Over the last three Fiscal, 77.98% of our Structured Product sales (₹ 60.12 billion out of ₹ 77.10 billion) has come from our repeat purchasers.

Our primary revenue stream under this vertical is distribution and sale of financial products

We are registered with the Association of Mutual Funds of India (AMFI), as a MFD and distribute mutual fund products to our clients. We earn distribution commissions primarily on a trail basis from Asset Management Companies ("**AMCs**"). We are engaged with most of the leading AMCs in India and the commissions that we receive from them are linked to the contribution to their respective AuM from our distribution. We also purchase structured products/ market linked non-convertible debentures and offer them to our clients. We also endeavour to facilitate in providing exit liquidity to our clients, in case required by the client. Such structured products are issued by financial institutions including Anand Rathi Global Finance Limited and other NBFCs. At times, our clients, who seek to create long-term hedging by entering into derivative positions on long dated Nifty options for their portfolios, approach ARWSL and, in turn our Company facilitates such trades by acting as counter-party to such trades in NIFTY options, where needed, on the recognized stock exchange.

As part of managing wealth for our Clients, our proposition also includes estate planning, succession planning and creating wills as part of our core objectives, without any cost to our Clients. It safeguards and enables smooth transmission of wealth, which brings effective long-term relationship with the Clients. For us, the estate planning services are critical and imperative, for which, we have in-house team of five qualified lawyers, who are providing services to our Clients with succession and estate planning services across all locations.

A brief summary of the wills and estate planning services provided to our Clients over the last three Fiscal is as follows:

Fiscal	Wills creation	Trusts
2018-2019	254	53
2019-2020	589	190
2020-2021	398	80

Employees and manpower of PW vertical

We believe that our entrepreneurial and collaborative work culture is one of the critical factors for the success of our business.

Our business structure is elaborated below:

- An employee either joins directly as a Relationship Manager or he/she is recruited as an Account Manager who provides assistance in client servicing and then later evolves in to a Relationship Manager.

- Each Relationship Manager is generally assisted by an Account Manager.
- Once the Relationship Manager gains experience in our business, they can play a role of team leader and can actively mentor or guide newer Relationship Managers in building their businesses; each team leader typically mentors three to five Relationship Managers.
- We designate one team leader at each location as unit head who is responsible for reporting and administrative work related to each location.
- Product team - This team is allowed to manage clients so they are aware of the changing requirements and customise the products according to the dynamic trends.
- Estate planning team – We have an experienced team of professionals who help our clients with estate planning solutions or succession planning through creation of wills and private family trusts, depending on the requirement of the client.

Business heads including unit heads and team leaders actively work as Relationship Managers.

We have an entrepreneurial work culture, which incentivises our Relationship Managers to maximize efforts and aligns their objectives with the corporate objectives. We have an attractive RM incentive policy which is transparent and formula based giving complete clarity on the incentive payout based on RMs performance. Our policy of keeping the formula consistent has helped us in attracting, retaining and motivating our RMs. Our incentive structure allows the RMs to earn uncapped incentives on revenue generated by them through a uniform and standardized formula based approach.

We encourage our Relationship Managers to collaborate in their efforts towards client acquisition and management and income sharing. Our client acquisition is geographically unrestricted and we actively encourage our unit heads and team leaders to work with Relationship Managers from other locations. We use referrals by existing Relationship Managers as our main source of recruitment of new Relationship Managers.

We regularly train our Relationship Managers and Account Managers (approximately two days a month of training for every Relationship Managers and Account Managers), thereby ensuring that a consistent service is provided to all our clients. Our strong focus on regular training has helped us in two ways – firstly, we are able to hire new Relationship Managers and train them to imbibe our wealth management process and secondly, it enables us to groom the Account Managers into Relationship Managers.

Digital Wealth Vertical

AR Digital wealth ("DW vertical") is a fin-tech extension of our proposition, born from the extensive learnings from experience in the Private Wealth solutions. The idea was to address the large mass affluent segment of the market with a wealth solution delivered through a 'phygital channel' i.e a combination of human distributor empowered with technology. It seeks to build a scalable and profitable model by using this blend of technology capabilities and human interface.

This segment of the business was launched in 2016 and in a short time frame has seen encouraging results in its attempt to build a 'Partner' led distribution model through whom a packaged investment solution is delivered. 'Partners' are IFAs and AMFI registered Mutual Fund Distributors who are seeking to grow their business by taking the Anand Rathi brand, product research, selection and investment insights to their clients through an innovative easy-to-use technology interface. The business is also in the process of building a remote direct sales team that will be able to deliver this proposition using virtual channels and onboard the client through its online account opening process.

As of March 31, 2021, the AuM for our DW vertical was ₹ 6.12 billion with around 3,000 clients and 183 client engagement partners.The offering has a dedicated client mobile application and that is the primary mode of engagement between the partner and the client. This enables a single Partner to service a larger number of clients even though the client segment has a lower average AuM size. This results in positive unit economics of the business. We believe this model is highly scalable with a disruptive channel strategy since is not dependent on its geographical presence and can reach cities where physical scalability may not be cost effective.

Omni Financial Advisors ("OFA") Vertical

Our OFA vertical is another strategic extension for capturing the wealth management landscape. With OFA we provide a technology platform for Independent Financial Advisors ("IFAs") to service their clients and grow their business.

Since its launch in September, 2016, it has become India's leading tech platforms for IFAs in terms of subscribers (as of March 31, 2021) (Source – CARE Advisory Research) with 5,011 IFAs, around 1.50 million Platform Clients as on March 31, 2021. Platform Clients are the clients that are serviced by the IFAs.

This is mobile first platform servicing its users *i.e.* IFAs in mobile based client reporting, online transactions and financial planning for their clients. Coupled with analytics, data management and business management systems and a dedicated team of support and technology specialists, it endeavors to be one stop solution for an IFA.

Highest standards of data security, completeness, quality and authentication are ensured to service the clientele. The core strength is to digitally enable IFAs for better client serving. ARWL's experience of over 13 years in the wealth industry, combined with technology platform has helped us to scale up the business.

We conduct roadshows / meetings at various cities across India to attract IFA clients. For an annual subscription fees, an IFA receives access to our web portal and mobile application, which their clients can also access through a co-branded mobile app. In addition, we support subscribing IFAs with dedicated business support team. We also provide separate web logins and mobile app access for advisors and their clients.

OFA enables IFAs with the unique features such as:
- Client reporting;
- Business dashboard;
- Client engagement;
- Online mutual fund transactions; and
- Goal planning.

This proposition is useful to extend our technology and capture the ancillary retail market. It enables the IFA segment with a technology solution to capture and serve its clients and increase the size of the market in turn. The open architecture of the platform gives the capability of advisory to the advisor and helps him take complete ownership of his business.

COVID -19 Pandemic Initiatives

Product Initiatives: We navigated the Fiscal 2021 by closely associating with our Clients with a clear objective of recovering the losses incurred in portfolios. In addition, we regularly shared our research and actionable with our Clients. Some of these included:

- Our Clients shifted their corpus from debt mutual funds to overnight / liquid funds as the fear of a crisis in bond markets started to rise.
- During the Fiscal, we released 10 research reports covering the various fundamentals of markets like Impact of Covid on market volatility, GDP projections, corporate profitability, liquidity flow, sectoral concerns like banking NPA and elaborating our positive view on the equity market.
- All these initiatives led to a net addition of ₹1.25 billion in our growth / equity oriented mutual fund AuM

Digital Outreach

- **Digital meetings** – We shifted to a virtual process of meetings clients during the pandemic with meetings on digital platforms such as Zoom, Microsoft teams and Google meets etc. Thus, our client engagement became continuous, paving the way for quicker decision-making and increasing overall productivity.

- **Digitizing operational process**, the opening of an account, client approvals, transactions and onboarding process became less cumbersome, more transparent and contributed to the growth of the organization

- We started digital training which allowed us to conduct training frequently. This step allowed more time for clearing doubts, bringing in exhaustive case studies, answering data-related queries and improving the knowledge and conviction of the RMs.

Cost Efficiencies

- With the pandemic forcing a work from a home model, we had a cost advantage as travel expenses reduced significantly. From travelling domestically and internationally to meet clients and having product and review meetings at different locations - everything reduced to meeting in a virtual office.

- Moving to paperless documentation and operational process coupled with work from home model decreased stationery and printing costs.

- Although we intend to continue work from home model going forward for the office-going employees, we have already renegotiated rental cost across specific locations to incorporate this initiative. We believe this will help us reduce the cost of office space substantially.

- Physical client events turned digital, which increased the reach with the number of customers and decreased the cost significantly. Going forward, we would conduct physical events, however, the majority of the interactions will remain on digital platforms.

Information Technology ("IT")

Our Company functions on the technology driven operating model with digital platform and in-house technology team. We believe that technology will play an increasingly crucial role in delivering wealth management services as well building superior client advisory and engagement. Recognizing that this would need to be a core capability, we have built an internal technology team with over 41 members currently. The entire stack from back office, middle office and RM and client front ends are proprietary and built internally on a modern tech stack. This provides us not only the ability to build a differentiated tech platform, but also the agility to build market leading capabilities and in responding to business and client needs. Our adoption of technology has led to our cloud provider featuring us on their website as a case study for digital transformation.

Our current digital platforms cover the entire life cycle of our clients, from client onboarding, creating and delivering customized advisory using proprietary algorithms, facilitating transactions, multi-channel reporting and engagement. We provide our RMs, a web and mobile solution called the “Workstation”, which not only allows them to access client information, facilitate transactions, but also digitizes most of their everyday internal workflows (for example, collaboration of RMs and product specialists for clients). This Workstation is a one-stop remote office.

Our systems are completely cloud-based and engineered ground-up to scale significantly. We have also built monitoring systems to ensure rapid reaction times to such issues and therefore a seamless customer experience. We are currently focused on building more self-service capabilities through chat bots, leveraging platform generated insights that will allow our product teams to build better advisory as well as allow RMs to enhance client engagement further. We create and manage our data security infrastructure in-house and use reputed cloud and security vendors to continuously test and enhance our systems and practices in place to prevent security breaches and cyber-attacks.

Compliance

Our compliance team aims to ensure that we comply with applicable regulations including the Securities and Exchange Board of India (Intermediaries) Regulations, 2008, the Securities and Exchange Board of India (Investment Advisers) Regulations, 2013, and various circulars and notifications issued by SEBI from time to time.

The compliance function of our Company is managed by Ashish Chauhan, who acts as the Company Secretary and Compliance Officer. The team is responsible for compliance with various laws including corporate law, rules and regulations prescribed by the RBI and SEBI. Periodic compliance checks are carried out by the team for our Company and our Subsidiaries. In addition, when required, the external consultant/ chartered accountant also carry out certain additional procedures.

Risk Management

Our risk management practices have been designed and implemented taking into consideration the varying needs of our organization, operating structure, business operations and regulatory requirements.

The Audit Committee is responsible for overseeing the risk management framework, reviewing the key risks and mitigation strategies. Our management is also responsible for ensuring that the risk management framework is effectively implemented within all areas of their respective functions.

Risk assessment and mitigation strategy is an integral part of the organization's annual business reviews. The key risk management activities include investment risk, operational and regulatory risk and business continuity. Our internal auditor also carries out internal control reviews and provides an independent report to the Audit Committee on the adequacy and effectiveness of the risk management and internal controls of the organization. Our statutory auditor carries out a review of our internal controls over financial reporting to the extent of the scope as laid out in their audit plans. Any material noncompliance and internal control weaknesses are reported to the Audit Committee.

The systems that are in place are intended to provide reasonable but not absolute assurance against material misstatements or loss, as well as to ensure the safeguarding of assets, the maintenance of proper accounting records, the reliability of financial information, compliance with applicable legislation, regulations and best practices, and the identification and management of business risk.

Marketing initiatives

Currently, we conduct marketing events across all major locations in India where prospective clients are invited and our teams showcase our capabilities to these prospects in group meetings. Besides, references are the major source of client addition in our business and there is active ongoing outreach to existing clients to encourage them to provide prospective client references. We also undertake sponsorship of various programs in India, including at elite clubs like golf events, pre and post budget discussions and commercial policy discussions. We also leverage intellectual and informative reports on macro-economics prepared by the chief economist of the Anand Rathi Group and circulate the same amongst our existing as well as prospective clients. Several of our leadership team participates in various electronic media discussions around wealth management which also helps in effective tractions wealth relationship.

We believe that we have reached a critical team size and geographical spread where we can begin to use effective marketing across digital channels to create a meaningful business impact. We propose to increase our brand recognition through various brand building efforts, communication and various promotional initiatives across media including print, digital, hoardings and online platforms. Such promotion would enhance the visibility, business positioning and credibility.

Competition

We face competition from asset management, wealth advisory and distribution and non-banking finance companies, domestic and multinational banks with private banking operations that target clients in the segment we operate in. Some of our key competitors are part of diversified financial institutions and may have greater resources and offer a broader range of investment products and services than ours. For details, please refer section titled "*Industry Overview*" on page 95 of this Draft Red Herring Prospectus.

Intellectual Property

We currently hold, and use, 7 trademarks, being the UNCAPPED ACCELERATOR, DECAY MULTIPLE, PROTECTED ACCELERATOR, PROTECTED CALL, PROTECTED CALL PLUS, ARWEALTH and REVERSE CHI SQUARE and three copyright Core Concept Note, Financial Strategy- V1 and Financial Strategy- V34.

Further, we use, among others, the name, brand and trademark 'ANANDRATHI' and associated logos in the ordinary course of our business and in our corporate name. The trademark 'ANANDRATHI' is owned by, and is registered in the name of, ARFSL which is licensed to us through a license agreement dated April 1, 2018.

Human Resources

Our employees have a significant role to play in our success and we constantly strive towards enhancing our work environment and work culture. We enable an entrepreneurial culture with a flexible outlook to business, uncapped incentives to RMs and an experienced management team which leads with example. As of March 31, 2021, our Company had 622 employees. We strive to maintain a work environment that fosters professionalism, integrity, excellence and cooperation among our employees. The following table sets forth details of our employees as of March 31, 2021:

Employee Role	ARWL	ARDWPL	FINFRA	TOTAL
Senior Management*	3	1	1	5
RM *	233#	4	-	237
Business Development Manager	-	8	15	23
Account Manager	228	-	-	228
Product Team	59	2	3	64
Technology team	41	-	-	41
Others	59	10	57	126
Total	**622**	**25**	**76**	**723**

**Our Deputy CEO plays dual role as RM and management*
#Out of 233 RMs, 8 RMs are working on contractual basis.

Insurance

We have a 360* Protector Directors and Officers Liability Insurance – Non-SEC policy in place, and our employees, directors and officers are insured against business interruption, consequential damages, environmental damages, terrorist acts and war - related events. We also maintain insurance policies with respect to certain private four wheelers, fire and special perils.

Properties

Our Registered Office is located at 10th Floor, A Wing, Express Zone, Western Express Highway Goregaon (East), Mumbai – 400 063, Maharashtra and is occupied by us, pursuant to a leave and license agreement dated January 01, 2019. Our Corporate Office is located at 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra which is occupied by us, pursuant to a leave and license agreement dated March 24, 2017 and an agreement dated April 2, 2018.

As of March 31, 2021, we had the following branches / offices across India which are leased by us:

Sr. No.	City	Address
1.	Bengaluru	6th Floor, Tower A, The Millenia, Murphy Road, Halasuru, Bangalore 560008
2.	Chennai	No. 471, Ground Floor Prestige Polygon, Anna Salai, Adana, Chennai 600035
3.	New Delhi	A-254, Defence Colony, New Delhi 110024
4.	Gurugram	Unit No. 129,130,131,134 and to 134, 1st Floor, DLF Star Tower, Sector-30, NH-8, Gurugram 122018
5.	Hyderabad	4th Floor 1217/A Veda Rak Road No.36, Jubilee Hills, Hyderabad 500033
6.	Kolkata	5th Floor, J.K. Millenium Centre 48, Jawaharlal Nehru Rd, Birla Planetarium, Kankaria Estates, Park Street Area, Kolkata, 700087
7.	Pune	Office #601,602, Anand Rathi-PWM, Vikram Monarch, Modibaug, Ganeshkhind Road, Shivaji Nagar, Pune, 411016
8.	Noida	Smart Works, Ground Floor, Tower B, Maple Towers, Plot No. 1 and 2, Sector-125, Noida – 201301
9.	Chandigarh	SCO-10, 2nd Floor, Sector-26, Chandigarh – 160026
10.	Jodhpur	CYB-2, Cyber Park, Heavy Industrial Area, Jodhpur - 342 003
11.	Mumbai	11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel Mumbai 400 013
12.	Mumbai	Seagull House, 2nd Floor, Plot no.6, Shivaji Colony, Andheri (East) – 400099
13.	Dubai	#309, Blue Bay Towers, Marasi Drive, Business Bay, Dubai, UAE

KEY REGULATIONS AND POLICIES IN INDIA

The following is a brief of certain sector specific Indian laws and regulations which are relevant to our Company's and Material Subsidiary's businesses. The overview set out below is not exhaustive and is only intended to provide general information, and is neither designed, nor intended, to be a substitute for professional legal advice. For details of material approvals obtained by our Company and Material Subsidiary in compliance with these regulations, please see "Government and Other Approvals" on page 299 of this Draft Red Herring Prospectus. The statements below are based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

KEY REGULATIONS APPLICABLE TO OUR COMPANY AND MATERIAL SUBSIDIARIES

A. SEBI Regulations

*Securities and Exchange Board of India Act, 1992 ("**SEBI Act**")*

The SEBI Act, amongst other things, provides for powers, functions and duties of SEBI. The duties of SEBI include (a) protection of the interests of investors investing in securities, and (b) promotion of the development and regulation of the securities market, by such measures as it thinks fit. The SEBI Act provides for grant of registration of merchant banker, underwriter, portfolio manager, investment adviser, depository participant or any other intermediaries associated with the securities market, which are to be governed by various regulations notified by SEBI.

Intermediaries Regulations

The Securities and Exchange Board of India (Intermediaries) Regulations, 2008, as amended ("**Intermediaries Regulations**") regulates intermediaries which include stock broker, sub-broker, share transfer agent, merchant banker, portfolio manager, investment adviser, a trading member of a derivative segment or currency derivatives segment of a stock exchange. The Intermediaries Regulations prescribe the criteria for determining whether an applicant or the intermediary is a 'fit and proper person' for the purposes of registrations granted by SEBI under various regulations issued by SEBI.

The Intermediaries Regulations empower SEBI to take actions against persons who have been granted a certificate of registration and have failed to comply with any conditions subject to which a certificate of registration has been granted to him or contravenes any of the provisions of the securities laws or directions, instructions or circulars issued thereunder. The actions include (a) disposing of the proceedings without any adverse action, (b) suspension of certificate of registration for a specified period, (c) cancellation of certificate of registration, (d) prohibition of taking up new assignment or contract or launch a new scheme for a specified period, (e) debarment of a branch or an office from carrying out activities or an officer from being employed or associated with any registered intermediary or other registered person for the period specified in the order, or (f) issuance of a regulatory censure to the noticee. Further the Intermediaries Regulations provide for special procedure for action on expulsion from membership of the stock exchange(s) or clearing corporation(s) or termination of all the depository participant agreements with depository(ies).

Pursuant to the SEBI (Regulatory Sandbox) (Amendment) Regulations, 2020, SEBI may exempt any person or class of persons from the operation of all or any of the provisions of these regulations for a period as may be specified but not exceeding 12 months, for furthering innovation in technological aspects relating to testing new products, processes, services, business models, *etc.* in live environment of regulatory sandbox in the securities markets. Under this regulatory sandbox framework, entities regulated by SEBI shall be granted certain facilities and flexibilities to experiment with fintech solutions in a live environment and on limited set of customers for a limited time frame. These features shall be fortified with necessary safeguards for investor protection and risk mitigation.

Investment Advisers Regulations

The Securities and Exchange Board of India (Investment Advisers) Regulations, 2013, as amended ("**Investment Advisers Regulations**") govern the law pertaining to registration and regulation of the working of investment advisers. An investment adviser is a person, who for consideration, is engaged in the business of providing investment advice to clients and includes any person who holds out himself as an investment adviser. In terms of the Investment Advisers Regulations, an investment advice means an advice relating to investing in, purchasing, selling or otherwise dealing in securities or investment products, and advice on investment portfolio containing securities or investment products, whether written, oral or through any other means of communication for the benefit of the client and shall include financial planning. Investment advice given through newspaper, magazines, any electronic or broadcasting or telecommunications medium, which is widely available to the public is not considered as investment advice. “Financial planning” includes analysis of clients’ current financial situation, identification of their financial goals, and developing and recommending financial strategies to realize such goals. The Investment Advisers Regulations lay down, amongst other things, the obligations and responsibilities of investment advisers including (a) not receiving any consideration by way of remuneration or compensation or in any other form from any person other than the client being advised, in respect of the underlying products or securities for which advice is provided, (b) acting in a fiduciary capacity towards its clients and disclosing conflicts of interests as and when they arise (c) maintaining an arms-length relationship between its activities as an investment adviser and other activities, (d) ensuring that its investment advisory services are clearly segregated from all its other activities, (e) ensuring that in case of any conflict of interest of the investment advisory activities with other activities, such conflict of interest is disclosed to the client, (f) not divulging any confidential information about its client, which has come to its knowledge, without taking prior permission of its clients except where such disclosures are required to be made in compliance with any law for the time being in force, and (g) maintaining the records prescribed under the Investment Advisers Regulations. An investment adviser shall not act on its own account, knowingly to sell securities or investment products to or purchase securities or investment product from a client. In case of change in control of the investment adviser prior approval from SEBI is required to be taken.

The Investment Advisers Regulations stipulate liability for action in case of default by an investment adviser, which include (a) failure to furnish any information relating to its activity as an investment adviser as required by SEBI; (b) furnishment of false or misleading information to SEBI in any material particular; (c) failure to submit periodic returns or reports as required by SEBI; (d) non co-operation in any enquiry, inspection or investigation conducted by SEBI; (e) failure to resolve the complaints of investors or failure to give a satisfactory reply to SEBI in this behalf; or (f) contravention of any provisions of the SEBI Act or any regulations or circulars issued thereunder.

As per the current provisions of the Investment Advisers Regulations, a distributor of mutual funds who is a member of the Association of Mutual Funds in India (“**AMFI**”) and is providing any investment advice to its clients which is incidental to its primary activity is exempted from being registered as an investment adviser under the Investment Advisers Regulations. SEBI has in their frequently asked questions also clarified that mutual fund distributors registered with AMFI can only provide basic advice to its mutual funds clients incidental to its distribution activity. Incidental activities with respect to distribution of mutual funds means providing basic advice pertaining to investment in mutual fund schemes limited to such schemes / products being distributed by the distributor to its clients/ investors or any other mutual fund product. SEBI has also clarified that if a distributor of mutual fund is engaged in providing investment advice to general investors other than or in addition to its mutual fund clients, and in securities (such as shares, debentures, bonds, derivatives, securitized instruments, structured products, units of AIF, real estate investment trusts, infrastructure investment trusts, etc.) other than or in addition to mutual fund schemes distributed by him, then such distributor is required to get registration as an investment adviser.

SEBI has however, from time to time, issued Consultation Papers setting out proposals to amend the Investment Advisers Regulations. To effectuate certain proposals suggested by SEBI in its Consultation Paper on Review of Regulatory Framework for Investment Advisers, dated January 15, 2020, SEBI enacted certain amendments to the Investment Advisers Regulations which have come into force from September 30, 2020, which include, amongst other things, client level segregation at group level for investment advisory and distribution services, fees to be charged to clients, increase in minimum net-worth requirements of investment advisers and a prohibition on charging implementation fee by investment advisers. The current Investment Advisers Regulations requires client level segregation at group level for investment advisory and distribution services wherein the same client cannot be offered both advisory and distribution services within the group of the non-individual investment adviser. A client can either be an advisory client where no distributor consideration is received at the group level or distribution services client where no advisory fee is collected from the client at the group level. A non-individual investment adviser is required to maintain an arm’s length relationship between its activities as investment adviser and distributor by providing advisory services through a separately identifiable department or division. While an investment adviser is permitted to provide implementation services to the advisory clients only through direct schemes/ products in securities market, an investment adviser is not permitted to charge any implementation fees from the client. Further the investment adviser is required to ensure that no consideration including any commission or referral fees, whether embedded or indirect or otherwise, by whatever name called is received, directly or indirectly, at investment adviser’s group or family level for the said implementation service.

Our Company will be required to comply with any directions issued by SEBI in the future and/or any amendments that may be made to the Investment Advisers Regulations.

SEBI Circular on Mutual Fund Distributors

SEBI by way of its circulars no. CIR No.10 / 310 /01 dated September 25, 2001, MFD/CIR/20/23230/2002 dated November 28, 2002, SEBI/MFD/CIR No.01/6693/03 dated April 3, 2003, SEBI/IMD/CIR No.2/254/04 dated February 4, 2004 and Cir / IMD / DF / 5 / 2010 dated June 24, 2010, has *amongst others* directed that (a) agents/ distributors of mutual fund units are required to obtain certification from the National Institute of Securities Markets ("**NISM**") and registration from AMFI, (b) AMFI shall create a unique identity number of the employee/ relationship manager/ sales person of the distributor interacting with the investor for the sale of mutual fund products, in addition to the AMFI Registration Number ("**ARN**") of the distributor.

SEBI by way of its circular no MFD/CIR/ 06/210/2002 dated June 26, 2002 provided that all distributors and agents of mutual funds units are required to follow the code of conduct for intermediaries of mutual funds provided therein.

SEBI by way of circular no. SEBI/IMD/DF/13/2011 dated August 22, 2011 has provided guidance on due diligence process to be conducted by AMCs on certain categories of distributors

SEBI by way of its circular on "*Facilitating transaction in mutual fund schemes through the stock exchange infrastructure*" bearing reference number CIR/IMD/DSA/32/2013 dated October 4, 2013, has permitted a mutual fund distributor registered with the Association of Mutual Funds in India ("**AMFI**") and who has been permitted by BSE to be eligible to use the stock exchanges' infrastructure, to purchase and redeem mutual fund units directly from mutual fund and asset management companies (AMC), in addition to the existing channels of mutual funds distribution The recognized stock exchange shall grant permission to a mutual fund distributor on a request made by a AMFI registered mutual fund distributor on the basis of criteria including fee, code of conduct as laid down by AMFI. Additionally, it clarified that a mutual fund distributor shall not handle payout and pay in of funds as well as units on behalf of investors. The recognized stock exchange shall put necessary system in place to ensure that pay in will be directly received by recognized clearing corporation and payout will be directly made to investor account. In the same manner, units shall be credited and debited directly from the demit account of investors. SEBI has also by way of its circulars bearing reference no. SEBI/HO/MRD/DSA/CIR/P/2016/113 dated October 19, 2016 and SEBI/HO/MRD1/DSAP/CIR/P/2020/29 dated February 26, 2020, permitted (a) investment advisers registered with SEBI to use infrastructure of the recognised stock exchanges to purchase and redeem mutual fund units directly from mutual fund and AMCs, on behalf of their clients, including direct plans; and (b) investors to directly access infrastructure of the recognized stock exchanges to purchase and redeem mutual fund units directly from mutual fund and AMCs.

SEBI by its circular on "*Categorization and Rationalization of Mutual Fund Schemes*", bearing reference number SEBI/HO/IMD/DF3/CIR/P/2017/114 dated October 6, 2017 ("**SEBI Circular**") has specified the framework for categorization and rationalization of mutual fund schemes. This circular is applicable to the open-ended schemes of the mutual funds, which are either existing, or are in the process of being launched, or draft of the scheme document has been filed/ will be filed with SEBI. Pursuant to the SEBI Circular the mutual fund schemes are classified under five groups, namely, equity schemes, debt schemes, hybrid schemes, solution oriented schemes and other schemes. These five groups collectively have 36 different categories of each of these schemes under them, details of which are provided in the SEBI Circular. Further, the investment objective, investment strategy and benchmark of each existing scheme, is required to be suitably modified to be aligned with these classifications.

In relation to investment universe for the equity schemes, the SEBI Circular has defined large cap, mid cap and small cap companies in terms of full market capitalization, as: (a) large cap to be in the range of 1^{st}-100^{th}; (b) mid cap falling under 101^{st}-250^{th}; and (c) small cap to be a company which is 251^{st} onwards. In this regard, mutual funds will be required to adopt the list of stocks prepared by AMFI and in the event of any updation thereto, mutual funds will have to rebalance their portfolios as per the updated list, within a period of one month thereof. Further, SEBI by its circular on "*Asset Allocation of Multi Cap Funds",* bearing reference number SEBI/HO/IMD/DF3/CIR/P/2020/172, dated September 11, 2020, has partially modified the scheme characteristics of multi cap funds, such that requirement for minimum investment in equity and equity related instruments has been increased from 65 per cent. to 75 per cent. of the total assets, with minimum investment of 25 per cent. of the respective total assets in equity and equity related instruments of large cap, mid cap and small cap companies, each. Further, SEBI by its circular on "*Introduction of "Flexi Cap Fund" as a new category* *under Equity Schemes",* bearing reference number SEBI/HO/IMD/DF3/CIR/P/2020/228, dated November 6, 2020, has introduced a new category of scheme named "Flexi Cap Fund" under equity schemes which requires to make a minimum investment in equity and equity related instruments of 65% of total assets of the scheme and will be an open ended dynamic equity scheme investing across large cap, mid cap, small cap stocks.

SEBI by its circular on "*Total Expense Ratio (TER) and Performance Disclosure for Mutual Funds*" bearing reference number SEBI/HO/IMD/DF2/CIR/P/2018/137, dated October 22, 2018 provided that all scheme related expenses including commission paid to distributors is required to necessarily be paid from the scheme only within the regulatory limits and not from the books of the AMC, its associate, sponsor, trustee or any other entity through any route and that the AMCs should adopt full trail model of commission in all schemes without payment of any upfront commission to mutual fund distributors. Further, SEBI by its circular on "*Review of Commission, Expenses, Disclosure norms etc. – Mutual Fund"* bearing reference number SEBI/HO/IMD/DF2/CIR/P/2019/42 dated March 25, 2019 carved out for upfronting of trail commission for inflows through systematic investment plans from new investors to the mutual fund industry.

Insider Trading Regulations

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, ("**Insider Trading Regulations**") prohibits subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, or deal in any securities by an insider on the basis of having possession or access to the unpublished price sensitive information ("**UPSI**") of a listed entity. An insider is a person who is connected with the company and is reasonably expected to have certain price sensitive information in respect of the securities of the company or has received or has access to certain UPSI. In accordance with the Insider Trading Regulations, no insider shall communicate, provide, or allow access to any UPSI, relating to a company or securities listed or proposed to be listed, to any person. Any information is referred to as price sensitive information if it is likely to materially affect the price of the securities of the company to which it relates.

The Insider Trading Regulations essentially prescribes a model code of conduct to be followed by all companies and organizations associated with the securities markets. Under the Insider Trading Regulations, all listed companies and organizations associated with the securities market including, amongst other, intermediaries as defined under the SEBI Act, AMCs, trustees of mutual funds are under an obligation to formulate certain internal procedures and conduct following the model code of conduct as provided under the Insider Trading Regulations, by adopting the minimum standards set out in the relevant schedules and will further abide with the code of corporate disclosure practices.

Through amendments issued on December 31, 2018 and July 17, 2020 (the "**Amendments**") SEBI has provided for stricter norms pursuant to the report of the Committee on Fair Market Conduct. In terms of the Amendments, every listed or proposed to be listed company is required to maintain a digital database containing the names of all persons with whom UPSI is shared, names of all persons who have shared UPSI and the nature of UPSI. A "proposed to be listed company" includes securities of an unlisted company, (i) if such unlisted company has filed offer documents or other documents, as the case may be, with SEBI, stock exchange(s) or registrar of companies in connection with the listing; or (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013. The board of directors of a listed company is required to make a policy for determination of 'legitimate purposes' as a part of the Code of Fair Disclosures and Conduct. The Amendments have permitted the sharing of UPSI in the ordinary course of business with an indicative list of persons, provided that such information has not been shared to evade or circumvent the provisions of the Insider Trading Regulations.

AMFI Directions

AMFI issues circulars from time to time to its members on various aspects relating to distribution of mutual fund schemes by distributors.

OTHER APPLICABLE LAWS

Shops and Commercial Establishments legislations in various states

Under the provisions of local shops and commercial establishment legislations applicable in the states in which establishments are set up, establishments are required to be registered under the respective legislations. Contravention to provision of shops and commercial establishment legislations may entail penalty including imprisonment along with fine. These legislations regulate the condition of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work, among others.

Trade Marks Act, 1999

In India, trademarks enjoy protection under both statutory and common law. Indian trademark law permits the registration of trademarks for goods and services. The Trade Marks Act, 1999 ("**Trademark Act**") governs the statutory protection of trademarks and for the prevention of the use of fraudulent marks in India. Certification marks and collective marks can also be registered under the Trademark Act. An application for trademark registration may be made by individual or joint applicants and can be made on the basis of either use or intention to use a trademark in the future.

Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for 10 years unless cancelled. If not renewed after 10 years, the mark lapses and the registration has to be restored. The Trademark (Amendment) Act, 2010 has been enacted by the GoI to amend the Trademark Act to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries, and to empower the Registrar of Trademarks to do so. It also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to bring the law generally in line with international practice.

B. Miscellaneous

In addition to the above, an entity operating in the securities market in India, is required to comply with applicable securities laws in India, including, amongst others, the Takeover Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018. Further, we are required to comply with labour laws applicable in India, including, amongst others, Employees' Compensation Act, 1923, Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Employees' State Insurance Act, 1948, Payment of Gratuity Act, 1972 and Payment of Bonus Act, 1965 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Government of India has enacted 'The Code on Wages, 2019', 'The Occupational Safety, Health and Working Conditions Code, 2020', 'The Industrial Relations Code, 2020' and 'The Code on Social Security, 2020' (collectively, the "Labour Codes"), which propose to subsume several separate legislations such as the Payment of Bonus Act, 1965, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, and the Payment of Gratuity Act, 1972, however, the Labour Codes have not yet been completely notified.

HISTORY AND CERTAIN CORPORATE MATTERS

History of our Company

Our Company was incorporated at Mumbai on March 22, 1995 as Hitkari Finvest Private Limited, a private limited company under the Companies Act, 1956. The details of changes to its name are set out below:

Changes to the name of our Company:

Name	Reason for change	Date of certificate of incorporation/ fresh certificate of incorporation/ effective date of change of name
AR Venture Funds Management Private Limited	To reflect the objects of our Company.	April 6, 2005
AR Venture Funds Management Limited	Conversion to a public limited company pursuant to Sections 31 and 21, read with Section 44, of the Companies Act, 1956.	March 8, 2007
AR Venture Funds Management Private Limited	Conversion to a private limited company pursuant to Section 14, read with Section 18, of the Companies Act, 2013.	July 7, 2015
AR Venture Funds Management Limited	Conversion to a public limited company pursuant to Section 14, read with Section 18, of the Companies Act, 2013.	April 3, 2017
Anand Rathi Wealth Services Limited	To reflect the objects of our Company of wealth management business.	July 6, 2017
Anand Rathi Wealth Limited	Pursuant to the amendment in Regulation 3(3) of the SEBI (Investment Advisers) Regulations, 2013, no person, while dealing in distribution of securities, to use the nomenclature "Independent Financial Adviser or IFA or Wealth Adviser or any other similar name" unless registered with SEBI as an Investment Adviser. Accordingly, AMFI had advised to the mutual fund distributors (MFDs) inter alia not to use the words "Wealth Services" as part of their names and also to get their registered name changed, where the name coincides with the list of 52 names, as identified by AMFI, which included "Wealth Services" being used by the Company.	January 7, 2021

Changes to the address of the Registered Office of our Company

Change in Address		Date of change	Reason
From	To		
11/850, M.H.B. Colony, Gorai Road, Borivali (West), Mumbai 400 091, Maharashtra	9, Parekh Vora Chambers, 66, Nagindas Master Road, Fort, Mumbai 400 023, Maharashtra	March 22, 1995	Ease of business
9, Parekh Vora Chambers, 66, Nagindas Master Road, Fort, Mumbai 400 023, Maharashtra	Podar Chamber, 2nd Floor, 109, SA Brelvi Road, Fort, Mumbai 400 001, Maharashtra	July 10, 2001	Ease of business
Podar Chamber, 2nd Floor, 109, SA Brelvi Road, Fort, Mumbai 400 001, Maharashtra	J.K Somani Building, 3rd Floor, Bombay Samachar Marg, British Hotel Lane, Mumbai 400 023, Maharashtra	November 23, 2001	Ease of business
J.K Somani Building, 3rd Floor, Bombay Samachar Marg, British Hotel Lane, Mumbai 400 023, Maharashtra	Shubham Centre, B-2, 5th Floor, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai 400 099, Maharashtra	May 9, 2007	Ease of business
Shubham Centre, B-2, 5th Floor, Cardinal Gracious Road,	4th Floor, Silver Metropolis, Jai Coach Compound, Opposite	December 23, 2009	Ease of business

Change in Address		Date of change	Reason
Chakala, Andheri (E), Mumbai 400 099, Maharashtra	Bimbisar Nagar, Goregaon (East), Mumbai 400 063, Maharashtra		
4th Floor, Silver Metropolis, Jai Coach Compound, Opposite Bimbisar Nagar, Goregaon (East), Mumbai 400 063, Maharashtra	Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (East), Mumbai 400 063, Maharashtra	January 19, 2019	Ease of business

Main objects

The main objects of our Company as per the Memorandum of Association are:

"1. *To carry on the activities of raising or acquiring funds for and managing venture capital funds, offshore funds, pension funds, provident funds, insurance funds, or any other funds and to act as managers, consultants, advisors, administrators, attorneys, agents, or representative of or for venture capital funds, offshore funds, pension funds, provident funds, insurance funds, or any other funds formed or established in India or abroad by the company or any other person or by any government, state, local authority, association, institution or any other agency or organization.*

2. *To act as Financial Advisors and Investment Advisors and to render such financial management, financial consultancy and advisory services to individuals, companies, corporations, trusts and other entities as supplemental activity of the company.*

3. *To act as the wealth managers, financial consultants, management consultants, advisors and provide consultancy, advisory, financial services and facilities of every description and to manage and mobilise funds and assets of/for various companies, mutual fund, individual investors, firms, associations and other bodies corporate, private and institutional investors and carry on the activities of managing investment in equity and derivative instruments, structured products, commodities and commodity derivatives, currency and currency derivatives, debt instruments, mutual funds, government securities, saving instruments, insurance products, money market instruments and securities of all types and artworks and to promote, support and to carry on the business of providing wealth management services to the individuals, firms, associations, institutions, corporate and body corporate and to pass on the benefits of such investments as interest, dividend, bonus, etc.*

4. *To carry on all kinds of agency business and to act as advisors, consultants, agents, sub-agents, brokers, distributors, sellers of Deposits, loans, Mutual Funds, shares, stocks, debentures, Bonds, Government securities, insurance products, National Savings Certificates and such other financial, investment, personal loans, home loans products, securities and debt instruments and real estate including residential, commercial, agricultural land, plots, shops etc. and to acquire and hold one or more memberships/dealership with or without trading privileges of associations of bankers, associations of mutual funds, merchant bankers, insurance companies, fund managers, brokers, securities dealers or commodity dealers, clearing houses, stock exchanges, commodity exchanges in India or any part of the world which will or is likely in any way to facilitate the conduct of the company's business*."

The main object and objects incidental and ancillary to the attainment of the main objects, as contained in the Memorandum of Association, enable our Company to carry on its existing business.

Changes to our Memorandum of Association in the last 10 years

Our Memorandum of Association was amended from time to time pursuant to sub-division, or reclassification of, the authorised share capital of our Company. For details of changes to the authorised share capital of our Company since its incorporation, please see "*Capital Structure*" on page 68 of this Draft Red Herring Prospectus.

For details of changes to the name of our Company, see " - *Changes to the name of our Company*" above on page 155 of this Draft Red Herring Prospectus.

In addition to the aforesaid amendments to the Memorandum of Association, the following changes have been made to our Memorandum of Association in the last 10 years preceding the date of this Draft Red Herring Prospectus:

Date of the shareholders' resolution	Nature of amendment
March 22, 2017	Clause Nos. 3 and 4 of the main objects of our Memorandum of Association were added to reflect the following: "*3. To act as the wealth managers, financial consultants, management consultants, advisors and provide consultancy, advisory, financial services and facilities of every description and to manage and mobilise funds and assets of/for various companies, mutual fund, individual investors, firms, associations and other bodies corporate, private and institutional investors and carry on the activities of managing investment in equity and derivative instruments, structured products, commodities and commodity derivatives, currency and currency derivatives, debt instruments, mutual funds, government securities, saving instruments, insurance products, money market instruments and securities of all types and artworks and to promote, support and to carry on the business of providing wealth management services to the individuals, firms, associations, institutions, corporate and body corporate and to pass on the benefits of such investments as interest, dividend, bonus, etc.* *4. To carry on all kinds of agency business and to act as advisors, consultants, agents, sub-agents, brokers, distributors, sellers of Deposits, loans, Mutual Funds, shares, stocks, debentures, Bonds, Government securities, insurance products, National Savings Certificates and such other financial, investment, personal loans, home loans products, securities and debt instruments and real estate including residential, commercial, agricultural land, plots, shops etc. and to acquire and hold one or more memberships/dealership with or without trading privileges of associations of bankers, associations of mutual funds, merchant bankers, insurance companies, fund managers, brokers, securities dealers or commodity dealers, clearing houses, stock exchanges, commodity exchanges in India or any part of the world which will or is likely in any way to facilitate the conduct of the company s business.*" Clause Nos. 56 to 98 of the other objects of our Memorandum of Association were deleted.

Major events and milestones

The table below sets forth some of the major events and milestones in the history of our Company:

Fiscal	Particulars
2002	ARFSL received the certificate of registration from the Association of Mutual Funds in India with respect to its mutual fund distribution business.
2008	Our Company entered into contractual arrangement with ARFSL to use their premises to commence overseas operations in Dubai; and expanded wealth operations in India by setting up office in Delhi.
2015	AuM of wealth management business of ARFSL crossed ₹ 50,000 million.
2017	Our Subsidiary, AR Wealth Management Private Limited, acquired Freedom Wealth Solutions Private Limited (involved in investment advisory business) and Ffreedom Intermediary Infrastructure Private Limited.
2017	Our Company acquired the mutual fund distribution business of ARAL which ARAL had acquired from ARFSL.
2017	Our Company acquired the private wealth management business from Religare Wealth Management Limited.
2018	Our Company expanded wealth operations in eastern India by setting up office in Kolkata.
2018	AuM of our Company crossed ₹ 150,000 million.
Nov - 2019	AuM of our Company crossed ₹ 200,000 million.
Feb -	AuM of our Company crossed ₹ 250,000 million.

Fiscal	Particulars
2021	

Certifications, Awards and Accreditations received by our Company

The table below sets forth some of the certifications, awards and accreditations received by our Company:

Fiscal	Accreditation
2012	Voted "The Overall Best Private Bank in India as voted by HNWIs" in AuM US$1m-5m category in the Asiamoney Private Banking Polls 2012*
2013	The Overall Best Private Bank in India as voted by HNWIs : #1 in AuM>US$25m, #4 in AuM US$5.01m-25m, #2 in AuM US$1m-5m category - Asiamoney Private Banking Polls*
2014	The Best Overall Private Bank in India as voted by HNWIs : #1 in AuM> US$25m, #1 in AuM US$5.01m -25m Asiamoney Private Banking Polls*
	Ranked among the "Best Domestic Private Banks in Asia 2005-2013" in India in the Asiamoney Private Banking Poll of Polls*
2015	Best Wealth Manager India Award – Capital Finance International, London*
2016	Best Wealth Manager India Award – Capital Finance International, London*
2017	Voted the Best Wealth Manager India by Capital Finance International, London
	Ranked 34 in India's Great Mid-Size Workplaces 2017 by HT Media Limited and Great Place to Work Institute India
2018	Best Wealth Manager India Award – Capital Finance International, London
	Great Place to Work – 2018 in the Small and Mid-Sized Organizations category, by the Great Place to Work Institute, India
2019	Amity Corporate Excellence Award for Most Strategic Private Wealth Management
2020	Fastest Growing Wealth Management Organisation by World BFSI Congress, 2020
2020	Customer Service Excellence Award by World BFSI Congress, 2020
2020	Great Place to Work – 2020 in the Small and Mid-Sized Organizations category, by the Great Place to Work Institute, India

******The award was received by ARFSL for the business that was subsequently transferred to ARAL and thereafter transferred to us.*

Time and cost overrun in setting up projects by our Company

We have not encountered any time and cost overruns in respect of our business.

Details regarding material acquisitions or divestments of business/undertakings, mergers and amalgamation, and revaluation of assets in the last 10 years

Other than as disclosed under *'History and Certain Corporate Matters - Share Purchase and Shareholders' agreement*', our Company has not acquired any material business or undertaken any mergers or amalgamations or divestments of business or undertaking in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Transfer of business from ARFSL to ARAL and subsequently to our Company

ARFSL, an AMFI registered mutual fund advisor and a SEBI registered portfolio manager and investment advisor, transferred its core businesses (i.e. mutual fund distribution business and portfolio management business and investment advisor business) in Fiscal 2016 to ARAL, which held a merchant banker registration, with a view to achieving a simplified business structure and facilitating a dedicated management structure for its core businesses. Subsequently, in Fiscal 2017, ARAL further transferred its mutual fund distribution business to our Company.

Strategic and financial partners

As of the date of this Draft Red Herring Prospectus, our Company does not have any strategic and/or financial partners.

Defaults or rescheduling or restructuring of borrowings from financial institutions or banks

There are no defaults or rescheduling or restructuring of borrowings with financial institutions or banks.

Holding company

As on the date of this Draft Red Herring Prospectus, our Company is not a subsidiary of any company.

Subsidiaries and joint ventures

As of the date of this Draft Red Herring Prospectus, our Company has three Subsidiaries, namely, AR Digital Wealth Private Limited, Freedom Wealth Solutions Private Limited and Ffreedom Intermediary Infrastructure Private Limited. For details regarding the Subsidiaries of our Company, see "*Our Subsidiaries*" on page 161 of this Draft Red Herring Prospectus. Our Company does not have any joint ventures as on the date of this Draft Red Herring Prospectus.

Details of Shareholders' Agreements

Except as disclosed below, our Company does not have any subsisting shareholders' agreements among our Shareholders *vis-a-vis* our Company:

Share Purchase and Shareholders' agreement

Acquisition of FWSPL and FIINFRA

A shareholders' agreement dated August 10, 2016 was entered into amongst our Company, Mr. Anand Rathi, Mr. Amit Rathi and Ms. Supriya Rathi (collectively referred to as "**Anand Rathi Group Shareholders**"), certain other Anand Rathi Group Shareholders, AR Digital Wealth Private Limited ("**ARDWPL**") (a subsidiary of our Company), and Mr. Sumeet Vaid, Sumeet Surindernath Vaid HUF, Ms. Menka Vaid, Ms. Nandita Sud, Ms. Swati Agrawal, Mr. Bhupendra Sharma, Mr. Jitendra Tanna, Ms. Anisha Chaturvedi, Techno Auto-Components (I) Private Limited, Mr. Jayant Davar, Mr. Vikram Nirula, Mr. Sujan Sinha, Mr. Harshavardhan Raghunath, Parth Infracon Private Limited, Mr. Sandeep Parwal, Ms. Honey Parwal and Mr. Sandeep Parekh (collectively referred to as the "**Other Shareholders**") erstwhile shareholders of FWSPL (the "**ARDWPL Shareholders Agreement**"), pursuant to share purchase agreements entered into between each of the Other Shareholders, ARDWPL and FWSPL. Under the aforementioned share purchase agreements, the Other Shareholders of FWSPL agreed to sell their entire shareholding in FWSPL to ARDWPL, aggregating to 2,496,381 equity shares in FWSPL for 850,000 equity shares of ARDWPL in aggregate.

The key provisions of the ARDWPL Shareholders Agreement are summarized below:

Board of Directors: The Anand Rathi Group Shareholders will have sole control of ARDWPL and the board of directors of ARDWPL and any committees formed thereunder shall be responsible for the management, supervision, direction and control of ARDWPL. The Chairman of the board of directors at all times will be a nominee of the Anand Rathi Group Shareholders.

Operations and day to day management of ARDWPL: The Anand Rathi Group Shareholders, through their nominees appointed as directors, will continue to operate and manage the business of ARDWPL on a day to day basis.

Transfer of shares:

a) The Other Shareholders are required to obtain the prior written consent of the Anand Rathi Group Shareholders for transfer of equity shares of ARDWPL, subject to a put option available with the Other Shareholders (the put option would be exercisable at the end of 18 months from the date of allotment of equity shares of ARDWPL, against the Anand Rathi Group Shareholders except Mr. Sumeet Vaid, Ms. Menka Vaid and Sumeet Vaid HUF).

b) The Anand Rathi Group Shareholders have a right of first refusal in case any of the Other Shareholders decide to sell any equity shares of ARDWPL.

c) The Anand Rathi Group Shareholders have a right to drag along the Other Shareholders (subject to certain conditions) in the event the Anand Rathi Group Shareholders intend to transfer equity shares of ARDWPL to any third person.

Exit rights: The Anand Rathi Group Shareholders have an option to offer an exit to the Other Shareholders in the event of an increase in the share capital of ARDWPL, which may result in dilution of shareholding of the Other Shareholders in ARDWPL.

Acquisition of wealth management business from Religare Wealth Management Limited

An asset purchase agreement dated February 17, 2017 was entered into between our Company, Religare Wealth Management Limited ("**RWML**"), ARAL, ARSSBL, which was amended on March 15, 2017 and, subsequently, again on March 30, 2017 (the "**Asset Purchase Agreement**"), for the purchase of assets pertaining to the mutual fund products distributed by RWML, assets pertaining to the third party venture capital fund products, alternate investment fund products, structured products and portfolio management services distributed by RWML and assets in relation to purchase and sale transactions entered into by RWML in relation to listed equity shares, debentures, exchange traded funds, exchange traded futures and options and similar securities through Religare Securities Limited (acting in its capacity as a stock broker) by our Company. The total consideration for the asset purchase was ₹ 80 million payable by our Company in two tranches, i.e. the first tranche of ₹ 60 million upon completion of certain conditions precedent (closing) and the second tranche of ₹ 20 million upon completion of additional conditions precedent, namely, cancellation of registration number allotted by AMFI to RWML as a registered mutual fund distributor and transfer by RWML to our Company of at least 50% of the combined value of the mutual funds underlying the assets sold by RWML to our Company and the portfolio management services underlying the assets sold by RWML to our Company ("**Milestone Event**").

Guarantees given by the Promoter Selling Shareholders

The Promoter Selling Shareholders have not provided any guarantees to third parties on behalf of our Company and Subsidiaries.

Other material agreements

Our Company has not, in the last two years preceding this Draft Red Herring Prospectus, entered into any material contracts, in respect to which there is any obligation subsisting as on the date of the filing of this Draft Red Herring Prospectus, not being a contract entered into in the ordinary course of business.

OUR SUBSIDIARIES

As of the date of this Draft Red Herring Prospectus, our Company has three Subsidiaries, details of which are as follows:

1. AR Digital Wealth Private Limited
2. Freedom Wealth Solutions Private Limited
3. Ffreedom Intermediary Infrastructure Private Limited

Details regarding our subsidiaries

1. AR Digital Wealth Private Limited

Corporate Information

ARDWPL was originally incorporated as a private limited company under the name of Vecare Investments Private Limited under the Companies Act, 1956 on February 14, 1996. Subsequently, Vecare Investments Private Limited received a fresh certificate of incorporation pursuant to change of name of Vecare Investments Private Limited dated June 13, 2003 as K. B. Productions Private Limited. Thereafter, K. B. Productions Private Limited received a fresh certificate of incorporation pursuant to change of name of that company dated December 29, 2014 as AR Wealth Management Private Limited. Thereafter, AR Wealth Management Private Limited received a fresh certificate of incorporation pursuant to change of name of that company dated January 07, 2021 as AR Digital Wealth Private Limited. Its corporate identification number is U65923MH1996PTC097270. Its registered office is situated at 11th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India.

Nature of business

ARDWPL is engaged in the business of:

a) acting as advisors, consultants, counselors, management consultant, in all kind of wealth management services, undertake activity as portfolio manager and services to individuals, non-residents, firms, bodies corporate including overseas corporate bodies, institutions, banks, financial institutions, foreign institutional investors, trust, mutual funds, undertaking of any central, state, local or municipal authorities, whether in India or elsewhere and to provide financial advisory services; and

b) carrying on the business of portfolio management subject to Securities and Exchange Board of India (Portfolio Managers) Rules, 1992 and SEBI (Portfolio Managers) Regulations, 1993 and such other approval as may be required from other authorities subject to compliance of any other law in this regard, but as contemplated by the Reserve Bank of India Act / Banking Regulation Act, 1949 and to act as portfolio managers, portfolio advisors, to engage in the business of managing portfolio of securities, to manage investment pools, stocks, securities and finance, to mobilize and manage funds of any person or company by investment in various avenues like stocks, shares, debentures, bonds, mutual fund units, bank deposits, like growth fund, income fund, risk fund, tax – exempt funds, pension funds, superannuation funds, derivatives, commodities etc. and to pass on the benefit of portfolio investments to the investors as dividend, bonus, interest and to provide complete range of portfolio management services and personal financial services.

Capital Structure

The authorised share capital of ARDWPL is ₹ 100,000,000 divided into 10,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid up share capital of ARDWPL is ₹ 53,729,760 divided into 5,372,976 equity shares of face value of ₹ 10 each.

Shareholding of the Company in ARDWPL

Our Company holds 4,057,059 equity shares, aggregating to 75.51% of the equity share capital of ARDWPL.

2. Freedom Wealth Solutions Private Limited

Corporate Information

FWSPL was incorporated as a private limited company under the Companies Act, 1956 on February 13, 2009. Its corporate identification number is U74990MH2009PTC190352. Its registered office is situated at Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai 400063, India.

Nature of business

FWSPL is engaged in the business of providing consultancy in the field of wealth management services, wealth planning, financial planning, retirement planning, investment planning, property management, will writing, property valuation, sales, marketing, finance and accounts, human resource, legal and secretarial, business management, manufacturing, construction and project management functions. SEBI vide its circular dated 23rd September 2020 issued guidelines for Investment Advisors, requiring them to ensure segregation of advisory and distribution activities at the client level. In view of captioned circular the company decided to discontinue advisory activities effective from 1st October 2020 and hence no business activity is being carried out by the Company from the aforesaid date.

Capital Structure

The authorised share capital of FWSPL is ₹ 29,500,000 divided into 2,950,000 equity shares of ₹ 10 each. The issued, subscribed and paid up share capital of FWSPL is ₹ 24,963,810 divided into 2,496,381 equity shares of face value of ₹ 10 each.

Shareholding of the Company in FWSPL

Our Company holds 2,371,625 equity shares, aggregating to 95.00% of the equity share capital of FWSPL.

3. Ffreedom Intermediary Infrastructure Private Limited

Corporate Information

Ffreedom Intermediary Infrastructure Private Limited was originally incorporated as a private company under the name of Ffreedom Financial Planners and Investment Advisors Private Limited under the Companies Act, 1956 on July 19, 2013. Subsequently, Ffreedom Financial Planners and Investment Advisors Private Limited received a fresh certificate of incorporation pursuant to change of name of that company dated February 3, 2014 as Ffreedom Intermediary Infrastructure Private Limited. Its corporate identification number is U74999MH2013PTC245870. Its registered office is situated at 2nd Floor, Seagull House, Shivaji Colony, Off Andheri Kurla Road, Chakala, Andheri(East) Mumbai, Maharashtra 400099 India.

Nature of business

FIINFRA is engaged in the business of collecting, processing information in various manner using manual, electronic, mobile or any other mediums or devices from clients, intermediaries, corporate and people in general, to create analytics, statistics, reports, educational information, educational programmes, investor education information, store, digitise, collate data and information and to create, design, invent, prepare, own, develop, market, distribute, franchise out, rent, outsource, operate as service of software systems, software solution, hardware and to deal with computers data processing machines or any other equipment and materials of every kind and description useful in connection with collections, evaluations and storage of data/information, data input tool, and output reports and provide guidelines and actionables, engage with clients, intermediaries and other corporate, providing various kinds of calculators, risk assessment engines, loan eligibility calculators, and various planning tools, providing any type of tools, mobile applications, computer programs, to undertake assignments from clients on knowledge process outsourcing model and to deliver as per their requirements in terms of building infrastructure on the basis of information technology (IT) or non IT and make it available worldwide.

Capital Structure

The authorised share capital of FIINFRA is ₹ 20,000,000 divided into 2,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid up share capital of FIINFRA is ₹ 8,292,520 divided into 829,252 equity shares of face value of ₹ 10 each.

Shareholding of the Company in FIINFRA

Our Company holds 829,252 equity shares, aggregating to 100.00% of the equity share capital of FIINFRA.

Other confirmations

Accumulated profits or losses

There are no accumulated profits or losses of any of our Subsidiaries not accounted for by our Company.

Listing

None of our Subsidiaries are listed on any stock exchange in India or abroad. Further, neither have any of the securities of our Subsidiaries been refused listing by any stock exchange in India or abroad, nor has any of our Subsidiaries failed to meet the listing requirements of any stock exchange in India or abroad.

Business interest of our Subsidiaries in our Company

Except as disclosed in "*Financial Information -Related Party Transactions*", our Subsidiaries do not have any interest in our Company's business.

Common pursuits

One of our Subsidiaries, ARDWPL, is in the same line of business as our Company and accordingly, there are certain common pursuits amongst our Subsidiaries and our Company. As on the date of this Draft Red Herring Prospectus, there is no material conflict of interest amongst our Subsidiaries and our Company. Our Company and our Subsidiaries will adopt the necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

OUR MANAGEMENT

Board of Directors

Under our Articles of Association, unless otherwise determined by our Company in a general meeting, our Company is required to have not less than three and not more than fifteen Directors. Our Company currently has eight Directors, comprising one Executive Director, and seven Non-Executive Directors, out of which four are Independent Directors (including one woman Director). The following table sets forth the details regarding the Board as on the date of this Draft Red Herring Prospectus:

Name, Address, Designation, Occupation, Nationality, Term, Date of Birth, Period of Directorship and DIN	Age (Years)	Other Directorships
Mr. Anand Rathi ***Address***: 274-A, Kalpataru Horizon Co. Op. Hsg Society, S. K. Ahire Marg, Worli, Mumbai 400018 ***Designation***: Chairman and Non-Executive Director ***Occupation***: Business ***Nationality***: Indian ***Term***: Liable to retire by rotation@ ***Date of Birth***:June 25, 1946 ***Period of Directorship***: Since March 18, 2005 ***DIN***: 00112853	75	**Indian companies:** Private companies: a) Anand Rathi IT Private Limited; b) AR Trustee Company Private Limited; c) Ffreedom Intermediary Infrastructure Private Limited; d) Maa Gou Products Private Limited; and e) Sapphire Human Solutions Private Limited. Public companies: a) Anand Rathi Financial Services Limited; b) Anand Rathi Global Finance Limited; and c) Anandrathi Housing Finance Limited. Companies incorporated under section 25 of the *erstwhile* Companies Act, 1956: a) IMC Chamber of Commerce and Industry.; and b) Pushpalata Rathi Foundation.
Mr. Pradeep Gupta ***Address***: 301-C, Beau monde, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025 ***Designation***: Non-Executive Director ***Occupation***: Business ***Nationality***: Indian ***Term***: Liable to retire by rotation ***Date of Birth***: July 20, 1967 ***Period of Directorship***: Since March 18, 2005 ***DIN***: 00040117	53	**Indian companies:** Private companies: a) Anand Rathi International Ventures (IFSC) Private Limited; b) AR Trustee Company Private Limited; c) Ashadeep Holdings (India) Private Limited; d) Daman Ganga Textiles Private Limited; e) Jaipur Securities Private Limited; f) Jakhetia Finances Private Limited; g) LXME Money Private Limited; h) Network Synthetics Private Limited; i) PKG Finstock Private Limited; j) Rukmani Mercantile Private Limited; and k) Swati Capitals Private Limited. Public companies: a) Anand Rathi Advisors Limited; b) Anand Rathi Financial Services Limited; c) Anand Rathi Global Finance Limited; d) Anand Rathi Share And Stock Brokers Limited; and e) Anand Rathi Wealth Advisors Limited.

Name, Address, Designation, Occupation, Nationality, Term, Date of Birth, Period of Directorship and DIN	Age (Years)	Other Directorships
Mr. Amit Rathi ***Address***: 274-A, Kalpataru Horizon Co. Op. Hsg Society, S. K. Ahire Marg, Worli, Mumbai 400018 ***Designation***: Non-Executive Director ***Occupation***: Business ***Nationality***: Indian ***Term*****:** Liable to retire by rotation ***Date of Birth****:* October 7, 1974 ***Period of Directorship****:* Since March 18, 2005 and re-designated as Non-Executive Director effective July 16, 2021 ***DIN***: 00029791	46	**Indian companies:** <u>Private companies:</u> a) AR Trustee Company Private Limited; and b) AR Digital Wealth Private Limited. *(*formerly AR Wealth Management Private Limited*)* <u>Public companies:</u> a) Anand Rathi Financial Services Limited; b) Anand Rathi Global Finance Limited; and c) Anand Rathi Wealth Advisors Limited. <u>Companies incorporated under section 25 of the *erstwhile* Companies Act, 1956:</u> a) Pushpalata Rathi Foundation.
Mr. Rakesh Rawal ***Address***: No. 1002, Embassy Oasis, 46-1, Promenade Road, Near Ulsoor, Bangalore North, Bengaluru 560005 ***Designation***: Executive Director and Chief Executive Officer ***Occupation***: Service ***Nationality***: Indian ***Term***: Liable to retire by rotation and appointed as a Chief Executive Officer for a period of three years with effect from April 1, 2020 ***Date of Birth****:* January 7, 1956 ***Period of Directorship****:* Since March 1, 2017 ***DIN***: 02839168	65	**Indian companies:** <u>Private companies:</u> a) AR Digital Wealth Private Limited (formerly AR Wealth Management Private Limited); and b) Freedom Wealth Solutions Private Limited. <u>Public companies:</u> a) Anand Rathi Wealth Advisors Limited.

Name, Address, Designation, Occupation, Nationality, Term, Date of Birth, Period of Directorship and DIN	Age (Years)	Other Directorships
Mr. Mohan Tanksale ***Address***: C-3105, Oberoi Exquisite, Oberoi Garden City, Off Western Express Highway, Goregaon East, Mumbai – 400063 ***Designation***: Independent Director ***Occupation***: Strategic Consultant ***Nationality***: Indian ***Term***: For a period of five years with effect from February 6, 2021# ***Date of Birth****:* July 31, 1953 ***Period of Directorship****:* Since February 6, 2018 ***DIN***: 02971181	67	**Indian companies**: <u>Private companies</u>: a) Green Bridge Capital Advisory Private Limited; b) New Opportunity Consultancy Private Limited; c) Rubix Data Sciences Private Limited; d) Reach Ajcon Technologies Private Limited; e) Nearby Technologies Private Limited; and f) Lachhmidhar Kanshiram Finserv Private Limited <u>Public companies</u>: a) Centrum Housing Finance Limited; b) Edelweiss Asset Reconstruction Company Limited c) Electronica Finance Limited; d) Fort Finance Limited; e) India Pesticides Limited f) Ladderup Finance Limited; g) Raja Bahadur International Limited;and h) Yes Asset Management (India) Limited.
Mr. Ramesh Chandak ***Address***: Tower No-5, Flat No-2901, Crescent Bay, Jerbai Wadia Road, Parel, Mumbai City, Mumbai 400 012 ***Designation***: Independent Director ***Occupation***: Service ***Nationality***: Indian ***Term***: For a period of five years with effect from March 15, 2021# @ ***Date of Birth****:* November 7, 1946 ***Period of Directorship****:* Since March 15, 2018 ***DIN***: 00026581	74	**Indian companies** <u>Private companies:</u> a) First Bridge Fund Managers Private Limited. <u>Public companies:</u> a) KEC International Limited; b) Parag Milk Foods Limited; c) Prince Pipes and Fittings Limited; d) Ram Ratna Wires Limited; and e) Summit Securities Limited. **Foreign companies** a) KEC Investment Holdings.; and b) SAE Towers Holdings LLC.
Mr. Kishan Gopal Somani ***Address***: 163, Tagore Park, Dr. Mukherjee Nagar, Model Town, Delhi 110 009 ***Designation***: Independent Director ***Occupation***: Business and Profession ***Nationality***: Indian ***Term***: For a period of five years with effect from March 15, 2021#* ***Date of Birth****:* July 11, 1939 ***Period of Directorship****:* Since March 15,	82	**Indian companies:** <u>Private companies</u>: a) K.G. Somani Insolvency Professionals Private Limited; and b) K.G. Somani Management Consultants Private Limited. <u>Public companies</u>: a) KEI Industries Limited; and **b)** NTB Bowsmith Irrigation Limited.

Name, Address, Designation, Occupation, Nationality, Term, Date of Birth, Period of Directorship and DIN	Age (Years)	Other Directorships
2018 ***DIN***: 00014648		
Ms. Sudha Navandar ***Address***: Flat No.603,604/209, Anita Kutir CHS, HIG Colony, 90 feet road, Opposite State Bank of India, Near Ganpati Mandir, Ghatkopar (East) Mumbai 400 075 ***Designation***: Independent Director ***Occupation***: Professional ***Nationality***: Indian ***Term***:For a period of five years with effect from March 15, 2021# ***Date of Birth***: November 2, 1966 ***Period of Directorship***: Since March 15, 2018 ***DIN***: 02804964	54	**Indian companies**: Private companies: a) Kshitij Capital Advisors Private Limited. Public companies: a) Goa Glass Fibre Limited; b) Route Mobile Limited; c) Anand Rathi Financial Services Limited ; and d) Tribhovandas Bhimji Zaveri Limited

#Pursuant to resolutions passed by the Nomination and Remuneration Committee and the Board of Directors on August 5, 2020, respectively and a resolution passed by the Shareholders on September 28, 2020, the Nomination and Remuneration Committee, Bo ard and Shareholders have respectively approved the re-appointment of: (i) Mr. Mohan Tanksale for a period of five years with effect from February 6, 2021; (ii) Mr. Ramesh Chandak for a period of five years with effect from March 15, 2021; (iii) Mr. Kishan Gopal Soma ni for a period of five years with effect from March 15, 2021; and (iv) Ms. Sudha Navandar for a period of five years with effect from March 15, 2021.

* *Pursuant to the resolutions passed by the Nomination and Remuneration Committee and the Board of Directors on August 5, 2020, respectively and a resolution passed by the Shareholders on September 28, 2020, the Nomination and Remuneration Committee, Bo ard and Shareholders have respectively approved the re-appointment of Mr. Kishan Gopal Somani, who is aged above 75 years, for a period of five years with effect from March 15, 2021 as an Independent Director of our Company*

@ Pursuant to resolutions passed by the Board on June 14, 2021 and special resolutions passed by the Shareholders at the annual general meeting held on July 15, 2021, the Board and the Shareholders have respectively, approved the continuation of directorship of Mr. Anand Rathi who has attained the age of 75 years and Mr. Ramesh Chandak, who will attain the age of 75 years, for the remaining period of his existing term of directorship as non-executive Director and an Independent Director of our Company respectively.

Brief profiles of our Directors

Mr. Anand Rathi is the Chairman and Non-Executive Director of our Company. He has been associated with our Company since March 18, 2005. He is a gold medalist Chartered Accountant of November 1966 batch from the ICAI. Since completing his Chartered Accountancy over 50 years back, and prior to joining our Company, he was with Aditya Birla Nuvo Limited, with BSE (where he also held the position of President) and was one of the first directors of Central Depository Services Limited. He has been a regular speaker on various platforms of the ICAI and was a central council member of the ICAI. He is associated with philanthropic organisations including those involved in education.

Mr. Pradeep Gupta is a Non-Executive Director of our Company. He has been with our Company since March 18, 2005. He holds a Bachelor of Commerce degree from University of Rajasthan and he started his professional journey as a stock broker at Jaipur in 1992, besides being associated with textiles business at Daman Ganga Textiles Private Limited. He has promoted Anand Rathi Share and Stock Brokers Limited (formerly known as Navratan Capital and Securities Private Limited) and thereafter he joined ARFSL (formerly known as Anand Rathi Securities Private Limited) with Mr. Anand Rathi in the year 1998. He has over 30 years of experience in capital markets. He has been selected as a member of Who's Who Historical Society, International Who's Who of Professionals in 2009.

Mr. Amit Rathi is a Non-Executive Director of our Company. He has been associated with our Company since

March 18, 2005. He is a qualified Chartered Accountant from the ICAI and has a Masters' degree in Business Administration from New York University's Leonard N Stern School of Business. He is associated with the private wealth management and investment banking businesses of the Anand Rathi Group. He is also a director on the board of our corporate Promoter, ARFSL (formerly known as Anand Rathi Securities Private Limited).

Mr. Rakesh Rawal is an Executive Director and the Chief Executive Officer of our Company. He has been associated with the wealth management business of Anand Rathi Group since April 2, 2007. He holds a Bachelor of Technology degree in Mechanical Engineering from the Indian Institute of Technology, Kanpur and a Masters' in Management Studies degree from Jamnalal Bajaj Institute of Management Studies. Prior to joining our Company, he worked with Deutsche Bank and Hindustan Lever Limited. He currently focusses on the business development and client acquisition for the private wealth management business of our Company.

Mr. Mohan Tanksale is an Independent Director of our Company. He has been associated with our Company since February 6, 2018. He has a Bachelor's degree in Science from Bhopal University and Master's degree in Arts (English) from Awadhesh Pratap Singh University and Diploma in Russian language from Bhopal University. He is a Fellow Member of Institute of Cost Accountants of India and a Certified Associate of the Indian Institute of Bankers. He has more than 42 years of experience having served three major public sector banks being, Union Bank of India, Punjab National Bank as Executive Director and Central Bank of India in the capacity of chairman and managing director. He has also served on the board of various subsidiaries of Punjab National Bank and Central Bank of India and Life Insurance Corporation of India. He has also served as chief executive of Indian Banks Association and has been on the board of International Banking Federation. He has also been engaged as a Consultant to SWIFT India Domestic Services Private Limited. He was awarded as 'Person of the year' by SKOCH Foundation in year 2012.

Mr. Ramesh Chandak is an Independent Director of our Company. He has been associated with our Company since March 15, 2018. He is a Chartered Accountant and has been honoured with the CA Business Leader Corporate Award by ICAI in the year 2008. He is a former president of Indian Electrical and Electronics Manufacturers' Association. He was also the managing director of KEC International Limited. He has also successfully completed the program on 'leading change and organizational renewal' from Harvard Business School. He is also a proprietor at Ramesh D. Chandak.

Mr. Kishan Gopal Somani is an Independent Director of our Company. He has been associated with our Company since March 15, 2018. He is a qualified Chartered Accountant from the ICAI. He is also an associate member of the Institute of Company Secretaries of India. Additionally, he is also a fellow member of the Institution of Valuers and has qualified the Limited Insolvency Exams of IBBI under IBC, 2016. He has around 50 years of experience. Prior to joining our Company, he was a president of ICAI. He had previously served as a director on the board of Delhi Stock Exchange Association Limited. He is partner at M/s K.G. Somani & Co., Chartered Accountants, Delhi.

Ms. Sudha Navandar is an Independent Director of our Company. She has been associated with our Company since March 15, 2018. She is a qualified Chartered Accountant from the ICAI and a certified Public Accountant, USA. She is also an insolvency professional registered with the Insolvency and Bankruptcy Board of India. She is currently a partner in M/s. Pravin R. Navandar & Co., Chartered Accountants, with main focuses on corporate audits (internal and statutory), bank audits, company law cases, income leakage and corporate leakage and corporate advisory services. She is also a designated partner at Saksham Insolvency Resolution LLP.

Relationship between our Directors

The relationship between our Directors is as follows:-

- Mr. Amit Rathi is Mr. Anand Rathi's son.
- Mr. Pradeep Gupta is Mr. Anand Rathi's son in law and Mr. Amit Rathi's brother in law.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors or other members of senior management have been appointed pursuant to an understanding or arrangement with shareholders, customers, suppliers or others.

Payments or benefits to Directors by our Company

Other than as disclosed below, our Company and our Subsidiaries have not paid any compensation or granted any benefit to any of our Directors (including contingent or deferred compensation) in all capacities in Fiscal 2021.

With respect to our Executive Director, there is no contingent or deferred payment accrued for Fiscal 2021.

Terms of appointment of Executive Director

A. Mr. Rakesh Rawal

The appointment of Mr. Rakesh Rawal as a Director was approved by the Board of Directors of our Company through a resolution dated March 1, 2017, and the Shareholders, through a resolution at the annual general meeting dated September 29, 2017, approved his appointment as a Director with effect from March 1, 2017.

The Board of Directors, through a resolution dated August 29, 2017, and the Shareholders, through a resolution at the annual general meeting dated September 29, 2017, approved the remuneration of Mr. Rakesh Rawal as the Chief Executive Officer of our Company, up to an amount not exceeding ₹ 80 million per annum (exclusive of perquisites and employee provident fund contribution of the employer) payable to him during the term of his appointment for a period of three years from April 1, 2017 to March 31, 2020, on such terms and conditions, as may be decided by the Board of Directors, with the authority to the Board of Directors to determine and vary or increase the terms of remuneration payable to him within the aforesaid limits as may be agreed between the Board of Directors and Mr. Rawal.

Subsequently, the Board of Directors, through a resolution dated February 7, 2020, and the Shareholders, through a resolution dated September 28, 2020, approved the appointment of Mr. Rakesh Rawal as Executive Director and Chief Executive Officer of our Company for a further tenure of a period of three years with effect from April 1, 2020 for an aggregate remuneration (exclusive of incentives, perquisites and Employee Provident Fund (EPF) Contribution of the employer) of ₹ 34.31 million per annum, with the authority to Board to alter and vary the terms and conditions of appointment including remuneration, without any further approval from the members of the Company, subject to the condition that at no point of time, the remuneration payable to Mr. Rakesh Rawal shall exceed ₹ 80 million per annum.

Further, pursuant to the resolutions dated February 7, 2020 and September 28, 2020, the Board and Shareholders have respectively resolved that if during the currency of his tenure as Executive Director and Chief Executive Officer, the Company has no profits or if its profits are inadequate, he shall be entitled to aforesaid remuneration as minimum remuneration, subject to the limits specified in Part II of the Schedule V of the Companies Act, 2013 after obtaining necessary approval, if any, and as may be required.

In Fiscal 2021, he was paid a remuneration of ₹ 43.38 million.

Remuneration paid by our Subsidiaries

None of our Directors have received any remuneration, sitting fees or commission from any of our Subsidiaries in Fiscal 2021.

Remuneration/sitting fees for Non-Executive Directors and Independent Directors

Pursuant to the Board resolution dated March 15, 2018, each Independent Director, was entitled to receive sitting fees of ₹ 20,000 per meeting for attending meetings of the Board. The Board of Directors pursuant to resolution dated July 10, 2018 approved the revision in sitting fees of ₹ 50,000 per meeting for attending meetings of the Board and ₹ 25,000 per meeting for attending meetings of committees of the Board, The sitting fees are within the limits prescribed under the Companies Act, and the rules made thereunder.

Mr. Amit Rathi ceased to be managing director of our Company with effect from July 16, 2021 and continues to be the non-executive director of our Company.

In Fiscal 2021, he was paid a remuneration of ₹ 20.00 million in the capacity of managing director of our Company

Details of the sitting fees paid by our Company to our Independent Directors during Fiscal 2021 are as follows:

Sr. No.	Name of Director	Total amount of sitting fees paid (₹in million)
1.	Mr. Ramesh Chandak	0.25
2.	Ms. Sudha Navandar	0.32
3.	Mr. Mohan Tanksale	0.28
4.	Mr. Kishan Gopal Somani	0.13

There is no remuneration paid by our Subsidiaries to the Independent Directors in Fiscal 2021. Further, no remuneration was paid by our Company or our Subsidiaries to the Non-Executive Directors.

Changes in the Board of Directors in the last three years preceding the date of this Draft Red Herring Prospectus

Sr. No.	Name[#]	Date of appointment	Date of cessation	Reason
1.	Mr. Amit Rathi	July 16, 2021	-	Designation changed from Managing Director to Non-Executive Director
2.	Ms. Sudha Navandar	March 15, 2021	-	Re-appointment as Independent Director
3.	Mr. Kishan Gopal Somani	March 15, 2021	-	Re-appointment as Independent Director
4.	Mr. Ramesh Chandak	March 15, 2021	-	Re-appointment as Independent Director
5.	Mr. Mohan Tanksale	February 6, 2021	-	Re-appointment as Independent Director
6.	Mr. Rakesh Rawal	April 1, 2020	-	Re- appointed as Executive Director and Chief Executive Officer
7.	Mr. Amit Rathi	April 1, 2020	-	Re-appointment as Managing Director

[#] *Pursuant to a resolution passed by the Board of Directors on August 5, 2020 and a resolution passed by the Shareholders on September 28, 2020, the Board and Shareholders have respectively approved the re-appointment of: (i) Mr. Mohan Tanksale for a period of five years with effect from February 6, 2021; (ii) Mr. Ramesh Chandak for a period of five years with effect from March 15, 2021; (iii) Mr. Kishan Gopal Somani for a period of five years with effect from March 15, 2021; and (iv) Ms. Sudha Navandar for a period of five years with effect from March 15, 2021.*

Service contracts with Directors and Key Management Personnel

Our Company has not entered into any service contracts, pursuant to which its officers, including its Directors and Key Management Personnel, are entitled to benefits upon termination of employment.

Bonus or profit sharing plan of our Directors

None of our Directors are a party to any bonus or profit sharing plan by our Company.

Shareholding of our Directors in our Company

The Articles of Association do not require the Directors to hold any qualification shares.

For details on shareholding of the Directors in our Company please see "*Capital Structure – Notes to Capital Structure - Shareholding of our Directors and/ or Key Management Personnel*" on page 81 of this Draft Red Herring Prospectus.

Details regarding directorships of our Directors in listed companies

Except as disclosed below, none of our Directors is or was a director on the board of listed companies that have been/ were delisted from any stock exchange in India during the term of their directorship in such company.

1. Mr. Ramesh Chandak

Sr. No.	Details	Particulars
1.	Name of the company	KEC International Limited ("**KEC**")
2.	Name of the stock exchange(s) on which KEC was listed	BSE, NSE and MCX Stock Exchange Limited*

Sr. No.	Details	Particulars
3.	Date of delisting on stock exchanges	March 20, 2015 from MCX Stock Exchange Limited*
4.	Compulsory or voluntary delisting	Voluntary
5.	Reasons for delisting	Limited trading on MCX Stock Exchange Limited* of shares of KEC
6.	Whether KEC has been relisted	KEC has not been relisted
7.	Date of relisting, in the event KEC is relisting	Not Applicable
8.	Name of the stock exchange on which KEC was relisted	Not Applicable
9.	Term of directorship in KEC	December 26, 2005 till date

** Name changed to Metropolitan Stock Exchange of India Limited.*

None of our Directors is or was a director on the board of any listed company whose shares are / were suspended from trading on any stock exchange for a period of five years prior to the date of filing of this Draft Red Herring Prospectus, during the term of their directorship in such company.

None of our Directors have been identified as Wilful Defaulters.

Borrowing powers of our Board

In accordance with the Articles of Association, the Board may, borrow or raise any monies required by our Company upon such terms and in such manner with or without security as it may determine. In this regard, our Company, at its meeting of the Board dated November 28, 2016 and its meeting of the shareholders dated December 26, 2016 has resolved that pursuant to the provisions of Section 179(3) of Companies Act, 2013, the Board is authorised to borrow money for the purpose of our Company availing credit facilities up to an amount of ₹ 3,000 million.

Corporate governance

The provisions of the Listing Regulations with respect to corporate governance will be applicable to our Company immediately upon the listing of Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of applicable regulations, specifically the Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance, particularly in relation to constitution of the Board and committees of our Board. The corporate governance framework of our Company is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, each as required under law.

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas.

Currently, our Board has eight Directors, comprising one Executive Director, and seven Non-Executive Directors, out of which four are Independent Directors including one woman director. In compliance with the provisions of the Companies Act, 2013 at least two-third of our Directors, other than our Independent Directors, are liable to retire by rotation.

Committees of the Board

Our Board has constituted the following committees of the Board in terms of the SEBI Listing Regulations and the Companies Act.

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Stakeholders' Relationship Committee;

(d) Corporate Social Responsibility Committee and

(e) Risk Management Committee.

In addition to the above, our Board of Directors may, from time to time, constitute committees to delegate certain powers for various functions, in accordance with applicable laws

A. Audit Committee

The members of the Audit Committee are:

Sr. No.	Name of the Director	Nature of Directorship	Position in the Committee
1.	Mr. Mohan Tanksale	Independent Director	Chairman
2.	Ms. Sudha Navandar	Independent Director	Member
3.	Mr. Amit Rathi	Non-Executive Director	Member

The Audit Committee was constituted by a resolution of our Board dated August 29, 2017. By a resolution of the Board dated March 15, 2018, the Audit Committee was re-constituted. Pursuant to a resolution of the Board dated July 16, 2021, the latest terms of reference of the Audit Committee, which were revised in accordance with the applicable provisions of the Companies Act, 2013, and the Listing Regulations, are as follows:

1. Powers of the Audit Committee

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee;
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary.

2. Role of the Audit Committee

The role of the Audit Committee shall include the following:

a) 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;

b) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

c) reviewing the financial statements with respect to its subsidiaries, in particular investments made by the unlisted subsidiaries;

d) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

e) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   a. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

   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; and

   g. modified opinion(s) in the draft audit report.

f) reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

g) 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

h) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

i) approval of any subsequent modification of transactions of the company with related parties;

j) scrutiny of inter-corporate loans and investments;

k) valuation of undertakings or assets of the company, wherever it is necessary;

l) evaluation of internal financial controls and risk management systems;

m) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

n) 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;

o) discussion with internal auditors of any significant findings and follow up there on;

p) 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;

q) 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;

r) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

s) reviewing the functioning of the whistle blower mechanism;

t) overseeing the vigil mechanism established by the Company, with the Chairman;

u) 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 and background, etc. of the candidate;

v) review of utilization of loans and / or advances from investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;

w) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders. and;

x) carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the board of directors of the Company or specified/provided under the Companies Act, 2013 or by the SEBI Listing Regulations or by any other regulatory authority."

B. Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Sr. No.	Name of the Director	Nature of Directorship	Position in the Committee
1.	Mr. Kishan Gopal Somani	Independent Director	Chairman
2.	Mr. Ramesh Chandak	Independent Director	Member
3.	Mr. Anand Rathi	Chairman and Non-Executive Director	Member

The Nomination and Remuneration Committee was constituted by a resolution of our Board dated August 29, 2017 and re-constituted pursuant to a resolution of the Board dated March 15, 2018. The scope and functions of the Nomination and Remuneration Committee are in accordance with the Companies Act, 2013 and the Listing Regulations.

By a resolution of the Board dated March 15, 2018, the terms of reference of the Nomination and Remuneration Committee were approved and by a resolution of the Board dated November 15, 2019 the terms of reference of the Nomination and Remuneration Committee were revised, by our Company, which are as follows:

a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key management personnel, Senior Management and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that -

i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

iii. remuneration to directors, key management personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

b) formulation of criteria for evaluation of independent directors and the Board;

c) devising a policy on Board diversity;

d) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance (including independent director);

e) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of directors;

f) recommend to the Board all remuneration, in whatever form, payable to senior management;

g) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

i. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
ii. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
iii. perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in each case as amended, or by any other applicable laws or regulatory authority.

C. Stakeholders Relationship Committee

The members of the Stakeholders Relationship Committee are:

Sr. No.	Name of the member	Nature of Directorship	Position in the Committee
1.	Mr. Ramesh Chandak	Independent Director	Chairman
2.	Mr. Pradeep Gupta	Non-Executive Director	Member
3.	Mr. Amit Rathi	Non-Executive Director	Member

The Stakeholders Relationship Committee was constituted by way of a Board resolution dated March 15, 2018. The scope and functions of the Stakeholders Relationship Committee are in accordance with the Companies Act, 2013 and the Listing Regulations.

By a resolution of the Board dated March 15, 2018, the terms of reference of the Stakeholders Relationship Committee were approved and by a resolution of the Board dated November 15, 2019, the terms of reference of the Stakeholders Relationship Committee were revised by our Company, which are as follows:

(a) considering and resolving grievances of shareholders', debenture holders and other security holders;
(b) redressal of grievances of the security holders of the Company, including complaints in respect of, allotment of equity shares, transfer/transmission of shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, general meetings, etc;
(c) approval of transfer or transmission of shares, debentures or any other securities;
(d) resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc;
(e) review of measures taken for effective exercise of voting rights by shareholders;
(f) reviewing adherence to the service standards adopted in respect of various services being rendered by the registrar and share transfer agent;
(g) reviewing various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of our Company;
(h) issue of duplicate certificates and new certificates on split/consolidation/renewal,etc; and
(i) carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable laws".

D. Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

Sr. No.	Name of the member	Designation	Position in the Committee
1.	Mr. Anand Rathi	Chairman and Non-Executive Director	Chairman
2.	Mr. Pradeep Gupta	Non-Executive Director	Member
3.	Ms. Sudha Navandar	Independent Director	Member

The Corporate Social Responsibility Committee was constituted by way of a Board resolution dated March 15, 2018.

Further, by a resolution of the Board dated March 15, 2018, the terms of reference of the Corporate Social Responsibility Committee were approved by our Company and are as follows :

(a) To formulate and recommend to the board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
(b) To recommend the amount of expenditure to be incurred on the activities referred to in (a);
(c) To monitor the Corporate Social Responsibility Policy of the company from time to time;
(d) To do such other acts, deeds and things as may be required to comply with the applicable laws; and

(e) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or statutorily prescribed under any other law or by any other regulatory authority.

E. Risk Management Committee

The members of the Risk Management Committee are:

Sr. No.	Name of the member	Designation	Position in the Committee
1.	Mr. Anand Rathi	Chairman and Non-Executive Director	Chairman
2.	Mr. Pradeep Gupta	Non-Executive Director	Member
3.	Ms. Sudha Navandar	Independent Director	Member
4.	Mr. Mohan Tanksale	Independent Director	Member
5.	Mr. Ramesh Chandak	Independent Director	Member
6.	Mr. Rajesh Kumar Bhutara	Chief Financial Officer	Member

The Risk Management Committee was constituted by way of a Board resolution dated July 16, 2021. The terms of reference of the Risk Management Committee were approved by our Company and are as follows:

(a) To formulate a detailed risk management policy which shall include:

i. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the committee;

ii. Measures for risk mitigation including systems and processes for internal control of identified risks;

iii. Business continuity plan;

(b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) To periodically review the risk management policy at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(f) To appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

(g) Monitoring and reviewing of the risk management plan of the company;

(h) Review of the Cyber security and related risks and;

(i) Carry out any other function as is mandated by the Board from time to time and/or prescribed by any statutory notification, amendment or modification as may be applicable.

F. IPO Committee

The members of the IPO Committee are:

Sr. No.	Name of the member	Designation	Position in the Committee
1.	Mr. Anand Rathi	Chairman and Non-Executive	Chairman

Sr. No.	Name of the member	Designation	Position in the Committee
		Director	
2.	Mr. Pradeep Gupta	Non-Executive Director	Member
3.	Mr. Amit Rathi	Non-Executive Director	Member
4.	Ms. Sudha Navandar	Independent Director	Member

The IPO Committee was constituted by way of a Board resolution dated February 3, 2018 and last reconstituted on November 15, 2019.

Further, by a resolution of the Board dated November 15, 2019, the terms of reference of the IPO Committee were approved by our Company and are as follows:

(a) to decide, in consultation with the book running lead managers to the Offer "the BRLMs", on the Offer size (including any reservation for employees, to take on record the number of equity shares proposed to be offered by the selling shareholders respectively, and/or any other reservations or firm allotments as may be permitted, green shoe option), timing, pricing (price band, offer price, including to anchor investors, discount, etc.) and all other terms and conditions of the Offer, as permitted under applicable laws, and to make any amendments, modifications, variations or alterations thereto;

(b) to make applications to the concerned stock exchanges for their respective in-principle approvals for listing of the equity shares and file such papers and documents, including the draft red herring prospectus, red herring prospectus and / or prospectus, as may be required for the purpose;

(c) to approve consolidated restated financial statements and taking on record of the examination reports and / or auditor reports in relation thereto;

(d) to take all actions as may be necessary or authorized, in connection with the Offer, including taking on record the approval of the Offer, taking on record the consents of the selling shareholders offering their equity shares in the offer for sale, and the number of equity shares proposed to be offered by the selling shareholders respectively, extending the bid/offer period, revision of the Price Band, revisions to the size and structure of the Offer, in accordance with applicable laws;

(e) if required or desirable, to invite the existing shareholders of the Company to participate in the Offer to offer for sale their equity shares in the Offer;

(f) authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the Offer and any matter ancillary thereto;

(g) giving or authorising any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

(h) to appoint and enter into arrangements with the BRLMs, registrars to the Offer, advertising agencies, advisors to the Offer, legal counsel , syndicate members to the Offer, escrow collection banks to the Offer, refund banks to the Offer, sponsor bank to the Offer, public issue account banks to the Offer, underwriters to the Offer and any other agencies or persons or intermediaries to the Offer and to negotiate and finalise the terms of their appointment;

(i) to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries of the Company, industry data providers, parties with whom the Company has entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company, any concerned government and regulatory authorities in India or outside India, and any other consent, approval or waiver that may be required in connection with the Offer, if any;

(j) to make applications to, seek clarifications and obtain approvals from, if necessary, RBI, SEBI or any other statutory or governmental authorities in connection with the Offer and, wherever necessary, incorporate such modifications/ amendments/ alterations/ corrections as may be required to the draft red herring prospectus, red herring prospectus and Prospectus;

(k) to negotiate, finalise, settle, execute and deliver or arrange the delivery of the BRLMs' mandate or engagement letters, the offer agreement, registrar agreement, syndicate agreement, cash escrow and sponsor bank agreement, share escrow agreement, underwriting agreement and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever, including any amendment(s) or addenda thereto, including with respect to the payment of commissions, brokerages and fees, with the BRLMs, registrar to the Offer, legal advisors, auditors, Stock Exchanges and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the aforestated documents;

(l) to issue advertisements in such newspapers and other media as it may deem fit and proper in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018,as amended "SEBI ICDR Regulations", Companies Act, 2013 and rules thereunder and applicable laws;

(m) approving the draft red herring prospectus, red herring prospectus and prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient and approving and adopting any subsequent changes, correction, updates, alterations, revisions, modifications or amendments required for the finalization of the DRHP prior to filing with SEBI, settling or giving instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such changes, correction, updates, alterations, revisions, modifications, deletions or amendments as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations) and the preliminary and final international wrap for the Offer together with any addenda, corrigenda and supplement thereto as finalised in consultation with the BRLMs, in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines; withdrawing the DRHP or the RHP or to decide not to proceed with the Offer at any stage in accordance with the SEBI ICDR Regulations and applicable laws;

(n) to issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;

(o) to make applications for listing of the Equity Shares on the stock exchanges for listing of the Equity Shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;

(p) to authorise and approve the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the Offer;

(q) to do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in consultation with the BRLMs, deem necessary or desirable for the Offer, including without limitation, determining the anchor investor portion and allocation to anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws;

(r) to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the Offer, including with respect to the offer or allotment of the Equity Shares, terms of the Offer, , appointment of intermediaries for the Offer and such other issues as it may, in its absolute discretion deem fit;

(s) to take such action, give such directions, as may be necessary or desirable as regards the IPO and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the IPO, as are in the best interests of the Company;

(t) to open and operate separate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(u) to negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as may be deemed necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer. Any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board shall be conclusive evidence of the authority of the Board in so doing; and

(v) to delegate any of the powers mentioned herein above to such persons as the IPO Committee may deem necessary.

Policies

In accordance with the applicable provisions of the Listing Regulations and other applicable law, we have formulated various policies, including the following, copies of which are available on our website:

i. Archival policy;

ii. Policy for evaluation of the performance of the Board of Directors;

iii. Code of practices and procedures for fair disclosure of unpublished price sensitive information;

iv. Code of conduct for Board members and Senior management;

v. Policy on Corporate Social Responsibility;

vi. Dividend Distribution policy;

vii. Nomination and Remuneration policy;

viii. Policy for determining material subsidiaries;

ix. Policy for determination of materiality of an event/information;

x. Policy on preservation of documents;

xi. Policy on Prevention of Money Laundering Act 2002 ("**PMLA**");

xii. Policy on related party transactions;

xiii. Vigil mechanism policy and whistle blower policy;

xiv. Anti-sexual harassment policy;

xv. Code of Conduct for prevention of Insider Trading;

xvi. Materiality Policy for determination of Group Company and litigation;

xvii. Policy on familiarization programme for Independent Directors;

xviii. Policy on Board diversity;

xix. Risk management policy; and

xx. Succession planning policy.

Interest of Directors

All Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending the meetings of our Board and the committees of our Board. Our Executive Directors are interested to the extent of remuneration payable to them by our Company. Further, our Directors may also be interested in our Company to the extent of reimbursement of expenses payable to them.

Our Directors do not have any interest in any property acquired or proposed to be acquired of or by our Company as on the date of this Draft Red Herring Prospectus.

Further, our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery since incorporation.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Our Company has entered into a trademarks licensing agreement dated April 1, 2018 with our Promoter Selling Shareholders for the grant of permission and license to use the tradename, "**ANANDRATHI**" for its corporate name, domain name and in corporate material. The agreement shall continue unless terminated by mutual written consent of both the parties. Further, our Company is required to pay a license fee of ₹ 500,000 on or before April 10 of each financial year in advance. Our Directors, Mr. Anand Rathi, Mr. Pradeep Gupta and Mr. Amit Rathi, may be deemed to be interested to the extent of their shareholding in our ARFSL, one of our Promoter Selling Shareholders.

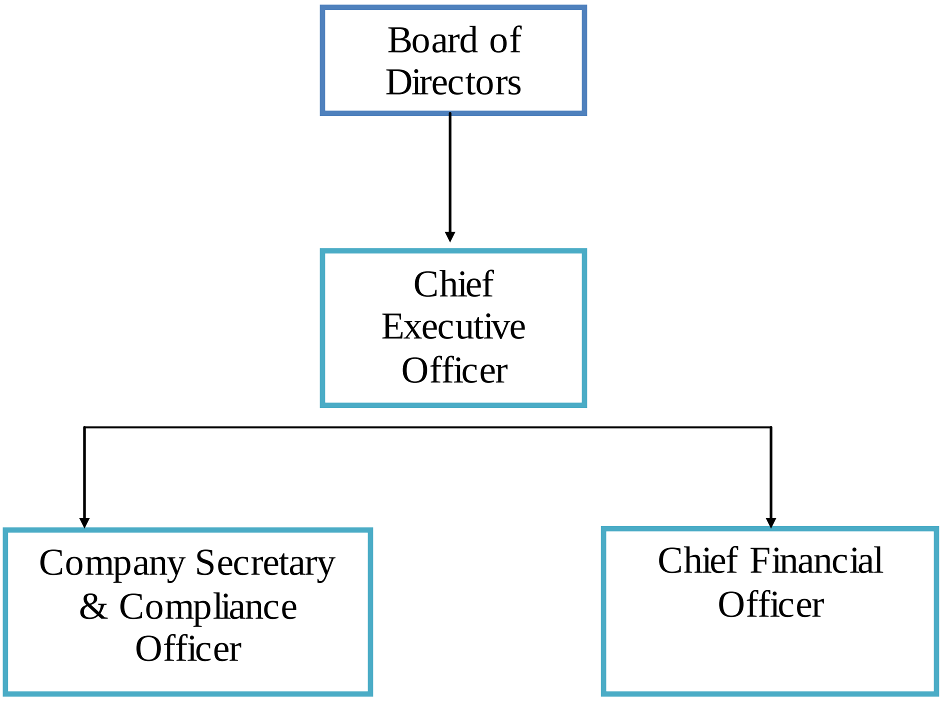
Except as stated in "*Other Financial Information -Related Party Transactions*" on page 258 of this Draft Red Herring Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in the business of our Company.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners.

No loans have been availed by our Directors or our Key Management Personnel from our Company.

Except as stated in "*Other Financial Information -Related Party Transactions*" on page 258 of this Draft Red Herring Prospectus, none of the beneficiaries of loans, advances and sundry debtors are related to our Directors.

Management Organisation Structure



Key Management Personnel

In addition to our Executive Director and Chief Executive Officer, Mr. Rakesh Rawal, the following persons are the Key Management Personnel of our Company:

i) Mr. Ashish Chauhan, Company Secretary and Compliance Officer; and
ii) Mr. Rajesh Kumar Bhutara, Chief Financial Officer.

All our Key Management Personnel are permanent employees of our Company. For details of the brief profile of our Executive Directors, please see "*Our Management - Brief profiles of our Directors*" on page 167 of this Draft Red Herring Prospectus.

The brief profiles of our other Key Management Personnel are as set out below:

Mr. Ashish Chauhan, aged 35 years, is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since December 2, 2019. He is a Fellow Member of the Institute of Company Secretaries of India and has a Bachelor's degree in Commerce from the University of Mumbai, along with a Bachelor's degree in Law from the University of Mumbai. Prior to joining our Company, he worked with Sutlej Textiles and Industries Limited, Cipla Limited and Hindustan Construction Company Limited, and has over 10 years of experience in secretarial functions. In Fiscal 2021, he was paid ₹ 1.58 million as total remuneration.

Mr. Rajesh Kumar Bhutara, aged 51 years, is the Chief Financial Officer of our Company. He has been associated with Anand Rathi Group since August 8, 2000. He is a member of the Institute of Chartered Accountants of India. He also holds a Bachelor's degree in Commerce from Jiwaji University, Gwalior. In his experience of over 21 years with Anand Rathi Group he has played a key role in looking at various functions areas like finance, accounts and taxation. In Fiscal 2021, he was paid ₹ 8.49 million as total remuneration.

Family relationships of Directors with Key Managerial Personnel

Except as disclosed above in relation to our Executive Directors, none of our Key Management Personnel are related to each other or to any of our Director.

Arrangement or understanding with major shareholders, customers, suppliers or others

Further, none of our Key Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others. Additionally, with respect to our Key Management Personnel, no contingent or deferred payment has accrued for Fiscal 2021.

Shareholding of Key Management Personnel

For details on shareholding of the Key Managerial Personnel in our Company please see "*Capital Structure - Shareholding of our Directors and/ or Key Management Personnel*" on page 81 of this Draft Red Herring Prospectus.

Bonus or profit sharing plan of the Key Management Personnel

Except for the bonus payable, at the sole discretion of the Board, as part of the remuneration to our Key Management Personnel in accordance with the terms of their respective appointment letters, none of our Key Management Personnel are a party to any bonus or profit sharing plan.

Interests of Key Management Personnel

Except as disclosed above in "*–Interest of Directors*" in relation to our Executive Director, and in "*–Shareholding of Key Management Personnel*", the Key Management Personnel of our Company do not have any interest in our Company other than to the extent of the remuneration, allowances, perquisites or benefits to which they are entitled to as per their terms of appointment, the reimbursement of expenses incurred by them during the ordinary course of business, and the employee stock options held under the ESOP 2017 and ESOP 2018 as disclosed in "*Capital Structure – Notes to Capital Structure – Employee Stock Option Schemes*".

Changes in the Key Management Personnel

In addition to the changes in our Board with respect to our Executive Directors as set forth under "*Changes in the Board of Directors in the last three years*" herein above, the changes in the Key Management Personnel in the last three years prior to the date of filing of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name	Designation	Date of appointment	Date of cessation	Reason
1.	Mr. Amit Rathi	Non-Executive Director	July 16, 2021	-	Change in designation from Managing Director to Non-Executive Director
2.	Mr. Rakesh Rawal	Executive Director and Chief Executive Officer	April 1, 2020	-	Re-appointment
3.	Mr. Amit Rathi	Managing Director	April 1, 2020	July 16, 2021	Re-appointment and subsequent re-designation as Non-Executive Director
4.	Mr. Ashish Chauhan	Company Secretary and Compliance Officer	December 2, 2019	-	Appointment
5.	Mr. Hardik Chauhan	Company Secretary and Compliance Officer	November 30, 2018	November 28, 2019	Appointment and subsequent resignation
6.	Mr. Dilip Balakrishnan	Company Secretary and Compliance Officer	October 1, 2016	November 30, 2018	Resignation

The rate of attrition of our Key Managerial Personnel is not high in comparison to the industry in which we operate.

Retirement and termination benefits

Except applicable statutory benefits none of our Key Managerial Personnel would receive any benefits on their retirement or on termination of their employment with our Company.

Contingent and deferred compensation payable to the Key Managerial Personnel

There is no contingent or deferred compensation payable to the Key Managerial Personnel, which does not form part of their remuneration.

Employee stock option and stock purchase schemes

We do not have any employee stock options or stock purchase schemes except for ESOP 2017, which was approved pursuant to a resolution of our Board dated November 28, 2016, and a Shareholders' resolution dated December 26, 2016, and ESOP 2018, which was approved pursuant to a resolution of our Board dated February 3, 2018 and a Shareholders' resolution dated March 3, 2018. For details of ESOP 2017 and ESOP 2018, see section titled "*Capital Structure - Employee Stock Option Scheme*" on page 82 of this Draft Red Herring Prospectus.

Payment or benefit to officers of our Company

Except as disclosed above under "*Interest of Directors*" and grant of options to our Directors and Key Management Personnel, no non-remuneration related amount or benefit has been paid or given within two years preceding the date of this Draft Red Herring Prospectus, or is intended to be paid or given, to any of our Company's officers, including the Directors and Key Management Personnel.

Service contracts with Key Management Personnel

Except as stated in the respective letters of appointment and statutory entitlements, if any, upon termination of their employment or retirement, our Company has not entered into any service contracts, pursuant to which any of the officers including Key Management Personnel are entitled to benefits upon termination / retirement of employment.

OUR PROMOTERS AND PROMOTER GROUP

A. Our Promoters

Our Company's Promoters are Mr. Anand Rathi, Mr. Pradeep Gupta and Anand Rathi Financial Services Limited.

As on date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

Sr. No.	Name of Promoter	Number of Equity Shares*	% of pre-Offer issued, subscribed and paid-up Equity Share capital
1.	Mr. Anand Rathi	3,564,260	12.85
2.	Mr. Pradeep Gupta	1,520,508	5.48
3.	Anand Rathi Financial Services Limited	11,964,082	43.12
	Total	**17,048,850**	**61.45**

** The number of Equity Shares and percentage of total pre-Offer paid-up Equity Share Capital have been computed without taking into account the bonus allotment by our Company on July 16, 2021.*

I. Brief profile of our Promoters is as under:

1. Mr. Anand Rathi

Mr. Anand Rathi, aged 75 years, is a promoter and chairman and Non-Executive Director of our Company. Mr. Rathi does not have a driving license.

Date of birth: June 25, 1946

Address: 274-A, Kalpataru Horizon Co. Op. Hsg Society, S. K. Ahire Marg, Worli, Mumbai 400018

Permanent Account Number: AADPR6532R

Aadhaar Card Number: 4531 7907 8196

For further details, see "*Our Management - Brief Profiles of our Directors*" on page 167 of this Draft Red Herring Prospectus.

2. Mr. Pradeep Gupta

Mr. Pradeep Gupta aged 53 years, is a promoter and Non-Executive director of our Company.

Date of birth: July 20, 1967

Address: 301-C, Beau monde Tower, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025

Permanent Account Number: ABRPG5512H

Aadhaar Card Number: 6665 9410 6932

Driving License: MH0219980028294

For further details, see "see "*Our Management - Brief Profiles of our Directors*" on page 167 of Draft Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number and passport number of Mr.

Anand Rathi and Mr. Pradeep Gupta shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

3. Anand Rathi Financial Services Limited

Corporate Information and history

ARFSL was originally incorporated as a private limited company under the name Anand Rathi Securities Private Limited under the Companies Act, 1956 on June 7, 1996. Thereafter, Anand Rathi Securities Private Limited changed its name to Anand Rathi Securities Limited and received a fresh certificate of incorporation dated May 29, 2006. Thereafter, Anand Rathi Securities Limited changed its name to Anand Rathi Financial Services Limited and received a fresh certificate of incorporation dated January 29, 2008 pursuant to change of name. Its corporate identification number is U67120MH1996PLC100108. Its registered office is situated at Express Zone, A-Wing, 10th Floor, Western Express Highway, Goregaon (East), Mumbai-400063.

As per the terms of the memorandum of association of ARFSL, its main objects are to carry on business in share and stock and purchase, sale, subscription, acquisition or dealing in shares, stocks, debenture stocks, bonds, units, negotiable instruments, obligations, mortgages and securities of any kind and to act as brokers and sub-brokers of any recognized stock exchanges subject to approval of SEBI rules and regulations and such other approvals as may be required from other authorities, subject to compliance with any other law in this regard.

As on the date of this Draft Red Herring Prospectus, ARFSL carries on the business of financial services, investment in securities of Group Companies and other companies and distribution of financial products. There have been no changes to the activities of ARFSL since its incorporation.

Promoters of ARFSL

The promoters of ARFSL are Mr. Anand Rathi and Mr. Pradeep Gupta.

Details of change in control or management of ARFSL

Except as disclosed below there has been no change in control or management of ARFSL in the last three years preceding the date of this Draft Red Herring Prospectus;

Mr. Pradeep Gupta ceased to be managing director of ARFSL with effect from September 1, 2020 and continues to be the director of ARFSL. Mr. Abhishek Rathi has been appointed as manager of ARFSL under Companies Act, 2013 with effect from March 1, 2021.

Board of Directors

The Board of Directors of ARFSL, as on the date of filing of this Draft Red Herring Prospectus, comprises the following directors:

Sr. No.	Name	Designation
1.	Mr. Anand Rathi	Director
2.	Mr. Pradeep Gupta	Director
3.	Mr. Amit Rathi	Director
4.	Mr. Charan Das Arha	Independent director
5.	Ms. Sudha Navandar	Independent Director

Shareholding pattern

The shareholding pattern of ARFSL as on the date of this Draft Red Herring Prospectus is as provided below:

Sr. No.	Name of shareholder	Number of equity shares	(%) of shareholding
1.	Mr. Anand Rathi	9,187,471	39.99
2.	Mr. Pradeep Gupta	3,277,559	14.27
3.	Ms. Priti Gupta	3,075,500	13.39
4.	Mr. Amit Rathi	2,499,160	10.88

Sr. No.	Name of shareholder	Number of equity shares	(%) of shareholding
5.	Mr. Navratan Gupta	1,318,028	5.74
6.	Anand Rathi Capital Advisors Private Limited	1,092,011	4.75
7.	Tmt Viniyogan Limited	947,250	4.12
8.	Ms. Sushiladevi Gupta	480,000	2.09
9.	Ms. Supriya Rathi	360,000	1.57
10.	Ms. PoojaMaru	180,000	0.78
11.	Other shareholders*	557,700	2.43
	Total	**22,974,679**	**100.00**

**These include equity shares issued under employee stock option scheme to the employees of ARFSL and equity shares held by the employee welfare trust.*

II. Other understandings and confirmations

Our Company confirms that in relation to each of the individual promoters, their respective PANs, bank account numbers and passport numbers and in relation to corporate promoter, its PAN, bank account number, registration number and address of the RoC where it is registered will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

There has been no change in control of our Company in the last five years immediately preceding the date of this Draft Red Herring Prospectus.

Our Promoters have adequate experience in the business activities undertaken by the Company.

Further, our Promoters have confirmed that they have not been identified as Wilful Defaulters.

Neither our Promoters nor members of our Promoter Group or any persons in control of our Company have been debarred, or restricted from accessing the capital markets for any reason, by SEBI or any other authorities. Our Promoters are not, nor have they been, promoters, directors or persons in control of any company which is debarred, or restricted from accessing the capital markets for any reason, by SEBI or any other authorities.

For further details in relation to litigation against our Promoters, see "*Outstanding Litigation and Material Developments – Litigation involving our Promoters*" on page 296 of this Draft Red Herring Prospectus.

Nature and extent of interest of our Promoters

1. Interest of our Promoters in promotion of our Company

As of the date of this Draft Red Herring Prospectus, Mr. Anand Rathi holds 3,564,260 Equity Shares, Mr. Pradeep Gupta holds 1,520,508 Equity Shares and ARFSL holds 11,964,082 Equity Shares.

Our Promoters are interested in our Company to the extent that they have promoted our Company; to the extent of their shareholding, direct or indirect, in our Company; to the extent of Equity Shares/stock options held by them or by any of their relatives in the Company and the shareholding of the companies, firms and trusts in which they are interested as director, members, partners and/or trustees, and to the extent of benefits arising out of such shareholding; to the extent of loans and advances availed by our Company from ARFSL; to the extent of loans and advances given by our Company to them and to the companies, firms and trusts in which they are associated; to the extent of any dividend distributions which may be made by our Company; to the extent of being Directors on the board of our Company and the remuneration payable by our Company to them; and in transactions which may be entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) are controlled by our Promoters.

For further details, see "*Capital Structure - Shareholding of our Promoters, Promoter Group and directors of our Promoter in our Company*" on page 74, "*Our Management – Interest of Directors*" on page 179 and "*Other Financial Information -Related Party Transactions*" on page 258 of this Draft Red Herring Prospectus.

2. Interest in being a member of a firm or company

Our Promoters are not interested as members of a firm or company, and no sum has been paid or agreed to be paid to any of our Promoters or to such firm or company in cash or shares or otherwise by any person either to induce any of our Promoters to become, or to qualify any of our Promoters as a director or otherwise for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

3. Interest in property acquired or proposed to be acquired by our Company

Except as disclosed in the section, "*Our Management – Interest of Directors*" on page 179 of this Draft Red Herring Prospectus, none of our individual Promoters have any interest in any property acquired by our Company within two years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company. Further, ARFSL does not have any interest in any property acquired by our Company within three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

4. Interest in acquisition of land, construction of building and supply of machinery

Except as disclosed below, our Promoters do not have any interest in any transaction with respect to the acquisition of land, construction of building, supply of machinery or any other contracts, agreements or arrangements entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

ARFSL has entered into cost sharing agreements dated April 1, 2017, and April 1, 2019 , with our Company, to provide resources of its centre and has agreed to mutually share the costs incurred like salary, rental of the premises, electricity expenses, telephone expenses, postage expenses, printing and stationery, repair and maintenance, computer and software maintenance charges, advertisement, with our Company. Pursuant to the agreement, ARFSL raises debit notes on our Company for its share in the total cost incurred on above items on periodical basis, which our Company is required pay ARFSL within a period of seven days from the date of raising such debit note. Except as disclosed in "*Other Financial Information – - Related Party Transactions*" on page 258 of this Draft Red Herring Prospectus, there are no other payments made by our Company to ARFSL, in this regard.

Accordingly, ARFSL is interested in our Company to the extent it received monies from our Company in this regard.

For further details including in relation to other transactions in which ARFSL may be deemed to be interested, please see "*Financial Information*" on page 199 of this Draft Red Herring Prospectus.

Mr. Anand Rathi and Mr. Pradeep Gupta may also be deemed to be interested in the above transactions to the extent of their respective shareholding in ARFSL.

5. Interest in our Company other than as promoters of our Company

Except as disclosed in "*Our Management – Interest of Directors*" on page 179, none of our Promoters have any interest other than as promoters of our Company, including any business interests, in our Company. Except as disclosed above in this section, ARFSL does not have any interest in our Company other than as a promoter of our Company, including any business interests, in our Company.

6. Other ventures of our Promoters

Except for our Subsidiaries and ARSSBL and ARGFL as disclosed in the sections "*Our Subsidiaries*" and "*Our Group Companies*" on pages 161 and 192 of this Draft Red Herring Prospectus, our Promoters are not involved with any other venture which is in the same line of activity or business as that of our Company.

7. Payments of benefits to our Promoters or Promoter Group during the last two years

Except as disclosed above in "*–Nature and Extent of interest of our Promoters"* and "*Other Financial Information – Related Party Transactions*" on pages 187 and 258 of this Draft Red Herring Prospectus, including in relation to equity shares, there have been no amounts or benefits, paid or given, to our Promoters or our Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group.

III. Material Guarantees given to third parties by the Promoters in respect of the Equity Shares

As on the date of this Draft Red Herring Prospectus, no material guarantees in respect of the Equity Shares of our Company, has been given by our Promoters.

IV. Disassociation by our Promoters in the last three years

Our Promoters have not disassociated themselves from any of the companies or firms during the last three years preceding the date of the Draft Red Herring Prospectus.

Name of the Promoter	Name of the entity from which disassociated	Date of disassociation	Reasons for and circumstances leading to disassociation
Mr. Anand Rathi	Nu Vista Limited (formerly known as Emami Cement Limited)	December 12, 2019	Ceased to be director owing to preoccupancy
	Probiz Advisor and Business Excellence LLP	May 21, 2018	Ceased to be partner owing to preoccupancy

V. Promoter Group

Natural persons forming part of our Promoter Group

In addition to our Promoters, the following persons form a part of our Promoter Group:

Sr. No.	Name of the member of the Promoter Group	Relation
	Mr. Anand Rathi	
1.	Mr. Suresh Rathi	Brother
2.	Dr. Phoolkaur Mundra	Sister
3.	Ms. Tara Mantri	Sister
4.	Mr. Amit Rathi	Son
5.	Ms. Priti Gupta	Daughter
6.	Ms. Pooja Maru	Daughter
7.	Ms. Krishna Dhoot	Sister-in-law
	Mr. Pradeep Gupta	
8.	Mrs. Priti Gupta	Spouse
9.	Mr. Navratan Mal Gupta	Father
10.	Mrs. Sushila Devi Gupta	Mother
11.	Mrs. Prabha Mundra	Sister
12.	Mrs. Asha Biyani	Sister
13.	Mr. Krishnav Gupta	Son
14.	Mrs. Aishwariya Dalmia	Daughter
15.	Mr. Anand Rathi	Father-in-law
16.	Mr. Amit Rathi	Brother-in-law
17.	Mrs. Pooja Maru	Sister-in-law

Entities forming part of our Promoter Group

Sr. No.	Entity
1.	AAP Investments Limited
2.	Aishwarya Capital Services Private Limited
3.	Amit Capital and Securities Private Limited
4.	Anand Rathi HUF
5.	Anand Rathi IT Private Limited
6.	Anand Rathi Power Projects Private Limited
7.	Anand Rathi Advisors Limited
8.	Anand Rathi Commodities Limited
9.	Anand Rathi Global Finance Limited
10.	Anandrathi Housing Finance Limited
11.	Anand Rathi Insurance Brokers Limited
12.	Anand Rathi International Ventures (IFSC) Limited
13.	Anand Rathi Share and Stock Brokers Limited
14.	Anand Rathi Wealth Advisors Limited
15.	Anand Rathi Marketing Services Private Limited
16.	Alphaplus Commodities Private Limited
17.	Ardnum Corporate Services Private Limited
18.	Aqua Proof Wall Plast Private Limited
19.	AR Trustee Company Private Limited
20.	AR Digital Wealth Private Limited
21.	Asha Leasing Finance Private Limited
22.	Ashadeep Holdings (India) Private Limited
23.	Daman Commodities Private Limited
24.	Daman Ganga Textiles Private Limited
25.	Emge Cylinders Private Limited
26.	Flavoursome Foods & Beverages Private Limited
27.	Ffreedom Intermediary Infrastructure Private Limited
28.	Freedom Wealth Solutions Private Limited
29.	Girish Synthetics Private Limited
30.	Ishka Films Private Limited
31.	Ishka Focus Film Production LLP
32.	Jaipur Securities Private Limited
33.	Jakhetia Finances Private Limited
34.	Jiva Capital Partners Limited
35.	Krishnav Currencyex Private Limited
36.	Marmik Traders Private Limited
37.	Metro Woven Sacks Private Limited
38.	Mihika Steels Private Limited
39.	Morning Star Money Investors Private Limited
40.	Nathulal Jakhetia HUF
41.	Navratan Mal Gupta HUF

42.	Navratan Foundation LLP
43.	Network Synthetics Private Limited
44.	Parth Infra Steels Private Limited
45.	PKG Finstock Private Limited
46.	Pradeep Kumar Gupta HUF
47.	Prudent Money Movers Private Limited
48.	Pushpalata Rathi Foundation
49.	Rajasthan Engg. And Consultant Private Limited
50.	Rathi IT Solutions Private Limited
51.	Rathi Renewable Energy Private Limited
52.	Rukmani Agencies Private Limited
53.	Rukmani Mercantile Private Limited
54.	Sapphire Human Solutions Private Limited
55.	Shine Capital and Securities Private Limited
56.	Shri Shrimal Advisors Private Limited
57.	Suresh Rathi Commodities Private Limited
58.	Suresh Rathi Finvest Private Limited
59.	Suresh Rathi HUF
60.	Suresh Rathi Securities Private Limited
61.	Swati Capitals Private Limited
62.	Sarweshwer Enterprises
63.	Septa Health Solutions Private Limited
64.	Vahin Advisors & Traders Private Limited
65.	Vidhi Sales Private Limited
66.	QI Capital LLP
67.	QI Brokerage LLP
68.	QICAP Markets LLP

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed in relation to the offer document, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, pursuant to the "*Materiality Policy for Determination of Group Companies and Litigation*" approved by a resolution of our Board dated November 15, 2019 and July 16, 2021, our Board has determined that other than the entities, being related parties determined in accordance with applicable accounting standards (*i.e.*, Indian Accounting Standard 24 issued by the Institute of Chartered Accountants of India) there are no other entities which are considered material to our Company and ought to be classified as group companies of our Company.

Consequently, as of the date of the Draft Red Herring Prospectus, the following companies have been identified as Group Companies of our Company:

1. ARGFL;
2. ARSSBL;
3. ARAL;
4. ARITPL; and
5. ARIBL.

Unless otherwise specifically stated, none of our Group Companies described below: (i) are listed or have been refused listing on any stock exchange in India or abroad during the last ten years or; (ii) have made any public or rights issue of equity shares in the last three years or; (iii) have become a sick company within the meaning of SICA; (iv) are under winding-up; (v) have become defunct; and (vi) have made an application to the relevant registrar of companies in whose jurisdiction such Group Companies are registered in the five years preceding from the date of filing this Draft Red Herring Prospectus with SEBI, for striking off its name; or (vii) have received any significant notes on the financial statements from the auditors.

I. Details of the top five Group Companies of our Company

The details of the top five Group Companies i.e. the five largest unlisted Group Companies based on turnover as per the latest available audited financial statements of such group companies, are as below:

1. ARGFL

Corporate Information

ARGFL was originally incorporated as a private limited company under the name Rathi Global Finance Private Limited under the Companies Act, 1956 on February 3, 1982. Subsequently, Rathi Global Finance Private Limited changed its name to Rathi Global Finance Limited and received a fresh certificate of incorporation dated November 13 2006. Subsequently, Rathi Global Finance Limited converted into a public company to Anand Rathi Global Finance Limited and received a fresh certificate of incorporation dated March 29, 2010. Its corporate identification number is U67190MH1982PLC140380.

ARGFL is a Non- Banking Financial Company – NDSI (Non-Deposit Systemically Important) under the direction issued by Reserve Bank of India engaged in the business of non-banking financial services.

Financial Performance

Brief financial details of ARGFL, derived from its audited accounts for the past three Fiscals are as follows:

(in ₹ million)

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Sales	7,335.93	3,831.74	3,190.31
Other Income	15.40	30.33	13.93
Total Revenue	7,351.33	3,862.07	3,204.25
Profit/ (Loss) after tax	422.34	355.21	160.78

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Equity Capital	201.50	201.50	179.00
Reserves and Surplus (excluding revaluation reserve)	5,265.12	3,929.13	2,885.20
Earnings/ (Loss) per share (Rs.)	20.96	19.28	8.98
Diluted earnings per share (Rs.)	20.96	19.28	8.98
Net Asset Value	5,466.62	4,130.63	3,064.20

There are no significant notes of the auditors in relation to the aforementioned financial statements.

2. ARSSBL

Corporate Information

ARSSBL was originally incorporated as a private limited company under the name Navratan Capital and Securities Private Limited under the Companies Act, 1956 on November 22, 1991. Subsequently, Navratan Capital and Securities Private Limited received a fresh certificate of incorporation pursuant to conversion of name to Navratan Capital and Securities Private Limited dated March 21, 2007. Subsequently, the name of company got changed to Anand Rathi Share and Stock Brokers Limited and received a fresh certificate of incorporation dated January 29, 2008. Its corporate identification number is U67120MH1991PLC064106.

It is currently engaged in the business of shares and stock broking, commodities broking, currency broking and as a depository participant with CDSL and NSDL.

Financial Performance

Brief financial details of ARSSBL, derived from its audited accounts for the past three Fiscals are as follows:

(in ₹ million)

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Sales	3,026.05	2,455.48	2,347.76
Other Income	4.09	36.54	0.94
Total Revenue	3,030.14	2,492.02	2,348.70
Profit/ (Loss) after tax	131.64	67.46	59.79
Equity Capital	96.01	96.01	86.92
Reserves and Surplus (excluding revaluation reserve)	1,176.68	1,037.46	884.19
Earnings/ (Loss) per share (Rs.)	13.71	7.76	6.88
Diluted earnings per share (Rs.)	13.71	7.76	6.88
Net Asset Value	1,272.69	1,133.47	971.11

There are no significant notes of the auditors in relation to the aforementioned financial statements.

3. ARAL

Corporate Information

ARAL was incorporated as a private limited company under the name Samarth Yarn Trading Company Private Limited on May 26, 1987 under the Companies Act, 1956. ARAL received a fresh certificate of incorporation pursuant to change of name dated September 9, 2015. Its corporate identification number is U17100MH1987PLC043579.

As of the date of this Draft Red Herring Prospectus, it is engaged in the business of investment banking and PMS (Portfolio Management Services).

Financial performance

Brief financial details of ARAL, derived from its audited accounts for the past three Fiscals are as follows:

(in ₹ million)

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Sales	265.41	132.86	240.18

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Other Income	1.93	5.28	0.30
Total Revenue	267.34	138.13	240.48
Profit/ (Loss) after tax	66.15	1.69	1.43
Equity Capital	99.06	99.06	99.06
Reserves and Surplus (excluding revaluation reserve)	54.08	(12.23)	(11.15)
Earnings/ (Loss) per share (Rs.)	6.68	0.17	0.14
Diluted earnings per share (Rs.)	6.68	0.17	0.14
Net Asset Value	153.14	86.83	87.91

There are no significant notes of the auditors in relation to the aforementioned financial statements.

4. ARITPL

ARITPL was incorporated as a private limited company under the Companies Act, 1956 on September 27, 2010. Its corporate identification number is U72200RJ2010PTC032949. As of the date of this Draft Red Herring Prospectus, it is currently engaged in the business of IT related activities.

Financial Performance

Brief financial details of ARITPL, derived from its audited accounts for the past three Fiscals are as follows:

(in ₹ million)

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Sales	213.03	261.80	222.42
Other Income	2.00	2.06	1.05
Total Revenue	215.03	263.85	223.47
Profit/ (Loss) after tax	9.74	17.00	12.53
Equity Capital	14.20	14.20	14.20
Reserves and Surplus (excluding revaluation reserve)	60.56	50.81	33.81
Earnings/ (Loss) per share (Rs.)	6.86	11.97	8.82
Diluted earnings per share (Rs.)	6.86	11.97	8.82
Net Asset Value	74.76	65.01	48.01

There are no significant notes of the auditors in relation to the aforementioned financial statements.

5. ARIBL

Corporate Information

ARIBL was originally incorporated as a private limited company under the name Pooja Capital and Securities Private Limited under the Companies Act, 1956 on March 20, 1992. Subsequently, Pooja Capital and Securities Private Limited changed its name to AR Insurance Brokers Private Limited and received a fresh certificate dated February 13, 2003. Thereafter, AR Insurance Brokers Private Limited converted into public company and received fresh certificate of incorporation on March 20, 2007. Thereafter, AR Insurance Brokers Limited received a fresh certificate of incorporation pursuant to change of name to Anand Rathi Insurance Brokers Limited and got a fresh certificate of incorporation dated November 1, 2007. Its corporate identification number is U67120MH1992PLC066006. It is currently engaged in the business of composite insurance broking as of the date of this Draft Red Herring Prospectus.

Financial Performance

Brief financial details of ARIBL, derived from its audited accounts for the past three Fiscals are as follows:

(in ₹ million)

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Sales	392.27	331.68	303.88
Other Income	16.19	7.54	5.86
Total Revenue	408.46	339.22	309.73
Profit/ (Loss) after tax	75.33	6.71	7.44

Particulars	Fiscal 2021	Fiscal 2020	Fiscal 2019
Equity Capital	58.28	58.28	58.28
Reserves and Surplus (excluding revaluation reserve)	177.13	136.96	130.68
Earnings/ (Loss) per share (Rs.)	12.92	1.15	1.28
Diluted earnings per share (Rs.)	12.92	1.15	1.28
Net Asset Value	235.41	195.24	188.96

There are no significant notes of the auditors in relation to the aforementioned financial statements.

Loss making Group Companies

None of our Group Companies have incurred a loss in the immediately preceding financial year.

Litigation

For details of pending litigation involving the Group Companies which may have a material impact on the Company, see "*Outstanding Litigation and Material Developments – Any pending litigation involving the Group Companies which has a material impact on our Company*" beginning on page 298.

Group Companies which are sick industrial companies

None of our Group Companies are sick companies under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, as amended.

Group Companies under winding up/insolvency proceedings

None of our Group Companies are under winding up / insolvency proceedings.

Defunct Group Companies

During the five years preceding the date of this Draft Red Herring Prospectus, none of our Group Companies have remained defunct and no application has been made to the relevant registrar of companies for striking off the name of any of the Group Companies.

Common pursuits

Our Group Companies do not have any common pursuits with our Company.

Related Business Transactions within the group and significance on the financial performance of the Company

Except as disclosed in "*Other Financial Information – Related Parties*" beginning on page 258, there are no other business transactions between the Company and the Group Companies which are significant to the financial performance of the Company.

Business interests or other interests

Other than mentioned below, our Group Companies do not have any business interest in the Company:

a) ARGFL

(In ₹ million)

Sr. No.	Transaction details	Entity	Fiscal 2020-21	Fiscal 2019-20	Fiscal 2018-19
1	Loan Taken	Anand Rathi Wealth Limited	-	1,916.40	2,929.61
2	Loan Repaid	Anand Rathi Wealth Limited	-	1,916.40	3,079.61
3	Loan Given	Anand Rathi Wealth Limited	14.25	17,574.50	6,614.30
4	Loan Repayment received	Anand Rathi Wealth Limited	14.25	17,574.50	6,614.30
5	Sale of Debentures	Anand Rathi Wealth Limited	26,912.36	26,211.78	17,326.73
6	Support Service Taken	Anand Rathi Wealth Limited	6.68	-	-

7	Support Service Given	Anand Rathi Wealth Limited	12.77	5.25	-
8	Interest Paid	Anand Rathi Wealth Limited	-	-	8.39
9	Interest Received	Anand Rathi Wealth Limited	-	1.45	-
10	Sale of shares	Anand Rathi Wealth Limited	-	1,012.50	-
11	Commission Paid	Anand Rathi Wealth Limited	-	-	107.38
12	Rent Received	Anand Rathi Wealth Limited	0.24	0.24	0.04

b) ARSSBL

(In ₹ million)

Sr. No.	Transaction details	Entity	Fiscal 2020-21	Fiscal 2019-20	Fiscal 2018-19
1	Loan Taken	Anand Rathi Wealth Limited	-	-	154.56
2	Loan Repaid	Anand Rathi Wealth Limited	-	-	154.56
3	Loan Given	Anand Rathi Wealth Limited	-	-	16,587.50
4	Loan Repayment received	Anand Rathi Wealth Limited	-	-	16,587.50
5	Business Support Charges paid	Anand Rathi Wealth Limited	3.03	8.35	2.07
6	Business Support Charges income	Anand Rathi Wealth Limited	34.05	33.03	15.17
7	Interest Received	Anand Rathi Wealth Limited	-	-	31.95
8	Demat Charges Received	Anand Rathi Wealth Limited	2.12	-	-
9	Brokerage Received	Anand Rathi Wealth Limited	1.56	0.10	0.77

c) ARAL

(In ₹ million)

Sr. No.	Transaction details	Entity	Fiscal 2020-21	Fiscal 2019-20	Fiscal 2018-19
1.	Loan taken	Anand Rathi Wealth Limited	13,950.80	507.63	-
2.	Loan repaid	Anand Rathi Wealth Limited	14,458.43	-	-
3.	Loan given	Anand Rathi Wealth Limited	1,787.00	-	-
4.	Loan repayment received	Anand Rathi Wealth Limited	1,787.00	-	-
5.	Closing balance of loan taken	Anand Rathi Wealth Limited	-	507.63	-
6.	Interest Income	Anand Rathi Wealth Limited	2.00	-	-
7.	Interest Expense	Anand Rathi Wealth Limited	22.11	0.15	-
8.	Business Support Charges received	Anand Rathi Wealth Limited	1.54	0.65	-
9.	Referral Commission paid	Anand Rathi Wealth Limited	-	18.13	40.59
10.	Business Support Charges paid	Anand Rathi Wealth Limited	-	-	34.22

d) ARITPL

(In ₹ million)

Sr. No.	Transaction details	Entity	Fiscal Year 2020-21	Fiscal Year 2019-20	Fiscal Year 2018-19
1	Rent Received	Anand Rathi Wealth Limited	0.53	0.60	-
2	IT & IT Enabled Service	Anand Rathi Wealth Limited	65.05	65.63	31.76
3	Business Support Charges Received	Anand Rathi Wealth Limited	-	1.25	-

e) ARIBL

(In ₹ million)

Sr. No.	Transaction details	Entity	Fiscal 2020-21	Fiscal Year 2019-20	Fiscal Year 2018-19
1	Rent Paid	Anand Rathi Wealth Ltd	0.06	0.06	0.06

Other Confirmations

Other than a rights issue by ARSSBL in Fiscal 2020, our Group Companies have not made any public or rights issue of securities in the three years preceding the date of this Draft Red Herring Prospectus. Further, our Group Companies do not have any securities listed on a stock exchange.

Further, none of the securities of any of Group Companies have been refused listing by any stock exchange in India or abroad during last ten years, nor have any of the Group Companies failed to meet the listing requirements of any stock exchange in India or abroad.

Nature and extent of interest of our Group Companies

(i) Interest in promotion of our Company

Our Group Companies do not have any interest in the promotion of our Company. Our Group Companies have no other interests, including any business interests, in our Company.

(ii) Interest in the properties acquired or proposed to be acquired by our Company

Our Group Companies have no interest in any property acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company as of the date of this Draft Red Herring Prospectus.

(iii) Interest in transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies have no interest in the transactions for acquisition of land, construction of building and supply of machinery or any other contracts, agreements or arrangements entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements by our Company to its Group Companies.

DIVIDEND POLICY

The declaration and payment of dividends by our Company is governed by the applicable provisions of the Companies Act, 2013, the dividend distribution policy approved by the Board of Directors in their meeting held on March 24, 2021 ("**Policy**"), our Memorandum of Association and Articles of Association. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our shareholders, at their discretion, in accordance with the provisions of our Articles of Association and applicable laws, including the Companies Act, 2013 (together with applicable rules issued thereunder).

As per the Policy, the final dividend can be paid once for the financial year after the annual accounts are prepared. The Board of Directors of our Company has the power to recommend the payment of final dividend to the shareholders for their approval at the general meeting of our Company. The interim dividend can be declared by the Board of Directors one or more times in a financial year as may be deemed fit by it. The Board of Directors shall have the absolute power to declare interim dividend during the financial year, in line with the Policy and subject to the provisions of the Companies Act, 2013, the rules thereunder and any other applicable regulations or stipulations, as the case may be. While recommending any payment of dividend by our Company, the Board shall consider, amongst other things, financial parameters such as profits for the current year, future outlook for our Company, working capital needs, operating cash flow, dividend pay-out ratio, investment plans and related cash utilization, restrictive covenants under our current or future loan or financing documents and any other relevant factors that the Board may deem fit.

The details of the dividend paid by our Company on the Equity Shares during the last three Fiscals as per our Restated Consolidated Financial Information, and from April 1, 2021 up till the date of filing this Draft Red Herring Prospectus are given below:

Particulars	From April 1, 2021 to the date of filing of the Draft Red Herring Prospectus	Fiscal 2021	Fiscal 2020	Fiscal 2019
Number of Equity Shares at period ended@	27,744,140	27,513,560	27,027,440	26,908,600
Face value per Equity Share (in ₹)	5	5	5	5
Dividend paid on Equity Shares (in ₹ million)	69.36 #	68.78 *	Nil	Nil
Rate of dividend on Equity Shares (%)	50 %	50%	Nil	Nil
Dividend distribution tax (in ₹ million)	Nil	Nil	Nil	Nil
Dividend Tax (%)	Nil	Nil	Nil	Nil

** Interim dividend @ ₹ 2.50 per Equity Share paid during Fiscal 2021*
 # Final Dividend for FY 2020-21 @ ₹ 2.50 per Equity Share
@ The computation of the number of Equity Shares given above is without taking into account the bonus allotment on July 16, 2021.

The amount of dividends paid in past are not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or the amount thereof will be decreased in the future. For details, see "*Risk Factors – Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.*" on page 36.

SECTION V: FINANCIAL INFORMATION

FINANCIAL INFORMATION

The audited standalone financial statements of our Company as at and for Fiscals 2021, 2020 and 2019 ("**Standalone Financial Statements**") are available at https://rathi.com/wealth/Investorrelations.php. Further, the audited standalone financial statements of our Company's Material Subsidiaries as at and for the year ended March 31, 2021, 2020 and 2019 ("**Subsidiary Financial Statements**") are available at https://rathi.com/wealth/Investorrelations.php. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Standalone Financial Statements and Subsidiary Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) Red Herring Prospectus; or (iii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Standalone Financial Statements and Subsidiary Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company or our Subsidiaries, or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor any BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Standalone Financial Statements and Subsidiary Financial Statements, or the opinions expressed therein.

[The remainder of this page has intentionally been left blank]

To,
The Board of Directors,
Anand Rathi Wealth Limited (formerly known as Anand Rathi Wealth Services Limited)
Express Zone, A wing, 10th floor,
Western Express Highway,
Goregaon, Mumbai – 400 063,
Maharashtra, India.

Independent Auditor’s Examination Report on Restated Ind AS Consolidated Financial Information as at and for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 in connection with the proposed IPO of Anand Rathi Wealth Limited (formerly known as Anand Rathi Wealth Services Limited)

Dear Sirs,

1) We have examined the attached Restated Ind AS Consolidated Financial Information of Anand Rathi Wealth Limited (formerly known as Anand Rathi Wealth Services Limited) (the “Company”) and its subsidiaries (together referred to as the “Group”), comprising the Restated Ind AS Consolidated Statement of Assets and Liabilities as at March 31, 2021 , March 31, 2020 and March 31, 2019, the Restated Ind AS Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Ind AS Consolidated Statement of Changes in Equity and the Restated Ind AS Consolidated Cash Flow Statement for the years ended March 31, 2021, March 31, 2020 and March 31, 2019, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the “Restated Ind AS Consolidated Financial Information”), as approved by the Board of Directors at their meeting held on July 16, 2021 for the purpose of inclusion in the Draft Red Herring Prospectus (“DRHP”) prepared by the Company in connection with its proposed Initial Public Offering (the “IPO”) comprising of offer for sale (“OFS”) prepared in terms of the requirements of:
    a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Companies Act") as amended;
    b. the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“ICDR Regulations”) and
    c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

2) The Company’s Board of Directors are responsible for the preparation of the Restated Ind AS Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with the Securities and Exchange Board of India (“SEBI”), the National stock Exchange of India Limited and BSE Limited where the equity shares of the Company are proposed to be listed and the Registrar of Companies, Maharashtra situated in Mumbai in connection with the proposed IPO by the Company. The Restated Ind AS Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated Annexure V – 2(A) to the Restated Ind AS Consolidated Financial Information. The responsibility of Board of Directors of the respective Companies included in the Group includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Ind AS Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Group complies with the Companies Act, ICDR Regulations and the Guidance Note.

3) We have examined such Restated Ind AS Consolidated Financial Information taking into consideration:

a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated June 16, 2021 in connection with the proposed IPO of equity shares of the Company;

b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Ind AS Consolidated Financial Information; and

d. The requirements of Section 26 of the Companies Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Companies Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4) These Restated Ind AS Consolidated Financial Information has been compiled by management from:

a. Audited Consolidated Ind AS financial statements of the Group for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on June 14, 2021, August 05, 2020 and July 06, 2019.

5) For the purpose of our examination, we have relied on:

a. Auditors' reports issued by us dated June 16, 2021, August 26, 2020 & July 16, 2019 on the Consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 as referred in Paragraph 4 above.

6) The audit report on the Consolidated Ind AS financial statements issued by us is unmodified.

7) As indicated in our reports referred above, we did not audit the financial statements of three subsidiaries, namely, AR Digital Wealth Private Limited (formerly AR Wealth Management Private Limited), Freedom Wealth Solutions Private Limited and Ffreedom Intermediary Infrastructure Private Limited, for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019, whose share of total assets, total revenues, net cash flows included in the Restated Ind AS Consolidated Financial Information is tabulated below, which have been audited by Bagaria & Co LLP (auditor of AR Digital Wealth Private Limited (formerly AR Wealth Management Private Limited)) and Bathiya & Associates LLP (auditor of Freedom Wealth Solutions Private Limited and Ffreedom Intermediary Infrastructure Private Limited) (both the auditors are collectively referred to as 'Other Auditors') and whose reports have been furnished to us by the Company's management and our opinion on the Restated Ind AS Consolidated Financial Information, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

(Rs. in Million)

Particulars	Amount for the year ended March 31, 2021	Amount for the year ended March 31, 2020	Amount for the year ended March 31, 2019
Total Assets (as on March 31)	716.91	746.56	688.06
Revenue	180.6	234.62	94.5
Net Cash (Outflow)/ Inflow	252.09	19.84	0.79

Our opinion on the Consolidated Ind AS financial statements is not modified in respect of these matters.

These Other Auditors of the subsidiaries as mentioned above, have examined the restated financial information and have confirmed that the restated financial information:

a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2021, March 31, 2020 and

March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2021;

b. does not contain any qualifications requiring adjustments or do not require any adjustments for the matter giving rise to modifications mentioned in paragraph 6 above; and

c. have been prepared in accordance with the Companies Act, ICDR Regulations and the Guidance Note.

8) Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by Other Auditors for the respective periods, we report that the Restated Ind AS Consolidated Financial Information :

a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2021;

b. does not contain any qualifications requiring adjustments. However, those matters included in Annexure to the Independent auditors' report issued on Internal Financial control with reference to financial statements, as applicable, on the financial statements for the years ended March 31, 2021, 2020 and 2019 which do not require any corrective adjustment in the Restated Ind AS Summary Statements have been disclosed in Annexure V – 51 to the Restated Ind AS Consolidated Financial Information; and

c. have been prepared in accordance with the Companies Act, ICDR Regulations and the Guidance Note.

9) The Restated Ind AS Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements as mentioned in paragraph 4 above.

10) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

11) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the consolidated financial statements referred to herein.

12) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13) Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with the SEBI, the National Stock Exchange of India Limited, BSE Limited and the ROC in connection with the proposed IPO. Our report should not be used, referred to or distributed to any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without or prior consent in writing.

For and on Behalf of
Khimji Kunverji & Co LLP
Chartered Accountants
Firm Registration Number: 105146W/W100621

Gautam V Shah
Partner
Membership Number – 117348
UDIN: 21117348AAAABE4405

Place: Mumbai
Date: July 16, 2021

ANAND RATHI WEALTH LIMITED

(Previously Known as Anand Rathi Wealth Services Limited)

CIN : U67120MH1995PLC086696

ANNEXURE I

RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs in Million)

PARTICULARS	ANNEXURE V	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
I ASSETS				
Non-Current Assets				
Property, Plant and Equipment	3	71.59	88.62	74.78
Right-of-use Asset	3	122.55	251.43	312.83
Capital work in progress	3	690.39	653.86	-
Goodwill	37	29.01	29.01	29.01
Other Intangible assets	4	321.83	373.29	78.95
Intangible assets under development	4	-	-	316.63
Financial Assets				
- Investments	5(i)	1,018.15	1,013.18	-
- Loan	6(i)	20.48	31.77	35.22
- Other Financial assets	7(i)	22.32	19.90	5.00
Deferred Tax Assets	8	45.02	51.15	46.48
Other Non Current Assets	9	111.18	72.33	285.52
		2,452.52	**2,584.54**	**1,184.42**
Current Assets				
Financial Assets				
- Investments	5(ii)	26.79	18.32	750.85
- Trade Receivables	10	108.65	91.14	110.14
- Cash and cash equivalents	11	653.18	282.54	114.12
- Bank balances other than above	12	0.47	0.43	0.41
- Loans	6(ii)	11.53	666.87	5.53
- Other Financial Assets	7(ii)	125.41	314.63	105.63
Other Current Assets	13	15.87	132.17	37.17
		941.90	**1,506.10**	**1,123.85**
TOTAL ASSETS		**3,394.42**	**4,090.64**	**2,308.27**
II EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	14	137.57	135.14	134.54
Other Equity	15	2,275.42	1,720.09	1,104.82
Non Controlling Interest	16	116.21	115.85	125.38
		2,529.20	**1,971.08**	**1,364.74**
Liabilities				
Non-Current Liabilities				
Financial Liabilities				
- Borrowings	17(i)	249.64	333.60	3.68
- Other Financial Liabilities	19	63.24	165.06	226.92
Provisions	21(i)	11.64	21.62	10.97
		324.52	**520.28**	**241.57**
Current Liabilities				
Financial liabilities				
- Borrowings	17(ii)	83.96	83.70	2.28
- Trade Payables	18			
Total Outstanding dues of micro enterprises and small enterprises		0.81	3.43	-
Total Outstanding dues of creditors other than micro enterprises and small enterprises		1.22	13.17	1.62
- Other Financial Liabilities	19	134.70	1,010.46	301.05
Other Current Liabilities	20	122.33	91.41	65.59
Provisions	21(ii)	197.68	397.11	331.42
		540.70	**1,599.28**	**701.96**
TOTAL EQUITY AND LIABILITIES		**3,394.42**	**4,090.64**	**2,308.27**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

As per our attached report of even date.

For and on Behalf of Board of Directors

For and on Behalf of
Khimji Kunverji & Co LLP
Chartered Accountants
Registration No.:105146W/W100621

Amit Rathi
Director
DIN : 00029791

Rakesh Rawal
Director & Chief Executive Officer
DIN : 02839168

Gautam V Shah
Partner
Membership No: 117348
Mumbai
Date: July 16, 2021

Ashish Chauhan
Company Secretary

Rajesh Bhutara
Chief Financial Officer

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE II
RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF PROFIT & LOSS

(Rs in Million)

	PARTICULARS	ANNEXURE V	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
I	Revenue From Operation	22	2,653.30	3,318.27	2,765.87
II	Other Income	23	139.18	45.87	76.00
	Total Revenue		**2,792.48**	**3,364.14**	**2,841.87**
III	Expenses:				
	Employee Benefit Expenses	24	1,507.56	1,665.73	1,321.73
	Finance Costs	25	28.98	32.96	61.10
	Depreciation and Amortisation Expenses	3 & 4	172.92	210.48	162.69
	Other Expenses	26	447.03	585.36	465.36
	Total Expenses		**2,156.49**	**2,494.53**	**2,010.88**
IV	Profit/(Loss) Before Tax		635.99	869.61	830.99
V	Tax Expenses:				
	1. Current Tax	27(i)	178.75	258.13	343.70
	2. Deferred Tax	27(ii)	6.14	(4.66)	(97.04)
	Total Tax Expenses		**184.89**	**253.47**	**246.66**
VI	**Profit/(Loss) for the Year**		**451.10**	**616.14**	**584.33**
VII	Other Comprehensive Income/(Loss)				
	(A) (i) Items that will not be reclassified to profit or loss		2.98	(10.67)	(2.23)
	(ii) Less : Income tax relating to items that will not be reclassified to profit or loss		-	-	-
	(B) (i) Items that will be reclassified to profit or loss		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-
	Total Other comprehensive income/(loss)		**2.98**	**(10.67)**	**(2.23)**
	TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		**454.08**	**605.47**	**582.10**
	Profit for the year attributable to :				
	Owners of the Company		450.89	613.83	592.05
	Non- Controlling Interest		0.21	2.31	(7.73)
	Other Comprehensive income for the year attributable to :				
	Owners of the Company		2.83	(10.65)	(2.26)
	Non- Controlling Interest		0.15	(0.02)	0.03
	Total Comprehensive income for the year attributable to :				
	Owners of the Company		453.72	603.18	589.80
	Non- Controlling Interest		0.36	2.29	(7.70)
VIII	Earning Per Equity Share of Face Value of Rs. 5 each	32			
	Basic		16.53	22.74	22.01
	Diluted		16.30	22.43	21.60

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

As per our attached report of even date.

For and on Behalf of Board of Directors

For and on Behalf of
Khimji Kunverji & Co LLP
Chartered Accountants
Registration No.:105146W/W100621

Amit Rathi
Director
DIN : 00029791

Rakesh Rawal
Director & Chief Executive Officer
DIN : 02839168

Gautam V Shah
Partner
Membership No: 117348
Mumbai
Date: July 16, 2021

Ashish Chauhan
Company Secretary

Rajesh Bhutara
Chief Financial Officer

ANAND RATHI WEALTH LIMITED

(Previously Known as Anand Rathi Wealth Services Limited)

CIN : U67120MH1995PLC086696

ANNEXURE III

RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF CASH FLOW

(Rs in Million)

		FOR THE YEAR ENDED MARCH 31, 2021	FOR THE YEAR ENDED MARCH 31, 2020	FOR THE YEAR ENDED MARCH 31, 2019
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	**635.99**	**869.61**	**830.99**
	Add / (Less) :			
	Depreciation	172.92	210.48	162.69
	Interest Income	(51.20)	(14.16)	(12.77)
	Interest Expenses	28.98	32.96	61.10
	Dividend	(0.06)	(0.07)	-
	Gain on Sale of Investments	(26.50)	(23.03)	(24.66)
	Fair Value of Financial Instruments	(14.77)	6.28	(10.67)
	(Gain)/Loss on sale of Property, Plant and Equipment	(0.02)	0.14	-
	ESOP	64.79	0.27	0.21
	Gratuity	11.51	8.84	7.09
	Leave	4.51	13.26	3.94
	Bad Debts written off	6.03	1.01	-
	(Gain)/Loss on Investment in PMS	-	(0.02)	-
		196.19	**235.96**	**186.92**
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**832.18**	**1,105.57**	**1,017.91**
	Adjustment for :			
	Decrease/(Increase) in Other Financial Assets	193.46	(213.05)	123.40
	Decrease/(Increase) in Trade Receivables	(23.55)	17.99	12.59
	Decrease/(Increase) in Other Current Assets	116.30	(95.00)	18.60
	(Decrease)/Increase in Trade Payables	(14.56)	14.98	0.59
	(Decrease)/Increase in Other Financial Liabilities	(883.43)	702.19	(227.92)
	(Decrease)/Increase in Provisions	(222.50)	43.56	74.57
	(Decrease)/Increase Other Current Liabilities	30.92	25.82	(0.97)
		(803.36)	**496.49**	**0.86**
	CASH GENERATED FROM OPERATIONS	**28.82**	**1,602.06**	**1,018.77**
	Add / (Less) :			
	Direct Taxes Paid (Net)	(239.03)	(199.01)	(347.86)
	NET CASH FROM OPERATING ACTIVITIES	**(210.21)**	**1,403.05**	**670.91**
B.	**CASH FLOW FROM INVESTING ACTIVITIES :**			
	Sale/(Purchase) of Property, Plant and Equipment	(12.96)	(498.09)	(39.13)
	Dilution of NCI	0.00	-	(20.48)
	Acquisition of Intangible Assets	-	(7.93)	(2.18)
	Intangible Assets Under Development	-	(52.37)	(82.03)
	Dividend received	0.06	0.07	-
	Interest Income	47.38	9.83	10.00
	Advance paid for Purchase of property	21.43	(34.93)	(189.00)
	Security Deposit (Given)/Received	17.99	(12.50)	(21.47)
	Sale/(Purchase) of Other Investment	21.27	(259.10)	(224.54)
	Loans Given	652.70	(646.65)	148.03
	Investment in Fixed Deposit	(0.33)	(14.92)	(2.52)
	NET CASH FROM INVESTING ACTIVITIES	**747.54**	**(1,516.59)**	**(423.32)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**			
	Loan Taken/(Repayment)	(83.70)	411.33	(0.88)
	Interest Paid	(9.98)	(6.38)	(33.43)
	Issue of Shares	108.03	0.59	0.11
	Dividend paid	(68.78)		
	Lease Payments	(112.26)	(123.58)	(104.95)
	NET CASH USED IN FINANCING ACTIVITIES	**(166.69)**	**281.96**	**(139.15)**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**370.64**	**168.42**	**108.44**
	CASH AND CASH EQUIVALENTS - Opening Balance	**282.54**	**114.12**	**5.68**
	CASH AND CASH EQUIVALENTS - Closing Balance	**653.18**	**282.54**	**114.12**
	Details of Cash and Cash equivalents at the end of the year			
	- Cash in Hand	0.19	0.91	1.56
	- Balance in Current Account	118.99	281.13	2.56
	- Balance in Deposit Account	534.00	0.50	110.00
	Total	**653.18**	**282.54**	**114.12**

1) Restated Cash Flow Statement has been prepared under the Indirect Method as set out in Ind AS-7 specified under section 133 of the Companies Act, 2013.

2) Figures in brackets indicate outflow.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

As per our attached report of even date.

For and on Behalf of Board of Directors

For and on Behalf of
Khimji Kunverji & Co LLP
Chartered Accountants
Registration No.:105146W/W100621

Amit Rathi
Director
DIN : 00029791

Rakesh Rawal
Director & Chief Executive Officer
DIN : 02839168

Gautam V Shah
Partner
Membership No: 117348
Mumbai
Date: July 16, 2021

Ashish Chauhan
Company Secretary

Rajesh Bhutara
Chief Financial Officer

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE IV
RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

	Nos.	Rs in Million
Equity shares of Rs 10 each issued, subscribed and fully paid at April 01, 2018	1,34,43,040	134.43
Changes in equity share capital during the year	11,260	0.11
Subdivision of shares (Refer Annexure V - 32)	1,34,54,300	-
Equity shares of Rs 10 each issued, subscribed and fully paid at March 31, 2019	2,69,08,600	134.54
Shares Issued during the year for consideration of Rs 10 each (Refer Annexure V - 33)	1,18,840	0.60
Equity shares of Rs 5 each issued, subscribed and fully paid at March 31, 2020	2,70,27,440	135.14
Shares Issued during the year for consideration of Rs 5 each (Refer Annexure V - 33)	4,86,120	2.43
Equity shares of Rs 5 each issued, subscribed and fully paid at March 31, 2021	**2,75,13,560**	**137.57**

B. Other Equity

(Rs in Million)

	Reserve and Surplus				Other Comprehensive Income	Movement in Non Controlling Interest due to change in Shareholding	Total Other Equity attributable to Owners of the Company	Attributable to Non Controlling Interest
	Capital Reserve	Securities Premium	Retained Earnings	ESOP Outstanding				
Balance as at April 1, 2018	24.95	251.97	458.13	0.07	(0.91)	(63.82)	670.39	(2.02)
Profit for the Year	-	-	592.05	-	-	-	592.05	(7.73)
Remeasurement of the net defined benefit liability/asset	-	-	-	-	(2.26)	-	(2.26)	0.03
Total	24.95	251.97	1,050.18	0.07	(3.17)	(63.82)	1,260.18	(9.72)
Issue of shares on premium	-	0.03	-	-	-	-	0.03	-
Transfer of profits of the year to General reserve	-	-	-	-	-	-	-	-
Movement in Non Controlling Interest due to change in Shareholding	-	-	-	-	-	(155.57)	(155.57)	135.10
Total	**24.95**	**252.00**	**1,050.18**	**0.07**	**(3.17)**	**(219.39)**	**1,104.64**	**125.38**
Addition in Share Options during the year	-	-	-	0.21	-	-	0.21	-
Less : Utilisation during the year	-	-	-	(0.03)	-	-	(0.03)	-
Balance as at March 31, 2019	**24.95**	**252.00**	**1,050.18**	**0.25**	**(3.17)**	**(219.39)**	**1,104.82**	**125.38**
Balance as at April 1, 2019	**24.95**	**252.00**	**1,050.18**	**0.25**	**(3.17)**	**(219.39)**	**1,104.82**	**125.38**
Profit for the Year	-	-	613.83	-	-	-	613.83	2.31
Remeasurement of the net defined benefit liability/asset	-	-	-	-	(10.65)	-	(10.65)	(0.02)
Total	24.95	252.00	1,664.01	0.25	(13.82)	(219.39)	1,708.00	127.68
Issue of shares on premium	-	0.17	-	-	-	-	0.17	-
Transfer of profits of the year to General reserve	-	-	-	-	-	-	-	-
Movement in Non Controlling Interest due to change in Shareholding	-	-	-	-	-	11.82	11.82	(11.82)
Total	**24.95**	**252.17**	**1,664.01**	**0.25**	**(13.82)**	**(207.57)**	**1,719.99**	**115.85**
Addition in Share Options during the year	-	-	-	0.27	-	-	0.27	-
Less : Utilization during the year	-	-	-	(0.17)	-	-	(0.17)	-
Reversal of Share Options			0.01	(0.01)			-	-
Balance as at March 31, 2020	**24.95**	**252.17**	**1,664.02**	**0.34**	**(13.82)**	**(207.57)**	**1,720.09**	**115.85**
Balance as at April 1, 2020	**24.95**	**252.17**	**1,664.02**	**0.34**	**(13.82)**	**(207.57)**	**1,720.09**	**115.85**
Profit for the year	-	-	450.89	-	-	-	450.89	0.21
Remeasurement of the net defined benefit liability/asset	-	-	-	-	2.83	-	2.83	0.15
Total	**24.95**	**252.17**	**2,114.91**	**0.34**	**(10.99)**	**(207.57)**	**2,173.80**	**116.22**
Issue of shares on premium	-	126.78	-	-	-	-	126.78	-
Transfer of profits of the year to General reserve	-	-	-	-	-	-	-	-
Movement in Non Controlling Interest due to change in Shareholding	-	-	-	-	-	-	-	
Total	**24.95**	**378.95**	**2,114.91**	**0.34**	**(10.99)**	**(207.57)**	**2,300.58**	**116.22**
Addition in Share Options during the year	-	-	-	64.79	-	-	64.79	-
Less : Transferred to Securities Premium				(21.18)				
Less : Dividend Paid	-	-	(68.78)		-	-	(68.78)	-
Transfer on account of options not exercised	-	-	0.02	(0.02)	-	-	-	-
Balance as at March 31, 2021	**24.95**	**378.95**	**2,046.15**	**43.93**	**(10.99)**	**(207.57)**	**2,296.59**	**116.22**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

As per our attached report of even date.

For and on Behalf of Board of Directors

For and on Behalf of
Khimji Kunverji & Co LLP
Chartered Accountants
Registration No.:105146W/W100621

Amit Rathi
Director
DIN : 00029791

Rakesh Rawal
Director & Chief Executive Officer
DIN : 02839168

Gautam V Shah
Partner
Membership No: 117348
Mumbai
Date: July 16, 2021

Ashish Chauhan
Company Secretary

Rajesh Bhutara
Chief Financial Officer

1 CORPORATE INFORMATION

Anand Rathi Wealth Limited (the "Holding Company" or the "Company") (Formerly known as Anand Rathi Wealth Services Limited) having CIN U67120MH1995PLC086696 was incorporated on March 22, 1995. On March 8, 2017, the Company was converted from Private Company to Public Company. With effect from January 7, 2021 the name of the company was changed from Anand Rathi Wealth Services Limited to Anand Rathi Wealth Limited. Its registered office is at Express Zone, A Wing, 10th Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra.

The Holding Company and its subsidiaries are engaged in the business of providing Services for Distribution and Sale of Financial Products. The Holding Company and its subsidiaries are together referred to as the "Group" and the Company and Holding Company is referred as Anand Rathi Wealth Limited.

2 SIGNIFICANT ACCOUNTING POLICIES

(A) (i) Statement of Compliance

The Restated Ind AS Consolidated Summary Statement of Assets and Liabilities of the Group as at March 31,2021, March 31, 2020, March 31, 2019, Restated Ind AS Consolidated Summary Statement of Profit and Loss including Other Comprehensive Income, Restated Ind AS Consolidated Summary Statement of changes in equity, Restated Ind AS Consolidated Summary Statement of Cash Flows and Notes to restated Ind AS Consolidated Financial Information for the year ended March 31,2021, March 31, 2020, March 31, 2019 (hereinafter collectively referred to as “Restated Ind AS Consolidated Financial Information”) have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (“the Act’’), amendments thereto and other relevant provisions of the Act.

The Restated Ind AS Consolidated Financial Information have been prepared by management for inclusion in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as the "Offer Documents") to be filed by the Holding Company with the Securities and Exchange Board of India (the "SEBI") in connection with the proposed listing of equity shares of the Holding Company and an offer for sale by certain of its shareholders.

The Restated Ind AS Consolidated Financial Information have been prepared to comply in all material respects with the requirements of :
a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") as amended;
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the SEBI ICDR “Regulations”) issued by the Securities and Exchange Board of India ('SEBI') on 11 September 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.
c) Guidance Note on Report in company prospectus (Revised 2019) issued by the ICAI (referred to as the Guidance Note).

This Restated Ind AS Consolidated Financial Information were authorised for issue by the Company’s Board of Directors on July 16, 2021.

(ii) The Restated Ind AS Consolidated Financial Information have been compiled from:

The Restated Ind AS Consolidated Financial Information has been prepared by combining on a line by line basis the Restated Ind AS Financial Information of the Holding Company and it's Subsidiaries for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

The Restated Ind AS Summary Statement of Assets and Liabilities as at March 31, 2021, March 31, 2020 and March 31, 2019, Restated Ind AS Consolidated Summary Statement of Profit and Loss including Other Comprehensive Income, Restated Ind AS Consolidated Summary Statement of changes in equity, Restated Ind AS Consolidated Summary Statement of Cash Flows and Notes to restated Ind AS Consolidated Financial Information for the years ended March 31,2021, March 31, 2020 and March 31, 2019 of the Holding Company and it's subsidiaries have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 (“the Act’’), amendments thereto and other relevant provisions of the Act.

(iii) Basis of Measurement of Restated Financial Information

These Restated Consolidated Financial Information have been prepared on historical cost basis, except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.
Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. The accounting policies adopted in the preparation of the Restated Consolidation Financial Information are consistent with those followed in the previous year by the Group.

(iv) Functional and Presentation Currency

The Restated Consolidated Financial Information are presented in Indian Rupees, which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates.

(v) Fair Value Measurement

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

(B) Principles of Consolidation

The Restated Ind AS Consolidated Financial Information incorporates the financial statements of the Group. Control is achieved when the Group :
- has power over the investee;
- is exposed, or has rights, to variable returns from it's involvement with the investee; and
- has the ability to use it's power to affect it's returns.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. Subsidiaries are deconsolidated from the date the control ceases.
The financial statements of the Group are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions. Profits or losses resulting from intra-group transactions that are recognised in assets, such as Property, Plant and Equipment, are eliminated in full. The Restated Ind AS Consolidated Financial Information have been prepared using uniform accounting policies.

Goodwill represents the difference between the Holding Company’s share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

Non-Controlling Interest’s share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company. Non-Controlling Interest’s share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

(C) Critical Accounting Judgements and key Sources of Estimation Uncertainty

The preparation of the Group’s Ind AS Consolidated Restated Financial Information requires the Group's Management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

(i) **Amortisation of Customer relationship cost**: During the year 2016-17, the Holding company had acquired Private Wealth Management business from Religare Wealth Management Limited, for which the Holding Company had made payment which was capitalised as Customer Relationship Cost. The Holding Company expects that it will get future economic benefit of it over the period of 3 years.

(ii) Depreciation / Amortisation and useful lives of property, plant and equipment: The Group depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of Companies Act, 2013. The Group remeasures remaining useful life of an asset at the end of each reporting date.

(iii) Fair value measurement: Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. The Group determines Fair Value of Quoted Instruments from available market price. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

(iv) Provisions: Provisions are recognized when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation. The Management estimates it by using its best judgement of future cash outflow.

(v) Taxes: The Group periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Group records its best estimates of the tax liability in the current tax provision. The Management believes that it has adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

(vi) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.

(D) Current and Non-Current Classification

An asset shall be classified as current when it satisfies any of the following criteria:—
(a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is expected to be realised within twelve months after the reporting date; or
(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria:—
(a) it is expected to be settled in the Group's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is due to be settled within twelve months after the reporting date; or
(d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.
Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
All other liabilities shall be classified as non-current.

(E) Property, Plant and Equipment & Intangible Assets and Depreciation & Amortisation

Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs in relation to the fixed assets are capitalized until such assets are ready for use.

(i) Tangible Assets: Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased during a period is proportionately charged. The Management estimates the useful lives and residual values of the fixed assets as prescribed under Part C of Schedule II of the Companies Act 2013 as follows.

Fixed Assets	Useful Life
Office Equipments	5 years
Computer Equipments	
a. Server	6 years
b. Other Computer Equipments	3 years
Vehicles	8 years
Furniture and Fixtures	10 years

(ii) Improvements on leased premised are depreciated over the lease period.

(iii) Intangible Assets: Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

Customer Relationship cost is amortised over the period of 3 years on the straight-line method.

Software of Holding Company is amortized over a period of 3 Years on the straight-line method.

Software (OFA Plus) of a subsidiary i.e. Ffreedom Intermediary Infrastructure Private Limited had been amortized over a period of 5 Years till FY 2018-19 and 7 years in FY 2019-20 and in the FY 2020-21 the same has been amortised for the period of 10 years. The estimation of amortisation period for software had been reviewed by Management during the current financial year and the amortisation period has been revised to 10 years on the straight line method.

Software of a subsidiary A R Digital Wealth Private Limited is amortized over a period of 7 Years on the straight-line method till FY 2019-20. The estimation of amortisation period for software had been reviewed by Management during the current financial year and the amortisation period has been revised to 10 years on the straight line method.

Trade mark of one of the subsidiary i.e. Ffreedom Intermediary Infrastructure Private Limited is amortized over a period of 10 Years on the straight-line method.

(iv) Intangible Assets under Development : Intangible assets not ready for the intended use as on the date of the Balance Sheet are disclosed under 'Intangible Assets Under Development'.

(v) Capital work-in-progress: Capital work-in-progress comprises cost of property, plant and equipment that are not yet ready for their intended use as at the year end.

(F) Financial Instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Initial Recognition :

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(i) Classification & Subsequent Measurement of Financial Assets

Financial assets are classified as 'Amortised Cost', 'Fair Value through Profit and Loss' (FVTPL) and 'Fair Value through Other Comprehensive Income' (FVTOCI) on the basis of following:

• the entity’s business model for managing the financial assets and
• the contractual cash flow characteristics of the financial asset.

Financial assets are classified in the following categories :

Debt Instruments at amortised cost: Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for those designated at FVTPL on initial recognition)

• the asset is held within a business model whose objective is to hold asset to collect contractual cash flows; and

• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTOCI: Debt instruments that meet the following conditions are subsequently measured at FVTOCI (except for those designated at FVTPL on initial recognition)

• the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTPL: Any debt instrument which is either initially designated at FVTPL or which does not meets the criteria for amortised cost or FVTOCI is measured at FVTPL.

Effective Interest Rate Method: Interest income from security deposits and debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Equity Instruments at FVTOCI: On initial recognition, the Group can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the instrument is held for trading. The cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investment.

Financial Assets at FVTPL: Investments in equity instruments are classified at FVTPL, unless they were irrevocably elected on initial recognition as FVOCI. Financial Assets at FVTPL are measured at Fair Value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss.

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

(ii) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost, FVOCI debt instruments, and other financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Annexure V - 45 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iii) Derecognition of financial assets

A financial asset is derecognised only when :

• The Group has transferred the rights to receive cash flows from the financial asset or

• retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(iv) Financial Liabilities:

Financial liabilities which are held for trading or are designated at FVTPL are measured at fair value with changes being recognised in the Statement of Profit and Loss.
Financial liabilities that are not held for trading and are not designated as at FVTPL, are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

(v) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. A substantial modification in the terms of an existing financial liability is accounted as a discharge of original financial liability and recognition of new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised as profit or loss.

(vi) Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right and ability to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

(G) Derivatives financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss.

(H) Impairment of Assets

Property, plant or equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amount may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent to those from other assets.

The Carrying Amount of Assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exists or have decreased.

(I) Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

(ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, net of outstanding bank overdraft as they are considered as an integral part of the Group's cash management.

(J) Borrowing Cost and Finance Charges

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing cost are charged to the statement of profit and loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

(K) Leases

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated on a straight-line basis over the lease term. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(L) Goodwill

Goodwill arising out of Consolidation of financial information of subsidiaries is tested for impairment at each reporting date.

(M) Business Combination:

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a business is calculated as the sum of the fair values of assets transferred, liabilities incurred and the equity interests issued by the Group as at the acquisition date i.e. date on which it obtains control of the acquiree which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition-related costs are recognised in the Statement of Profit and Loss as incurred, except to the extent related to the issue of debt or equity securities.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values on acquisition-date.

Intangible Assets acquired in a Business Combination and recognised separately from Goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a Business Combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Goodwill is measured as the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is termed as Gain on Bargain Purchase/Capital reserve.

(N) Employee Benefits

Defined Contribution plan – Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Group is statutorily required to contribute a specified portion of the basic salary of an employee to a provident fund as a part of retirement benefits to its employees. The contributions during the period are charged to Statement of Profit and Loss. The Group recognizes contribution payable to the Provident Fund scheme as an expenditure when an employee renders related service.

Defined Benefit Plan – Gratuity, which is in the nature of Defined Benefit Schemes, are payable only to employees and accounted for on accrual basis. The Cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses are recognised in other comprehensive income in the period in which they occur and are not reclassified to the Statement of Profit and Loss.

The Holding Company has funded its Gratuity liability under group scheme with an Insurer. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of the scheme assets. Any asset resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the scheme.

Short Term Employee Benefits - The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include incentive and Annual Leave which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

(O) Revenue Recognition

Ind AS 115 - Revenue from contracts with customers became effective from the year under report. Accordingly, the Group assesses the nature, timing and extent of revenue based on performance obligations in its contracts/understanding/trade customs with customers & clients.

Revenue is recognised to the extent that is probable that the economic benefits will flow to the Group and the amount can be reliably measured. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts.

1. Income related with Distribution and sale of Financial product including Distribution income on Mutual Fund, Portfolio Management Service (PMS), Advisory activities, Referral fees, Gain/Loss on sale of Investment (Structured Product), Consultancy, Commission Income, Software license & Subscription fees and Marketing Support charges is accounted on accrual basis.
2. In respect of financial planning fees since entire work is done at the initial stage entire revenue is recognized at the time of contract
3. Dividend income is accounted for when the right to receive the income is established.
4. Difference between the sale price and the carrying value of investment is recognised as profit or loss on sale/ redemption on investment on trade date of transaction. Carrying value of investments is determined based on weighted average cost of investments sold.
5. Interest income is recognised on a time basis using the effective interest method.

(P) Taxes on Income

Current Tax: Provision for Income Tax is determined in accordance with the provisions of the Income Tax Act, 1961. Provision for Minimum Alternative Tax (MAT) is in accordance with the provisions of Section 115JB of the Income Tax Act, 1961.

Deferred Tax: Deferred tax is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

(Q) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date, taking into account the risks and uncertainties surrounding the obligation.

Contingent Liabilities are possible but not probable obligations as on the Balance Sheet date, based on the available evidence. Contingent Liabilities are not recognised in the financial information.

Contingent Assets are neither recognized nor disclosed.

(R) Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders of the Holding company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period/year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(S) Foreign Currency transactions

Transactions in currencies other than the Group’s functional currency (i.e. foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.
- exchange differences relating to qualifying effective cash flow hedges and qualifying net investment hedges in foreign operations which are recognised in OCI.

(T) Cash Flow Statement

Cash flow statement is prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

(U) Share Based payment Arrangements

Equity settled share based payments to employees and others are measured at the fair value of equity instruments at the grant date. The fair value determined at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Holding Company's estimate of equity instrument that will eventually vest, with a corresponding increase in equity.

(V) Rounding of amounts

All amounts disclosed in the restated Ind AS Consolidated financial information and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise stated.

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

3 RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROPERTY, PLANT AND EQUIPMENT

(Rs in Million)

Description	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office equipment	Furniture & Fixtures	Total
Gross Block as at April 1, 2020	485.80	5.24	60.17	16.45	9.24	36.26	613.16
Additions	-	-	3.45	-	0.53	0.11	4.09
Disposals	107.66	-	0.59	-	-	0.05	108.30
Gross Block as at March 31,2021	378.14	5.24	63.03	16.45	9.77	36.32	508.95
Accumulated depreciation as at April 1, 2020	234.37	0.63	22.60	5.33	3.68	6.49	273.10
Depreciation for the year	100.40	0.50	13.40	1.95	1.75	3.46	121.46
Disposals	79.18	-	0.57	-	-	0.00	79.75
Accumulated depreciation as at March 31,2021	255.59	1.13	35.43	7.28	5.43	9.95	314.81
Net carrying amount as at March 31,2021	122.55	4.11	27.60	9.17	4.34	26.37	194.14

Description	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office equipment	Furniture & Fixtures	Total
Gross Block as at April 1, 2019	438.56	5.24	31.93	16.45	8.57	32.26	533.01
Additions	47.24	-	28.52	-	0.68	4.23	80.67
Disposals	-	-	0.28	-	0.01	0.23	0.52
Gross Block as at March 31,2020	485.80	5.24	60.17	16.45	9.24	36.26	613.16
Accumulated depreciation as at April 1, 2019	125.73	0.13	10.79	3.37	2.01	3.36	145.39
Depreciation for the year	108.64	0.50	11.92	1.96	1.68	3.19	127.89
Disposals	-	-	0.11	-	0.01	0.06	0.18
Accumulated depreciation as at March 31,2020	234.37	0.63	22.60	5.33	3.68	6.49	273.10
Net carrying amount as at March 31,2020	251.43	4.61	37.57	11.12	5.56	29.77	340.06

Description	Right-of-Use Asset	Leasehold Improvements	Computer equipment	Vehicles	Office equipment	Furniture & Fixtures	Total
Gross Block as at April 1, 2018	151.51	-	19.86	15.12	4.12	16.19	206.80
Additions	287.05	5.24	12.10	1.33	4.45	16.07	326.24
Disposals	-	-	0.03	-	-	-	0.03
Gross Block as at March 31, 2019	438.56	5.24	31.93	16.45	8.57	32.26	533.01
Accumulated depreciation as at April 1, 2018	32.11	-	3.69	1.44	0.88	1.27	39.39
Depreciation for the year	93.62	0.13	7.10	1.93	1.13	2.09	106.00
Disposals	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2019	125.73	0.13	10.79	3.37	2.01	3.36	145.39
Net carrying amount as at March 31, 2019	312.83	5.11	21.14	13.08	6.56	28.90	387.62

CAPITAL WORK IN PROGRESS

(Rs in Million)

Description	Building	Total
As at April 1, 2020	653.86	653.86
Additions	36.53	36.53
Less : Disposals	-	-
As at March 31, 2021	690.39	690.39

Description	Building	Total
As at April 1, 2019	-	-
Additions	653.86	653.86
Disposals	-	-
As at March 31, 2020	653.86	653.86

Description	Building	Total
As at April 01, 2018	-	-
Additions	-	-
Disposals	-	-
As at March 31, 2019	-	-

4 RESTATED CONSOLIDATED SUMMARY STATEMENT OF OTHER INTANGIBLE ASSETS

(Rs in Million)

Description	OFA Plus*	Software	Trademark	Customer Relationship	Total
Gross Block as at April 1, 2020	39.82	441.37	0.19	85.63	567.01
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Gross Block as at March 31, 2021	39.82	441.37	0.19	85.63	567.01
Accumulated amortisation as at April 1, 2020	4.29	104.02	0.07	85.34	193.72
Amortisation for the year	3.84	47.31	0.02	0.29	51.46
Disposals	-	-	-	-	-
Accumulated amortisation as at March 31, 2021	8.13	151.33	0.09	85.63	245.18
Net carrying amount as at March 31, 2021	31.69	290.04	0.10	-	321.83

Description	OFA Plus*	Software	Trademark	Customer Relationship	Total
Gross Block as at April 1, 2019	-	104.26	0.19	85.63	190.08
Additions	39.82	337.11	-	-	376.93
Disposals	-		-	-	-
Gross Block as at March 31, 2020	39.82	441.37	0.19	85.63	567.01
Accumulated amortisation as at April 1, 2019	-	50.95	0.05	60.13	111.13
Amortisation for the year	4.29	53.07	0.02	25.21	82.59
Disposals	-	-	-	-	-
Accumulated amortisation as at March 31, 2020	4.29	104.02	0.07	85.34	193.72
Net carrying amount as at March 31, 2020	35.53	337.35	0.12	0.29	373.29

Description	OFA Plus*	Software	Trademark	Customer Relationship	Total
Gross Block as at April 1, 2018	-	102.08	0.19	85.63	187.90
Additions	-	2.18	-	-	2.18
Disposals	-	-	-	-	-
Gross Block as at March 31, 2019	-	104.26	0.19	85.63	190.08
Accumulated amortisation as at April 1, 2018	-	22.82	0.03	31.59	54.44
Amortisation for the year	-	28.13	0.02	28.54	56.69
Disposals	-	-	-	-	-
Accumulated amortisation as at March 31, 2019	-	50.95	0.05	60.13	111.13
Net carrying amount as at March 31, 2019	-	53.31	0.14	25.50	78.95

*OFA Plus- Omni Financial Advisor Plus

RESTATED CONSOLIDATED SUMMARY STATEMENT OF INTANGIBLE ASSETS UNDER DEVELOPMENT

(Rs in Million)

Description	Development
Cost as at April 1, 2020	-
Additions	
Capitalised during the year	-
As at March 31, 2021	-

Description	Software Development
Cost as at April 1, 2019	316.63
Additions	52.37
Capitalised during the year	369.00
As at March 31, 2020	-
	-

Description	Software Development
Cost as at April 1, 2018	234.60
Additions	82.03
Capitalised during the year	-
Cost as at March 31, 2019	316.63

5 RESTATED CONSOLIDATED SUMMARY STATEMENT OF INVESTMENTS

(Rs in Million)

(i) Investments - Non current	AS AT MARCH 31, 2021 Qty. in Nos.	AS AT MARCH 31, 2020 Qty. in Nos.	AS AT MARCH 31, 2019 Qty. in Nos.	AS AT MARCH 31, 2021 Amount	AS AT MARCH 31, 2020 Amount	AS AT MARCH 31, 2019 Amount
Un-Quoted - Fully Paid						
Investment in Equity Shares of Subsidiaries at Cost						
Investment in Equity Shares of Other Companies at Fair Value through Profit and Loss						
Anand Rathi Global Finance Limited*	22,50,000	22,50,000	-	1,018.15	1,013.18	-
				1,018.15	**1,013.18**	**-**
Aggregate amount of Quoted Investment and market value thereof				**-**	**-**	**-**
Aggregate amount of Un-quoted Investment				**1,018.15**	**1,013.18**	**-**
Aggregate provision made for unquoted Investment				**-**	**-**	**-**

* During the FY 19-20, the Holding Company has purchased 22,50,000 shares of Anand Rathi Global Finance Limited for consideration of Rs. 1012.5 Million

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

(Rs in Million)

(ii) Investments - Current	AS AT MARCH 31, 2021 Qty. in Nos.	AS AT MARCH 31, 2020 Qty. in Nos.	AS AT MARCH 31, 2019 Qty. in Nos.	AS AT MARCH 31, 2021 Amount	AS AT MARCH 31, 2020 Amount	AS AT MARCH 31, 2019 Amount
Quoted						
Investment in Mutual Fund and PMS at Fair Value through Profit and Loss						
Franklin India Ultra Short Bond Fund - Super Institutional - Growth	41,405.24	-	-	1.23	-	-
Franklin Low Duration Fund Growth Plan	13,182.28	-	-	0.31	-	-
Franklin India Low Duration Fund - Direct - Growth	3,553.75	-	-	0.08	-	-
LIC Liquid Fund - Regular Plan - Growth		-	1,33,776.26		-	450.45
Reliance Liquid Fund - Growth Plan**		-	22,070.90		-	100.18
Aditya Birla Sunlife Liquid Fund - Growth**		-	6,69,607.58		-	200.22
Investment in PMS^		-	-	15.61	10.93	-
Unquoted						
Investment in PMS at Fair Value through Profit and Loss^		-	-	9.56	7.39	-
				26.79	**18.32**	**750.85**

* The units have been pledged as collateral for margin as at March 31, 2018
** The units have been pledged as collateral for margin as at March 31, 2019

^The amount represents Investment in Portfolio which is managed by Anand Rathi Advisors Limited - PMS and includes equity shares, mutual fund units, debentures and other investments.

Aggregate amount of Quoted Investment and market value thereof	17.23	10.93	750.85
Aggregate amount of Un-quoted Investment	9.56	7.39	-
Aggregate amount of impairment in value of investments	-	-	-

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

6 RESTATED CONSOLIDATED SUMMARY STATEMENT OF LOANS

(Rs in Million)

(i) Loans - Non current	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
(Un Secured, Considered Good)			
Security Deposits	20.48	31.77	35.22
	20.48	**31.77**	**35.22**

(Rs in Million)

(ii) Loans - Current	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
(Un Secured, Considered Good)			
Security Deposit - Rent	11.48	18.18	3.51
Security Deposit - Telemarketing Primary Rate Interface Line	0.05	0.05	0.05
Intercorporate Deposit To Related Party			
(Un Secured, Considered Good)			
Anand Rathi Financial Services Ltd	-	139.04	-
Anand Rathi Advisors Ltd	-	507.63	-
(Secured, Considered Good)			
Others	-	1.97	1.97
	11.53	**666.87**	**5.53**

- No Loans are due from directors or promoters of the Group either severally or jointly with any person.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

7 RESTATED CONSOLIDATED SUMMARY STATEMENT OF OTHER FINANCIAL ASSETS

(Rs in Million)

(i) Other Financial Assets - Non current	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Fixed Deposit with Bank	20.20	19.90	5.00
(Out of above Rs. 19.90 Million, FY 2019-20 Rs 19.90 Million and FY 2018-19 Rs 5.00 Million is under Lien against Bank Overdraft)			
Staff Advance	2.12	-	-
	22.32	**19.90**	**5.00**

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

(Rs in Million)

(ii) Other Financial Assets - Current	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Option Premium (net)	-	40.92	-
Accrued Interest	4.70	0.88	0.16
Advance for Investment in Liquid Fund	-	5.00	-
Fixed Deposit with Bank	35.00	5.00	-
(Above Fixed Deposit is under Lien against Bank Overdraft)			
Securities Held as Stock in trade			
Un-Quoted - Fully Paid up			
Debentures at Fair Value through Profit and Loss			
Of Anand Rathi Global Finance Limited	83.62	248.15	102.03
Of Ecap Equities Limited	-	-	1.37
Staff Advances	2.09	14.68	2.07
Other Receivables		-	-
	125.41	**314.63**	**105.63**
Aggregate amount of Un-quoted Debentures	83.62	248.15	103.40

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

8 RESTATED CONSOLIDATED SUMMARY STATEMENT OF DEFERRED TAX ASSETS / (LIABILITIES)	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Depreciation	(22.03)	(10.01)	4.54
Long Term Capital Loss	0.99	0.99	0.88
Business Loss	49.92	40.08	32.16
Leave Provision	9.20	8.06	5.05
Gratuity Provision	0.53	0.78	0.12
Fair Valuation of Financial Instruments	(3.17)	1.58	(3.11)
MAT Credit Entitlements	-	0.08	0.17
Impact on recognition of Right-of-Use Asset and Lease Liability	9.58	9.59	6.67
	45.02	51.15	46.48

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

9 RESTATED CONSOLIDATED SUMMARY STATEMENT OF OTHER NON CURRENT ASSETS	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Capital Advances	13.50	34.93	189.00
Advance Tax including Tax Deducted at Source (Net of Provision for Tax - Rs. 436.89.16 Million, FY 19-20 Rs. 602.16 Million, FY 18-19 Rs. 497.45 Million)	97.68	37.40	96.52
Other Advances		-	-
	111.18	**72.33**	**285.52**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

10 RESTATED CONSOLIDATED SUMMARY STATEMENT OF TRADE RECEIVABLES	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
(Unsecured, Considered good)			
Outstanding for a period exceeding six months from due date		-	-
Trade Receivables (Refer Annexure V - 45(i))	108.65	91.14	110.14
	108.65	**91.14**	**110.14**

- No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person nor any trade receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

(Rs in Million)

11 RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH AND CASH EQUIVALENTS	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Balances with Banks			
- in Current Accounts	118.99	281.13	2.56
- in Deposit Accounts	534.00	0.50	110.00
Cash on Hand	0.19	0.91	1.56
	653.18	**282.54**	**114.12**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

12 RESTATED CONSOLIDATED SUMMARY STATEMENT OF BANK BALANCES OTHER THAN AS PER NOTE 11	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
In Deposit Accounts with Original Maturity of more than 3 Months & less than 12 months	0.47	0.43	0.41
	0.47	**0.43**	**0.41**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

13 RESTATED CONSOLIDATED SUMMARY STATEMENT OF OTHER CURRENT ASSETS	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
(Unsecured, Considered good)			
Staff Advances	0.18	0.55	13.29
Income Tax Refund Receivable	-	94.84	-
Prepaid Expenses	8.18	2.59	1.51
Cenvat Claim / GST Credit	3.38	13.05	17.81
Advance to Vendors	0.09	8.83	0.01
TCS Recoverable	3.55	-	-
Advance to Others	0.40	11.84	4.55
Advance Tax Including Tax Deducted at source	-	0.47	-
Others	0.09	-	-
	15.87	**132.17**	**37.17**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

14 RESTATED CONSOLIDATED SUMMARY STATEMENT OF EQUITY SHARE CAPITAL	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Authorised			
4,00,00,000 (FY 2019 - 20 - 4,00,00,000 Equity Shares of Rs. 5/-each, FY 2018-19 - 2,00,00,000 Equity Shares of Rs. 10/-each) Equity Shares of Rs. 5/-each	200.00	200.00	200.00
	200.00	**200.00**	**200.00**
Issued, Subscribed and Paid Up			
27,513,560 equity shares of Rs. 5/-each (FY 2019-20 - 27,027,440, FY 2018-19 - 26,908,600)	137.57	135.14	134.54
	137.57	**135.14**	**134.54**

(i) Reconciliation for No. of shares outstanding during the year

Equity Shares	FOR THE YEAR ENDED MARCH 31, 2021 No. of Shares	FOR THE YEAR ENDED MARCH 31, 2021 (Rs in Million)	FOR THE YEAR ENDED MARCH 31, 2020 No. of Shares	FOR THE YEAR ENDED MARCH 31, 2020 (Rs in Million)	FOR THE YEAR ENDED MARCH 31, 2019 No. of Shares	FOR THE YEAR ENDED MARCH 31, 2019 (Rs in Million)
Shares outstanding at the beginning of the year	2,70,27,440	135.14	2,69,08,600	134.54	1,34,43,040	134.43
Shares Issued during the year by capitalising of reserve	-	-	-	-	-	-
Shares Issued during the year for consideration of Rs 10 each	-	-			11,260	0.11
Subdivision of Shares	-	-		-	1,34,54,300	-
Shares Issued during the year for consideration of Rs 5 each	4,86,120	2.43	1,18,840	0.60	-	-
Shares outstanding at the end of the year	**2,75,13,560**	**137.57**	**2,70,27,440**	**135.14**	**2,69,08,600**	**134.54**

The face value of equity shares of the Holding Company has been subdivided from Rs. 10 per equity share to Rs. 5 per equity share vide approval of shareholders in extraordinary general meeting held on 14 August 2018.

(ii) Terms/Rights attached to the Equity Shares

Equity Shares

There is only one class of shares referred to as Equity Shares having a face value of Rs 5 per share. Each holder of equity share is entitled to one vote per share. The dividend is declared and paid in Indian Rupee. The dividend proposed by the Board of Directors, if any, is subject to the approval of the Shareholders in the ensuing Annual General Meeting. During the year ended March 31, 2021, interim dividend of Rs 2.5/- per share (PY 2019-20 - Rs nil , PY 2018-19 - Rs nil) has been paid and recognised as distribution to equity shareholders.

In the event of Liquidation, the holders of equity shares will be entitled to receive remaining assets, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

(iii) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Holding Company:

Name of Shareholders	AS AT MARCH 31, 2021		AS AT MARCH 31, 2020		AS AT MARCH 31, 2019	
	No. of shares held (of Rs 5 each)	% of Holdings	No. of shares held (of Rs 5 each)	% of Holdings	No. of shares held (of Rs 10 each)	% of Holdings
Anand Rathi Financial Services Limited	1,19,64,082	43.48	1,19,64,082	44.27	1,20,54,082	44.80
Anand Rathi	36,58,260	13.30	36,58,260	13.54	36,58,260	13.60
Pradeep Kumar Gupta	15,10,508	5.49	15,10,508	5.59	15,10,508	5.61

(iv) Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	Bonus shares issued	Issue of shares for consideration other than cash	Shares bought back
March 31, 2019	-	-	-
March 31, 2018	-	-	-
March 31, 2017	-	-	-
March 31, 2017	-	-	-
March 31, 2016	62,30,464	-	-
March 31, 2015	-	-	-

(v) Share reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan, please refer Annexure V - 33

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

15 RESTATED CONSOLIDATED SUMMARY STATEMENT OF OTHER EQUITY	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
(a) Capital Reserve			
Opening balance	24.95	24.95	24.95
Less: Changes during the year		-	-
Balance as at the Year end	**24.95**	**24.95**	**24.95**
(b) Securities Premium			
Opening balance	252.17	252.00	251.97
Less: Utilised for Bonus Issue	-	-	-
Add: Addition During the Year	126.78	0.17	0.03
Balance as at Year end	**378.95**	**252.17**	**252.00**
(c) Share Options Outstanding Account			
Opening Balance	0.34	0.25	0.07
Addition during the Year	64.79	0.27	0.21
Less : Transferred to Securities Premium	(21.18)	(0.17)	(0.03)
Less : Reversal during the Year	(0.02)	(0.01)	-
Balance as at Year end	**43.93**	**0.34**	**0.25**
(d) Retained Earnings			
Opening Balance	1,664.02	1,050.18	458.13
Less: Utilised for Bonus Issue	-	-	-
Add: Profit During the Year	450.89	613.83	592.05
Add : Reversal of ESOP	0.02	0.01	-
Less: Dividend Paid	(68.78)	-	-
Balance as at Year end	**2,046.15**	**1,664.02**	**1,050.18**
(e) Other Comprehensive Income			
Opening Balance	(13.82)	(3.17)	(0.91)
Remeasurement of defined employee benefit plan	2.83	(10.65)	(2.26)
Balance as at Year end	**(10.99)**	**(13.82)**	**(3.17)**

(f) Movement in Non Controlling Interest due to change in Shareholding			
Opening balance	(207.57)	(219.39)	(63.82)
Add: Changes during the year		11.82	(155.57)
Balance as at year end	**(207.57)**	**(207.57)**	**(219.39)**
TOTAL OTHER EQUITY	**2,275.42**	**1,720.09**	**1,104.82**

Nature & Purpose of Reserve :

Capital Reserve
Capital Reserve is created at the time of acquisition of business, on account of net assets acquired in excess of the consideration paid to the acquiree.

Securities Premium
Balance of Securities premium consists of amounts received on issue of share over its face value. The balance will be utilised as per provisions of Section 52 of the Companies Act,2013.

Share Option Outstanding Account
The share option outstanding account is used to record the value of equity-settled share based payment transactions with employees.

Retained earnings
Retained earnings comprises of the amounts that can be distributed by the Group as dividends to its equity share holders.

Other Comprehensive Income (OCI)
benefit plan on account of Actuarial Gains and Losses

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

16 RESTATED CONSOLIDATED SUMMARY STATEMENT OF NON CONTROLLING INTEREST	**AS AT MARCH 31, 2021**	**AS AT MARCH 31, 2020**	**AS AT MARCH 31, 2019**
Opening Balance	115.85	125.38	(2.02)
Add: At the time of acquisition	-	-	-
Add: Share in Profit for the year	0.21	2.31	(7.73)
Add: Share in Other Comprehensive Income	0.15	(0.02)	0.03
Add: Change in Non Controlling Interest	-	(11.82)	135.10
	116.21	**115.85**	**125.38**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

17 RESTATED CONSOLIDATED SUMMARY STATEMENT OF BORROWINGS	**AS AT MARCH 31, 2021**	**AS AT MARCH 31, 2020**	**AS AT MARCH 31, 2019**
(i) Borrowings - Non current			
Term Loan - Loan against Property	248.78	331.28	-
(Secured against 8th & 9th Floor (2nd & 3rd Office Floor), Block 'B' & 'C' of Wing E, Trade Link, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai)			
Terms of repayment - Repayable in 5 Years (20 quarters), last instalment falling due on March 18, 2025			
The rate of interest will be I-MCLR 1 Year + Spread, determined at the date of disbursement and reset at end of every 12 months from the date of disbursement. The interest rate currently set is at 8.45% p.a.			
Regular repayment of principal & interest due over the reporting period has been made			
Term Loan - Vehicle Loan	0.86	2.32	3.68
(Secured against hypothecation of vehicle purchased)			
Terms of repayment - Repayable in 36 to 60 equal monthly instalments, last instalment falling due on March 02, 2020 to March 03, 2023.			
The rate of interest ranges between 8% to 11% p.a.			
Regular repayment of principal & interest due over the reporting period has been made			
	249.64	**333.60**	**3.68**

(Rs in Million)

	AS AT MARCH 31, 2021	**AS AT MARCH 31, 2020**	**AS AT MARCH 31, 2019**
(ii) Borrowings - Current			
Current Maturity of Secured Loan from Banks			
Term Loan - Loan against Property	82.51	82.33	-
Term Loan - Vehicle Loan	1.45	1.37	2.28
(Refer Annexure V - 17(i))			
	83.96	**83.70**	**2.28**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

18 RESTATED CONSOLIDATED SUMMARY STATEMENT OF TRADE PAYABLES

(Rs in Million)

	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Total outstanding dues of micro, small and medium enterprises * (Refer Annexure V - 43)	0.81	3.43	-
Total outstanding dues to other than micro, small and medium enterprises	1.22	13.17	1.62
	2.03	**16.60**	**1.62**

* The above disclosure is based on the responses received by the Group to its inquiries with suppliers with regard to applicability under the Micro, Small and Medium Enterprise Development Act, 2006.

- No Payables are due from directors or promoters of the Group either severally or jointly with any person.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

19 RESTATED CONSOLIDATED SUMMARY STATEMENT OF OTHER FINANCIAL LIABILITIES

(Rs in Million)

	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Other Financial Liabilities - Non Current			
Lease Liability	63.24	165.06	226.92
	63.24	**165.06**	**226.92**
Other Financial Liabilities - Current			
Option Premium	-	-	119.09
Employee Benefit Payable	5.13	1.33	62.29
Provision for Expenses	31.23	22.06	26.15
Lease Liability	78.10	100.74	93.52
Advance from Customers	20.24	886.33	-
	134.70	**1,010.46**	**301.05**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

20 RESTATED CONSOLIDATED SUMMARY STATEMENT OF OTHER CURRENT LIABILITIES

(Rs in Million)

	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Statutory Dues	100.45	59.71	34.61
Book Overdraft	-	11.01	9.25
Advance from Customers	21.88	20.69	21.73
	122.33	**91.41**	**65.59**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

21 RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROVISIONS

(Rs in Million)

	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
(i) Provisions - Non Current			
Employee Benefit Liabilities - Non Current			
Gratuity Provision (Refer Note 24A)	11.64	21.62	10.97
	11.64	**21.62**	**10.97**
(ii) Provisions - Current			
Employee Benefit Liabilities			
Gratuity Provision (Refer Note 24A)	0.04	0.09	0.08
Leave Provision	36.51	32.02	18.70
Incentive Provision	160.95	365.00	312.64
Provision for Income Tax			
Provision for Income Tax (Net of Advance Tax)	0.18	-	-
	197.68	**397.11**	**331.42**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

ANAND RATHI WEALTH LIMITED

(Previously Known as Anand Rathi Wealth Services Limited)

CIN : U67120MH1995PLC086696

ANNEXURE V

NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

(Rs in Million)

22	RESTATED CONSOLIDATED SUMMARY STATEMENT OF REVENUE FROM OPERATION	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
	Mutual Fund Distribution Income	902.34	996.00	1,040.00
	Income from Distribution & Sale of Financial Product	1,701.32	2,276.73	1,689.94
	IT Enabled Services	45.44	45.54	35.93
	Referral Fees	4.20	-	-
		2,653.30	**3,318.27**	**2,765.87**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

23	RESTATED CONSOLIDATED SUMMARY STATEMENT OF OTHER INCOME	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
	Interest Income	51.20	14.16	12.77
	Gain on sale of Investment	26.50	23.03	24.66
	Dividend Received	0.06	0.07	-
	Miscellaneous and Other Income	21.80	8.61	38.57
	Web branding and Training Services	39.62	-	
		139.18	**45.87**	**76.00**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

24	RESTATED CONSOLIDATED SUMMARY STATEMENT OF EMPLOYEE BENEFIT EXPENSES	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
	Salaries, Incentive & Allowances	1,354.16	1,570.00	1,247.61
	Contribution to Provident and Other Funds	82.57	82.89	63.20
	Share based Payments to Employees (Refer Annexure V - 33)	64.79	0.27	0.21
	Staff Welfare Expenses	6.04	12.57	10.71
		1,507.56	**1,665.73**	**1,321.73**

The Group is recognizing and accruing the retirement benefits as per Indian Accounting Standard (Ind AS) 19 on "Employee Benefits". The details are as enunciated below as certified by an independent Actuary

A Defined Benefit Plans

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Group and is in accordance with the Rules of the Group for payment of gratuity.

Inherent Risk

The plan is defined benefit in nature which is sponsored by the Group and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Group to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employee in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

(Rs in Million)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Amounts recognized in the Balance Sheet in respect of gratuity (funded by the holding company):			
Present value of the funded defined benefit obligation at the end of the year	72.16	61.38	43.99
Fair value of plan assets	60.48	39.67	32.95
Net Liability/(Asset)	**11.68**	**21.71**	**11.04**
Amounts recognized in Salary, Wages and Employee Benefits in the Statement of Profit and Loss in respect of gratuity (funded by the holding company):			
Current Service cost	10.22	7.99	6.39
Interest on Defined Benefit Obligations	3.91	3.34	2.51
Expected return on plan assets	-2.62	(2.49)	(1.81)
Past Service Cost – Vested Benefit recognised during the year		-	-
Net Gratuity Cost	**11.51**	**8.84**	**7.09**
Amount recognized in Other Comprehensive Income (OCI)			
Amount recognized in OCI in beginning of the year	14.21	**3.54**	**1.31**
Remeasurement due to:			
Effect of Change in financial assumptions	2.40	2.72	0.71
Effect of Change in demographic assumptions	0.00	-0.15	0.00
Effect of experience adjustments	2.63	5.75	2.39
Actuarial (Gains)/Losses	5.03	**8.32**	**3.10**
Return on plan assets (excluding interest)	8.00	-2.35	0.87
Total remeasurement recognized in OCI	**-2.98**	**10.67**	**2.23**
Amount recognized in OCI, End of year	**11.23**	**14.21**	**3.54**

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

Actual Return on Plan Assets :			
Expected Return on Plan Assets	2.62	2.49	1.81
Actuarial gain/(loss) on Plan Assets	8.00	-2.35	0.87
Actual Return on Plan Assets	**10.62**	**0.14**	**2.68**
Reconciliation of present value of the obligation and the fair value of the plan assets:			
Change in present value of obligation:			
Opening Defined Benefit Obligation	61.38	43.99	34.29
Current Service Cost	10.22	7.99	6.39
Interest Cost	3.91	3.34	2.51
Actuarial (Gain)/loss	5.03	8.32	3.10
Benefits Paid / Reversals	-8.38	-2.25	-2.30
Acquisition/Business Combination/Divestiture	0.00	0.00	0.00
Past Service Cost	0.00	0.00	0.00
Closing Defined Benefit Obligation	**72.16**	**61.39**	**43.99**
Change in fair value plan assets:			
Opening Fair Value of the plan assets	39.67	32.95	23.54
Expected return on plan assets	2.62	2.49	1.81
Actuarial Gain/(loss)	8.00	-2.35	0.87
Contributions by the Employer	18.57	8.73	9.02
Benefits Paid	-8.38	-2.15	-2.30
Closing Fair value of the plan assets	**60.48**	**39.67**	**32.95**
Investment details of plan assets			
Government of India Securities	-	-	-
Corporate Bonds	-	-	-
Special Deposit Scheme	-	-	-
Insurer Managed Fund	100%	100%	100%
Others	-	-	-
Total	**100%**	**100%**	**100%**
Experience Adjustment			
Defined Benefit Obligation	72.16	61.39	43.99
Plan Assets	60.48	39.67	32.95
Surplus/(deficit)	11.68	21.71	11.04
Actuarial (Gains)/Losses on Obligations - Due to Experience	5.03	8.32	3.10
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	8.00	(2.35)	0.87

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

There are no amounts included in the fair value of plan assets for:
i) Group's own financial instrument
ii) Property occupied by or other assets used by the Group

Discount Rate:

Discount Rate for this valuation is based on Yield to Maturity(YTM) available on Government bonds having similar term to decrement-adjusted estimated term of liabilities.
For valuation as at March 31,2021 the estimated term of liabilities is 14.72years, corresponding to which YTM on government bonds is 6.90%, after rounding to nearest 0.05%.

Expected rate of return on assets:

It is the average long term rate of return expected on investments of the Trust Fund.

Salary Escalation Rate:

Salary escalation assumption is based on estimates of over all long-term salary growth rates after taking in to consideration expected earnings inflation as well as performance and seniority related increases.

Withdrawal Rate:

Assumptions regarding withdrawal rates is based on the estimates of expected long term employee turnover within the organization.

Mortality Rate

It is based on Indian Assured Lives Mortality (2006-08) Ult. As issued by Institute of Actuaries of India for the actuarial valuation

General Description fair value of the plan:

The Holding company has insurer Managed Fund.

Principal Actuarial Assumptions:

Discount rate	**6.90%**	**6.60%**	**7.55%**
Salary Escalation Rate	**5.00%**	**3.50%**	**5.00%**
Attrition Rate	**For Service 4 yrs. & Below 20.00 % p.a. & service 4 yrs. and above 2.00 % p.a.**	**For Service 4 yrs. & Below 20.00 % p.a. & service 4 yrs. and above 2.00 % p.a.**	**For Service 4 yrs. & Below 20.00 % p.a. & service 4 yrs. and above 2.00 % p.a.**
Retirement Age	**60 years**	**60 years**	**60 years**

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

Sensitivity Analysis

The sensitivity analyses have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the year and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognized in the Balance Sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous year.

Defined Benefit Obligation (Base)	72.16	61.38	43.99
Discount Rate			
Increase by 50 bps	68.14	58.02	41.70
Impact of increase by 50 bps in Percentage	-5.57%	-5.48%	-5.20%
Decrease by 50 bps	76.545	65.05	46.48
Impact of decrease by 50 bps in Percentage	6.08%	5.98%	5.67%
Salary Growth Rate			
Increase by 50 bps	73.662	62.76	44.79
Impact of increase by 50 bps in Percentage	2.09%	2.25%	1.82%
Decrease by 50 bps	70.751	60.05	43.10
Impact of decrease by 50 bps in Percentage	-1.95%	-2.16%	-2.03%
Expected contribution of Holding Company for the next financial year	6.99	4.10	3.56
Weighted Average duration of Holding Company	14.26	12.95	12.61

Maturity profile of defined benefit obligation			
Within next 12 months	7.03	4.19	3.63
Between 1 and 5 Years	11.95	13.84	12.06
Between 5 and 10 Years	24.46	16.78	11.99

Asset Liability Matching Strategy

The Holding Company has funded its gratuity liability. The money contributed by the Holding Company to the Gratuity fund to finance the liabilities of the plan has to be invested.

'The trustees of the plan have outsourced the investment management of the fund to an Insurance Company. The Insurance Company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy.

There is no compulsion on the part of the Group to fully prefund the liability of the Plan. The Group's philosophy is to fund these benefits based on its own liquidity and the level of underfunding of the plan.

B Defined Contribution Plans

Amount recognized as an expense under the head Contribution to Provident and other Funds in Annexure V - 24 Employee Benefit Expenses of Statement of Profit and Loss towards Group's Contribution to Provident Fund is Rs 70.65 Million (FY19-20 73.71 Million, and FY 18-19 53.41 Million)

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

(Rs in Million)

25	**RESTATED CONSOLIDATED SUMMARY STATEMENT OF FINANCE COSTS**	**For the Year Ended March 31, 2021**	**For the Year Ended March 31, 2020**	**For the Year Ended March 31, 2019**
	Interest Expenses	28.98	32.96	61.10
		28.98	**32.96**	**61.10**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

(Rs in Million)

26 RESTATED CONSOLIDATED SUMMARY STATEMENT OF OTHER EXPENSES	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
Business Support Charges	96.43	86.52	52.62
Manpower Outsource Expenses	65.05	65.63	31.76
Legal & Professional Charges	15.41	23.40	40.48
Director Sitting Fees	0.98	0.78	0.90
Electricity Expenses	6.54	7.91	6.61
Communication Expenses	15.43	7.41	7.46
Printing and Stationery	11.42	18.14	12.55
Postage and Telegram	2.06	4.37	2.91
Rent, Rates and Taxes	8.90	9.21	8.57
Repairs and Maintenance	9.01	10.59	13.14
Recruitment & Training	9.80	7.68	3.70
Business Promotion and Marketing Expenses	52.45	167.38	161.27
Computer & Software Maintenance Charges	8.77	3.71	3.98
Client Claim	9.65	5.71	6.99
Travelling & Conveyance Expenses	13.60	59.88	59.30
Insurance Charges	7.27	6.02	3.49
Office Expenses	13.20	18.44	8.72
Brand Charges	12.69	16.21	3.56
Auditors Remuneration			
Audit Fees	1.37	1.69	0.97
Tax Audit fees	0.03	0.07	0.05
Other Services/ Certification	0.19	0.16	4.47
Donation	10.59	22.07	8.27
Corporate Social Responsibility Expenses (Refer Annexure V - 34)	17.88	11.40	3.00
Transaction Charges	15.74	1.49	6.86
Data Processing Charges	2.42	3.55	3.47
Networking expenses	4.24	6.94	2.58
Membership & subscriptions charges	0.66	0.81	1.21
SEBI Settlement Charges	-	1.46	-
Bad Debts written off	6.03	-	-
Miscellaneous & General Expenses	29.22	16.73	6.47
	447.03	**585.36**	**465.36**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

(Rs in Million)

27	RESTATED CONSOLIDATED SUMMARY STATEMENT OF INCOME TAX EXPENSE	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
(i)	**Current Tax**			
	Current tax on profit for the year	178.75	258.13	343.70
	Total Current tax expenses	178.75	258.13	343.70
(ii)	**Deferred Tax**			
	Decrease / (Increase) in deferred tax assets	(9.55)	(16.20)	(40.85)
	(Decrease) / Increase in deferred tax liabilities	15.61	11.50	(79.78)
	MAT credit	0.08	0.04	23.59
	Total deferred tax expenses / benefit	6.14	(4.66)	(97.04)
	Total Income Tax Expenses charged Statement of Profit & Loss	**184.89**	**253.47**	**246.66**

Effective Tax Rate Reconciliation			
Particulars	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Applicable Tax Rate (%)	25.17	25.17	29.12
Profit before tax	635.99	869.61	830.99
Tax Expenses as per above rate	160.09	245.89	251.43
Expenses Disallowed	7.72	9.29	12.96
Exempt Income	(0.88)	(0.86)	(0.01)
Restatement Adjustments	-	0.48	(1.40)
Net impact on adoption of new tax rate (net)	-	3.85	-
Deductions u/s 80G	(1.33)	(2.78)	(1.20)
Items (offered)/not offered for tax in earlier years	0.15	0.25	1.28
Deferred Tax Asset on c/f losses of earlier years/(not created)	-	-	(15.94)
Tax effect due to Intercompany adjustments	-	-	-
Effect of Differential Tax Rate for subsidiary	-	-	-
On Account of Previous Year Adjustments	19.27	-	0.21
Others	(0.13)	(2.65)	(0.67)
Total Tax Expense Recognised	**184.89**	**253.47**	**246.66**
Effective Tax Rate	**29.07%**	**29.15%**	**29.68%**

For current year and 2019-20 tax is charged @ 25.17% (i.e. 22% Basic Tax, 10% Surcharge on Basic Tax and 4% Cess on Basic Tax and Surcharge).
For financial year 18-19 tax is charged @ 29.12% (i.e. 25% Basic Tax, 12% Surcharge on Basic Tax and 4% Cess on Basic Tax and Surcharge)

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

28 RESTATED SUMMARY STATEMENT OF BASIS OF CONSOLIDATION

The Consolidated Financial Statements are comprised of the financial statements of the members of the Group as under:

Name of the Subsidiary Companies	Effective Percentage Shareholding		
	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019
i) AR Digital Wealth Private Limited (ARDWPL) (formerly known as AR Wealth Management Private Limited)	75.51%	75.51%	75.51%
ii) Freedom Wealth Solutions Private Limited (FWSPL)	95.00%	95.00%	95.00%
iii) Ffreedom Intermediary Infrastructure Private Limited (FIINFRA)	100.00%	100.00%	75.51%

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

29 RESTATED CONSOLIDATED SUMMARY STATEMENT OF OPERATING SEGMENTS

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (“CODM”) of the company. The CODM, who is responsible for allocating resources and assessing performance of operating segments, has been identified as Managing Director of the Group. The Group operates only in one business segment i.e. Services for distributions and sale of financial products within India, hence does not have any reportable segment as per Indian Accounting Standard 108 “operating segments"

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

30 RESTATED SUMMARY STATEMENT OF LEASE

The Group adopted Ind AS 116 and applied the standard to lease contracts. The Group adopted retrospective method for application of Ind AS 116 and accordingly initial application of Ind AS 116 is done on April 01, 2016. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right-of-use asset at an amount equal to lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease.

On the date of initial application, the adoption of the new standard resulted in recognition of “Right of Use’ asset (premises) of Rs. 3.48 Million and a lease liability of Rs. 3.40 Million.

The incremental borrowing rate applied to lease liabilities is 9.5%

The following is the summary of practical expedients elected :

a) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

b) Excluded the initial direct costs from the measurement of the right to use asset at the date of initial application.

c) Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The effect of implementing the standard is as under :

(Rs in Million)

Particulars	**AS AT MARCH 31, 2021**	**AS AT MARCH 31, 2020**	**AS AT MARCH 31, 2019**
Right-of-use Asset			
Opening Balance	**251.42**	**312.83**	**119.40**
Add : Additions	-	47.24	287.05
Less :Deletions	28.47	-	-
Less : Depreciation	100.40	108.64	93.62
Closing Balance	**122.55**	**251.42**	**312.83**

The following is the movement in lease liability :

(Rs in Million)

Particulars	AS AT MARCH 31, 2021	AS AT MARCH 31, 2019	AS AT MARCH 31, 2018
Lease Liability			
Opening Balance	**265.81**	**320.44**	**119.10**
Add : Additions	-	42.37	278.61
Add : Finance Cost	18.99	26.58	27.67
Less : Payment of Lease Liability	117.85	123.58	104.94
Less : Reversal of Lease Liability	25.61	-	-
Closing Balance	**141.34**	**265.81**	**320.44**

(Rs in Million)

Particulars	FOR THE YEAR ENDED MARCH 31, 2021	FOR THE YEAR ENDED MARCH 31, 2020	FOR THE YEAR ENDED MARCH 31, 2019
Expense relating to short term leases accounted in profit & loss	-	1.66	6.04

Maturity Analysis of Lease Liabilities (on an undiscounted basis) :

(Rs in Million)

Due	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Not later than 1 year	87.15	120.66	119.17
Later than 1 year and not later than 5 years	68.89	183.12	257.16
Later than 5 years	-	-	0.31
Total	**156.04**	**303.78**	**376.64**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

31 RESTATED SUMMARY STATEMENT OF RELATED PARTY DISCLOSURE

(a) List of Related Parties
(i) Entity of which the Company is an Associate
Anand Rathi Financial Services Limited

(ii) Key Managerial Persons

Amit Rathi, Managing Director
Rakesh Rawal, Director & CEO
Rajesh Bhutara, CFO (w.e.f 10-7-2018)
Amol Jayawant Bhabal, CFO (Upto 10-07-2018)
Ashish Chauhan, Company Secretary (w.e.f 02-12-2019)
Hardik Chauhan, Company Secretary (w.e.f 30-11-2018 and upto 28-11-2019)
Dilip Balakrishnan, Company Secretary (Upto 30-11-2018)

(iii) Other Related Parties with whom there were transactions during last three years:

Anand Rathi Global Finance Limited
(Subsidiary of Anand Rathi Financial Services Limited)
Anand Rathi Advisors Limited
(Subsidiary of Anand Rathi Global Finance Limited)
Anand Rathi Share and Stock Brokers Limited
(Subsidiary of Anand Rathi Financial Services Limited)
Anand Rathi Insurance Brokers Limited
(Subsidiary of Anand Rathi Financial Services Limited)
Anand Rathi IT Private Limited

(iv) Other Related Parties with whom there were no transactions during last three years:

Anand Rathi International Ventures (IFSC) Private Limited
(Subsidiary of Anand Rathi Share and Stock Brokers Limited)
AnandRathi Housing Finance Limited
(Subsidiary of Anand Rathi Global Finance Limited)
Anand Rathi Commodities Limited
(Subsidiary of Anand Rathi Financial Services Limited)

(b) The following transactions were carried out with the related parties in the ordinary course of business (Other than transaction within the Group):

(Rs in Million)

	Nature of Transaction/Relationship	FOR THE YEAR ENDED MARCH 31, 2021	FOR THE YEAR ENDED MARCH 31, 2020	FOR THE YEAR ENDED MARCH 31, 2019
(i)	**Loan Given**			
	Entity of which the Company is an Associate	404.86	139.00	38.00
	Other Related Parties	13,950.80	2,423.90	3,084.16
(ii)	**Loan Repayment Received**			
	Entity of which the Company is an Associate	543.87	-	38.00
	Other Related Parties	14,458.43	1,916.40	3,234.16
(iii)	**Loan Taken**			
	Entity of which the Company is an Associate	14,446.70	7,334.50	1,352.00
	Other Related Parties	1,801.25	17,574.50	23,202.72
(iv)	**Loan Repaid**			
	Entity of which the Company is an Associate	14,446.70	7,334.50	1,352.00
	Other Related Parties	1,801.25	17,574.50	23,202.72
(v)	**Purchase of Debentures**			
	Other Related Parties	27,036.56	26,211.78	17,326.73
(vi)	**Purchase of Fresh Equity**			
	Other Related Parties	-	1,012.50	-
(vii)	**Support Service Given**			
	Other Related Parties	9.71	8.38	36.30
(viii)	**Support Service Taken**			
	Entity of which the Company is an Associate	80.43	76.89	59.88
	Other Related Parties	52.20	52.20	62.39
(ix)	**Brokerage Expenses**			
	Other Related Parties	1.56	0.10	0.77
(x)	**Interest Income**			
	Entity of which the Company is an Associate	16.83	0.04	-
	Other Related Parties	24.40	0.15	8.40
(xi)	**Interest Expense**			
	Entity of which the Company is an Associate	5.93	1.40	0.46
	Other Related Parties	2.00	1.45	31.95
(xii)	**Rent Expenses**			
	Entity of which the Company is an Associate	1.44	1.44	1.44
	Other Related Parties	0.30	0.24	0.04
(xiii)	**Brand Charges**			
	Entity of which the Company is an Associate	12.69	16.21	3.56
(xiv)	**Demat Charges**			
	Other Related Parties	2.12	-	-

(xv)	**Rent Income**			
	Other Related Parties	0.06	0.06	0.06
(xvi)	**Commission Income**			
	Other Related Parties	-	-	107.38
(xvii)	**Referral fees**			
	Other Related Parties	-	29.14	40.59
(xviii)	**Remuneration paid to KMP**			
	Short Term Employee Benefits	73.45	74.52	55.48
	Share Based Payments	0.00	0.00	0.00
	Post Employment Benefits *			

* The value of post employment benefit for all the employees is determined collectively by the appointed actuary and therefore not separately identifiable.

(Rs in Million)

		AS AT MARCH 31, 2021	**AS AT MARCH 31, 2020**	**AS AT MARCH 31, 2019**
(c)	**Outstanding Balances (Other than of transaction between the Group)**			
(i)	**Loan**			
	Entity of which the Company is an Associate	-	139.00	-
	Other Related Parties	-	507.50	-
(ii)	**Other Receivable**			
	Other Related Parties	0.44	-	-
(iii)	**Interest Receivable**			
	Entity of which the Company is an Associate	-	0.04	-
	Other Related Parties	-	0.13	-
(iv)	**Advance Received**			
	Other Related Parties	-	0.00	-

(d) **The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in restated consolidated financial information :**

(i)	**Loan Given :**			
	By Anand Rathi Wealth Limited :			
	to AR Digital Wealth Private Ltd	14.20	113.40	285.25
	to Ffreedom Intermediary Infrastructure Pvt Ltd	-	76.96	68.05
	By AR Digital Wealth Private Ltd :			
	to Ffreedom Intermediary Infrastructure Pvt Ltd	-	-	28.90
	to Freedom Wealth Solutions Pvt Ltd	-	-	1.40
	By Freedom Wealth Solutions Pvt Ltd			
	to AR Digital Wealth Private Ltd	-	-	21.90
	to Ffreedom Intermediary Infrastructure Pvt Ltd	-	9.67	41.55
(ii)	**Loan Taken:**			
	By AR Digital Wealth Private Ltd :			
	from Anand Rathi Wealth Limited	14.20	113.40	285.25
	from Freedom Wealth Solutions Pvt Ltd	-	-	21.90
	By Ffreedom Intermediary Infrastructure Pvt Ltd			
	from Anand Rathi Wealth Limited	-	76.96	68.05
	from Freedom Wealth Solutions Pvt Ltd	-	9.67	41.55
	from AR Digital Wealth Private Ltd	-	-	28.90

	By Freedom Wealth Solutions Pvt Ltd			
	from AR Digital Wealth Private Ltd	-	-	1.40
(iii)	**Loan Repayment Received:**			
	By Anand Rathi Wealth Limited :			
	from AR Digital Wealth Private Ltd	14.20	159.04	464.41
	from Ffreedom Intermediary Infrastructure Pvt Ltd	-	97.20	176.70
	By AR Digital Wealth Private Ltd :			
	from Ffreedom Intermediary Infrastructure Pvt Ltd	-	-	28.90
	from Freedom Wealth Solutions Pvt Ltd	-	-	1.40
	By Freedom Wealth Solutions Pvt Ltd			
	from AR Digital Wealth Private Ltd	-	-	21.90
	from Ffreedom Intermediary Infrastructure Pvt Ltd	-	35.85	15.38
(iii)	**Loan Repayment :**			
	By AR Digital Wealth Private Ltd :			
	to Anand Rathi Wealth Limited	14.20	159.04	464.41
	to Freedom Wealth Solutions Pvt Ltd	-	-	21.90
	By Freedom Wealth Solutions Pvt Ltd			
	to AR Digital Wealth Private Ltd	-	-	1.40
	By Ffreedom Intermediary Infrastructure Pvt Ltd			
	to Anand Rathi Wealth Limited	-	97.20	176.70
	to AR Digital Wealth Private Ltd	-	-	28.90
	to Freedom Wealth Solutions Pvt Ltd	-	35.85	15.38
(iii)	**Support Service Given:**			
	By Anand Rathi Wealth Limited :			
	to Freedom Wealth Solutions Pvt Ltd	-	-	20.28
	to AR Digital Wealth Private Ltd	0.78	1.34	-
	By AR Digital Wealth Private Ltd :			
	to Ffreedom Intermediary Infrastructure Pvt Ltd	-	0.22	-
	to Anand Rathi Wealth Limited	3.82	1.55	2.53
	By Ffreedom Intermediary Infrastructure Pvt Ltd			
	to AR Digital Wealth Private Ltd	-	17.39	-
(iii)	**Support service Taken:**			
	By Anand Rathi Wealth Limited :			
	from AR Digital Wealth Private Ltd	3.82	1.55	2.53
	By AR Digital Wealth Private Ltd			
	from Anand Rathi Wealth Limited	0.78	1.34	-
	from Ffreedom Intermediary Infrastructure Pvt Ltd	-	17.39	-
	By Freedom Wealth Solutions Pvt Ltd			
	from Anand Rathi Wealth Limited	-	-	20.28

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

	By Ffreedom Intermediary Infrastructure Pvt Ltd			
	from A R Digital Wealth Private Limited	-	0.22	-
(iv)	**Interest Expense**			
	By AR Digital Wealth Private Ltd :			
	to Anand Rathi Wealth Limited	-	6.21	29.54
	to Freedom Wealth Solutions Pvt Ltd	-	-	0.17
	By Ffreedom Intermediary Infrastructure Pvt Ltd			
	to Anand Rathi Wealth Limited	-	3.94	6.35
	to AR Digital Wealth Private Ltd	-	-	0.23
	to Freedom Wealth Solutions Pvt Ltd	-	2.86	-
(v)	**Interest Income**			
	to Anand Rathi Wealth Limited			
	from AR Digital Wealth Private Ltd	-	6.21	29.54
	from Ffreedom Intermediary Infrastructure Pvt Ltd	-	3.94	6.35
	to AR Digital Wealth Private Ltd			
	from Ffreedom Intermediary Infrastructure Pvt Ltd	-	-	0.23
	to Freedom Wealth Solutions Pvt Ltd			
	from AR Digital Wealth Private Ltd	-	-	0.17
	from Ffreedom Intermediary Infrastructure Pvt Ltd	-	2.86	-
(v)	**Reimbursement of Expenses incurred :**			
	By Freedom Wealth Solutions Pvt Ltd			
	for Ffreedom Intermediary Infrastructure Pvt Ltd	-	0.28	0.09
	By Ffreedom Intermediary Infrastructure Pvt Ltd			
	for Freedom Wealth Solutions Pvt Ltd	0.05	-	-
(vi)	**Payment of Reimbursement of Expenses** **To Freedom Wealth Solutions Pvt Ltd**			
	By Ffreedom Intermediary Infrastructure Pvt Ltd	0.05	0.28	23.69
(vii)	**Referral Fees Paid :** **By Freedom Wealth Solutions Pvt Ltd**			
	to Anand Rathi Wealth Limited	6.02	10.02	-
(vii)	**Referral Fees Received :** **By Anand Rathi Wealth Ltd**			
	from Freedom Wealth Solutions Pvt Ltd	6.02	10.02	-
(viii)	**Purchase of Shares** **By Anand Rathi Wealth Limited :**			
	from AR Digital Wealth Private Ltd	-	259.90	-

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

(viii)	**Sale of Shares**			
	By AR Digital Wealth Private Ltd			
	from Anand Rathi Wealth Limited	-	259.90	-
(ix)	**Fresh Equity issued by :**			
	By Ffreedom Intermediary Infrastructure Private Limited			
	to Anand Rathi Wealth Limited	-	100.00	-
	to AR Digital Wealth Private Limited	-	-	150.00
	By AR Digital Wealth Private Limited			
	to Anand Rathi Wealth Limited	-	-	400.00
(x)	**Purchase of Debentures :**			
	By AR Digital Wealth Private Limited			
	from Anand Rathi Wealth Limited	41.40	-	-
(xi)	**Sale of Debentures :**			
	By Anand Rathi Wealth Limited			
	from AR Digital Wealth Private Limited	41.40	-	-
(e)	**Outstanding Balances of transaction within the Group:**			
(i)	**Loan Receivable**			
	By Anand Rathi Wealth Limited :			
	from AR Digital Wealth Private Ltd	-	-	45.64
	from Ffreedom Intermediary Infrastructure Pvt Ltd	-	-	20.24
	By Freedom Wealth Solutions Pvt Ltd			
	from Ffreedom Intermediary Infrastructure Pvt Ltd	-	-	26.18
(ii)	**Loan Payable**			
	By Ffreedom Intermediary Infrastructure Pvt Ltd			
	to Anand Rathi Wealth Limited	-	-	20.24
	to Freedom Wealth Solutions Pvt Ltd	-	-	26.18
	By AR Digital Wealth Private Limited			
	to Anand Rathi Wealth Limited	-	-	45.64
(iii)	**Other Payable :**			
	By Anand Rathi Wealth Limited :			
	to AR Digital Wealth Private Ltd	-	0.16	-
(iv)	**Other Receivable**			
	By AR Digital Wealth Private Ltd			
	to Anand Rathi Wealth Limited	-	0.16	-

Note 1: Terms of Loan Given to related parties
Loan given to related parties at the interest rate in the range of 10% to 12% and it is receivable on demand.

Note 2: There are no provision for doubtful debts/advances or amount written off or written back for debts due from / due to related parties

Note 3: Related party relationships have been identified by the Management and relied upon by the Auditors.

Note 4: The transactions entered into with related party are at arm's length prices.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

32 RESTATED CONSOLIDATED SUMMARY STATEMENT OF EARNINGS PER SHARE AND ACCOUNTING RATIOS

	FOR THE YEAR ENDED MARCH 31, 2021	FOR THE YEAR ENDED MARCH 31, 2020	FOR THE YEAR ENDED MARCH 31, 2019
Before issue of Bonus Shares			
Restated Ind AS Consolidated Net Profit after tax attributable to owners of the company	450.89	613.83	592.05
Restated Ind AS Consolidated Net Worth at the end of the year	2,412.99	1,855.23	1,239.37
(Networth = Equity Share Capital + Other Equity)			
Restated Ind AS Consolidated Depreciation and Amortisation	172.92	210.48	162.69
Restated Ind AS Consolidated Finance Cost	28.98	32.96	61.10
Restated Ind AS Consolidated Tax Expense	184.89	253.47	246.66
Number of equity shares as at the end of the year	2,75,13,560	2,70,27,440	2,69,08,600
Face Value Per Share (in Rs)	5	5	5
Weighted Average number of equity shares outstanding during the year	2,72,78,833	2,69,96,183	2,69,00,517
Diluted Weighted Average number of equity shares outstanding during the year	2,76,64,913	2,73,67,483	2,74,06,228
Diluted Number of equity shares outstanding at the end of the year	2,78,99,640	2,73,98,740	2,74,14,310
Earnings Per Share (in Rs)			
- Basic	16.53	22.74	22.01
- Diluted	16.30	22.43	21.60
Return on Net Worth %	18.69%	33.09%	47.77%
Net Asset Value Per Share (Based on No. of Equity shares at year end)	87.70	68.64	46.06
Net Asset Value Per Share (Based on Diluted No. of Equity shares at year end)	86.49	67.71	45.21
EBITDA	837.68	1,110.74	1,062.50
After issue of Bonus Shares			
Restated Ind AS Consolidated Net Profit after tax attributable to owners of the company	450.89	613.83	592.05
Restated Ind AS Consolidated Net Worth at the end of the year	2,412.99	1,855.23	1,239.37
(Networth = Equity Share Capital + Other Equity)			
Restated Ind AS Consolidated Depreciation and Amortisation	172.92	210.48	162.69
Restated Ind AS Consolidated Finance Cost	28.98	32.96	61.10
Restated Ind AS Consolidated Tax Expense	184.89	253.47	246.66
Number of equity shares as at the end of the year	4,12,70,340	4,05,41,160	4,03,62,900
Face Value Per Share (in Rs)	5	5	5
Weighted Average number of equity shares outstanding during the year	4,09,18,249	4,04,94,275	4,03,50,776
Diluted Weighted Average number of equity shares outstanding during the year	4,14,97,369	4,10,51,225	4,11,09,341
Diluted Number of equity shares outstanding at the end of the year	4,18,49,460	4,10,98,110	4,11,21,465
Earnings Per Share (in Rs)			
- Basic	11.02	15.16	14.67
- Diluted	10.87	14.95	14.40
Return on Net Worth %	18.69%	33.09%	47.77%
Net Asset Value Per Share (Based on No. of Equity shares at year end)	58.47	45.76	30.71
Net Asset Value Per Share (Based on Diluted No. of Equity shares at year end)	57.66	45.14	30.14
EBITDA	837.68	1,110.74	1,062.50

1. The Ratios have been computed as follows:

a) Earning per share (Basic) = $\dfrac{\text{Restated Ind AS Consolidated Net Profit after tax attributable to owners of the company}}{\text{Weighted Average number of equity shares outstanding during the year}}$

b) Earning per share (Diluted) = $\dfrac{\text{Restated Ind AS Consolidated Net Profit after tax attributable to owners of the company}}{\text{Diluted Weighted Average number of equity shares outstanding during the year}}$

c) Return on Net Worth (%) = $\dfrac{\text{Restated Ind AS Consolidated Net Profit after tax attributable to owners of the company}}{\text{Restated Ind AS Consolidated Net Worth at the end of the year}}$

d) Net Asset Value Per Share (Based on No. of Equity shares at year end) = $\dfrac{\text{Restated Ind AS Consolidated Net Worth at the end of the year}}{\text{Number of equity shares as at the end of the year}}$

e) Net Asset Value Per Share (Based on Diluted No. of Equity shares at year end) = $\dfrac{\text{Restated Ind AS Consolidated Net Worth at the end of the year}}{\text{Diluted Number of equity shares outstanding at the end of the year}}$

f) EBITDA = Restated Ind AS Consolidated Net Profit after tax + Restated Ind AS Consolidated Depreciation and Amortisation + Restated Ind AS Consolidated Finance Cost + Restated Ind AS Consolidated Tax Expense

2. In accordance with the SEBI Regulations, net worth means "the aggregate value of the paid-up share capital, share premium account, reserves and surplus (excluding revaluation reserve) as reduced by the aggregate value of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account".

3. Weighted average number of shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period / year.

4. The Group does not have any revaluation reserves or extra-ordinary items.

5. Earnings per share calculations are in accordance with Ind AS 33 - "Earnings per share".

6. The figures disclosed above are based on the Restated Ind AS Consolidated Financial Information of the Group.

7. The face value of equity shares of the Holding Company had been sub divided from Rs. 10 per equity share to Rs. 5 per equity share vide the approval of shareholders in extraordinary general meeting held on 14 August 2018.

8. Ind AS 33 "Earnings per Share", requires an adjustment in the calculation of basic and diluted earning per share for all the periods presented if the number of equity or potential equity shares outstanding change as a result of share sub-division. The weighted average number of shares and consequently the basic and diluted earnings per share have accordingly been adjusted in the Ind AS consolidated financial information.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

33 RESTATED SUMMARY STATEMENT OF SHARE BASED PAYMENTS

Employees Share Option Plans

The Employee Stock Option Scheme (‘the Scheme’) provides for grant of share options to the eligible employees and/or directors (“the Employees”) of the Company and/or its subsidiaries. The Share Options are granted at an exercise price, which is either equal to the fair market price, or at a premium, or at a discount to market price as may be determined by the Nomination and Remuneration Committee. Each Share Option converts into two equity shares of the Holding Company.

During the financial year 2016-17, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board had approved 3,20,000 Options at an exercise price of 10/- per option to the Employees.

The details of options are as under:

	FOR THE YEAR ENDED MARCH 31, 2021 (Nos.)	FOR THE YEAR ENDED MARCH 31, 2020 (Nos.)	FOR THE YEAR ENDED MARCH 31, 2019 (Nos.)
Outstanding at the beginning of the year	1,87,860	2,56,000	2,67,260
Add: Granted during the year	-	-	-
Less: Exercised and shares allotted during the year	87,000	59,420	11,260
Less: Exercised but pending allotment	-	-	-
Less: Forfeited/cancelled during the year	-	-	-
Less: Lapsed during the year	9,510	8,720	-
Outstanding at the end of the year	91,350	1,87,860	2,56,000
Exercisable at the end of the year	-	-	64,000

Fair Value of Options granted

The estimated fair value of each stock option granted is 2.82 as on 1 January, 2017. The fair value has been calculated by applying Black-Scholes-Merton model as valued by an independent valuer. The model inputs the share price at respective grant dates, exercise price of Rs 10 per option, Standard Deviation of 52.44%, life of option being 6 months from date of grant, and a risk-free interest rate of 6.51%.

Standard deviation has been derived based on the one year historical numbers of the peer group companies adjusted with appropriate illiquidity discount.

The options granted on January 1, 2017 under ESOP 2017 have an exercise price of Rs. 10 per option and would vest over the period as under:

Options Granted (in Nos.)	Vesting Date
52,740	31.12.2017
11,260	31.03.2018
64,000	31.12.2018
96,000	31.12.2019
96,000	31.12.2020

ESOP Scheme 2018

During the financial year 2018-19, the Board had approved the Policy and the no. of options to be granted to the Employees that will vest in a graded manner and which can be exercised within a specified period. The Board has approved 1,30,050 options at an exercise price of Rs 10/- per option to the employees.

The details of options are as under:

	FOR THE YEAR ENDED MARCH 31, 2021 (Nos.)	FOR THE YEAR ENDED MARCH 31, 2020 (Nos.)	FOR THE YEAR ENDED MARCH 31, 2019 (Nos.)
Outstanding at the beginning of the year	1,30,050	-	-
Add: Granted during the year	-	-	-
Less: Exercised and shares allotted during the year	26,010	-	-
Less: Exercised but pending allotment	-	-	-
Less: Forfeited/cancelled during the year	-	-	-
Less: Lapsed during the year	-	-	-
Outstanding at the end of the year	1,04,040	-	-
Exercisable at the end of the year	-	-	-

Fair Value of Options granted

The estimated fair value of each stock option granted is 4.63 as on 11th March 2019. The fair value has been calculated by applying Black-Scholes-Merton model as valued by an independent valuer. The model inputs the share price at respective grant dates, exercise price of 10/- per option , Standard Deviation of 51.15%, life of option being 3 months from the date of grant, and a risk-free interest rate of 7.35%.

The options were approved by the Board on March 11, 2019 under ESOP 2018 and were communicated to employees on 1st April 2020. ESOP 2018 has an exercise price of Rs 10 per option, and would vest over the period as under:

Options Granted (in Nos.)	Vesting Date
26,010	01.04.2020
26,010	01.04.2021
26,010	01.04.2022
26,010	01.04.2023
26,010	01.04.2024

Details of the commitments arising from the Share based payments were as follows: **(Rs in Million)**

Particulars	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2021
Total Carrying Amount	43.93	0.34	0.25
Amount debited Statement of Profit & Loss	64.79	0.27	0.21

During the quarter ended June 30, 2021, the Board has approved the policy and the no. of options to be granted to the employees that will vest in a graded manner which can be exercised within a specified period. The Board has approved 20,000 options at an exercise price of Rs 5 per option to the employees.

34 RESTATED SUMMARY STATEMENT OF CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.
A CSR committee has been formed by the Holding Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013:
a) Gross amount required to be spent by the Company during the year is 17.80 Million.
b) Amount spent during the year on:

2020-21 **(Rs in Million)**

Particulars	In Cash	Yet to be paid in cash	Total
1. Construction / acquisition of any asset	-	-	-
2. On purposes other than(1) above	17.88	-	17.88

2019-20 **(Rs in Million)**

Particulars	In Cash	Yet to be paid in cash	Total
1. Construction / acquisition of any asset	-	-	-
2. On purposes other than(1) above	11.40	-	11.40

2018-19 **(Rs in Million)**

Particulars	In Cash	Yet to be paid in cash	Total
1. Construction / acquisition of any asset	-	-	-
2. On purposes other than(1) above	3.00	-	3.00

35 RESTATED SUMMARY STATEMENT OF CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to equity holders of the Group. The Group manages its capital to ensure that it continues as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.
The Group monitors capital using a gearing ratio. Capital gearing ratio of the Group is as follows :

(Rs in Million except the ratio)

	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
Equity	137.57	135.14	134.54
Other Equity	2,275.42	1,720.09	1,104.82
Non Controlling Interest	116.21	115.85	125.38
Total Equity (A)	**2,529.20**	**1,971.08**	**1,364.74**
Borrowings	333.60	417.30	5.96
Total Debt (B)	**333.60**	**417.30**	**5.96**
Total Debt and Equity (C=A+B)	**2,862.80**	**2,388.38**	**1,370.70**
Capital Gearing Ratio (B/C) (times)	**0.117**	**0.175**	**0.004**

36 RESTATED SUMMARY STATEMENT OF CAPITALISATION

(Rs in Million except the ratio)

	PRE-ISSUE AS AT MARCH 31, 2021	ADJUSTED FOR ISSUE (Refer Note 1)
Debt		
Total Borrowings	333.60	*
Current borrowings	-	*
Non-current borrowings (including current maturity) **(A)**	333.60	*
Total equity		
Equity Share Capital	137.57	*
Other Equity	2,275.42	*
Non Controlling Interest	116.21	
Total Equity (B)	**2,529.20**	*
Non-current borrowings/ Total equity (A/B) (times)	**0.13**	*

Note 1 : The corresponding Post IPO Capitalisation data in the above table is not determinable at this stage pending the completion of book building process and hence the same has not been provided in the above statement.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

37 RESTATED SUMMARY STATEMENT OF BUSINESS COMBINATIONS

The Holding Company had acquired following equity shares at fair value during the year and in earlier year(s). Purchase consideration for acquisition of shares in below mentioned entities was paid by mode of cash only. The acquisitions were made to enhance the presence in Wealth Management space. The other disclosures with respect to acquisition are as under.

AR Digital Wealth Private Limited (ARDWPL) is engaged in the business of Digital Wealth Management. The consideration paid for shares of ARDWPL in July 2016 is Rs. 25.20 Million, in March 2018 is Rs. 69.03 Million and in Financial Year 2018-2019 is Rs. 420.49 Million. The fair value per share for the aforesaid acquisitions is Rs. 10, Rs. 256 and Rs. 332(Average price of 3 lots purchased during the year) respectively.

Freedom Wealth Solutions Private Limited (FWSPL) is engaged in the business of Wealth Management. The consideration paid for shares of FWSPL in September 2017 is Rs. 23.72 Million. The fair value per share for the aforesaid acquisitions is Rs. 10.

Ffreedom Intermediary Infrastructure Private Limited (FIINFRA) is engaged in the business of providing IT enabled services. The consideration paid for shares of FIINFRA in FY 2019-20 is Rs. 359.90 Million. The fair value per share for the aforesaid acquisitions is Rs. 434.
2,99,419 shares purchased on February 13, 2020 and 299418 shares purchased on March 31, 2020 are acquired from AR Digital Wealth Private Limited and 2,30,415 shares purchased on March 31, 2020 are acquired in a Right issue by Ffreedom Intermediary Infrastructure Private Limited.

Details of Share acquired/(sold) is tabulated as below-

Name of Company	No. of Shares	% of Shares Acquired
AR Digital Wealth Private Limited		
July 13, 2016	25,20,000	60.30%
March 14, 2018	5,574	0.13%
March 16, 2018	1,70,246	4.07%
March 16, 2018	51,074	1.22%
March 16, 2018	39,157	0.94%
March 22, 2018	5,574	0.13%
May 3, 2018	58,361	1.40%
February 5, 2019	11,94,029	7.07%
March 27, 2019	13,044	0.24%
Freedom Wealth Solutions Private Limited*		
September 25, 2017	23,71,625	95.01%
Ffreedom Intermediary Infrastructure Private Limited**		
February 13, 2020	2,99,419	50.00%
March 31, 2020	2,99,418	36.11%
March 31, 2020	2,30,415	13.89%

* The shares of Freedom Wealth Solutions Private Limited prior to the acquisition by holding company were acquired by AR Digital Wealth Private Limited during the period December 2016 to February 2017 for Rs. 8.08 million based on which the Goodwill is calculated as per below table. The shares were then acquired by the Holding Company in September 2017 at Rs. 23.72 million.

** The shares of Ffreedom Intermediary Infrastructure Private Limited prior to the acquisition by holding company were acquired by AR Digital Wealth Private Limited in November 2017 for Rs. 2.5 million based on which the Capital Reserve is calculated as per below table. The shares were then acquired by the Holding Company during the period January 2020 to March 2020 at Rs. 259.90 million. Further, the Holding Company made an investment in fresh equity shares of Ffreedom Intermediary Infrastructure Private Limited of Rs. 100 million.

At the time of acquisition of business, investment made in equity shares of acquiree over and above net assets of acquiree company is treated as Goodwill and net assets acquired in excess of the consideration paid to the acquiree is treated as Capital Reserve. Details of Goodwill and Capital Reserve is as below

(Rs in Million)

	ARDWPL	**FIINFRA**	**Total**
Consideration Paid	25.20	2.50	27.70
Less: Net Assets Acquired	24.95	(26.26)	(1.31)
Goodwill	**0.25**	**28.76**	**29.01**

	FWSPL
Net Assets Acquired	33.03
Less : Consideration Paid	8.08
Capital Reserve	**24.95**

Total Profit after tax in Restated Ind AS Consolidated financial information is Rs. 451.10 Million (FY 2019-20 616.14 Million and FY 2018-29 584.33 Million) which includes profit of subsidiaries also, i.e. Rs. 0.50 Million (FY 2019-20 29.67 Million and FY 2018-29 (10.72) Million) of AR Digital Wealth Private Limited, Rs. 1.74 Million (FY 2019-20 (0.83) Million and FY 2018-29 0.59 Million) of Freedom Wealth Solutions Private Limited and Rs. 2.70 Million (FY 2019-20 (21.76) Million and FY 2018-19 (20.95) Million) of Ffreedom Intermediary Infrastructure Private Limited.

38 RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF CONTINGENT LIABILITY

Contingent liability in respect of Income Tax Demand of one of the subsidiary Freedom Wealth Solution Private Limited is as under:

(Rs in Million)

Particulars	**AS AT MARCH 31, 2021**	**AS AT MARCH 31, 2020**	**AS AT MARCH 31, 2019**
Liabilities disputed - appeals filed with respect to: Income Tax demand for Assessment Year 2013-14*	4.17	4.17	4.17
Income Tax demand for Assessment Year 2013-14 (Penalty order under sec 271(1)(c))	4.62	0.00	0.00
Income Tax demand for Assessment Year 2015-16*	11.44	11.44	11.44
Total	**20.23**	**15.61**	**15.61**

* Addition on account of difference in consideration which is received more in comparison to fair market value of shares issued u/s 56(2)(vii)(b)

39 The Group does not have any other pending litigation which would impact its financial position.

40 The Group, as a process, reviews and ensures to make adequate provisions for material foreseeable losses, if any, on all long-term contracts. As on the reporting date there is no material foreseeable loss on any long-term contract.

41 The Group has re-measured the derivative contracts to their fair value at the reporting date, as such there are no material foreseeable losses on derivative contracts.

42 RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF CAPITAL COMMITMENTS

(Rs in Million)

Particulars	**AS AT MARCH 31, 2021**	**AS AT MARCH 31, 2020**	**AS AT MARCH 31, 2019**
Estimated amount of contracts remaining to be executed on capital account and not provided for : - Capital Commitment for Purchase of Property (Net of Advances)	-	30.77	511.00

43 RESTATED STANDALONE SUMMARY STATEMENT OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006' ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2021, March 31, 2020 and March 31, 2019 has been made in the financial statements based on information received and available with the Group. Further in view of the Management there is no interest payable in accordance with the provisions of the Act.

(Rs in Million)

Particulars	AS AT MARCH 31, 2021	AS AT MARCH 31, 2020	AS AT MARCH 31, 2019
The principal amount remaining unpaid to any supplier at the end of each accounting year;	**0.82**	3.43	-
The interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-
The amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-
	0.82	**3.43**	**-**

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
ANNEXURE V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

44 RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF FINANCIAL INSTRUMENT - FAIR VALUES

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(Rs in Million)

		Fair value			
March 31, 2021	**Carrying Amount**	**Quoted prices in active markets (Level 1)**	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
Financial assets					
(i) Mutual Fund	1.62	1.62	-	-	1.62
	-	-	-	-	-
	(750.85)	(750.85)	-	-	(750.85)
(ii) Investment in PMS	25.17	15.61	-	9.56	25.16
	(18.32)	(10.93)	-	(7.39)	(18.32)
	-	-	-	-	-
(iii) Unquoted Debentures	83.62			83.62	83.62
	(248.15)	-	-	(248.15)	(248.15)
	(103.40)	-	-	(103.40)	(103.40)
(iv) Option Premium	-	-	-	-	-
	(40.92)	-	(40.92)	-	(40.92)
	-	-	-	-	-
(v) Equity Shares of Other Companies	1,018.15	-	-	1,018.15	1,018.15
	(1,013.18)	-	-	(1,013.18)	(1,013.18)
	-	-	-	-	-
Amortised Cost					
(i) Loans	0.00	-	-	-	-
	(648.64)	-	-	-	-
	(1.97)	-	-	-	-
(ii) Security Deposit	32.01	-	-	-	-
	(49.99)	-	-	-	-
	(38.79)	-	-	-	-
(iii) Trade receivables	108.65	-	-	-	-
	(91.14)	-	-	-	-
	(110.14)	-	-	-	-
(iv) Cash and cash equivalents	653.18				-
	(282.54)	-	-	-	-
	(114.12)	-	-	-	-
(v) Bank balances other than above	0.47				-
	(0.43)	-	-	-	-
	(0.41)	-	-	-	-
(vi) Other Financial Assets	64.11	-			-
	(45.45)	-	-	-	-
	(7.22)	-	-	-	-
Total as at March 31, 2021	**1,986.98**	**17.23**	**-**	**1,111.32**	**1,128.55**
Total as at March 31, 2020	**(2,438.76)**	**(10.93)**	**(40.92)**	**(1,268.72)**	**(1,320.57)**
Total as at March 31, 2019	**(1,126.90)**	**(750.85)**	**-**	**(103.40)**	**(854.25)**

(Rs in Million)

		Fair value			
March 31, 2021	**Carrying Amount**	**Quoted prices in active markets (Level 1)**	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
FVTPL					
(i) Option Premium	0.00	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	0.00
	(119.09)	(108.45)	(10.64)	-	(119.09)
Amortised Cost					
(i) Borrowings	333.60	0.00	0.00	0.00	0.00
	(417.30)	0.00	0.00	0.00	0.00
	(5.96)	0.00	0.00	0.00	0.00
(ii) Trade payables	2.03	0.00	0.00	0.00	0.00
	(16.60)	0.00	0.00	0.00	0.00
	(1.62)	0.00	0.00	0.00	0.00
(iii) Other Financial Liabilities	197.94	0.00	0.00	0.00	0.00
	(1,175.52)	0.00	0.00	0.00	0.00
	(408.88)	0.00	0.00	0.00	0.00
Total as at March 31, 2021	**533.57**	**0.00**	**0.00**	**0.00**	**0.00**
Total as at March 31, 2020	**(1,609.42)**	**0.00**	**0.00**	**0.00**	**0.00**
Total as at March 31, 2019	**(535.55)**	**(108.45)**	**(10.64)**	**0.00**	**(119.09)**

Note 1 - Figures in brackets in the above table represent numbers of FY 2019-20 and FY 2018-19 respectively.

Valuation techniques used to determine the fair values:
a. Listed equity instruments and mutual funds which are fair valued using quoted prices and closing NAV in the market.

b. Discounted cash flow method has been used to determine the fair value of unquoted equity shares of other companies. The discount rate is used based on management estimates.

c. The Group has made necessary adjustments to the observable and unobservable inputs used for the purpose of valuation

d. The fair value of the quoted instruments are based on market price at the reporting date. In case of unquoted instruments, the valuation is done based on the observable market inputs. The valuation of unquoted index options is done through Black and Scholes model and for unquoted debentures & PMS valuation is done on basis of cash flow analysis.

Fair value measurements using significant unobservable inputs (level 3)
The following table presents the changes in level 3 items for the year ended March 31, 2021, March 31, 2020 and March 31, 2019

-

Particulars	**Unquoted Debentures**	**PMS**	**Equity Shares in Other Companies**
Opening Balance as on April 01, 2020	248.15	7.39	1,013.18
Acquisitions	45,775.31	-	-
Gains / (Losses) recognized	2,127.49	2.17	4.97
Realisations	48,067.33	-	-
Closing Balance as on March 31, 2021	83.62	9.56	1,018.15

(Rs in Million)

Particulars	Unquoted Debentures	PMS	Equity Shares in Other Companies
Opening Balance as on April 01, 2019	103.40	-	-
Acquisitions	34,480.50	7.39	1,012.50
Gains / (Losses) recognized	2,181.08	-	0.68
Realisations	36,516.83	-	-
Closing Balance as on March 31, 2020	248.15	7.39	1,013.18

(Rs in Million)

Particulars	Unquoted Debentures	PMS	Equity Shares in Other Companies
Opening Balance as on April 01, 2018	58.85	-	-
Acquisitions	26,917.50	-	-
Gains / (Losses) recognized	1,259.89	-	-
Realisations	28,132.84	-	-
Closing Balance as on March 31, 2019	103.40	-	-

(i) The fair value of the financial assets and liabilities are included at the amount at which the instrument can be exchanged in the current transaction between willing parties, other than in a forced or liquidation sale.

(ii) Financial instruments carried at amortised cost such as cash and margin money deposits, trade and other receivables, trade payables, borrowings and other current financial instruments approximate their fair values largely due to short term maturities of these instruments.

(iii) The fair value of the quoted instruments are based on market price at the reporting date. In case of unquoted instruments, the valuation is done based on the observable market inputs. The valuation of unquoted index options is done through Black and Scholes model.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

45 RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF FINANCIAL INSTRUMENT – RISK MANAGEMENT

Risk management framework

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group's primary risk management focus is to minimize potential adverse effects on revenue. The Group's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Group's risk assessment and management policies and processes.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The cash flows, funding requirements and liquidity of Group is regularly monitored by the Management of the Group. The objective is to optimize the efficiency and effectiveness of the Group's capital resources.

Exposure to liquidity risk

The table below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities

			Contractual cash flows (Rs in Million)			
March 31, 2021	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	333.60	333.60	-	20.96	63.00	249.64
Trade Payables	2.03	2.03	-	2.03	-	-
Other Financial Liabilities	197.94	197.94	-	79.35	55.35	63.24

			Contractual cash flows (Rs in Million)			
March 31, 2020	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	417.30	417.30	-	20.92	62.78	333.60
Trade Payables	16.60	16.60	-	16.60	-	-
Other Financial Liabilities	1,175.52	1,175.52	-	937.50	72.96	165.05

			Contractual cash flows (Rs in Million)			
March 31, 2019	Carrying amount	Total	On Demand	Less than 3 months	3-12 months	1-5 years
Borrowings	5.96	5.96	-	0.55	1.73	3.68
Trade Payables	1.62	1.62	-	1.62	-	-
Other Financial Liabilities	527.97	527.97	119.09	110.89	71.07	226.92

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, security deposits, capital advances and investment securities.

Customer credit risk is managed by the Group as per its policy, procedures and control relating to customer credit risk. Credit quality of a customer credit risk is assessed based on an extensive credit rating scoreboard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and all possible steps taken to timely realise them.

The credit risk on Fixed Deposits with Banks, Bank Balances, Investments in Mutual Fund and Derivative Financial Instruments is limited because the counterparties are Banks, Exchanges and Mutual Fund houses who are structured market players.

As on reporting date credit risk exposure are as on following: **(Rs in Million except the**

	March 31, 2021	**March 31, 2020**	**March 31, 2019**
Loans	0.00	648.64	1.97
Security Deposit	32.01	49.99	38.79
Trade Receivables	108.65	91.14	110.14
Stock in Trade of Debentures	83.62	248.15	103.40
Investment in Mutual Funds	1.62	-	750.86
Investment in PMS	25.16	18.32	-
Option Premium	-	40.92	-
Fixed Deposits with Banks	589.20	25.40	115.00
Bank Balances in Current Account	118.99	281.13	2.56
Bank Balances other than above	0.47	0.43	0.41
Staff Advance	2.27	15.23	15.36
Accrued Interest	4.70	0.88	0.16

(Rs in Million except the ratio)

(i) **AGE OF TRADE RECEIVABLES**	**AS AT MARCH 31, 2021**	**AS AT MARCH 31, 2020**	**AS AT MARCH 31, 2019**
Within the credit period	104.79	81.23	95.11
1-30 days Past Dues	2.42	0.43	0.95
31-60 days Past Dues	0.55	2.25	1.14
61-90 days Past Dues	0.13	0.09	3.40
More than 91 days past dues	0.76	7.14	9.54
	108.65	**91.14**	**110.14**

(Rs in Million except the ratio)

(ii) **MOVEMENT IN THE EXPECTED CREDIT LOSS ALLOWANCE**	**AS AT MARCH 31, 2021**	**AS AT MARCH 31, 2020**	**AS AT MARCH 31, 2019**
Balance at beginning of the year	-	-	-
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	-	-	-
Balance at end of the year	-	-	-

There is no expected credit loss as per past trend and hence no ageing in terms of percentage loss is available.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market Risk comprises three types of risk: a.) Interest Rate Risk, b.) Currency Risk and c.) Other Price Risk such as equity price risk etc.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Holding Company's exposure to changes in interest rates relates primarily to the Company's outstanding floating rate debt included in borrowings.

Sensitivity Analysis:

Particulars	As at 31st March 2021
Floating Rate Liability	331.28
A hypothetical 1% shift in underlying benchmark rates will have the below impact :	
Impact on Profit and Loss	
Increase of 1%	(0.08)
Decrease of 1%	0.08

Price Risk

The Group's Board of Directors reviews and approves all equity investment decisions. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis.

(Rs in Million except the ratio)

Impact on Profit and Loss	**Increase by 1%**	**Decrease by 1%**
Investment in Mutual Fund	0.02	-0.02
Investment in PMS	0.25	-0.25
Investment in Other Entities	10.18	-10.18

At the reporting date, the exposure to equity securities of other entities is as under:

	March 31, 2021	**March 31, 2020**	**March 31, 2019**
Investment in Mutual Fund	1.62	-	750.85
Investment in PMS	25.16	18.32	-
Investment in Other Entities	1,018.15	1,013.18	-

Currency Risk

Currency risk is not there, as the Group's primary business activities are within India and does not have significant exposure in foreign currency.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

ANAND RATHI WEALTH LIMITED

(Previously Known as Anand Rathi Wealth Services Limited)

CIN : U67120MH1995PLC086696

ANNEXURE V

NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

46 Cost Sharing

Anand Rathi Financial Services Ltd, Anand Rathi Global Finance Ltd, Anand Rathi Share & Stock Brokers Ltd and Anand Rathi Advisors Ltd incurs expenditure in the nature of Business support costs, etc. which is for the benefit of the company. The cost so expended is reimbursed by the company on the basis of number of employees, time spent by employees, actual billings, etc. Accordingly, the expenditure noted under the head 'Business Support charges' in note 27 are inclusive of the reimbursements.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

47 Estimation of uncertainties relating to the healthpandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information and economic forecasts and expects that the carrying amount of these assets will be recovered.

The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these standalone financial statements.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

48 RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF ADDITIONAL NOTES FOR CONSOLIDATED FINANCIAL STATEMENT

(Rs in Million)

Sr. No.	Name of the entity in the group	2020-21							
		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As % of consolidated net assets	Amount (Rs in Million)	As % of consolidated profit/loss	Amount (Rs in Million)	As % of consolidated OCI	Amount (Rs in Million)	As % of consolidated TCI	Amount (Rs in Million)
(i)	Parent								
	Anand Rathi Wealth Limited	73.58%	1,860.91	98.90%	446.16	37.43%	1.12	98.50%	447.28
(ii)	Subsidiaries								
(a)	AR Digital Wealth Private Limited	13.85%	350.32	0.08%	0.38	15.59%	0.46	0.19%	0.84
(b)	Freedom Wealth Solutions Private Limited	1.79%	45.18	0.37%	1.65	0.00%	-	0.36%	1.65
(c)	Ffreedom Intermediary Infrastructure Private Limited	6.20%	156.79	0.60%	2.70	41.71%	1.24	0.87%	3.94
(iii)	Non Controlling Interest in Subsidiaries								
(a)	AR Digital Wealth Private Limited	4.49%	113.62	0.03%	0.12	5.26%	0.16	0.06%	0.28
(b)	Freedom Wealth Solutions Private Limited	0.09%	2.38	0.02%	0.09	0.00%	-	0.02%	0.09
(c)	Ffreedom Intermediary Infrastructure Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Total	**100.00%**	**2,529.20**	**100.00%**	**451.10**	**100.00%**	**2.98**	**100.00%**	**454.08**

Sr. No.	Name of the entity in the group	2019-20							
		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As % of consolidated net assets	Amount (Rs in Million)	As % of consolidated profit/loss	Amount (Rs in Million)	As % of consolidated OCI	Amount (Rs in Million)	As % of consolidated TCI	Amount (Rs in Million)
(i)	Parent								
	Anand Rathi Wealth Limited	66.44%	1,309.59	98.85%	609.06	99.21%	(10.59)	98.85%	598.48
(ii)	Subsidiaries								
(a)	AR Digital Wealth Private Limited	17.73%	349.48	3.64%	22.40	-0.19%	0.02	3.70%	22.42
(b)	Freedom Wealth Solutions Private Limited	2.21%	43.53	-0.13%	(0.79)	0.00%	-	-0.13%	(0.79)
(c)	Ffreedom Intermediary Infrastructure Private Limited	7.75%	152.85	-3.53%	(21.76)	1.04%	(0.11)	-3.61%	(21.88)
(iii)	Non Controlling Interest in Subsidiaries								
(a)	AR Digital Wealth Private Limited	5.75%	113.34	1.18%	7.27	-0.06%	0.01	1.20%	7.27
(b)	Freedom Wealth Solutions Private Limited	0.12%	2.29	-0.01%	(0.04)	0.00%	-	-0.01%	(0.04)
(c)	Ffreedom Intermediary Infrastructure Private Limited	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Total	**100.00%**	**1,971.08**	**100.00%**	**616.14**	**100.00%**	**(10.67)**	**100.00%**	**605.46**

Sr. No.	Name of the entity in the group	2018-19							
		Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As % of consolidated net assets	Amount (Rs in Million)	As % of consolidated profit/loss	Amount (Rs in Million)	As % of consolidated OCI	Amount (Rs in Million)	As % of consolidated TCI	Amount (Rs in Million)
(i)	Parent								
	Anand Rathi Wealth Limited	59.37%	810.25	105.32%	615.41	105.01%	(2.34)	105.32%	613.07
(ii)	Subsidiaries								
(a)	AR Digital Wealth Private Limited	23.96%	327.05	-1.39%	(8.09)	-5.15%	0.11	-1.37%	(7.98)
(b)	Freedom Wealth Solutions Private Limited	3.25%	44.31	0.10%	0.56	0.00%	-	0.10%	0.56
(c)	Ffreedom Intermediary Infrastructure Private Limited	4.13%	56.43	-2.71%	(15.82)	1.37%	(0.03)	-2.72%	(15.85)
(iii)	Non Controlling Interest in Subsidiaries								
(a)	AR Digital Wealth Private Limited	7.77%	106.07	-0.45%	(2.63)	-1.68%	0.04	-0.44%	(2.59)
(b)	Freedom Wealth Solutions Private Limited	0.17%	2.33	0.01%	0.03	0.00%	-	0.01%	0.03
(c)	Ffreedom Intermediary Infrastructure Private Limited	1.34%	18.30	-0.88%	(5.13)	0.44%	(0.01)	-0.88%	(5.14)
	Total	**100%**	**1,364.74**	**100%**	**584.33**	**100%**	**(2.23)**	**100%**	**582.10**

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

ANAND RATHI WEALTH LIMITED

(Previously Known as Anand Rathi Wealth Services Limited)

CIN : U67120MH1995PLC086696

Annexure V

NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

49 RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF MATERIAL ADJUSTMENTS

Summarised below are the restatement adjustments made to the audited standalone financial statements for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 and their impact on the profit and equity of the Group :

(Rs in Million)

Particulars	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Profit after tax (as per Audited Consolidated Financial Statements) (i)	**445.50**	**613.93**	**590.91**
Restatement Adjustments:			
(i) Tax Adjustments of previous year	(0.12)	0.42	0.18
(ii) Adoption of Ind AS 116			
(a) Finance cost on lease liability	(0.08)	(0.12)	(27.66)
(b) Depreciation on Right-of-use Asset	4.38	5.56	(93.62)
(c) Lease rentals accounted in accordance to erstwhile Ind AS 17, now reversed	1.41	(0.35)	106.81
(d) Interest income on Financial Portion of Security Deposits	0.01	(0.09)	2.77
(e) Deferred prepaid rent on security deposit as per Ind AS 109, now reversed	-	0.04	2.07
(f) Interest income on security deposit accounted as per Ind AS 109, now reversed	-	(0.05)	(1.93)
(g) Deferred Tax on above items	(1.46)	(1.74)	4.80
(iv) Restatement of Prior year expenses	1.46	(1.46)	0.00
Total Impact of Restatement Adjustment (ii)	**5.60**	**2.21**	**(6.58)**
Profit after tax (As Restated) (iii)=(i)+(ii)	**451.10**	**616.14**	**584.33**

(Rs in Million)

Particulars	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
Equity (as per Audited Consolidated Financial Statements) (i) *	**2531.75**	**1979.24**	**1375.12**
Restatement Adjustments:			
(i) Tax Adjustments of previous year	(0.00)	0.12	(0.30)
(ii) Adoption of Ind AS 116			
(a) Finance cost on lease liability	(36.24)	(36.16)	(36.05)
(b) Depreciation on Right-of-use Asset	(115.83)	(120.20)	(125.77)
(c) Lease rentals accounted in accordance to erstwhile Ind AS 17, now reversed	141.70	140.29	140.64
(d) Interest income on Financial Portion of Security Deposits	4.07	4.06	4.16
(e) Deferred prepaid rent on security deposit as per Ind AS 109, now reversed	3.19	3.19	3.15
(f) Interest income on security deposit accounted as per Ind AS 109, now reversed	(2.96)	(2.96)	(2.92)
(g) Deferred Tax on above items	3.52	4.96	6.71
(iii) Earlier year adjustments	0.00	(1.46)	0.00
Total Impact of Restatement Adjustment (ii)	**(2.55)**	**(8.17)**	**(10.38)**
Equity (As Restated) (iii)=(i)+(ii)	**2529.20**	**1971.08**	**1364.74**

* Equity (as per Audited Consolidated Financial Statements) includes following :

(Rs in Million)

Particulars	**March 31, 2021**	**March 31, 2020**	**March 31, 2019**
(a) Equity Share Capital	137.57	135.14	134.54
(b) Other Equity			
Capital Reserve	24.95	24.95	24.95
Other Reserves	2253.23	1703.40	1090.35
(c) Non Controlling Interest	116.00	115.75	125.28
Total	**2531.75**	**1979.24**	**1375.12**

ANAND RATHI WEALTH LIMITED
(Previously Known as Anand Rathi Wealth Services Limited)
CIN : U67120MH1995PLC086696
Annexure V
NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

Opening Reserve Reconciliation

Particulars	Amount in Millions
Retained Earnings as at April 1, 2018 (as per Audited Standalone Financial Statements) - (i)	**461.92**
Adjustment on account of Restatements:-	
(i) Tax Expenses of earlier years	(0.22)
(ii) Adoption of Ind AS 116	(3.57)
Total Impact of Restatement Adjustment - (ii)	**(3.79)**
Retained Earnings as at April 1, 2018 (As Restated) (iii)=(i)+(ii)	**458.13**

Note: Tax adjustment for prior years -
During the year ended March 31, 2021, March 31, 2020 and March 31, 2019 the Group had recorded certain tax expenses of prior years in the statement of profit and loss. These have been adjusted in the years to which it relates.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

50

All amounts have been rounded off to the nearest million with two decimals, unless otherwise indicated.
'The Restated Standalone Financial Information have been prepared so as to contain information disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:
• there were no audit adjustments on these Restated Consolidated Financial Information except as mentioned in Annexure V- 50,
• there were no changes in accounting policies under Previous GAAP during the years of these Restated Consolidated Financial Statements,
• material amounts relating to adjustments for previous years in arriving at profit/loss of the years to which they relate, have been appropriately adjusted, refer Annexure V- 50,
• adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited Financial Statements of the Group as at and for the year ended March 31, 2021, March 31, 2020 and March 31, 2019 prepared under Ind AS and the requirements of the ICDR Regulations, and
• the resultant tax impact on above adjustments has been appropriately adjusted in deferred taxes in the respective years to which they relate.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

51 Following matters included in Annexure to the Independent auditors' report issued on Internal Financial control with reference to financial statements, as applicable, on the financial statements for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 which do not require any corrective adjustment in the Restated Ind AS Summary Statements.

FY 2020-21

The Company is required to be registered under Section 45IA of the Reserve Bank of India Act, 1934 considering that the Company's Financial Assets and Financial income constitute more than 50 percent of the total assets and gross income. However, the Management is of the view that the Company is actively engaged in Wealth Management business and the investments in the subsidiaries, which are considered in the nature of financial assets are primarily for the purpose of infrastructure and software and should not be considered as Financial Assets. In the opinion of the management, the said investments in subsidiaries should not be considered as financial assets for computation of 50 percent test and thus the Company may not require to register as NBFC. The Company has also submitted request to RBI explaining this position and seeking guidance on captioned matter.

FY 2019-20

The Company is required to be registered under Section 45IA of the Reserve Bank of India Act, 1934 considering that the Company's Financial Assets and Financial income constitute more than 50 percent of the total assets and gross income. The Company has not obtained the registration as the Management is of the view that the financial assets constituting more than 50 percent of the total assets is temporary in nature and there is no intention of the company to act as NBFC.

FY 2020-21 & FY 2019-20

The Company has an internal financial controls system with reference to Standalone Ind AS financial statements which are operating effectively, design whereof needs to be enhanced to make it comprehensive. Based on verification of process control matrixes, made available to us for the financial year under report and thereafter, in our opinion considering the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note, appropriate documentation thereof needs to be strengthened to make the same commensurate with the size of the Company and nature of its business.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

ANAND RATHI WEALTH LIMITED

(Previously Known as Anand Rathi Wealth Services Limited)

CIN : U67120MH1995PLC086696

Annexure V

NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION

52 RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF SUBSEQUENT EVENTS

Except mentioned below, there were no subsequent event after balance sheet date which requires to be disclosed.

The Board of Directors of the Company have recommended a dividend of Rs 2.50 per share and Bonus shares in the ratio of 1:2 of face value of Rs 5 each, subject to the approval of the Members at their Annual General Meeting.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

53 The figures of the previous years have been regrouped / rearranged wherever necessary.

Note: The above statement should be read with Notes to Restated Ind AS Consolidated Financial Information - Basis of preparation and significant accounting policies appearing in Annexure V -1 & 2 and information appearing from Annexure V - 3 to Annexure V - 53.

As per our attached report of even date.

For and on Behalf of
Khimji Kunverji & Co LLP
Chartered Accountants
Registration No.:105146W/W100621

Gautam V Shah
Partner
Membership No: 117348
Mumbai
Date: July 16, 2021

For and on Behalf of Board of Directors

Amit Rathi
Director
DIN : 00029791

Rakesh Rawal
Director & Chief Executive Officer
DIN : 02839168

Ashish Chauhan
Company Secretary

Rajesh Bhutara
Chief Financial Officer

OTHER FINANCIAL INFORMATION

Accounting ratios

The accounting ratios derived from Restated Consolidated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹ million, except otherwise stated)

	Particulars	As at March 31, 2021	As at March 31, 2020	As at March 31, 2019
A.	Net worth attributable to equity shareholders	2,412.99	1,855.23	1,239.37
B.	Profit attributable to the equity shareholders	450.89	613.83	592.05
C.	Weighted average number of equity shares outstanding during the year (in no's)	27,278,833	26,996,183	26,900,517
D.	Weighted average number of dilutive potential equity shares outstanding during the year (in no's)	27,664,913	27,367,483	27,406,228
E.	Number of equity shares outstanding at the year end (in no's)	27,513,560	27,027,440	26,908,600
F.	Accounting Ratios			
	Basic Earnings per share (B/C)	16.53	22.74	22.01
	Diluted Earnings per share (B/D)	16.30	22.43	21.60
	Return on Net worth for Equity shareholders (B/A)	18.69%	33.09%	47.77%
	Net Asset value per share (A/E)	87.70	68.64	46.06
G.	EBITDA			
	EBITDA	837.68	1,110.74	1,062.50
	EBITDA Margin (%)	30.00%	33.02%	37.39%

Notes:

1. *The above statement should be read with the notes on restated consolidated statement of assets and liabilities, restated consolidated statement of profit and loss and restated consolidated statement of cash flows.*

2. *The ratios have been computed as follows:*

$$\text{Earnings per share (Basic)} = \frac{\text{Restated consolidated profit for the year available for equity shareholders}}{\text{Weighted average number of equity shares outstanding during the year}}$$

$$\text{Diluted earnings per share (Basic)} = \frac{\text{Restated consolidated profit for the year available for equity shareholders}}{\text{Weighted average number of diluted potential equity shares outstanding during the year}}$$

$$\text{Return on net worth(\%)} = \frac{\text{Restated consolidated profit for the year available for equity shareholders}}{\text{Restated consolidated net worth at the end of the year}}$$

$$\text{Net asset value per share (₹)} = \frac{\text{Net worth attributable to equity shareholders}}{\text{Number of equity shares outstanding at the year end}}$$

3. *Net worth for ratios mentioned in note D above is= Equity share capital + Other equity*

4. *Earnings per share calculations are in accordance with Ind AS 33 - Earning Per Share*

5. *EBITDA: Aggregate of restated profit/(loss) after tax, tax expense, finance cost and depreciation and amortisation less the other income for the year/ period*

6. *EBITDA Margin = EBITDA / Total Revenue*

Other financial statements

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company and Material Subsidiary for Fiscals 2021, 2020 and 2019 (collectively, the "**Audited Financial Statements**") are available on our website at https://rathi.com/wealth/Investorrelations.php.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company or any entity in which our Shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor BRLMs or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Related party transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., *Ind AS 24 - 'Related Party Disclosures'* for as at and for the years ended March 31, 2021, March 31, 2020, and March 31, 2019 and as reported in the Restated Consolidated Financial Statements, see "*Financial Information – Note 31 - Restated Summary Statement of Related Party Disclosure*" on page 233.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2021, on the basis of our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information*" and "*Risk Factors*" on pages 260, 199 and 24, respectively.

(₹ in million, except ratios)

Particulars	Pre-Offer as at March 31, 2021	As adjusted for the proposed Offer*
Total Borrowings		
Current borrowings	-	**[●]**
Non-current borrowings (including current maturities)	333.60	**[●]**
Total Borrowings (A)	333.60	**[●]**
Total Equity		
Equity share capital	137.57	**[●]**
Other Equity	2,275.42	**[●]**
Non-controlling interest	116.21	**[●]**
Total Equity (B)	2,529.20	**[●]**
Ratio: Non-Current Borrowings/Total Equity	0.13	**[●]**
Ratio: Total Borrowings/ Total Equity	0.13	**[●]**

** To be updated upon finalization of the Offer Price.*

Note:

1. *The above has been derived from the Restated Consolidated Financial Information.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our Restated Consolidated Financial Information as of, and for, the years ended March 31, 2021, 2020 and 2019. Our Restated Consolidated Financial Information for Fiscals 2021, 2020 and 2019, have been prepared under Indian Accounting Standards ("**Ind AS**"), the Companies Act and the SEBI ICDR Regulations. For further details, please see "Financial Information" on page 199 of this Draft Red Herring Prospectus.*

You should read the following discussion and analysis of our financial condition and results of operations together with such Restated Financial Information, including the significant accounting policies, notes thereto and reports thereon, which have been prepared in accordance with Companies Act and SEBI ICDR Regulations. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. For further details, see "Risk Factors – External Risk Factors – Differences exist between Ind-AS and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our financial condition. Additionally, the financial measures and statistical information in the Restated Financial Information may vary from any standard methodology that is applicable across the financial services industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies." on page 45 of this Draft Red Herring Prospectus.

Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.

The following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ from those anticipated in these forward-looking statements as a result of any number of factors, including those set forth in the sections "Forward-Looking Statements" and "Risk Factors" on pages 17 and 24 of this Draft Red Herring Prospectus, respectively.

Overview

We are one of the leading non-bank wealth solutions firms in India and have been ranked amongst the top three non-bank mutual fund distributors in India by gross commission earned in Fiscal 2020 (*Source – CARE Advisory Research*). We serve a wide spectrum of clients through a mix of wealth solutions, financial product distribution and technology solutions. We provide services primarily through our flagship Private Wealth ("**PW**") vertical where we manage ₹ 260.58 billion in AuM as on March 31, 2021. Our AuM is a sum of (i) all third-party assets that generate commissions or incomes, which could be upfront and/or on a trail basis and (ii) custody assets of our Clients (we do not include clients that merely have a custody account *i.e.* a demat account with us, but have no wealth assets such as mutual funds). Our AuM does not include the value of the promoter holdings in companies in our AuM even though they may be in the Anand Rathi Group's custody. Our Clients or active client families include client families/groups with at least ₹5 million in cumulative AuM. Each 'client family' or 'Client' may have one or more sub-accounts or family member accounts through which they invest

We believe we have achieved a dominant position in the distribution of financial products, with a focus on the growing HNI segment through an uncomplicated, holistic and standardised offering, delivered through an entrepreneurial team of private wealth professionals, known as Relationship Managers ("**RMs**").

We commenced activities in Fiscal 2002 as an AMFI registered mutual fund distributor and have evolved into providing, well researched solutions to our Clients by facilitating investments in financial instruments through an objective driven process. As of March 31, 2021, PW vertical caters to 6,109 active client families, serviced by a team of 233 RMs (including 8 RMs working on contractual basis). As on March 31, 2021, 52.33% of our Clients have been associated with us for over 3 years, representing 72.19% of our total PW AuM, which shows our strength in vintage of both clients and their AuM in our business. We are currently present across 11 cities in India, namely, Mumbai, Bengaluru, Delhi, Gurugram, Hyderabad, Kolkata, Chennai, Pune, Chandigarh, Jodhpur and Noida and we have a representative office in Dubai.

We believe, the HNI segment of clients (*i.e.,* individuals with net worth between ₹ 50 - 500 million), is an attractive and underserved segment in terms of quality of service and creating a platform to serve this segment is often time consuming and difficult to build. In our experience, Clients belonging to the HNI segment are less price sensitive and appreciate the high quality and personalized services we offer. Our client families have consistently grown with new family additions of 965, 863 and 988 in Fiscal 2019, Fiscal 2020 and Fiscal 2021 respectively. Correspondingly, our PW AuM has also grown at a CAGR of 20.17% from ₹ 180.37 billion as of 31st March, 2019 to ₹ 260.58 billion on March 31, 2021. Our growth in the PW vertical is driven by our experienced management team with decades of experience in financial services led by Rakesh Rawal, our Chief Executive Officer and Feroze Azeez, our Deputy Chief Executive Officer. Our business strategies are implemented by a team of experienced professionals, with relevant functional and product expertise. We have been ranked in the top 50 in India's Great Mid-Size Workplaces 2017, 2018 and 2020 by Great Place to Work Institute India

Our process driven approach, aims to achieve consistent Client outcomes through a standardised investment strategy, augmenting our RM capability. With regards to mutual fund distribution, we have devised in-house methodologies that consider a defined set of parameters for mutual fund selection. Structured products form an integral part of our model portfolios enabling more predictable and stable returns, with lower risk as compared to equity investment over a medium to long term period. Our relatively simple product mix of mutual funds and structured products, further positions us well to capture our target clientele.

As part of our holistic approach to clients, we also facilitate estate planning, succession planning and create wills as part of our core objectives, without charging any cost to our Clients. As of the date of this DRHP, we have a dedicated in-house team of 5 specialists who are qualified lawyers and servicing clients across all locations to advise and create wills or designing and creation of private family trust.

We have digitised our operational process, including opening of an account, client approvals and investment transactions and on-boarding process. This has led to cost efficiencies and making execution less cumbersome, more transparent and contributed to the growth of our Company. Our Client engagement and marketing efforts have also significantly converted to digital with a move to a virtual process of meeting clients during the pandemic and conducting official meetings and training with multiple stakeholders. Moving to paperless documentation and operational process coupled with work from home model had fundamentally reduced our operating cost relating to stationery and printing costs, travel, business development and rental expenses.

In addition to PW vertical, we have two other new age technology led business verticals, *i.e.*, Digital Wealth ("**DW**") and Omni Financial Advisors ("**OFA**"). We believe that technology is the key to keeping our business future proof. Our DW and OFA verticals are examples of our tireless efforts to create a technology platform to acquire new clients at lower cost as well as service and retain our existing clients. These in-house developed technologies, including mobile application for clients and partners provides us a ready platform to integrate with our PW vertical in future as and when required reducing our time to market for a digital solution.

Our DW vertical is a fin-tech extension of our proposition and addresses the large mass affluent segment (*i.e.* group of individuals with financial assets between ₹ 1 million to ₹ 50 million) of the market with a wealth solution delivered through a 'phygital channel' *i.e.* a combination of human interface empowered with technology. Starting September, 2016, our DW vertical has seen encouraging results in its attempt to build a 'Partner' led distribution model. As of March 31, 2021, the AuM for our DW vertical was ₹ 6.12 billion with around 3,000 clients and 183 client engagement partners.

Our OFA vertical is another strategic extension for capturing the wealth management landscape through which we provide a technology platform for Independent Financial Advisors ("**IFAs**") to service their clients and grow their business. Within a short period of over four years since its launch in September, 2016, it has become India's leading technology platforms for IFAs in terms of subscribers with over 5,000 subscribers as of March 31, 2021 (*Source – CARE Advisory Research*). As of March 31, 2021, 5,011 IFAs had subscribed to our IFA platform. These IFAs handle around 1.50 million clients.

Factors Affecting Our Results of Operations

Our results of operations have been, and will continue to be, affected by a number of events and actions, some of which are beyond our control. However, there are some specific items that we believe have impacted our results of operations and, in some cases, will continue to impact our results on a consolidated and standalone basis. We believe that the following factors, amongst others, have, or could have, an impact on these results, the manner in which we generate income and incur the expenses associated with generating this income. For further details of such factors, please see the sections titled "*Our Business*" and "*Risk Factors*" on pages 137 and 24 of this Draft Red Herring Prospectus.

Developments in relation to the COVID-19 pandemic

The COVID-19 pandemic and the preventative or protective actions that governments around the world have taken to counter the effects of the pandemic have resulted in an extended period of business disruption and a decrease in economic activity in several countries, including in India. In order to contain the spread of the COVID-19 pandemic, the Government of India along with State Governments declared a lockdown of the country in March 2020, including severe travel and transport restriction and a directive to all citizens to shelter in place. The lockdown has since been extended several times with gradual relaxations of the restrictions conducted through phases. As a result, the current COVID-19 pandemic has adversely affected workforces, consumer sentiment, economies and financial markets around the world and has led to uncertainty in the global economy and significant volatility in global financial markets.

Our overall revenue from operations increased from ₹ 2,765.87 million for Fiscal 2019 to ₹ 3,318.27 million for Fiscal 2020 representing an increase of 19.97%. During the same period, our profit before tax for the year increased from ₹ 830.99 million to ₹ 869.61 million and our profit after tax increased from ₹ 584.33 million to ₹ 616.14 million, representing an increase of 4.65% and 5.44% respectively. Following the outbreak of the COVID-19 pandemic, our revenue from operations decreased from ₹ 3,318.27 million for Fiscal 2020 to ₹ 2,653.30 million for Fiscal 2021, representing a 20.04% decrease, and our profit before tax for the year decreased from ₹ 869.61 million to ₹ 635.99 million and our profit after tax decreased from ₹ 616.14 million to ₹ 451.10 million during the same period, representing decrease of 26.86% and 26.79% in our profit before tax and profit after tax respectively. Such decline in our revenue from operations and profits was primarily due to the adverse effect of the COVID-19 pandemic, extended period of business disruptions, stock market volatility and decrease in investor’s sentiments for new investment in the initial phase of the COVID-19 pandemic. The nature of our business requires personal meetings and face-to-face discussions with clients, which could not take place effectively during the initial phase of the pandemic. However, our robust and readily available technological solutions enabled our customers and employees to continue to function and interact seamlessly despite the unprecedented complex environment created by the COVID-19 pandemic, which we believe, has given us a competitive advantage during this period.

In response to the outbreak of the COVID-19 pandemic, we promptly undertook a number of initiatives to safeguard our employees, ensure business continuity and reduce our operating costs, including a rapid transition to remote working, a reduction in discretionary spending and implementation of workforce-based savings. Our employee benefit expense, which comprises the largest share of our total expenses, increased to ₹ 1,665.73 million for Fiscal 2020 as compared to ₹ 1,321.73 million for Fiscal 2019. This increase in employee benefit expenses was due to the significant increase in number of RMs recruited during the year, which increased from 238 as of March 31, 2019 to 282 as of March 31, 2020. However, in anticipation of the adverse impact of the COVID-19 pandemic from March 2020 onwards, we decided to rationalize employee expenses. As a result, some of the RMs who were less productive were reduced and the number of RMs decreased from 282 as of March 31, 2020 to 233 as of March 31, 2021. Apart from rationalizing employee benefit expenses, we also rationalized other costs and as a result, our other expenses significantly decreased from ₹ 585.36 million for Fiscal 2020 to ₹ 447.03 million in Fiscal 2021.

We successfully implemented a digital outreach strategy to reach out to service our existing clients as well as potential clients digitally. This strategy involved: (i) adoption of a virtual mode of conducting meetings with clients and other stakeholders on digital platforms such as Zoom, Microsoft Teams and Google Meet, during the COVID-19 pandemic, which enabled continuity and seamlessness in our client engagement, paving the way for quicker decision-making and overall higher productivity; (b) digitization of operational processes, which facilitated ease and transparency in our account opening, client approvals, transactions and onboarding processes and contributed to the growth of our Company; and (c) digital training, which enabled conduct of frequent training sessions to answer data-related and other queries, to engage in discussions on exhaustive case studies and to improve the knowledge and conviction of the RMs.

While the long-term impact of the COVID-19 outbreak and economic slowdown on our business, client sentiment and investment behavior are yet to be known, our Company has continued to engage with clients and employees through extensive business continuity planning and robust technology platfo rm(s), with minimal disruption on business activities during the lockdowns. Further, our Company has assessed that it would be able to navigate the uncertain economic conditions which are currently prevailing based on its business model, profile of assets and liabilities, availability of liquidity and capital at its disposal.

Events beyond our control may unfold in the future, which makes it difficult for us to predict the extent to which the COVID-19 pandemic will impact our Company's operations and results. We continue to closely monitor the effect that COVID-19 may have on our business and results of operations.

Attraction and retention of Assets under Management (AuM)

Our ability to attract and retain AuM has a significant impact on our financial results. Our results of operations are driven by our consolidated AuM. Set forth below is a table showing our consolidated AuM and sale of structured products, for such periods.

As at	Total AuM (in ₹ billion)
March 31, 2019	183.93
March 31, 2020	183.55
March 31, 2021	266.70

Set forth below is a table showing the break-up of our mutual fund AuM for such periods.

As at	Mutual Fund AuM (₹ billion)	
	Equity Mutual Fund AuM	Debt Mutual Fund AuM
March 31, 2019	80.98	47.64
March 31, 2020	60.62	50.06
March 31, 2021	99.25	46.34

The gross mobilization of our structured products is set out below.

For	Gross mobilization of structured products (in ₹ billion)
Fiscal 2019	18.66
Fiscal 2020	29.73
Fiscal 2021	28.71

There was a decline of 26.03% in NIFTY for Fiscal 2020. The market sentiment remained cautious due to market volatility and continued to do so during the early part of Fiscal 2021. However, as compared to the decline in NIFTY, our total AuM decreased marginally by 0.21% from ₹ 183.93 billion as of March 31, 2019 to ₹ 183.55 billion as of March 31, 2020.

We believe that our AuM had minimal impact due to our objective-driven, well researched and standardised process which provides liquidity along with high degree of capital preservation to clients in the medium term.

During Fiscal 2020, the sales of structured products grew by 59.32% to ₹ 29.73 billion for Fiscal 2020 as compared to ₹ 18.66 billion for Fiscal 2019. During the same period, our total mutual fund AuM decreased by 13.94% from ₹128.61 billion as of March 31, 2019 to ₹ 110.68 billion as of March 31, 2020.

Our total AuM increased by 45.30% to ₹ 266.70 billion as of March 31, 2021 as compared to ₹ 183.55 billion as of March 31, 2020.

Further, as of March 31, 2021, our total mutual fund AuM increased by 31.54% to ₹ 145.59 billion for Fiscal 2021 as compared to ₹ 110.68 billion as of March 31, 2020. Further, the sale of structured products remained flat at ₹ 28.71 billion for Fiscal 2021 as compared to ₹ 29.73 billion for Fiscal 2020.

We have been ranked amongst the top three non-bank mutual fund distributors in India by gross commission earned in Fiscal 2020 (*Source – CARE Advisory Research*).

Our AuM is the key factor driving our income. The level of our AuM is determined by asset inflows and outflows and asset appreciation and depreciation. In order to increase our AuM and grow our business, we must attract new clients and retain and expand our relationships with existing clients. Among other things, this will depend on the success of our RMs in new AuM acquisition and retention of existing clients as well as acquisition of new clients, and client experience, sentiment and confidence.

Ability to attract and retain Relationship Managers

We are a high client engagement business which thrives on relations forged by RMs over long periods of time. The RMs are engaged in acquiring and servicing clients and delivering value addition, due to which their relationship with clients is strong. A loss of a RM therefore may lead to loss of clients who may choose to continue their relationship with the RM depending on the strength of their relationship.

Our RM count was 238 as on March 31, 2019 as compared to 233 RMs as on March 31, 2021. The RMs who have spent more than five years in the relationship management role within our Company have an average AuM of ₹ 2.07 billion as of March 31, 2021. We expanded our team primarily through hiring RMs referred by our existing RMs and promotion of our trained Account Managers ("**AMs**") to RMs.

As on March 31, 2021, our RM vintage is set out below.

Vintage	**<1 Year**	**1 to 2 Years**	**2 to 3 Years**	**3 to 5 Years**	**>5 Years**
Number of RMs	12	35	34	70	82
% of RM revenue	0.35%	3.95%	5.09%	18.84%	71.77%

As is evident from the table above, 90.61% of the total RM revenue is procured by the RMs with vintage of more than three years in our Company. We have an attractive RM incentive policy which is transparent and formula based giving complete clarity on the incentive payout based on the RMs' performance. Our policy of keeping the formula consistent in the last three years has helped us in attracting, retaining and motivating our RMs which is evident from our low attrition rates given above.

We believe that RMs are critical to our success, and any inability to attract and retain RMs or train AMs to grow into RMs may have an adverse impact on our business and future financial performance. If such personnel were to leave, they may seek to solicit our customers after termination of their employment, and, therefore, the loss of these personnel could also cause us to lose certain of our AuM referrals.

Macroeconomic environment and fluctuation in underlying markets

We operate in the segment of distribution of financial products in India. As a result, our business, financial condition, results of operations and prospects are significantly affected by macroeconomic conditions in India, where we conduct most of our business and as the performance of the investment products distributed by us depends largely on the overall performance of the Indian economy. In addition, our AuM is valued on a mark-to-market basis. Consequently, when general market conditions improve or deteriorate, our AuM generally will increase or decrease accordingly.

Fluctuation in the performance of financial products has an impact on the perception of such products as investment options and can affect the demand for the financial products distributed by us. While our business tends to benefit from increased consumer confidence in the overall economy and financial markets, for the financial services sector in particular, adverse macroeconomic conditions in India may reduce the demand for, or returns on the products distributed by us, and otherwise adversely affect our results of operations. Other key factors affecting the performance of the growing wealth management industry in India include changes in the political and social conditions in India, and changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things.

Adverse macroeconomic conditions and fluctuations in underlying markets may also impact the value of derivative positions we may be holding as a principal and impact our results of operations.

However, our PW vertical focuses on the HNI segment in India, growth in which is expected to be led by a strong growth in millionaires from 698,000 in 2020 to 1,269,000 by 2025 (Source – CARE Advisory Research), which is a CAGR of 12.70%, providing us significant potential for growth. The growth of financial assets from ₹ 262,912 billion during 2020 to ₹ 512,157 billion in 2025 (Source – CARE Advisory Research), which is a CAGR of 15.26%, is also expected to fuel the growth of our business.

Changes in the regulatory environment

Our business operations, which are conducted almost entirely in India, are regulated. The regulatory and policy environment in which we operate is evolving and remains subject to changes which may be beyond our control. Such changes may adversely affect our business, financial condition, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with such changes in applicable regulations and policies. Our efforts to comply with changes in regulations may also lead to increased operating and administrative expenses.

We are subject to a variety of financial services regulation in the jurisdictions where we operate, including, the SEBI Act, the Intermediaries Regulations, the SEBI (Investment Advisers) Regulations, 2013, circulars issued by AMFI from time to time to its members on various aspects relating to distribution of mutual fund schemes by distributors, etc. The laws and regulations governing advisory and distribution services relating to financial products have become increasingly complex and cover a wide variety of issues, including registration, disclosures, conflicts, insider trading, etc. SEBI has recently amended the SEBI (Investment Advisers) Regulations, 2013, wherein it has introduced client level segregation of advisory and distribution activities which prescribes that an individual investment adviser shall not provide distribution services and a non-individual investment adviser shall maintain an arm's length relationship between its activities as investment adviser and distributor by providing advisory services through a separately identifiable department or division. Furthermore, the same client cannot be offered both advisory and distribution services within the group of the non-individual entity and a client can either be an advisory client where no distributor consideration is received at the group level or distribution services client where no advisory fee is collected from the client at the group level. Future changes to mutual fund regulations could adversely affect our results of operations.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. Our results of operations may also be affected by macroeconomic regulatory changes, such as the introduction of a comprehensive unified GST regime by the Government of India from July 1, 2017 onwards, under which financial products attract GST instead of service tax.

See "*Key Regulations and Policies in India*", "*Risk Factors — Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.*" and "*Risk Factors — We operate in a highly regulated environment, which is subject to change, and existing and new laws, regulations and government policies affecting the sectors in which we operate could adversely affect our business, financial condition and results of operations.*" on pages 150, 43 and 27 of this Draft Red Herring Prospectus, respectively.

Competition

We face competition in all our main business lines. Some of our key competitors are part of diversified financial institutions and may have greater resources and offer a broader range of services than ours. We also compete with many well-established international wealth managers for opportunities to manage assets. Further, emerging competition from digital wealth advisors or robo-advisors may also affect our ability to retain or grow our market share. See "*Risk Factors— Competition from existing and new market participants in our industry may affect our market share, or results of operations.*" on page 26 of this Draft Red Herring Prospectus.

We believe our objective-driven, uncomplicated, well researched and standardised process, which provides liquidity along with high degree of capital preservation in the medium term to the HNI category, helps us differentiates ourselves from the competition. This is evident from the growth in our AuM from ₹ 183.93 billion in Fiscal 2019 to ₹ 266.70 billion during Fiscal 2021. We have been ranked amongst the top three non-bank mutual fund distributors in India by gross commission earned in Fiscal 2020 (*Source – CARE Advisory Research*).

Ability to grow our business while controlling costs and improving productivity

Our ability to grow business largely depends upon growth in our AuM, and increment in AuM occurs through getting a larger share of wallet from our existing clients, and new client additions.

The RMs play a key role in both acquisition as well as increasing the wallet share from existing clients. The number of RMs decreased to 233 as on March 31, 2021 from 238 as at March 31, 2019. During Fiscal 2021, 65 RMs left the services of our Company as a result of our strong cost control measures. Our business, measured in terms of AuM, which was ₹ 266.70 billion as of March 31, 2021 has grown consistently in the recent past at a CAGR 20.39% since March 31, 2019.

Set out below is a summary of the net number of client additions made during the last three Fiscals:

Year	Fiscal 2019	Fiscal 2020	Fiscal 2021
No. of active client families added	965	863	988

Controlling costs is imperative to improving productivity while increasing our AuM. In our experience, the RMs turn profitable between two and three years in their role as an RM. 90.61% of our total RM revenue is contributed by RMs with a vintage of more than three years. Currently 34.76% of the total RMs are in the band of vintage between zero and three years. The increase in number of RMs of vintage with more than three years is expected to drive the revenue growth and significant improvement in productivity in terms of cost per RM.

Owing to the increasing prevalence of the work-from-home model due to the COVID-19 pandemic outbreak, we had a significant cost advantage as travel expenses reduced drastically. The need to travel domestically and internationally to meet clients and conduct product and review meetings at different locations was minimized, owing to the shift to meeting in a virtual office. Adoption of paperless documentation and operational process coupled with the work-from-home model decreased stationery and printing costs. Although we intend to adopt this model going forward with a roster system for the office-going employees, we have already renegotiated rental cost across specific locations to incorporate this initiative. We believe that this will help us reduce the cost of office space substantially in the future. Our on-ground client events have been digitalized which has increased the reach with the number of customers and decreased the cost significantly. Going forward, we plan to conduct such on-ground events, however, the majority of the interactions will remain on digital platforms. We believe that many of these cost reductions will be permanent in nature and will help our operating margins.

Significant Accounting Policies

(A) ***Statement of Compliance***

(i) The Restated Ind AS Consolidated Summary Statement of Assets and Liabilities of the Group as at March 31, 2021, March 31, 2020, March 31, 2019, Restated Ind AS Consolidated Summary Statement of Profit and Loss including Other Comprehensive Income, Restated Ind AS Consolidated Summary Statement of changes in equity, Restated Ind AS Consolidated Summary Statement of Cash Flows and Notes to restated Ind AS Consolidated Financial Information for the year ended March 31, 2021, March 31, 2020, March 31, 2019 (hereinafter collectively referred to as **"Restated Ind AS Consolidated Financial Information**") have been prepared in accordance with the Indian Accounting Standards ("**Ind AS**") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ("**the Act**"), amendments thereto and other relevant provisions of the Act.

The Restated Ind AS Consolidated Financial Information have been prepared by management for inclusion in the Draft Red Herring Prospectus ("**DRHP**"), Red Herring Prospectus ("**RHP**") and Prospectus (collectively referred to as the "**Offer Documents**") to be filed by the Holding Company with the Securities and Exchange Board of India (the "**SEBI**") in connection with the proposed listing of equity shares of the Holding Company and an offer for sale by certain of its shareholders.

The Restated Ind AS Consolidated Financial Information has been prepared to comply in all material respects with the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("**the Act**") as amended;
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") issued by the Securities and Exchange Board of India ("**SEBI**") on 11 September 2018 as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.
c) Guidance Note on Report in company prospectus (Revised 2019) issued by the ICAI (referred to as the Guidance Note).

This Restated Ind AS Consolidated Financial Information were authorised for issue by the Company's Board of Directors on July 16, 2021.

(ii) The Restated Ind AS Consolidated Financial Information have been compiled from:

The Restated Ind AS Consolidated Financial Information has been prepared by combining on a line by line basis the Restated Ind AS Financial Information of the Holding Company and its Subsidiaries for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

The Restated Ind AS Summary Statement of Assets and Liabilities as at March 31, 2021, March 31, 2020 and March 31, 2019, Restated Ind AS Consolidated Summary Statement of Profit and Loss including Other Comprehensive Income, Restated Ind AS Consolidated Summary Statement of changes in equity, Restated Ind AS Consolidated Summary Statement of Cash Flows and Notes to restated Ind AS Consolidated Financial Information for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 of the Holding Company and its subsidiaries have been prepared in accordance with the Indian Accounting Standards ("**Ind AS**") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ("**the Act**''), amendments thereto and other relevant provisions of the Act.

(iii) Basis of Measurement of Restated Financial Information

These Restated Consolidated Financial Information have been prepared on historical cost basis, except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. The accounting policies adopted in the preparation of the Restated Consolidation Financial Information are consistent with those followed in the previous year by the Group.

(iv) Functional and Presentation Currency

The Restated Consolidated Financial Information are presented in Indian Rupees, which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates.

(v) Fair Value Measurement

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

(B) ***Principles of Consolidation***

The Restated Ind AS Consolidated Financial Information incorporates the financial statements of the Group. Control is achieved when the Group:
- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and

- has the ability to use its power to affect its returns.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. Subsidiaries are deconsolidated from the date the control ceases.

The financial statements of the Group are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions. Profits or losses resulting from intra-group transactions that are recognised in assets, such as Property, Plant and Equipment, are eliminated in full. The Restated Ind AS Consolidated Financial Information has been prepared using uniform accounting policies.

Goodwill represents the difference between the Holding Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company. Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

(C) *Critical Accounting Judgements and key Sources of Estimation Uncertainty*

The preparation of the Group's Ind AS Consolidated Restated Financial Information requires the Group's Management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

Estimates and underlying assumptions are reviewed on an on going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

(i) Amortisation of Customer relationship cost

During the year 2016-17, the Holding company had acquired Private Wealth business from Religare Wealth Management Limited, for which the Holding Company had made payment which was capitalised as Customer Relationship Cost. The Holding Company expects that it will get future economic benefit of it over the period of 3 years.

(ii) Depreciation / Amortisation and useful lives of property, plant and equipment

The Group depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of Companies Act, 2013. The Group remeasures remaining useful life of an asset at the end of each reporting date.

(iii) Fair value measurement

Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. The Group determines Fair Value of Quoted Instruments from available market price. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

(iv) Provisions

Provisions are recognized when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation. The Management estimates it by using its best judgement of future cash outflow.

(v) Taxes

The Group periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Group records its best estimates of the tax liability in the current tax provision. The Management believes that it has adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

(vi) Recognition and measurement of defined benefit obligations:

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.

(D) ***Current and Non-Current Classification***

An asset shall be classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is expected to be realised within twelve months after the reporting date; or
(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in the Group's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is due to be settled within twelve months after the reporting date; or
(d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities shall be classified as non-current.

(E) ***Property, Plant and Equipment & Intangible Assets and Depreciation & Amortisation***

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs in relation to the fixed assets are capitalized until such assets are ready for use.

(i) Tangible Assets

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased during a period is proportionately charged. The Management estimates the useful lives and residual values of the fixed assets as prescribed under Part C of Schedule II of the Companies Act 2013 as follows.

Fixed Assets	Useful Life
Office Equipment's	5 years

Computer Equipment's – Server	6 years
Computer Equipment's – Others	3 years
Vehicles	8 years
Furniture and Fixtures	10 years

(ii) Improvements on leased premised are depreciated over the lease period.

(iii) Intangible Assets

Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

Customer Relationship cost is amortised over the period of 3 years on the straight-line method.

Software of Holding Company is amortized over a period of 3 Years on the straight-line method.

Software of a subsidiary i.e. Ffreedom Intermediary Infrastructure Private Limited had been amortized over a period of 5 Years till FY 2018-19 and FY 2019-20 the same has been amortised for the period of 7 years. The estimation of amortisation period for software had been reviewed by Management during the current financial year and the amortisation period has been revised to 10 years on the straight-line method.

Software of a subsidiary A R Wealth Management Private Limited has been amortized over a period of 7 Years for FY 2019-20. The estimation of amortisation period for software had been reviewed by Management during the current financial year and the amortisation period has been revised to 10 years on the straight-line method.

Trade mark of one of the subsidiary i.e. Ffreedom Intermediary Infrastructure Private Limited is amortized over a period of 10 Years on the straight-line method.

(iv) Intangible Assets under Development:

Intangible assets not ready for the intended use as on the date of the Balance Sheet are disclosed under 'Intangible Assets Under Development.

(v) Capital work-in-progress:

Capital work-in-progress comprises cost of property, plant and equipment that are not yet ready for their intended use as at the year end.

(F) *Financial Instruments*

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(i) Classification & Subsequent Measurement of Financial Assets

Financial assets are classified as 'Amortised Cost', 'Fair Value through Profit and Loss' (“**FVTPL**”) and 'Fair Value through Other Comprehensive Income' (“**FVTOCI**”) on the basis of following:

• the entity’s business model for managing the financial assets and
• the contractual cash flow characteristics of the financial asset.

Financial assets are classified in the following categories:

(a) Debt Instruments at amortised cost: Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for those designated at FVTPL on initial recognition):

- the asset is held within a business model whose objective is to hold asset to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(b) Debt Instruments at FVTOCI: Debt instruments that meet the following conditions are subsequently measured at FVTOCI (except for those designated at FVTPL on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(c) Debt Instruments at FVTPL: Any debt instrument which is either initially designated at FVTPL or which does not meets the criteria for amortised cost or FVTOCI is measured at FVTPL.

(d) Effective Interest Rate Method: Interest income from security deposits and debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(e) Equity Instruments at FVTOCI: On initial recognition, the Group can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the instrument is held for trading. The cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investment.

(f) Financial Assets at FVTPL: Investments in equity instruments are classified at FVTPL, unless they were irrevocably elected on initial recognition as FVOCI. Financial Assets at FVTPL are measured at Fair Value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss.

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

(ii) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost, FVOCI debt instruments, and other financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Annexure V - 46 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iii) Derecognition of financial assets

A financial asset is derecognised only when:

- The Group has transferred the rights to receive cash flows from the financial asset or

- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(iv) Financial Liabilities

Financial liabilities which are held for trading or are designated at FVTPL are measured at fair value with changes being recognised in the Statement of Profit and Loss.

Financial liabilities that are not held for trading and are not designated as at FVTPL, are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

(v) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. A substantial modification in the terms of an existing financial liability is accounted as a discharge of original financial liability and recognition of new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised as profit or loss.

(vi) Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right and ability to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

(G) *Derivatives Financial Instruments*

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss.

(H) *Impairment of Assets*

Property, plant or equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amount may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent to those from other assets.

The Carrying Amount of Assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exists or have decreased.

(I) ***Cash and cash equivalents***

(i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity up to three months, which are subject to insignificant risk of changes in value.

(ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, net of outstanding bank overdraft as they are considered as an integral part of the Group's cash management.

(J) ***Borrowing Cost and Finance Charges***

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing cost are charged to the statement of profit and loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

(K) ***Leases***

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated on a straight-line basis over the lease term. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(L) ***Goodwill***

Goodwill arising out of Consolidation of financial information of subsidiaries is tested for impairment at each reporting date.

(M) ***Business Combination***

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a business is calculated as the sum of the fair values of assets transferred, liabilities incurred and the equity interests issued by the Group as at the acquisition date i.e. date on which it obtains control of the acquiree which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition-related costs are recognised in the Statement of Profit and Loss as incurred, except to the extent related to the issue of debt or equity securities.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values on acquisition-date.

Intangible Assets acquired in a Business Combination and recognised separately from Goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a Business Combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Goodwill is measured as the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is termed as Gain on Bargain Purchase/Capital reserve.

(N) ***Employee Benefits***

(i) Defined Contribution plan – Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Group is statutorily required to contribute a specified portion of the basic salary of an employee to a provident fund as a part of retirement benefits to its employees. The contributions during the period are charged to Statement of Profit and Loss. The Group recognizes contribution payable to the Provident Fund scheme as an expenditure when an employee renders related service.

(ii) Defined Benefit Plan – Gratuity, which is in the nature of Defined Benefit Schemes, are payable only to employees and accounted for on accrual basis. The Cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses are recognised in other comprehensive income in the period in which they occur and are not reclassified to the Statement of Profit and Loss.

(iii) The Holding Company has funded its Gratuity liability under group scheme with an Insurer. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of the scheme assets. Any asset resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the scheme.

(iv) Short Term Employee Benefits - The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include incentive and Annual Leave which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

(O) ***Revenue Recognition***

Ind AS 115 - Revenue from contracts with customers became effective from the year under report. Accordingly, the Group assesses the nature, timing and extent of revenue based on performance obligations in its contracts/understanding/trade customs with customers & clients.

Revenue is recognised to the extent that is probable that the economic benefits will flow to the Group and the amount can be reliably measured. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts.

(i) Income related with Distribution and sale of Financial product including Distribution income on Mutual Fund, Portfolio Management Service (PMS), Advisory activities, Referral fees, Gain/Loss on sale of Investment (Structured Product), Consultancy, Commission Income, Software license & Subscription fees and Marketing Support charges is accounted on accrual basis.

(ii) In respect of financial planning fees since entire work is done at the initial stage entire revenue is recognized at the time of contract.

(iii) Dividend income is accounted for when the right to receive the income is established.

(iv) Difference between the sale price and the carrying value of investment is recognised as profit or loss on sale/ redemption on investment on trade date of transaction. Carrying value of investments is determined based on weighted average cost of investments sold.

(v) Interest income is recognised on a time basis using the effective interest method.

(P) ***Taxes on Income***

(i) Current Tax: Provision for Income Tax is determined in accordance with the provisions of the Income Tax Act, 1961. Provision for Minimum Alternative Tax (MAT) is in accordance with the provisions of Section 115JB of the Income Tax Act, 1961.

(ii) Deferred Tax: Deferred tax is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

(Q) ***Provisions, Contingent Liabilities and Contingent Assets***

Provisions are recognized when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date, taking into account the risks and uncertainties surrounding the obligation.

Contingent Liabilities are possible but not probable obligations as on the Balance Sheet date, based on the available evidence. Contingent Liabilities are not recognised in the financial information.

Contingent Assets are neither recognized nor disclosed.

(R) ***Earning per share***

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders of the Holding company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the period/year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(S) ***Foreign Currency transactions***

Transactions in currencies other than the Group’s functional currency (i.e. foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

- exchange differences relating to qualifying effective cash flow hedges and qualifying net investment hedges in foreign operations which are recognised in OCI.

(T) ***Cash Flow Statement***

Cash flow statement is prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

(U) ***Share Based payment Arrangements***

Equity settled share based payments to employees and others are measured at the fair value of equity instruments at the grant date. The fair value determined at the grant date of the equity settled share based payments is expensed on a straight line basis over the vesting period, based on the Holding Company's estimate of equity instrument that will eventually vest, with a corresponding increase in equity.

(V) ***Rounding of amounts***

All amounts disclosed in the restated Ind AS Consolidated financial information and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise stated.

SUMMARY OF OUR RESULTS OF OPERATIONS

The following table sets forth selected financial data from our restated statement of profit and loss account for Fiscals 2021, Fiscal 2020 and Fiscal 2019:

	Particulars	For the year ended March 31, 2021 (₹ in million)	% of Total Revenue	For the year ended March 31, 2020 (₹ in million)	% of Total Revenue	For the year ended March 31, 2019 (₹ in million)	% of Total Revenue
I	Revenue From Operation	2,653.30	95.02%	3,318.27	98.64%	2,765.87	97.33%
II	Other Income	139.18	4.98%	45.87	1.36%	76.00	2.67%

	Particulars	For the year ended March 31, 2021 (₹ in million)	% of Total Revenue	For the year ended March 31, 2020 (₹ in million)	% of Total Revenue	For the year ended March 31, 2019 (₹ in million)	% of Total Revenue
	Total Revenue	**2,792.48**	**100.00%**	**3,364.14**	**100.00%**	**2,841.87**	**100.00%**
III	Expenses:						
	Employee Benefit Expenses	1,507.56	53.99%	1,665.73	49.51%	1,321.73	46.51%
	Finance Costs	28.98	1.04%	32.96	0.98%	61.10	2.15%
	Depreciation and Amortisation Expenses	172.92	6.19%	210.48	6.26%	162.69	5.72%
	Other Expenses	447.03	16.01%	585.36	17.40%	465.36	16.38%
		2,156.49	**77.22%**	**2,494.53**	**74.15%**	**2,010.88**	**70.76%**
IV	Profit/(Loss) Before Tax	635.99	22.78%	869.61	25.85%	830.99	29.24%
V	Tax Expenses:						
	1. Current Tax	178.75	6.40%	258.13	7.67%	343.70	12.09%
	2. Deferred Tax	6.14	0.22%	(4.66)	-0.14%	(97.04)	-3.41%
	Total Tax Expenses	**184.89**	**6.62%**	**253.47**	**7.53%**	**246.66**	**8.68%**
VI	**Profit/(Loss) for the Year**	**451.10**	**16.15%**	**616.14**	**18.31%**	**584.33**	**20.56%**
	Share of Non Controlling Interest	0.21	0.01%	2.31	0.07%	(7.73)	-0.27%
	Profit/ (Loss) Attributable to the Group for the year	**450.89**	**16.15%**	**613.83**	**18.25%**	**592.05**	**20.83%**
VII	Other Comprehensive Income/(Loss)						
	(A) (i) Items that will not be reclassified to profit or loss	2.98	0.11%	(10.67)	-0.32%	(2.23)	-0.08%
	(ii) Less : Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	(B) (i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	Total Other comprehensive income/(loss)	2.98	0.11%	(10.67)	(0.32)%	(2.23)	(0.08)%
	Share of Non-Controlling Interest	0.15	0.01%	(0.02)	0.00%	0.03	0.00%
	Other Comprehensive Income/ (Loss) Attributable to the Group for the year	**2.83**	**0.10%**	**(10.65)**	**(0.32)%**	**(2.26)**	**(0.08)%**
	Total comprehensive income / (loss) for the year attributable to the owners of the Company	**453.72**	**16.25%**	**603.18**	**17.93%**	**589.80**	**20.75%**

Components of Income and Expenditure

Income

Our income comprises of revenue from operations and other income. We generate majority of our income from distribution of mutual funds and distribution and sale of financial products.

Revenue from Operations

Revenue from operations comprises of (i) income from distribution of mutual funds, (ii) distribution and sale of financial products and (iii) IT enabled services.

The following table sets out the break-up of revenue from operations and as a percentage of revenue from operations for the periods indicated:

Particulars	**For the year ended March 31, 2021 *(₹ in million)***	**% of total Revenue from Operations**	**For the year ended March 31, 2020 *(₹ in million)***	**% of total Revenue from Operations**	**For the year ended March 31, 2019 *(₹ in million)***	**% of total Revenue from Operations**
Mutual Fund Distribution Income	902.34	34.01%	996.00	30.02%	1,040.00	37.60%
Income from Distribution & Sale of Financial Product	1,705.52	64.28%	2,276.73	68.61%	1,689.94	61.10%
IT Enabled Services	45.44	1.71%	45.54	1.37%	35.93	1.30%
Total Revenues from operations	**2,653.30**	**100.00%**	**3,318.27**	**100.00%**	**2,765.87**	**100.00%**

Other Income

Other income comprises of (i) interest income, (ii) gain on sale of investments, (iii) miscellaneous income and (iv) dividend.

Expenditure

Our expenses comprise of (i) employee benefit expenses, (ii) other expenses, (iii) depreciation and amortisation expenses, and (iv) finance costs.

Employee Benefit expenses

Employee benefit expenses comprises of (i) salaries, incentives and allowances, (ii) contribution to provident and other funds, (iii) share based payments to employees and (iv) staff welfare expenses.

Other expenses

Other expenses comprises of (i) business support charges, (ii) manpower outsource expenses, (iii) legal & professional charges, (iv) director sitting fees, (v) electricity expenses, (vi) communication expenses, (vii) printing and stationery, (viii) postage and telegram, (ix) rent, rates and taxes, (x) repairs and maintenance, (xi) recruitment & training, (xii) business promotion and marketing expenses, (xiii) computer & software main. charges, (xiv) client claim, (xv) travelling & conveyance expenses, (xvi) insurance charges, (xvii) office expenses, (xviii) brand charges, (xix) auditors remuneration, (xx) audit fees, (xxi) tax audit fees, (xxii) other services/ certification, (xxiii) donation, (xxiv) CSR expenses, (xxv) transaction charges, (xxvi) data processing charges, (xxvii) networking expenses, (xxviii) membership & subscriptions charges, (xxix) SEBI settlement charges, (xxx) bad debts written off and (xxxi) miscellaneous and general expenses.

Depreciation and Amortization expenses

Depreciation and amortization expenses primarily include depreciation expenses on our office equipment, furniture and fixtures, vehicles, computer equipment and amortization expenses on our intangibles and right of use assets.

Finance Costs

Finance cost includes interest expenses.

Fiscal 2020 compared to Fiscal 2019

Revenue from operations:

Our overall revenue from operations increased to ₹ 3,318.27 million for Fiscal 2020 from ₹ 2,765.87 million for Fiscal 2019, representing an increase of 19.97%, driven by an increase in our revenue from sale of financial products and increase in our total number of clients by 20.27% from 4,258 in Fiscal 2019 to 5,121 in Fiscal 2020.

Further, our Mutual Fund Distribution Income decreased by 4.23% from ₹ 1,040.00 million in Fiscal 2020 as compared to ₹ 996.00 million in Fiscal 2019, due to a decline in equity mutual fund yield during the first quarter of Fiscal 2020, owing to a reduction in TER for Mutual Fund AMCs. Further, there was a sharp fall in Equity Mutual Fund AuM in March, 2020.

This increase in our revenue from operations was primarily because of an increase in income from Distribution and Sale of Financial Product by ₹ 586.79 million, which primarily consists of income from distribution of structured products.

Other income:

Other income decreased by ₹ 30.13 million to ₹ 45.87 million for Fiscal 2020 from ₹ 76.00 million for Fiscal 2019, representing a decrease of 39.64%. This decrease in other income was primarily due to decrease in miscellaneous and other income, which mainly comprises of business support charges.

Expenditure

Employee benefit expenses:

Employee benefit expenses increased by ₹ 344.00 million to ₹ 1,665.73 million for Fiscal 2020 from ₹ 1,321.73 million for Fiscal 2019, representing an increase of 26.03%. This increase was primarily due to an increase in total employees, on account of opening offices in new locations being Noida and Chandigarh, new RMs in existing locations, increase in the strength of AMs and hiring of specialized technology team.

Other expenses:

Other expenses increased by ₹ 120.00 million to ₹ 585.36 million for Fiscal 2020 from ₹ 465.36 million for Fiscal 2019, representing an increase of 25.79%, commensurate with the increase in scale of our operations. Business support charges and manpower outsource expenses increased by ₹ 67.77 million and donation and CSR expenses increased by ₹ 22.20 million. Brand charges increased by ₹ 12.65 million in Fiscal 2020 as we initiated this line of expense effective only from the fourth quarter of Fiscal 2019.

Finance costs:

Finance costs decreased by ₹ 28.14 million to ₹ 32.96 million for Fiscal 2020 from ₹ 61.10 million for Fiscal 2019. This change was primarily due to decreased short term fund requirements.

Depreciation and Amortisation Expenses:

Depreciation and amortisation expenses increased by ₹ 47.79 million to ₹ 210.48 million for Fiscal 2020 from ₹ 162.69 million for Fiscal 2019, representing an increase of 29.38% primarily due to amortisation of intangible assets in our Subsidiaries.

Profit/ (loss) before Tax

For the reasons discussed above, profit before tax was ₹ 869.61 million in Fiscal 2020 compared to ₹ 830.99 million in Fiscal 2019.

Tax expenses:

Our total tax expenses increased by ₹ 6.81 million to ₹ 253.47 million for Fiscal 2020 from ₹ 246.66 million for Fiscal 2019. Our current tax decreased by ₹ 85.57 million to ₹ 258.13 million for Fiscal 2020 from ₹ 343.70 million for Fiscal 2019 on account of improved profit before tax as set off for MAT credit availed during the fiscal. Our deferred tax expenses increased by ₹ 92.38 million to ₹ (4.66) million for Fiscal 2020 from ₹ (97.04) million for Fiscal 2019 mainly due to fair valuation of financial instruments.

Profit for the year:

Primarily due to the reasons discussed above, our profit for the year increased by ₹ 31.81 million to ₹ 616.14 million for Fiscal 2020 from ₹ 584.33 million for Fiscal 2019.

Total comprehensive income attributable to the owners of the Company for the year:

Our total comprehensive income attributable to the owners of the Company for the year was ₹ 603.18 million in Fiscal 2020 as compared to ₹ 589.80 million in Fiscal 2019.

Fiscal 2021 compared to Fiscal 2020

In Fiscal 2021, our operations were adversely affected by the outbreak of the COVID-19 pandemic, as strict lockdowns were imposed across India during the first quarter of Fiscal 2021. As our business is largely conducted through face-to-face and personal meetings and discussions with clients, there was a temporary disruption in our operations during the initial phase of the pandemic. However, we reshaped our business fairly quickly, through the use of technological solutions to effectively engage with our clients. Our client interactions improved significantly, as we were able to connect with them on a frequent basis, which also enabled faster decision making and improvement in our overall productivity. For details on the number of clients added and the number of events / webinars conducted in Fiscal 2021, see "*Our Business –Marketing initiatives*" on page 148 of this Draft Red Herring Prospectus.

While our revenue was slightly affected in the first half of Fiscal 2021, there was a significant improvement in our financial performance during the fiscal, resulting in the performance of the last quarter *i.e.*, January to March 2021 being almost comparable to the revenues of the same quarter in Fiscal 2020.

Income

Revenue from operations:

Our overall revenue from operations decreased to ₹ 2,653.30 million for Fiscal 2021 from ₹ 3,318.27 million for Fiscal 2020, representing a decrease of 20.04%. This decrease in our revenue from operations can be attributed to the following reasons:

Our trail income from distribution of debt mutual funds reduced sharply in Fiscal 2021, as, from the month of March 2020 until May 2020, our clients shifted from debt mutual funds to overnight / liquid funds owing to the fear of a crisis in bond markets started to rise.

Further, income from Distribution and Sale of Financial Product, which primarily consists of income from distribution of structured products, decreased from ₹ 2,276.73 million in Fiscal 2020 to ₹ 1,705.22 million in Fiscal 2021 by ₹ 571.21 million owing to the negative sentiment in the financial markets.

Other income:

Other income increased by ₹ 93.31 million to ₹ 139.18 million for Fiscal 2021 from ₹ 45.87 million for Fiscal 2020, representing an increase of 203.40%. This increase in other income was primarily due to increase in interest income, gain on sale of investment and other miscellaneous income, which mainly comprises of business support charges and rent waiver income.

Expenditure

Employee benefit expenses:

Employee benefit expenses decreased by ₹ 158.17 million to ₹ 1,507.56 million for Fiscal 2021 from ₹ 1,665.73 million for Fiscal 2020, representing decrease of 9.50%, despite an increase of ₹ 64.53 million in share-based payments relating to expenses incurred in connection with our employee stock option plan. In anticipation of the adverse impact of the outbreak of the COVID-19 pandemic in March 2020, we introduced significant cost control measures. As a result, 65 RMs left during the year. Primarily, this resulted in a decrease in our salary, incentive and allowance expenses by ₹ 215.84 million from ₹ 1,570.00 million in Fiscal 2020 to ₹ 1,354.16 million in Fiscal 2021.

Other expenses:

Other expenses decreased by ₹ 138.33 million to ₹ 447.03 million for Fiscal 2021 from ₹ 585.36 million for Fiscal 2020, representing a decrease of 23.63%, mainly from the cost control measures introduced owing to the COVID-19 pandemic. The lockdown measures in place during the COVID-19 pandemic, resulted in: (i) decline in business promotion and marketing expenses by ₹ 114.93 million on account of lower expenses incurred in connection with on-ground promotional and client acquisition events, and (ii) decreased travelling and conveyance expenses resulted in a reduction of ₹ 46.28 million over Fiscal 2020

Finance costs:

Finance costs decreased by ₹ 3.98 million to ₹ 28.98 million for Fiscal 2021 from ₹ 32.96 million for Fiscal 2020. This decrease in our finance costs was primarily due to fulfilment of short term fund requirements through internal accruals.

Depreciation and Amortisation Expenses:

Depreciation and amortisation expenses decreased by ₹ 37.56 million to ₹ 172.92 million for Fiscal 2021 from ₹ 210.48 million for Fiscal 2020, representing a decrease of 17.85%, primarily on account of decrease in amortization of customer relationship cost to ₹ 0.29 million for Fiscal 2021 from ₹ 25.21 million for Fiscal 2020 and change in estimation of amortisation period for intangible assets from seven years to ten years in our Subsidiaries.

Profit/ (loss) before Tax

For the reasons discussed above, profit before tax was ₹ 635.99 million in Fiscal 2021 compared to ₹ 869.61 million in Fiscal 2020.

Tax expenses:

Our total tax expenses decreased by ₹ 68.58 million to ₹ 184.89 million for Fiscal 2021 from ₹ 253.47 million for Fiscal 2020. Our current tax decreased by ₹ 79.38 million to ₹ 178.75 million for Fiscal 2021 from ₹ 258.13 million for Fiscal 2020. Our deferred tax expenses increased by ₹ 10.80 million to ₹ 6.14 million for Fiscal 2021 from ₹ (4.66) million for Fiscal 2020 mainly due to fair valuation of financial instruments.

Profit for the year:

Primarily due to the reasons discussed above, our profit for the year decreased by ₹ 165.04 million to ₹ 451.10 million for Fiscal 2021 from ₹ 616.14 million for Fiscal 2020

Total comprehensive income attributable to the owners of the Company for the year:

Our total comprehensive income attributable to the owners of the Company for the year was ₹ 453.72 million in Fiscal 2021 as compared to ₹ 603.18 million in Fiscal 2020.

Liquidity and Capital Resources

As of March 31, 2021, our consolidated cash and cash equivalents were ₹ 653.18 million.

We fund our operations and capital requirements primarily through cash flows from operations. We expect that cash flow from operations will continue to be our principal sources of cash in the long term. Further, our business is asset light in nature and requires lesser amount of capital expenditure on a yearly basis. We evaluate our funding requirements periodically in light of our net cash flow from operating activities.

The following table sets forth our cash flows on a consolidated basis for the periods indicated:

(₹ in million)

Particulars	**Fiscal 2021**	**Fiscal 2020**	**Fiscal 2019**
Operating profit before working capital changes	**832.18**	**1,105.57**	**1,017.91**
Working Capital Changes	(803.36)	496.49	0.86
Direct Taxes Paid (Net)	(239.03)	(199.01)	(347.86)
Net cash flow from operating activities	**(210.21)**	**1,403.05**	**670.91**
Net cash from investing activities	747.54	(1,516.59)	(423.32)
Net cash from financing activities	(166.69)	281.96	(139.15)
Net increase / (decrease) in cash and cash equivalents	**370.64**	**168.42**	**108.44**
Cash and cash equivalents - Opening Balance	282.54	114.12	5.68
Cash and cash equivalents - Closing Balance	653.18	282.54	114.12

Net cash flow from operating activities

Fiscal 2019

Net cash generated from operating activities was ₹ 670.91 million for Fiscal 2019. While our net profit before tax and extraordinary items was ₹ 830.99 million for Fiscal 2019, our operating profit before working capital changes stood at ₹ 1,017.91 million, primarily due to adjustments owing to (i) non-operating income/ expenses including interest expenses for ₹61.10 million, gain on sale of investment for ₹ 24.66 million and interest income for ₹ 12.77 million, and (ii) adjustment of non-cash expenses including ₹ 162.69 million for depreciation and amortization, impact of fair value of financial instruments to the extent of ₹ (10.67) million, for gratuity of ₹ 7.09 million, leave expenses of ₹ 3.94 million and ESOP expenses of ₹ 0.21 million. Changes in working capital for Fiscal 2019 primarily consisted of adjustment of trade payables of ₹ 0.59 million, other current liabilities of ₹ (0.97) million, other financial liabilities of ₹ (227.92) million, provisions of ₹ 74.57 million, trade receivables of ₹ 12.59 million, and other financial assets of ₹ 123.40 million and other current assets of ₹ 18.60 million. This was further adjusted for direct taxes paid (net) for ₹ (347.86) million.

Fiscal 2020

Net cash generated from operating activities was ₹ 1,403.05 million for Fiscal 2020, While our net profit before tax and extraordinary items was ₹ 869.61 million for Fiscal 2020, our operating profit before working capital changes stood at ₹ 1,105.57 million, primarily due to adjustments owing to (i) non-operating income/ expenses including interest expenses for ₹ 32.96 million, gain on sale of investment of ₹ (23.03) million, interest income for ₹ (14.16) million, dividend received of ₹ (0.07) million, gain on investment in PMS of ₹ (0.02) million and loss on sale of property, plant and equipment for ₹ 0.14 million and (ii) adjustment of non-cash expenses including ₹ 210.48 million for depreciation and amortization, impact of fair value of financial instruments to the extent of ₹ 6.28 million, for gratuity of ₹ 8.84 million, leave expenses of ₹ 13.26 million, bad debts written off of ₹ 1.01 million and ESOP expenses of ₹ 0.27 million. Changes in working capital for Fiscal 2020 primarily consisted of adjustment of trade payables of ₹ 14.98 million, other current liabilities of ₹ 25.82 million, other financial liabilities of ₹ 702.19 million, provisions of ₹ 43.56 million, trade receivables of ₹ 17.99 million, other financial assets of ₹ (213.05) million and other current assets of ₹ (95.00) million. This was further adjusted for direct taxes paid (net) for ₹ (199.01) million. The increase in other financial liabilities was due to increase in the advances received from our clients from nil in Fiscal 2019 to ₹ 886.33 million in Fiscal 2020 on account of sale of financial products

Fiscal 2021

Net cash used from operating activities was ₹ (210.21) million for Fiscal 2021. While our net profit before tax and extraordinary items was ₹ 635.99 million for Fiscal 2021, our operating profit before working capital changes stood at ₹ 832.18 million, in spite of the impact on our operations. This was primarily due to adjustments owing to: non-operating income/ expenses including interest expenses for ₹ 28.98 million, gain on sale of investment of ₹ (26.50) million, interest income for ₹(51.20) million, dividend received of ₹ (0.06) million, gain on sale of Property, Plant and Equipment of ₹ (0.02) and adjustment of non-cash expenses including ₹ 172.92 million for depreciation and amortization, impact of fair value of financial instruments to the extent of ₹ (14.77) million, for gratuity of ₹ 11.51 million, leave expenses of ₹ 4.51 million, bad debts written off of ₹ 6.03 and ESOP expenses of ₹ 64.79 million. Changes in working capital for Fiscal 2021 primarily consisted of adjustment of trade payables of ₹ (14.56) million, other current liabilities of ₹ 30.92 million, other financial liabilities of ₹ (883.43) million, provisions of ₹ (222.50) million, trade receivables of ₹ (23.55) million, other financial assets of ₹ 193.46 million and other current assets of ₹ 116.30 million. Further, this was adjusted by direct taxes paid (net) for ₹ (239.03) million. The major shift in other financial liabilities, from ₹ 1,175.52 million as of March 31, 2020 to ₹ 197.94 as of March 31, 2021, was primarily due to decrease in the advance from our clients for sale of financial products.

Net cash flow used in Investing Activities

Fiscal 2019

Net cash used in investing activities was ₹ 423.32 million in Fiscal 2019, which consisted of purchase of other investments worth ₹ 224.54 million, acquisition of intangible assets worth ₹ 2.18 million, investment into intangible assets under development of ₹ 82.03 million, dilution of NCI worth ₹ 20.48 million, purchase of property, plant and equipment (net off sale) of ₹ 39.13 million, investments in fixed deposits of ₹ 2.52 million, advance for purchase of property of ₹ 189 million and security deposit given of ₹ 21.47 million. These were offset in part by interest income of ₹ 10.00 million and loans taken of ₹ 148.03 million.

Fiscal 2020

Net cash used in investing activities was ₹ 1,516.59 million in Fiscal 2020, which consisted of purchase of other investments worth ₹ 259.10 million, loans given for ₹ 646.65 million, acquisition of intangible assets worth ₹ 7.93 million, investment into technology of ₹ 52.37 million, purchase of property, plant and equipment (net off sale) of ₹ 498.09 million, investments in fixed deposits of ₹ 14.92 million, advance for purchase of property of ₹ 34.93 million and security deposit given of ₹ 12.50 million. These were offset in part by interest income of ₹ 9.83 million and dividend of ₹ 0.07 million.

Fiscal 2021

Net cash generated from investing activities was ₹ 747.54 million in Fiscal 2021, which consisted of sale of other investments worth ₹ 21.27 million, receipt of loans given for ₹ 652.70 million, advance for purchase of property of ₹ 21.43 million, security deposit given of ₹ 17.99 million, interest income of ₹ 47.38 million and dividend of ₹ 0.06 million. These were offset in part by purchase of property, plant and equipment (net off sale) of ₹ 12.96 million and investments in fixed deposits of ₹ 0.33 million.

Net cash flow used in Financing Activities

Fiscal 2019

Net cash used in financing activities in Fiscal 2019 was ₹139.15 million, which was due to lease payments of ₹ 104.95 million, interest expenses of ₹ 33.43 million and loan repayment of ₹ 0.88 million which was offset partially by issue of shares worth ₹ 0.11 million.

Fiscal 2020

Net cash inflow from financing activities in Fiscal 2020 was ₹ 281.96 million, which was primarily due to loan taken of ₹ 411.33 million and issue of shares of ₹ 0.59 million which is partially offset by lease payments of ₹ 123.58 million and interest expenses of ₹ 6.38 million.

Fiscal 2021

Net cash used in financing activities in Fiscal 2021 was ₹ 166.69 million, which was primarily due to lease payments of ₹ 112.26 million, loan repayment of ₹ 83.70 million, dividend payout of ₹ 68.78 million, and interest expenses of ₹ 9.98 million which is partially offset by issue of shares of ₹ 108.03 million.

Contractual Obligations

The following table sets forth a maturity profile of our contractual obligations and commercial commitments as of March 31, 2021:

As of March 31, 2021	Contractual cash flows *(₹ in million)*					
Particulars	**Carrying amount**	**Total**	**On Demand**	**Less than 3 months**	**3-12 months**	**1-5 years**
Borrowings	333.60	333.60	-	20.96	63.00	249.64
Trade Payables	2.03	2.03	-	2.03	-	-
Other Financial Liabilities	197.94	197.94	-	79.35	55.35	63.24

Provisions and Contingent Liabilities

Provisions

Provisions are accounted for in respect of present obligations arising out of past events where it is probable that an outflow of resources will be required to settle the obligation and the amounts of which can be reliably estimated. Provisions are determined on the basis of best estimate of the outflow of economic benefits required to settle the obligation as at the date of the relevant balance sheet. Where no reliable estimate can be made, a disclosure is made as contingent liability.

Contingent liabilities

The following table sets out our contingent liability as on March 31, 2021 on a consolidated basis:

(₹ in millions)

Particulars	As of March 31, 2021
Liabilities disputed - appeals filed with respect to:	
Income Tax demand for Assessment Year 2013-14*	4.17
Income Tax demand for Assessment Year 2013-14 (Penalty order under sec 271(1)(c))	4.62
Income Tax demand for Assessment Year 2015-16*	11.44
Total	20.23

** Addition on account of difference in consideration which is received more in comparison to fair market value of shares issued u/s 56(2)(vii)(b)*

Off-Balance Sheet Transactions

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our affiliates and certain key management members on an arm‘s lengths basis. Such transactions could be for provision of services, intercompany loans, lease or purchase of assets or property, sale or purchase of equity shares or entail incurrence of indebtedness. For details of our related party transactions, see the section, "*Other Financial Information - Related Party Transactions*" on page 258 of this Draft Red Herring Prospectus.

Quantitative and Qualitative Disclosures

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: interest rate risk, currency risk and other price risk, including equity price risk.

Interest risk

Interest risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates, Our exposure to changes in interest rates relates primarily to our outstanding floating debt rate included in borrowings.

Price risk

Our Board reviews and approves all equity investment decisions. Reports on the equity portfolio are submitted to our senior management on a regular basis.

Currency risk

Our business activities are within India and we do not have significant exposure in foreign currency.

Competitive Conditions

The Indian wealth management sector is highly competitive and sees intense competition between bank and non-bank wealth management companies. We compete against domestic and international players for market share. For details, see "*Our Business – Competition*" on page 148 of this Draft Red Herring Prospectus.

Seasonality

We are not subject to seasonal fluctuations in results of operations and cash flow.

Unusual or Infrequent Events or Transactions

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*– Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*", on pages 261 and 24 of this Draft Red Herring Prospectus.

Except as described in this Draft Red Herring Prospectus, there have been no events or transactions to our knowledge which, in our judgment, would be considered "unusual" or "infrequent".

Changes in accounting policies

Except as disclosed under "*Financial Information – Restated Consolidated Financial Information- Annexure V – Note 50*" on page 255 of this Draft Red Herring Prospectus, there are no changes in the accounting policies in the last three Fiscals.

Known Trends or Uncertainties

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on the revenues or income of our Company from continuing operations.

Significant regulatory changes

Except as disclosed in "*Key Regulations and Policies in India*" on page 150 of this Draft Red Herring Prospectus, there have been no regulatory changes that have materially affected our business.

Significant economic and regulatory changes

Other than as disclosed in "*– Factors affecting our Results of Operations and Financial Condition*", "*Risk Factors*" and "*Key Regulations and Policies in India*" on pages 261, 24 and 150 of this Draft Red Herring Prospectus, there are no other significant economic changes that materially affect or are likely to affect income from continuing operations, to our knowledge.

New Product or Business Segments

Other than as described in this Draft Red Herring Prospectus, there are no new products or business segments in which we operate.

Future Relationships Between Costs and Income

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge there are no known factors which will have a material adverse impact on our business prospects, results of operations and financial condition.

Significant Economic Changes that materially affected or are likely to affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

Except as disclosed in "*Risk Factors*" on page 24 and under "*- Factors affecting our Results of Operations - Developments in relation to the COVID-19 pandemic*" on page 262 of this Draft Red Herring Prospectus, there are no significant economic changes that have materially affected our Company's operations or are likely to affect income from continuing operations.

Total turnover of each major industry segment in which the Company operates

For details of the total turnover, see the section titled "*Financial Information*" on page 199 of this Draft Red Herring Prospectus.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Changes in income from operations during the last three Fiscals are as explained in this section titled "*- Factors affecting our Results of Operations*" on page 261 of this Draft Red Herring Prospectus.

Significant dependence on single or few suppliers or customers

For details of risk of significant dependence on few suppliers, see the section titled "*Risk Factors ‑ Our distribution arrangement with AMCs can be terminated without notice, or due to failure on our part to comply/ perform* " and "*Risk Factors - Our Company is dependent on Anand Rathi Global Finance Limited ("ARGFL"), one of our Group Companies, for the business relating to the structured products. Any change in the regulatory environment of non-banking financial services may have an adverse impact on the business and operations of the Company"* on pages 26 and 35 of this Draft Red Herring Prospectus.

Reservations, qualifications or adverse remarks by Auditors

Except as disclosed in "*Risk Factors – We may be required to seek registration as an NBFC in view of the principal business test and have sought confirmation from the RBI on the non-applicability of registration requirements to our Company. If we are required to obtain a registration as an NBFC, it may have a material impact on account of increased compliances and consequent costs"* on page 32 of this Draft Red Herring Prospectus, there have been no reservations/ qualifications/ adverse remarks/ matters of emphasis highlighted by our statutory auditors in their auditor's reports on the audited financial statements as of and for the years ended March 31, 2019, 2020 and 2021.

Significant Developments after March 31, 2021

Except as disclosed below and in this Draft Red Herring Prospectus, there are no significant developments or circumstances that have arisen since March 31, 2021, the date of the last financial statements included in this Draft Red Herring Prospectus:

1. Pursuant to a resolution passed by our Board on June 14, 2021 and a resolution passed by our Shareholders in the AGM held on July 15, 2021, our Company has increased the authorized share capital of our Company from ₹2,00,000,000 comprising 40,000,000 equity shares of face value of ₹5 each to ₹250,000,000 comprising 50,000,000 equity shares of face value of ₹5 each.

2. Pursuant to a resolution passed by our Board on June 14, 2021 and a resolution passed by our Shareholders in the AGM held on July 15, 2021, our Company issued bonus shares in the ratio of 1 equity share for every 2 equity shares held on the record date (i.e., a ratio of 1:2). We have utilized ₹69.36 million out of our share premium and retained earnings account to issue 13,872,087 Equity Shares of ₹5 each.

3. Pursuant to a resolution passed by our Board on June 14, 2021 and a resolution passed by our Shareholders in the AGM held on July 15, 2021, our Company declared final dividend of ₹ 2.50 per Equity Share. The total dividend amounts to ₹ 69.36 million and the same was paid on July 15, 2021.

4. Pursuant to a resolution passed by our Board on June 14, 2021, our Company has granted stock options exercisable into not more than 20,000 Equity Shares of our Company under the ESOP Scheme 2018.

Further, except as disclosed in this Draft Red Herring Prospectus, there are no circumstances that have arisen since March 31, 2021, the date of the last financial statements included in this Draft Red Herring Prospectus, which materially and adversely affect or is likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of business for our business requirements. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities, including change in our capital structure and change in our Articles of Association and Memorandum of Association.

The details of aggregate indebtedness of our Company as on May 31, 2021 is provided below:

Facilities availed directly by our Company

(in ₹ million)

Category of borrowing*	Sanctioned amount	Outstanding amount as of May 31, 2021
Secured loans		
Term loan	416.50	333.20
Overdraft facility	100.45	2.63
Total	**516.95**	**335.83**

** In addition, our Company has also availed vehicle loans amounting to ₹ 5.30 million wherein the outstanding amount as of May 31, 2021 is ₹1.73 million.*

Principal terms of our borrowings:

1. ***Interest:*** The interest rates for the facilities availed by our Company varies. (i) In terms of the term loan facility, the interest rate payable with respect to the facility will be stipulated by the lender at the time of disbursement of each drawal, which is linked to marginal cost of fund based lending rate and spread per annum; and (ii) In terms of the overdraft facility, the interest rate will be mutually agreed by the lender and our Company.

2. ***Prepayment:*** Our Company may prepay the outstanding principal amounts of the facility availed under the term loan agreement, in full or in part. However, such prepayment requires the prior approval of the lender, which approval may also entail payment of prepayment premium of 2% on the principal amount. In terms of the overdraft facility, the foreclosure charges will be mutually agreed by the lender and our Company

3. ***Additional interest***: The terms of the term loan facility prescribes penalties for, amongst others, default in the repayment obligations and non-compliance of sanction terms. The additional interest is typically 2% per annum over and above the applicable interest rate on the amount outstanding. The penal interest for the overdraft facility is 2% per annum over and above the normal interest rate.

4. ***Tenor:*** The tenor of the term loan availed by our Company is five years and the tenor of the overdraft facility is one year.

5. ***Repayment:*** The term loan availed is repayable as per the maturity profile agreed with lender within five years.

6. ***Key Covenants:*** The financing arrangement in relation to the term loan and / or the overdraft facility contains restrictive covenants and conditions restricting certain corporate actions, and our Company is required to take the prior approval of the lender before carrying out such actions, including:

   (a) effecting any change in our capital structure or constitutional documents in any manner;

   (b) enter into any management contract or similar arrangement whereby its business or operations are managed by any other person;

   (c) undertaking or permitting any merger, de-merger, consolidation, reorganization, scheme of arrangement or compromise with creditors or shareholders or effect any scheme of amalgamation or reconstruction including creation of any subsidiary or permitting any company to become a subsidiary;

   (d) change in the normal course of business which will have material financial implications;

   (e) incur or cause to incur, any indebtedness in any manner whatsoever;

   (f) effect any change in the shareholding pattern and management control in our Company;

(g) undertaking any capital expenditure except being funded by company own resources;

(h) investing in / extending any advances or loans to any group companies, associates, subsidiaries or any other third party; and

(i) change its financial year-end from the date it has currently adopted or change the accounting methods or policies currently followed by our Company unless expressly required by law.

7. ***Events of Default:*** In terms of the term loan facility, the occurrence of any of the following, among others, constitute an event of default:

(a) Default in the payment of principal sums;

(b) Default in the payment of interest on the facility or any other money payable in terms of the term loan facility;

(c) If our Company ceases or threatens to cease to carry on any its business, or gives notice of its intention to do so, or if all or any part of the assets of our Company required or essential for its business or operations are damaged or destroyed;

(d) Any person acting singularly or with any other person (either directly or indirectly) acquires control of our Company or of any other person who controls our Company, without the approval of the lender;

(e) Change in ownership, management, constitution and/or control without prior written consent of the lender;

(f) Occurrence of any cross-default with respect to any of our Company's indebtedness; and

(g) Any obligation under the facility agreement or loan documentation in respect of the term loan, is not or ceases to be valid, legal and / or binding obligation of any person / party to it or becomes void, illegal, unenforceable or is repudiated by such person.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*The details of the outstanding litigation or proceedings involving our Company, Subsidiaries, Directors and Promoters ("**Relevant Parties**") are described in this section in the manner as detailed below.*

Except as stated in this section, as of the date of this Draft Red Herring Prospectus, there are no (i) outstanding criminal proceedings involving the Relevant Parties; (ii) outstanding actions taken by statutory or regulatory authorities against the Relevant Parties; (iii) outstanding claims involving the Relevant Parties for any direct and indirect tax liabilities; (iv) other pending litigation involving the Relevant Parties (other than proceedings covered under (i) to (iii) above) which has been determined to be material pursuant to the Materiality Policy (as disclosed herein below); or (v) pending litigation involving our Group Companies which may have a material impact on our Company.

In terms of the Materiality Policy, other than outstanding criminal proceedings, statutory or regulatory actions including outstanding actions, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years and claims for any direct or indirect tax liabilities disclosed in point (i) to (iii) above, all other pending litigations involving the Relevant Parties, where the aggregate monetary claim made by, or against, the Relevant Parties (individually or in aggregate), in any such pending litigation proceeding exceeds the lower of (i) 1% of our Company's total consolidated revenue (calculated on a restated and consolidated basis); or (ii) 5% of our Company's profit after tax (calculated on a restated and consolidated basis), in the most recently completed Fiscal, as per the Restated Consolidated Financial Information shall be considered "material" and, accordingly, have been disclosed in this Draft Red Herring Prospectus.

Our Company's consolidated profit after tax for Fiscal 2021 as per the Restated Consolidated Financial Information was ₹ 451.10 million. Accordingly, we have disclosed all such outstanding litigation proceedings where the aggregate monetary claim made by or against the Relevant Parties (individually or in aggregate), in any such pending litigation is equal to or in excess of ₹22.56 million (being 5% of our profit after tax in Fiscal 2021) as per the Restated Consolidated Financial Information.

For the avoidance of doubt, it is clarified that the Materiality Policy shall be without prejudice to any disclosure requirements prescribed under the Companies Act, 2013 and the rules thereunder with respect to disclosure of litigation, notices, disputes and other proceedings in the Offer Documents, or that may be prescribed by SEBI and/or such other applicable authority with respect to listed companies, or disclosure requirements, as may be prescribed by S/EBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints, and that this Policy is solely adopted from the perspective of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents and should not be applied towards any other purpose.

Further, creditors of our Company to whom dues owed by our Company exceed 5 % of our Company's total dues owed to creditors as of as of the latest completed financial year, as per the Restated Consolidated Financial Information, would be considered as material creditors. The trade payables of our Company on a consolidated basis as on March 31, 2021 was ₹2.03 million. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹0.10 million as on March 31, 2021.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

Certain of our Subsidiaries and Group Companies are regulated entities, namely, Freedom Wealth Solutions Private Limited, Anand Rathi Share and Stock Brokers Limited and Anand Rathi Advisors Limited are regulated by SEBI, Anand Rathi Global Finance Limited is regulated by RBI and Anand Rathi Insurance Brokers Limited is regulated by IRDA. In the normal course of business, these entities are subjected to regulatory oversight and inspection. During the course of such inspection, certain entities are in receipt of observations/ letters of deficiency/ advisories from their respective regulators mandating corrective actions be taken by them in this regard. Such matters are dealt with by the respective entities, as appropriate, including by taking corrective actions and/ or bringing it to the notice of their respective boards of directors. Further, our Company, Subsidiaries and Group Companies, in the regular course of their respective businesses receive correspondence from regulatory authorities to facilitate them in relation to ongoing investigation against their clients. Accordingly, such correspondences are not included in this Draft Red Herring Prospectus.

A. Litigation involving our Company

I. Litigation proceedings involving our Company

(a) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings involving our Company.

(b) Statutory or regulatory proceedings

As on the date of this Draft Red Herring Prospectus, except as disclosed below, there are no other outstanding statutory or regulatory proceedings involving our Company:

Compounding applications filed by our Company

(i) Our Company has, on September 20, 2018, filed three compounding applications with the RoC under the Companies Act, seeking compounding of certain non-compliances under the Companies Act, 2013 by our Company and its officers in default in relation to: (a) a delay in appointment of requisite number of independent directors for a period of eight months; (b) a delay in the constitution of the audit committee for a period of 11 months; and (c) a delay in the constitution of the nomination and remuneration committee for a period of 11 months. These matters are currently pending before the RoC.

(ii) Our Company has, on February 7, 2020, filed an application for adjudication of penalties with the RoC ("**Adjudication Application**"), with respect to (a) two rights issues of 4,371,000 Equity Shares and 2,169,834 Equity Shares undertaken by our Company on September 19, 2016 and October 25, 2016, respectively, which were incorrectly recorded by the Company as private placements, and, subsequently, entailed suo moto post-facto rectifications to the Company's corporate records and consequent revised filings with the RoC on November 1, 2019, with due references to the original erroneous documentation and correctly recording these allotments as rights issues; and (b) two private placements of 34,000 Equity Shares and 50,000 Equity Shares on January 9, 2017 and January 19, 2017, respectively, for failure to comply with the requirements of opening and maintaining a separate bank account for receipt of application monies. The RoC passed two orders with respect to the Adjudication Application, both dated March 30, 2021, and imposed penalties of ₹ 0.34 million and ₹ 0.50 million with respect to the two private placements of 34,000 Equity Shares and 50,000 Equity Shares, respectively, and noted the submissions of the Company with respect to the Rights Issues. We have paid the penalties aggregating to ₹ 0.84 million imposed by way of the above-mentioned orders on April 21, 2021.

(c) Other pending proceedings

As on the date of this Draft Red Herring Prospectus, except as disclosed below, there is no outstanding civil litigation involving our Company, which has been considered material by our Company in accordance with the Materiality Policy, or the outcome of which, irrespective of the monetary amount involved, could nonetheless have a material adverse effect on our financial position, business, operations, prospects or reputation:

(i) Certain minority shareholders of ARDWPL (formerly AR Wealth Management Private Limited) (collectively, the "**Petitioners**"), one of the Company's Subsidiaries, filed a petition dated November 18, 2020 ("**Petition**") before the National Company Law Tribunal, Mumbai Bench ("**NCLT Mumbai**"), under Sections 241(1)(a) and (b), and Section 242, read with Section 244 of the Companies Act, 2013, against the Company, its Subsidiaries (*i.e.* ARDWPL, FWSPL and FIINFRA), Mr. Anand Rathi, Mr. Amit Rathi, Mr. Rakesh Rawal and others (collectively, the "**Respondents**"), alleging oppression and mismanagement. The Petition alleged that pursuant to discussions with the Company, the Petitioners who were promoters of FWSPL – which incorporated FIINFRA as a wholly owned subsidiary in 2013 – entered into a shareholders' agreement and share purchase agreement in 2016, whereby FWSPL's shareholders, including the Petitioners (collectively, "**FWSPL's Shareholders**"), transferred their shares to the Company and in return were allotted shares in ARDWPL. Pursuant to the aforesaid arrangement, FWSPL became a 100% subsidiary of ARDWPL and FIINFRA became a step-down subsidiary of ARDWPL. It was, amongst other things, alleged that: (a) the Respondents, without informing the Petitioners, transferred the investments held by ARDWPL, in favour of our Company, which is a related party of ARDWPL and wherein the Petitioners are not shareholders, and thus acted against the interest of the Petitioners; (b) no valuation report was made available along with notice of EGM dated January 15, 2020 with respect to transfer of FIINFRA from ARDWPL to the Company; (c) the Petitioners have been kept away from the affairs of ARDWPL; (e) the affairs of ARDWPL are being conducted as a sole proprietorship; (f) justification provided for sale/transfer of shares held by ARDWPL in FIINFRA was unreasonable; and (g) the Respondents have failed to meet legitimate expectation of the Petitioners that the Respondents would perform its obligations and manage, operate and run ARDWPL as a going concern. The Petitioners have sought various reliefs from the NCLT in the Petition, including, amongst other things, passing an ad interim *ex parte* order, directing Respondents to maintain *status quo* in the board and shareholding of ARDWPL, restraining Respondents from transferring investments/assets of ARDWPL, FWSPL, FIINFRA and the Company, to declare the resolution passed in ARDWPL's EGM on January 15, 2020 null and void, directing SEBI (which has been impleaded as a respondent in the proceedings by the Petitioners) to not consider the offer documents of our Company with respect to its initial public offering and to stay such offering, to appoint a receiver to regulate the affairs of ARDWPL, to declare the Respondents guilty of oppression and mismanagement and to provide the Petitioners with exit on mutually agreeable terms and to investigate into the affairs of the Company.

Mr. Amit Rathi, one of our Directors, filed an interlocutory application dated January 18, 2021 ("**Interlocutory Application**") before the NCLT Mumbai, challenging the maintainability of the Petition, to which the Petitioners filed a reply dated March 1, 2021 praying for dismissal of the Interlocutory Application.

Further, Mr. Amit Rathi also filed an affidavit dated February 6, 2021 (the "**Reply**") on behalf of our Company and ARDWPL, before the NCLT Mumbai, denying the allegations in the Petition. Supriya Rathi, one of the Respondents, has also filed a miscellaneous application dated March 3, 2021, praying for dismissal of the Petition and that the NCLT refer the disputes arising from the Petition to arbitration. The matter is currently pending.

(d) Tax proceedings (consolidated)

As on the date of this Draft Red Herring Prospectus, there are no outstanding tax proceedings involving our Company.

B. Litigation involving our Subsidiaries

(a) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings involving our Subsidiaries.

(b) Statutory or regulatory proceedings

As on the date of this Draft Red Herring Prospectus, there are no outstanding statutory or regulatory proceedings involving our Subsidiaries.

(c) **Other pending proceedings**

Please refer to the civil litigation involving certain minority shareholders of ARDWPL disclosed under *'Outstanding Litigation and Material Developments – Litigation proceedings involving our Company – Other pending proceedings'* on page 291 of this Draft Red Herring Prospectus.

(d) **Tax proceedings (consolidated)**

Nature of case	Number of cases	Amount involved, to the extent quantifiable (in ₹ million)
Direct Tax	3	20.23
Indirect Tax	Nil	Nil

C. Litigation involving our Directors

I. Criminal proceedings involving our Directors

1. Criminal proceedings by our Directors

There are no criminal proceedings by our Directors that are outstanding as of the date of this Draft Red Herring Prospectus.

2. Criminal proceedings against our Directors

(a) ***Mr. Anand Rathi***

(i) A client of one of our Group Companies, ARSSBL, has filed a criminal complaint bearing no. 772/2013 in the Court of Judicial Magistrate, Farrukhabad, Uttar Pradesh ("**Trial Court**") against the franchisee owner of ARSSBL and others including Mr. Anand Rathi alleging criminal breach of trust and cheating to the tune of ₹ 0.26 million. The Trial Court by way of its order dated May 7, 2012 summoned Mr. Anand Rathi along with other persons under Sections 406, 420, 418, 120B of IPC. Pursuant to receipt of summons from the trial court, Mr. Anand Rathi filed a criminal miscellaneous petition bearing no. 2243/2014 under Section 482 of Cr.P.C. before the Allahabad High Court for quashing of the criminal complaint. While disposing off the aforesaid quashing petition, the Allahabad High Court, by way of its order dated January 27, 2014 observed that there is no direct evidence against Mr. Anand Rathi and as such no offence is made out against him. However, the Allahabad High Court held that if objection / discharge application is filed on behalf of Mr. Anand Rathi within 30 days through counsel, the court concerned will consider and decide the same expeditiously, at appropriate stage, in accordance with the law. As per the observation made by the Allahabad High Court, an application for discharge was moved by Mr. Anand Rathi before the Trial Court. The Trial Court by its order dated August 27, 2014, rejected the application for discharge. A criminal revision petition bearing no. 235/2014 was filed by Mr. Anand Rathi before the Additional Sessions Judge, Farrukhabad which was also dismissed by way of its order dated April 18, 2015. Mr. Anand Rathi has challenged the aforesaid order of Additional Sessions Judge, Farrukhabad, and has filed a criminal miscellaneous writ petition bearing no. 12988/2015 before the Allahabad High Court. The Allahabad High Court by way of its interim order dated May 26, 2015, has, among other things, held that till the next date of listing, no coercive action shall be taken against Mr. Anand Rathi in relation to the criminal case no. 772/2013. The matter in the Allahabad High Court is currently pending.

(ii) A Dehradun based client of one of our Group Companies, ARSSBL, has lodged an FIR no. 135/09 dated March 13, 2009 before the Kotwali Police Station, Dehradun, against amongst other including Mr. Anand Rathi and Mr. Pradeep Gupta for offences under Sections 420, 406 and 506 of the IPC. Pursuant to investigation conducted, the Kotwali Police Station, Dehradun filed a final report dated August 28, 2009, observing that the matter is of civil nature and in the absence of any evidence no offence is made out against the concerned persons. Aggrieved by the aforementioned final report, the client filed a protest petition no. 3844/2011 (which was subsequently /re-numbered as 3990/2012) before the Court of Chief Judicial Magistrate, Dehradun ("**CJM Dehradun**") praying to reject the final report and take cognizance of the matter. The CJM Dehradun, pursuant to its order dated July 16, 2011 issued summons against Mr. Anand Rathi, Mr. Pradeep Gupta and others for offence under Sections 406 and 467 of IPC.

The client thereafter lodged another FIR no. 436/2010 dated October 14, 2010 before the Kotwali Police Station, Dehradun against amongst others including Mr. Anand Rathi and Mr. Pradeep Gupta for offences under Sections 406 and 420/34 of the IPC. Pursuant to an investigation conducted, the Kotwali Police Station, Dehradun, filed a charge sheet dated May 17, 2011 under Section 406/34 of the IPC against amongst others including Mr. Anand Rathi and Mr. Pradeep Gupta which was filed before the Court of Additional Chief Judicial Magistrate ("**ACJM, Dehradun**") as case no. 1152/2011 (which was subsequently re-numbered as 3985/2012).

Pursuant to an application dated July 13, 2012, made by the concerned persons (through advocate) ACJM, Dehradun, vide its order dated August 13, 2013 clubbed the abovementioned two cases being case nos. 3990/2012 and 3985/2012 ("**Criminal Proceedings**").

Mr. Anand Rathi and Mr. Pradeep Gupta filed a discharge application dated September 30, 2013 before the ACJM, Dehradun praying for being discharged from the Criminal Proceedings, which was rejected by the AJM Dehradun pursuant to its order dated August 2, 2014. A criminal revision petition bearing no. 317/2014 was filed by Mr. Anand Rathi and Mr. Pradeep Gupta before IV Additional Sessions Judge, Dehradun praying to set aside the abovementioned order dated August 2, 2014, which was decided by way of an order dated May 16, 2015 directing the ACJM, Dehradun to decide the discharge application on merits. The ACJM-II, Dehradun pursuant to its order dated October 13, 2015 allowed the abovementioned discharge application and discharged Mr. Anand Rathi and Mr. Pradeep Gupta from the abovementioned offences.

A criminal revision petition bearing no. 11/2016 was filed by Government of Uttarakhand through Government Advocate before the Additional Sessions Judge, Dehradun challenging the abovementioned order dated October 13, 2015. The Additional Sessions Judge, Dehradun, pursuant to its order dated December 7, 2016, confirmed the order dated October 13, 2015. The client has challenged this order dated December 7, 2016 before the Uttarakhand High Court, at Nainital in a criminal miscellaneous application under Section 482 of Cr.P.C. The matter is currently pending.

(iii) A Bengaluru based client of ARSSBL who had also availed Loan Against Shares (LAS facility) from ARGFL has lodged an FIR bearing no. 0032/2017 dated January 28, 2017 before Banashankari police station, Bengaluru for offences under Sections 120B, 418, 403, 409, 406, 420, 468, 471 and 410 of the IPC against amongst others including Mr. Anand Rathi, Mr. Pradeep Gupta and Mr. Amit Rathi alleging loss of ₹ 92 million. While the matter is currently under investigation with the Crime Investigation Department, Bengaluru ("**CIDB**"), our Directors, Mr. Anand Rathi, Mr. Pradeep Gupta and Mr. Amit Rathi including others had filed an application for anticipatory bail bearing criminal petition no. 6329/2017 before the Karnataka High Court ("**Court**"), which was allowed by way of the order dated May 29, 2018, subject to certain conditions. Pursuant to investigation, the CIDB filed "B report" before the Court. However, the Investigation Officer made a request to accord permission to investigate the matter further under Section 173(8) of Cr P.C. Accordingly, the Court has allowed the same and the matter is currently pending further investigation.

(b) ***Mr. Amit Rathi***

(i) Pursuant to a complaint lodged by an investor against directors and key management persons of National Spot Exchange Limited ("**NSEL**"), Financial Technologies India Limited, certain borrowers/trading members of NSEL, certain brokers and others for payment default and other wrongdoing at NSEL platform, the Economic Offence Wing of Mumbai Police ("**EOW**") registered FIR bearing no. 89/2013 dated September 30, 2013. Pursuant to investigation, EOW filed charge sheets against NSEL, its officials, defaulting borrowers and brokers including ARCL and Mr. Amit Rathi (former director of ARCL) before the Sessions Judge, Special Court under The Maharashtra Protection of Interest of Depositors (In Financial Establishments) Act, 1999 ("**MPID Act**") for offences under Section 120-B read with Sections 409, 420, 465, 467, 468, 471, 474, 477-A of the IPC and section 3 of MPID Act. By way of an order dated March 4, 2019, the Sessions Judge, Special Court under MPID Act issued process/summons to Mr. Amit Rathi and ARCL for attendance and to answer to a charge of commission of offense mentioned in the charge sheet. Mr. Amit Rathi and ARCL has challenged the aforesaid order dated March 4, 2019 in criminal writ petition bearing no. 555/2020 before the Bombay High Court. The matter is currently pending.

(ii) ARGFL initiated cheque bounce proceedings on February 1, 2018 and June 27, 2018 against a Kota, Rajasthan, based client before the 33rd Metropolitan Court, Ballard Pier, Mumbai for dishonour of cheque issued against repayment of outstanding loan amount amounting to ₹ 2.5 million and ₹6.63 million respectively. Pending the aforesaid cheque bounce proceedings, the client has registered FIR No. 456/2019 on September 20, 2019 at Police Station Anantpur, Kota, Rajasthan against Mr. Amit Anand Rathi, Mr. Pradeep Gupta and other officials alleging, amongst other things, cheating and fabrication of documents under Sections 420, 467, 468, 471 and 120B of IPC. The matter is currently under investigation.

(iii) ARGFL initiated cheque bounce proceedings on February 1, 2018 and June 27, 2018 against a Kota, Rajasthan based client before the 33rd Metropolitan Court, Ballard Pier, Mumbai for dishonour of cheque issued against repayment of outstanding loan amount amounting to ₹2.5 million and ₹3.98 million respectively. Pending the aforesaid cheque bounce proceedings, the client has registered FIR No. 457/2019 on September 20, 2019 at Police Station Anantpur, Kota, Rajasthan against Mr. Amit Anand Rathi, Mr. Pradeep Gupta and other officials alleging, amongst other things, cheating and fabrication of documents under Sections 420, 467, 468, 471 and 120B of IPC. The matter is currently under investigation.

(iv) A Mumbai based client having invested in Odyssey Convertible Bond Opportunities Fund Limited filed a miscellaneous case bearing no. 1300425/2019 in the Court of Additional Chief Metropolitan Magistrate at Dadar, Mumbai against Mr. Amit Rathi and ARFSL, amongst others, alleging commission of offences under Sections 406, 417, 418 and 420 read with Sections 34 and 120B of IPC. The complainant has prayed for directions under Section 156(3) of the Code of Criminal Procedure to the concerned police station for investigation and report.

(v) Please refer to the criminal litigation involving the Bengaluru based client of ARSSBL and ARGFL disclosed under *'Outstanding Litigation and Material Developments – Litigation involving our Directors – Criminal proceedings involving our Directors - Criminal proceedings against our Directors - Mr. Anand Rathi'* on page 293 of this Draft Red Herring Prospectus.

(c) ***Mr. Pradeep Gupta***

(a) Please refer to the criminal litigation involving the Dehradun based client of ARSSBL disclosed under *'Outstanding Litigation and Material Developments – Litigation involving our Directors – Criminal proceedings involving our Directors - Criminal proceedings against our Directors - Mr. Anand Rathi'* on page 293 of this Draft Red Herring Prospectus.

(b) Please refer to the criminal litigation involving the Bengaluru based client of ARSSBL and ARGFL disclosed under *'Outstanding Litigation and Material Developments – Litigation involving our Directors – Criminal proceedings involving our Directors - Criminal proceedings against our Directors - Mr. Anand Rathi'* on page 293 of this Draft Red Herring Prospectus.

(c) Please refer to the criminal litigation involving the Kota, Rajasthan based two clients of ARGFL disclosed under *'Outstanding Litigation and Material Developments – Litigation involving our Directors – Criminal proceedings involving our Directors - Criminal proceedings against our Directors - Mr. Amit Rathi'* on page 294 of this Draft Red Herring Prospectus.

II. Other pending proceedings involving our Directors

As on the date of this Draft Red Herring Prospectus, except as disclosed below, there are no other pending proceedings involving our Directors:

1. *Pending proceedings by our Directors*

There are no civil proceedings by our Directors that are outstanding as of the date of this Draft Red Herring Prospectus.

2. ***Pending proceedings against our Directors***

(a) *Mr. Anand Rathi, Mr. Amit Rathi and Mr. Pradeep Gupta*

A client having traded at NSEL platform through ARCL has filed a commercial suit bearing no. COMS/57/2016 dated August 12, 2016 against ARFSL, Anand Rathi Commodities Limited, Mr. Anand Rathi, Mr. Amit Rathi, Mr. Pradeep Gupta and others, before the Commercial Division of Bombay High Court, praying for an aggregate sum of ₹ 73.15 million with interest thereon against its unsettled trades on NSEL, brokerage/C&F charges and damages. The said matter is currently pending.

(b) Mr. Anand Rathi, Mr. Amit Rathi and Mr. Rakesh Rawal:

Please refer to the civil litigation involving minority shareholders of ARDWPL disclosed under *'Outstanding Litigation and Material Developments – Litigation proceedings involving our Company – Other pending proceedings'* on page 291 of this Draft Red Herring Prospectus.

III. Statutory or regulatory proceedings

(a) Mr. Pradeep Gupta

Mr. Pradeep Gupta has received summons from the Economic Office Wing, Mumbai, dated January 13, 2021 and February 19, 2021 for personal appearance along with requisite documents in connection with an ongoing investigation in EOW CR No. 89/13.

IV. Taxation proceedings (consolidated)

Nature of case	Number of cases	Amount involved, to the extent quantifiable (in ₹ million)
Mr. Pradeep Gupta		
Direct Tax	1	3.63
Indirect Tax	Nil	Nil

D. Litigation involving our Promoters

i. Outstanding criminal litigation involving Mr. Anand Rathi or Mr. Pradeep Gupta

1. Criminal proceedings by Mr. Anand Rathi or Mr. Pradeep Gupta

There are no criminal proceedings by Mr. Anand Rathi and Mr. Pradeep Gupta that are outstanding as of the date of this Draft Red Herring Prospectus.

2. Criminal proceedings against Mr. Anand Rathi or Mr. Pradeep Gupta

Except as disclosed under '*Outstanding Litigation and Material Developments – Litigation involving our Directors - Criminal proceedings involving our Directors - Criminal proceedings against our Directors'* on page 293 of this Draft Red Herring Prospectus, there are no criminal proceedings against Mr. Anand Rathi or Mr. Pradeep Gupta that are outstanding as of the date of this Draft Red Herring Prospectus.

ii. Other pending proceedings involving Mr. Anand Rathi or Mr. Pradeep Gupta

1. Other pending proceedings by Mr. Anand Rathi or Mr. Pradeep Gupta

There are no civil proceedings by Mr. Anand Rathi and Mr. Pradeep Gupta that are outstanding as of the date of this Draft Red Herring Prospectus.

2. Other pending proceedings against Mr. Anand Rathi or Mr. Pradeep Gupta

Except as disclosed under '*Outstanding Litigation and Material Developments – Litigation involving our Directors – Other pending proceedings involving our Directors – Pending proceedings against our*

Directors' on page 296 of this Draft Red Herring Prospectus, there are no civil proceedings against Mr. Anand Rathi or Mr. Pradeep Gupta that are outstanding as of the date of this Draft Red Herring Prospectus.

iii. ***Statutory or regulatory proceedings against Mr. Anand Rathi or Mr. Pradeep Gupta***

Please refer to the disclosures under *'Outstanding Litigation and Material Developments – Litigation involving our Directors – Statutory or regulatory proceedings'* on page 296 of this Draft Red Herring Prospectus.

iv. ***Tax proceedings involving Mr. Pradeep Gupta***

Please refer to the disclosures under '*Outstanding Litigation and Material Developments – Litigation involving our Directors – Taxation proceedings*' on page 296 of this Draft Red Herring Prospectus.

Litigation involving ARFSL

i. Outstanding criminal litigation involving ARFSL

1. Criminal proceedings by ARFSL

There are no criminal proceedings by ARFSL that are outstanding as of the date of this Draft Red Herring Prospectus.

2. Criminal proceedings against ARFSL

Please refer to the criminal litigation involving a Mumbai based client and Mr. Amit Rathi disclosed under '*Outstanding Litigation and Material Developments – Litigation involving our Directors – Criminal proceedings involving our Directors – Criminal proceedings against our Directors - Mr. Amit Rathi*' on page 294 of this Draft Red Herring Prospectus.

ii. Other pending proceedings involving ARFSL

1. Other pending proceedings by ARFSL

There are no civil proceedings by ARFSL that are outstanding as of the date of this Draft Red Herring Prospectus.

2. Other pending proceedings against ARFSL

(i) A civil suit bearing no. CS (COMM) no. 1397/2016 has been filed by a client before the Delhi High Court against, amongst others including ARFSL, ARGFL and ARAL claiming a total sum of ₹ 34.35 million towards the principal amount, interest and damages thereon for alleged losses suffered by them as a consequence of the tortuous negligence and/ or fraudulent misrepresentation in advise rendered by ARFSL, ARGFL and ARAL on the basis of which they had advanced monies to Arankari Risk Management Services Private Limited. The matter is currently pending.

(ii) Please refer to the civil litigation involving ARCL client (Suit bearing no. COMS/57/2016) disclosed under '*Outstanding Litigation and Material Developments – Litigation involving our Directors – Other pending proceedings against our Directors - Mr. Anand Rathi, Mr. Amit Rathi and Mr. Pradeep Gupta*' on page 297 of this Draft Red Herring Prospectus.

iii. Statutory or regulatory proceedings

There are no statutory or regulatory proceedings involving ARFSL that are outstanding as of the date of this Draft Red Herring Prospectus.

iv. Tax proceedings involving ARFSL

There are no tax proceedings involving ARFSL that are outstanding as of the date of this Draft Red Herring Prospectus.

v. Disciplinary action including penalty imposed by SEBI or stock exchanges involving our Promoters in the last five financial years including outstanding action

No disciplinary action including penalty has been imposed by SEBI or stock exchanges involving our Promoters in the last five Fiscals preceding the date of this Draft Red Herring Prospectus.

E. Any pending litigation involving the Group Companies which has a material impact on our Company

Please refer to the criminal litigation involving ARSSBL and ARGFL disclosed under *'Outstanding Litigation and Material Developments – Litigation involving our Directors – Criminal proceedings - Mr. Anand Rathi'* and *'Outstanding Litigation and Material Developments – Litigation involving our Directors – Criminal proceedings - Mr. Amit Rathi'* on pages 293 and 294 of this Draft Red Herring Prospectus.

Please refer to the civil proceeding involving ARFSL, ARGFL and ARAL disclosed under *'Outstanding Litigation and Material Developments – Litigation involving our Promoters – Litigation involving ARFSL – Other pending proceedings involving ARFSL – Other Pending Proceedings against ARFSL'* on page 297 of this Draft Red Herring Prospectus.

F. Outstanding dues to creditors

In accordance with the Materiality Policy, our Company considers such creditors 'material' to whom the amount due exceeds 5% of the total dues owed to the creditors as of the latest completed financial year, as per the Restated Consolidated Financial Information. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds ₹ 0.10 million as on March 31, 2021.

As of March 31 2021, the total outstanding dues (trade payables) owed to micro, small and medium enterprises were ₹ 0.81 million. In terms of the Materiality Policy, our Board considers such creditors 'material' to whom the amount due exceeds 5% of the consolidated trade payables as per the Restated Financial Information of our Company, *i.e.*, ₹ 0.10 million, as of March 31, 2021 ("**Material Creditors**").

The details of the total outstanding dues (trade payables) owed to micro, small and medium enterprises, Material Creditors and other creditors as on March 31, 2021 is as set forth below:

Particulars	Number of creditors	Amount involved (₹ in million)
Dues to micro, small and medium enterprises	1	0.81
Dues to Material Creditors	3	0.91
Dues to other creditors	18	0.31
Total	**22**	**2.03**

The complete details pertaining to outstanding overdues to the Material Creditors, along with the name and amount involved for each such Material Creditor, are available on the website of our Company at www. https://rathi.com/Wealth/Investorrelations.php.com.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of approvals obtained by our Company and our Material Subsidiary which are considered material and necessary for the purpose of undertaking its business activities. Except as disclosed herein, our Company and its Material Subsidiary have obtained all material consents, licenses, permissions, registrations and approvals, from various governmental statutory and regulatory authorities, which are necessary for undertaking our current business activities and operations. Except as disclosed below, no further material approvals are required for carrying on the present business activities and operations of our Company and its Material Subsidiary. In the event any of the approvals and licenses that are required for our business operations expires in the ordinary course, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework in India within which our Company operates, please see "Key Regulations and Policies in India" on page 150 of this Draft Red Herring Prospectus.

I. Approvals relating to the Offer

For the approvals and authorizations obtained by our Company in relation to the Offer, please see "*Other Regulatory and Statutory Disclosures*" on page 301 of this Draft Red Herring Prospectus and *for incorporation details of our Company,* see *"History and Certain Corporate Matters"* on page 155.

II. Incorporation details

1. Certificate of incorporation dated March 22, 1995 issued by the RoC to our Company in its former name being 'Hitkari Finvest Private Limited'.

2. Fresh certificate of incorporation dated April 6, 2005 issued by the RoC to our Company consequent upon change in name to 'AR Venture Funds Management Private Limited'.

3. Fresh certificate of incorporation dated March 8, 2007 issued by the RoC to our Company consequent upon conversion of our Company from a private limited company to a public limited company under the Companies Act, 1956, with a change in name to 'AR Venture Funds Management Limited'.

4. Fresh certificate of incorporation dated July 7, 2015 issued by the RoC to our Company consequent upon conversion to a private limited company with the name 'AR Venture Funds Management Private Limited'.

5. Fresh certificate of incorporation dated April 3, 2017 issued by the RoC to our Company consequent upon conversion of our Company from a private limited company to a public limited company under the Companies Act, 2013, with a change in name to 'AR Venture Funds Management Limited'.

6. Fresh certificate of incorporation dated July 6, 2017 issued by the RoC to our Company, consequent upon change in our name from 'AR Venture Funds Management Limited' to 'Anand Rathi Wealth Services Limited'.

7. Fresh certificate of incorporation dated January 7, 2021 issued by the RoC to our Company, pursuant to change in name of our Company to 'Anand Rathi Wealth Limited'.

8. For incorporation details of our Material Subsidiary, ARDWPL, see "*Our Subsidiaries – Details regarding our Subsidiaries – AR Digital Wealth Private Limited"* on page 161 of this Draft Red Herring Prospectus.

III. Material approvals relating to our Company's business and operations

1. Certificate of registration granted by AMFI to our Company bearing registration number ARN-111569 for distribution of mutual fund products.

2. For details of approvals and registrations obtained by our Company in relation to its intellectual property, please see "*Our Business – Intellectual Property*" on page 148 of this Draft Red Herring

Prospectus. For details of our applications for trademark registration which are currently pending, please see "*–Material approvals for which applications have been made but are currently pending grant*" on page 300 of this Draft Red Herring Prospectus.

IV. Approvals from taxation authorities

1. Permanent Account Number AAACH8136P.

2. Tax Deduction Account Number MUMH05095G, issued by the Income Tax Department, Government of India.

3. GST registrations have been obtained by our Company for each state where our Company makes a taxable supply. As on the date of this DRHP, our Company has operations in nine states. Our Company has obtained GST registrations for the states of New Delhi, Haryana, Karnataka, West Bengal, Maharashtra, Rajasthan, Uttar Pradesh, Tamil Nadu and Telangana.

4. Professional tax registration(s)under the applicable state specific laws obtained by our Company

V. Labour law related approvals

We have obtained registrations in the ordinary course of business across various states in India under labour laws including the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees' State Insurance Act, 1948. Further, we have obtained registrations under the shops and establishments acts of applicable state specific laws where we operate.

VI. Material approvals relating to our Material Subsidiary

1. AR Digital Wealth Private Limited (CIN: U65923MH1996PTC097270)

a. Certificate of registration granted to ARDWPL by AMFI bearing registration number ARN – 100284 for distribution of mutual fund products.

b. Permanent Account Number AABCV2843G.

c. GST registration number 27AABCV2843G1ZD for the state of Maharashtra.

VII. Material approvals for which applications have been made but are currently pending grant

Nil

VIII. Material approvals which have expired for which renewal applications have been made

Nil

IX. Material approvals which have expired for which renewal applications are yet to be made

Nil

X. Material approvals required for which no application has been made

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

Our Board has, by way of its resolution dated July 16, 2021, approved the Offer. Further, our Board and the IPO Committee have approved this Draft Red Herring Prospectus pursuant to their resolutions dated July 16, 2021 and July 19, 2021, respectively.

The Selling Shareholders have confirmed and approved their respective participation in the Offer for Sale in relation to their respective portion of the Offered Shares. For details, see "*The Offer*" on page 56.

Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

The Selling Shareholders confirm that the Equity Shares being offered by them as a part of the Offer for Sale have been held by them in compliance with Regulation 8 of the SEBI ICDR Regulations.

Prohibition by SEBI or governmental authorities

Our Company, our Promoters, our Directors, the Promoter Group, the Selling Shareholders or persons in control of our Company or ARFSL, one of our Promoters, have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Directors associated with the Securities Market

Other than Mr. Pradeep Gupta, Mr. Rakesh Rawal, Mr. K.G. Somani and Mr. Mohan Tanksale, none of our Directors are, in any manner, associated with the securities market and there is no outstanding action initiated by SEBI against any of our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company, our Promoters, the Selling Shareholders and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent in force and applicable.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has had net tangible assets of at least ₹ 30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each), of which not more than 50 % are held in monetary assets;

- Our Company has an average operating profit of at least ₹ 150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

- Our Company has a net worth of at least ₹ 10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and

- Our Company changed its name from 'Anand Rathi Wealth Services Limited' to 'Anand Rathi Wealth Limited' and we received a fresh certificate of incorporation from the RoC on January 7, 2021. This change in the name of our Company was undertaken pursuant to the amendment in Regulation 3(3) of the SEBI (Investment Advisers) Regulations, 2013, which stipulates that no person, while dealing in distribution of securities, can use the nomenclature "Independent Financial Adviser or IFA or Wealth Adviser or any other similar name" unless registered with SEBI as an Investment Adviser. Accordingly, AMFI had advised the mutual fund distributors (MFDs), *inter alia,* not to use the words "Wealth Services" as part of their names and also to get their registered name changed, where the name coincides with the list of 52 names, as identified by AMFI, which included "Wealth Services" being used by the Company. Accordingly, our Company changed its name to comply with this requirement and no change in business activity is indicated by our present name.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus as at, and for the last three Fiscals ended March 31, 2021, 2020 and 2019 are set forth below:

Particulars	**Consolidated**		
	Fiscal 2021	**Fiscal 2020**	**Fiscal 2019**
Net tangible assets[1] (**A**) (₹ in million)	2,010.78	1,266.20	580.85
Pre-tax operating profit[2] (₹ in million)	525.79	856.70	816.08
Net worth[3] (₹ in million)	2,562.66	2,051.32	1,436.73
Monetary assets[4] (**B**) (₹ in million)	653.95	282.98	114.53
Monetary assets as a percentage of net tangible assets (**B**) / (**A**) (in %)	32.52	22.35	19.72

[1] Net tangible assets means the sum of all the net assets of our Company excluding intangible assets and right of use assets reduced by total liabilities excluding deferred tax liability (Net) of the Company.
[2] Monetary assets means cash and cash equivalents and bank balances (other than cash and cash equivalents) excluding bank balance kept under lien.
[3] Restated pre tax operating profit means restated profit before tax excluding other income and finance expense.
[4] Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

Our Company had operating profits in each of Fiscal 2021, 2020 and 2019 in terms of our Restated Consolidated Financial Information.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(a) None of our Company, our Promoters, the Selling Shareholders, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.

(c) None of our Company, our Promoters or Directors has been categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(d) None of our Company, our Promoters or Directors have been declared as 'fraudulent borrowers' by the lending banks or financial institution or consortium, in terms of the RBI master circular dated July 1, 2016.

(e) None of our Directors has been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018).

(f) Except employee stock options granted pursuant to the ESOP 2017 and ESOP 2018, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE

SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMS HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 19, 2021 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, the Selling Shareholders, our Directors, and the BRLMs

Our Company, the Selling Shareholders, our Directors and the BRLMs accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or in any advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website, https://rathi.com/Wealth/index.php, or the website of any of our Promoter Group and Group Companies or of any affiliate or associate of our Company, would be doing so at his or her own risk.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, our Company and the Selling Shareholders.

All information shall be made available by our Company, Selling Shareholders and the BRLMs to the public and investors at large and no selective or additional information will be made available for a section of investors in any manner whatsoever including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

Neither our Company, the Selling Shareholders nor any member of the Syndicate shall be liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and that they shall not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Each of the BRLMs and their respective affiliates and associates may engage in transactions with, and perform services for, our Company and its Group Companies or affiliates or third parties or the Selling Shareholders and their respective affiliates or associates or group companies or third parties in the ordinary course of business and have engaged, or may in the future engage, in transactions including underwriting, commercial banking and investment banking transactions with our Company and its Group Companies or affiliates or third parties or the Selling Shareholders and its respective affiliates or associates or group companies or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of jurisdiction

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, India.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. **No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

Eligibility and selling restrictions

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in reliance on Regulation S.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to the NSE. The disclaimer clause as intimated by the NSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to filing the same with the RoC.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to the BSE. The disclaimer clause as intimated by the BSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to filing the same with the RoC.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at Corporation Finance Department, Division of Issues and Listing, SEBI Bhavan, Plot No. C4 A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 and simultaneously through the SEBI Intermediary Portal at https://siportal.sebi.gov.in, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018. A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, will be delivered to the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered for filing to the RoC situated at the address mentioned below.

Registrar of Companies, Maharashtra at Mumbai
100, Everest, Marine Drive
Mumbai 400 002.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and the NSE. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised. Applications have been made to the BSE and NSE for permission to deal in and for an official quotation of the Equity Shares.

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Consents

Consents in writing of the Selling Shareholders, the Directors, the Company Secretary and Compliance Officer, Chief Financial Officer, the Bankers to the Company, the BRLMs and Syndicate Members, Escrow Collection Bank(s), Public Offer Account Banks, Refund Bank(s), Sponsor Bank(s), Registrar to the Offer, legal counsel to our Company as to Indian Law, legal counsel to the BRLMs as to Indian Law, to act in their respective capacities, have been obtained or will be obtained and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

Our Company has received written consent from the Statutory Auditor namely, Khimji Kunverji & Co LLP, Chartered Accountants, to include their name as required under the Companies Act, 2013 in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Expert to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditor namely, Khimji Kunverji & Co LLP, Chartered Accountants, to include their name as required under the Companies Act, 2013 in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus as an "expert" as defined under section 2(38) of the Companies Act, 2013 and in their capacity as a Statutory Auditor and in respect of their (i) examination report, dated July 16, 2021 on our Restated Consolidated Financial Information; and (ii) their report dated July 18, 2021 on the Statement of Special Tax Benefits, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Previous public or rights issues during the last five years

Except as disclosed in "*Capital Structure*" on page 68 of this Draft Red Herring Prospectus, our Company has not made any previous rights issues during the last five years preceding the date of this Draft Red Herring Prospectus. Further, our Company has not made any previous public issue issues during the last five years preceding the date of this Draft Red Herring Prospectus.

Commission or brokerage paid on previous issues of the Equity Shares in the last five years

No sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the last five years.

Capital issuances made during the last three years by our Company and other listed Group Companies and/or Subsidiaries

Except as disclosed in "*Capital Structure"* on page 68 of this Draft Red Herring Prospectus, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

None of the securities of our Group Companies or Subsidiaries are listed on any stock exchange.

Performance vis-à-vis objects –Public/rights issue of our Company and/or listed Promoter, Subsidiaries

Except as disclosed in "*Capital Structure"* on page 68 of this Draft Red Herring Prospectus, our Company has not made any previous rights issues during the last five years preceding the date of this Draft Red Herring Prospectus. Further, our Company has not made any previous public issue issues during the last five years preceding the date of this Draft Red Herring Prospectus. None of the securities of our corporate Promoter or our Subsidiaries are listed on any stock exchanges.

Outstanding debentures or bond issues or preference shares or other instruments

Our Company does not have any outstanding debentures or bonds or preference shares (including redeemable preference shares), or other instruments as of the date of this Draft Red Herring Prospectus excluding ESOPs.

Price information of past issues handled by the BRLMs

The price information of past issues handled by the BRLMs is as follows:

A. Equirus Capital Private Limited

1. Price information of past issued handled by Equirus Capital Private Limited (during the current Fiscal and two Fiscals preceding the current Fiscal)

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark] - 180th calendar days from listing
1	Antony Waste Handling Cell Limited	2,999.85	315.00	January 01, 2021	436.10	-10.27% [-2.74%]	-23.21% [+4.80%]	2.14% [12.34%]
2	G R Infraprojects Limited	9,623.66	837.00	July 19, 2021	1,715.85	NA	NA	NA

Source: www.nseindia.com for price information and prospectus for issue details.
Notes:

i. *The S&P CNX NIFTY is considered as the Benchmark Index.*
ii. *Price on NSE is considered for all of the above calculations.*
iii. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*
iv. *Not Applicable – Period not completed.*

2. Summary statement of price information of past issues handled by Equirus Capital Private Limited

Financial Year	Total No. of IPO's	Total Funds Raised (₹ in million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2021-2022*	1	9,623.66	-	-	-	-	-	-	-	-	-	-	-	-
2020 - 2021	1	2,999.85	-	-	1	-	-	-	-	-	-	-	-	1
2019 - 2020	-	-	-	-	-	-	-	-	-	-	-	-	-	-

** The information is as on the date of this Draft Red Herring Prospectus.*
The information for each of the financial years is based on issues listed during such financial year.

B. BNP Paribas

There are no past issues handled by BNP Paribas in the current Fiscal and the two Fiscals preceding the current Fiscal.

C. IIFL Securities Limited

3. Price information of past issued handled by IIFL Securities Limited (during the current Fiscal and two Fiscals preceding the current Fiscal)

Sr. No.	Issue Name	Issue Size (₹ in million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Antony Waste Handling Cell Limited	2,999.85	315.00	January 1, 2021	436.10	-10.27%, [-2.74%]	-23.21%, [+4.80%]	+2.14%, [+12.34%]
2	MTAR Technologies Limited	5964.14	575.00	March 15, 2021	1,050.00	+69.45%,[-2.84%]	+78.83%, [+5.83%]	N.A.
3	Anupam Rasayan India Ltd	7,600.00	555.00	March 24, 2021	520.00	-0.11%,[-0.98%]	+30.49%, [+8.23%]	N.A.

4	Craftsman Automation Limited	8,236.96	1,490.00	March 25, 2021	1,359.00	-13.82%,[+0.11%]	+16.81%, [+10.11%]	N.A.
5	Suryoday Small Finance Bank Ltd	5,808.39	305.00	March 26, 2021	292.00	-18.38%,[-1.14%]	-26.87%, [-98.46%]	N.A.
6	Nazara Technologies Ltd	5,826.91	1,101.00	March 30, 2021	1,990.00	+62.57%,[0.13%]	+38.22%, [6.84%]	N.A.
7	Barbeque-Nation Hospitality Limited	4,528.74	500.00	April 7, 2021	489.85	+18.77%,[-0.64%]	+76.97%, [+6.85%]	N.A.
8	Macrotech Developers Ltd	25,000.00	486.00	April 19, 2021	436.00	+30.22%,[+5.21%]	+75.43%,[+10.89%]	N.A.
9	Shyam Metalics and Energy Ltd	9,085.50	306.00	June 24, 2021	380.00	N.A.	N.A.	N.A.
10	Krishna Institute of Medical Sciences Limited	21,437.44	825.00	June 28, 2021	1,009.00	N.A.	N.A.	N.A.

Source: www.nseindia.com

Note: Benchmark Index taken as CNX NIFTY. Price on NSE is considered for all of the above calculations. The 30^{th}, 90^{th} and 180^{th} calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30^{th} /90^{th} / 180^{th} calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. The Nifty 50 index is considered as the benchmark index. NA means Not Applicable.

4. Summary statement of price information of past issues handled by IIFL

Financial Year	**Total No. of IPO's**	**Total Funds Raised (₹ in million)**	**No. of IPOs trading at discount – 30^{th} calendar days from listing**			**No. of IPOs trading at premium – 30^{th} calendar days from listing**			**No. of IPOs trading at discount – 180^{th} calendar days from listing**			**No. of IPOs trading at premium – 180^{th} calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2019–20	5	65,827.61	-	-	2	-	1	2	1	1	1	-	-	2
2020-21	8	47,017.65	-	-	4	2	1	1	-	-	-	1	1	1
2021-22	4	60,051.68	-	-	-	-	1	1	-	-	-	-	-	-

Source: www.nseindia.com
Note: Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered. NA means Not Applicable.
NA means Not Applicable.

D. Anand Rathi Advisors Limited

There are no past issues handled by Anand Rathi Advisors Limited in the current Fiscal and the two Fiscals preceding the current Fiscal.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in the circular (CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please refer to the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the BRLMs	Website
1.	Equirus Capital Private Limited	www.equirus.com
2.	BNP Paribas	https://www.bnpparibas.co.in/en/equity-capital-markets/
3.	IIFL Securities Limited	www.iiflcap.com
4.	Anand Rathi Advisors Limited	www.rathi.com/investment-banking

Stock market data of the Equity Shares

This being an initial public offering of our Company, the Equity Shares are not listed on any stock exchange.

Redressal of Investor Grievances

SEBI, by way of its circulars dated March 16, 2021 and June 2, 2021 ("**Investor Grievance Circulars**"), has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the Investor Grievance Circulars, for initial public offerings opening for subscription on or after May 1, 2021, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock

Scenario	Compensation amount	Compensation period
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares, to enable the investors to approach the Registrar to the Offer for redressal of their grievances, subject to the provisions of any other law and commercial arrangements with the Company for storage of application forms beyond six months.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholder's Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares.

Our Company has also appointed Mr. Ashish Chauhan, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" beginning on page 58.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus.

None of the securities of our Group Companies or Subsidiaries are listed on any stock exchange.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall not exceed fifteen Working Days from the date of receipt of the complaint.

There have been no investor grievances received by our Company for the three years preceding the date of filing this Draft Red Herring Prospectus.

As on date there are no investor complaints pending.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued and offered pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA read with the SCRR, our Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to applicable laws, rules, guidelines, notifications and regulations relating to the issue and transfer of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, RBI, RoC, and/or other authorities, as in force on the date of the Offer and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI and/or any other regulatory authority while granting its approval for the Offer.

The Offer

The Offer comprises the Offer for Sale.

Offer expenses

The listing fees shall be borne by our Company. Other Offer-related expenses shall be borne by the Selling Shareholders in proportion of the Equity Shares to be offered by each of the Selling Shareholders.

Provided that all Offer-related expenses shall initially be borne by our Company. Upon successful completion of the Offer, the Selling Shareholders shall reimburse our Company their proportionate share of the Offer-related expenses.

Ranking of Equity Shares

The Equity Shares being issued and offered pursuant to the Offer shall be subject to the provisions of our Memorandum of Association and Articles of Association and the Companies Act and shall rank *pari passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend and voting. The Allottees, upon Allotment of Equity Shares pursuant to the Offer, will be entitled to dividends and / or any other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please see sections, "*Dividend Policy*" and "*Description of Equity Shares and Terms of the Articles of Association*" on pages 198 and 337, respectively, of this Draft Red Herring Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the shareholders of our Company as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the Listing Agreement and any guidelines or directives that may be issued by the GoI in this respect. For further details, please see sections, "*Dividend Policy*" and "*Main Provisions of our Articles of Association*" on pages 198 and 337 of this Draft Red Herring Prospectus, respectively.

Face value and Offer Price

The face value of the Equity Shares is ₹ 5. The Floor Price of Equity Shares is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share. The Price Band, and minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and advertised in [●] editions of the English national daily newspaper [●], [●] editions of the Hindi national daily newspaper [●], and [●] editions of the Marathi daily newspaper [●] (Marathi being the regional language of Maharashtra wherein our Registered Office is located), each with wide circulation, respectively, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles of Association, the equity shareholders of our Company shall have the following rights:

- right to receive dividend, if declared;
- right to attend general meetings and exercise voting powers, unless prohibited by law;
- right to vote on a poll either in person or by proxy or e-voting in accordance with the provisions of the Companies Act;
- right to receive offers for purchasing rights shares and be allotted bonus shares, if announced;
- right to receive surplus on liquidation subject to any statutory and preferential claims being satisfied;
- right of free transferability of Equity Shares, subject to applicable law including any rules and regulations prescribed by SEBI; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 2013, the terms of the Listing Regulations, and our Memorandum of Association and Articles of Association.

For further details on the main provisions of our Company's Articles of Association including those dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, please see "*Description of Equity Shares and Terms of the Articles of Association*" on page 337 of this Draft Red Herring Prospectus.

Allotment of Equity Shares in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted and/or transferred only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only.

Market lot and trading lot

As per the applicable law, the trading of our Equity Shares shall only be in dematerialised form for all investors. Since trading of our Equity Shares will be in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be done only in electronic form in multiples of [●] Equity Shares subject to a minimum Allotment of [●] Equity Shares to successful Bidders.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole or first Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A nominee entitled to the Equity Shares by reason of the death of the original holder(s), will, in accordance with Section 72 of the Companies Act, 2013, be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Share Transfer Agent of our Company.

Further, any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the Bidders would prevail. If Bidders require a change in the nomination, they are requested to inform their respective depository participant.

Period of operation of subscription list

See "*Offer Structure – Bid/Offer Programme*" beginning on page 319.

Joint Holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Mumbai, India will have exclusive jurisdiction in relation to this Offer.

Withdrawal of the Offer

Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Offer, in whole or any part thereof, at anytime including after the Bid/Offer Opening Date but before the Allotment. In the event that our Company in consultation with the BRLMs, decides not to proceed with the Offer at all, our Company shall issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision. In such event the BRLMs, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of ASBA Bidders (other than Anchor Investors) within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

In the event of withdrawal of the Offer after the Bid/Offer Closing Date and subsequent determination to proceed with an initial public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Minimum subscription

The requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI ICDR Regulations. However, if our Company does not receive minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, if any, in accordance with applicable laws, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under the Red Herring Prospectus, our Company and the Selling Shareholders shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company and the Selling Shareholders shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law, provided that, subject to applicable law, the Selling Shareholders shall not be responsible to pay interest for any delay, unless such delay has been caused solely by such Selling Shareholder.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000, in compliance with Regulation 49(1) of the SEBI ICDR Regulations.

Any expense incurred by our Company on behalf of the Selling Shareholders with regard to refunds, interest for delays, *etc.*, for the Equity Shares being offered pursuant to the Offer will be reimbursed by the Selling Shareholders to our Company in proportion to the respective Equity Shares being offered for sale by the Selling Shareholders in the Offer.

Arrangements for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only, the market lot for our Equity Shares will be one and therefore no arrangements for disposal of odd lots are required.

Restriction on transfer and transmission of Equity Shares

Except for (i) the lock-in of the pre-Offer Equity Shares, (ii) the minimum Promoters' contribution, (iii) Anchor Investor lock-in, pursuant to the Offer, and (iv) as provided in "*Description of Equity Shares and Terms of the Articles of Association*" on page 337 of this Draft Red Herring Prospectus, there are no restrictions on transfers of Equity Shares. Further, there are no restrictions on transmission of shares/ debentures and on their consolidation/ splitting except as provided in our Articles of Association. For details, please see "*Description of Equity Shares and Terms of the Articles of Association*" on page 337 of this Draft Red Herring Prospectus.

Option to receive Equity Shares in Dematerialised Form

In terms of Section 29 of the Companies Act, 2013, the Allotment of Equity Shares to successful Bidders will only be in the dematerialised form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialised segment of the Stock Exchanges. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated October 20, 2016 entered into between NSDL, our Company and the Registrar to the Offer; and

- Agreement dated July 14, 2016 entered into between CDSL, our Company and the Registrar to the Offer.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases, circulars and clarifications on FDI issued by DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of Press Note 3 of 2020, dated April 17, 2020, issued by the DPIIT, the FDI Policy has been recently amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

For further details, see "*Offer Procedure*" beginning on page 322 of this Draft Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in reliance on Regulation S.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholders and the BRLMs are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for which they Bid do not exceed the applicable limits under applicable laws or regulations.

OFFER STRUCTURE

The Offer of up to 12,000,000 Equity Shares for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] Equity Share), aggregating up to ₹ [●] million, comprising of an Offer for Sale of up to 12,000,000 Offered Shares aggregating up to ₹ [●] million by the Selling Shareholders.

The Offer is being made through Book Building Process.

Particulars	QIBs*	Non-Institutional Bidders	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation**	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Offer size shall be allocated to QIB Bidders. However, 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion. The unsubscribed portion in the Mutual Fund portion will be available for allocation in the QIB Portion (excluding the Anchor Investor Portion).	Not less than 15% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation.	Not less than 35% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation.
Basis of Allotment/ allocation if respective category is oversubscribed**#	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors	Proportionate	Proportionate, subject to minimum bid lot. The allotment to each Retail Individual Bidders shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "*Offer Procedure*" on page 322.
Mode of Bidding	Through ASBA process only (other than Anchor Investors)		
Minimum Bid	Such number of Equity Shares and in multiple of [●] Equity Shares, that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiple of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to applicable limits	Such number of Equity Shares and in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding QIB portion), subject to applicable limits	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000

Particulars	QIBs*	Non-Institutional Bidders	Retail Individual Investors
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of allotment	Compulsorily in dematerialised form		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply***	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, Eligible FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices which are recategorised as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids**** **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder that is specified in the ASBA Form at the time of submission of the ASBA Form, or through the UPI mechanism (only for Retail Individual Bidders)		

** Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the price at which allocation is made to Anchor Investors, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five Anchor Investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price.*

*** The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations, where not more than 50% of the Offer will be Allotted on a proportionate basis to QIBs, provided that the Anchor Investor Portion may be allocated on a discretionary basis, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories in accordance with the SEBI ICDR Regulations.*

****In case of joint Bids, the Bid-cum-Application Form should contain only the name of the First Bidder whose name should also appear as* *the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid-cum-Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such first Bidder and may be dispatched to his or her address as per the Demographic Details received from Depositories.*

*****Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor pay-in date as mentioned in the CAN.*

 # The Bids by FPIs with certain structures as described under "Offer Procedure - Bids by FPIs" on page 327 and having same PAN may be collated and identified as a single bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the respective Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Bid/Offer Programme

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON**	**[●]**

** Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. Anchor Investors shall Bid on the Anchor Investor Bidding Date.*
*** Our Company may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about [●]
Credit of the Equity Shares to depository accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

**In accordance with SEBI circular dated March 16, 2021, for IPOs opening subsequent to May 1, 2021 (or any other date as prescribed by SEBI) in case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/deleted ASBA Forms, the Bidder shall be compensated by the SCSB at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated by the SCSB at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated by the SCSB at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, which ever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated by the SCSB at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date till the date of the actual unblock. The SCSBs shall compensate the Bidder, immediately on the date of receipt of complaint from the Bidder. From the date of receipt of complaint from the Bidder, in addition to the compensation to be paid by the SCSBs as above, the post-Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of on which grievance is received by the BRLMs or Registrar until the date on which the blocked amounts are unblocked.*

The above timetable is indicative and does not constitute any obligation on our Company or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date or such period as may be prescribed, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Except in relation to the Bids received from the Anchor Investors, Bids and any revision in Bids shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (Indian Standard Time ("**IST**")) during the Bid/Offer Period (except on the Bid/Offer Closing Date) at the Bidding Centres as mentioned on the Bid cum Application Form **except that:**

(i) on the QIB Bid/Offer Closing Date, in case of Bids by QIBs under the Net QIB Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. (IST);

(ii) on the Bid/Offer Closing Date:

(a) in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 4.00 p.m. (IST); and

(b) in case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. (IST), which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by BRLMs to the Stock Exchanges.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which full Bid Amount is not blocked by SCSBs and the Sponsor Bank will be rejected. The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

Due to limitation of the time available for uploading the Bids on the Bid/ Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and, in any case, no later than 1.00 p.m. (Indian Standard Time) on the Bid/ Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Bids will only be accepted on Working Days. Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the SCSBs in the electronic system to be provided by the Stock Exchanges. Neither our Company, nor any member of the Syndicate is liable for any failure in uploading or downloading the Bids due to faults in any software / hardware system or otherwise.

Our Company, in consultation with the BRLMs and the Selling Shareholders, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. In such an event, the Cap Price shall not be more than 120% of the Floor Price. Subject to compliance with the immediately preceding sentence, the Floor Price can move up or down to the extent of 20% of the Floor Price, as advertised at least five Working Days before the Bid/ Offer Opening Date.

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Withdrawal of the Offer

The Offer shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Offer after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank to unblock the bank accounts of the ASBA/ RIIs Bidding using the UPI Mechanism within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

If our Company withdraws the Offer at any stage, including after the Bid/ Offer Closing Date and thereafter determine that they will proceed with public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and filing of the Prospectus with the RoC.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "***General Information Document***") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. The Bidders should note that the details and process provided in the General Information Document should be read along with this section.*

*Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("***CAN***") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through the Circulars on Streamlining Public Issues has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("***UPI***") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by RIBs through intermediaries from January 1, 2019. The UPI Mechanism for RIBs applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("***UPI Phase I***"), until June 30, 2019. Subsequently, with effect from July 1, 2019, for applications by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("***UPI Phase II***"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs ("***UPI Phase III***"), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI by way of its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 ("***March 16 Circular***") as amended pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The March 16 Circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, our Company, the respective Selling Shareholder and the members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion). 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation on a proportionate basis to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. However, the value of Allotment to any Retail Bidder shall not exceed ₹ 200,000.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company and the BRLMs and the Designated Stock Exchange subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for RIBs Bidding through the UPI Mechanism), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Phased implementation of UPI for Bids by Retail Individual Bidders as per the UPI Circular

SEBI has issued the UPI Circular in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

a) **Phase I:** This phase was applicable from January 1, 2019 till June 30, 2019. Under this phase, a Retail Individual Bidder would also have the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

b) **Phase II:** This phase has become applicable from July 1, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a Retail Individual Bidder through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice.

c) **Phase III:** The commencement period of Phase III is yet to be notified. Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. If the Offer is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of [●], all editions of [●] and regional edition of [●] (which are widely circulated English daily, Hindi daily and Marathi newspapers, respectively, Marathi being the regional language of Maharashtra, where our registered office is located) on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered and Corporate Office. The Bid cum Application Forms will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Bid cum Application Forms will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and RIBs Bidding using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

RIBs submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by RIBs with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. RIBs Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the RIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts) provided by certain brokers.

(ii) RIBs using UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-Syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, RIBs and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]

** Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by RIBs Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For RIBs using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate a UPI Mandate Request to such RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIIs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank and the issuer bank. The Sponsor Bank and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

Who can Bid?

In addition to the category of Bidders set forth in the General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- FPIs eligible under applicable law;
- Scientific and/or industrial research organisations in India, which are authorised to invest in equity shares; and
- Any other person eligible to Bid in this Offer, under the laws, rules, regulations, guidelines and polices applicable to them.

The Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in reliance on Regulation S.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoters, Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to Promoters, Promoter Group, BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, no BRLM or its respective associates can apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs applying on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident External Accounts ("**NRE Account**"), or Foreign Currency Non-Resident Accounts ("**FCNR Account**"), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form. By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 316.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder/applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control)) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (*i.e.*, up to 100%) . In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular bearing reference number IMD/FPIC/CIR/P/2018/114 dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
(b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
(c) such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and
(d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by SEBI registered AIFs, VCFs and FVCIs

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, venture capital funds which have not re-registered as AIFs under the SEBI AIF Regulations shall continue to be regulated by the SEBI (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other

distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, the Company reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("**IRDA Investment Regulations**"), and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SIs, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company [illegible] the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs, may deem fit.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company [illegible] the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation or as specified in this Draft Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi newspaper, Marathi also being the regional language of Maharashtra where our Registered Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise or withdraw their Bid(s) until the Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

.

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. RIBs using the UPI Mechanism must mention their correct UPI ID and shall use only his/her own bank account which is linked to such UPI ID;

4. RIBs Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

5. RIBs Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and UPI handles whose name appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

6. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

7. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialised form only;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

9. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;

10. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

12. Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;

13. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;

14. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

15. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral/ bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

16. Ensure that the Demographic Details are updated, true and correct in all respects;

17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;

20. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

21. RIBs Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

22. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected;

23. Ensure that you have correctly signed the authorization /undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the Sponsor Bank, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;

24. RIBs Bidding using the UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, the RIB shall be deemed to have verified the attachment containing the application details of the RIB Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount

and authorized the Sponsor Bank to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his/her ASBA Account;

25. RIBs Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

26. RIBs Bidding using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in his/her account and subsequent debit of funds in case of allotment in a timely manner;

27. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices, which are recategorised as category II FPI and registered with SEBI, for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer; and

28. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. An application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

4. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

5. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;

6. Anchor Investors should not Bid through the ASBA process;

7. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;

8. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

9. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

10. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

11. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer/Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Red Herring Prospectus;

12. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;

13. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date;

14. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);

15. Do not submit the General Index Register (GIR) number instead of the PAN;

16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID (where applicable) or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

17. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of RIBs Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;

18. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;

19. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

20. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;

21. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

22. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

23. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a RIB Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;

24. Do not submit a Bid using UPI ID, if you are not a RIB;

25. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by RIBs using the UPI Mechanism); and

26. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

In case of any pre-Offer or post Offer related issues regarding demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see "*General Information*" on page 58.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each RIB shall not be less than the minimum bid lot, subject to the availability of shares in RIB category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account

Our Company, in consultation with the BRLMs, in its absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

(i) In case of resident Anchor Investors: "[●]"
(ii) In case of non-resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated October 20, 2016 entered into between NSDL, our Company and the Registrar to the Offer.
- Agreement dated July 14, 2016 entered into between CDSL, our Company and the Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

(i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date or such other time as may be prescribed;

(iv) that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vi) that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to

Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

(vii) that if our Company, in consultation with the BRLMs, withdraws the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with the SEBI, in the event our Company subsequently decides to proceed with the Offer thereafter;

(viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors; and

(ix) that, except as disclosed in "*Capital Structure*" on page 68, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.

Undertakings by each Selling Shareholder

Each Selling Shareholder, severally and not jointly, undertakes the following in respect of itself as a Selling Shareholder and its respective portion of the Offered Shares:

(i) that its portion of the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;

(ii) that it is the legal and beneficial owner of, and has clear and marketable title to, its portion of the Offered Shares;

(iii) that it shall provide all reasonable co-operation as requested by our Company in relation to the completion of allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of its portion of the Offered Shares;

(iv) that it shall not have recourse to the proceeds of the Offer for Sale of its portion of the Offered Shares which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and

(v) that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to its portion of the Offered Shares.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below: "Any person who – (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447." The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations, the main provisions of our Articles of Association relating to, among others, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalised/defined terms herein have the same meaning given to them in our Articles. Subject to our Articles, any words or expression defined in the Companies Act, 2013 shall, except so where the subject or context forbids; bear the same meaning in these Articles.

Capitalised terms used in this section have the same meaning that has been given to such terms in the Articles of Association of our Company.

Pursuant to the Companies Act and the SEBI ICDR Regulations, the main provisions of our Articles of Association relating to, among others, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalised/defined terms herein have the same meaning given to them in our Articles. Subject to our Articles, any words or expression defined in the Companies Act, 2013 shall, except so where the subject or context forbids; bear the same meaning in these Articles.

Capitalised terms used in this section have the same meaning that has been given to such terms in the Articles of Association of our Company.

Sr. No	Particulars	Title
1.	(1) The regulations contained in the Table marked "F" in Schedule I to the Companies Act, 2013, shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.	Table F not to apply
	(2) The regulations for the management of the Company and for the observance of the members thereof and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to deletion or alternation of, or addition to its regulations by Special Resolution as prescribed or permitted by the Companies Act 2013, be such as are contained in these Articles.	Company to be governed by these articles.
	INTERPRETATION CLAUSE	
2.	(1) In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context:	
	"The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Articles and any previous Company Law, so far as may be applicable.	Act
	(a) "Article" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(b) "Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(c) "Business Day" shall mean any day of the year, other than Saturdays and Sundays and any other days on which banks are closed for business in the city where the registered office of the Company is situated.	Business Day
	(d) "Board of Directors" or 'Board' shall mean the collective board of directors of the Company.	Board
	(e) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital

Sr. No	Particulars	Title
	(f) "The Company" shall mean "ANAND RATHI WEALTH LIMITED"	Company
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words interpreting the masculine gender also include the feminine gender.	Gender
	(i) "Meeting" or "General Meeting" means a meeting of members	Meeting or General Meeting
	(j) "Month" means a calendar month	Month
	(k) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(l) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(m) "Fully Diluted" means with respect to Securities, all outstanding equity shares and all Securities issuable in respect of, Securities convertible into or exchangeable for equity shares, stock appreciation rights or options, warrants and other irrevocable rights to purchase or subscribe for equity 48 shares or securities convertible into or exchangeable into equity shares.	Fully Diluted
	(n) "National Holiday" means Republic Day i.e. 26th January, Independence Day i.e. 15th August, Gandhi Jayanti i.e. 2nd October and such other day as may be declared as National Holiday by the Central Government.	National Holiday
	(o) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(p) "Office" means the registered Office for the time being of the Company.	Office
	(q) "Ordinary Resolution" shall have the meanings assigned thereto by Section 114 of the Ac	Ordinary Resolution
	(r) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(s) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(t) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
	(u) "Rules" mean the applicable rules for the time being in force as prescribed under relevant sections of the Act.	Rules
	(v) "Securities" shall have the meaning ascribed to the term under Section 2(h) of the Securities Contract (Regulation) Act, 1956.	Securities
	(w) "Seal" means the common seal for the time being of the Company.	Seal
	(x) "Share" means a share in the share capital of the Company and includes stock.	Share
	(y) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	Special Resolution
	(z) Words importing the singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(aa) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(bb) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(cc) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles

Sr. No	Particulars	Title
	SHARE CAPITAL AND VARIATION OF RIGHTS	
3	a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	Authorized Capital.
	b)Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act and at such time as they may from time to time thing fit and with sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting	Shares at the disposal of and under the control of Board
4	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified or may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	Increase of capital by the Company how carried into effect
5	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6	The Company may issue the following kinds of shares in accordance with these Articles. The Act, the Rules and other applicable laws: (a) Equity Share Capital (i)With voting rights; and / or (ii)With differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference Share Capital	Kinds of Share and Voting Rights
7	Subject to the applicable provisions of the Act and other applicable laws, any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares attending (but not voting) at the General Meeting, appointment of Directors and otherwise etc. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	Debentures
8.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued	Issue of Sweat Equity Shares

Sr. No	Particulars	Title
	subject to such conditions as may be specified in that sections and rules framed there under.	
9.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
10.	Subject to the provisions of Section 61of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub- section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division and Cancellation
11	Subject to compliance with applicable provision of the Act and rules framed there under the Company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
12	(1) Subject to compliance with applicable provision of the Act and rules framed there under the Company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed there under. (2) Subject to the provision of the Act and rules made there under the Company shall have power to issue any kind of securities duly subdivided/consolidated as permitted to be issued under the Act and rules made there under.	Issue of Securities Issue of Securities duly subdivided or consolidated
13	The Company or an investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re- enactment thereof.	Option to receive share certificate or hold shares with depository
14.	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act,1956 or any other Act, or rules applicable thereof in this behalf. The provision of this Article shall mutatis mutandis apply to debentures of the company	Issue of new certificate in place of one defaced, lost or Destroyed(where shares are not in demat form)

Sr. No	Particulars	Title
15.	The provisions of the foregoing Articles relating to issue of certificates shall *mutatis-mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.	Provision as to issue of certificates to apply mutatis mutandis to debentures, etc.
16	(1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules. (2)The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules. (3)The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other. (4) The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful	Power to pay commission in connection with securities issued Rate of commission in accordance with Rules Mode of payment of commission Brokerage
17	(1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act. (2) To every such separate meeting, the provisions of these Articles relating to General Meetings shall mutatis mutandis apply.	Variation of members' rights Provision as to General Meetings to apply mutatis mutandis to each meeting.
18	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.	Issue of further shares not to affect the rights of existing members
19	Subject to the provisions of the Act, the Company shall have the power to issue or reissue cumulative or non-cumulative basis preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Company in accordance with the Act.	Power to issue redeemable preference shares
20*	(1) Subject to the provisions of the Act and these presents, the new shares (resulting from an increase of capital as aforesaid) may be issued or disposed of by the Company in General Meeting or by the Board under their powers in accordance with the provisions of the Articles of Association of the Company and the following provisions:- (a) (i) Such new shares may be offered to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer. (ii) The offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;	Further issue of share capital

Sr. No	Particulars	Title
	(iii) The offer aforesaid shall include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in aforesaid clause shall contain a statement of this right; (iv) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis- advantageous to the shareholders and the company; Provided that the right of the renouncees for the share allotment shall be subject to the right of refusal by the Board under the relevant Articles of Association of the Company and in the same manner as applicable to transfer of shares, and further subject to other terms and conditions, if any, whatsoever as may be decided by the Company in General Meeting or by the Board of Directors and stipulated in the terms of issue. (b) Nothing in clause (ii) of article (a) above shall be deemed; (i) to extend the time within which the offer should be accepted; or (ii) to authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation. (c) The new shares may be offered to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and on satisfying other conditions as prescribed by the Act and the Rules, Guidelines and other regulations made in this regard under any of the laws.	
* *Substituted vide Special Resolution passed at shareholders' Extraordinary General Meeting held on December 9, 2019*		
	(d) The new shares may also be offered to any persons, whether such persons include persons mentioned in clause (a) and (c) of this Article, if it is authorised by a special resolution, either for cash or for consideration other than cash, if the price of such share is determined by the Valuation Report of a Registered Valuer, and such other conditions as prescribed by the Act and the Rules, Guidelines and other regulations made in this regard under any of the laws are satisfied. (e) Nothing in this article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company.	
	LIEN	
21	The company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys(whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the	Company's lien on Shares/debentures

Sr. No	Particulars	Title
	footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause	
22	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.	As to enforcing lien by sale
23	(1) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof. (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer. (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share. (4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.	Validity of sale Purchaser to be registered holder Validity of Company's receipt Purchaser not affected
24	(1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. (2) The residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale Payments of residual money
25	In exercising its lien, the Company shall be entitled to tear the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.	Outsider's lien not to affect Company's lien
26	The provision of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.	Provision's as to lien to apply mutatis mutandis to debentures, etc.
	CALLS ON SHARES	
27	(1) The option or right to call on shares shall not be given to any person except with the sanction of the Company in general meeting. (2) The Board may, subject to clause (1) above, from time to time, make calls upon the members in respect of any monies unpaid on their	Power to make calls Notice of call

Sr. No	Particulars	Title
	shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. (3) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments. (4) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares. Provided that before the time for payment of such call and/or before receiving any amount towards such call, the Board may by notice revoke or postpone the call so made. (5) The Board may, from time to time, at its discretion, extend the time fixed for payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.	Board may extend time for payment Revocation or postponement of call
28	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of shares
29	(1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon and such other expenses which have been incurred by the Company due to non-payment of such call as the Board may think fit, from the due date to the time of actual payment at such rate as may be fixed by the Board. (2) The Board shall be at liberty to waive payment of any such interest and other expenses wholly or in part.	When interest on call or instalment payable Board may waive interest
30	(1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	Sums deemed to be calls Effect of non – payment of sums
31	The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the company.	Payment in anticipation of calls may carry interest

Sr. No	Particulars	Title
32	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	Instalments on shares to be duly paid
33	All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of all the same nominal value on which different amounts have been paid – up shall not be deemed to fall under the same class.	Calls on shares of same class to be on uniform basis
34	Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any shares nor any part-payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.	Partial payment not to preclude forfeiture
35	The provision of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to calls to apply mutatis mutandis to debentures, etc
	TRANSFER OF SHARES	
36	The Company shall use a common form of transfer. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act shall be duly complied with in respect of all transfers of shares and their registration.	Common form of transfer
37	(i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.	Instrument of transfer to be executed by Transferor and transferee
38	Subject to the provisions of Section 58, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares except where the Company has a lien on the shares being transferred	Board may refuse to register transfer
39	The Board may decline to recognize any instrument of transfer unless– (a) the instrument of transfer is duly stamped, dated and executed and is in the form as prescribed in the Rules made under sub-section (1) of section 56 of the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and	Board may decline to recognize instrument of transfer

Sr. No	Particulars	Title
	(c) the instrument of transfer is in respect of only one class of shares.	
40	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
41	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 of the Act and rules made there under to close the Register of Members and/or the Register of debentures holders and/or other security holders and registration of transfer may be suspended at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	Closure of Register of Members or debenture holder or other security holders.
42	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
43	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
44	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc.
	NOMINATION AND TRANSMISSION OF SHARES	
45	(i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013shall apply in respect of such nomination. (ii)No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. (iii)The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. (iv)If the holder(s) of the securities survive(s) the nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	Nomination
46	(1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares. (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been	Title to shares on death of a member Estate of deceased member liable

Sr. No	Particulars	Title
	jointly held by him with other persons.	
47	(1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either – (a) to be registered himself as holder of the share; or (b)to make such transfer of the share as the deceased or insolvent member could have made. (2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency. (3)The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.	Transmission Clause
48	(1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.	Right to election of holder of share Manner of testifying election Limitations applicable to notice
49	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.	Claimant to be entitled to same advantage
50	Notwithstanding anything contained in Article 41, in the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed under sub-section 1 of section 56 of the Act or any modification thereof as circumstances permit.	Form of transfer Outside India.
51	The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to transmission to apply mutatis mutandis to debentures, etc.
	FORFEITURE OF SHARES	
52	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that	If call or instalment not paid notice must be given

Sr. No	Particulars	Title
	may have been incurred by the Company by reason of non-payment.	
53	The company will not be prevented from enforcing a forfeiture of shares, by reason of receipt by the Company for a portion of any money which may be due from any member in respect of his shares, or any indulgence that may be granted by the Company in respect of payment of any such money.	Receipt of part amount or grant of indulgence not to affect forfeiture
54	The forfeiture of a share shall involve an extinction of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	Effect of forfeiture
55	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall remain liable to pay to the Company all amounts which were payable by him to the Company in respect of the shares. All such amounts payable shall be paid together with interest at such rate determined by the Board, from the time of forfeiture until payment or realization. The Board may enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. The liability of such person shall cease if and when the Company receives payment in full of all such amounts in respect of the shares.	(1) Members still liable to pay money owing at the time of forfeiture (2) Member still liable to pay money owing at time of forfeiture and interest (3) Cesser of liability
56	Upon any sale after forfeiture or for enforcing a lien in exercise of its powers, the Board may appoint a person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	Validity of sales
57	Upon any sale, re-allotment or other disposal under the provisions of the preceding provisions, the certificate(s), originally issued in respect of the relative shares shall (unless the same on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	Cancellation of share certificate in respect of forfeited shares
58	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	Surrender of share certificates
	ALTERATION OF CAPITAL	
59	Subject to the provisions of the Act, the Company may, by ordinary resolution – (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.	Power to alter share capital
60	Where shares are converted into stock: (a) the holders of stock may transfer the same or any part thereof	Shares may be converted

Sr. No	Particulars	Title
	in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose; (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/ "member" shall include "stock" and "stock-holder" respectively.	into stock Right of stockholders
61	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules: (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.	Reduction of capital
	JOINT- HOLDERS	
62	Where two or more persons are registered as joint-holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint holders with benefits of survivorship, subject to the following and other provisions contained in these Articles: (a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.	Joint-holders Liability of Joint holders
	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	Death of one or more joint-holders
	(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	Receipt of one sufficient
	(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.	Delivery of certificate and giving of notice to first named holder

Sr. No	Particulars	Title
	(e) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrators as joint-holders
	(f) The provisions of these Articles relating to joint holders of shares shall mutatis-mutandis apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply *mutatis mutandis* to debentures, etc.
	CAPITALISATION OF PROFITS	
63	1) The Company, in general meeting may, upon the recommendation of the Board, resolve— a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, securities premium account or to the credit of the profit and loss account, or otherwise available for distribution; and b) that such sum be accordingly set free for distribution in the manner specified in clause(2)	Capitalisation
	2) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards: (a) paying up any amounts for the time being unpaid on any shares held by such members respectively; (b) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportion as may be determined by the law in accordance with the law; (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b). (d) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares; (e) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.	Sum how applied
64	1. Whenever such a resolution as aforesaid shall have been passed, the Board shall – (a) make all appropriations and applications of the amounts resolved to be authorized thereby, and all allotments and issues of fully paid shares or other securities, if any; and (b) generally, do all acts and things required to give effect thereto.	Powers of the Board for Capitalisation
	2. The Board shall have power— (a) To make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such authorized on, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be authorized, of the amount or any part of the amounts remaining unpaid on their existing shares. Any agreement made under such authority shall be effective and binding on such members.	Board's power to issue fractional certificate/coupon etc.
	BORROWING POWERS	
65	Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:	Power to Borrow

Sr. No	Particulars	Title
	(i) accept or renew deposits from Shareholders; (ii) borrow money by way of issuance of Debentures; (iii) borrow money otherwise than on Debentures; (iv) generally, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting. Provided further that the Board may delegate the power specified in sub-clause (iii) herein above (i.e. to borrow money otherwise than on debentures) to a committee constituted for the purpose.	Delegation of power to borrow
66	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities (other than equity shares of the Company,) may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Members by Special Resolution in General Meeting.	Issue of discount etc. or with special privileges.
67	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or Company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
68	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
69	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
70	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in	Indemnity may be given.

Sr. No	Particulars	Title
	respect of such liability.	
	BUY BACK OF SHARES	
71	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.	Buy-back of shares
	GENERAL MEETINGS	
72	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary general meeting
73	The Board / members may call an extraordinary general meeting giving adequate notice or shorter notice, subject to applicable provisions of the Act	Powers of Board to call Extra-ordinary general meeting
	PROCEEDINGS AT GENERAL MEETINGS	
74	(1) No business shall be transacted at any general meeting unless a quorum of members is present while transacting business. (2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant. (3) The quorum for a general meeting shall be as provided in section 103 of the Act.	Liability of Members. Business confined to election of Chairperson whilst chair vacant Quorum for general meeting
75	The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.	Chairperson of the meetings
76	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one among themselves to be Chairperson of the meeting.	Directors to elect a Chairperson
77	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by show of hands, by poll or electronically, choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
78	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	Casting vote of Chairperson at general meeting
79	(1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors to be prepared and signed in such manner as prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned thereof in books kept for that purpose with their pages consecutively numbered. (2) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting – (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company. (3) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause. (4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein	Minutes of proceedings of meetings and resolutions passed by postal ballot Certain matters not to be included in Minutes Discretion of Chairperson in relation to Minutes Minutes to be evidence
80	1. The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during	Inspection of minute books of general meeting

Sr. No	Particulars	Title
	11.00a.m. to 1.00 p.m. on all business days. Provided such member gives at least 7 days' notice in writing of his intention to do so.	
	2. Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of a maximum fee as prescribed in the Act for each page or part thereof, with a copy of any minutes referred to in clause (1) above: Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.	Members may obtain copy of minutes
81	The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.	Powers to arrange security at meetings
	(1) Notwithstanding anything contained in these Articles, the Company may, and in case of resolutions relating to such business as notified under Rule (22)(16) of the Companies (Management and Administration) Rules, 2014 or other applicable laws to be passed by postal ballot, shall get the resolution passed by means of a postal ballot, instead of transacting the business in the general meeting of the Company. (2) Where the Company decides to pass the resolution by postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act read with Companies (Management and Administration) Rules, 2014, as amended from time to time.	
	ADJOURNMENT OF MEETING	
82.	(1) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.	Chairperson may adjourn the meeting
	(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned meeting
	(3) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.	Notice of adjourned meeting
	(4) Save as aforesaid, and save as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Notice of adjourned meeting not required
	VOTING RIGHTS	
83.	Subject to any rights or restrictions for the time being attached to any class or classes of shares– (a) on a show of hands, every member present in person shall have one vote; and (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.	Entitlement to vote on show of hands and on poll
84	A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Act and shall vote only once	Voting through electronic means
85	(1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint-holders. (2) For this purpose, seniority shall be determined by the order in which	Vote of joint holders

Sr. No	Particulars	Title
	the names stand in the register of members.	Seniority of names
86	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or senior most guardian as determined in the order in which name stands in the document(s) received by the Company advising of the guardianship.	How members non compos mentis and minor may vote
87	SubjecttotheprovisionsoftheActandotherprovisionsoftheseArticles,any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members, etc.
88	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
89	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien. The Register of Members shall be conclusive evidence of the payment of calls, liens or other sums and in case of any error in the Register of Members, it shall not invalidate the proceedings of the Meeting.	Restriction on voting rights
90	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken.	Restriction on exercise of voting rights in other cases to be void
91	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of members
	PROXY	
92	(1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.	Member may vote in person or otherwise
	(2) The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a authorize copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.	Proxies when to be deposited
93	An instrument appointing a proxy shall be in the form as prescribed in the Rules made under section 105 of the Act.	Form of proxy
	BOARD OF DIRECTORS	
94	(1) The number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen). The Company by a special	Board of Directors

Sr. No	Particulars	Title
	resolution may increase the number of directors more than fifteen in compliance with the Act. (2) The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.	Same individual may be Chairperson and Managing Director/ Chief Executive Officer
95	Subject to the provisions of the Act, the Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation	Directors not liable to retire by rotation
96	(1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue fromday-to-day.	Remuneration of directors
	(2) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.	Travelling and other expenses
97	All cheques, promissory notes, drafts, *hundis,* bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as The Board shall from time to time by resolution determine	Execution of negotiable instruments
98	(1) Subject to the provisions of Sections149 & 161 of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Appointment of additional directors
	(2) Such person shall hold office only upto the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a direct or at that meeting subject to the provisions of the Act.	Duration of office of additional director
99	*(1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director.	Appointment of alternate director
	(2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.	Duration of office of alternate director
	(3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	Re-appointment provisions applicable to Original Director
100	(1) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, in default of and subject to any regulations in the Articles of the Company, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill acasual vacancy
	(2) Provided, that the director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	Duration of office of Director appointed to fill casual vacancy
* *Substituted vide Special Resolution passed at shareholders' Extraordinary General Meeting held on 9th December 2019*		
POWERS OF BOARD		

Sr. No	Particulars	Title
101	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers of the Company vested in Board
	PROCEEDINGS OF THE BOARD	
102	(1) The Board of Directors may meet, including giving a shorter notice subject to the provisions of the Companies Act, 2013, for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	When meeting to be convened
	(2) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.	Who may summon Board meeting
	*(3) The quorum for a Board meeting shall be as provided in the Act and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended.	Quorum for Board Meetings
	(4) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio-visual means as may be prescribed by the Rules or permitted under law.	Participation at Board meetings
103	(1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote	Questions at Board meeting how decided Casting vote of Chairperson at Board meeting
104	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.	Directors not to act when number falls below minimum
105	(1) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	Who to preside at meetings of the Board
	(2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.	Directors to elect a Chairperson
106	(1) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.	Delegation of powers

Sr. No	Particulars	Title
	(2) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.	Committee to conform to Board regulations
* *Substituted vide Special Resolution passed at shareholders' Extraordinary General Meeting held on 9th December 2019*		
	(3) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or other audio-visual means, as may be prescribed by the Rules or permitted under law.	Participation at Committee meetings
107	(1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of Committee
	(2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting	Who to preside at meetings of Committee
108	(1) A Committee may meet and adjourn as it thinks fit.	Committee to meet
	(2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	Questions at Committee meeting how decided
	(3) In case of an equality of votes, the Chairperson of the Committee or Meeting shall have a second or casting vote.	Casting vote of Chairperson at Committee meeting
109	All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	Acts of Board or Committee valid notwithstanding defect of appointment
110	Subject to the provisions of the Act, a resolution of the Board may be passed by circulation, if the resolution has been circulated in draft, along with necessary documents, if any, to all Directors or members of the Committee, as the case may be, at their address registered with the Company in India by hand delivery or by post or by courier or through electronics means and has been approved by majority of Directors or Members, who are entitled to vote on the resolution.	Passing of resolution by circulation
CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER		
111	(a) Subject to the provisions of the Act: Every whole-time key managerial personnel of the Company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration. Whole-time key managerial personnel of the Company so appointed may be removed in pursuance to the applicable provisions of the Act. (b)A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	Chief Executive Officer, etc. Director may be chief executive officer, etc.
REGISTERS AND INSPECTION THEROF AND OTHER DOCMENTS		
112	(a) The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own	Statutory registers

Sr. No	Particulars	Title
	name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00a.m.to1.00p.m.on each business day at the registered office of the Company by the persons entitled thereto provided such person gives at least 7 days' notice of his intention to do so, on payment of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. Such person if authorized by the Act and the Rules, can also take copies of such registers by paying a maximum fee as prescribed in the Act per page or part thereof to the Company. The Company shall take steps to provide the copies of the registers to such person within 7 days of receipt of the fees. The Board, if deem fit, may waive off this fee. (b) The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any from of electronic medium. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members Resident in that State or Country. (c) The Company shall, on being so required by a Member, send to him within seven days of the request and subject to payment of a maximum fee as prescribed in the Act for each copy of the documents specified in Section17 of the Act. The Board, if deem fit, may waive off this fee.	
113	(a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.	Foreign register
	THE SEAL	
114	(1) The Board shall provide for the safe custody of the seal. (2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf, and except in the presence of one director and such director shall sign every instrument to which the seal of the Company is so affixed.	The seal, its custody and use Affixation of seal
	DIVIDENDS AND RESERVE	
115	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	Company in general meeting may declare dividends
116	Subject to the provisions of section 123 of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.	Declaration of dividends
117	(1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for authorized dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. (2) The Board may also carry forward any profits which it may consider	Dividends only to be paid out of profits. Carry forward of profits

Sr. No	Particulars	Title
	necessary not to divide, without setting them aside as a reserve.	
118	(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares. (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Division of profits Payments in advance Dividends to be apportioned
119	(1) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf in any scheduled bank, to be called" ________________ Unpaid Dividend Account." (2) Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Act. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.	Unpaid dividend account Unclaimed dividend
120	(1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or ,in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. (3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	Dividend how remitted Instrument of payment Discharge to Company
121	Anyone of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.	Receipt of one holder sufficient
122	No dividend shall bear interest against the Company.	No interest on dividends
123	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted	Waiver of dividends

Sr. No	Particulars	Title
	upon by the Board.	
	ACCOUNTS	
124	(1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules. (2) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board or by the Company in a general meeting.	Inspection by Directors Restriction on inspection by members
	WINDING UP	
125	Subject to the applicable provisions of Chapter XX of the Act and the Rules made there under- (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	Winding up of Company
	INDEMNITY AND INSURANCE	
126	(a) Subject to the provisions of the Act, every officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such officer or in any way in the discharge of his duties in such capacity including expenses. (b) Subject as aforesaid, every officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court. (c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	Directors and officers right to indemnity Insurance
127	Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so	Secrecy

Sr. No	Particulars	Title
	far as may be necessary in order to comply with any of the provisions of law.	
	GENERAL POWER	
128	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.	General power

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered into or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material contracts for the Offer

1. Offer agreement dated July 19, 2021 amongst our Company, the Selling Shareholders and the BRLMs.

2. Registrar Agreement dated July 17, 2021 amongst our Company, the Selling Shareholders and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs and the Banker(s) to the Offer.

4. Share Escrow Agreement dated [●] amongst our Company, the Selling Shareholders and the Share Escrow Agent.

5. Syndicate Agreement dated [●] amongst the Syndicate, our Company, the Selling Shareholders.

6. Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

B. Material documents

1. Certificates of incorporation of our Company dated March 22, 1995, April 6, 2005, March 8, 2007, July 7, 2015, April 3, 2017, July 6, 2017 and January 7, 2021.

2. Resolutions of the Board dated July 16, 2021 approving the Offer.

3. Resolutions of the Board and the IPO Committee dated July 16, 2021 and July 19, 2021, respectively, approving this Draft Red Herring Prospectus.

4. Resolution of the board of directors of ARFSL dated June 13, 2015 authorising the transfer of mutual fund distribution, portfolio management and investment adviser businesses respectively to ARAL.

5. Resolution of the board of directors of ARAL dated August 14, 2015 authorising the acquisition of mutual fund distribution, portfolio management and investment adviser businesses respectively of ARFSL.

6. Resolution of the board of directors of ARAL dated June 27, 2016 authorising the transfer of mutual fund distribution business to our Company.

7. Board resolution of our Company dated June 27, 2016 authorising the acquisition of mutual fund distribution business of ARAL.

8. Asset purchase agreement dated February 17, 2017 entered into amongst our Company, Religare Wealth Management Limited, ARAL and ARSSBL, as amended on March 15, 2017 and March 30, 2017.

9. Shareholders' Agreement dated August 10, 2016 entered into between our Company, Mr. Anand Rathi, Mr. Amit Rathi and Ms. Supriya Rathi, certain other Anand Rathi Group Shareholders, AR Digital Wealth Private Limited, and Mr. Sumeet Vaid, Sumeet Surindernath Vaid HUF, Ms. Menka Vaid, Ms. Nandita Sud, Ms. Swati Agrawal, Mr. Bhupendra Sharma, Mr. Jitendra Tanna, Ms. Anisha Chaturvedi, Techno Auto-Components (I) Private Limited, Mr. Jayant Davar, Mr. Vikram Nirula, Mr. Sujan Sinha, Mr. Harshavardhan Raghunath, Parth Infracon Private Limited, Mr. Sandeep Parwal, Ms. Honey Parwal and Mr. Sandeep Parekh, pursuant to share purchase agreements entered into between each of Mr. Sumeet Vaid, Sumeet Surindernath Vaid HUF, Ms. Menka Vaid, Ms. Nandita Sud, Ms. Swati Agrawal, Mr. Bhupendra Sharma, Mr. Jitendra Tanna, Ms. Anisha Chaturvedi, Techno Auto-Components (I) Private Limited, Mr. Jayant Davar, Mr. Vikram Nirula, Mr. Sujan Sinha, Mr. Harshavardhan Raghunath, Parth Infracon Private Limited, Mr. Sandeep Parwal, Ms. Honey Parwal and Mr. Sandeep Parekh and, ARDWPL and FWSPL.

10. Certified copies of our Memorandum of Association and Articles of Association as amended until date.

11. The examination report of the statutory auditors Khimji Kunverji & Co LLP, Chartered Accountants, dated July 16, 2021 on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

12. The statement of special tax benefits dated July 18, 2021 included in this Draft Red Herring Prospectus.

13. Copies of the annual reports of our Company for Fiscal 2021, Fiscal 2020 and Fiscal 2019.

14. Report titled "*Research Report on Wealth Management Industry*", July 2021, prepared by CARE Advisory.

15. Consents of each of our Directors, the BRLMs, legal counsel to the Company as to Indian law, legal counsel to the BRLMs as to Indian law, Registrar to the Offer, Escrow Collection Banks, Public Offer Bank(s), Refund Bank(s), the Sponsor Bank(s), Bankers to our Company, Company Secretary and Compliance Officer, and the Chief Financial Officer, as referred to, in their specific capacities.

16. Board resolution of ARFSL, the Promoter Selling Shareholder dated February 24, 2021 and its consent letter dated July 18, 2021, both approving its participation in the Offer for Sale.

17. Consents from Mr. Anand Rathi, Mr. Pradeep Gupta and the Other Selling Shareholders, each dated July 18, 2021, approving their participation in the Offer for Sale.

18. Consent from Khimji Kunverji & Co LLP, Chartered Accountants, the Statutory Auditor, dated July 18, 2021 to being named as an "expert" under the Companies Act, 2013 and for inclusion of their respective names, and their respective reports in this Draft Red Herring Prospectus.

19. Tripartite agreement amongst NSDL, our Company and Registrar to the Offer, dated October 20, 2016.

20. Tripartite agreement amongst CDSL, our Company and Registrar to the Offer, dated July 14, 2016.

21. In-principle listing approvals dated [●] and [●] from NSE and BSE, respectively.

22. Due diligence certificate dated July 19, 2021 to SEBI from the BRLMs.

23. SEBI observation letter no. [●] dated [●]

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, subject to compliance with applicable laws.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI (established under the SEBI Act), as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

____

Mr. Anand Rathi
Chairman and Non-Executive Director

Date: July 19, 2021

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI (established under the SEBI Act), as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

____

Mr. Pradeep Gupta
Non-Executive Director

Date: July 19, 2021

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI (established under the SEBI Act), as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

____

Mr. Amit Rathi
Non-Executive Director

Date: July 19, 2021

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI (established under the SEBI Act), as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

____

Mr. Rakesh Rawal
Executive Director and Chief Executive Officer

Date: July 19, 2021

Place: Maldives

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI (established under the SEBI Act), as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

____

Mr. Mohan Tanksale
Independent Director

Date: July 19, 2021

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI (established under the SEBI Act), as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

____

Mr. Ramesh Chandak
Independent Director

Date: July 19, 2021

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI (established under the SEBI Act), as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

____

Mr. Kishan Gopal Somani
Independent Director

Date: July 19, 2021

Place: Chicago

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI (established under the SEBI Act), as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY

____

Ms. Sudha Navandar
Independent Director

Date: July 19, 2021

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, and rules, guidelines and regulations issued by the Government of India or the guidelines and regulations issued by SEBI (established under the SEBI Act), as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER

____

Mr. Rajesh Kumar Bhutara

Date: July 19, 2021

Place: Mumbai

DECLARATION BY ANAND RATHI FINANCIAL SERVICES LIMITED

We confirm and declare that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, as a Promoter Selling Shareholder and the Equity Shares which are being offered by it by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED FOR AND ON BEHALF OF ANAND RATHI FINANCIAL SERVICES LIMITED

____

Authorised Signatory: Mr. Shailendra Bandi
Designation: Chief financial officer
Date: July 19, 2021

Place: Mumbai

DECLARATION BY MR. ANAND RATHI

I hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Promoter Selling Shareholder and the Equity Shares which are being offered by me by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED BY:

____

MR. ANAND RATHI

Date: July 19, 2021

Place: Mumbai

DECLARATION BY MR. PRADEEP GUPTA

I hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Promoter Selling Shareholder and the Equity Shares which are being offered by me by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED BY:

____

MR. PRADEEP GUPTA

Date: July 19, 2021

Place: Mumbai

DECLARATION BY MR. AMIT RATHI

I hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Selling Shareholder and the Equity Shares which are being offered by me by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED BY:

____

MR. AMIT RATHI

Date: July 19, 2021

Place: Mumbai

DECLARATION BY MS. PRITI GUPTA

I hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Selling Shareholder and the Equity Shares which are being offered by me by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED BY:

____

MS. PRITI GUPTA

Date: July 19, 2021

Place: Mumbai

DECLARATION BY RAWAL FAMILY TRUST, ACTING THROUGH MR. RAKESH RAWAL

We hereby confirm and declare that all statements and disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus in relation to ourselves, as a Selling Shareholder and the Equity Shares which are being offered by us by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED BY:

____

MR. RAKESH RAWAL

(On behalf of Rawal Family Trust)

Date: July 19, 2021
Place: Maldives

DECLARATION BY MS. SUPRIYA RATHI

I hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Selling Shareholder and the Equity Shares which are being offered by me by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED BY:

____

MS. SUPRIYA RATHI

Date: July 19, 2021

Place: Mumbai

DECLARATION BY MR. JUGAL MANTRI

I hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Selling Shareholder and the Equity Shares which are being offered by me by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED BY:

____

MR. JUGAL MANTRI

Date: July 19, 2021

Place: Mumbai

DECLARATION BY MR. FEROZE AZEEZ

I hereby confirm and declare that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus in relation to myself, as a Selling Shareholder and the Equity Shares which are being offered by me by way of the Offer for Sale pursuant to the Offer, are true and correct.

SIGNED BY:

____

MR. FEROZE AZEEZ

Date: July 19, 2021

Place: Mumbai