






(Please scan this QR Code to view the DRHP)

## ANANDRATHI

## ANAND RATHI SHARE AND STOCK BROKERS LIMITED

Corporate Identity Number: U67120MH1991PLC064106

REGISTERED AND CORPORATE OFFICE		CONTACT PERSON		E-MAIL AND TELEPHONE		WEBSITE	
Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra, India		Chetan Pravinbhai Prajapati, Company Secretary and Compliance Officer		Email: secretarial@rathi.com Tel: +91 22 - 6281 7000		www.anandrathi.com	
OUR PROMOTERS: ANAND NANDKISHORE RATHI, PRADEEP NAVRATAN GUPTA, PRITI PRADEEP GUPTA AND ANAND RATHI FINANCIAL SERVICES LIMITED							
DETAILS OF THE ISSUE TO PUBLIC							
TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs			
Fresh Issue	Up to [●] Equity Shares aggregating up to ₹ 7,450.00 million.	Not Applicable	Up to [●] Equity Shares, aggregating up to ₹ 7,450.00 million	The Issue is being made pursuant to Regulation 6(1) of the Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations). For further details, see 'Other Regulatory and Statutory Disclosures - Eligibility for the Issue' on page 393. For details in relation to share reservation among QIBs, NIIs, RIIs, and Eligible Employees, see 'Issue Structure' on page 414.			
DETAILS OF THE OFFER FOR SALE							
NAME OF THE SELLING SHAREHOLDER	TYPE		NUMBER OF SHARES OFFERED/ AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)			
Not Applicable							
RISKS IN RELATION TO THE FIRST ISSUE							
This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Share is ₹ 5 each. The Floor Price, the Cap Price and the Issue Price as determined and justified by our Company, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, and as stated under 'Basis for the Issue Price' on page 146 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 or regarding the price at which the Equity Shares will be traded after listing.							
GENERAL RISK							
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to 'Risk Factors' on page 34.							
ISSUER'S 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 Issue which is material in the context of the Issue, 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 make 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.							
LISTING							
The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited ('NSE' and along with BSE hereinafter collectively referred to as the 'Stock Exchanges'. For the purposes of the Issue, [●] is the Designated Stock Exchange.							
BOOK RUNNING LEAD MANAGERS							
LOGO	NAME OF THE BOOK RUNNING LEAD MANAGER		CONTACT PERSON		E-MAIL AND TELEPHONE		
	Nuvama Wealth Management Limited		Contact person: Pari Vaya/ Soumavo Sarkar		E-mail: arssbl.ipo@nuvama.com Tel: +91 22 4009 4400		
	DAM Capital Advisors Limited		Contact person: Arpi Chheda/ Meghana Joshi		E-mail: arssbl.ipo@damcapital.in Tel: + 91 22 4202 2500		
	Anand Rathi Advisors Limited*		Contact person: Nikita Jaju/ Shivani Tapadia		E-mail: ipo.arssbl@rathi.com Tel: +91 22 4047 7120		
REGISTRAR TO THE ISSUE							
LOGO	NAME OF THE REGISTRAR		CONTACT PERSON		E-MAIL AND TELEPHONE		
	Link Intime India Private Limited		Shanti Gopalkrishnan		E-mail: anandrathibrokers.ipo@linkintime.co.in Tel: +91 81081 14949		
BID/ISSUE PERIOD							
ANCHOR INVESTOR BIDDING DATE**	[●]	BID/ISSUE OPENS ON***	[●]	BID/ISSUE CLOSING ON****	[●]		

\*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 Issue.

\*\* Our Company, in consultation with the BRLMs, may consider participation by the Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 Working Day prior to the Bid/Issue Opening Date.

\*\*\* Our Company, in consultation with the BRLMs, may consider closing the Bid/Issue Period for QIBs 1 Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

^ UPI mandate end time and date shall be at 5pm, on Bid/Issue Closing Date.

## ANAND RATHI

## ANAND RATHI SHARE AND STOCK BROKERS LIMITED

Our Company was originally incorporated as 'Navratan Capital and Securities Private Limited', at Mumbai as a private limited company under the provisions of Companies Act, 1956 and received a certificate of incorporation issued by the RoC on November 22, 1991. Our Company got converted into a public limited company pursuant to a Board resolution dated January 10, 2007 and a special resolution passed by the Shareholders on February 05, 2007, and the name of our Company was changed to, 'Navratan Capital and Securities Limited'. A fresh certificate of incorporation was issued by the RoC on March 21, 2007. Subsequently, the name of our Company was changed from 'Navratan Capital and Securities Limited' to 'Anand Rathi Share and Stock Brokers Limited', pursuant to a Board resolution dated August 26, 2007 and a special resolution passed by our Shareholders on October 26, 2007. A fresh certificate of incorporation dated January 29, 2008, was issued by the RoC to our Company. For details of changes in the name and registered office of our Company, see 'History and Certain Corporate Matters' on page 231.

**Registered Office and Corporate Office:** Express Zone, A Wing, 10<sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai - 400063;

**Contact Person:** Chetan Pravinbhai Prajapati, Company Secretary and Compliance Officer;

**Tel:** +91 22 - 6281 7000; **E-mail:** secretarial@rathi.com; **Website:** www.anandrathi.com; **Corporate Identity Number:** U67120MH1991PLC064106

**OUR PROMOTERS: ANAND NANDKISHORE RATHI, PRADEEP NAVRATAN GUPTA, PRITI PRADEEP GUPTA AND ANAND RATHI FINANCIAL SERVICES LIMITED**

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH (EQUITY SHARES) OF ANAND RATHI SHARE AND STOCK BROKERS LIMITED (OUR COMPANY) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (ISSUE PRICE) AGGREGATING UP TO ₹ 7,450.00 MILLION (ISSUE). THE ISSUE MAY INCLUDE A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING [●]% OF OUR POST-ISSUE EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (EMPLOYEE RESERVATION PORTION). OUR COMPANY MAY, IN CONSULTATION WITH THE BRLMS, OFFER A DISCOUNT OF UP TO [●]% OF THE ISSUE PRICE (EQUIVALENT OF ₹ [●] PER EQUITY SHARE) TO THE ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION (EMPLOYEE DISCOUNT), SUBJECT TO NECESSARY APPROVALS AS MAY BE REQUIRED. THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE 'NET ISSUE'. THE ISSUE AND THE NET ISSUE SHALL CONSTITUTE [●]% AND [●]% OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A PRE-IPO PLACEMENT OF SPECIFIED SECURITIES, AS MAY BE PERMITTED UNDER APPLICABLE LAW, TO ANY PERSON(S), AGGREGATING UP TO ₹ 1,490.00 MILLION AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20.00% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE ISSUE, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE ISSUE, OR THE ISSUE MAY BE SUCCESSFUL AND WILL RESULT INTO LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND THE PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5 EACH AND THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, EMPLOYEE DISCOUNT, IF ANY, AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (BRLMS) AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION, ALL EDITIONS OF [●], A HINDI LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION AND ALL EDITIONS OF [●], A MARATHI DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (BSE) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE, AND TOGETHER WITH BSE, THE STOCK EXCHANGES) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (SEBI ICDR REGULATIONS).

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least 3 additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of 1 Working Day, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue 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 website of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in accordance with the Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to qualified institutional buyers (QIBs) (such portion referred as **QIB Portion**), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (**Anchor Investor Portion**), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds. At or above the price at which allotment is made to the Anchor Investors (**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) (**Net QIB Portion**). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds (**Mutual Fund Portion**), 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 Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Issue 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 Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Issue through the Application Supported by Blocked Amount (ASBA) process by providing details of their respective ASBA accounts, and UPI ID in case of UPI Bidders using UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks (SCSBs) or by the Sponsor Bank(s) 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 'Issue Procedure' on page 420.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Share is ₹ 5 each. The Floor Price, the Cap Price and the Issue Price as determined and justified by our Company, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, and as stated under 'Basis for the Issue Price' on page 146 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 or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**





Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to 'Risk Factors' on page 34.

**ISSUER'S 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 Issue which is material in the context of the Issue, 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 make 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.

**LISTING**

The Equity Shares to be issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for listing of the Equity Shares pursuant to the letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Issue Closing Date, see 'Material Contracts and Documents for Inspection' on page 477.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE ISSUE	
			
<p><b>Nuvama Wealth Management Limited</b> 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, 400051, Maharashtra. <b>Tel:</b> +91 22 40094400 <b>E-mail:</b> arssbl.ipo@nuvama.com <b>Website:</b> www.nuvama.com <b>Investor grievance email:</b> customerservice.mb@nuvama.com <b>Contact Person:</b> Pari Vaya/ Soumavo Sarkar <b>SEBI Registration Number:</b> INM000013004</p>	<p><b>DAM Capital Advisors Limited</b> PG 1 Ground Floor, Rotunda Building, Dalal Street, Fort, Mumbai, Stock Exchange, Mumbai, 400001, Maharashtra, India <b>Tel:</b> +91 22 4202 2500 <b>E-mail:</b> arssbl.ipo@damcapital.in <b>Website:</b> www.damcapital.in <b>Investor grievance email:</b> complaint@damcapital.in <b>Contact person:</b> Arpi Chheda/ Meghana Joshi</p>	<p><b>Anand Rathi Advisors Limited*</b> 11<sup>th</sup> Floor, Times Tower, Kamla City, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India <b>Tel.:</b> +91 22 4047 7120 <b>E-mail:</b> ipo.arssbl@rathi.com <b>Website:</b> www.anandrathiib.com <b>Investor Grievance email:</b> grievance.ecm@rathi.com <b>Contact Person:</b> Nikita Jaju/ Shivani Tapadia <b>SEBI Registration number:</b> INM000010478</p>	<p><b>Link Intime India Private Limited</b> C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India <b>Tel:</b> +91 81081 14949 <b>E-mail:</b> anandrathibrokers.ipo@linkintime.co.in <b>Website:</b> www.linkintime.co.in <b>Investor grievance e-mail:</b> anandrathibrokers.ipo@linkintime.co.in <b>Contact Person:</b> Shanti Gopalkrishnan <b>SEBI Registration Number:</b> INR000004058</p>
BID/ISSUE PERIOD			
ANCHOR BIDDING DATE**	[●]	BID/ISSUE OPENS ON***	[●]
		BID/ISSUE CLOSING ON****	[●]

\*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 Issue.

\*\* Our Company, in consultation with the BRLMs, may consider participation by the Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 Working Day prior to the Bid/Issue Opening Date.

\*\*\* Our Company, in consultation with the BRLMs, may consider closing the Bid/Issue Period for QIBs 1 Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

^ UPI mandate end time and date shall be at 5pm, on Bid/Issue Closing Date.

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## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or requires, or unless otherwise specified, shall have the meaning as provided below. References to any statutes, regulations, rules, guidelines or policies shall be to such act, regulation, rule, guideline or policy as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the same meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.*

*Notwithstanding the foregoing, terms used in 'Description of Equity Shares and Main Provisions of the Articles of Association', 'Statement of Special Tax Benefits', 'Basis for the Issue Price', 'Industry Overview', 'Key Regulations and Policies', 'Financial Information', 'Outstanding Litigation and Other Material Developments', 'Restriction on Foreign Ownership of Indian Securities' and 'Issue Procedure' on pages 442, 159, 146, 163, 224, 275, 367, 441 and 420, respectively, shall have the meaning ascribed to such terms in the relevant section.*

#### General terms

Term	Description
'our Company', 'Company' or 'Issuer'	Anand Rathi Share and Stock Brokers Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office and Corporate Office at Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra, India
'we', 'us', or 'our'	Unless the context otherwise indicates or implies, refers to our Company and our Subsidiary.

#### Company related terms

Term	Description
AoA/Articles of Association or Articles	Articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in 'Our Management - Committees of Our Board' on page 249.
Auditors/Statutory Auditors	The statutory auditors of our Company, namely, M/s. R. Kabra & Co. LLP, Chartered Accountants.
Board or Board of Directors	The board of directors of our Company or a duly constituted committee thereof. For further details, see 'Our Management' on page 240.
'Corporate Promoter' or 'ARFSL'	Anand Rathi Financial Services Limited
Chairman and Managing Director	The chairman and managing director of our Company, namely, Pradeep Navratan Gupta. For further details, see 'Our Management' on page 240.
Chief Financial Officer or CFO	The Chief Financial Officer of our Company, namely, Tarak Kumarpal Shah. For further details, see 'Our Management' on page 240.
Company Secretary and Compliance Officer	Chetan Pravinbhai Prajapati, the company secretary and compliance officer of our Company. For further details, see 'Our Management' on page 240.
Corporate Social Responsibility Committee / CSR Committee	The corporate social responsibility committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and as described in 'Our Management - Committees of Our Board' on page 249.
Director(s)	The director(s) on the Board of our Company, as appointed from time to time. For further details, see 'Our Management' on page 240.
Equity Shares	Equity shares of our Company of face value of ₹ 5 each.
ESOP	Employee Stock Option Plan

<b>Term</b>	<b>Description</b>
Executive Director(s)	Executive directors of our Company, namely Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra and Vishal Jugal Kishore Laddha. For further details, see <i>'Our Management'</i> on page 240.
Group Company(ies)	In terms of the SEBI ICDR Regulations, the term 'group companies', includes: (i) such companies (other than promoter(s) and subsidiary(ies)) with which our Company had related party transactions during the periods for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by our Board. For details of our Group Company(ies), see <i>'Our Group Company(ies)'</i> on page 269.
Independent Director(s)	Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations, namely, Vijay Kumar Agarwal, Suresh Mannalalji Kakani, Suresh Kishinchand Khatanhar and Sudha Pravin Navandar. For details of the Independent Directors, see <i>'Our Management'</i> on page 249.
Individual Promoters	Anand Nandkishore Rathi, Pradeep Navratan Gupta and Priti Pradeep Gupta
IPO Committee	The IPO Committee of our Company, constituted to facilitate the process of the Issue, and as described in <i>'Our Management - Committees of Our Board'</i> on page 249.
Key Managerial Personnel / KMPs	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act and as disclosed in <i>'Our Management - Key Managerial Personnel'</i> on page 257
Key Performance Indicators/ KPIs	Key financial and operational performance indicators of our Company, as included in <i>'Basis for the Issue Price - Key Performance Indicators'</i> on page 148.
Materiality Policy	The policy adopted by our Board pursuant to the resolution passed by its meeting dated December 12, 2024 for identification of: (a) material outstanding litigation; (b) group companies; and (c) material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations and for the purpose of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.
Memorandum of Association or MoA	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in <i>'Our Management - Committees of Our Board'</i> on page 249.
Promoter(s)	Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta and Anand Rathi Financial Services Limited.
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in <i>'Our Promoter and Promoter Group'</i> on page 260.
Registrar of Companies or RoC	Registrar of Companies, Maharashtra at Mumbai.
Registered Office and Corporate Office	The registered office and corporate office of our Company situated Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063, Maharashtra, India
Restated Consolidated Financial Information	Restated Consolidated Financial Information of our Company and its Subsidiary (collectively referred as the ' <b>Group</b> ') as at and for the 6 months ended September 30, 2024, and the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, comprising the restated consolidated statement of assets and liabilities as at September 30, 2024, and March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated cash flow statement for the 6 months ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information,

<b>Term</b>	<b>Description</b>
	as approved by our Board and prepared in accordance with Ind AS and restated by the Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, relevant provisions of the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised January, 2019) issued by the ICAI, each as amended from time to time.
Risk Management Committee	The risk management committee of our Company, constituted in accordance with the applicable provisions of the SEBI Listing Regulations and as described in ' <i>Our Management - Committees of Our Board</i> ' on page 249.
Senior Management	Senior management of our Company in accordance with Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as disclosed in ' <i>Our Management</i> ' on page 240.
Shareholder(s)	Shareholder(s) holding Equity Shares of our Company, from time to time.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations, and as described in ' <i>Our Management - Committees of Our Board</i> ' on page 249.
Subsidiary	Anand Rathi International Ventures (IFSC) Private Limited. For further details of our Subsidiary, see ' <i>Our Subsidiary</i> ' on page 238.

### Issue Related Terms

<b>Term</b>	<b>Description</b>
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allot, Allotment or Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Issue.
Allotment Advice	A note or advice or intimation of Allotment sent to all the successful Bidders who have Bid in the Issue after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor	A QIB, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus which has bid for an amount of at least ₹ 100.00 million.
Anchor Investor Allocation Price	The price at which the 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, during the Anchor Investor Bidding Date.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a 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 Bidding Date	The day, being 1 Working Day prior to the Bid/Issue Opening Date, on which Bids by the Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price.  The Anchor Investor Issue Price will be decided by our Company in consultation with the BRLMs.
Anchor Investor Pay-In Date	With respect to the Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, a date not later than 2 Working Days after the Bid/ Issue Closing Date.
ASBA Bidders	All Bidders except Anchor Investor(s).

<b>Term</b>	<b>Description</b>
ASBA Form(s)	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.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, to the Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations.  One-third of the Anchor Investor Portion 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, in accordance with the SEBI ICDR Regulations.
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI mechanism.
ARAL	Anand Rathi Advisors Limited
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bid	A Bid made by an ASBA Bidder.
Banker(s) to the Issue	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Sponsor Bank and the Public Issue Account Bank(s), as the case may be.
Basis of Allotment	The Basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in 'Issue Structure' on page 414.
Bid(s)	An indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase 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. The term 'Bidding' shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case may be, upon submission of the Bid.  Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid Amount shall be Cap Price, multiplied by the number of Equity Shares Bid for such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million.
Bidder/Applicant	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.

<b>Term</b>	<b>Description</b>
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bidding Centres	The 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 Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Issue Closing Date	<p>Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●], an English language national daily with wide circulation, all editions of [●], a Hindi language national daily with wide circulation and a Marathi language daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located).</p> <p>In case of any revisions, the extended Issue Closing Date shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in the same newspapers in which the Bid/Issue Opening Date was published, as required under the SEBI ICDR Regulations.</p>
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●] which shall be published in all editions of [●], an English language national daily with wide circulation, all editions of [●], a Hindi language national daily with wide circulation and a Marathi language daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located).
Bid/Issue Period	<p>Except in relation to the Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations.</p> <p>Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for the QIBs 1 Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. The Bid/Issue Period will comprise Working Days only.</p>
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
Book Running Lead Managers or BRLMs	<p>The book running lead managers to the Issue, namely, Nuvama Wealth Management Limited, DAM Capital Advisors Limited and Anand Rathi Advisors Limited.</p> <p>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 Issue</p>
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
CAN/Confirmation Allocation Note	of Notice or intimation of allocation of the Equity Shares sent to the Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date.
Cap Price	<p>The higher end of the Price Band, including any revisions thereof, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted.</p> <p>Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price.</p>

<b>Term</b>	<b>Description</b>
Cash Escrow and Sponsor Bank Agreement	The agreement dated [●] entered amongst our Company, the Registrar to the Issue, the BRLMs, the Syndicate Members and the Banker(s) to the Issue for the appointment of the Sponsor Bank(s) in accordance with the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable),, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant(s)/CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), as per the list available on the websites of BSE and NSE, as updated from time to time.
Collecting Registrar and Share Transfer Agents/CRTAs	Registrar and share transfer agents registered with the SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the UPI Circulars.
Cut-off Price	Issue Price, finalised by our Company, in consultation with the BRLMs which shall be any price within the Price Band.  Only Retail Individual Bidder and the Eligible Employees Bidding in the Employee Reservation Portion 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.
CARE Report	Industry report titled ' <i>Broking Industry in India</i> ' dated December 2024 prepared and issued by Care, appointed by us pursuant to an engagement letter dated September 16, 2024, and exclusively commissioned and paid for by us in connection with the Issue. The CARE Report shall be available on the website of our Company at <a href="http://www.anandrathi.com/investors">www.anandrathi.com/investors</a> from the date of the Draft Red Herring Prospectus till the Bid/Issue Closing Date.
DAM Capital	DAM Capital Advisors Limited
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 and UPI ID, where applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ).
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Issue Account(s) or the Refund Account(s), as the case may be, and instructions are given to the SCSBs (in case of UPI Bidders using UPI Mechanism, instructions through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus following which Equity Shares will be Allotted in the Issue to the successful Bidders.



<b>Term</b>	<b>Description</b>
Designated Intermediaries	<p>In relation to ASBA Forms submitted by (i) RIBs, (ii) Non-Institutional Bidders with an application size of up to ₹ 0.50 million (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs, (iii) and the Eligible Employees Bidding in the Employee Reservation Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs</p> <p>In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/agents, Registered Brokers, CDPs and RTAs.</p> <p>In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTA.</p>
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ).
Designated SCSB Branches	Such branches of the SCSBs, which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated December 14, 2024, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue including any addenda or corrigenda thereto.
Eligible Employees	<p>A permanent employee of our Company and / or our Subsidiary working in India or out of India (excluding such employees who are not eligible to invest in the Issue under applicable laws), as on the date of filing of the Red Herring Prospectus with SEBI and who continue to be a permanent employee of our Company and / or our Subsidiary until the submission of the Bid cum Application Form; or a director of our Company and / or Subsidiary, whether whole-time or not, as on the date of the filing of the Red Herring Prospectus and who continue to be a permanent employee of our Company or Subsidiary, until the submission of the Bid cum Application Form, but excludes: (a) an employee who is our Promoter or the member of our Promoter Group; (b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of outstanding Equity Shares of our Company; and (c) our Independent Directors.</p> <p>The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million.</p>
Eligible FPIs	FPIs that are eligible to participate in this Issue in terms of applicable laws.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.

<b>Term</b>	<b>Description</b>
Employee Discount	Our Company may, in consultation with the BRLMs, offer a discount of up to [●]% of the Issue Price (equivalent of ₹ [●] per Equity Share) to the Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least 2 Working Days prior to the Bid / Issue Opening Date.
Employee Reservation Portion	The portion of the Issue being up to [●] Equity Shares aggregating up to ₹ [●] million, available for allocation to Eligible Employees, on a proportionate basis. Such portion constitutes [●]% of the post-Issue Equity Share capital of our Company.
Escrow Account(s)	Non-lien and non-interest-bearing accounts to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	Bank(s) which are clearing members and registered with SEBI as banker(s) to an issue, under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account(s) in relation to the Issue for Bids by Anchor Investors, will be opened, in this case being [●].
First Bidder / Sole Bidder	Bidder whose name shall be mentioned 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.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
Fresh Issue	<p>Fresh Issue of up to [●] Equity Shares of face value of ₹ 5 each for cash at a price of ₹ [●] each, aggregating up to ₹ 7,450.00 million by our Company. For further details regarding fresh issue, see 'The Issue' on page 82.</p> <p>Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.</p>
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and modified and updated pursuant to the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 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.
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company.
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price.
Monitoring Agency	[●].
Monitoring Agency Agreement	The agreement dated [●] to be entered into between our Company and the Monitoring Agency prior to filing of the Red Herring Prospectus.

<b>Term</b>	<b>Description</b>
Mutual Fund Portion	5% of the Net QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Issue	The Issue less the Employee Reservation Portion.
Net Proceeds	Proceeds of the Issue less the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see 'Objects of the Issue' on page 138.
Net QIB Portion	QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Bidders/ NIBs	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	<p>The portion of the Issue being not less than 15% of the Issue consisting of [●] Equity Shares which shall be made available for allocation to Non-Institutional Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price, out of which (i) one third shall be reserved for NIBs with application size exceeding ₹ 0.20 million up to ₹ 1.00 million; and (ii) two-thirds shall be reserved for NIBs with application size exceeding ₹ 1.00 million.</p> <p>Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Bidders.</p>
Non-Resident	Person resident outside India, as defined under FEMA and includes NRIs, FVCIs, VCFs, and FPIs.
Nuvama	Nuvama Wealth Management Limited
Issue	<p>The initial public offer of up to [●] Equity Shares of face value of ₹ 5 each for cash at a price of ₹ [●] each, aggregating up to ₹ 7,450.00 million. The Issue comprises the Net Issue and the Employee Reservation Portion.</p> <p>The unsubscribed portion, if any, in the Employee Reservation Portion after allocation up to ₹ 0.50 million shall be added to the Net Issue.</p> <p>Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.</p>
Issue Agreement	The agreement dated December 14, 2024, amongst our Company and the BRLMs, pursuant to which certain arrangements have been agreed to in relation to the Issue.

<b>Term</b>	<b>Description</b>
Issue Price	<p>The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors in terms of the Red Herring Prospectus and the Prospectus.</p> <p>The Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus. The Issue Price will be determined by our Company in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.</p> <p>A discount of up to [●]% on the Issue Price (equivalent of ₹ [●] per Equity Share) may be offered to the Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company, in consultation with the BRLMs.</p>
Issue Proceeds	The proceeds of the Issue shall be available to our Company.
Price Band	<p>Price band of a minimum price of ₹ [●] per Equity Share (<b>Floor Price</b>) and the maximum price of ₹ [●] per Equity Share (<b>Cap Price</b>) including any revisions thereof. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company in consultation with the BRLMs, and will be advertised in all editions of [●], an English language national daily with wide circulation and all editions of [●], a Hindi language national daily with wide circulation and a Marathi language daily newspaper (Marathi being the regional language of Maharashtra, where our Registered Office is located), at least 2 Working Days prior to the Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.</p> <p>Provided that the Cap Price shall be the minimum 105% of the Floor Price and shall not exceed than 120% of the Floor Price.</p>
Pricing Date	The date on which our Company in consultation with the BRLMs, will finalise the Issue Price.
Prospectus	The prospectus to be filed with the RoC for this Issue in accordance with the provisions of Section 26 of the Companies Act and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account(s)	Bank account(s) to be opened with the Public Issue Account Bank(s) under Section 40(3) of the Companies Act, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date.
Public Issue Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, with which the Public Issue Account(s) shall be opened, being [●].
QIB Category/QIB Portion	The portion of the Issue (including the Anchor Investor Portion) being not more than 50% of the Issue consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Qualified Institutional Buyers/QIBs/QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIB who Bids in the Issue.
Red Herring Prospectus or RHP	Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Issue Price and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least 3 Working Days before the Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.

<b>Term</b>	<b>Description</b>
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investor(s) shall be made.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●].
Registered Brokers	Stockbrokers registered under SEBI (Stockbrokers and Sub-Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular no. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI.
Registrar Agreement	The agreement dated December 13, 2024 amongst our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).
Registrar to the Issue or Registrar	Link Intime India Private Limited
Retail Individual Bidders/.Retail Individual Investors/RIBs/RIIs	Individual Bidders who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Resident Indian	A person resident in India, as defined under FEMA
Retail Portion	The portion of the Issue being not less than 35% of the Issue comprising 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 Issue 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 Individual Bidders and the Eligible Employee Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date.
SCORES	SEBI Complaints Redressal Platform, a centralized web based complaints redressal system launched by SEBI.
Self-Certified Syndicate Bank(s)/SCSB(s)	The banks registered with the SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> or such other websites and updated from time to time.
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders and in case of RIBs, only ASBA Forms with UPI.
Sponsor Bank(s)	The Bankers to the Issue registered with SEBI appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●].
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate or the members of the Syndicate	Together, the BRLMs and the Syndicate Members.
Syndicate Agreement	The agreement to be entered into among our Company, the Registrar to the Issue, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Forms by Syndicate.

<b>Term</b>	<b>Description</b>
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations.
Underwriters	[●].
Underwriting Agreement	The agreement dated [●] between the Underwriters, our Company and the Registrar to the Issue to be entered into after the Pricing Date but prior to filing of the Prospectus.
UPI	Unified Payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder(s)	<p>Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Eligible Employees Bidding in the Employee Reservation Portion and (iii) Non-Institutional Bidders with an application size of more than ₹ 0.20 million and up to ₹ 0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.</p> <p>Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).</p>
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 Dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 Dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 Dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI circular number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference number 25/2022 dated August 3, 2022, and the circular issued by BSE having reference number 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of a SMS directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.



<b>Term</b>	<b>Description</b>
UPI Mechanism	The mechanism that may be used by UPI Bidder to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid /Issue Period, 'Working Day' shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid / Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.
WACA	Weighted average cost of acquisition on a fully diluted basis

#### Technical / industry related terms

<b>Term</b>	<b>Description</b>
Active Clients	Means clients who have generated revenue during the relevant Financial Year / period
ADTO	Average daily turnover
ARPC	Average revenue per broking client (i.e., broking revenue over NSE Active Clients for the period)
Authorised Persons	Agents appointed by us after approval from the relevant stock exchange
Brokerage Income	Brokerage income means income from our investment offerings across equity cash segment, futures and options segment, commodity, and currency trading segments.
Broking Segment	Broking and related services provided by our Company
Digital Platforms	Our online and mobile application platforms
Margin Trading Facility Book	Means the margin trading facility book of our Company
MTF Business	The margin trading facility that our Company offers to our clients
Non-Broking Segment	Non-broking services (i.e. margin trading facility and distribution of investment products) provided by our Company

#### Conventional and general terms and abbreviations

<b>Term</b>	<b>Description</b>
₹/Rs./Rupees/INR	Indian Rupees
₹ million	Indian Rupee million
A/c	Account
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS or Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
Banking Regulation Act	The Banking Regulation Act, 1949
'Bn' or 'bn'	Billion
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CIN	Corporate Identification Number
Category I FPI(s)	FPIs who are registered as 'Category I foreign portfolio investors' under the SEBI FPI Regulations
Category II FPI(s)	FPIs who are registered as 'Category II foreign portfolio investors' under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
Companies Act, 1956	<i>Erstwhile</i> 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

<b>Term</b>	<b>Description</b>
COVID-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020 by the World Health Organisation
CSR	Corporate social responsibility
CY	Calendar year
Consolidated FDI Policy	The consolidated FDI policy, effective from October 15, 2020, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion)
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
Demat	Dematerialized Account
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade
DP ID	Depository Participant's Identification
DP/Depository Participant	A depository participant as defined under the Depositories Act
EMDE(s)	Emerging Markets and Developing Economies
EBITDA	Sum of restated profit/loss for the year, tax expense, depreciation expense and finance cost less other income.
EGM	Extraordinary General Meeting
EPS	Earnings per Share
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal/fiscal/Fiscal Year/FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
GAAP	Generally Accepted Accounting Principles
GDP	Gross domestic product
GoI/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
Income Tax Act or IT Act	Income Tax Act, 1961
IT	Information Technology
Ind AS / Indian Accounting Standards	Indian Accounting Standards prescribed under section 133 of the Companies Act, as notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015, as amended
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
MSME	Micro, Small & Medium Enterprises
N.A./NA	Not Applicable
NEFT	National Electronic Fund Transfer
No.	Number

<b>Term</b>	<b>Description</b>
NAV	Net Asset Value
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
NBFC	Non Banking Financial Company
NPCI	National Payments Corporation of India
NR or Non-Resident	Non-Resident or A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
NRE Account	Non-Resident External Accounts
NRI	A person resident outside India, who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or an 'Overseas Citizen of India' cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/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 beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to participate in the Issue
p.a.	Per annum
PAT	Profit After Tax
PAN	Permanent Account Number
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
RONW	Return on Net Worth
Regulation S	Regulation S under U.S Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI Mutual Fund Regulations	Securities and Exchange Board of India (Mutual Fund) Regulations, 1996, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as repealed by the SEBI AIF Regulations
Stock Exchanges	Together, BSE and NSE
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Shares) Regulations, 2021, as amended
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024

<b>Term</b>	<b>Description</b>
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
State Government	Government of a State of India
U.S./USA/United States	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US\$	United States Dollars
U.S. Securities Act	United States Securities Act of 1933, as amended
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

## CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

### Certain Conventions

All references to 'India' contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possession. All references to the 'Government', 'Indian Government', 'GoI', 'Central Government' are to the Government of India and all references to the 'State Government' are to the government of the relevant state, as applicable, and all references to the "US", "U.S." "USA" or "United States" are to the United States of America and its territories and possessions.

Unless stated otherwise, 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

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Fiscal or Financial Year, unless stated otherwise, are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Draft Red Herring Prospectus are to a calendar year.

Unless stated, or, the context requires, otherwise all financial information and financial ratios in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Information of our Company and its Subsidiary (collectively referred as the '**Group**') as at and for the 6 months ended September 30, 2024, and the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, comprising the restated consolidated statement of assets and liabilities as at September 30, 2024, and March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated cash flow statement for the 6 months ended September 30, 2024 and the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information, as approved by our Board and prepared in accordance with Ind AS and restated by the Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, relevant provisions of the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised January, 2019) issued by the ICAI, each as amended from time to time. For further information, see '*Financial Information*' on page 275.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as stated otherwise, all figures, including financial information, in decimals (including percentages) have been rounded off to two decimals. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded-off to such number of decimal points as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain 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. Any % amounts as set forth in 'Risk Factors', 'Our Business', '*Management's Discussion and Analysis of Financial Condition and Results of Operations*', or elsewhere in this Draft Red Herring Prospectus have been derived from Restated Consolidated Financial Information, unless stated or context requires otherwise.

### Non-GAAP Financial Measures

Certain measures included and presented in this Draft Red Herring Prospectus, for instance EBITDA, EBITDA margin, interest coverage ratio, net debt to EBITDA ratio, return on capital employed and return on equity (**Non-GAAP Measures**), are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or U.S. GAAP. Further, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or U.S. GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or U.S. GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. We compute and disclose such Non-GAAP financial measures and

such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. In addition, Non-GAAP Measures used are not a standardised term, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. See ‘Risk Factor - Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, EBITDA margin, interest coverage ratio, net debt to EBITDA ratio, return on capital employed and return on equity 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.’ on page 72.

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. For details in connection with the risks involving differences between Ind AS, U.S. GAAP and IFRS, see ‘Risk Factor - Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.’ on page 75. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

### Currency and Units of Presentation

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India; and (b) ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in ‘million’ units, or in absolute number where the number have been too small to present in million unless as stated, otherwise, as applicable. 1 million represents ‘10 lakhs’ or 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than million, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Any percentage amounts or ratios (excluding certain operational metrics), as set forth in ‘Risk Factors’, ‘Our Business’, ‘Management’s Discussion and Analysis of Financial Conditions and Results of Operations’ on pages 34, 204, and 335 and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our Restated Consolidated Financial Information.

### Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupees and USD:

Currency	Exchange Rate as on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.79	83.37	82.22	75.81

Source: [www.fbil.org.in](http://www.fbil.org.in)

\*Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.



## Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as a report titled “*Broking Industry in India*” dated December 2024 prepared and issued by CARE, appointed by us pursuant to an engagement letter dated September 16, 2024, and exclusively commissioned and paid for by us in connection with the Issue (**CARE Report**). A copy of the CARE Report is available on the website of our Company at [www.anandrathi.com/investors](http://www.anandrathi.com/investors). CARE was appointed by our Company and is not connected to our Company, our Directors, our Promoters, our Key Managerial Personnel and our Senior Management. For risks in relation to commissioned reports, see ‘*Risk Factor - Certain sections of this Draft Red Herring Prospectus include information from the CARE Report which has been commissioned and paid for by the Company in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks*’ on page 70.

Except for the CARE Report we have not commissioned any report for purposes of this Draft Red Herring Prospectus and any market and industry related data, other than that extracted or obtained from the CARE Report, used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources.

The data used in industry sources and publications may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. The data used in the industry sources and publication involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the ‘*Risk Factors*’ on page 34. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Further, the extent to which the market and industry data used 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. In addition, certain data in relation to our Company used in this Draft Red Herring Prospectus has been obtained or derived from the CARE Report which may differ in certain respects from our Restated Consolidated Financial Information as a result of, inter alia, the methodologies used in compiling such data. Accordingly, investment decision should not be made based solely on such information.

In accordance with the SEBI ICDR Regulations, the section ‘*Basis for Issue Price*’ on page 146, includes information relating to our peer companies and industry averages. Such information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect.

## FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements” which are not historical facts. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely”, “objective”, “plan”, “propose”, “project”, “seek to”, “will”, “will continue”, “will achieve”, “will pursue” or other words or phrases of similar import but are not the exclusive means of identifying such statements. Similarly, statements that describe our strategies, objectives, plans, goals, future events, future financial performance and expected results of operations, or financial needs are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

These forward-looking statements, whether made by us or a third-party, are based on our current plans, estimates, presumptions and expectations and actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate 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 its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Our Broking Segment and MTF Business contribute a substantial share of our revenue. Any reduction in our revenue from Broking Segment or from our MTF Business could have a material adverse effect on our business, results of operations, cash flows and financial condition;
- Any downturn or disruption in the securities markets, which are affected by general economic and market conditions in India and globally, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects;
- Our Company has received a notice from SEBI seeking a compliance report in respect of the ‘fit and proper’ person criteria in terms of the SEBI (Intermediaries) Regulations, 2008. Any adverse order in these proceedings could have a material adverse impact on business, results of operations and financial condition;
- Our Company has allotted multiple tranches of secured redeemable unlisted non-convertible debentures (NCDs) on a private placement basis during Fiscal 2023, Fiscal 2024, and Fiscal 2025. Some of the said allottees further transferred the NCDs allotted to them within 6 months from the date of allotment of the NCDs which resulted in the total number of debenture holders in each of Fiscal 2023 and Fiscal 2024 exceeding 200 in number which could be considered as non-compliance of the provisions of Sections 25 and section 42 of the Companies Act and applicable provisions of the Companies Act and securities laws. Our Company has filed an application u/s 454 of the Companies Act 2013 for adjudication with the RoC. We cannot assure you about the outcome of this adjudication and/or that there will be no penalty levied on or action taken against our Company in this regard;
- Anand Rathi Commodities Limited (**ARCL**), one of our Group Companies and few of its director(s) have been charge sheeted under various provisions of law. Any adverse outcome in the aforesaid proceedings would have a material adverse effect on the reputation of the Anand Rathi group and which could in turn have a material adverse impact on our business;
- A Special MPID Court, Mumbai (**MPID Court**) has ordered issuance of summons against our Corporate Promoter and 2 of our Directors, in connection with the NSEL litigation. Any adverse outcome in the aforesaid proceedings would have a material adverse effect on the brand and reputation of the Anand Rathi group and which could in turn have a material adverse impact on our business, financial condition and results of operations.
- ARCL’s application for registration as commodity derivatives broker has been rejected by SEBI and it has been barred from making a fresh application seeking registration for a period of 6 months from November 29, 2022 or till acquittal of ARCL by the courts pursuant to the chargesheet filed by the

EOW, whichever is earlier. Any adverse outcome in the aforesaid proceedings would have a material adverse effect on the brand and reputation of the Anand Rathi group.

- We are subject to extensive statutory and regulatory requirements and supervision. Any failure to comply with applicable law or changes in the regulatory framework could result in action being initiated against us by relevant authorities which may have a material adverse impact on our business, results of operations and financial condition.
- We rely heavily on our network of Authorised Persons associated with us. Loss of a significant number of Authorised Persons, or failure to expand our network of Authorised Persons may have an adverse impact on our business, results of operations and financial conditions. Further, we could be liable for the lapses of our Authorised Persons.
- Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.

For further details on factors that could cause actual results to differ from expectations, see '*Risk Factors*', '*Industry Overview*', '*Our Business*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' on pages 34, 163, 204 and 335 respectively. By their nature, certain market risk 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 and are not a guarantee of future performance.

We cannot assure you that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our 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 Book Running Lead Managers 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 Book Running Lead Managers will ensure that the investors in India are informed of material developments pertaining to our Company from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Issue.

## SUMMARY OF THE ISSUE DOCUMENT

Unless otherwise indicated, industry and market data used in this section has been derived from the CARE Report titled Broking Industry in India dated December 2024 prepared and issued by CARE, appointed by us pursuant to an engagement letter dated September 16, 2024 and exclusively commissioned and paid for by us in connection with the Issue. Unless otherwise indicated, all industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. CARE was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the CARE Report is available on the website of our Company at [www.anandrathi.com/investors](http://www.anandrathi.com/investors).

This section is a general summary of the terms of the Issue and 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 'Risk Factors', 'Industry Overview', 'Our Business', 'Capital Structure', 'The Issue' and 'Outstanding Litigation and Material Developments' on pages 34, 163, 204, 101, 82, and 367, respectively.

### Summary of business

We are an established full-service brokerage house in India with over 30 years of experience. We provide broking services, margin trading facility and distribution of financial products under the brand 'Anand Rathi' to a diverse set of clients across retail, high net worth individuals, ultra-high net worth individuals and institutions. Our 3 decades of track record, comprehensive product offerings, and focus on serving this key demographic, positions us for continued growth. We categorise our offerings and services as (i) broking services; (ii) margin trading facility; and (iii) distribution of investment products.

### Summary of industry

The broking industry in India is estimated to be valued at ~ Rs 450 billion as of FY24 and expected to grow at a CAGR of 16-18% over the next 3-4 years. Notably, the number of active clients grew at 41.6% CAGR from 10.8 million in FY20 to 43.5 million in FY24, indicating increasing retail investors' participation in the industry. In Fiscal 2024, the MTF market grew significantly, reaching ₹ 780.7 billion, a 56.5% increase over Fiscal 2023, with a CAGR of 42.7% from Fiscal 2020 to Fiscal 2024. This growth is driven by rising investor awareness of MTF's benefits in boosting buying power and potential returns, along with a bullish stock market. (Source: CARE Report)

### Name of Promoter(s)

Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta and Anand Rathi Financial Services Limited are the Promoters of our Company. For details, see 'Our Promoters and Promoters Group' on page 260.

### Issue size

<b>Issue<sup>(1)</sup></b>	Fresh Issue of up to [●] Equity Shares, for cash at a price of ₹ 5 per Equity Share aggregating up to ₹ 7,450.00 million
<b>Employee Reservation Portion<sup>(2)</sup></b>	Up to [●] Equity Shares, aggregating up to ₹ [●] million
<b>Net Issue</b>	Up to [●] Equity Shares, aggregating up to ₹ [●] million

(1) The Issue has been authorised by our Board pursuant to the resolution passed at its meeting dated October 15, 2024 and has been authorised by our Shareholders pursuant to the shareholders' resolution dated October 25, 2024. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate

the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

- (2) Our Company in consultation with the BRLMs, may offer a discount of up to [●]% on the Issue Price (equivalent of ₹ [●] per Equity Share) to Eligible Employees bidding in the Employee Reservation Portion which shall be announced 2 Working Days prior to the Bid/Issue Opening Date. For further details, see 'The Issue' and 'Issue Structure' on pages 82 and 414, respectively.

The Issue shall constitute [●] % of the post-Issue paid-up Equity Share capital of our Company. For further details, see 'The Issue' on page 82.

## Objects of the Issue

The Net Proceeds are proposed to be used in accordance with the details provided in the below table:

Sr. No.	Particulars	Estimated utilisation from Net Proceeds (in ₹ million) <sup>(2)</sup>
1.	Funding long-term working capital requirements of our Company	5,500.00
2.	General corporate purposes <sup>(1)</sup>	[●]
	<b>Net Proceeds</b>	<b>[●]</b>

<sup>(1)</sup> The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

<sup>(2)</sup> Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

For further details, see "Objects of the Issue" in page 138.

## Aggregate Pre-Issue shareholding of the Promoters and the members of our Promoters Group as a percentage of the paid-up Equity Share capital

Sr. No.	Name of the Shareholder	Pre-Issue No. of Equity Shares	Percentage of the pre-Issue Equity Share capital* (%)	Post-Issue No. of Equity Shares	Percentage of the post-Issue Equity Share capital
<b>Promoters</b>					
1.	Anand Rathi Financial Services Limited*^	44,355,408	100.00	[●]	[●]
<b>Total</b>		<b>44,355,408</b>	<b>100.00</b>	<b>[●]</b>	<b>[●]</b>

\*Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.

^Anand Nandkishore Rathi and Pradeep Navratan Gupta are directors of Anand Rathi Financial Services Limited.

For further details, see 'Capital Structure' on page 101.

## Summary of selected Financial Information derived from our Restated Consolidated Financial Information

(in ₹ million, unless stated otherwise)

Particulars	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity Share capital	221.78	221.78	201.62	134.41
Net Worth <sup>(1)</sup>	4,603.81	3,926.58	2,652.34	2,273.95
Return on Net worth (RoNW) (in %) <sup>(2)</sup>	14.92%^	23.50%	15.32%	28.66%
Revenue from operations	4,417.18	6,817.88	4,678.26	4,233.65
Profit / (loss) after tax for the period/year	636.56	772.90	377.45	507.99
Earnings / (loss) per Equity Share				
- Basic (in ₹) <sup>(3)</sup>	14.35^	19.03	9.36	15.05
- Diluted (in ₹) <sup>(4)</sup>	13.79^	18.20	9.36	15.05
Net asset value per Equity Share <sup>(5)</sup>	103.79	88.53	65.78	78.95
Total Borrowings <sup>(6)</sup>	10,648.89	8,792.43	4,229.97	2,755.22

^ Not annualised.

- (1) Net Worth has been defined as 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, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
- (2) RoNW is calculated as net profit after tax attributable to owners of the Company, as restated / Restated Average net worth at the end of the year/period
- (3) Basic EPS means net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year / period.
- (4) Diluted EPS means net profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year / period, as adjusted to reflect the effect of all potential dilutive Equity Shares.
- (5) Net Asset Value per share (NAV) is computed as net worth as per the Restated Financial Statements / Number of Equity Shares outstanding as at the end of year/period, as adjusted for bonus issue of Equity Shares and sub-division of Equity Shares.
- (6) Total borrowings means sum of debt securities and borrowings.

For further details, see 'Restated Consolidated Financial Information' on page 275.

### Qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications included by our Statutory Auditors in the financial statements which have not been given effect to in the Restated Consolidated Financial Information.

### Summary of Outstanding Litigation and Material Developments

Sr. No.	Particulars	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoters in last 5 years	Material civil litigation	Aggregate amount involved (₹ in million)*
1.	Company						



Sr. No.	Particulars	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoters in last 5 years	Material civil litigation	Aggregate amount involved (₹ in million)*
	By our Company	18	-	-	-	4	227.56
	Against our Company	3	10	6	Nil	3	115.31
2.	<b>Promoters</b>						
	By our Promoters	Nil	-	-	-	1	0.00
	Against our Promoters	15	-	-	-	4	107.50
3.	<b>Directors (other than Promoters)</b>						
	By our Directors	1	-	-	-	Nil	-
	Against our Directors	10	7	-	-	2	74.35
4.	<b>Subsidiary</b>						
	By our Subsidiary	Nil	-	Nil	-	Nil	Nil
	Against our Subsidiary	Nil	-	Nil	Nil	Nil	Nil

\*To the extent quantifiable.

With respect to details of outstanding material litigations involving our Group Companies, see 'Outstanding Litigation and Material Developments' on page 367. For further details of the outstanding litigation proceedings, see 'Outstanding Litigation and Material Developments' on page 367.

## Risk Factors

Specific attention of Investors is invited to 'Risk Factors' on page 34. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue.

## Summary of contingent liabilities and commitments of our Company

Set out below are the contingent liabilities as on September 30, 2024:

### Contingent liabilities

(in ₹ million)

Particulars	As at
	September 30, 2024
Other money for which the company is contingently liable.	
(a) Bank guarantees obtained in favour of exchanges	3,750.90
Claims against the company not acknowledged as debt	
(a) Cases against our Company by clients	8.31

(in ₹ million)

Particulars of statutory dues	Period related to which it is due	As at
		September 30, 2024
GST liability	Fiscal 2019	8.42
	Fiscal 2020	1.76
	Fiscal 2021	0.06
Income tax liability	Fiscal 2016	12.55
	Fiscal 2018	1.04

Particulars of statutory dues	Period related to which it is due	As at
		September 30, 2024
	Fiscal 2019	0.85
	Fiscal 2020	1.30
	Fiscal 2021	0.52
Service tax liability	July 2012 to March 2017	-

We do not have any outstanding commitments.

For further details, see 'Restated Consolidated Financial Information – Note 41 – Contingent Liabilities and Capital Commitments' on page 309.

### Summary of Related Party Transactions

Set out below are the details of our related party transactions from our Restated Consolidated Financial Information as at and for 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022:

		<i>(in ₹ million)</i>			
	Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>i.</b>	<b>Loans &amp; Advances Taken</b>				
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	546.00	4,942.50	370.00	2,570.10
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	-	4,900.00	1,800.00	7,020.00
	Anand Rathi Commodities Limited (ARCL)	-	-	2.45	3.97
	Twelfth Tier Property Limited	-	-	117.50	-
	Anand Rathi Advisors Ltd (ARAL)	-	104.00	78.00	1,175.60
	<b>Other Related Parties</b>				
	Aqua Proof Wall Plast Private Limited (AQUA)	559.60	740.40	-	293.80
	Twelfth Tier Property Limited	-	-	13.00	-
	Anand Rathi Capital Advisors Private Limited (ARCAPL)	283.50	533.50	58.50	211.30
	AR Digital Wealth Private Limited (ARDWPL)	860.00	668.00	1,198.00	625.60
	Ffreedom Intermediary Infrastrutcture Private Limited (FIINFRA)	247.50	17.00	297.80	147.10
	Amit Capital & Securities Private Limited (ACSPL)	87.50	133.70	-	-
	Freedom Wealth Solutions Private Limited	-	-	131.30	84.40
	SECMC Consultants Private Limited	-	-	-	49.50
<b>ii.</b>	<b>Loans Repaid to</b>				
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	3,746.00	1,742.50	670.00	2,270.10
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	-	4,350.00	1,800.00	7,020.00
	Anand Rathi Commodities Limited (ARCL)	-	-	1.80	1.74
	Anand Rathi Advisors Ltd (ARAL)	-	104.00	298.00	955.60
	Twelfth Tier Property Limited	-	-	93.50	-
	<b>Other Related Parties</b>				
	Aqua Proof Wall Plast Private Limited (AQUA)	522.40	740.40	-	293.80
	Twelfth Tier Property Limited	-	-	37.00	-
	Anand Rathi Capital Advisors Private Limited (ARCAPL)	283.50	533.50	133.50	136.30
	AR Digital Wealth Private Limited (ARDWPL)	860.00	668.00	1,198.00	625.60
	Ffreedom Intermediary Infrastrutcture Private Limited (FIINFRA)	247.50	17.00	297.80	147.10

	<b>Particulars</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
	Amit Capital & Securities Private Limited (ACSPL)	38.20	133.70	-	-
	Freedom Wealth Solutions Private Limited	-	-	131.30	84.40
	SECMEC Consultants Private Limited	-	-	-	49.50
<b>iii.</b>	<b>Brokerage &amp; Related Services (Income)</b>				
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	0.40	0.79	0.60	0.13
	Fellow Subsidiaries				
	Anand Rathi Global Finance Limited (ARGFL)	7.42	27.82	27.40	13.33
	Anand Rathi Insurance Brokers Limited (ARIBL)	-	-	0.04	0.05
	Anand Rathi Advisors Ltd (ARAL)	0.00	1.14	0.78	0.24
	Twelfth Tier Property Limited	-	-	-	0.11
	<b>Associate of Holding Company</b>				
	Anand Rathi Wealth Ltd (ARWL)	-	-	-	0.01
	<b>KMP</b>				
	Mr. Roop Kishor Bhootra	0.14	0.13	0.08	0.15
	Mr. Vishal Jugal Kishore Laddha	0.03	0.06	0.02	0.00
	Mr. Pradeep Kumar Gupta	-	0.03	-	0.00
	Mrs. Priti Pradeep Gupta	-	0.03	-	0.00
	<b>Other Related Parties</b>				
	Anand Rathi Capital Advisors Private Limited (ARCAPL)	0.29	0.03	0.02	-
	Anand Rathi Advisors Ltd (ARAL)	0.27	-	-	-
	Twelfth Tier Property Limited	-	-	0.03	-
	Anand Rathi Wealth Ltd (ARWL)	-	0.01	-	-
	Amit Capital & Securities Private Limited (ACSPL)	0.22	0.18	-	-
	Mr. Anand Nandkishore Rathi	-	0.07	-	-
	Roop Kishor Bhootra HUF	0.01	0.00	-	0.00
	Anand Rathi IT Private Limited (ARITPL)	0.00	-	0.02	-
	AR Digital Wealth Private Limited (ARDWPL)	-	-	-	0.05
	Network Synthetics Private Limited	-	-	-	0.01
	Aqua Proof Wall Plast Private Limited (AQUA)	0.13	-	-	0.56
	Jaipur Securities Private Limited	-	-	-	0.00
	Swati Capital Private Limited*	-	-	-	0.00
<b>iv.</b>	<b>Business Support Income/ Recoveries</b>				
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	-	-	10.39	-
	Anand Rathi Advisors Ltd (ARAL)	-	-	-	3.68
	<b>Associate of Holding Company</b>				
	Anand Rathi Wealth Ltd (ARWL)	-	-	-	9.17
	<b>Other Related Parties</b>				
	LXME Money Private Limited	-	3.24	-	20.48
	Anand Rathi IT Private Limited (ARITPL)	-	-	-	1.26
	AR Digital Wealth Private Limited (ARDWPL)	-	-	-	0.02
	Freedom Intermediary Infrastructure Private Limited (FIINFRA)	-	-	-	0.05
	Freedom Wealth Solutions Private Limited	-	-	-	0.00
	Aqua Proof Wall Plast Private Limited (AQUA)	-	-	5.78	-
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	-	-	-	0.00
<b>v.</b>	<b>Rent Income</b>				
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Insurance Brokers Limited (ARIBL)	1.35	3.35	0.66	0.66
	Anand Rathi Global Intermediary Limited (ARGIL)	0.23	-	-	-

	Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
vi.	<b>Interest paid to</b>				
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	154.27	228.93	18.30	19.15
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	27.58	40.80	46.90	51.78
	Anand Rathi Commodities Limited (ARCL)	-	-	0.19	0.24
	Anand Rathi Advisors Ltd (ARAL)	-	0.86	15.80	11.48
	Twelfth Tier Property Limited	-	-	5.79	-
	<b>Other Related Parties</b>				
	AR Digital Wealth Private Limited (ARDWPL)	5.37	2.16	10.25	14.36
	Twelfth Tier Property Limited	-	-	2.56	-
	Aqua Proof Wall Plast Private Limited (AQUA)	3.89	3.66	-	1.41
	Anand Rathi Capital Advisors Private Limited (ARCAPL)	4.59	9.44	5.36	3.43
	Ffreedom Intermediary Infrastrucure Private Limited (FIINFRA)	2.66	0.24	7.02	6.28
	Amit Capital & Securities Private Limited (ACSPL)	3.39	2.92	-	-
	Freedom Wealth Solutions Private Limited	-	-	3.21	4.00
	SECMEC Consultants Private Limited	-	-	-	1.16
vii.	<b>Rent paid to</b>				
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	1.17	2.34	2.34	2.34
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	7.62	15.24	15.24	15.24
	<b>Other Related Parties</b>				
	Vahin Advisors and Traders Private Limited	18.38	36.13	26.63	25.86
	PKG Finstock Private Limited	4.50	8.70	7.29	6.23
	Pradeep Gupta and Sons HUF	0.15	0.30	0.30	0.30
	Laxmi Polyfab	0.24	0.49	0.49	0.49
	Network Synthetics Private Limited	0.25	0.50	0.50	0.50
	Daman Ganga Textiles Private Limited	0.28	0.56	0.56	0.56
	<b>KMP</b>				
	Mr. Pradeep Kumar Gupta	-	-	11.60	10.80
	Mrs. Priti Gupta	-	-	8.40	7.20
viii.	<b>Business Support Charges paid</b>				
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	86.57	131.91	13.26	9.84
	<b>Associate of Holding Company</b>				
	Anand Rathi Wealth Ltd (ARWL)	-	-	-	1.69
	<b>Other Related Parties</b>				
	LXME Money Private Limited	-	1.46	-	-
	Anand Rathi IT Private Limited (ARITPL)	82.07	132.76	122.41	139.01
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	-	-	-	1.13
ix.	<b>Insurance Charges Recovered</b>				
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	1.70	1.10	0.03	0.01
	<b>Associate of Holding Company</b>				
	Anand Rathi Wealth Ltd (ARWL)	-	-	15.04	11.49
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	9.33	7.46	4.15	2.65
	Anand Rathi Insurance Brokers Limited (ARIBL)	9.75	8.16	4.39	1.87
	Anand Rathi Advisors Ltd (ARAL)	-	1.56	0.84	0.59

	Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	<b>Other Related Parties</b>				
	Anand Rathi IT Private Limited (ARITPL)	4.88	4.95	2.51	2.11
	Anand Rathi Advisors Ltd (ARAL)	1.67	-	-	-
	Anand Rathi Wealth Ltd (ARWL)	33.68	24.65	0.29	-
	AR Digital Wealth Private Limited (ARDWPL)	0.74	0.68	0.32	0.29
	Ffreedom Intermediary Infrastrucure Private Limited (FIINFRA)	0.86	0.82	0.59	0.42
	SEPTA Health Solutions Private Limited	0.20	0.03	0.02	-
	LXME Money Private Limited	0.79	0.62	0.09	-
	Anand Rathi Capital Advisors Private Limited (ARCAPL)	0.01	-	-	-
<b>x.</b>	<b>Brand Charges</b>				
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	15.35	34.14	23.43	19.09
<b>xi.</b>	<b>Marketing Support Charges Received</b>				
	<b>Other Related Parties</b>				
	Anand Rathi Advisors Ltd (ARAL)	-	27.50	25.87	44.27
	SEPTA Health Solutions Private Limited	-	-	5.05	-
	TOPAZ Marketing & Business Solutions Private Limited	-	-	0.75	-
<b>xii.</b>	<b>Fees Received</b>				
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	-	-	0.11	-
	Anand Rathi Advisors Ltd (ARAL)		107.32	38.20	48.58
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	-	-	1.05	-
	<b>Other Related Parties</b>				
	Aqua Proof Wall Plast Private Limited (AQUA)	-	-	2.28	-
	Anand Rathi Advisors Ltd (ARAL)	63.64	-	-	-
<b>xiii.</b>	<b>Referral Fees Paid</b>				
	<b>Other Related Parties</b>				
	LXME Money Private Limited	0.73	1.04	-	-
	Software				
<b>xiv.</b>	<b>Other Related Parties</b>				
	Anand Rathi IT Private Limited (ARITPL)	7.56	12.66	8.70	-
	Computer & Software Expenses				
<b>xv.</b>	<b>Other Related Parties</b>				
	Anand Rathi IT Private Limited (ARITPL)	-	0.24	2.00	-
	Rights Issue of Shares				
<b>xvi.</b>	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	-	500.01	-	499.24
<b>xvii.</b>	<b>Purchase of Debentures &amp; Bond</b>				
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	744.17	1,051.92	1,133.63	759.13
<b>xviii.</b>	<b>Redemption of Debentures &amp; Bond</b>				
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	139.16	1,087.75	1,864.83	1,608.97
<b>xix.</b>	<b>Remuneration paid to KMP</b>				
	<b>Short Term Employee Benefits</b>				
	Mr. Pradeep Kumar Gupta	36.00	42.00	23.55	17.50

	Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
	Mrs. Priti Pradeep Gupta	20.00	30.00	17.45	14.50
	Mr. Roop Kishor Bhootra	110.60	80.15	83.62	54.00
	Mr. Vishal Jugal Kishore Laddha	33.41	44.44	46.62	25.50
	Mr. Tarak Kumarpal Shah	3.91	4.46	2.28	-
	Ms. Manasi Shah	0.32	1.03	0.32	-
	<b>Outstanding Balances</b>				
xx.	<b>Security Deposit Given</b>				
	<b>Other Related Parties</b>				
	Vahin Advisors and Traders Private Limited (VAHIN)	103.00	103.00	103.00	87.50
	PKG Finstock Private Limited	1.90	-	-	-
xxi.	<b>Loans and Advances taken</b>				
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	-	3,200.00	-	300.00
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Commodities Limited (ARCL)	-	-	-	2.45
	Anand Rathi Global Finance Limited (ARGFL)	550.00	550.00	-	-
	Anand Rathi Advisors Ltd (ARAL)	-	-	-	220.00
	<b>Other Related Parties</b>				
	Anand Rathi Capital Advisors Private Limited (ARCAPL)	-	-	-	75.00
	Amit Capital & Securities Private Limited (ACSPL)	49.30	-	-	-
	Aqua Proof Wall Plast Private Limited (AQUA)	37.20	-	-	-
xxii.	<b>Trade Payables</b>				
	<b>Other Related Parties</b>				
	LXME Money Private Limited	-	-	-	23.75
	Aqua Proof Wall Plast Private Limited (AQUA)	-	-	2.01	5.26
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Commodities Limited (ARCL)	-	0.51	0.65	-
	Anand Rathi Global Finance Limited (ARGFL)	-	-	7.00	-
	Anand Rathi Advisors Ltd (ARAL)	-	-	-	0.01
	<b>Holding Company</b>				
	Anand Rathi Financial Services Ltd. (ARFSL)	-	1.38	0.41	0.16
xxiii.	<b>Trade Receivables</b>				
	<b>Other Related Parties</b>				
	Daman Ganga Textiles Private Limited	-	0.02	-	-
	LXME Money Private Limited	-	2.87	-	-
	Septa Health Solutions Private Limited	-	0.03	-	-
	Asha Leasing & Finance Private Limited	0.01	0.00	-	-
	AR Trustee Company Private Limited	0.01	0.00	-	-
	TOPAZ Marketing & Business Solutions Private Limited	-	0.00	-	-
	<b>Fellow Subsidiaries</b>				
	Anand Rathi Global Finance Limited (ARGFL)	-	-	-	1.39
	Anand Rathi Insurance Brokers Limited (ARIBL)	0.01	0.06	-	-
	Anand Rathi Global Intermediary Limited (ARGIL)	0.03	-	-	-

\*Swati Capital Private Limited merged with Jakheta Finances Private Limited on February 4, 2022

For further details, see 'Restated Consolidated Financial Information – Note 43 Related Party Disclosure' on page 310.

### Financing Arrangements

There have been no financing arrangements whereby our Promoters, the members of our Promoters Group, directors of our promoter, our Directors and their relatives as defined under Companies Act, 2013 have financed the purchase by any other person of securities of our Company, other than in the normal course of business of the

relevant financing entity, during a period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

#### Average Cost of Acquisition by our Promoters

The average cost of acquisition per Equity Share for our Promoters as on the date of this Draft Red Herring Prospectus is set out below:

Sr. No	Name of the Promoters	No. of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹)*
1.	Anand Rathi Financial Services Limited <sup>^</sup>	44,355,408	41.94

\*As certified by M/s. R. Kabra & Co. LLP, our Statutory Auditors, pursuant to a certificate dated December 14, 2024.

<sup>^</sup>Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.

#### Weighted average price at which the Equity Shares were acquired by our Promoters in the last 1 year preceding the date of this Draft Red Herring Prospectus

Except as disclosed below, no Equity Shares have been acquired by our Promoters in the last 1 year preceding the date of this Draft Red Herring Prospectus:

Sr. No	Name of the Promoters	No. of Equity Shares acquired in the last 1 year	Weighted Average Price at which the Equity Shares acquired in the last 1 year (in ₹)*
1.	Anand Rathi Financial Services Limited <sup>^</sup>	40,32,308	124

\* As certified by M/s. R. Kabra & Co. LLP, our Statutory Auditors, pursuant to a certificate dated December 14, 2024.

<sup>^</sup>Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.

#### Details of price at which Equity Shares were acquired by our Promoters, the members of our Promoters Group, and Shareholders with right to nominate Directors or other rights in the last 3 years preceding the date of this Draft Red Herring Prospectus

Except as mentioned below, our Promoters and the members of our Promoters Group have not acquired any specified securities in the last 3 years preceding the date of this Draft Red Herring Prospectus:

Name	Date of Acquisition	Nature of transaction	Number of Equity Shares Acquired	Face Value (in ₹)
<b>Promoters</b>				
Anand Rathi Financial Services Limited <sup>^</sup>	February 6, 2022	Rights Issue in the ratio of 40 equity shares for every 100 equity shares held	3,840,295	10
Anand Rathi Financial Services Limited <sup>^</sup>	November 21, 2022	Bonus issue of equity shares in the ratio of 1 equity share for 2 equity share held	6,720,517	10
Anand Rathi Financial Services Limited <sup>^</sup>	Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Consequently 20,161,550 Equity Shares of face value of ₹ 10 each were sub-divided into 40,323,100 Equity Shares of face value of ₹ 5 each authorised by our Board pursuant to the resolution at its meeting held on May 4, 2023			

Name	Date of Acquisition	Nature of transaction	Number of Equity Shares Acquired	Face Value (in ₹)
	and Shareholders pursuant to the special resolution at their meeting held on June 20, 2023.			
Anand Rathi Financial Services Limited^	March 3, 2024	Rights Issue in the ratio of 1 Equity Share for every 10 Equity Shares held	4,032,308	5

\* As certified by M/s. R. Kabra & Co. LLP, our Statutory Auditors, pursuant to a certificate dated December 14, 2024.

^Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.

There are no Shareholders who are entitled to nominate Directors or have any other special rights.

For further details, see 'Capital Structure' on page 101.

#### Weighted average cost of acquisition of all Equity Shares transacted in the 3 years, 18 months and 1 year preceding the date of this Draft Red Herring Prospectus

Period	Weighted Average Cost of Acquisition (in ₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition^	Range of acquisition price: Lowest price – highest price* (in ₹)
Last 3 years	28.75	[•]	52** - 124
Last 18 months	124	[•]	124
Last 1 year	124	[•]	124

\*As certified by M/s. R. Kabra & Co. LLP, our Statutory Auditors, pursuant to a certificate dated December 14, 2024.

\*\*this range value is after considering adjustment of bonus and sub-division of face value of Equity Shares.

^To be included once the price band information is available.

#### Details of Pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

#### Issue of Equity Shares for consideration other than cash in the last 1 year

Our Company has not issued any Equity Shares in the 1 year immediately preceding the date of this Draft Red Herring Prospectus, for consideration other than cash. For further details, see 'Capital Structure' on page 101.

#### Split / Consolidation of Equity Shares of our Company in the last 1 year

Our Company has not undertaken any split / consolidation of its Equity Shares in the last 1 year preceding the date of this Draft Red Herring Prospectus. For further details, see 'Capital Structure' on page 101.



**Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

Our Company has not applied to SEBI for any exemption from complying with any provisions of the securities laws since its incorporation.

## SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described in this section are the risks and uncertainties that we believe are material, and are not the only ones relevant to us or the Equity Shares but also includes the industry and segments in which we currently operate. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our businesses, results of operations, financial condition and cash flows. If any of the following risks, or a combination of risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our businesses, results of operations, financial condition and cash flows could be adversely affected, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of us, prospective investors should read this section in conjunction with 'Industry Overview', 'Our Business', 'Financial Indebtedness' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 163, 204, 331 and 335, respectively, as well as the financial, statistical and other information contained in this Draft Red Herring Prospectus.

In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is 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 materially 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 20.

Unless stated or, the context requires, otherwise, our financial information has been derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Broking Industry in India" by CARE (CARE Report) dated December 2024, prepared by CARE which has been commissioned and paid for by our Company in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. CARE was appointed by our Company and is not connected to our Company, our Directors, our Promoters, our Key Managerial Personnel, Senior Management or the BRLMs. A copy of the CARE Report is available on the website of our Company at [www.anandrathi.com/investors](http://www.anandrathi.com/investors). Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section.

### Internal Risk Factors

- Our Broking Segment and MTF Business contribute a substantial share of our revenue. Any reduction in our revenue from Broking Segment or from our MTF Business could have a material adverse effect on our business, results of operations, cash flows and financial condition.**

Our broking and related services (**Broking Segment**) has consistently been our largest business vertical and contributes a substantial share to our revenue from operations. Further, we also offer our clients margin trading facility (**MTF Business**) to enable them to leverage their eligible collaterals, by funding their requirements in the cash delivery segment of equities. Our income from broking and related services, and our interest income from margin funding in the 6 months ended September 30, 2024, and in Fiscals 2024, 2023 and 2022, are set out below.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations
Broking and related services*	2,904.82	65.76%	4,578.12	67.15%	3,172.67	67.82%	3,061.01	72.30%

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations
Interest on Margin Trading Facility Book	554.63	12.56%	759.25	11.14%	542.16	11.59%	328.66	7.76%
<b>Total</b>	<b>3,459.45</b>	<b>78.32%</b>	<b>5,337.37</b>	<b>78.29%</b>	<b>3,714.83</b>	<b>79.41%</b>	<b>3,389.67</b>	<b>80.06%</b>

\*income from Broking Segment also includes income from delayed payment charges & depository income

Our Brokerage Income is directly proportionate to the trading volume and order size. The number of orders and the trading volume are affected by a variety of external factors that are beyond our control such as the general macroeconomic conditions, particularly, in India, the monetary and taxation policies of the Government of India, prevailing market conditions, the prevailing regulatory framework, fluctuation in interest rates, inflation etc. In addition, our business operations are subject to regulatory limits on brokerage fee rates and net worth requirements imposed by the exchanges.

In addition, our Brokerage Income is also driven by the number of clients, in particular individual investors, to whom we cater and the size of these transactions. Set out in the table below are the number of clients in our Broking and Margin Funding businesses we catered to, in the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Particulars	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
No. of clients catered to in Broking Segment	1,19,929	1,27,792	1,07,848	1,10,347
No. of clients catered to in Margin Funding Business*	10,535	9,480	6,424	5,412

\* All clients of the Margin Funding Business are also clients of the Broking Segment. The number of clients of the Broking Segment is, therefore, inclusive of clients of the Margin Funding Business.

If there is a significant decline in investor participation in equity markets, or if we are unable to maintain and grow our client base, particularly, higher yield clients, and, or, if our service levels are not upto client expectations our Broking and Margin Funding businesses could be adversely affected. See also the risk factor – *Any downturn or disruption in the securities markets, which are affected by general economic and market conditions in India and globally, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects* on page 36.

Further, while our income from broking and related services increased by 3.65% from ₹ 3,061.01 million in Fiscal 2022 to ₹ 3,172.67 million in Fiscal 2023, our profit for the period decreased by 25.70% from ₹ 507.99 million in Fiscal 2022 to ₹ 377.45 million in Fiscal 2023. For details, see 'Management's Discussion and Analysis of Financial Condition and Results of Operations – Fiscal 2023 compared to Fiscal 2022'. Accordingly, we cannot assure you that there will not be volatility in our profits, or our profits will be commensurate with our revenue from operations.

We offer our clients both physical and digital/online modes of execution of transactions and our revenues from Broking and Margin Funding businesses are also affected by the service levels offered by our employees and the efficiency and seamlessness of our online and mobile application platforms (**Digital Platforms**).

We face significant competition in our Broking and Margin Funding businesses and, there is no exclusivity arrangements with clients. Accordingly, if our competitors are able to provide better services, lower margins, better rates of interest on margin funding or if their products are perceived to be more appealing to clients, they could migrate all or a part of their business to our competitors and hinder our ability to retain and attract new clients. Further, if we are required to reduce our margins to retain existing clients or attract new clients it could adversely affect our Broking Segment. Any adverse impact on our

Broking Segment due to any of the aforementioned factors including the external and macroeconomic factors and the regulatory environment in India, could have a significant adverse impact on our business, results of operations, profitability, cash flows and financial condition.

2. ***Any downturn or disruption in the securities markets, which are affected by general economic and market conditions in India and globally, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.***

We operate in the financial services industry in India where we conduct our business and generate substantially all of our revenues. Between June 2020 and June 2024, both the BSE Sensex and NSE Nifty indices witnessed significant growth at a CAGR of 24.5% and 25.6% respectively, despite encountering periods of fluctuation. Further, from the bottom of Covid-19 to September 2024, the BSE Sensex and the NSE Nifty indices grew by approximately 141% and 150%. (*Source: CARE Report.*) We and, in particular, our Broking and Margin Funding businesses are, highly dependent on the securities market, which is significantly affected by global macroeconomic factors, and in particular, macroeconomic factors affecting India. The Indian equity markets are affected by a variety of factors including growth in India's GDP, taxation, monetary and other policies of the Government of India, laws and regulations that affect trading, political measures and regulatory developments, and general political stability, inflation, interest rate levels, change in consumer spending and saving patterns such as a shift from one category of investment to another, currency exchange rates and foreign investment including perceived unattractiveness of the Indian markets. Accordingly, a downturn in the Indian securities markets, persistent or short term, could adversely impact trading and investment patterns, result in decline in trading volumes and size, and, consequently, adversely impact our business, prospectus, results of operation and financial condition.

In addition, global factors such as global economic instability or recession, geopolitical tensions, war or hostilities, cybersecurity threats or attacks and other forms of disruption to or curtailment of global communication could result in a macroeconomic downturn and have an adverse effect on the financial services industry in India and, consequently, on our business, results of operation and financial condition. Capital markets around the world are susceptible to macroeconomic risks such as COVID-19 pandemic and, geo-political tensions. In line, India's capital market also witnessed high volatility during COVID-19, general elections in India, geo-political tensions between Russia-Ukraine, hostilities between Israel and Palestine/Lebanon/Iran. (*Source: CARE Report*) While this did not significantly affect our business, we cannot assure you that similar instances will not adversely affect our business, results of operations and financial condition.

3. ***Our Company has received a notice from SEBI seeking a compliance report in respect of the 'fit and proper' person criteria in terms of the SEBI (Intermediaries) Regulations, 2008. Any adverse order in these proceedings could have a material adverse impact on business, results of operations and financial condition.***

Our Company had received a notice from SEBI dated June 19, 2023, (**Impugned Notice**) under Clause 6 of Schedule II of the SEBI (Intermediaries) Regulations, 2008, as amended (**SEBI Intermediaries Regulations**) directing us to submit a compliance report with respect to compliance with the '*Fit and Proper*' criteria set out in the SEBI Intermediaries Regulations within 15 days of the date of the Impugned Notice. The Impugned Notice has been issued in connection with a chargesheet dated December 2, 2022, filed by the Economic Offences Wing, Mumbai (**EOW**) against Pradeep Navratan Gupta, one of our Individual Promoters and our Chairman and Managing Director, in connection with the EOW's investigation into the alleged irregularities at National Spot Exchange Limited. The '*Fit and Proper*' criteria were amended on November 17, 2021, pursuant to which a pending chargesheet by any enforcement agency in matters concerning economic offences is a ground for disqualification and accordingly, the pending chargesheet against Pradeep Navratan Gupta, is a ground for disqualification from holding his position in the Company as Director.

Our Company and Pradeep Navratan Gupta have filed a writ petition (no. 2327 of 2023) under Article 226 of the Constitution of India (**Writ Petition**), in the High Court of Judicature at Mumbai (**High Court**) challenging, amongst others, the constitutional validity of the various amended provisions of the SEBI Intermediaries Regulations including Clause 6 of Schedule II which were amended pursuant to the SEBI (Intermediaries) (Third Amendment) Regulations, 2021 which came into effect on November 17, 2021. The Hon'ble High Court pursuant to its order dated July 6, 2023, accepted the statement of the legal counsel on behalf of SEBI that given the pendency of the matters before the Court and the challenges

that are raised, SEBI is not presently insisting on compliance within 15 days. The matter is pending in the Bombay High Court and the next date of the hearing is January 24, 2025. Also, currently, no other proceeding or action has been initiated or penalty imposed, by SEBI in this regard. Any adverse outcome in the aforesaid proceedings would require Pradeep Navratan Gupta to resign and could also result in our Company being subjected to action by SEBI, which could have a material adverse impact on our business, results of operations and financial condition.

4. ***Our Company has allotted multiple tranches of secured redeemable unlisted non-convertible debentures (NCDs) on a private placement basis during Fiscal 2023, Fiscal 2024, and Fiscal 2025. Some of the said allottees further transferred the NCDs allotted to them within 6 months from the date of allotment of the NCDs which resulted in the total number of debenture holders in each of Fiscal 2023 and Fiscal 2024 exceeding 200 in number which could be considered as non-compliance of the provisions of Sections 25 and section 42 of the Companies Act and applicable provisions of the Companies Act and securities laws. Our Company has filed an application u/s 454 of the Companies Act 2013 for adjudication with the RoC. We cannot assure you about the outcome of this adjudication and/or that there will be no penalty levied on or action taken against our Company in this regard.***

During Fiscal 2023, Fiscal 2024 and Fiscal 2025 (till November 30, 2024), our Company has issued and allotted NCDs to various investors (including our Corporate Promoter i.e., Anand Rathi Financial Services Limited and one of our Group Companies, i.e., Anand Rathi Global Finance Limited), on a private placement basis in multiple tranches. Details of the NCDs allotted during these periods are set out below:

<b>Particulars</b>	<b>Number of tranches in which NCDs were issued</b>	<b>Number of allottees</b>	<b>Number of unique allottees</b>	<b>Amount raised through issue of NCDs (in ₹ million)</b>
Fiscal 2023	13	98	88	1,235.00
Fiscal 2024	33	58	36	1,281.00
Fiscal 2025*	39	71	66	577.00

\*from April 1, 2024 till November 30, 2024.

During Fiscal 2023 and Fiscal 2024, some of these allottees (including our Corporate Promoter i.e., Anand Rathi Financial Services Limited and one of our Group Companies, i.e., Anand Rathi Global Finance Limited), further transferred the NCDs allotted to them resulting in the aggregate number of NCD holders exceeding 200 investors, within a timeframe of 6 months from the respective date of allotment, which could be considered to be in violation of the provisions of Sections 25 and section 42 of the Companies Act and applicable provisions of the Companies Act and securities laws. Our Company has filed an adjudication application under section 454 of the Companies Act 2013 before the Registrar of Companies, Mumbai. For details, please see ‘*Outstanding Litigation - Outstanding actions by statutory and/or regulatory authorities*’. We cannot assure you of the outcome of the said adjudication application. We also cannot assure you that our Company will not be held in violation of applicable laws and that there will be no penalty or further action against our Company in this matter.

5. ***Anand Rathi Commodities Limited (ARCL), one of our Group Companies and few of its director(s) have been charge sheeted under various provisions of law. Any adverse outcome in the aforesaid proceedings would have a material adverse effect on the reputation of the Anand Rathi group and which could in turn have a material adverse impact on our business.***

On a complaint made by an investor regarding payment default of ₹ 56,000 million by National Spot Exchange Limited (NSEL), the EOW registered a first information report dated September 30, 2013 (FIR) against the directors and key management persons of NSEL, Financial Technologies India Limited, various borrowers/trading members of NSEL, some of the brokers of NSEL and others. On December 25, 2018, the EOW filed a 4<sup>th</sup> supplementary charge sheet against NSEL, its officials, defaulting borrowers and certain brokers, including ARCL and an erstwhile director of ARCL, before the Special MPID Court for offence/s under Section 120-B read with Sections 409, 420, 465, 467, 468, 471, 474, 477-A of the IPC and section 3 of The Maharashtra Protection of Interest of Depositors (In Financial Establishments) Act, 1999’ (MPID Act).

By way of an order dated March 4, 2019 (**Summoning Order**), the Special MPID Court issued process/summons to ARCL amongst others, for attendance and to answer to a charge of commission of offense mentioned in the chargesheet. ARCL jointly with its erstwhile director have challenged the aforesaid Summoning Order in Criminal Writ Petition bearing No. 555/2020 dated January 27, 2020 (**Criminal Writ Petition**), before the Bombay High Court. The said Criminal Writ Petition is pending in the High Court for final hearing and decision. Pending conclusion of the investigation in the FIR, SEBI registered a FIR bearing No. Special LAC 110/2018 dated September 28, 2018 at M.I.D.C., Mumbai police station against 300 brokers including ARCL making allegations of commission of offences under section/s 20(d), 20I, 21(b), 21(d), 21(f) and 21I of the Forward Contracts (Regulation) Act, 1952. After completing investigation in the FIR, EOW filed 11<sup>th</sup> supplementary/final charge-sheet on December 2, 2022 wherein a charge sheet was filed against Pradeep Navratn Gupta, our Promoter and Chairman and Managing Director (who at the relevant time was also a Director in ARCL), under Sections 120-B, 409, 420, 465, 467, 468, 471, 474, 477-A of the IPC, read with Section 3 of MPID Act and Sections 21(a), 21(b), 21(c) and 21(g) of the Forward Contract (Regulation) Act, 1952 (**FCRA**). Pradeep Navratn Gupta has filed a discharge application dated December 4, 2024 bearing Exhibit No. 1281 in MPID Case No. 01 of 2014. The aforesaid matter is pending. Any adverse outcome in the aforesaid proceedings could result in penal action against Pradeep Navratn Gupta, which would have a material adverse effect on our reputation, results of operations and our financial condition.

6. *A Special MPID Court, Mumbai (MPID Court) has ordered issuance of summons against our Corporate Promoter and 2 of our Directors, in connection with the NSEL litigation. Any adverse outcome in the aforesaid proceedings would have a material adverse effect on the brand and reputation of the Anand Rathi group and which could in turn have a material adverse impact on our business, financial condition and results of operations.*

NSEL and one of the investors named Arvind Kumar Bahl (having traded at NSEL platform through another broker) filed two separate Miscellaneous Application/s (bearing Miscellaneous Application No. Exh – 619 of 2023 and Miscellaneous Application No. 339 of 2023) under section 190 of the Code of Criminal Procedure, 1973 (**CrPC**) (**Miscellaneous Application(s)**) before the MPID Court requesting it to take cognizance against the remaining directors and promoters of certain entities including ARCL. In the Miscellaneous Application No. Exh – 619 of 2023 filed by NSEL, Roop Kishor Bhootra (our Whole Time Director who was at the relevant time Director in ARCL) filed an intervention application requesting the MPID Court to permit him to intervene and dismiss the NSEL's Miscellaneous Application. In Miscellaneous Application No. 339 of 2023 filed by the investor Arvind Kumar Bahl, Roop Kishor Bhootra filed an intervention application requesting the MPID Court to permit him to intervene and to dismiss Arvind Kumar Bahl's Miscellaneous Application. Also, in Miscellaneous Application No. 339 of 2023, Roop Kishor Bhootra filed another miscellaneous application placing on record additional grounds to demonstrate that the Miscellaneous Application 339 of 2023 is not maintainable and deserves to be dismissed.

The MPID Court vide two separate orders dated March 31, 2023 rejected the said Intervention Applications filed by Roop Kishor Bhootra. Against the said order/s dated March 31, 2024, Roop Kishor Bhootra has filed two separate appeals bearing Criminal Appeal No. 461/2023 and 462/2023 before the Bombay High Court. In the said Criminal Appeal No. 461/2023 and 462/2023 filed by Roop Kishor Bhootra, Priti Pradeep Gupta and Anand Rathi Financial Services Limited (**ARFSL**) has also filed separate intervention application/s. The final hearings in the Criminal Appeal/s No. 461/2023 and 462/2023 (including intervention applications filed by Priti Pradeep Gupta, and ARFSL) have concluded and the said criminal appeals have been reserved for orders. Since the High Court in its interim order dated May 04, 2023 passed in Criminal Appeal No. 461/2023 and 462/2023 refused to grant any interim relief and stay the proceedings in Miscellaneous Application No. Exh – 619 of 2023 and Miscellaneous Application No. 339 of 2023, the MPID Court vide its order dated May 18, 2023, while allowing Miscellaneous Application No. Exh – 619 of 2023 and Miscellaneous Application No. 339 of 2023, took cognizance of the offences punishable under Sections 409, 465, 467, 468, 471, 474, 477A, 120B of IPC and r/w 3 of MPID Act 1999 and 21(a), 21(b), 21(c) and 21(g) of the FCRA and ordered issuance of process/summons for the aforesaid offences against Priti Pradeep Gupta, Roop Kishor Bhootra and our Corporate Promoter.

Priti Pradeep Gupta, Roop Kishor Bhootra and ARFSL have preferred separate appeals before the Bombay High Court against the aforesaid order dated May 18, 2023 of Special MPID Court. Pursuant to an order dated June 19, 2023, the Bombay High Court has stayed the aforesaid impugned order dated



May 18, 2023 of Special MPID Court and the said appeals are pending. Any adverse outcome in the aforesaid proceedings would have a material adverse effect on the brand and reputation of the Anand Rathi group and could result in penal action against our Corporate Promoter, and against Roop Kishor Bhootra and Priti Pradeep Gupta, which could have a material adverse impact on our business, financial condition and results of operations.

7. ***ARCL's application for registration as commodity derivatives broker has been rejected by SEBI and it has been barred from making a fresh application seeking registration for a period of 6 months from November 29, 2022 or till acquittal of ARCL by the courts pursuant to the chargesheet filed by the EOW, whichever is earlier. Any adverse outcome in the aforesaid proceedings would have a material adverse effect on the brand and reputation of the Anand Rathi group.***

Pending investigation by EOW in the NSEL matter, EOW forwarded its interim report dated April 4, 2015 to the Forward Markets Commission (**FMC**), seeking its intervention 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 SEBI Intermediaries Regulations, 2008 (**Intermediaries Regulations**) read with Section 19 of the SEBI Act, SEBI issued a Notice dated October 28, 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 Intermediaries Regulations, 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. Subsequently, the Serious Fraud Investigation Office (**SFIO**) issued a report dated August 31, 2018 which was sent by the SFIO to SEBI.

Pursuant to personal hearings and submission of detailed written submissions, SEBI on December 27, 2018 issued another show cause notice (**2018 SCN**) calling 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 Whole Time Member, SEBI (**WTM**), 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 challenged 2019 Order in appeal (**SAT Appeal**) before Securities Appellate Tribunal, Mumbai (**SAT**). NSEL also filed an Appeal no. 566 of 2019 to challenge the said order of WTM. SAT vide its order dated June 09, 2022 (**SAT First Order**) allowed the SAT Appeal and quashed the 2019 Order (i.e. order dated February 25, 2019) passed by the WTM.

Thereafter, SEBI issued a Supplementary Show Cause Notice dated July 07, 2022 (**Supplementary SCN**) under Regulation 25(1) of the Intermediaries Regulations. Further, SEBI pursuant to its letter dated August 02, 2022, provided to ARCL, the letter dated July 18, 2022 purportedly received by it from NSEL. ARCL received a Notice of Hearing dated August 04, 2022 (**Notice of Hearing**) under Regulation 25(6) of the Intermediaries Regulations in furtherance of the Supplementary SCN on August 08, 2022.

ARCL filed its reply dated September 05, 2022, to the Supplementary SCN. The personal hearing on the Supplementary SCN was held before the Designated Authority of SEBI (**Designated Authority**) on September 06, 2022. Thereafter, Designated Authority issued its report dated September 30, 2022 (**the Report**) and a Show Cause Notice dated October 11, 2022 (2022 SCN) was issued by the Designated Authority (along with a copy of the Report), purportedly under Regulation 27(1) of the Intermediaries Regulations. As per the Report, the Designated Authority had proposed/recommended that the Registration Application of ARCL as a commodity broker may not be considered for another 3 (three) years from the date of the SEBI order. By way of the 2022 SCN, ARCL was asked to show cause as to why action as recommended by the Designated Authority should not be imposed on ARCL in terms of Regulation 27 of the Intermediaries Regulations, as deemed fit by the 'Designated Member' of SEBI, i.e. the WTM. ARCL filed its reply dated November 09, 2022 to the 2022 SCN read with the Report. Pursuant

to on personal hearing on November 15, 2022 and Written Submissions dated November 25, 2022, the WTM passed an order on November 29, 2022 (**2022 Order**) decided to reject ARCL's application for registration as commodity derivatives broker and barred ARCL from making a fresh application seeking registration for a period of 6 months from the date of the 2022 Order, i.e. November 29, 2022 or till acquittal of ARCL by the courts pursuant to the chargesheet filed by the EOW, whichever is earlier. The debarment period of six months has already expired. ARCL has filed an appeal before the SAT (**Second Appeal**) to quash and set aside the 2022 Order of debarring ARCL from making a fresh application seeking registration for a period of 6 months. Any adverse outcome in the aforesaid proceedings would have a material adverse effect on the brand and reputation of the Anand Rathi group.

8. ***We are subject to extensive statutory and regulatory requirements and supervision. Any failure to comply with applicable law or changes in the regulatory framework could result in action being initiated against us by relevant authorities which may have a material adverse impact on our business, results of operations and financial condition.***

We have a diversified range of operations and our business activities are subject to extensive supervision and regulation by the Government and various statutory and regulatory authorities, in particular, SEBI, MSEI, MCX, AMFI, NSDL, CDSL, IIBX, India INX, and the Stock Exchanges. Consequently, we may need to obtain registrations and approvals under, and comply with, regulations issued by various regulatory authorities to undertake some of our business and corporate activities, including for the launch of new products, infusion of equity capital, amending our constitutional documents, change in (i) shareholding / increase in share capital, (ii) designated and non-designated directors, (iii) control, (iv) status and constitution, and (v) name of the member. Such regulations include the SEBI (Stock Brokers) Regulations, 1992, the SEBI (Research Analysts) Regulations, 2014, the SEBI (Depositories and Participants) Regulations, 2018, SEBI (Mutual Funds) Regulations, 1996, and the various circulars etc that are issued under the applicable regulations, AMFI Guidelines, etc. Further, our subsidiary is also subject to the regulatory framework applicable to entities operating in GIFT City, Gujarat. Additionally, we need to ensure compliance with various statutes, such as the Securities Contracts Regulations Act, 1956, the SEBI Act, 1992, and various rules, regulations, notifications and circulars issued under such statutes. For details of our business activities and registrations with various statutory and regulatory authorities, please see the sections entitled "*Our Business*" and "*Government and other Approvals*" on pages 204 and 388, respectively. In addition, our business operations are subject to regulatory limits on brokerage fee rates and net worth requirements imposed by the exchanges. Additionally, we will continue to expand our product portfolio as permitted by applicable law, and based on our evaluation of market opportunity, which could require us to comply with additional regulatory requirements and expose us to risks that we cannot currently foresee.

Further, we and our employees are subject to various laws relating to the prevention of insider trading, front running and other conflicts of interest. Conflicts of interest may exist including between, (i) us and our clients; (ii) us and our Authorised Persons (i.e. agents appointed by us after approval from the relevant stock exchange), and (iii) our employees and us and, or, our clients. While we are required to frame and implement, and we have put in place internal controls and measures, we cannot assure you that we or our agents, intermediaries or employees will always manage such conflicts of interest, including compliance with various applicable laws and regulations. Our Company has established policies to deal with insider trading, conflict of interest etc. and our activities and responsibilities are delineated by clear-cut regulations, we cannot assure you that we will always be successful in ensuring compliance and, or, managing any conflicts of interest.

Our business activities are also subject to periodic inspection by various applicable authorities, including SEBI. Any negative findings against us during such inspections may materially and adversely affect our business and results of operations. While we strive to ensure compliance with applicable laws including various statutes, rules, regulations and circulars issued by SEBI and other relevant regulatory authorities, any failure on our part (or on the part of our employees) to comply with applicable law could result in action being initiated against us and our employees by the relevant authorities. Such action could be in the form of monetary fines, strictures on operations, suspension or cancellation of our various licenses. For instance, on June 14, 2022, August 23, 2024 and September 30, 2024, we were found to have been non-compliant with certain provisions of the Securities Contracts (Regulation) Act, 1956, and applicable SEBI regulations and circulars pertaining amongst others to mis-utilisation of clients' funds, margin funding, code of conduct applicable to stock brokers, non-settlement of client accounts, not conducting proper inspection of Authorised Persons, and SEBI imposed monetary fines of ₹ 3.00 million, ₹ 0.70



million and ₹ 1.00 million, respectively. For further details please see 'Outstanding Litigation and Material Developments' on page 367.

In addition, the regulatory and statutory framework within which we operate our business evolves with time. Further, the change could be in response to various aspects including global regulatory trends, corporate governance and ESG norms. Accordingly, the laws and regulations applicable to our business are subject to amendments, revisions, replacements etc. including pursuant to action by government or regulatory authorities or further to intervention or directions of the judicial and quasi-judicial authorities including the Securities Appellate Tribunal. For example, according to a recent study, 91.1% of individual traders (about 73 lakh traders) lost money in the F&O segment in FY24. During FY22-FY24, 1.13 crore unique Individual traders incurred a combined net loss (i.e. trading loss inclusive of transaction costs) of ₹1.81 lakh crore in F&O. In FY24 alone, Individuals incurred about ₹75k crore in net losses. (Analysis of Profits & Losses in the Equity Derivatives Segment (FY22-FY24) – SEBI) Consequently, SEBI has recently enhanced the measures applicable to the equity index derivatives framework. Such measures may affect our trading volumes and increase operational costs, which may affect our business, financial condition, and cash flows. We cannot assure you that changes in applicable laws will not impose onerous conditions on our business activities, require us to change existing systems, policies and procedures. Any onerous conditions imposed by relevant authorities, or material changes required to our systems, policies and procedures may increase our compliance cost or adversely affect our business operations. For further details see 'Key Regulations and Policies' on page 224.

9. ***We rely heavily on our network of Authorised Persons associated with us. Loss of a significant number of Authorised Persons, or failure to expand our network of Authorised Persons may have an adverse impact on our business, results of operations and financial conditions. Further, we could be liable for the lapses of our Authorised Persons.***

Our Broking and Margin Funding businesses have consistently been a significant source of our revenues from operations, and we expect that this will continue for the foreseeable future. While we generate a significant portion of our revenues from Broking and Margin Funding businesses directly from our clients, we also rely heavily on our Authorised Persons who canvass business for us. As on September 30, 2024, we had 1,123 Authorised Persons.

Set out in the table below are our aggregate revenues from our Broking and Margin Funding businesses, the aggregate revenues generated through Authorised Persons and brokerage sharing expense paid to Authorised Persons in the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, in accordance with our Restated Consolidated Financial Information.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations
Aggregate revenue from Broking Segment and MTF Business*	3,459.45	78.32%	5,337.37	78.29%	3,714.83	79.41%	3,389.67	80.06%
Revenue generated from Authorised Persons	1,180.89	26.73%	1,885.05	27.65%	1,385.50	29.62%	1,175.65	27.77%
Brokerage sharing expense	738.00	16.71%	1,220.59	17.90%	906.99	19.39%	774.09	18.28%

\*Aggregate of brokerage income, interest on delayed payment charges, depository income and interest on Margin Trading Facility Book

While we enter into a prescribed contract with each of the Authorised Person associated with us, there can be no assurance that we will be able to retain the services of such Authorised Persons or that they will not terminate their association with us. If we are unable to retain the services of a significant number

of such Authorised Persons for any reason including due to expectation of a higher revenue sharing arrangement, our business could be adversely affected to the extent we are unable to find adequate replacements for such Authorised Persons and the revenue generated from them. Set out below are details of attrition in our network of Authorised Persons for the periods indicated therein.

<b>Particulars</b>	<b>As on and for the 6 months ended September 30, 2024</b>	<b>As on and for the financial year ended March 31, 2024</b>	<b>As on and for the financial year ended March 31, 2023</b>	<b>As on and for the financial year ended March 31, 2022</b>
Total number of Authorised Persons	1,123	1,062	1,587	1,535
Number of Authorised Persons who ceased their association with our Company during the period	189	1,066 <sup>2</sup>	201	246
Number of new Authorised Persons appointed	250	541	253	393
<b>Attrition rate (%)<sup>(1)</sup></b>	<b>17.30%</b>	<b>80.48%</b>	<b>12.88%</b>	<b>16.83%</b>

(1) Attrition rate (%) = Authorized Persons who left / Average number of authorized persons

(2) We terminated the contracts with Authorised Persons who were inactive or undertaking nominal business.

The growth in our Authorised Persons network has also contributed to the growth of our business. Accordingly, the inability to consistently grow our network of Authorised Persons could also adversely impact our business, financial condition and growth prospects.

Further, in terms of the prescribed contract with Authorised Persons and in accordance with applicable law, we are responsible and liable for the acts of omission and commission of the Authorised Persons and, or, their employees, and accordingly, we may be held responsible for various actions of the Authorised Persons and their employees including for:

- failures, errors and, or, mistakes on the part of such persons;
- fraud or misconduct, including mis-selling by such persons;
- operational failure on the part of such person; and
- non-compliances with, or violation of, applicable laws.

While the contract with the Authorised Persons sets out our inter-se rights and obligations and requires the Authorised Persons to comply with applicable laws, we cannot assure you that there will be no failure on the part of Authorised Persons for which we could be made liable. For instance, on August 23, 2024, SEBI pursuant to a joint inspection conducted by SEBI and the NSE levied a penalty of ₹ 0.70 million on our Company for *inter alia* not conducting proper inspection of Authorised Persons. Further, on July 7, 2024, SEBI issued a warning to our Company for having failed to inspect a large number of our Authorised Persons in Fiscal 2022. Further, a penalty of ₹ 0.10 million was levied on our Company by the MCX pursuant to 'final action taken letter' dated March 28, 2023, for certain lapses including one of our Authorised Persons promising assured returns.

10. ***Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.***

Our business is subject to compliance with the rules, regulations, bye-laws and circulars prescribed by various entities including SEBI, AMFI, depositories, and stock and commodity exchanges, and other regulatory authorities, and the terms and conditions of the approvals, licenses, registrations and permissions obtained for operating our business. Some of the approvals, licenses and registrations may elapse in the ordinary course of business and we make applications for renewal as required in accordance with applicable law, while certain other registrations are valid until they are suspended or cancelled by the issuing authority but are subject to payment of registration fee at periodic intervals. Further, in accordance with the regulations formulated by SEBI and other regulatory authorities, we are required to intimate or obtain approvals, as the case may be, amongst others, for changes in our Board, changes in our shareholding pattern, and undertaking certain corporate actions.

Government and regulatory licenses and approvals may also be tied to conditions, some of which may be onerous to us and require substantial expenditures. We cannot assure you that in the future that the licenses, approvals and permits applied for or held by us will be issued, approved or renewed in a prompt manner, or at all, under applicable law. Our failure to renew or obtain such licenses and approvals in a timely manner, or at all, and comply with the provisions of the applicable laws and regulations could lead to suspension or cancellation of our registration or imposition of sanctions by the relevant authorities, including penalties.

If we are unable to make applications and renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner, at a reasonable cost, or at all, it could materially and adversely affect our financial condition and results of operations. For further details, please see the section entitled “Government and Other Approvals” on page 388.

11. ***We rely on the Indian exchanges for a significant portion of our business, and we are registered with such exchanges and are subject to the rules and regulations framed by such exchanges. Any disruption in the functioning of the exchanges or a disruption to our connection with the exchanges or failure to comply with exchange rules and regulations could have a material adverse effect on our business and results of operations.***

Our Broking Segment relies on the Indian exchanges, including NSE, NSE IFSC, BSE, MCX, MSEI, IIBX, ICEX and NCDEX, and the clearing corporations to execute and settle all our clients’ transactions. Our electronic brokerage platform and our systems for brokerage clients are connected to the exchanges and all orders placed by our clients are fulfilled through the exchanges. Any disruption in the functioning of the exchanges or a disruption to our connection with the exchanges could result *inter alia* in delayed execution or non-execution of transactions which could lead to our clients incurring losses, for which they could make a claim. Further, any prolonged disruption in the functioning of the exchanges or in our connection with the exchanges could have a material adverse effect on our business and results of operations.

To use the services of these various exchanges, we are required to be registered as their members. This registration subjects us to various exchange regulations and periodic inspections by such exchanges. We cannot assure you that we will be able to strictly comply with such regulations or that such inspections would not find any violations by us. Failure to comply with such regulations or the observations pursuant to inspection could lead to fines, penalties, suspension of our registrations, and in extreme circumstances, termination of our registration. For instance, the NSE has pursuant to an inspection undertaken passed an order dated June 6, 2020, levying a penalty of approximately ₹ 6.00 million on us, which it debited from our exchange dues account. We have preferred an appeal before the Securities Appellate Tribunal which is pending. If our registration with the exchanges is terminated, we will be unable to provide broking services, which will have a material adverse effect on our business, financial condition and results of operations.

12. ***Our continued success and growth will be dependent on our ability to retain and grow our client base and network of Authorised Person and relationship managers. Failure to retain and augment our client base could have a material adverse effect on our business, financial condition and growth prospectus.***

Our business operations have grown significantly in the recent past which is to a large extent correlated to the growth in our active client base (*Active clients are clients who have undertaken transactions in a Fiscal or in the 6 months ended September 30, 2024*), our average revenue per client (i.e., broking revenue over NSE Active Clients for the period) (**ARPC**), and the number of Authorised Persons who are associated with us. Accordingly, our ability to sustain our growth is materially linked to our ability to retain and expand our client base and network of Authorised Person and relationship managers. The table below sets out our number of Active Clients.

Particulars	As on September 30, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
Total number of Active Clients*	172,091	175,699	154,470	154,109

\* Active clients means clients who have generated revenue during the relevant Financial Year / period.

During the 6 months ended September 30, 2024, and in Fiscals 2024, 2023 and 2022 our revenues from operations and our ARPC are set out in the table below.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	(%) of total income	Amount	(%) of total income	Amount	(%) of total income	Amount	(%) of total income
Revenue from operations (in ₹ million)	4,417.18	99.85%	6,817.88	99.79%	4,678.26	99.81%	4,233.65	99.90%

Particulars	6 months ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
ARPC (in ₹)	20,727	30,922	26,012	26,386

\*Not annualised

Further, relationship management has been one of the cornerstones of our client acquisition and retention model and, as on September 30, 2024, we employ 1,212 relationship managers and will need to provide better and customized services and products to differentiate ourselves and to retain our existing client base and attract new clients. Our ability to retain and augment our client base will depend on our ability to continuously provide service levels that are expected by our clients. As on September 30, 2024, we had 23 outstanding investor grievances with a claim value aggregating ₹ 18.50 million, pertaining to, amongst others, deficiency in service, incorrect or excess charge being levied, discrepancy in transaction statement etc. which are at various stages of resolution. Failure to retain and augment our client base could have a material adverse effect on our business, financial condition and growth prospectus.

13. ***We have high working capital requirements. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.***

Our business operations are subject to high working capital requirements. Set out in the table below are select aspects of our financial assets and financial liabilities, derived from our audited standalone financial statements.

(Amount in ₹ million)

Particulars	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
<b>Current Assets</b>			
Trade receivables	2,470.09	2,038.08	1,414.69
Loans (Margin Trading Facility Book – MTF Book)	6,172.93	3,766.38	3,046.62
Cash and cash equivalents	346.95	257.97	408.69
Other Balances with Bank	15,300.59	8,917.44	7,276.70
Other current assets	710.46	532.15	661.00
<b>Total current assets</b>	<b>25,001.02</b>	<b>15,512.02</b>	<b>12,807.70</b>
<b>Current Liabilities</b>			
Trade Payables	12,198.67	8,785.69	7,740.68
Other Current liabilities	596.07	308.98	371.88
<b>Total current liabilities</b>	<b>12,794.74</b>	<b>9,094.67</b>	<b>8,112.56</b>

Currently, we meet our working capital requirements through a mix of internal accruals and working capital facilities from scheduled commercial banks, loans from ARFSL, our Corporate Promoter, other related parties, and loans from others. Additionally, we have also raised capital through the issuance of

secured redeemable non-convertible debentures. We also intend to utilise a portion of Net Proceeds towards funding our working capital requirements. For further details of the proposed objects of the Issue, see 'Object of the Issue' on page 138. As on October 31, 2024, our total outstanding borrowings (excluding vehicle loans) aggregating ₹ 17,570.21 million.

While we believe that our internal accruals, working capital facilities outlined above and the portion of the Net Proceeds of the Issue towards working capital, will be sufficient to address our working capital requirements, we cannot assure you that we will continue to generate sufficient internal accruals and, or, be able to raise adequate working capital from lenders to address our future needs. Our inability to meet our present working capital requirements or our enhanced working capital requirements will have an adverse impact on our results of operation, business and financial condition.

In addition, our Promoters viz., ARFSL, Anand Nandkishore Rathi and Pradeep Navratan Gupta, have also extended guarantees for some of the debt facilities availed by our Company. While no guarantee given by our Promoters has been invoked by the relevant lender, any invocation of such could adversely impact the ability of our Promoters to service these obligations. Further, any inability to continue to provide such guarantee or their inability to honour such guarantee could result in an acceleration of such facilities and, or, adversely impact our ability to raise debt which could impact our cash flows, result in cash flow mismatch and adversely affect our financial condition. For further details pertaining to our indebtedness, see 'Restated Consolidated Financial Information' and 'Financial Indebtedness' on pages 275 and 331, respectively.

14. ***We have incurred indebtedness including in the form of loans from banks and through the issuance of debt securities and may incur substantial additional indebtedness. Conditions and restrictions imposed on us pursuant to such indebtedness could adversely affect our ability to obtain financing in the future.***

As of October 31, 2024, our total sanctioned and outstanding indebtedness (including fund-based and non-fund based borrowings) was ₹ 24,434.59 million and ₹ 17,619.79 million, respectively. The indebtedness we have incurred includes financing from banks and from other entities including related parties and through the issuance of secured redeemable non-convertible debentures. The level of our indebtedness could have several important consequences, including but not limited to the following:

- a significant portion of our cash flow may be used for repayment of our existing debt, which will reduce the available cash flow to fund our business operations;
- defaults of payment and other obligations under our financing arrangements may result in an event of default, acceleration of our repayment obligations and enforcement of related security interests over our assets;
- Fluctuations in market interest rates may require us to pay higher rates of interest for future financing and will also affect the cost of our borrowings; and
- our ability to obtain additional financing in the future or renegotiate or refinance our existing indebtedness on terms favourable to us may be limited.

Additionally, our financing agreements contain certain conditions and restrictive covenants that require us to obtain consents from respective lenders prior to carrying out specified activities and entering into certain transactions. Our lenders require us to obtain their prior approval for certain actions, which, amongst other things, restrict our ability to undertake various actions including incur additional debt, alter our share capital etc, which may hamper our efforts to improve our operating margins and carry out our growth strategies. While our Company has received necessary approval from its lenders and the debenture trustees (for the non-convertible debentures issued by our Company) to undertake this Issue, we cannot assure you that we will be able to obtain approvals to undertake any other aforementioned activities as and when required or comply with such covenants or other covenants in the future. For further details regarding our indebtedness, see 'Restated Consolidated Financial Information' and 'Financial Indebtedness' on pages 275 and 275, respectively.

Any failure to observe the covenants under our financing agreements or obtain the necessary waivers may *inter alia* lead to the termination of our credit facilities, trigger-cross default provisions, result in non-availability of further debt funding under the facilities either in whole or in part, or the acceleration payment obligations under such facilities, and, or, could lead to us having to restructure of our borrowings. Any of the above could strain our cash flow and affect the availability of funds for our business activities, which could adversely affect our results of operations.



15. ***We are dependent on technology in carrying out our business activities and information technology forms an integral part of our business. Failure or inadequacies in our information technology systems may hamper our ability to compete effectively which may result in lower revenue, higher costs and would adversely affect our business and results of operations.***

Our operations rely heavily on the effectiveness of our information technology systems and their ability to accurately and comprehensively record and process a large number of transactions on a daily basis and in a timely manner to provide a seamless transactional experience for our clients. In the 6 months ended September 30, 2024, and Fiscals 2024, 2023 and 2022, we processed an average of 136,925, 117,029, 103,335, and 117,687 daily transactions, respectively. Therefore, our IT systems, and our ability to continually adapt such systems to evolving technologies and industry standards and practices, are critical to our continued success.

While we have put in place systems to ensure the efficacy and effectiveness of our operations including to ensure compliance with the applicable laws such as cyber security and data privacy, we continually work on strengthening our information technology systems to meet our clients' requirements and keep pace with technological developments. Nevertheless, a prolonged disruption, or failure, of our information processing or communications systems would limit our ability to process transactions and could hamper our operations and adversely affect our competitiveness. While there have not been prolonged disruptions or failures of our IT systems, there have been various instances of technical software glitches such as the portfolio not being visible on our trading application, the last traded prices not being updated and critical failure of risk management application server for a few hours which resulted in regular automated fund information to the exchanges being delayed.

We are required to have business continuity plans and review them periodically, maintain disaster recovery centers and periodically conduct drills to test these measures, and even though we have taken necessary steps in this regard, we cannot assure you that there will not be unforeseen circumstances or that our disaster recovery planning is adequate for all eventualities. Further, failure to continually update such plans or if our data recovery centers prove inadequate or if these are not properly maintained, our business and results of operations could be adversely affected, and we could be subject to regulatory action and penalties. For instance, on September 30, 2024, SEBI imposed a penalty of ₹ 1.00 million on us for *inter alia* failing to adequately adhere to the applicable regulatory framework with regard to business continuity plans and disaster recovery centers.

Further, with the rapid evolution of technology systems, the threats to such systems also multiply and we face varied challenges in dealing with threats including cyber-attacks, such as hacking, phishing and trojans, which could potentially exploit our network and disrupt services to clients and/or result in the theft of sensitive internal company data or client information. While we have an established cyber security policy to address and deal with cyber security and other technology related threats and risks, we cannot assure you that we will be able to prevent attacks before they occur or mitigate or minimise the risk if such threats materialise. In addition, while our systems are largely automated it is still subject to, and requires, human intervention and involvement at different levels, and we cannot rule out the possibility of human error affecting our technology systems.

Further, our technology systems are also vulnerable to disruptions due to catastrophic events, natural disasters, capacity constraints during peak trading times or times of unusual market volatility, power failure, computer viruses, spam attacks, ransom ware, distributed denial of services attacks, unauthorized access, data leakage and other similar disruptive events which we may not be able to prevent or mitigate against. An external information security breach, such as hacker attacks, frauds, virus or worm infestation of our IT systems, or an internal problem with information protection, such as failure to control access to sensitive systems, could materially interrupt our business operations or cause disclosure or modification of sensitive or confidential information. Disruptions to, or instability of, our technology or external technology, or failure to timely upgrade our online or mobile brokerage platforms could harm our business, reputation and prospects.

Our information security, including the security of our IT systems and back-office operations, are managed by us directly, and through our related parties. In particular, we rely on one of our related parties, Anand Rathi IT Private Limited, for software development and activities including for carrying out KYC verification and for call center and back-office operations. The proper functioning of our internet-based trading system, order routing system, back-office systems, settlement system, risk management system, financial controls, accounting, client database, client service and other data

processing systems, together with the communications networks linking our IT systems with relevant exchanges, banks, depositories, registrar and transfer agents and client interfaces, is critical to our business and our ability to compete effectively. Our business activities would be materially disrupted in the event of a partial or complete failure of any of these IT systems, communication networks or their backup systems and procedures. While we have cyber risk insurance in place, any failure of, or inadequacies in our IT systems would impair our ability to service our clients and execute trades on behalf of clients, which could materially and adversely affect our competitiveness, financial condition, cash flow and results of operations. For further details see 'Risk Factors - We face various risks due to our reliance on third-party intermediaries, vendors and service providers. If these risks materialise it may result in litigation or regulatory action against us, which may have a material adverse effect on our business, reputation, financial condition and results of operations' on page 64.

16. ***We could be subject to claims by clients or actions by regulators or both for alleged mis-selling. Any case of mis-selling, or fraud, could result in claims and fines against us and could have a material adverse effect on our business, financial condition, cash flows, results of operations and reputation.***

We sell our third-party distribution products to our clients who, in choosing the appropriate product, are assisted by our employees or Authorised Persons who explain the benefits of such product, disclose product features and advise clients on whether to continue with a particular product or change products. Set out below is our revenue from mutual fund commission, distribution and sale of financial products and referral commission during the 6 months ended September 30, 2024, and in Fiscals 2024, 2023 and 2022.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations
Mutual Fund commission income	160.80	3.64%	185.33	2.72%	145.17	3.10%	112.49	2.66%
Income from sale and distribution of financial products	80.25	1.82%	154.66	2.27%	191.72	4.10%	167.51	3.96%
Referral commission income	79.50	1.80%	124.59	1.83%	95.36	2.04%	39.86	0.94%
<b>Total</b>	<b>320.55</b>	<b>7.26%</b>	<b>464.58</b>	<b>6.82%</b>	<b>432.25</b>	<b>9.24%</b>	<b>319.86</b>	<b>7.56%</b>

We cannot assure you that the process undertaken by our Company's personnel in assisting clients in purchasing such third-party products will be comprehensive or that it will not be viewed as being inadequate and we cannot rule out misconduct or malfeasance on the part of our employees or intermediaries or both. Such misconduct / malfeasance could include activities such as making mis-selling, fraudulent promises of high returns on investments, recommending inappropriate products and, or, recommending incorrect fund management strategies. Any case of inadequacy of our processes, mis-selling, or fraud, could result in claims and fines against us and could have a material adverse effect on our business, financial condition, cash flows, results of operations and reputation.

17. ***Our Company, Promoters, Subsidiary, Directors and Group Companies are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, financial condition, cash flows, and results of operations.***

There are outstanding legal and regulatory proceedings involving our Company, Promoters, Subsidiary and Directors which are pending at different levels of adjudication before various fora. Such proceedings could divert the management's time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as

applicable. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition, and results of operations.

The summary of outstanding legal proceedings involving our Company, Promoters, Subsidiary and Directors, as on the date of this Draft Red Herring Prospectus is set out below:

Sr. No.	Particulars	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoters in last 5 years	Material civil litigation	Aggregate amount involved (₹ in million)*
1.	<b>Company</b>						
	By our Company	18	-	-	-	4	227.56
	Against our Company	3	10	6	Nil	3	115.31
2.	<b>Promoters</b>						
	By our Promoters	Nil	-	-	-	1	0.00
	Against our Promoters	15	-	-	-	4	107.50
3.	<b>Directors (other than Promoters)</b>						
	By our Directors	1	-	-	-	Nil	-
	Against our Directors	10	7	-	-	2	74.35
4.	<b>Subsidiary</b>						
	By our Subsidiary	Nil	-	Nil	-	Nil	Nil
	Against our Subsidiary	Nil	-	Nil	Nil	Nil	Nil

\*To the extent quantifiable.

With respect to details of outstanding material litigations involving our Group Companies, see ‘*Outstanding Litigation and Material Developments*’ on page 367. We cannot assure you that any of these matters will be settled in favour of our Company, Subsidiary, Promoters, or Directors or our Group Companies, respectively, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, results of operations, and our reputation. For further details, see “*Outstanding Litigation and Material Developments*” on page 367.

Further, one of our Group Companies, Anand Rathi Wealth Limited has received a communication from the SEBI on August 29, 2024, requesting certain information in relation to an ongoing investigation. SEBI is currently investigating a case concerning suspected insider trading with regard to corporate announcements made on April 12 and April 8, 2024, regarding the consideration of a buyback. Our Company has already provided the majority of the requested information on various dates. The company currently is in the process of gathering the remaining details to be submitted to SEBI. In terms of SEBI (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020, this Draft Red Herring Prospectus may be kept in abeyance for a period of 30 days or for such longer time as SEBI decides.

18. ***We are exposed to credit risk arising out of receivables in our day-to-day operations. If these credit risks materialise it would increase the level of our non-performing assets, and expose us to significant losses.***

We may suffer significant losses from credit exposures from our clients and counterparties. Our Broking Segment, in particular, is subject to the risk that a client or counterparty may fail to perform its obligations or that the value of any collateral held by us to secure the obligations might become inadequate.



We are exposed to credit risk arising out of receivables from clearing houses of exchanges which comprise initial margins placed with clearing houses and receivables relating to sales of securities which the clients have traded but are not yet settled. We square off and settle positions in client accounts through a trading system in accordance with our risk management policies. We are also exposed to credit risk with regard to our fixed deposits placed with banks – during the 6 months ended September 30, 2024, and in Fiscals 2024, 2023 and 2022, our income from deposits with banks was ₹ 610.87 million, ₹ 897.39 million, ₹ 422.80 million and ₹ 386.33 million.

We are dependent on a number of parties like brokers, exchanges, banks, registrars and share transfer agents, clearing houses and other intermediaries for transaction execution and, or, our day-to-day operations. Difficulties in assessing credit risks associated with our day-to-day lending operations may lead to an increase in the level of our non-performing assets, which could adversely affect our business prospects, financial condition and results of operations. Set out in the table below are our trade receivables for the periods indicated.

(in ₹ million)

Particulars	As on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Total trade receivables	2,691.21	2,475.93	2,051.03	1,429.89
Provision for credit impaired	(14.90)	(5.84)	(12.95)	(15.20)
Trade receivables considered good	2,676.31	2,470.09	2,038.08	1,414.69

While we have put in place risk management systems to monitor risk arising out of the open positions of the clients in our Margin Funding Business if any of these counterparties do not perform their obligations due to bankruptcy, lack of liquidity or for any reason whatsoever, and any collateral or security they provide proves inadequate to cover their obligations at the time of the default, we could suffer significant losses and it would have an adverse effect on our financial condition, cash flows, results of operations and cash flows. Any claim that we have would also be subject to enforceability of such claims. We are responsible for contracts entered into by us on behalf of our clients. Although we attempt to minimize our exposure to specific clients, these measures may not be sufficient. For example, we provide a margin lending product to our clients, allowing them to trade on the basis of margins that they deposit with us. While we had 'Nil' non-performing assets in our Margin Funding Business in each of the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, if our clients suffer significant losses and the margin that they deposited with us proves to be inadequate, due to unseasonal volatility or otherwise, we may suffer significant financial losses. Additionally, we also extend permissible short-term credit to our clients and face credit risks relating to such receivables if there is an adverse market movement.

19. ***We distribute, on a non-exclusive basis, financial products of third-party institutions including mutual funds, structure products and portfolio management services. Failure to scale up our distribution business revenue and successfully cross-sell our products could adversely affect our results of operations and growth prospects.***

While our Broking Segment has consistently been our largest source of revenue, our revenue from distribution business has shown consistent growth. We distribute, on a non-exclusive basis, financial products of third-party institutions including mutual funds, structure products and portfolio management services, for which we have entered into agreements with the relevant third party entities. Set out in the table below is a break-up of the contribution of our distribution business to our revenue from operations, during the 6 months ended September 30, 2024, and in Fiscals 2024, 2023 and 2022.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations
Mutual Fund	160.80	3.64%	185.33	2.72%	145.17	3.10%	112.49	2.66%

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations
commission income								
Income from sale and distribution of financial products	80.25	1.82%	154.66	2.27%	191.72	4.10%	167.51	3.96%
Referral commission income	79.50	1.80%	124.59	1.83%	95.36	2.04%	39.86	0.94%
<b>Total</b>	<b>320.55</b>	<b>7.26%</b>	<b>464.58</b>	<b>6.82%</b>	<b>432.25</b>	<b>9.24%</b>	<b>319.86</b>	<b>7.56%</b>

As demonstrated above our revenues from our distribution business has grown at a CAGR of 20.52%, between Fiscal 2022 and Fiscal 2024. Our distribution business is an important aspect of our overall growth and is not as inextricably linked to the performance of the securities and commodities markets as our Broking Segment. Accordingly, our distribution business could continue to be steady source of revenue even in a downturn. The primary source of our distribution business, though, are our broking clients. Set out in the table below are the details of our broking clients to whom we cross-sold our distribution business products.

Particulars	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
No. of Active Clients	172,091	175,699	154,470	154,109
No. of Active Clients to whom we sold distribution business products	68,682	64,383	59,454	56,660
% of Active Clients to whom we cross-sold distribution products	39.91%	36.64%	38.49%	36.77%

Accordingly, our continued success and overall growth will be dependent on our ability to scale up our distribution business and successfully cross-sell our products, and any failure in either scaling up our distribution business and, or, successfully cross-sell our products could adversely affect our revenue from operations, profitability and our growth prospects.

20. ***We operate in an intensely competitive environment and our ability to succeed and grow is dependent on our ability to effectively compete in all aspects of our business.***

The Indian financial services industry is intensely competitive and the Broking Segment is particularly competitive with a sizeable number of large and small operators. As of December 12, 2024, there are almost 4,895 SEBI registered brokers under the equity segment. (Source: CARE Report) While a number of these entities may be smaller in size, each of these entities is a competitor. Further, a number of these entities both Indian and foreign could also be significantly larger than us in size, which would give them the benefits of economies of scale and other advantages. We compete on a number of factors including pricing, margins, products and services offered, and technology (i.e. the efficiency, speed, user interface, and ease of operability of our digital and online platforms. In addition, our brand and the reputation of the Anand Rathi group is one of the key aspects of our competitiveness.

Our competitors may have, amongst others, the following advantages over us:

- substantially greater financial resources and access to more capital and at lower cost;
- better technological systems and processes;

- a larger base of clients, including high value clients, and authorised persons;
- a better established and larger branch network;
- better pricing and margins;
- better products and service offerings;
- better sales and marketing strategies; and
- more diversified operations which allow utilisation of funds from profitable business activities to support business activities with lower, or no profitability.

For details of our peers who we compete with please see '*Our Business - Competition*' on page 223.

India is one of the youngest countries in the world, with about 55% of the population under 35 years of age, in 2021. This young demographic is inclined towards digital solutions and wealth creation, with growing interest in investing in capital markets. (*Source: CARE Report*) While we provide online and digital platforms to investors, our competitors' products/offering may be more appealing, offer better user interface and features, be better marketed, etc. which could adversely affect our ability to target and expand our client base. Further, many of our product and service offerings in the stock broking segment are easy to replicate. This increases the risk of competition from commercial banks, other service providers and distribution platforms to enter the market. Further, any consolidation in the Indian securities industry would also expose us to additional competitive pressures. These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures. Over time, the industry has evolved significantly, largely due to technological advancements, with online trading platforms revolutionizing the way trades are executed. The shift to online stock trading has given rise to discount brokers in India. These brokers are gaining popularity due to their low, fixed brokerage fees, which apply regardless of trade value. (*Source: CARE Report*) We face competition from discount brokers as well. Our business, financial condition, cash flows, results of operations and prospects may be materially and adversely affected if we are not able to maintain our market position, sustain our growth, develop new products or broaden our client base and address new emerging trends and requirements. In addition, competitive pressures and regulatory changes may also lead to downward pressures on our brokerage commission rates, which could also affect our financial condition and results or operations.

Further, technology is an essential aspect of our business operations, and we expect that the superior or more user-friendly effective technology is going to be a key aspect of future growth and competition. Some of our competitors may be nimbler and may have greater resources at their disposal to adapt to the evolving technological and other changes, which could hamper our ability to retain existing clients and Authorised Persons and grow our business, in addition to adding to pricing pressure, and any or a combination of any of the above, may adversely affect our results of operations and financial condition. For a comparison of certain financial aspects of us and our peers, please see '*Basis for the Issue Price - Comparison of accounting ratios with listed industry peers*' on page 148.

21. ***Certain corporate records of our Company are untraceable and our Company has inadvertently, in the past, made corporate filings with factual inaccuracies.***

Our Company has been unable to trace certain corporate records pertaining to list of allottees Form MGT-14 for submission of Board resolution for appointment of our chief financial officer, ROC challans for certain Form-2 (return of allotment) submitted by our Company with the RoC and list of allottee in relation to an allotment of equity shares by our Company. Our Company had engaged an independent practicing Company Secretary, Anjana Sharma & Associates to trace these records as per digital records maintained in the records of the RoC and our Company's records. The independent practicing Company Secretary, was unable to trace the said corporate records, as set out in its certificate dated December 13, 2024.

Additionally, there have been two instances of factual inaccuracy and incorrect filing in our corporate filings and records. Inadvertently, in terms of the Board resolution dated December 31, 1999, 30,000 equity shares were allotted to Metro Woven Sacks Ltd. instead of Network Synthetics Pvt. Ltd. Details of the allottees have been added based on the list of allottees enclosed to Form 2 filed by our Company with the RoC for the allotment dated December 31, 1999 wherein 48,000 equity shares were allotted to

Network Synthetics Pvt. Ltd. While the Board resolution dated February 3, 2001 states that our Company allotted 133,785 equity shares, the Form 2 filed by our Company with the RoC for this allotment, inadvertently, states that our Company allotted 115,385 equity shares on February 3, 2001 instead of 133,785 equity shares. While our Equity Share Capital is accurately reflected in the records of the Ministry of Corporate Affairs, and no action has been initiated by the RoC against our Company with respect to such inaccuracies, we cannot assure you that the RoC will not take any action in the future in this regard.

22. ***A significant decrease in our liquidity could negatively affect our business, in particular the Broking Segment, reduce client confidence in us and may also adversely impact our brand.***

Our liquidity is dependent upon our timely access to, and costs associated with raising, capital. Our funding requirements historically have been met from a combination of loans, issuance of non-convertible debentures and working capital facilities as well as equity contributions. As of October 31, 2024, our total sanctioned and outstanding indebtedness (including fund-based and non-fund based borrowings) was ₹ 24,434.59 million and ₹ 17,619.79 million, respectively. For details of our outstanding borrowing please see 'Financial Indebtedness' on page 331.

Maintaining adequate liquidity is crucial to our operations, particularly, our brokerage operations, including key functions such as transaction settlement and margin funding and other business activities with substantial cash requirements. We place margins with clearing houses of respective exchanges, which may fluctuate significantly from time to time based on the nature and volume of our clients' trading activity. Although we meet our liquidity needs primarily through cash generated from operating activities, internal accruals and debt, we are not permitted to raise debt beyond a specific limit, specifically to fund our margin funding requirements. A reduction in our liquidity could affect our ability to trade on the exchanges, and reduce the confidence of our clients in us, which may result in the loss of client accounts, all of which would affect our revenues, business prospects and growth.

We provide broking services across the equity, commodity, derivatives and currency segments, for which we offer margin-based products on our brokerage platform, wherein clients are required to deposit the prescribed initial margin for the transaction executed by us on their behalf and thereafter pay the balance amount. Accordingly, if a client fails to pay the balance amount on or before the due date, then it may affect our liquidity. In the event of high market volatility or adverse movements in share prices, it is possible that clients may not, or may be unable to, honour their commitment, and, consequently, any inability on our part to pay the margins or honour the pay-in obligation to the exchanges, or both, may be detrimental to our business, reputation and profitability.

Factors that may adversely affect our liquidity position include a significant abrupt increase in our broking services, volatile markets, and settlement of large transactions on behalf of our brokerage clients. We use cash generated from our operating activities and external financing to meet our liquidity or regulatory capital requirements. During periods of disruption in the credit and capital markets or changes in the regulatory environment, potential sources of external financing could be limited and our borrowing costs may increase. External financing may not be available to us on commercially acceptable terms, or at all, due to disruptions in the credit and capital markets, changes in regulations relating to capital raising activities, general market conditions for capital raising activities, and other economic and political conditions outside our control.

Any of the risks highlighted above in relation to a decrease in our liquidity, could have a material adverse effect on our brand, business, results of operation and prospects.

23. ***There have been certain instances of delays in payment of statutory dues by our Company in the past. Any delay in payment of statutory dues by our Company in the future may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.***

There have been certain delay in payment of statutory dues by or Company during 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 as detailed in the tables below:

*Details of the total statutory dues paid:*

Particulars	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Number of Employees	Total Dues Paid (₹ in Millions)	Number of Employees	Total Dues Paid (₹ in Millions)	Number of Employees	Total Dues Paid (₹ in Millions)	Number of Employees	Total Dues Paid (₹ in Millions)
Provident Fund	1,313	72.75	1,227	127.54	1,087	99.92	942	92.09
ESIC	154	0.62	163	1.45	222	1.86	257	1.98
Professional Taxes	1,515	1.69	1,350	3.15	1,320	2.95	1,154	2.42
Labour welfare fund	520	0.05	362	0.03	356	0.03	381	0.03
TDS	NA	375.32	NA	481.76	NA	390.04	NA	294.15
TCS	NA	0.54	NA	0.71	NA	0.63	NA	0.52
GST	NA	3,668.62	NA	1,822.86	NA	657.84	NA	179.65

*Details of delay in payment of statutory dues:*

Particulars	September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount (₹ million)	Period of Delay	Amount (₹ million)	Period of Delay	Amount (₹ million)	Period of Delay	Amount (₹ million)	Period of Delay
Provident Fund	-	-	-	-	-	-	-	-
ESIC	-	-	-	-	-	-	-	-
Professional Taxes	-	-	-	-	-	-	-	-
Labour welfare fund	-	-	Negligible	1 to 10 days	0.01	1 to 10 days	-	-
TDS	Negligible	1 to 10 days	3.60	1 to 25 days	0.02	1 to 12 days	0.03	1 to 17 days
TCS	Negligible	1 to 10 days	0.01	1 to 18 days	-	-	0.02	1 to 23 days
GST	-	-	-	-	-	-	-	-

We cannot assure you that such delays will not arise in the future. Any delay in payment of statutory dues by our Company in the future may result in the imposition of penalties and in turn may have an adverse effect on our Company's business, financial condition, results of operation and cash flows.

24. ***We may fail to detect money laundering and other illegal or improper activities on a timely basis, which may lead to criminal and, or, regulatory proceedings against us which could have a material adverse effect on our reputation, business operations, financial condition and results of operation.***

We are required to comply with applicable anti-money laundering laws and regulations. These laws and regulations require financial institutions to establish sound internal control policies and procedures with respect to anti-money laundering monitoring and reporting activities. Such policies and procedures require us to, among other things, establish or designate an anti-money laundering framework, conduct client identification in accordance with relevant rules, duly preserve client identity information and transaction records and report suspicious transactions to relevant authorities.

We deal with a large number of clients and continuously onboard new clients including through our Authorised Persons and handle large volumes of monetary transactions. While we comply with applicable laws while onboarding our clients and with regard to preservation of records, and believe that we have put in place robust systems and oversight mechanisms, and there have been no instances of misuse of our operations for money laundering or other illegal activities, we cannot assure you that we will be able to preclude misuse of our operations by malfeasant entities or that we will be able to identify money laundering and other illegal activities in a timely manner or at all.

If the controls and measures implemented for detecting or eliminating money laundering or other improper or illegal trading activities are considered inadequate under applicable laws and regulations by

any regulatory, governmental or judicial authority, we may be subject to penal action, freezing or attachment of our assets, imposition of fines, or both. We cannot assure you that the controls and measures implemented by us are adequate to detect or eliminate instances of money laundering or illegal trading activities in a timely manner or at all. Any such lapse may adversely affect our reputation, business operations, financial condition and results of operations.

25. ***Regulatory, legislative or self-regulatory developments regarding privacy and data security could adversely affect our ability to conduct our business and impact our financial condition. Further, we face substantial legal and operational risks in safeguarding personal information and it may not be possible to completely eliminate the risk of security breaches.***

Our business is subject to complex and evolving laws and regulations, including laws governing the privacy and protection of personal information of individuals. The protected parties include:

- our clients;
- our Authorised Persons;
- our employees; and
- employees of our intermediaries, counterparties, vendors and other third parties.

The acquisition and secure processing, transmission and storage of sensitive, personal, confidential and proprietary information are critical elements of our operations, including our trading, clearing and settlement, and research businesses. We are exposed to significant risks related to data protection and data security due to, among others, our electronic broking platform involving extensive data transmission and processing, our reliance on licensed technologies and outsourced employees for some of the key components of our IT systems and their maintenance. Moreover, privacy and data protection laws constantly evolve and complying with additional requirements could increase our operational costs, affect product development and require significant oversight which could affect operational efficiencies.

Our information security, including the security of our IT systems and back-office operations, are managed by us directly, and through our related parties. In particular, we rely on one of our related parties for software development and activities including for carrying out KYC verification. We rely on our in-house security systems and employees, and those of certain third-party vendors and service providers in conducting our operations. Those technologies, systems and networks may become the target of cyber-attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of our or our clients' confidential, proprietary and other information, identity theft or disruptions of and errors within our systems. Data security breaches may also result from fraud, other misconduct or lack of adequate safeguards by our employees, third-party vendors, business associates, and clients, clerical and recordkeeping errors or other unintentional accidents caused by any of these parties, all of which could harm our reputation and subject us to regulatory action or claims for damages.

We cannot assure you that our existing security measures will prevent all security breaches, intrusions or attacks. A party, whether internal or external, that is able to circumvent our security systems could have access to confidential information or cause significant disruptions to our systems. Security breaches or attacks could result in our competitors obtaining strategically important information about us and give them a competitive advantage over us and could cause us reputational harm or lead to regulatory sanctions, litigation and, or, loss of business. Further, with the evolving nature of technology and the threats thereto, we may need to expend significant resources to protect against security breaches, intrusions, attacks or other threats or to address problems including reputational harm and litigation, caused by breaches.

Furthermore, we cannot ensure that all of our clients, intermediaries, vendors, counterparties and other third parties have appropriate controls in place to protect the confidentiality of the information exchanged between them and us, particularly where information is transmitted by electronic means. We could be exposed to litigation or regulatory fines, penalties or other sanctions if personal, confidential or proprietary information of clients, intermediaries, employees or other third parties were to be mishandled or misused, such as situations where such information is:

- erroneously provided to parties who are not permitted to have the information; or
- intercepted or otherwise compromised by third parties.



Any failure in our system or any security breach including theft of data, whether internal or external, on our system may have a significant impact on our business operations. Such failure of our system or security breach may also result in the loss of information and personal data that we have collected and stored. For instance, between September 27, 2024 and September 30, 2024, an unknown person breached our computer network and obtained the KYC records of approximately 0.16 million clients, in addition to causing a loss of ₹ 5.7 million (plus GST) to our Company, for which we have filed a complaint with the relevant police authorities. There can be no assurance that security measures taken by us will be sufficient to prevent security breaches. Further, our Company may be subjected to additional costs in the event of any security breach and consequent loss of personal data or may be subjected to legal proceedings, the outcome of which may have an adverse effect on the revenue.

26. ***Our Corporate Promoter has pledged 29.75% of its equity shareholding in our Company. If the pledge is invoked its shareholding and control over our Company could be reduced to that extent***

As on date of this Draft Red Herring Prospectus, ARFSL, our Corporate Promoter has pledged 13,195,293 Equity Shares aggregating 29.75% of our total Equity Share Capital, (**Pledged Shares**). We cannot assure you that if or when the pledge will be released. If the pledge is invoked for any reason, our Corporate Promoter's shareholding and control over the Company in our Company will be reduced to that extent. Further, if the pledge against all the Pledged Shares is invoked it could result in a change in control of our Company.

27. ***If research reports disseminated by us contain errors, then it could have a material adverse effect on our business, financial condition or results of operations.***

As of September 30, 2024, our research team comprises 60 employees and covers 318 companies across sectors. Our research team provides our clients with research covering recommendations on various quantitative and qualitative research requirements relating to the securities markets such as equity fundamentals, derivatives, commodities, and mutual funds, in addition to macroeconomic or industry-related research. Research analysts and the report generated are subject to the applicable SEBI framework. Although, we exercise due care and caution prior to issuing research recommendations and we comply with applicable law, the accuracy, adequacy or completeness of such information cannot be guaranteed *inter alia* because our research report and the recommendation contained therein are based on information obtained from third party sources and information that is generally available in the public domain. Errors or omissions in the information or for the results obtained from the use of such information may cause our research findings to be incorrect. Further, certain industry and market data may be subject to assumptions, and methodologies for assumptions vary widely among different data sources. Additionally, such assumptions may change due to various factors which are beyond our control. Accordingly, there can be no assurance that our assumptions, or those relied upon by us, will be accurate or that such assumptions will not change – any such change could affect the accuracy of our research findings. While there have been no instances in the immediately preceding 3 Fiscals and in the 6 months ended September 30, 2024, inaccurate research report or recommendations may expose us to client complaints, have a materially adverse effect on our brokerage and distribution businesses, and may subject us to regulatory action which may harm our reputation, which could subsequently have a material adverse effect on our business, financial condition or results of operations.

28. ***We are heavily reliant on our Promoters, Key Managerial Personnel, and Senior Management. Failure to retain or replace them will adversely affect our business.***

The success of our business operations is attributable to our Promoters, Key Managerial Personnel and Senior Management. We believe that the experience of our Promoters, our Key Managerial Personnel and Senior Management team has enabled us to experience consistent growth and profitability as well as a robust liquidity and capital position. We benefit from the strategic vision, expertise and experience of our Promoters and our Executive Directors who continue to be integral to our operations, growth and profitability. Our business is also benefitted by the brand image and the goodwill enjoyed by the Anand Rathi group.

Our ability to sustain our growth depends upon our ability to attract and retain key personnel, developing managerial experience to address emerging business and operating challenges and ensuring a high standard of client service. The trust and confidence our clients place in us are largely a reflection of the skills, reputation, and leadership provided by our Key Managerial Personnel, senior management and, given that relationship management has been one of the cornerstones of our client acquisition and retention model, our relationship managers also are an important aspect of our success. The following

table sets forth the attrition rate of our KMP (excluding our Chairman and Managing Director and Whole Time Directors) and senior management for the periods indicated below:

Particulars	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total number of KMP and senior management	9	10	9	7
Attrition rate of KMP and senior management* (%)	10.53%	Nil	12.50%	Nil

\* Attrition rate has been calculated as the number of employees who have resigned during the period, divided by the number of employees at the end of the period.

To further strengthen our retention of key employees and directors, we have put in place an employee stock option (ESOP) scheme (ESOP Scheme 2023) as amended and approved on November 15, 2024. For further information relating to our ESOP Scheme, see 'Capital Structure - Employee stock options scheme' on page 133.

If we are unable to retain our existing pool of KMP and senior management, unable to hire additional qualified personnel, our ability to expand our business will be impaired and our results of operations could be adversely affected.

29. ***We face certain risks related to our distribution business including a reduction in commission paid to us which may have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.***

We distribute financial products issued by third-party institutions, including through our digital and online platforms. These financial products include mutual funds and portfolio management services, for which we have entered into agreements with the relevant third-party entities. The structure of third-party products that we distribute and services that we refer clients to may be complex and involve various risks, including credit risks, interest risks, liquidity risks and other risks. Further, we do not have any control over the performance of these products or the management of the third-party entities which issue these products. In the 6 months ended September 30, 2024 and in Fiscal 2024, Fiscal 2023, and Fiscal 2022, our revenue from the sale of third-party products was as set out in the table below.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations	Revenue (in ₹ million)	% of revenue from operations
Mutual Fund commission income	160.80	3.64%	185.33	2.72%	145.17	3.10%	112.49	2.66%
Income from sale and distribution of financial products	80.25	1.82%	154.66	2.27%	191.72	4.10%	167.51	3.96%
Referral commission income	79.50	1.80%	124.59	1.83%	95.36	2.04%	39.86	0.94%
<b>Total</b>	<b>320.55</b>	<b>7.26%</b>	<b>464.58</b>	<b>6.82%</b>	<b>432.25</b>	<b>9.24%</b>	<b>319.86</b>	<b>7.56%</b>



We face certain other risks in relation to our distribution business, including:

- any adverse change in the relationship with a third-party provider or decrease in distribution commissions which are generally set by the third-party providers whose products and services we distribute;
- regulatory changes affecting distribution arrangements, including commission levels; and
- changing client preferences with respect to products that we distribute.

Further, clients may choose to directly buy financial products from the third-party entities, without routing such purchases through us. Any or a combination of the above risks could have a material adverse effect on our business, financial condition and results of operations.

While as a third-party distributor, we are not directly liable for any investment loss from, or default of, the products we distribute to our clients, we may be subject to client complaints, litigation and regulatory investigation, which could have an adverse effect on our reputation and business. For example, we may not be able to identify and quantify the risks of these products, fail to identify fraudulent, inaccurate or misleading information from the third-party provider, and our sales employees may fail to disclose such risks to our clients, in which case, our clients may invest in financial products that are too risky for their risk tolerance and investment preference, and may suffer a significant loss. This may also subject us to client complaints and litigation and negatively affect our reputation, client relationships, results of operations and business prospects. Please also see risk factor “*We could be subject to claims by clients or actions by regulators or both for alleged mis-selling.*” on page 47.

30. ***We have in the past entered into related party transactions and may continue to do so in the future, and there can be no assurance that we will not achieve more favourable terms if such transactions are not entered into with related parties.***

We have in the ordinary course of business entered into transactions with related parties in the past and from time to time, we may enter into related party transactions in the future including availing of unsecured loans. While we believe none of such transactions are prejudicial to the interests of our Company, all such transactions have been conducted on an arm’s length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties.

The table below provides details of our aggregate amount of related party transactions (income) and as a percentage of our revenue from operations for the 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Aggregate amount of related party transactions (income) ( <i>₹ million</i> )	137.72	221.72	147.42	162.24
Revenue from operations ( <i>₹ million</i> )	4,417.18	6,817.88	4,678.26	4,233.65
Aggregate amount of related party transactions (income) as a % of revenue from operations	3.12%	3.25%	3.15%	3.83%

The table below provides details of our aggregate amount of related party transactions (expenses) and as a percentage of our total expenses for the 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particulars	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Aggregate amount of related party transactions (expenses) (₹ million)	623.29	856.90	523.69	465.06
Total Expenses (₹ million)	3,563.17	5,678.57	4,177.12	3,601.93
Aggregate amount of related party transactions (expenses) as a % of Total Expenses	17.49%	15.09%	12.54%	12.91%

Further, set out below are instances in the 6 months ended September 30, 2024 and the immediately preceding 3 Fiscals, where any of our related party transactions constituted more than 10% of the total transactions of similar nature.

*6 months ended September 30, 2024*

Type of transaction	6 months ended September 30, 2024		
	Transaction with related parties (in ₹ million)	Aggregate amount of the transaction (in ₹ million)	% of related party transaction
Brand charges paid	15.35	15.35	100.00%
Business support charges paid	168.64	168.64	100.00%
Fees received	63.64	79.50	80.06%
Insurance charges recovered	63.61	63.61	100.00%
Interest paid (includes interest on debt securities & lease obligations)	201.74	603.07	33.45%
Purchase of debentures & bond	744.17	744.17	100.00%
Redemption of debentures & bond	139.16	139.16	100.00%
Remuneration paid to KMP	204.24	1,319.13	15.48%
Rent income	1.58	1.58	100.00%
Rent paid	32.60	148.66	21.93%
Software	7.56	16.03	47.13%
<b>Grand total</b>	<b>1642.28</b>	<b>3298.88</b>	<b>49.78%</b>

*Fiscal 2024*

Type of transaction	Fiscal 2024		
	Transaction with related parties (in ₹ million)	Aggregate amount of the transaction (in ₹ million)	% of related party transaction
Brand charges paid	34.14	34.14	100.00%
Business support charges paid	266.13	266.13	100.00%
Business support income/ recoveries	3.24	3.24	100.00%
Fees received	107.32	124.59	86.14%
Insurance charges recovered	50.04	50.04	100.00%
Interest paid (includes interest on debt securities & lease obligations)	289.01	876.77	32.96%

Type of transaction	Fiscal 2024		
	Transaction with related parties (in ₹ million)	Aggregate amount of the transaction (in ₹ million)	% of related party transaction
Marketing support charges received	27.50	54.64	50.33%
Purchase of debentures & bond	1,051.92	1,051.92	100.00%
Redemption of debentures & bond	1,087.75	1,087.75	100.00%
Rent income	3.35	3.35	100.00%
Rent paid	64.26	260.46	24.67%
Rights issue of shares	500.01	500.01	100.00%
Software	12.66	27.85	45.48%
Loans repaid to	8,289.10	30,766.56	26.94%
Loans taken from	12,039.10	35,991.34	33.45%
<b>Grand total</b>	<b>23,825.54</b>	<b>71,098.78</b>	<b>33.51%</b>

*Fiscal 2023*

Type of transaction	Fiscal 2023		
	Transaction with related parties (in ₹ million)	Aggregate amount of the transaction (in ₹ million)	% of related party transaction
Brand charges paid	23.43	23.43	100.00%
Business support charges paid	135.68	136.93	99.09%
Business support income/ recoveries	16.17	16.17	100.00%
Fees received	41.64	95.36	43.67%
Insurance charges recovered	28.28	28.28	100.00%
Interest paid (includes interest on debt securities & lease obligations)	115.39	393.79	29.30%
Marketing support charges received	31.67	60.43	52.42%
Purchase of debentures & bond	1,133.63	1,133.63	100.00%
Redemption of debentures & bond	1,864.83	1,864.83	100.00%
Remuneration paid to KMP	173.84	1,672.81	10.39%
Rent income	0.66	0.66	100.00%
Rent paid	73.34	199.05	36.85%
Software	8.70	19.27	45.16%
<b>Grand total</b>	<b>3,647.28</b>	<b>5,644.63</b>	<b>64.62%</b>

*Fiscal 2022*

Type of transaction	Fiscal 2022		
	Transaction with related parties (in ₹ million)	Aggregate amount of the transaction (in ₹ million)	% of related party transaction
Brand charges paid	19.09	19.09	100.00%
Business support charges paid	151.66	151.66	100.00%
Business support income/ recoveries	34.66	34.66	100.00%
Fees received	39.86	39.86	100.00%

Type of transaction	Fiscal 2022		
	Transaction with related parties (in ₹ million)	Aggregate amount of the transaction (in ₹ million)	% of related party transaction
Insurance charges recovered	19.42	19.42	100.00%
Interest paid (includes interest on debt securities & lease obligations)	113.29	271.05	41.80%
Marketing support charges received	44.27	53.76	82.34%
Purchase of debentures & bond	759.13	759.13	100.00%
Redemption of debentures & bond	1,608.97	1,608.97	100.00%
Rent income	0.66	0.66	100.00%
Rent paid	69.51	161.73	42.98%
Rights issue of shares	499.24	499.24	100.00%
<b>Grand total</b>	<b>3,359.76</b>	<b>3,619.24</b>	<b>92.83%</b>

For further information on our related party transactions, see 'Summary of the Issue Document – Summary of Related Party Transactions' and 'Restated Consolidated Financial Information - Note 43 Related Party Disclosure' on page 310.

Further, it is likely that we may enter into additional related party transactions in the future. While such related party transactions will be undertaken in accordance with the applicable requirements under the SEBI Listing Regulations, and there have been no conflicts of interest in the current Fiscal and the immediately preceding 3 Fiscals we cannot assure you that we will be able to address such conflict of interest in future. For further detail, see 'Risk Factor - Some of our Group Companies and some of our directors are associated with companies which operate in a similar line of business as our Company, which may lead to competition with these entities and could potentially result in a loss of business opportunity for our Company.' on page 71.

31. ***Our financial performance is subject to interest rate risk, and an inability to manage our interest rate risk may have a material adverse effect on our business prospects, financial condition and results of operation.***

Interest rates are highly sensitive and fluctuate based on many factors which are beyond our control, including the monetary policies of the RBI, de-regulation of the financial services sector in India, domestic as well as international economic and political conditions, inflation and other factors.

Our results of operations, including our interest income from margin funding are dependent on our ability to manage our interest rate risk. Our funding arrangements also include both fixed and floating rate borrowings. As on September 30, 2024, 34.33% and 65.67% of our outstanding debt was on fixed and floating rates of interest, respectively. Our finance costs in the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, are set out below.

Particulars	For 6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Finance costs (₹ million)	649.54	965.40	494.60	373.01
Finance costs as a % of revenue from operations	14.70%	14.16%	10.57%	8.81%

Further, we charge interest at a fixed rate in our Margin Funding Business, which generated revenues of ₹ 554.63 million, ₹ 759.25 million, ₹ 542.16 million and ₹ 328.66 million in the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. Any volatility resulting in an increase in interest rates may adversely affect our business due to, amongst others,

reducing profitability margin on our financing products. In the event of a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, it could adversely impact our interest income from financing activities and net interest margin. Additional risks arising from increasing interest rates, among others, include a reduction in the number of clients availing of margin funding and an increase in defaults on margin funded facilities. Further, interest rates may also affect our clients' investment profile and high interest rates may reduce the attractiveness of equity or equity-linked investments of our clients.

There can be no assurance that we will be able to adequately manage our interest rate risk. If we are unable to effectively manage our interest rate risks, it could have an adverse effect on our business prospects, financial condition and results of operations.

32. ***Our consolidated revenue has grown significantly in the recent past, and our continued growth is dependent on our ability to effectively implement our business strategies. Any slowdown in our growth, whether in absolute terms or relative to industry trends could adversely affect our market position and a loss of our market position could adversely affect our ability to sustain our growth.***

Our revenue from operations grew at a CAGR of 26.90% between Fiscal 2022 and Fiscal 2024. Our revenue from operations during the 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 was ₹ 4,417.18 million, ₹ 6,817.88 million, ₹ 4,678.26 million and ₹ 4,233.65 million, respectively. Our continued growth will be dependent on our ability to effectively and efficiently implement our business strategies. In addition, our growth is dependent on various factors including competitive pressures, and our ability to *inter alia* increase our average revenue per client, augment and diversify our client base, and improve our digital capabilities. For further details please see 'Our Business – Strategies' on page 212. Sustained growth may place significant demands on our administrative, operational and financial resources, which we may be unable to handle. Our growth will also depend on external factors affecting the Indian securities markets. For further details see risk factor *Any downturn or disruption in the securities markets, which are affected by general economic and market conditions in India and globally, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects* on page 36. Any slowdown in our growth, whether in absolute terms or relative to industry trends could adversely affect our market position and a loss of our market position could adversely affect our ability to sustain our growth.

33. ***We depend on the accuracy and completeness of information about clients and counterparties for our business. Any misrepresentation, errors in or incompleteness of such information could adversely affect our business and financial performance.***

We rely significantly on the information furnished to us by, or on behalf of, clients (including in relation to their financial transactions and past credit history) for various aspects of our business operations, such as new client enrolment, appointing new Authorised Persons and servicing our clients. We may also rely on certain representations from our clients as to the accuracy and completeness of the information provided by them. We may receive inaccurate or incomplete information as a result of inadvertence, negligence or deliberate misrepresentation. Our risk management measures may not be adequate to prevent such activities or detect inaccuracies in such information in a timely manner, or at all, which may expose us risks including pertaining to allegations of fraud, money laundering etc, and expose us to regulatory and criminal proceedings, which may adversely affect our reputation, business prospects, financial condition and results of operations.

34. ***Downgrading of our credit rating could adversely affect our results of operations and financial condition***

We have, and will continue to incur, a significant amount of indebtedness in the ordinary course of our business. We obtain credit ratings for our debt facilities – set out below are our credit ratings obtained in the last 3 Fiscals.

Particulars	Nature of facility	Rating	Definition of ratings*
March 27, 2024	Long term bank facilities	CARE A- Stable	Securities with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations.


Particulars	Nature of facility	Rating	Definition of ratings*
			Such securities carry low credit risk.
	Short term facilities	CARE A1	Securities with this rating are considered to have very strong degree of safety regarding timely payment of financial obligations. Such securities carry lowest credit risk.
February 16, 2023	Long term bank facilities	CARE BBB+ Stable	Securities with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such securities carry moderate credit risk.
	Short term bank facilities	CARE A2+	Securities with this rating are considered to have strong degree of safety regarding timely payment of financial obligations. Such securities carry low credit risk.
December 7, 2023	Short term facilities	CARE A1	Securities with this rating are considered to have very strong degree of safety regarding timely payment of financial obligations. Such securities carry lowest credit risk.
	Non-fund based long term bank loans	BWR A2+	Instruments with this rating are considered to have a strong degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.
November 3, 2023 and December 7, 2023	Fund based long term bank loans	BWR BBB- /Stable/Migration to issuer not cooperating*/Downgrade	Instruments with this rating are considered to have a moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.
	Non-fund based short term bank loans	BWR A3/Migration to issuer not cooperating/ Downgrade	Instruments with this rating are considered to have a moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.
August 3, 2022	Fund based long term bank loans	BWR BBB+/Stable/Reaffirmed	Instruments with this rating are considered to have a moderate degree of safety

Particulars	Nature of facility	Rating	Definition of ratings*
			regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.
	Non-fund based short term bank loans	BWR A2+/Reaffirmed	Instruments with this rating are considered to have a strong degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

\* According to the respective rating agencies.

Any downgrading of our credit rating may adversely affect our ability to borrow debt funds or increase the cost of our debt funding.

35. ***Our business is significantly linked to the strength of the Anand Rathi group brand name which we are permitted to use. Any dilution of the brand, would adversely affect our business and financial condition. Further, inability to obtain or protect our intellectual property rights may adversely affect our business.***


We rely heavily on the brand value and reputation of the Anand Rathi group brand name which has a diverse range of financial services business under its umbrella. We are permitted to use the brand name 'Anand Rathi' for legitimate business purposes pursuant to a brand usage letter dated March 11, 2019, issued by ARFSL, our Corporate Promoter for which we pay brand usage charges based on our profit before tax and gross revenue, calculated in the prescribed manner. The trademark  has been registered by ARFSL. Our use of the brand is subject to the continued permission to use it. Set out below are our expenses towards brand charges paid to ARFSL.

Particulars	For the 6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	% of revenue from operations	Amount (in ₹ million)	% of revenue from operations	Amount (in ₹ million)	% of revenue from operations	Amount (in ₹ million)	% of revenue from operations
Brand charges	15.35	0.35%	34.14	0.50%	23.43	0.50%	19.09	0.45%

Our success depends in part on our ability to leverage the strength of the Anand Rathi group brand name. Any harmful effect on the Anand Rathi group brand name, due to an adverse change among clients with regard to the perceived service quality of other companies in the Anand Rathi group, its credibility or financial viability, or any other factor affecting the brand could cause clients to be less interested in our products and services. If the strength of the Anand Rathi group brand name is diluted for any reason, our business and financial condition may be adversely affected. If we unable to use the brand for any reason whatsoever our business, results of operation and financial condition may be adversely affected.

Further, as on the date of this Draft Red Herring Prospectus, our Company has made an application for



registration of trademark and , which are currently objected. In the absence of registration of these trademarks, our ability to protect our intellectual property may be diluted to such extent, and could adversely affect our reputation and business which could in turn adversely affect our financial performance and the market price of Equity Shares. We also cannot assure you that these trademarks which are objected, will be registered in our name, and we will continue to enjoy uninterrupted use of these trademarks. Any claim of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending, and resolving such claims, and may divert the efforts and attention of our

management and technical personnel away from our business. Our inability to obtain or maintain our trademarks in our business, could adversely affect our reputation, goodwill, business prospectus, and results of operations. Further, these applications are made in India under the provisions of the Trade Marks Act, 1999. Accordingly, upon registration, our Company will only be able to protect its rights in relation to these marks in India only. There can be no assurance that our rights to use such marks will be equally protected in any jurisdiction outside India

We also cannot assure you that ARFSL will renew the trademark registration or that we will continue to be permitted to use the brand. Further, the use of the brand name or logo by third parties or any adverse impact on the brand could adversely affect our reputation and business, which could, in turn, adversely affect our financial performance. We may also be susceptible to claims from third parties asserting infringement and other related claims. Since the 'Anand Rathi' brand is not owned by us, our ability to take steps to protect the unauthorised use of the brand is limited. Any of the foregoing could adversely affect our business, results of operations, cash flows and financial condition.

36. ***We face various risks due to our reliance on third-party intermediaries, vendors and service providers. If these risks materialise it may result in litigation or regulatory action against us, which may have a material adverse effect on our business, reputation, financial condition and results of operations.***

We rely on third parties, such as stock exchanges, clearing houses and other financial intermediaries to facilitate our financial transactions. In addition, we rely on other third-party entities, as may be applicable, to help distribute our products. We are exposed to various risks related to the business of such third parties, including the following:

- fraud or misconduct, including mis-selling, by such third parties;
- operational failure of such third parties' systems;
- adverse change or termination in our relationship with such third parties;
- failures in legal or regulatory compliance, inadequate due diligence in sales process, or inadequate controls, including KYC checks (which in our case are undertaken by a related party entity) by such third parties;
- regulatory changes relating to the operations of such third parties;
- violation of laws and regulations, including those relating to licensing or registration of sales intermediaries, by such third parties; and
- regulatory actions due to improper business practices of such third parties.

If any of the above risks materialise it may result in litigation or regulatory action against us, which may have a material adverse effect on our business, reputation, financial condition and results of operations. For further details, please see the section entitled "Outstanding Litigation and Material Developments" on page 367.

We also outsource certain of our operations to third-party service providers and rely on such third-party service providers for some of our operational needs. We cannot assure you that our third-party service providers or service providers will comply with regulatory requirements or meet their contractual obligations to us in a timely manner, or at all. Third-party service providers or service providers may breach the agreements they have with us because of factors beyond our control. They may also terminate or refuse to renew their agreements because of their own financial difficulties or business priorities, potentially at a time that is costly or otherwise inconvenient for us. In addition, if our third-party service providers or providers fail to operate in compliance with regulations or corporate and societal standards, we could suffer reputational harm by association, which could affect the 'Anand Rathi' brand, and would likely cause a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

We also rely on third parties to provide certain critical trading infrastructure and software. If the third parties upon which we rely cannot expand system capacity to handle increased demand, or if any of their systems fail to perform or experience interruptions, malfunctions, disruptions in service, slower response times or delays, then we could incur reputational damage, regulatory sanctions, litigation and loss of trading, any of which could materially adversely affect our business, financial condition and results of operations.



In addition, we license certain software and technology from third parties. Any premature termination of our license agreements or the loss of the ability to use such software or technology for any reason would have an adverse impact on our business and operations. Rapid changes in our industry or technology may also result in our licensed technologies being recalled or discontinuation of support for outdated products or services. Any deficiencies in the infrastructure used, or processes adopted, by such third parties could have a material adverse effect on our business, results of operations and prospects.

37. ***There are operational risks associated with our business activities which, if realised, may have a material adverse effect on our business, financial condition, cash flows, results of operations and growth prospects.***

We face various operational risks related to our business operations including:

- human and systems errors, including in the confirmation, entry or settlement of transactions, due to the complexity and high volume of transactions;
- deviations from defined processes and inadvertent errors;
- delay or failure to timely execute instructions or complete transactions including transactions pertaining to the transfer, pledge or un-pledge securities to and from depository participants;
- failure to establish and maintain an effective controls and compliance oversight over our employees;
- failure of technology in our processes, including risk management and settlement processes, causing errors or disrupting our operations;
- delay or disruption in timely completion of obligations by market and other intermediaries including banks, exchanges, depositories and other participants;
- failure of our complex automated risk management systems due to incorrect or inadequate algorithms;
- failure to comply with other applicable laws, regulations, accounting norms or regulatory policies; and
- inadequate due diligence, including with respect to client verification and KYC processes.

If any or a combination of the foregoing were to occur, it could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Additionally, we also face the risk of regulatory penalties from the exchanges or regulators for failures of routine operational processes. In the past, we have been penalised by the regulators and exchanges for non-compliance with regulations, rules and byelaws relating to operational failure, including in connection with cases of operational failures beyond our control, and we cannot assure you that such failures, consequent penalties will not be imposed in future. For certain instances of action against us by SEBI, please see 'Risk factor - We are subject to extensive statutory and regulatory requirements and supervision.' on page 40.

38. ***We have availed unsecured loans including from related parties which are unsecured and may be recalled at any time. If such loans are recalled we may need to find adequate funding to replace such loans which may not be available on commercially acceptable terms or at all.***

We have periodically availed of unsecured loans from various entities including related parties such as ARFSL, our Corporate Promoter, in the ordinary course of our business particularly for working capital. Set out in the table below are details of unsecured loans, based on our Restated Consolidated Financial Information.

Lenders	As on September 30, 2024		As on March 31, 2024		As on March 31, 2023		As on March 31, 2022	
	Amount (in ₹ million)	As a % of our total outstanding borrowing	Amount (in ₹ million)	As a % of our total outstanding borrowing	Amount (in ₹ million)	As a % of our total outstanding borrowing	Amount (in ₹ million)	As a % of our total outstanding borrowing
Related parties	636.50	5.98%	3,750.00	42.65%	Nil	-	597.45	21.68%
Non-related parties*	10,012.39	94.02%	5,042.43	57.35%	4,229.97	100.00%	2,157.77	78.32%

\* includes debt securities

Further, set out below are loans that we have availed of from, and repaid to, related parties in the 6 months ended September 30, 2024, and Fiscal 2024, Fiscal 2023 and Fiscal 2022 based on our Restated Consolidated Financial Information.

(in ₹ million)

Particulars	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Loans taken from related parties	2,584.10	12,039.10	4,066.55	12,181.37
Loans repaid to related parties	5,697.60	8,289.10	4,660.90	11,584.14
Fixed deposits placed by our Corporate Promoter with various banks against loans granted to our Company.	3505.00	Nil	Nil	Nil
Fixed deposits placed by our Fellow Subsidiary with various banks against loans granted to our Company.	Nil	Nil	1,600.00	1,606.00

These loans may be recalled at any time, and if such loans are recalled we may need to find adequate funding to replace such loans which may not be available on commercially acceptable terms or at all. For further details, see 'Restated Consolidated Financial Information – Note 20 Borrowings' and 'Restated Consolidated Financial Information – Note 43 Related Party Statements' on pages 300 and 310, respectively.

39. ***Objects of the Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval.***

We propose to use the Net Proceeds towards working capital requirements and general corporate purposes. For details, see "Objects of the Issue" on page 138. The proposed deployment of Net Proceeds has not been appraised by any bank or financial institution or other independent agency and is based on internal management estimates based on current market conditions and historic level of expenditure. Any variation in the utilization of the Net Proceeds may be on account of a variety of factors such as our financial condition, business and strategy and external factors such as market conditions and the competitive environment in which we operate, which may not be within the control of our management, and would be subject to various other approvals, which include obtaining prior approval of the Shareholders of the Company and applicable law. Various risks and uncertainties, including those set forth in this "Risk Factors" section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. Accordingly, the use of the Net Proceeds to fund our growth and for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

40. ***We have a large pool of employees and employee benefits expense is a significant portion of our total expenses. Also, our operations could be adversely affected by strikes or increased wage demands by our employees which could adversely affect our operations and our profitability.***

We operate in a human resource intensive industry and if our relationship with our employees deteriorates, we may experience labour unrest, strikes or work stoppages. While we consider our current employee relations to be good, and we have no trade unions in our Company, we cannot assure you that we will not experience disruptions at work due to disputes or other problems with our work force, which may adversely affect our ability to perform our obligations under our contractual arrangements. Any disputes may also result in disruptions in our operations, which may adversely affect our business and results of operation. In addition, disputes with our employees could also impact our reputation. While we have not faced any significant disputes with our employees, as a collective, we cannot assure you that there will be no such issue in future.

We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to the ever-evolving regulatory environment, internal controls and risk management procedures. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, require additional hiring, reduce the quality of client service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us.

As on September 30, 2024, our Company's work force comprised 1,985 permanent employees including our KMP and senior management. Set out below are the details of our employee benefits expense during the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022:

Particular	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Employee benefits expense (in ₹ million)	1,379.68	2,148.21	1,690.96	1,444.74
Employee benefits expense (as a % of total revenue from operations)	31.23%	31.51%	36.15%	34.13%

Further, set out below are the details of the attrition rate of our permanent employees in the 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Particulars	During the 6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Employee attrition (no. of employees)	413	824	682	509
Attrition rate* (%)	21.41%	45.54%	42.24%	38.00%

\* Attrition rate has been calculated as the number of employees who have resigned during the period, divided by average number of employees for the period

41. ***The average cost of acquisition of Equity Shares by our Promoters, including the 12 months preceding the date of this Draft Red Herring Prospectus may be lower than the Issue Price.***

Our Promoters have acquired the Equity Shares over a period of time and, consequently, the average cost of acquisition of Equity Shares by our Promoters may be lower than the Issue Price. Further, on March 5, 2024, we allotted 4,032,308 Equity Shares on rights basis at a price of ₹ 124.00 per Equity Share (including a premium of ₹ 119.00 per Equity Share). Set out below is the average cost of acquisition of Equity Shares by our Promoters:

Promoter	Number of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹)
Anand Rathi Financial Services Limited <sup>^</sup>	44,355,408	41.94

<sup>^</sup>Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our

Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.

42. ***Our Company may have issued Equity Shares during the preceding one year at a price lower than the Issue Price.***

Our Company has issued Equity Shares at a price that may be lower than the Issue Price during a period of 1 year preceding the date of this Draft Red Herring Prospectus. For further details please see ‘Capital Structure - Equity Share capital history of our Company’ on page 102.

43. ***Any increase in or materialisation of our contingent liabilities could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.***

We have certain contingent liabilities in our Restated Consolidated Financial Information. Set out below are the contingent liabilities as on September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

(in ₹ million)

Particulars	As on				
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	
Other money for which the company is contingently liable.					
(b) Bank guarantees obtained in favour of exchanges	3,750.90	3,504.40	5,950.00	5,200.00	
Claims against the company not acknowledged as debt					
(b) Cases against our Company by clients	8.31	18.84	11.15	11.78	
Particulars of statutory dues	Period related to which it is due				
GST liability	Fiscal 2019	8.42	11.14	-	-
	Fiscal 2020	1.76	3.62	-	-
	Fiscal 2021	0.06	2.27	-	-
Income tax liability	Fiscal 2016	12.55	13.29	-	-
	Fiscal 2018	1.04			
	Fiscal 2019	0.85			
	Fiscal 2020	1.30			
	Fiscal 2021	0.52			
Service tax liability	July 2012 to March 2017	-	-	114.93	114.93

While most of these contingent liabilities have been incurred in the normal course of business, if these were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition. For further details, see ‘Restated Consolidated Financial Information – Note 41 Contingent Liabilities’ on page 309. Further, we cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future.

44. ***If we are subject to any frauds, theft, or embezzlement by our employees, Authorised Persons or others we are associated with, it could adversely affect our reputation, results of operations, financial condition and cash flows.***

Our operations may be subject to incidents of fraud, theft or embezzlement by our employees, Authorised Persons or other persons we are associated with. While there has not been any instance of material fraud, theft, or embezzlement in the 6 months ended September 30, 2024 and in the immediately preceding 3 Fiscals, we cannot assure you that we will not experience any fraud, theft, embezzlement or similar incidents in the future, which could adversely affect our financial condition and business. Further, if these acts are directed at our clients or the funds of our clients or other third parties, we may be subject to

criminal and other proceedings, which could adversely affect our reputation, results of operations, financial condition, and cash flows.

45. ***We have incurred negative net cash flows from operating activities in Fiscal 2022. Negative net cash flows could have an adverse impact on our growth prospects.***

Set out below are our cash flows in the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022.

(₹ in million)

Particulars	For the 6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash flow from operating activities (A)	5,147.41	1,869.12	151.48	(166.64)
Net cash from investing activities (B)	(5,845.44)	(5,992.50)	(1,366.63)	(789.19)
Net cash flow from financing activities (C)	1,253.39	4,185.69	1,080.96	1,116.06
Cash and cash equivalents closing balance	910.11	353.90	288.58	422.51

As noted above, we incurred negative cash flows from operating activities in Fiscal 2022 of ₹ 166.64 million. This was due to lower net profit before tax coupled with *inter alia* an increase loans granted of ₹ 1,997.27 million partially offset by increase in trade payables of ₹ 982.36 million. Further, we also incurred negative cash flows as set out above from our investing activities. While our operating activities generated positive cash flows in Fiscal 2023 and Fiscal 2024 and in the 6 months ended September 30, 2024, we cannot assure you that we will continue to be able to generate positive cash flows from our operating activities. For further details please “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Cash flows*” on page 360.

46. ***Our Company has not declared dividends in the immediately preceding 3 Fiscals and the current Fiscal. We cannot assure you that our Company will be in a position to pay dividends in the future. Our Company’s ability to pay dividends in the future will depend on our Company’s future results of operations, financial condition, cash flows and working capital requirements.***

Our Company has not declared any dividend in immediately preceding 3 Fiscals and the current Fiscal. In terms of our dividend policy our Company will pay dividends in future depending on a variety of factors including (i) profits for the year and future outlook of our Company; (ii) working capital needs and operating cash flow of our Company; (iii) capital expenditure requirements of our Company; (iv) our investment plans and related cash utilisation; (v) past dividend trends; (vi) regulatory constraints impacting business, bank interest rate on surplus funds, dividend pay-out ratios of the peer companies, macro-economic factors and general business environment, and any other factors that our Board may deem fit. Further, our Promoters will continue to hold a significant portion of our post-Issue paid-up Equity Share capital and will have a significant ability to control the payment and, or, the rate of dividends. Additionally, 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. Therefore, we cannot assure you that our Company will be able to declare dividends, of any particular amount or with any frequency in the future. For further details see ‘*Dividend Policy*’ on page 274.

47. ***Some of the properties from which we operate our business have been taken on leave and license basis / rent. We cannot assure you that the leave and license, and, or rent agreements will be renewed upon termination or that we will be able to obtain other premises on similar commercial terms.***

We do not own the premises on which a number of our offices, including our Registered Office, are situated. Our Registered Office has been taken on leave and license basis from one of our Group Companies. For details of our properties, see ‘*Our Business – Property*’ on page 222. During the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, our rent expenses were as follows.

Particulars	For 6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Rent expenses (₹ million)	67.70	135.44	114.27	125.03
Rent expenses as a percentage of revenue from operations	1.53%	1.99%	2.44%	2.95%

We cannot assure you that we will have the right to occupy these premises in the future, or that we will be able to continue with the uninterrupted use of these premises, including due to any non-compliance by, or disputes as to title of, the counter-party which may impair our operations and adversely affect our financial condition. We cannot assure you that we will be able to renew the leave and license / rent agreements in a timely manner or at all. Further, identification of a new location to house our operations and relocating our offices to the new premises may place significant demands on our senior management and other resources and also involve us incurring significant expenditure. Any inability on our part to timely identify a suitable location for a relocated office could have an adverse impact on our business.

48. ***Certain sections of this Draft Red Herring Prospectus include information from the CARE Report which has been commissioned and paid for by the Company in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

This Draft Red Herring Prospectus includes industry related information that is derived from the report entitled 'Broking Industry in India' dated December 2024 (**CARE Report**) prepared and issued by CARE. CARE has been appointed pursuant to engagement letter dated September 16, 2024, and the CARE Report has been exclusively commissioned and paid for by us in connection with the Issue, with the express purpose of including such information in this Draft Red Herring Prospectus. Our Company, our Promoters, and our Directors are not related to CARE. The CARE Report is a paid report and is subject to various limitations, based on data that has been obtained from multiple sources and based upon certain estimates, projections, forecasts and assumptions that are subjective in nature.

49. ***Our Promoters, Directors, Key Management Personnel and Senior Management are interested in our Company other than reimbursement of expenses or normal remuneration or benefits which may result in a conflict of interest with us.***

Our Promoters, some of our Directors, Key Managerial Personnel and Senior Management may be regarded as having an interest in us other than reimbursement of expenses incurred and normal remuneration or benefits. Our Promoters and certain Directors may be deemed to be interested to the extent of Equity Shares held by them as well. Additionally, our Directors, KMP and Senior Management may be deemed interested to the extent of ESOPs granted to them and the Equity Shares that may be issued pursuant to the exercise of the ESOPs granted after completion of the vesting period. We cannot assure you that our Promoter, Directors, our Key Managerial Personnel and Senior Management will exercise their rights as Shareholders for the benefit, or in the best interests, of our Company. For further details, see 'Our Management' and 'Our Promoters and Promoter Group' on pages 240 and 260, respectively.

50. ***ARFSL, one of our Promoters will, even after the completion of the Issue, continue to be our largest Shareholder and can influence the outcome of resolutions, which may potentially involve conflict of interest with the other Shareholders.***

Currently, ARFSL, our Corporate Promoter, holds 100.00% Equity Share capital of our Company (including 2 Equity Shares each held by its nominees, viz., Anand Nandkishore Rathi, Pradeep Navratan Gupta and Priti Pradeep Gupta) and it will continue to hold the majority of our Equity Share capital after the completion of this Issue. Accordingly, our Promoters will continue to exercise significant influence over our business and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our constitutional documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments etc. We cannot assure you that the interest of our Promoters in any such scenario will not conflict with the interest of other Shareholders or with our interests. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business effectively or in the best interests of the other Shareholders of our Company.



Further, the sale of Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Also, the perception that any such sale may occur could also adversely affect the market price of the Equity Shares. We cannot assure you that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future or that such sale will not adversely affect the market price of the Equity Shares.

51. ***An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.***

Our operations are subject to various risks and hazards which may adversely affect revenue generation and profitability. While we believe that we have adequate safeguards in line with industry standards to protect our assets from various risks inherent in our business, including through relevant insurance cover, it is possible that our insurance cover may not provide adequate coverage in certain circumstances. Further, in certain kinds of insurance such as fire and burglary, and Directors and Officers liability insurance we are covered under the insurance policy purchased by ARFSL, our Corporate Promoter, which insurance is also shared with other entities within the group and is not specifically allocated to our Company. For details of our insurance, see 'Our Business - Insurance' on page 222. As of September 30, 2024, the aggregate coverage of the insurance policies obtained on our assets was ₹ 287.91 million.

Additionally, while we maintain shares and stock broker insurance we cannot assure you that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, we renew our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost or at all.

The table below provides details of the aggregate coverage of the insurance policies obtained by as a percentage of our total assets in the periods indicated:

Particulars	As on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Amount of insurable assets*	776.68	744.01	565.48	514.58
Aggregate coverage under the insurance policies (₹ million)	287.91	280.36	206.99	226.62
Insurance coverage (%)	37.07%	37.68%	36.60%	44.04%

\*Assets include investment property, property, plant and equipment, intangible assets under development, other intangible assets and Right of Use Assets.

To the extent that we suffer loss or damage for which we did not obtain or maintain insurance and, or, which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected. Since April 1, 2021, we have made 4 insurance claims, all of which were due to errors and omissions, of which 2 claims were partially approved by the insurer, 1 claim was withdrawn by us, and 1 claim for a loss of ₹ 4.94 million was repudiated as being inadmissible.

52. ***Some of our Group Companies and some of our directors are associated with companies which operate in a similar line of business as our Company, which may lead to competition with these entities and could potentially result in a loss of business opportunity for our Company.***

Anand Rathi Commodities Limited and Anand Rathi Wealth Limited, our Group Companies, also operate in a similar line of business to our Company and our Subsidiary. Further, Anand Nandkishore Rathi, one our Individual Promoters, and Pradeep Navratan Gupta, one of our Individual Promoters and our Chairman and Managing Director, are also on the board of directors of Anand Rathi Wealth Limited. For further details, please see 'Our Promoters and Promoter Group' and 'Our Group Companies' on pages 260 and 269, respectively. The interest of our Promoters may conflict with our interests or the interests of our Shareholders, and may favour these companies in certain situations, or not direct opportunities to

our Company. Any of the above may adversely impact our business, financial condition and results of operations.

53. ***Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, EBITDA margin, interest coverage ratio, net debt to EBITDA ratio, return on capital employed and return on equity 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.***

We have, in this Draft Red Herring Prospectus, included various operational and financial performance indicators and certain non-GAAP measures. Some of these measures may not be derived from our Restated Consolidated Financial Information and may not have been subjected to an audit or review by our Statutory Auditor, and each of which is a supplemental measure of our performance and liquidity and not required by, or presented in accordance with Ind AS, IFRS or U.S. GAAP. Further, such measures and indicators are not defined under Ind AS, IFRS, U.S. GAAP or other accounting standards, and, therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under such accounting standards. The manner in which such operational and financial performance indicators including industry-related statistical information are calculated and presented, and the assumptions and estimates underlying or used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions.

In addition, such measures are not standardised terms, hence a direct comparison between companies may not be possible. Other companies may calculate such measures differently from us, limiting the usefulness of such Non-GAAP measures as a comparative metric. Further, these measures should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the periods 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. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

54. ***Some of our group companies have incurred losses in the immediately preceding 3 Fiscals.***

Set out in the table below are details of certain of our group companies that have incurred losses in the immediately preceding 3 Fiscals.

(₹ in million)

<b>Particulars</b>	<b>Fiscal 2024</b>	<b>Fiscal 2023</b>	<b>Fiscal 2022</b>
Anand Rathi Commodities Limited	(9.70)	(0.87)	(0.77)
LXME Money Private Limited	(58.70)	(30.79)	(15.81)
Anand Rathi Advisors Limited	78.34	(30.57)	69.68
Ffreedom Intermediary Infrastructure Private Limited	7.30	(6.70)	8.65
Daman Ganga Textiles Private Limited	2.50	(0.11)	0.30
SEPTA Health Solutions Private Limited	(1.24)	7.79	12.76
TOPAZ Marketing & Business Solutions Private Limited	(0.84)	1.42	0.55

### ***External Risk Factors***

#### **Risk relating to India**

55. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Our results of operations and cash flows are significantly affected by factors influencing the Indian economy.

Factors that may adversely affect the Indian economy and, consequently, our results of operations, may include:

- high rates of inflation in India could increase our costs without proportionately increasing our



- revenue, and as such decrease our operating margins;
- high rates of interest could result in an increase in the cost of funds for us as well as our clients;
- any slowdown in economic growth or financial instability in India;
- any exchange rate fluctuations;
- any scarcity of credit or other financing, resulting in an adverse impact on economic conditions;
- prevailing income conditions among clients;
- volatility in, and actual or perceived trends in trading activity on, the relevant market's principal stock exchanges;
- changes in existing laws and regulations in India;
- epidemics, pandemics or any other public health concerns in India or in countries in the region or globally, including in India's various neighbouring countries, such as the pathogenic strains of influenza in birds and swine, the M-pox virus (which has recently been declared a public health emergency of international concern) and the COVID-19 pandemic;
- political instability, terrorism or military conflict in the region or globally, including in various neighbouring countries;
- occurrence of natural or man-made disasters;
- any downgrading of debt rating of India by a domestic or international rating agency; and
- instability in financial markets.

56. ***A slowdown in economic growth in India could adversely affect our business.***

The structure of the Indian economy has undergone considerable changes in the last decade. These include the increasing importance of external trade and of external capital flows. Any slowdown in the growth of the Indian or global economy or the financial services industry or any future volatility in securities or commodities market could adversely affect our business, financial condition and results of operations. India's economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting commodity prices or various other factors.

Further, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any global financial turmoil, particularly in the United States, the EU, China or Asian emerging market countries, may have an impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets, and could have an adverse effect on our business, financial condition and results of operations and the price of the Equity Shares.

57. ***A downgrade in India's sovereign debt ratings, may affect have an adverse impact on our business, financial condition and the trading price of the Equity Shares.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

58. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.***

The Competition Act, 2002, of India, as amended (**Competition Act**) regulates practices having an appreciable adverse effect on competition (**AAEC**) in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and results in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, shares the market by way of geographical area or number of guests in the relevant market or directly or indirectly results in bid-rigging or collusive bidding

is presumed to have an AAEC in the relevant market in India and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 (“**Competition Amendment Act**”), amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. It has been enacted to increase the ease of doing business in India and enhance transparency. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position. The Competition Commission of India has on September 9, 2024, issued The Competition Commission of India (Combinations) Regulations, 2024, which came into effect on September 10, 2024, and which repeals The CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011. The impact of these regulations is yet to be ascertained.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are currently not a party to an outstanding proceeding, nor have we received any notice in relation to non-compliance with the Competition Act and the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and prospects.

59. ***Adverse geopolitical conditions such as an increased tension between India and its neighbouring countries, the Russia-Ukraine conflict, the conflict between Israel and other countries in West Asia, could adversely affect our business, results of operations and financial condition.***

Adverse geopolitical conditions such as increased tensions between India and its neighbouring countries, resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries including the Government of India imposing restrictions which could have an adverse effect on the Indian economy. Further, any restriction on commodities, or other factors cause global supply chain disruptions could have an impact on global prices and could have an adverse effect on the commodities markets in India could be affected. , For instance, the government of India has imposed additional tariffs in the nature of countervailing duty and anti-dumping duty on a number of items imported from China. Any such measure or reciprocal duties imposed on Indian products by China or other countries may adversely affect our results of operations and financial condition could have a chilling effect on trade and commerce between the nations which could lead to uncertainty in the securities and commodities markets, inflate costs etc . Further, prolonged Russia-Ukraine conflict and the armed hostilities between Israel and other countries in West Asia, impacting, *inter alia*, global trade, prices of oil and gas could have an inflationary impact on the Indian economy, result in higher interest rates and adversely affect our business, results of operations and financial condition.

60. ***Governmental actions and changes in policy, laws and regulations and their interpretation could adversely affect our business, result of operations and financial condition.***

The Government of India and the State Governments in India have broad powers to affect the Indian economy and our business in numerous ways. Any change in the existing policies of Government of India and, or, State Government, or foreign government policies, or new policies affecting the economy of India or any foreign country, affecting foreign investment into India, could adversely affect our business operations. Moreover, we also cannot assure you that the Central Government or State Governments in India, will not implement new regulations and policies which will require us to obtain additional approvals and licenses from the Government and other regulatory bodies or impose onerous requirements and conditions on our operations. We cannot predict the terms of any new policy, and we cannot assure you that such a policy will not be onerous. Such new policy may also adversely affect our business, cash flows, financial condition and prospects. In addition to changing laws and regulations, the

interpretation of extant laws and regulations also could undergo change over time resulting *inter alia* in uncertainty, and such changes may adversely affect our business, result of operations and financial condition.

61. ***The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. 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 market price of the Equity Shares.

62. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus.***

We have not attempted to quantify the impact of U.S. GAAP or any other system of accounting principles on the financial data, prepared and presented in accordance with Ind AS for the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or any other accounting principles. U.S. GAAP differs in significant respects from Ind AS. Accordingly, the degree to which the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS and SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Prospectus should accordingly be limited. Additionally, Ind AS differs in certain respects from IFRS and therefore financial statements prepared under Ind AS may be substantially different from financial statements prepared under IFRS.

63. ***Investors may have difficulty enforcing foreign judgments against us or our management.***

We are incorporated under the laws of India and all our Directors and Key Managerial Personnel reside in India. A majority of our assets, and the assets of our Directors and officers, are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Code of Civil Procedure, 1908, of India (**Civil Code**). Further, the Civil Code only permits enforcement of monetary decrees not being in the nature of any amounts payable in respect of taxes or, other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards. Judgments or decrees from jurisdictions not recognised as a reciprocating territory by India cannot be enforced or executed in India. Even if a party were to obtain a judgment in such a jurisdiction, it would be required to institute a fresh suit upon the judgment and would not be able to enforce such judgment by proceedings in execution. Further, the party which has obtained such judgment must institute the new proceedings within three years of obtaining the judgement.

As a result, you may be unable to: (i) effect service of process outside of India upon us and such other persons or entities; or (ii) enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to

obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment, and any such amount may be subject to income tax in accordance with applicable laws.

***Risks relating to the Equity Shares***

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long-term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax (“STT”), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India.

In terms of the Finance Bill (No.2), 2024, with effect from July 24, 2024, taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets (introduced as Section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 12.5%, where the long-term capital gains exceed ₹125,000. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and *cess*) for transfers taking place before July 23, 2024. However, per the amendment sought by the Finance Bill, short-term capital gains will be taxed at 20% for transfers taking place after July 23, 2024.

Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

65. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of 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 taken for such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

66. ***The Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on

the Indian Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue.

The market price of the Equity Shares after the Issue can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global financial services industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares.

General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

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

We are not a publicly listed company and none of our securities are listed on any stock exchange. We have not, consequently, 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.

68. ***Any further issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding.***

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of ESOPs, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by our Company may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

69. ***Subsequent to the listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measures and Graded Surveillance Measures by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "Listed Securities") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various



surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures (“ASM”) and graded surveillance measures (“GSM”).

ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as price-to-earnings ratio, percentage of delivery, client concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net worth, other measures such as price-to-earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of the combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, limiting trading frequency or freezing of price on the upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on the market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management’s attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

70. ***There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder’s ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.***

Following the Issue, our listed Equity Shares will be subject to a daily “circuit breaker” imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian Stock Exchanges. The percentage limit on the Equity Shares’ circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares beyond the circuit breaker limit set by the Stock Exchanges. As a result of this circuit breaker, we cannot give you any assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

71. ***The determination of the Price Band and the Issue Price is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.***

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLMs, through the Book Building Process. These will be based on numerous factors, including factors as described under ‘Basis for the Issue Price’ on page 146 and may not be indicative of the market price for the Equity Shares after the Issue. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, our financial performance and results post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing. Further, the current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below the respective issue price.

72. ***There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all.***

There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and the NSE 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 or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

73. ***You may not be able to immediately sell any of the Equity Shares you subscribe to in this Issue on an Indian Stock Exchange.***

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of the investor's demat accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. The Allotment of Equity Shares in the Issue and the credit of Equity Shares to the investor's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commencement of trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares.

74. ***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.

75. ***Financial difficulty and other problems in certain financial institutions in India could have a material adverse effect on our business, results of operations, future cash flows and financial condition.***

Indian financial system may be affected by financial difficulties faced by all or some of the Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as 'systemic risk', may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business.

76. ***Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscals 2008 and 2009 adversely affected market prices in the global securities markets, including India. In addition, China is one of India's major trading partners and a possible slowdown in the Chinese economy as well as a strained relationship with India, could have an adverse impact on the trade relations between the two countries. Further, events like the collapse of the Silicon Valley Bank could also cause an economic downturn. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

77. ***Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted, subject to certain exceptions, if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. In addition, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all. For further details, see '*Restrictions on Foreign Ownership of Indian Securities*' on page 441.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, 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. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, in a timely manner or at all.

78. ***Our ability to raise foreign capital or borrowings may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could constrain our ability to obtain financing 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.

79. ***If security or industry analysts do not publish research, or publish unfavourable or inaccurate research about the business of our Company, the price and trading volume of the Equity Shares may decline.***

The trading market for the Equity Shares may depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We may be unable to sustain coverage by established and, or, prominent securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of our Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for our Equity Shares could be negatively impacted. In the event we obtain securities or industry analyst coverage, if one or more of the analysts downgrade our Equity Shares or publish inaccurate or unfavourable research about our business, our Equity Shares price may decline. If one or more of these analysts cease coverage of our Company or fail to publish reports on us regularly, demand for our Equity Shares could decrease, which might cause the price and trading volume of our Equity Shares to decline.

80. ***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 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. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interest in our Company may be reduced.

81. ***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 and Retail Individual Bidders and are not permitted to withdraw their bids after bid/offer closing date.***

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/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete Allotment pursuant to the Issue within 3 Working Days from the Bid/Issue 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 Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

82. ***A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving an actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors or shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted.

## SECTION III: INTRODUCTION

### THE ISSUE

The following table summarises the details of the Issue:

<b>Issue of Equity Shares</b> <sup>(1)(2)</sup>	Up to [●] Equity Shares, each of face value of ₹ 5 each aggregating to ₹ 7,450.00 million
<i>which includes</i>	
<b>Employee Reservation Portion</b> <sup>(6)(7)</sup>	Up to [●] Equity Shares, aggregating up to ₹ [●] million
<b>The Issue consists of:</b>	
<b>A. QIB Portion</b> <sup>(2)(3)</sup>	Not more than [●] Equity Shares
<i>of which:</i>	
(1) <b>Anchor Investor Portion</b> <sup>(2)</sup>	Up to [●] Equity Shares
(2) <b>Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming the Anchor Investor Portion is fully subscribed)</b>	[●] Equity Shares
<i>of which:</i>	
i. <b>Available for allocation to Mutual Fund only (5% of the Net QIB Portion)</b>	[●] Equity Shares
ii. <b>Balance of the Net QIB Portion for all QIBs including Mutual Funds</b>	[●] Equity Shares
<b>B. Non-Institutional Portion</b> <sup>(3) (4) (5)</sup>	Not less than [●] Equity Shares
<i>of which:</i>	
i. <b>One-third of the Non-Institutional Portion reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million</b>	[●] Equity Shares
ii. <b>Two-third of the Non-Institutional Portion reserved for applicants with an application size of more than ₹ 1.00 million</b>	[●] Equity Shares
<b>C. Retail Portion</b> <sup>(3)(4)</sup>	Not less than [●] Equity Shares
<b>Pre and Post-Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue (as at the date of this Draft Red Herring Prospectus)</b>	44,355,408 Equity Shares
<b>Equity Shares outstanding after the Issue</b>	[●] Equity Shares
<b>Utilization of Net Proceeds</b>	See 'Objects of the Issue' on page 138 for information about the utilization of Net Proceeds.

- (1) The Issue has been authorised by our Board pursuant to the resolution passed at its meeting dated October 15, 2024 and has been authorised by our Shareholders pursuant to the shareholders' resolution dated October 25, 2024.
- (2) Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion 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. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added back to the Net QIB Portion. Further, 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 QIBs Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue 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 Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see 'Issue Procedure' on page 420.
- (3) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law. Undersubscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see 'Issue Procedure' on page 420.
- (4) Allocation to Bidders in all categories, except in Anchor Investor Portion, Non-Institutional Portion and Retail Individual

*Investor Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price. The allocation to each Retail Individual Investor Bidder 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. The allocation to each Non-Institutional Investor shall not be less than ₹ 0.20 million, subject to availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For details, see 'Issue Procedure' on page 420.*

- (5) Not less than 15% of the Issue shall be available for allocation to Non-Institutional Investors of which: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of the subcategories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders in accordance with the SEBI ICDR Regulations.*
- (6) In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹ 0.50 million, as applicable), shall be added to the Net Issue. For further details, see 'Issue Structure' on page 414.*
- (7) Our Company may, in consultation with the BRLMs, offer a discount of up to [●]% of the Issue Price (equivalent of ₹ [●] per Equity Share) to the Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least 2 Working Days prior to the Bid / Issue Opening Date*

For further details, including in relation to grounds for rejection of Bids, see 'Issue Structure' and 'Issue Procedure' on pages 414 and 420, respectively. For further details of the terms of the Issue, see 'Terms of the Issue' on page 408.

## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Consolidated Financial Information. The information presented below may differ in certain significant respects from financial statements prepared in accordance with generally accepted accounting principles in other countries, including IFRS. For details, see 'Risk Factor - Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Financial Statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Prospectus' on page 75. The summary financial information presented below should be read in conjunction with 'Financial Statements', and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 275 and 335.

### RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million)

Particulars		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>I</b>	<b>Assets</b>				
<b>(1)</b>	<b>Financial Assets</b>				
	(A) Cash And Cash Equivalents	910.35	354.75	291.59	422.77
	(B) Bank Balances Other Than Cash And Cash Equivalents	21,539.91	15,339.69	8,943.44	7,281.68
	<b>Receivables</b>				
	Trade Receivables	2,676.31	2,470.09	2,038.08	1,414.69
	Loans	7,714.66	6,172.93	3,766.38	3,046.62
	Investments	48.38	25.43	90.91	65.16
	Other Financial Assets	831.05	664.06	399.48	443.46
		<b>33,720.66</b>	<b>25,026.95</b>	<b>15,529.88</b>	<b>12,674.38</b>
<b>(2)</b>	<b>Non-Financial Assets</b>				
	Current Tax Assets (Net)	0.23	0.19	59.25	26.24
	Deferred Tax Assets (Net)	-	-	76.48	73.03
	Investment Property	75.59	76.21	77.44	-
	Property, Plant And Equipment	286.96	279.91	207.46	226.48
	Intangible Assets Under Development	-	-	1.65	1.59
	Other Intangible Assets	104.70	102.32	110.07	128.12
	Right Of Use Assets	309.43	285.57	168.86	158.39
	Other Non Financial Assets	102.84	79.84	56.72	117.58
		<b>879.75</b>	<b>824.04</b>	<b>757.93</b>	<b>731.43</b>
	<b>Total Assets</b>	<b>34,600.41</b>	<b>25,850.99</b>	<b>16,287.81</b>	<b>13,405.81</b>
<b>II</b>	<b>Liabilities and Equity</b>				
<b>(1)</b>	<b>Liabilities</b>				
<b>(1A)</b>	<b>Financial Liabilities</b>				
	Trade Payables:				
	(A) Total Outstanding Dues Of Micro Enterprises And Small Enterprises	0.70	0.57	0.01	0.19
	(B) Total Outstanding Dues Of Creditors Other Than Micro Enterprises And Small Enterprises	18,362.83	12,215.88	8,787.36	7,741.99
	Debt Securities	3,019.07	2,457.96	1,235.00	-
	Borrowings (Other Than Debt Securities)	7,629.82	6,334.47	2,994.97	2,755.22
	Deposits	80.85	86.31	93.21	91.53
	Other Financial Liabilities	316.60	290.16	168.73	150.06

Particulars		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
		<b>29,409.87</b>	<b>21,385.35</b>	<b>13,279.28</b>	<b>10,738.99</b>
<b>(1B)</b>	<b>Non-Financial Liabilities</b>				
	Current Tax Liabilities (Net)	21.82	18.75	-	-
	Provisions	359.12	335.12	215.84	280.37
	Deferred Tax Liabilities (Net)	8.59	10.05	-	-
	Other Non-Financial Liabilities	197.20	175.14	140.35	112.50
		<b>586.73</b>	<b>539.06</b>	<b>356.19</b>	<b>392.87</b>
<b>(2)</b>	<b>Equity</b>				
	Equity Share Capital	221.78	221.78	201.62	134.41
	Other Equity	4,382.03	3,704.80	2,450.72	2,139.54
		<b>4,603.81</b>	<b>3,926.58</b>	<b>2,652.34</b>	<b>2,273.95</b>
	<b>Total Liabilities and Equity</b>	<b>34,600.41</b>	<b>25,850.99</b>	<b>16,287.81</b>	<b>13,405.81</b>

**RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

*(in ₹ million)*

	<b>Particulars</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>I</b>	<b>Revenue from Operations</b>				
	Interest Income	1,498.21	2,150.82	1,312.05	929.60
	Fees and Commission Income	2,916.44	4,666.87	3,360.52	3,303.40
	Net gain on fair value changes	2.53	0.19	5.69	0.65
	<b>Total Revenue from Operations</b>	<b>4,417.18</b>	<b>6,817.88</b>	<b>4,678.26</b>	<b>4,233.65</b>
<b>II</b>	Other income	6.76	14.68	8.77	4.17
	<b>Total Income</b>	<b>4,423.94</b>	<b>6,832.56</b>	<b>4,687.03</b>	<b>4,237.82</b>
<b>III</b>	<b>Expenses</b>				
	Finance Costs	649.54	965.40	494.60	373.01
	Fees and commission expense	763.55	1,260.43	945.24	833.68
	Impairment on financial instruments	17.63	10.80	-	82.15
	Employee Benefits Expense	1,379.68	2,148.21	1,690.96	1,444.74
	Depreciation and Amortisation Expenses	111.42	201.13	154.93	131.34
	Other Expenses	641.35	1,092.60	891.39	737.01
	<b>Total Expenses</b>	<b>3,563.17</b>	<b>5,678.57</b>	<b>4,177.12</b>	<b>3,601.93</b>
<b>IV</b>	<b>Profit before tax</b>	<b>860.77</b>	<b>1,153.99</b>	<b>509.91</b>	<b>635.89</b>
<b>V</b>	Tax Expense:				
	1. Current tax	225.66	294.56	135.91	146.57
	2. Deferred Tax	(1.45)	86.53	(3.45)	(18.67)
	<b>Total Tax Expense</b>	<b>224.21</b>	<b>381.09</b>	<b>132.46</b>	<b>127.90</b>
<b>VI</b>	<b>Profit for the Year</b>	<b>636.56</b>	<b>772.90</b>	<b>377.45</b>	<b>507.99</b>
<b>VII</b>	<b>Other Comprehensive Income/(Loss)</b>				
	(A) (i) Items that will not be reclassified to profit or loss				
	Remeasurement of Defined Benefit Plan	(11.91)	0.67	(2.76)	(6.11)
	(ii) Less: Income tax relating to items that will not be reclassified to profit or loss	2.97	(0.18)	0.69	1.78
	(B) (i) Items that will be reclassified to profit or loss				
	Exchange difference on translation from functional currency to presentation currency	0.25	0.85	3.01	0.26
	(ii) Less: Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
	<b>Total Other Comprehensive Income/(Loss)</b>	<b>(8.69)</b>	<b>1.34</b>	<b>0.94</b>	<b>(4.07)</b>

	<b>Particulars</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
	<b>Total Comprehensive Income for the Period</b>	<b>627.87</b>	<b>774.24</b>	<b>378.39</b>	<b>503.92</b>
<b>VIII</b>	<b>Earning Per Equity Share</b>				
	Basic	14.35	19.03	9.36	15.05
	Diluted	13.79	18.20	9.36	15.05

**RESTATED CONSOLIDATED STATEMENT OF CASH FLOW**

*(in ₹ million)*

	<b>Particulars</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>A.</b>	<b>Cash Flow from Operating Activities</b>				
	<b>Net Profit Before Tax</b>	<b>860.77</b>	<b>1,153.99</b>	<b>509.91</b>	<b>635.89</b>
	Depreciation And Amortisation Expenses	111.42	201.13	154.93	131.34
	(Profit) / Loss On Sale Of Property, Plant And Equipment (Net)	0.83	0.20	1.21	2.22
	Share Based Payment To Employees	49.36	-	-	-
	Interest Expense	603.07	876.77	393.79	271.06
	Interest Income	(616.58)	(913.14)	(433.84)	(417.04)
	Unrealised Fair Value Change	(2.53)	(0.19)	(5.69)	(0.65)
	Impairment Of Trade Receivables	17.63	10.80	-	82.15
	Reversal Of Impairment Of Trade Receivables	-	-	(0.62)	-
	Gratuity Expenses	8.01	15.22	13.46	9.96
	<b>Operating Profit Before Working Capital Changes</b>	<b>1,031.98</b>	<b>1,344.78</b>	<b>633.15</b>	<b>714.93</b>
	<b>Adjustment For :</b>				
	(Increase) In Trade Receivables	(223.87)	(442.79)	(622.77)	(62.41)
	(Increase) In Loans	(1,541.72)	(2,406.56)	(719.75)	(1,997.27)
	(Increase)/Decrease In Other Financial Assets	(70.55)	(69.39)	(44.41)	88.88
	(Increase)/Decrease In Other Non Financial Assets	(22.99)	(23.12)	60.86	(8.07)
	Increase In Trade Payables	6,147.08	3,429.08	1,045.18	982.36
	(Decrease)/Increase In Deposits	(5.45)	(6.91)	1.69	28.42
	Increase In Other Non Financial Liabilities	22.06	34.79	27.85	12.29
	Increase In Other Financial Liabilities	26.45	121.42	18.67	120.26
	Increase/(Decrease) In Provisions	4.08	104.73	(80.76)	95.45
	<b>Cash Generated from Operations</b>	<b>5,367.07</b>	<b>2,086.03</b>	<b>319.71</b>	<b>(25.16)</b>
	Add/(Less): Taxes Paid (Net)	(219.66)	(216.91)	(168.23)	(141.48)
	<b>Net Cash Flow from Operating Activities</b>	<b>5,147.41</b>	<b>1,869.12</b>	<b>151.48</b>	<b>(166.64)</b>
<b>B.</b>	<b>Cash Flow from Investing Activities :</b>				
	Purchase Of Property, Plant And Equipment	(34.51)	(125.04)	(89.42)	(101.94)



	<b>Particulars</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
	Purchase Of Intangible Assets	(16.03)	(26.20)	(19.33)	(9.74)
	Purchase Of Right-Of-Use Assets	(96.20)	(229.28)	(100.10)	(89.21)
	Inflow From Disposal Of Property, Plant And Equipment	1.80	0.66	59.65	9.38
	Inflow/(Outflow) From Disposal Of Right-Of-Use Assets	-	-	19.89	(97.17)
	Interest Received	520.13	717.94	522.24	447.69
	(Purchase)/Sale Of Investments	(20.42)	65.67	(20.06)	(59.16)
	Investment Property	-	-	(77.74)	-
	Investment In Fixed Deposit (Net)	(6,200.21)	(6,396.25)	(1,661.76)	(889.04)
	<b>Net Cash Flow from Investing Activities</b>	<b>(5,845.44)</b>	<b>(5,992.50)</b>	<b>(1,366.63)</b>	<b>(789.19)</b>
<b>C.</b>	<b>Cash Flow from Financing Activities :</b>				
	Proceeds From Rights Issue Of Equity Shares	-	20.16	-	38.40
	Proceeds From Premium On Rights Issue Of Equity Shares	-	479.84	-	460.84
	Proceeds From Debt Securities	561.11	1,222.96	1,235.00	-
	Proceeds From Borrowings (Other Than Debt Securities)	1,295.35	3,339.50	239.75	887.88
	Interest Paid	(588.15)	(853.82)	(379.57)	(256.09)
	Interest On Lease Liabilities	(14.92)	(22.95)	(14.22)	(14.97)
	Proceeds From Lease Liability	-	-	-	-
	<b>Net Cash Flow from Financing Activities</b>	<b>1,253.39</b>	<b>4,185.69</b>	<b>1,080.96</b>	<b>1,116.06</b>
	<b>Net Increase/(Decrease) in Cash And Cash Equivalents</b>	<b>555.36</b>	<b>62.31</b>	<b>(134.19)</b>	<b>160.23</b>
	Cash and Cash Equivalents - Opening Balance	354.75	291.59	422.77	262.28
	<b>Cash and Cash Equivalents - Closing Balance</b>	<b>910.11</b>	<b>353.90</b>	<b>288.58</b>	<b>422.51</b>
	<b>Details of Cash and Cash Equivalent at the End of the Year</b>				
	Cash On Hand	2.42	2.04	1.24	0.77
	Balances With Banks				
	- In USD Account	417.31	5.19	30.80	14.04
	- In INR Account	490.62	347.52	259.55	407.96

	<b>Particulars</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
	<b>Total</b>	<b>910.35</b>	<b>354.75</b>	<b>291.59</b>	<b>422.77</b>
	Less: Exchange Difference On Translation From Functional Currency To Presentation Currency	(0.25)	(0.85)	(3.01)	(0.26)
		<b>910.11</b>	<b>353.90</b>	<b>288.58</b>	<b>422.51</b>
	<b>Changes in Liabilities arising from Financing Activities</b>				
	<b>Particulars</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
	<b>Opening Balance of Debt Securities and Borrowings (Other than Debt Securities)</b>	<b>8,792.43</b>	<b>4,229.97</b>	<b>2,755.22</b>	<b>1,867.34</b>
	Proceeds / (Repayment) Of Borrowings (Other Than Debt Securities)	1,295.35	3,339.50	239.75	887.88
	Proceeds / (Repayment) Debt Securities	561.11	1,222.96	1,235.00	-
	<b>Closing Balance of Debt Securities and Borrowings (Other than Debt Securities)</b>	<b>10,648.89</b>	<b>8,792.43</b>	<b>4,229.97</b>	<b>2,755.22</b>

## GENERAL INFORMATION

Our Company was originally incorporated as 'Navratan Capital and Securities Private Limited', at Mumbai as a private limited company under the provisions of Companies Act, 1956 and received a certificate of incorporation issued by the RoC on November 22, 1991. Our Company got converted into a public limited company pursuant to a Board resolution dated January 10, 2007 and a special resolution passed by the Shareholders on February 05, 2007, and the name of our Company was changed to, 'Navratan Capital and Securities Limited'. A fresh certificate of incorporation was issued by the RoC on March 21, 2007. Subsequently, the name of our Company was changed from 'Navratan Capital and Securities Limited' to 'Anand Rathi Share and Stock Brokers Limited', pursuant to a Board resolution dated August 26, 2007 and a special resolution passed by our Shareholders on October 26, 2007. A fresh certificate of incorporation dated January 29, 2008, was issued by the RoC to our Company.

### Registered and Corporate Office of our Company

The address and certain details of our Registered and Corporate Office are as follows:

#### **Anand Rathi Share and Stock Brokers Limited**

Express Zone, A Wing  
10<sup>th</sup> Floor, Western Express Highway  
Goregaon (E), Mumbai - 400 063  
Maharashtra, India  
**Telephone:** +91 22 - 6281 7000  
**E-mail:** secretarial@rathi.com  
**Website:** www.anandrathi.com

For details in relation to changes in the registered office address of our Company, see '*History and Certain Corporate Matters - Changes in the registered office of our Company*' on page 231.

### Company registration number and corporate identity number

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

**Company Registration Number:** 064106

**Corporate Identity Number:** U67120MH1991PLC064106

### Registrar of Companies

Our Company is registered with the RoC Mumbai, situated at the following address:

**Address of the RoC**  
100, Everest, Marine Drive  
Mumbai - 400002  
Maharashtra, India

### Board of Directors

Brief details of our Board of Directors as on the date of this Draft Red Herring Prospectus is set out below:

Name	Designation	DIN	Address
Pradeep Navratan Gupta	Chairman and Managing Director	00040117	C-301, Beaumonde Tower, Appa Saheb Marathe Marg, Prabhadevi, Mumbai – 400025, Maharashtra, India
Roop Kishor Bhootra	Whole time Director	00033180	Flat No. 503 B Wing, Raheja Reflection, Regent Court, Thakur Village, Borivali (E), Mumbai - 400066, Maharashtra, India

Name	Designation	DIN	Address
Priti Pradeep Gupta	Executive Director	00030350	C-301, Beaumonde Tower, Appa Saheb Marathe Marg, Prabhadevi, Mumbai – 400025, Maharashtra, India
Vishal Jugal Kishore Laddha	Whole time Director	00033628	A- 401, 4th Floor, Aayushi Plot - 248, J.B Nagar, Bamapuri road, Andheri (East), Mumbai - 400059, Maharashtra, India.
Vijay Kumar Agarwal	Independent Director	00058548	A-93, Kalpataru Solitaire, N.S Road, No. 5, Juhu Scheme, Mumbai - 400049, Maharashtra, India.
Suresh Mannalalji Kakani	Independent Director	06664365	1601 Sea Sequence, Appa Saheb Marathe Marg, Prabhadevi, Mumbai – 400025, Maharashtra, India.
Suresh Kishinchand Khatanhar	Independent Director	03022106	301, SKG Guru Ashish CHS, R C Marg, Chembur, Mumbai 400071.
Sudha Pravin Navandar	Independent Director	02804964	603,604/209, Anita Kutir CHS, HIG Colony, 90 Feet Road, Opposite SBI, Pant Nagar, Ghatkopar, East, Mumbai-400075, Maharashtra.

For brief profiles and further details of our Directors see 'Our Management' on page 240.

#### Company Secretary and Compliance Officer

Chetan Pravinbhai Prajapati is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

#### Chetan Pravinbhai Prajapati

Express Zone, A Wing  
10<sup>th</sup> Floor, Western Express Highway  
Goregaon (E), Mumbai - 400 063  
**Telephone:** +91 22 - 6281 7000  
**E-mail:** secretarial@rathi.com

Investors can contact our Company Secretary and Compliance Officer, or the Registrar to the Issue in case of any pre-Issue or post-Issue related grievances, 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 Issue related queries and for redressal of complaints, investors may also write to the BRLMs.

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediaries 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's DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

In terms of the SEBI Master Circular no. SEBI Master Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 (to the extent applicable), 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. In terms of the SEBI Master Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024(to the extent applicable), SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the BRLMs are required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All grievances of the Anchor Investors may be addressed to the Registrar to the Issue, 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, name and address of the BRLMs, unique transaction reference number, the name of the relevant bank, 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**

##### **Nuvama Wealth Management Limited**

801 - 804, Wing A, Building No 3  
Inspire BKC, G Block  
Bandra Kurla Complex, Bandra East  
Mumbai – 400 051, Maharashtra, India  
**Telephone:** +91 22 4009 4400  
**E-mail:** arssbl.ipo@nuvama.com  
**Investor grievance e-mail:** customerservice.mb@nuvama.com  
**Website:** www.nuvama.com  
**Contact Person:** Pari Vaya/ Soumavo Sarkar  
**SEBI Registration number:** INM000013004

##### **DAM Capital Advisors Limited**

PG 1 Ground Floor, Rotunda Building  
Dalal Street, Fort, Mumbai, Stock Exchange  
Mumbai, Mumbai - 400001, Maharashtra, India  
**Telephone:** +91 22 4202 2500  
**E-mail:** arssbl.ipo@damcapital.in  
**Investor grievance e-mail:** complaint@damcapital.in  
**Website:** www.damcapital.in  
**Contact Person:** Arpi Chheda/ Meghana Joshi  
**SEBI Registration number:** MB/INM000011336

##### **Anand Rathi Advisors Limited\***

11<sup>th</sup> Floor, Times Tower,  
Kamla City, Senapati Bapat Marg  
Lower Parel, Mumbai - 400013  
Maharashtra, India  
**Telephone:** +91 22 4047 7120  
**E-mail:** ipo.arssbl@rathi.com  
**Investor grievance e-mail:** grievance.ecm@rathi.com  
**Website:** www.anandrathiib.com  
**Contact Person:** Nikita Jaju/ Shivani Tapadia  
**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 Issue.*

### Statement of inter se allocation of responsibilities

The responsibilities of the BRLMs for various activities in the Issue are set out below:

Sr. No.	Activity	Responsibility	Coordination
1.	Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. 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.	Nuvama, DAM	Nuvama
2.	Capital structuring with the relative components and formalities such as type of instruments, size of issue, allocation between primary and secondary, etc.	Nuvama, DAM	Nuvama
3.	Drafting and approval of all statutory advertisements	Nuvama, DAM	Nuvama
4.	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 with SEBI	Nuvama, DAM	DAM
5.	Appointment of Registrar and Ad agency (including coordination of agreements)	Nuvama, DAM	Nuvama
6.	Appointment of intermediaries - Banker(s) to the Issue, Sponsor Banks, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	Nuvama, DAM	DAM
7.	Preparation of road show presentation and frequently asked questions	Nuvama, DAM, ARAL*	DAM
8.	International institutional marketing of the Issue, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> <li>• Marketing strategy;</li> <li>• Finalizing the list and division of investors for one-to-one meetings; and</li> <li>• Finalizing international road show and investor meeting schedule</li> </ul>	Nuvama, DAM, ARAL*	Nuvama
9.	Domestic institutional marketing of the Issue, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> <li>• Finalizing the list and division of investors for one-to-one meetings; and</li> <li>• Finalizing road show and investor meeting schedule</li> </ul>	Nuvama, DAM, ARAL*	DAM
10.	Non-Institutional marketing of the Issue, which will cover, <i>inter alia</i> :	Nuvama, DAM, ARAL*	DAM
11.	Retail marketing of the Issue, which will cover, <i>inter alia</i> ,	Nuvama, DAM, ARAL*	Nuvama

Sr. No.	Activity	Responsibility	Coordination
	<ul style="list-style-type: none"> <li>• Finalizing media, marketing and public relations strategy;</li> <li>• Finalising collection centres</li> <li>• Finalising centres for holding conferences for brokers etc.</li> <li>• Follow-up on distribution of publicity and Issue material including form, RHP/Prospectus and deciding on the quantum of the Issue material</li> </ul>		
12.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation	Nuvama, DAM	DAM
13.	Managing the book and finalization of pricing in consultation with the Company	Nuvama, DAM	Nuvama
14.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Issue, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Issue activities, which shall involve essential follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising Company about the closure of the Issue, 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-Issue activity such as Registrar to the Issue, Bankers to the Issue, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Issue reports including the final post-Issue report to SEBI.	Nuvama, DAM	DAM

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

#### **Syndicate Members**

[•]

#### **Legal Counsel to the Company**

##### **Bharucha & Partners**

13th Floor, Free Press House,  
Free Press Journal Marg, Nariman Point  
Mumbai – 400 001  
**Telephone** +91 22 2289 9300

#### **Statutory Auditors of our Company**

##### **M/s R Kabra & Co LLP**

515, Tulsiani Chambers, Nariman Point  
Mumbai – 400 021

**Telephone:** +91- 9920111345  
**E-mail:** deepa@rkabra.net  
**Firm registration number:** 104502W/W100721  
**Peer review number:** 015100

#### **Changes in auditors**

There has been no change in the Statutory Auditors of our Company during the last 3 years preceding the date of this Draft Red Herring Prospectus.

#### **Registrar to the Issue**

##### **Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083, Maharashtra, India

**Telephone Number:** +91 81081 14949

**E-mail:** anandrathibrokers.ipo@linkintime.co.in

**Website:** www.linkintime.co.in

**Investor grievance e-mail:** anandrathibrokers.ipo@linkintime.co.in

**Contact Person:** Shanti Gopalkrishnan

**SEBI Registration No.:** INR000004058

#### **Banker(s) to the Issue**

##### **Escrow Collection Bank(s)**

[•]

##### **Refund Bank(s)**

[•]

##### **Public Issue Account Bank(s)**

[•]

##### **Sponsor Banks**

[•]

#### **Bankers to our Company**

##### **HDFC Bank Limited**

**Address:** Zenith House, 2nd Floor, K.K Road

Dr. Babasaheb Ambedkar Colony

Opposite Mahalaxmi Race Course

Mumbai - 400034, Maharashtra

**Telephone:** 022-39760048

**Email:** nitin.tiwari7@hdfcbank.com

**Website:** www.hdfcbank.com

**Contact Person:** Nitin Tiwari

##### **Axis Bank**

**Address:** 8th Floor, Axis Bank Limited

Axis House, P.B Marg

Worli, Mumbai - 400025

**Telephone:** +919819578390

**Address:** jagatanand@axisbank.com

**Website:** www.axisbank.com

**Contact Person:** Jagatanand



**State Bank of India**

**Address:** Financial Institutions Branch, Fort, Mumbai

**Telephone:** 022 - 2271 9101

**Email:** amt1.111777@sbi.co.in

**Website:** www.sbi.co.in

**Contact Person:** Sanjeev Kumar Sinha

**Designated Intermediaries*****Self-Certified Syndicate Banks***

The list of SCSBs notified by SEBI for the ASBA process is available at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes](http://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 Branches of the SCSBs with which an ASBA Bidder (other than UPI Bidders using the UPI Mechanism), not bidding through Syndicate/ Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or at such other websites as may be prescribed by SEBI from time to time.

***Syndicate SCSB Branches***

In relation to Bids (other than Bids by Anchor Investors and RIIs) 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 ([www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35)) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

***SCSBs and mobile applications enabled for UPI Mechanism***

In accordance with SEBI Master Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 (to the extent applicable), UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is available on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> for SCSBs and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43> for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

***Registered Brokers***

Bidders can submit ASBA Forms in the Issue using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), as updated from time to time.

***Registrar and Share Transfer Agents***

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at [www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx](http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx) and [www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](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 at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at [www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx](http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx) and <https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures>, as updated from time to time.

## **Expert**

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

Our Company has received written consent dated December 14, 2024 from our Statutory Auditors namely, M/s. R Kabra & Co. LLP, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as 'expert' as required under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors, and in respect of their examination report, dated December 12, 2024 on our Restated Consolidated Financial Information; the statement of special tax benefits dated December 14, 2024, and the various certifications issued by them and 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 U.S. Securities Act.

Our Company has received written consent dated December 13, 2024 from Anjana Sharma & Associates, Practicing Company Secretary, to include their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as practicing company secretary in respect of the certificate dated December 13, 2024 issued by them in connection with inter alia, untraceable corporate records of our Company and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

## **Monitoring Agency**

Our Company shall in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a Monitoring Agency, prior to filing of the Draft Red Herring Prospectus, for monitoring the utilization of the Gross Proceeds. For details in relation to the proposed utilisation of the Gross Proceeds, see '*Objects of the Issue*' on page 138.

## **Credit Rating**

As this is an Issue consisting only of Equity Shares, there is no requirement to obtain credit rating for the Issue.

## **Green Shoe Option**

No green shoe option is contemplated under the Issue.

## **Grading of the Issue**

No credit agency registered with SEBI has been appointed in respect of obtaining grading for this Issue.

## **Debenture Trustee**

As this is an Issue consisting only of Equity Shares, the appointment of trustees is not required.

## **Appraising Entity**

None of the objects of the Issue for which Issue Proceeds will be utilized have been appraised by an agency. Accordingly, no appraising entity has been appointed for the Issue.

## **Filing**

A copy of this Draft Red Herring Prospectus is being filed electronically through the SEBI Intermediary Portal at <https://siportal.sebi.gov.in/intermediary/index.html>, as required under Regulation 25(8) of the SEBI ICDR Regulations and in accordance with SEBI Master Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024.

It will also be filed with Securities and Exchange Board of India at:

## **Securities and Exchange Board of India**

Corporation Finance Department  
Division of Issues and Listing  
SEBI Bhavan, Plot No. C4-A,

'G' Block, Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051,  
Maharashtra, India.

### **Filing of the Red Herring Prospectus and Prospectus**

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act will be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act will be filed with the RoC., and through the electronic portal at <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html>.

### **Book Building Process**

Book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band which will be decided by our Company in consultation with the BRLMs and, if not disclosed in the Red Herring Prospectus will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●], a Marathi language daily newspaper (Marathi being the regional language of Mumbai, Maharashtra where our Registered Office is located), at least 2 Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective website. The Issue Price shall be determined by our Company and the BRLMs after the Bid/Issue Closing Date. For details, see '*Issue Procedure*' on page 420.

**All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Bank, as the case may be. UPI Bidders may participate in the Issue 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 SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.**

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

For further details on the method and procedure for Bidding and book building procedure, see '*Terms of the Issue*', '*Issue Structure*' and '*Issue Procedure*' on pages 408, 414 and 420 respectively.

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

**Bidders should note the Issue is also subject to: (i) obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of Prospectus with the RoC.**

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

### **Underwriting Agreement**

After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued through the Issue. The extent of underwriting obligations and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement. The Underwriting Agreement is

dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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 the Prospectus with the RoC.)*

<b>Name, address, telephone number and e-mail address of the Underwriters</b>	<b>Indicative Number of Equity Shares to be Underwritten</b>	<b>Amount Underwritten (in ₹ million)</b>
[●]	[●]	[●]

The abovementioned underwriting commitment is indicative only and will be finalised after determination of Issue Price and finalisation of Basis of Allotment and the allocation of Equity Shares and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of each of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered as merchant bankers with SEBI under Section 12(1) of the SEBI Act or as stock brokers with Stock Exchanges. Our Board, 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 commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors 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 subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount.

## CAPITAL STRUCTURE

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

*(in ₹ million, except share data)*

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price*
<b>A.</b>	<b>AUTHORIZED SHARE CAPITAL<sup>^</sup></b>		
	65,500,000 Equity Shares of face value of ₹ 5 each	327.50	-
	500,000 Redeemable Preference Shares of face value of ₹ 5 each	2.50	
<b>B.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
	44,355,408 Equity Shares of face value of ₹ 5 each	221.78	-
<b>C.</b>	<b>PRESENT ISSUE</b>		
	Issue of up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 7,450.00 million <sup>(1)(2)</sup>	[●]	[●]*
	Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million <sup>(3)</sup>	[●]	[●]
	Net Issue of up to [●] Equity Shares aggregating up to ₹ [●] million	[●]	[●]
<b>D.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE<sup>#</sup></b>		
	[●] Equity Shares of face value ₹ 5 each*	[●]	-
<b>E.</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue		1,728.27
	After the Issue*		[●]

- (1) <sup>^</sup>For further details of changes to our authorised share capital in the past 10 years, see 'History and Certain Corporate Matters' on page 231.
- (2) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.
- (3) Our Company may, in consultation with the BRLMs, offer a discount of up to [●]% of the Issue Price (equivalent of ₹ [●] per Equity Share) to the Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least 2 Working Days prior to the Bid / Issue Opening Date

\*To be included upon finalization of the Issue Price.

<sup>#</sup>Assuming full subscription in the Issue.

The Issue has been authorised by our Board pursuant to the resolution at its meeting held on October 15, 2024 and by our Shareholders pursuant to the special resolution at their meeting held on October 25, 2024.

*(The remainder of this page has been intentionally left blank)*

## Notes to the Capital Structure

### 1. Equity Share capital history 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 allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
November 22, 1991	200	10	10	Cash	Subscription to the Memorandum of Association	200	2,000	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	Pradeep Gupta	100
								2.	Sushiladevi Gupta	100
March 26, 1992	6,500	10	10	Cash	Further Issue	6,700	67,000	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	M/s Girish Synthetic Private Ltd.	4,500
								2.	M/s. Network Synthetics P. Ltd.	2,000
April 13, 1992	3,000	10	10	Cash	Further Issue	9,700	97,000	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	N M Gupta HUF	3,000

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
								S. No.	Name of allottee/ shareholder	Number of Equity Shares allotted
April 14, 1993	5,000	10	10	Cash	Further Issue	14,700	147,000			
								1.	N.M. Gupta & Sons	5,000
December 01, 1994	750,800	10	10	Cash	Further Issue	765,500	7,655,000			
								1.	N.M. Gupta	25,500
								2.	Laxmi Narayan Holding P. Ltd.	72,500
								3.	Daman Ganga Inv. P. Ltd.	125,000
								4.	Morning Star Money Inv. P. Ltd.	209,000
								5.	Priti Capitals and Sec. P. Ltd.	6,000
								6.	Jakhetia Finance P. Ltd.	8,500
								7.	Network Synthetics P. Ltd.	2,500
								8.	Rukmani Agencies P. Ltd.	2,500
								9.	S. D. Gupta	1,000
								10.	Rituraj Holdings P. Ltd.	200,000
11.	P. K. Gupta	4,900								

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
								12.	Priti P. Gupta	12,100
								13.	Sarla Mundra	25,000
								14.	Prabha Mundra	25,000
								15.	Panadevi Bang	10,000
								16.	Jethamal Laxminarayan HUF	20,000
								17.	N.M. Gupta & Sons HUF	1,300
March 01, 1995	255,500	10	10	Cash	Further Issue	1,021,000	10,210,000	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	Sanjay Dharnidharka	60,000
								2.	Gangadevi Dharnidharka	60,000
								3.	Rukmani Mercantile P. Ltd	21,000
								4.	Rukmani Agencies P. Ltd.	28,500
								5.	Priti Capital & Sec P. Ltd.	5,000
								6.	N.M. Gupta	1,500
								7.	Priti P. Gupta	12,500
								8.	S.R. Finance P. Ltd.	57,000
								9.	Jakhetia Finance P. Ltd.	10,000



Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
								S. No.	Name of allottee/ shareholder	Number of Equity Shares allotted
January 31, 1996	508,300	10	10	Cash	Further Issue	1,529,300	15,293,000			
								1.	N.M. Gupta	56,100
								2.	N.M. Gupta & Sons (HUF)	11,100
								3.	N.L.J & Sons	21,700
								4.	S. D. Gupta	52,700
								5.	Priti P. Gupta	13,000
								6.	Priti Capital & Securities P. Ltd.	57,500
								7.	Metro Woven Sacks Ltd.	1,500
								8.	Network Synthetics Pvt. Ltd	45,700
9.	Jakhetia Finance P. Ltd.	249,000								
February 29, 1996	250,000	10	10	Cash	Further Issue	1,779,300	17,793,000			
								1.	M/s Rathi Global Finance Ltd.	250,000

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
								S. No.	Name of allottee/ shareholder	Number of Equity Shares allotted
July 03, 1996	14,000	10	10	Cash	Further Issue	1,793,300	17,933,000			
								1.	Nathulal Jakheta & Sons	14,000
September 28, 1996	61,000	10	10	Cash	Further Issue	1,854,300	18,543,000			
								1.	N.M. Gupta	6,500
								2.	N.M. Gupta & Sons (HUF)	1,000
								3.	P.K. Gupta	500
								4.	S.D. Gupta	3,000
								5.	Rajasthan Engg & Con. P. Ltd	8,500
								6.	Metro Woven Sacks Limited	19,000
								7.	Network Synthetics Private Limited	1,000
								8.	Rukmani Mercantile Pvt. Ltd	17,500
								9.	Rukmani Agencies Pvt. Ltd	4,000

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
June 30, 1997	178,000	10	50	Cash	Further Issue	2,032,300	20,323,000	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	Anand Rathi Securities Private Limited, now known as Anand Rathi Financial Services Limited.	138,000
								2.	Network Synthetics Pvt. Ltd.	40,000
December 31, 1999^	241,800	10	50	Cash	Further Issue	2,274,100	22,741,000	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	Network Synthetics Pvt. Ltd.	48,000
								2.	Navratan Mal Gupta	37,800
								3.	N.M. Gupta & Sons HUF	33,800
								4.	N. L. Jakhetia & Sons HUF	2,000
								5.	Pradeep Gupta	24,300
								6.	P.K. Gupta & Sons HUF	4,000
								7.	Sushiladevi Gupta	45,900

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
								8.	Priti P. Gupta	45,000
								9.	Aishwarya Gupta.	1,000
February 19, 2000	80,000	10	62.50	Cash	Further Issue	2,354,100	23,541,000	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	Network Synthetics Pvt. Ltd.	14,160
								2.	Metro Woven Sacks Ltd	1,840
								3.	Priti Capital & Sec. Pvt. Ltd	2,080
								4.	Rukmani Mercantile Pvt. Ltd.	2,320
								5.	Rukmani Agencies Pvt. Ltd.	3,040
								6.	Jakhetia Finance Pvt. Ltd.	13,920
								7.	Navratan Mal Gupta	960
								8.	N.M. Gupta & Sons HUF	8,800
								9.	N.L. Jakhetia & Sons HUF	14,320
								10.	P. K Gupta & Sons HUF	17,200
								11.	Aishwarya Gupta	1,360

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
February 2001^^	3,133,785	10	65	Cash	Further Issue	2,487,885	24,878,850	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	Network Synthetics Pvt. Ltd.	19,800
								2.	Raj. Eng. Con Ser. Pvt. Ltd.	4,900
								3.	Priti Capital & Sec. Pvt. Ltd	22,015
								4.	Rukmani Mercantile Pvt. Ltd.	10,500
								5.	Rukmani Agencies Pvt. Ltd.	3,400
								6.	Jakheta Finance Pvt. Ltd.	28,000
								7.	Pradeep Kumar Gupta	2,400
								8.	N.M. Gupta & Sons HUF	14,550
								9.	N.L. Jakheta & Sons HUF	4,450
								10.	P.K. Gupta & Sons HUF	7,770
								11.	Priti P. Gupta	3,200
								12.	Network Synthetics Pvt. Ltd.	8,000

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
								13.	P.K. Gupta & Sons HUF.	4,800
July 23, 2009	3,003,763	10	110	Other than Cash	Equity shares allotted pursuant to a Scheme of Arrangement*	5,491,648	54,916,480	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	M/s Anand Rathi Financial Services Limited	3,003,763
January 25, 2010	3,200,000	10	125	Cash	Further Issue	86,91,648	86,916,480	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	M/s Anand Rathi Financial Services Limited	3,200,000
March 31, 2020	909,090	10	110	Cash	Rights Issue of 909,090 equity shares in the proportion of the <i>inter-se</i> shareholding of the Shareholders	9,600,738	96,007,380	<b>S. No.</b>	<b>Name of allottee/ shareholder</b>	<b>Number of Equity Shares allotted</b>
								1.	Anand Rathi Financial Services Limited	909,090

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees		
								S. No.	Name of allottee/ shareholder	Number of Equity Shares allotted
February 06, 2022	3,840,295	10	130	Cash	Rights Issue in the ratio of 40 equity shares for every 100 equity shares held.	13,441,033	134,410,330			
								1.	Anand Rathi Financial Services Limited	3,840,295
November 21, 2022	6,720,517	10	Not applicable	Not applicable	Bonus issue of equity shares in the ratio of 1 equity share for 2 equity share held.	20,161,550	201,615,500			
								1.	Anand Rathi Financial Services Limited	6,720,517
Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Consequently 20,161,550 Equity Shares of face value of ₹ 10 each were sub-divided into 40,323,100 Equity Shares of face value of ₹ 5 each authorised by our Board pursuant to the resolution at its meeting held on May 4, 2023 and Shareholders pursuant to the special resolution at their meeting held on June 20, 2023.							201,615,500	-		
March 5, 2024	40,32,308	5	124	Cash	Rights Issue in the ratio of 1 Equity Share for every 10 Equity Shares held	44,355,408	221,777,040			
								1.	Anand Rathi Financial Services Limited	40,32,308

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)	Name of allottees
<b>Total</b>						<b>44,355,408</b>	<b>22,17,77,040</b>	

^ Inadvertently, in terms of the Board resolution dated December 31, 1999, 30,000 equity shares were allotted to Metro Woven Sacks Ltd. instead of Network Synthetics Pvt. Ltd. Details of the allottees have been added based on the list of allottees enclosed to Form 2 filed by our Company with the RoC for the allotment dated December 31, 1999 wherein 48,000 equity shares were allotted to Network Synthetics Pvt. Ltd. See 'Risk Factors - Certain corporate records of our Company are untraceable and our Company has inadvertently, in the past, made corporate filings with factual inaccuracies' on page 51'.

^^While the Board resolution dated February 3, 2001 states that our Company allotted 133,785 equity shares, the Form 2 filed by our Company with the RoC for this allotment, inadvertently, states that our Company allotted 115,385 equity shares on February 3, 2001 instead of 133,785 equity shares. See 'Risk Factors - Certain corporate records of our Company are untraceable and our Company has inadvertently, in the past, made corporate filings with factual inaccuracies' on page 51'.

\*3,003,763 Equity Shares were allotted to our holding company i.e., Anand Rathi Financial Services Limited pursuant to the Scheme of Arrangement between Anand Rathi Financial Services Limited, and Anand Rathi Advisors Limited and our Company and its respect shareholders and creditors (**Scheme of Arrangement**) which was approved by the High Court of Judicature at Bombay through an order dated June 19, 2009 (**Court Order**). In terms of the Scheme of Arrangement and the Court Order, inter alia (i) the whole of the BSE broking business (as defined in the Scheme of Arrangement) of Anand Rathi Financial Services Limited was transferred to and vested in our Company; (ii) all the clients of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became clients of our Company; (iii) all the sub-brokers and remisiers of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became sub-brokers and remisiers of our Company; (iv) 3,003,763 Equity Shares were allotted by our Company to Anand Rathi Financial Services Limited at ₹ 110 per Equity Share.

## 2. Secondary transactions of Equity Shares of our Company

Set out below are the details of transfers of Equity Shares through secondary transactions:

Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
1.	December 01, 1995	Sanjay Dharnidharka	Navratan Mal Gupta	19,000	10	10	190,000	Cash	0.13	[●]
2.	December 01, 1995	Sanjay Dharnidharka	P.K. Gupta & Sons HUF	2,000	10	10	20,000	Cash	0.01	[●]
3.	December 01, 1995	Sanjay Dharnidharka	N L Jakheta & Sons HUF	4,000	10	10	40,000	Cash	0.03	[●]



Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
4.	December 01, 1995	Sanjay Dharnidharka	Networks Synthetics P Ltd	10,000	10	10	100,000	Cash	0.07	[●]
5.	December 01, 1995	Sanjay Dharnidharka	Rajasthan Engg. & Cons. Sec. P. Ltd.	25,000	10	10	250,000	Cash	0.17	[●]
6.	December 01, 1995	Ganga devi Dharnidharka	Networks Synthetics P. Ltd.	10,000	10	10	100,000	Cash	0.07	[●]
7.	December 01, 1995	Ganga devi Dharnidharka	Jakhetia Finance P. Ltd.	10,000	10	10	100,000	Cash	0.07	[●]
8.	December 01, 1995	Ganga devi Dharnidharka	Rukmani Mercantile P. Ltd.	5,000	10	10	50,000	Cash	0.03	[●]
9.	December 01, 1995	Ganga devi Dharnidharka	Rukmani Agencies P. Ltd.	5000	10	10	50,000	Cash	0.03	[●]
10.	December 01, 1995	Ganga devi Dharnidharka	P.K. Gupta & Sons HUF	30,000	10	10	300,000	Cash	0.20	[●]
11.	January 31, 1996	Daman Ganga Investment Private Limited	S.D. Gupta	70,000	10	10	700,000	Cash	0.47	[●]
12.	January 31, 1996	Sarla Mundra	S.D. Gupta	25,000	10	10	250,000	Cash	0.17	[●]
13.	January 31, 1996	Prabha Mundra	S.D. Gupta	25,000	10	10	250,000	Cash	0.17	[●]
14.	January 31, 1996	Panadevi Bang	S.D. Gupta	10,000	10	10	100,000	Cash	0.07	[●]
15.	January 31, 1996	Jethamal Laxminarayan HUF	S.D. Gupta	20,000	10	10	200,000	Cash	0.14	[●]

Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
16.	March 16, 1996	Laxminarayan Hold. Pvt. Ltd.	Rukmani Mercantile P. Ltd.	37,500	10	10	375,000	Cash	0.25	[●]
17.	March 16, 1996	Laxminarayan Hold. Pvt. Ltd.	Rukmani Agencies P. Ltd.	20,000	10	10	200,000	Cash	0.14	[●]
18.	March 16, 1996	Laxminarayan Hold. Pvt. Ltd.	Priti P. Gupta	9,000	10	10	90,000	Cash	0.06	[●]
19.	March 16, 1996	Laxminarayan Hold. Pvt. Ltd.	N.L Jakheta	6,000	10	10	60,000	Cash	0.04	[●]
20.	March 16, 1996	Daman Ganga Investment P. L.	Rukmani Agencies P. Ltd.	55,000	10	10	550,000	Cash	0.37	[●]
21.	March 16, 1996	P.K. Gupta & Sons HUF	N.M. Gupta & Sons HUF	15,000	10	10	150,000	Cash	0.10	[●]
22.	June 04, 1996	S.D. Gupta	Rukmani Mercantile P. Ltd.	14,000	10	10	140,000	Cash	0.09	[●]
23.	June 04, 1996	S.D. Gupta	Rukmani Agencies P. Ltd.	9,000	10	10	90,000	Cash	0.06	[●]
24.	June 04, 1996	S.D. Gupta	Rajasthan Engg. & Cons. Services Private Limited	9,000	10	10	90,000	Cash	0.06	[●]
25.	June 04, 1996	S.D. Gupta	Network Synthetics P. Ltd.	5,000	10	10	50,000	Cash	0.03	[●]
26.	July 03, 1996	S.D. Gupta	Priti Gupta	82,000	10	10	820,000	Cash	0.55	[●]

Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
27.	July 03, 1996	S.D. Gupta	N. M. Gupta & Sons HUF	2,000	10	10	20,000	Cash	0.01	[●]
28.	July 03, 1996	S.D. Gupta	Metro Woven Sacks Ltd.	6,000	10	10	60,000	Cash	0.04	[●]
29.	July 03, 1996	S.D. Gupta	N L Jakheta & Sons HUF	4,000	10	10	40,000	Cash	0.03	[●]
30.	September 28, 1996	P.K. Gupta & Sons HUF	Rukmani Agencies P. Ltd.	900	10	10	9,000	Cash	0.01	[●]
31.	December 02, 1996	P.K. Gupta & Sons HUF	S.D. Gupta	16,000	10	10	160,000	Cash	0.11	[●]
32.	December 02, 1996	Rukmani Agencies P. Ltd.	Aishwarya P. Gupta	1,500	10	10	15,000	Cash	0.01	[●]
33.	December 02, 1996	Rukmani Agencies P. Ltd.	N. M Gupta & Sons HUF	6,000	10	10	60,000	Cash	0.04	[●]
34.	December 02, 1996	Rukmani Agencies P. Ltd.	S. D. Gupta	4,500	10	10	45,000	Cash	0.03	[●]
35.	December 02, 1996	Rukmani Agencies P. Ltd.	N.M. Gupta	35,100	10	10	351,000	Cash	0.24	[●]
36.	December 02, 1996	Rukmani Agencies P. Ltd.	Pradeep Gupta	1,000	10	10	10,000	Cash	0.01	[●]
37.	December 02, 1996	P.K. Gupta & Sons HUF	N. M. Gupta	100	10	10	1,000	Cash	0.00	[●]
38.	February 15, 1997	Priti Gupta	P. K. Gupta & Sons HUF	10,000	10	10	100,000	Cash	0.07	[●]
39.	February 15, 1997	Priti Gupta	Jakheta Finance P. Ltd.	13,000	10	10	130,000	Cash	0.09	[●]
40.	February 15, 1997	Priti Gupta	Aishwarya P. Gupta	3,000	10	10	30,000	Cash	0.02	[●]

Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
41.	May 01, 1997	P. K. Gupta	Rukmani Agencies P. Ltd.	4,000	10	10	40,000	Cash	0.03	[●]
42.	May 01, 1997	S.D. Gupta	Rukmani Agencies P. Ltd.	9,500	10	10	95,000	Cash	0.06	[●]
43.	May 01, 1997	S.D. Gupta	P. K. Gupta & Sons HUF	1,500	10	10	15,000	Cash	0.01	[●]
44.	November 03, 1997	P. K. Gupta & Sons HUF	Rukmani Agencies P. Ltd.	2,100	10	10	21,000	Cash	0.01	[●]
45.	November 03, 1997	N. L. Jakhetia & Sons	Aiswarya P. Gupta	12,000	10	10	120,000	Cash	0.08	[●]
46.	June 20, 1998	Rituraj Holding Pvt. Ltd.	Jakhetia Finance P. Ltd.	1,00,000	10	10	1,000,000	Cash	0.68	[●]
47.	June 20, 1998	Rituraj Holding Pvt. Ltd.	Priti Capital & Sec. P. Ltd.	1,00,000	10	10	1,000,000	Cash	0.68	[●]
48.	April 24, 1999	N.M. Gupta & Sons HUF	N. M. Gupta	44,200	10	10	442,000	Cash	0.30	[●]
49.	April 24, 1999	N. L. Jakhetia & Sons	N. M. Gupta	57,000	10	10	570,000	Cash	0.39	[●]
50.	April 24, 1999	Morning Star Money Inv. Pvt.	Priti Capital & Securities	150,000	10	10	1,500,000	Cash	1.01	[●]
51.	April 24, 1999	Morning Star Money Inv. Pvt.	Network Synthetics P. Ltd.	50,000	10	10	500,000	Cash	0.34	[●]
52.	April 24, 1999	Morning Star Money Inv. Pvt.	Rajasthan Engg. & Cons Ser.	9,000	10	10	90,000	Cash	0.06	[●]

Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
53.	April 24, 1999	P. K. Gupta & Sons HUF	Pradeep Gupta	9,000	10	10	90,000	Cash	0.06	[●]
54.	April 24, 1999	Network Synthetics P. Ltd.	Priti Gupta	80,000	10	10	800,000	Cash	0.54	[●]
55.	April 24, 1999	Jakhetia Finance P. Ltd.	Pradeep Gupta	165,000	10	10	1,650,000	Cash	1.12	[●]
56.	April 24, 1999	Priti Capital & Sec. P. Ltd.	S. D. Gupta	80,000	10	10	800,000	Cash	0.54	[●]
57.	April 24, 1999	Priti Capital & Sec. P. Ltd.	Priti Gupta	20,000	10	10	200,000	Cash	0.14	[●]
58.	April 24, 1999	Network Synthetics P. Ltd.	Pradeep Gupta	10,000	10	10	100,000	Cash	0.07	[●]
59.	April 24, 1999	Jakhetia Finance P. Ltd.	Priti Gupta	25,000	10	10	250,000	Cash	0.17	[●]
60.	April 24, 1999	Rajasthan Engg. & Cons Ser.	N.L. Jakhetia & Sons	20,000	10	10	200,000	Cash	0.14	[●]
61.	February 11, 2002	M/s Rathi Global Finance Limited	Priti Capital & Securities Pvt. Ltd.	80,000	10	10	800,000	Cash	0.54	[●]
62.	February 11, 2002	M/s Rathi Global Finance Limited	Rukmani Agencies Pvt. Ltd.	60,000	10	10	600,000	Cash	0.41	[●]
63.	February 11, 2002	M/s Rathi Global Finance Limited	Rukmani Mercantile Pvt. Ltd.	67,000	10	10	670,000	Cash	0.45	[●]
64.	February 11, 2002	M/s Rathi Global Finance Limited	Rajasthan Engg & Con. Ser. Pvt. Ltd.	25,000	10	10	250,000	Cash	0.17	[●]

Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
65.	February 11, 2002	M/s Rathi Global Finance Limited	Metro Woven Sacks Ltd.	35,000	10	10	350,000	Cash	0.24	[●]
66.	February 11, 2002	M/s Rathi Global Finance Limited	Jakhetia Finance Pvt. Ltd.	40,000	10	10	400,000	Cash	0.27	[●]
67.	December 11, 2002	Priti Capital & Securities Pvt. Ltd.	Priti Gupta	37,000	10	10	370,000	Cash	0.25	[●]
68.	December 11, 2002	Priti Capital & Securities Pvt. Ltd.	Jakhetia Finance Pvt Ltd	111,500	10	10	1,115,000	Cash	0.75	[●]
69.	April 13, 2006	Jakhetia Finance Pvt. Ltd	Anand Rathi Securities Pvt. Ltd	393,920	10	10	3,939,200	Cash	2.66	[●]
70.	April 13, 2006	Network Synthesis Pvt. Ltd	Anand Rathi Securities Pvt. Ltd	166,160	10	10	1,661,600	Cash	1.12	[●]
71.	April 13, 2006	Navratan Comdex Pvt Ltd.	Anand Rathi Securities Pvt. Ltd	174,095	10	10	1,740,950	Cash	1.18	[●]
72.	April 13, 2006	Ms. Priti Gupta	Anand Rathi Securities Pvt. Ltd	312,800	10	10	3,128,000	Cash	2.12	[●]
73.	April 13, 2006	N.M Gupta	Anand Rathi Securities Pvt. Ltd	283,760	10	10	2,837,600	Cash	1.92	[●]
74.	April 13, 2006	Sushila devi Gupta	Anand Rathi Securities Pvt. Ltd	211,200	10	10	2,112,000	Cash	1.43	[●]

Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
75.	April 13, 2006	Pradeep Gupta	Anand Rathi Securities Pvt. Ltd	213,200	10	10	2,132,000	Cash	1.44	[●]
76.	April 13, 2006	Ashadeep Holdings Pvt Ltd	Anand Rathi Securities Pvt. Ltd	15,500	10	10	1,55,000	Cash	0.10	[●]
77.	April 13, 2006	Girish Synthetics Pvt Ltd	Anand Rathi Securities Pvt. Ltd	4,500	10	10	45,000	Cash	0.03	[●]
78.	April 13, 2006	Metro Woven Sacks Pvt. Ltd.	Anand Rathi Securities Pvt. Ltd	63,340	10	10	6,33,400	Cash	0.43	[●]
79.	April 13, 2006	Rukmani Agencies Pvt. Ltd	Anand Rathi Securities Pvt. Ltd	156,840	10	10	1,568,400	Cash	1.06	[●]
80.	April 13, 2006	Rajasthan Engg & Cons Pvt. Ltd	Anand Rathi Securities Pvt. Ltd	61,400	10	10	6,14,000	Cash	0.42	[●]
81.	April 13, 2006	Rukmani Mercantile Pvt. Ltd	Anand Rathi Securities Pvt. Ltd	176,820	10	10	1,768,200	Cash	1.20	[●]
82.	April 13, 2006	Aishwarya Gupta	Anand Rathi Securities Pvt. Ltd	18,860	10	10	1,88,600	Cash	0.13	[●]
83.	April 13, 2006	NLJ & Sons (HUF)	Anand Rathi Securities Pvt. Ltd	21,470	10	10	2,14,700	Cash	0.15	[●]
84.	April 13, 2006	NM Gupta & Sons (HUF)	Anand Rathi Securities Pvt. Ltd	57,350	10	10	573,500	Cash	0.39	[●]

Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
85.	April 13, 2006	PK Gupta & Sons (HUF)	Anand Rathi Securities Pvt. Ltd	18,670	10	10	186,700	Cash	0.13	[●]
86.	June 21, 2006	Anand Rathi Securities Pvt. Ltd	Pradeep Gupta (as nominee of Anand Rathi Securities Pvt. Ltd)	1	10	NA	NA	NA	0.00	[●]
87.	November 28, 2006	Anand Rathi Securities Pvt. Ltd	Priti Gupta (as nominee of Anand Rathi Securities Pvt. Ltd)	1	10	NA	NA	NA	0.00	[●]
88.	November 28, 2006	Anand Rathi Securities Pvt. Ltd	Sushila devi Gupta (as nominee of Anand Rathi Securities Pvt. Ltd)	1	10	NA	NA	NA	0.00	[●]
89.	November 28, 2006	Anand Rathi Securities Pvt. Ltd	N.M Gupta (as nominee of Anand Rathi Securities Pvt. Ltd)	1	10	NA	NA	NA	0.00	[●]
90.	November 28, 2006	Anand Rathi Securities Pvt. Ltd	Anand Rathi (as nominee of Anand Rathi Securities Pvt. Ltd)	1	10	NA	NA	NA	0.00	[●]
91.	November 28, 2006	Anand Rathi Securities Pvt. Ltd	Pushpalata Rathi (as	1	10	NA	NA	NA	0.00	[●]



Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
			nominee of Anand Rathi Securities Pvt. Ltd)							
92.	May 20, 2011	Pushpalata Rathi (as nominee of Anand Rathi Securities Pvt. Ltd)	Amit Rathi (as nominee of Anand Rathi Securities Pvt. Ltd)	1	10	NA	NA	NA	0.00	[●]
93.	December 08, 2015	Amit Rathi (as nominee of Anand Rathi Financial Services Limited)	Roop Kishor Bhootra (as nominee of Anand Rathi Financial Services Limited)	1	10	NA	NA	NA	0.00	[●]
94.	September 30, 2021	N.M. Gupta (as nominee of Anand Rathi Financial Services Limited)	Pradeep Navratan Gupta (as nominee of Anand Rathi Financial Services Limited)	1	10	NA	NA	NA	0.00	[●]

Sr. No.	Date of Transfer of Equity Shares	Name of transferor	Name of transferee	No. of Equity Shares	Face value per equity share (₹)	Transfer price per Equity Share (₹)	Total consideration (in ₹)	Nature of consideration	Percentage of the pre-Issue Equity Share capital (%)^	Percentage of the post-Issue Equity Share capital (%)
95.	January 21, 2022	Pradeep Gupta (as nominee of Anand Rathi Financial Services Limited)	Krishnav Pradeep Gupta (as nominee of Anand Rathi Financial Services Limited)	1	10	NA	NA	NA	0.00	[●]
96.	March 22, 2024	Sushila Devi Navratan Mal Gupta (as nominee of Anand Rathi Financial Services Limited)	Pradeep Kumar Gupta (as nominee of Anand Rathi Financial Services Limited)	2	5	NA	NA	NA	0.00	[●]
97.	June 21, 2024	Pradeep Navratan Gupta (as nominee of Anand Rathi Financial Services Limited)	Vishal Jugal Laddha (as nominee of Anand Rathi Financial Services Limited)	2	5	NA	NA	NA	0.00	[●]

<sup>^</sup>After taking into account bonus issue of equity shares and sub-division of face value of equity shares.

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3. **Details of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves:**

Except as set forth below, we have not issued any Equity Shares for consideration other than cash or by way of a bonus issue or out of revaluation reserves.

Date of Allotment	Number of Equity Shares allotted	Face Value (₹)	Issue Price per Equity Share (₹)	Form of consideration	Reason for allotment	Benefits if any that have accrued to our Company
July 23, 2009	3,003,763	10	110	Other than Cash	Equity Shares allotted pursuant to a Scheme of Arrangement*	In terms of the Scheme of Arrangement which was approved by the High Court of Judicature at Bombay through an order dated June 19, 2009, <i>inter alia</i> (i) the whole of the BSE broking business (as defined in the Scheme of Arrangement) of Anand Rathi Financial Services Limited was transferred to and vested in our Company; (ii) all the clients of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became clients of our Company and (iii) all the sub-brokers and remisiers of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became sub-brokers and remisiers of our Company.
November 21, 2022	6,720,517	10	Not applicable	Not applicable	Bonus issue of Equity Shares in the ratio of 1 Equity Share for 2 Equity Share held.	Nil

\*3,003,763 Equity Shares were allotted to our holding company i.e., Anand Rathi Financial Services Limited pursuant to the Scheme of Arrangement between Anand Rathi Financial Services Limited, and Anand Rathi Advisors Limited and our Company and its respect shareholders and creditors (**Scheme of Arrangement**) which was approved by the High Court of Judicature at Bombay through an order dated June 19, 2009 (**Court Order**). In terms of the Scheme of Arrangement and the Court Order, *inter alia* (i) the whole of the BSE broking business (as defined in the Scheme of Arrangement) of Anand Rathi Financial Services Limited was transferred to and vested in our Company; (ii) all the clients of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became clients of our Company; (iii) all the sub-brokers and remisiers of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became sub-brokers and remisiers of our Company; (iv) 3,003,763 Equity Shares were allotted by our Company to Anand Rathi Financial Services Limited at ₹ 110 per Equity Share.

4. **Preference Share capital history of our Company**

While our Company has issued Redeemable Preference Shares in the past, and some of the shareholders holding such Redeemable Preference Shares have transferred these shares to other shareholders, all Redeemable Preference Shares issued by our Company in the past have been redeemed by our Company and there are no existing preference shares as on the date of this Draft Red Herring Prospectus.

5. Our Company is in compliance with the Companies Act, 1956 and Companies Act, 2013, as applicable, with respect to issuance of Equity Shares since its incorporation till the date of filing of this Draft Red Herring Prospectus. Also, see ‘*Risk Factors - Our Company has allotted multiple tranches of secured redeemable unlisted non-convertible debentures (NCDs) on a private placement basis during Fiscal 2023, Fiscal 2024, and Fiscal 2025. Some of the said allottees further transferred the NCDs allotted to them within 6 months from the date of allotment of the NCDs which resulted in the total number of debenture holders in each of Fiscal 2023 and Fiscal 2024 exceeding 200 in number which could be considered as non-compliance of the provisions of Sections 25 and section 42 of the Companies Act and applicable provisions of the Companies Act and securities laws. Our Company has filed an application u/s 454 of the Companies Act 2013 for adjudication with the RoC. We cannot assure you about the outcome of this adjudication and/or that there will be no penalty levied on or action taken against our Company in this regard.*’ on page 37.
6. Our Company has not revalued its assets since incorporation and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except as set out below, our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956, or Sections 230-234 of the Companies Act, 2013:

<b>Date of Allotment</b>	<b>Number of Equity Shares allotted</b>	<b>Face Value (₹)</b>	<b>Issue Price per Equity Share (₹)</b>	<b>Form of consideration</b>	<b>Reason for allotment</b>
July 23, 2009	3,003,763	10	110	Other than Cash	Equity Shares allotted pursuant to a Scheme of Arrangement*

\*3,003,763 Equity Shares were allotted to our holding company i.e., Anand Rathi Financial Services Limited pursuant to the Scheme of Arrangement between Anand Rathi Financial Services Limited, and Anand Rathi Advisors Limited and our Company and its respect shareholders and creditors (**Scheme of Arrangement**) which was approved by the High Court of Judicature at Bombay through an order dated June 19, 2009 (**Court Order**). In terms of the Scheme of Arrangement and the Court Order, inter alia (i) the whole of the BSE broking business (as defined in the Scheme of Arrangement) of Anand Rathi Financial Services Limited was transferred to and vested in our Company; (ii) all the clients of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became clients of our Company; (iii) all the sub-brokers and remisiers of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became sub-brokers and remisiers of our Company; (iv) 3,003,763 Equity Shares were allotted by our Company to Anand Rathi Financial Services Limited at ₹ 110 per Equity Share.

8. Our Company has not issued any Equity Shares pursuant to an employee stock option scheme till the date of this Draft Red Herring Prospectus. For further details in relation to our employee stock option plan, see ‘*Capital Structure - Employee Stock Option Plan*’ on page 133.
9. Except for the allotment of Equity Shares pursuant to a bonus issue as disclosed in ‘*Capital Structure-Details of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves*’ on page 123, our Company has not issued any Equity Shares at a price that may be lower than the Issue Price during a period of 1 year preceding the date of this Draft Red Herring Prospectus
10. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the Bid/Issue Closing Date shall be reported to the Stock Exchanges within 24 hours of such transactions.
11. Except for 13,195,293 Equity Shares held by our Corporate Promoter, i.e., Anand Rathi Financial Services Limited, none of our Equity Shares are pledged or otherwise encumbered as on the date of this Draft Red Herring Prospectus.

12. There are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Red Herring Prospectus.

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### 13. Shareholding Pattern of our Company

The table below sets out the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

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 deposit or receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+(VI)	Share holding 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 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. of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								No. of Voting Rights						No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class (Equity Shares)	Class (others)	Total	Total as a % of (A+B+C)							
(A)	Promoters and Promoter Group	7*	44,355,408	0	0	4,435,5408	100.00	44,355,408	0	44,355,408	100.00	0	100	0	0	13,195,293	29.75	44,355,408
(B)	Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C)	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying deposit or receipts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by employee trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
<b>Total (A+B+C)</b>		<b>7*</b>	<b>44,355,408</b>	<b>0</b>	<b>0</b>	<b>4,435,5408</b>	<b>100.00</b>	<b>44,355,408</b>	<b>0</b>	<b>44,355,408</b>	<b>100.00</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>13,195,293</b>	<b>29.75</b>	<b>44,355,408</b>

\*Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.

#### 14. Other details of Shareholding of our Company

As on the date of the filing of this Draft Red Herring Prospectus, our Company has 7 Shareholders.

- i. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Anand Rathi Financial Services Limited*	44,355,408	100.00

*\*Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.*

- ii. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of 10 days prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Anand Rathi Financial Services Limited*	44,355,408	100.00

*\*Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company held 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, held 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, held 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.*

- iii. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as of the date 1 year prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Anand Rathi Financial Services Limited*	40,323,100	100.00

*\*Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company held 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, held 2 Equity Shares as nominee of Anand Rathi Financial Services Limited and Sushila Devi Navratan Mal Gupta held 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra, a public shareholders of our Company, held 2 Equity Shares as nominee of Anand Rathi Financial Services Limited.*

- iv. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of the date 2 years prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Anand Rathi Financial Services Limited*	20,161,550	100.00

*\*Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company held 1 Equity Share each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, held 1 Equity Share as nominee of Anand Rathi Financial Services Limited and Sushila Devi Navratan Mal Gupta held 1 Equity Share as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra, a public shareholders of our Company, held 1 Equity Share as nominee of Anand Rathi Financial Services Limited.*

15. Our Company presently does not intend or propose to alter its capital structure for a period of 6 months from the Bid/Issue Opening Date, by way of sub-division or consolidation of the denomination of the Equity

Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for the 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.

**16. Details of Shareholding of our Promoters and the members of our Promoter Group in our Company.**

- a. As on the date of this Draft Red Herring Prospectus, our Corporate Promoter hold 44,355,408\* Equity Shares constituting approximately 100.00% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth below:

Sr. No.	Name of the Shareholder	Pre-Issue No. of Equity Shares	Percentage of the pre-Issue Equity Share capital* (%)	Post-Issue No. of Equity Shares	Percentage of the post-Issue Equity Share capital
<b>Promoters</b>					
1.	Anand Rathi Financial Services Limited* <sup>^</sup>	44,355,408	100.00	[●]	[●]
<b>Total</b>		<b>44,355,408</b>	<b>100.00</b>	[●]	[●]

\* Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of the Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited.

<sup>^</sup>Anand Nandkishore Rathi and Pradeep Navratan Gupta are directors of Anand Rathi Financial Services Limited.

- b. *Build-up of the Promoters' shareholding in our Company*

The build-up of the equity shareholding of our Corporate Promoter i.e., Anand Rathi Financial Services Limited, since incorporation of our Company is set forth in the table below:

Nature of transaction	Date of allotment / acquisition / transfer	No. of Equity Shares	Face value per Equity Share (₹)	Issue acquisition / transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Issue capital (%) <sup>^</sup>	Percentage of the post-Issue capital (%)
Further Issue	June 30, 1997	138,000	10	50	Cash	0.93	[●]
Transfer of Equity shares from Jakhetia Finance Private Limited	April 13, 2006	393,920	10	10	Cash	2.66	[●]
Transfer from Network Synthesis Pvt. Ltd.	April 13, 2006	166,160	10	10	Cash	1.12	[●]
Transfer from Navratan Comdex Pvt Ltd.	April 13, 2006	174,095	10	10	Cash	1.18	[●]
Transfer from Priti Pradeep Gupta	April 13, 2006	312,800	10	10	Cash	2.12	[●]
Transfer from N.M. Gupta	April 13, 2006	283,760	10	10	Cash	1.92	[●]
Transfer from Sushila Devi Gupta	April 13, 2006	211,200	10	10	Cash	1.43	[●]



Nature of transaction	Date of allotment / acquisition/ transfer	No. of Equity Shares	Face value per Equity Share (₹)	Issue acquisition / price per Equity Share (₹)	Form of consideration	Percentage of the pre-Issue capital (%)^	Percentage of the post-Issue capital (%)
Transfer from Pradeep Gupta	April 13, 2006	213,200	10	10	Cash	1.44	[●]
Transfer from Ashadeep Holdings Pvt. Ltd.	April 13, 2006	15,500	10	10	Cash	0.10	[●]
Transfer from Girish Synthetics Private Limited	April 13, 2006	4,500	10	10	Cash	0.03	[●]
Transfer from Metro Woven Sacks Pvt. Ltd.	April 13, 2006	63,340	10	10	Cash	0.43	[●]
Transfer from Rukmani Agencies Pvt. Ltd.	April 13, 2006	156,840	10	10	Cash	1.06	[●]
Transfer from Rajasthan Engg & Cons Pvt. Ltd	April 13, 2006	61,400	10	10	Cash	0.42	[●]
Transfer from Rukmani Mercantile Pvt. Ltd.	April 13, 2006	176,820	10	10	Cash	1.20	[●]
Transfer from Aishwarya Gupta	April 13, 2006	18,860	10	10	Cash	0.13	[●]
Transfer from NLJ & Sons (HUF)	April 13, 2006	21,470	10	10	Cash	0.15	[●]
Transfer from NM Gupta & Sons (HUF)	April 13, 2006	57,350	10	10	Cash	0.39	[●]
Transfer from PK Gupta & Sons (HUF)	April 13, 2006	18,670	10	10	Cash	0.13	[●]
Equity Shares allotted pursuant to a Scheme of Arrangement *	July 23, 2009	3,003,763	10	110	Other than Cash	20.32	[●]
Further Issue	January 25, 2010	3,200,000	10	125	Cash	21.64	[●]
Rights Issue of 909,090 Equity Shares in the proportion of the <i>inter-se</i> shareholding of the Shareholders	March 31, 2020	909,090	10	110	Cash	6.15	[●]

Nature of transaction	Date of allotment / acquisition / transfer	No. of Equity Shares	Face value per Equity Share (₹)	Issue acquisition / transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Issue capital (%) <sup>^</sup>	Percentage of the post-Issue capital (%)
Rights Issue in the ratio of 40 Equity Shares for every 100 Equity Shares held	February 06, 2022	3,840,295	10	130	Cash	25.97	[●]
Bonus issue of Equity Shares in the ratio of 1 Equity Share for 2 Equity Share held	November 21, 2022	6,720,517	10	NA	NA	30.30	[●]
Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Consequently, 2,01,61,550 Equity Shares of face value of ₹ 10 each held by Anand Rathi Financial Services Limited were sub-divided into 4,03,23,100 Equity Shares of face value of ₹ 5 each authorised by our Board pursuant to the resolution at its meeting held on May 4, 2023 and Shareholders pursuant to the special resolution at their meeting held on June 20, 2023.							[●]
Rights Issue in the ratio of 1 Equity Share for every 10 Equity Shares held.	March 5, 2024	4,032,308	5	124	Cash	9.09	[●]
<b>Total</b>		<b>44,355,408<sup>^</sup></b>				<b>100.00</b>	[●]

Note: The above table excludes transfer of equity shares between the nominees of Anand Rathi Financial Services Limited \*3,003,763 Equity Shares were allotted to our holding company i.e., Anand Rathi Financial Services Limited pursuant to the Scheme of Arrangement between Anand Rathi Financial Services Limited, and Anand Rathi Advisors Limited and our Company and its respect shareholders and creditors (**Scheme of Arrangement**) which was approved by the High Court of Judicature at Bombay through an order dated June 19, 2009 (**Court Order**). In terms of the Scheme of Arrangement and the Court Order, inter alia (i) the whole of the BSE broking business (as defined in the Scheme of Arrangement) of Anand Rathi Financial Services Limited was transferred to and vested in our Company; (ii) all the clients of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became clients of our Company; (iii) all the sub-brokers and remisiers of Anand Rathi Financial Services Limited with respect to the BSE broking business (as defined in the Scheme of Arrangement) became sub-brokers and remisiers of our Company; (iv) 3,003,763 Equity Shares were allotted by our Company to Anand Rathi Financial Services Limited at ₹ 110 per Equity Share.

<sup>^</sup>Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.

<sup>^</sup>After taking into account bonus issue of equity shares and sub-division of face value of equity shares.

- c. Except for 40,32,308 Equity Shares allotted by our Company on March 5, 2024 to our Corporate Promoter, i.e., Anand Rathi Financial Services Limited pursuant to a Rights Issue in the ratio of 1 Equity Share for every 10 Equity Shares which were partly paid and were subsequently fully paid up on May 23, 2024, all the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.
- d. All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.
- e. Except for 13,195,293 Equity Shares held by our Corporate Promoter, i.e., Anand Rathi Financial Services Limited, none of the Equity Shares held by our Promoters are pledged or otherwise encumbered as on the date of this Draft Red Herring Prospectus.
- f. None of the member of the Promoter Group holds Equity Shares in our Company\*

*\*Krishnav Gupta, a member of our Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited.*

- g. Except as disclosed above in the ‘Capital Structure – Details of Shareholding of our Promoters and the members of our Promoter Group in our Company’ on page 128 none of our Promoters, who are also our Directors or the members of our Promoter Group have purchased or sold any securities of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus. Further, none of our Directors other than our Promoters or their relatives have purchased or sold any specified securities of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.
- h. There have been no financing arrangements whereby our Promoters, the members of our Promoter Group, our directors and their relatives have financed the purchase, by any other person of securities, of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

#### 17. Details of shareholding of our Directors, Key Managerial and Senior Management

None of our Directors, Key Managerial Personnel and members of Senior Management, directors of our Corporate Promoter, hold any Equity Shares as on the date of this Draft Red Herring Prospectus.\*

*\*Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, our directors, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited*

#### 18. Details of Promoters’ contribution and lock-in

- a. Pursuant to Regulation 14 and Regulation 16(1) SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of 18 months as minimum promoter’s contribution from the date of Allotment (**Minimum Promoters’ Contribution**) in the Issue and our Promoter’s shareholding in excess of 20% of the fully diluted post-Issue Equity Share capital shall be locked-in for a period of 6 months from the date of Allotment in the Issue.
- a. The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of 18 months as Minimum Promoters’ Contribution from the date of Allotment are set forth in the following table:

Name of Promoter	Number of Equity Shares held	No. of Equity Shares locked-in*	Date of allotment / acquisition and when made fully paid up**	Nature of transaction	Face value (₹)	Issue / acquisition price per Equity Share (₹)	Percentage of pre-Issue paid-up capital (%)	Percentage of post-Issue paid-up capital*	Date up to which Equity Shares are subject to lock-in*
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

*\*To be updated at Prospectus stage.*

*\*\* All Equity Shares were fully paid up on the respective dates of allotment / acquisition, as the case maybe, of such Equity Shares.*

- b. Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Issue Equity Share capital of our Company as Minimum Promoter’s Contribution, and has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Minimum Promoter’s Contribution from the date of filing the 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.
- c. Our Company undertakes that the Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Minimum Promoters’ Contribution under Regulation 15 of the SEBI ICDR Regulations.

In this regard, we confirm that:

- i. the Equity Shares offered as part of the Minimum Promoters' Contribution do not include Equity Shares acquired during the immediately 3 preceding years:
  - for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or
  - resulting from a bonus issue out of revaluation reserves or unrealised profits of our Company, or from a bonus issue against Equity Shares that are otherwise ineligible for computation of Minimum Promoters' Contribution;
- ii. The Minimum Promoters' Contribution does not include Equity Shares acquired during the immediately preceding 1 year at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- iii. Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm, and, consequently, the Minimum Promoters' Contribution does not include Equity Shares issued pursuant to conversion of partnership firm or a limited liability partnership firm; and
- iv. The Equity Shares held by our Promoters and offered as part of the Minimum Promoters' Contribution are not subject to any pledge.

**19. Details of Equity Shares held by other Shareholders which will be locked-in for 6 months**

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Issue Equity Share capital held by persons other than our Promoters will be locked-in for a period of 6 months from the date of Allotment in the Issue, except for the Equity Shares held by any other category of shareholders which are exempted under Regulation 17 of the SEBI ICDR Regulations.

**20. Lock-in Requirements**

Pursuant to the SEBI ICDR Regulations, the entire pre-Issue capital of our Company shall be locked-in for a period of 6 months from the date of Allotment, except for (i) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least 6 months from the date of purchase by such shareholders; and (ii) as otherwise permitted under the SEBI ICDR Regulations.

**21. Lock-in of Equity Shares Allotted to Anchor Investors**

50% percent of the 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 and the remaining portion shall be locked-in for a period of 90 days from the date of Allotment.

**22. Recording on non-transferability of Equity Shares locked-in**

In accordance with 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.

**23. 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 with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

- a. With respect to the Equity Shares locked-in for 1 year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.
- b. With respect to the Equity Shares locked-in as Minimum Promoter's Contribution for 18 months 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 Issue, which is not applicable in the context of this Issue.

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 accordance with 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 applicable with the transferee for the remaining period and compliance with provisions of the SEBI Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Issue and locked-in for a period of 6 months, 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 with the transferee and compliance with the provisions of the SEBI Takeover Regulations.

24. Our Company, 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 Issue.
25. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. All Equity Shares transferred pursuant to the Issue shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

**26. Employee Stock Option Plan**

Our Company has formulated an employee stock option plan namely, Employee Stock Option Plan 2023 (**ESOP 2023**) pursuant to the resolutions passed by our Board in its meeting dated November 23, 2023 and our Shareholders in its meeting dated December 15, 2023, with a maximum pool of 2,020,000 options. ESOP 2023 has been formulated in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**ESOP Regulations**).

Details of options granted under ESOP 2023, as certified by M/s. R Kabra & Co LLP, Statutory Auditors, pursuant to their certificate dated December 14, 2024 are set forth below:

Particulars	Details		
	Financial Year 2024	6 months ended September 30, 2024	From October 1, 2024 to the date of this Draft Red Herring Prospectus
Total options outstanding as at the beginning of the period	Nil	19,41,750	18,77,250
Total options granted	19,41,750	32,500	Nil
Total options vested (including exercised)	Nil	Nil	Nil
Exercise price of options in ₹ (as on the date of grant options)	5	5	5
Options forfeited/lapsed/cancelled	Nil	97,000	45,000
Variation of terms of options	Nil	Nil	Nil
Money realized by exercise of options	Nil	Nil	Nil
Total number of options outstanding in force	19,41,750	18,77,250	18,32,250

Particulars	Details		
	Financial Year 2024	6 months ended September 30, 2024	From October 1, 2024 to the date of this Draft Red Herring Prospectus
Total options vested (excluding the options that have been exercised)	Nil	Nil	Nil
Options exercised (since implementation of the ESOP Scheme)	Nil	Nil	Nil
The total number of Equity Shares arising as a result of exercise of granted options (including options that have been exercised)	Nil	Nil	Nil
Vesting Period (from the date of grant)	<b>Options to be Vested</b>	<b>Vesting Period</b>	<b>Vesting Condition</b>
	20% of Options granted	At the end of one year from the date of grant	Continued employment with the company up to the relevant date
	20% of Options granted	At the end of Two year from the date of grant	
	30% of Options granted	At the end of Three year from the date of grant	
	30% of Options granted	At the end of Four year from the date of grant	
Employee wise details of options granted to:			
(a) Key managerial personnel	4,30,000	4,30,000	Nil
(b) Senior management	1,25,000	1,25,000	Nil
(c) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	NA	NA	NA
(d) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil	Nil	NA
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	18.20	13.79	-

Particulars	Details		
	Financial Year 2024	6 months ended September 30, 2024	From October 1, 2024 to the date of this Draft Red Herring Prospectus
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	NA	Nil	Nil
Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option	Exercise price (₹)	5	The fair value of the employee stock option granted has been estimated using weighted average of net asset value approach (NAV), discounted cash flow (DCF) and comparable company analysis (CCA)
	Expected life of option (years)	10	
	Expected dividend (%)	Nil	
	Risk free interest rate (%)	7.21%	
	Weighted average fair value on grant date	113.19	
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 had been followed, in respect of options granted in the last three Years	Nil	Nil	Nil
Intention of key managerial personnel, senior management 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	Nil	Nil	Nil
Intention to sell Equity Shares arising out of the ESOP Scheme or allotted under an ESOP Scheme	Nil	Nil	Nil

Particulars	Details		
	Financial Year 2024	6 months ended September 30, 2024	From October 1, 2024 to the date of this Draft Red Herring Prospectus
within three months after the listing of Equity Shares by directors, key managerial personnel, senior managerial personnel and employees having Equity Shares arising out of the ESOP Scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)			

27. As on the date of this Draft Red Herring Prospectus, the BRLMs and its associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLMs and its affiliates 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.
28. Nuvama Wealth Management Limited and DAM Capital Advisors Limited and their associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) are not directly/indirectly related to the Shareholders. As on the date of this Draft Red Herring Prospectus, Anand Rathi Advisors Limited, one of the BRLMs (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) is related to the Shareholders of the Company on account of the following:
- a. Anand Nandkishore Rathi, Pradeep Navratan Gupta, and Priti Pradeep Gupta, the Promoters of our Company, hold: (i) equity shares in Anand Rathi Financial Services Limited; (ii) Equity Share in our Company in his capacity as nominee shareholder of our Company; and (iii) equity shares in Anand Rathi Advisors Limited.
  - b. Pradeep Navratan Gupta and Vishal Jugal Kishore Laddha are common directors on board of ARAL and our Company.
29. None of our Promoters or the members of our Promoter Group will participate in the Issue.
30. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs or pension funds sponsored by entities which are associate of the BRLMs); nor (ii) any person related to the Promoters or Promoter Group can apply under the Anchor Investor Portion.
31. Except for issuance of Equity Shares pursuant to exercise of employee stock options pursuant to the ESOP 2023 and the issuance of Equity Shares pursuant to the Pre-IPO Placement, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded on account of non-listing, under-subscription etc, as the case may be.
32. Our Company will ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.



33. No person connected with the Issue shall offer any incentive, whether direct or indirect, in any manner whatsoever, whether in cash or kind or service or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.

## SECTION IV: PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue comprises a Fresh Issue of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 7,450.00 million by our Company.

#### Utilisation of Net Proceeds

Our Company proposes to utilise the Net Proceeds from the Issue towards the following objects:

1. Funding long-term working capital requirements of our Company; and
2. General corporate purposes.

(collectively, referred to herein as ‘Objects’)

In addition, our Company expects to receive the benefits of listing of Equity Shares on the Stock Exchanges including enhancing our Company’s visibility and brand image and creating a public market for our Company’s Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects, as set out in our Company’s Memorandum of Association, enable our Company to undertake our existing business activities and the activities proposed to be funded from the Net Proceeds.

#### Net Proceeds

The details of the proceeds from the Issue are set forth in the table below:

Particulars	Estimated amount (in ₹ million)
Gross proceeds from the Issue	Up to 7,450.00
(Less) Issue related expenses in relation to the Issue <sup>(1)</sup>	[●]
<b>Net Proceeds</b>	<b>[●]</b>

<sup>(1)</sup> To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

#### Requirement of funds and utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised for the Objects in accordance with the details provided in the following table:

Sr. No.	Particulars	Estimated utilisation from Net Proceeds (in ₹ million)
1.	Funding long-term working capital requirements of our Company	5,500.00
2.	General corporate purposes <sup>(1)</sup>	[●]
	<b>Net Proceeds<sup>(2)</sup></b>	<b>[●]</b>

<sup>(1)</sup> The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

<sup>(2)</sup> Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

## Proposed schedule of implementation and deployment of Net Proceeds

The following table sets forth the details of the schedule of the expected deployment of the Net Proceeds:

*(in ₹ million)*

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Estimated deployment	
			Fiscal 2025	Fiscal 2026
1.	Funding long-term working capital requirements of our Company	5,500.00	-	5,500.00
2.	General corporate purposes <sup>(1)</sup>	[•]	[•]	-
<b>Total<sup>(1)(2)</sup></b>		<b>5,500.00</b>	<b>[•]</b>	<b>5,500.00</b>

<sup>(1)</sup> To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

<sup>(2)</sup> Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our Company's current business plan, management estimates, prevailing market conditions and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. See 'Risk Factor - Objects of the Issue for which the funds are being raised have not been appraised by any bank or financial institutions. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders' approval' on page 66. Our Company may have to revise its funding requirements and deployment on account of a variety of factors such as financial and market conditions, macro-economic factors, change in government policy, changes in business and strategy, competition, and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our Company's management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our Company's management, subject to compliance with applicable laws.

If the estimated utilisation of the Net Proceeds in a scheduled fiscal year is not completely met, such unutilised amounts shall be utilised (in part or full) in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. We may, however, utilize the proceeds prior to the specific periods mentioned in the schedule of deployment, in accordance with the requirements of our Company. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of funding means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards general corporate purposes, provided that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations.

### Means of finance

Our Company proposes to fund the requirements of the entire Objects of the Issue from the Net Proceeds. Accordingly, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue and existing identifiable internal accruals, as required under Regulation 7(1)(e) of the SEBI ICDR Regulations.

## Details of objects of the Issue

Our Board at its meeting held on December 12, 2024 approved the proposed Objects and the respective amounts proposed to be utilized from the Net Proceeds for each Object.

### 1. Funding long term working capital requirements of our Company

Our Company funds a majority of its working capital requirements in the ordinary course of business from banks, financial institutions and internal accruals. As on October 31, 2024, our Company had sanctioned facilities aggregating ₹ 24,434.59 million comprising ₹ 10,909.52 million of fund-based limits, ₹ 10,500.00 million of non-fund based limits, ₹ 3,025.07 million towards outstanding amount of non-convertible debentures and ₹ 890.00 million of unsecured borrowings. For further details, see 'Financial Indebtedness' on page 331.

We propose to utilise ₹ 5,500.00 million from the Net Proceeds to fund the long-term working capital requirements of our Company in Fiscal 2026. The Board pursuant to their resolution dated December 12, 2024 have approved the business plan and financial projections for the Fiscal 2025 and Fiscal 2026 and the estimated working capital requirements and funding pattern for the respective financial years. The details of our Company's working capital as at March 31, 2022, March 31, 2023 and March 31, 2024 derived from the standalone financials of our Company, and source of funding of the same are provided in the table below:

(₹ in million)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Current assets</b>			
(a) Financial assets			
(a) Trade receivables	2,470.09	2,038.08	1,414.69
(b) Cash and cash equivalents	346.95	257.97	408.69
(c) Other Balances with Banks	15,300.59	8,917.44	7,276.70
(d) Loans (Margin Trading Facility Book - MTF Book)	6,172.93	3,766.38	3,046.62
(e) Other Current Assets	710.46	532.15	661.00
<b>Total current assets (A)</b>	<b>25,001.02</b>	<b>15,512.02</b>	<b>12,807.70</b>
<b>Current liabilities</b>			
(f) Trade payables	12,198.67	8,785.69	7,740.68
(g) Other Current liabilities	596.07	308.98	371.88
<b>Total current liabilities (B)</b>	<b>12,794.74</b>	<b>9,094.67</b>	<b>8,112.56</b>
<b>Total working capital (A-B)</b>	<b>12,206.28</b>	<b>6,417.35</b>	<b>4,695.14</b>
<b>Funding pattern</b>			
(h) Borrowings & Debt Securities	8,735.13	4,206.09	2,741.21
(i) Internal accruals	3,471.15	2,211.26	1,953.93
<b>Total</b>	<b>12,206.28</b>	<b>6,417.35</b>	<b>4,695.14</b>

### Estimated Working Capital Requirements

On the basis of our Company's existing working capital requirements and the projected working capital requirements, our Company's Board of Directors, pursuant to their resolution dated December 12, 2024, has approved the projected working capital requirements of our Company for Fiscal 2025 and Fiscal 2026 as stated below:

(₹ in million)

Particulars	As at March 31, 2025	As at March 31, 2026
<b>Current assets</b>		
(a) Financial assets		

Particulars	As at March 31, 2025	As at March 31, 2026
i. Trade receivables	2,703.07	3,243.68
ii. Cash and cash equivalents	250.00	250.00
iii. Other Balances with Banks	21,064.54	20,215.37
iv. Loans (Margin Trading Facility Book - MTF Book)	8,871.85	17,743.71
v. Other Current Assets	974.43	1,071.87
<b>Total current assets (A)</b>	<b>33,863.89</b>	<b>42,524.63</b>
<b>Current liabilities</b>		
(a) Trade payables	17,040.25	15,336.23
(b) Other Current liabilities	697.93	767.72
<b>Total current liabilities (B)</b>	<b>17,738.18</b>	<b>16,103.95</b>
<b>Total working capital (A-B)</b>	<b>16,125.71</b>	<b>26,420.68</b>
<b>Working capital requirements</b>	<b>16,125.71</b>	<b>26,420.68</b>
<b>Funding pattern</b>		
Borrowings & Internal Accruals	16,125.71	20,920.68
Net Proceeds	0.00	5,500.00
<b>Total</b>	<b>16,125.71</b>	<b>26,420.68</b>

As certified by our Statutory Auditors, M/s. R Kabra & Co. LLP, pursuant to a certificate dated December 14, 2024.

The table below contains the details of the holding levels (in number of days as applicable) considered and is derived from the standalone financial statement of our Company for Fiscal 2022, Fiscal 2023 and Fiscal 2024, and the projected holding period for Fiscal 2025 and Fiscal 2026, and the assumptions based on which the working capital requirements have been approved by our Company's Board of Directors through resolution dated December 12, 2024:

Particulars	Fiscal 2022 (Actual)	Fiscal 2023 (Actual)	Fiscal 2024 (Actual)	Fiscal 2025 (Estimated)	Fiscal 2026 (Estimated)	Basis for Calculation
<b>Current assets</b>						
(a) Trade receivables	0.22	0.41	0.29	0.21	0.18	Times of Cash Delivery ADTO
(b) Loans (Margin Trading Facility Book - MTF Book)	0.48	0.76	0.72	0.69	0.98	Times of Cash Delivery ADTO
(c) Cash and cash equivalents	0.12%	0.05%	0.03%	0.02%	0.02%	Percentage of ADTO
(d) Other Balances with Bank	2.17%	1.63%	1.25%	1.72%	1.37%	Percentage of ADTO
(e) Other current assets	0.20%	0.10%	0.06%	0.08%	0.07%	Percentage of ADTO
(f) Trade Payables	2.31%	1.60%	1.00%	1.39%	1.04%	Percentage of ADTO
(g) Other Current liabilities	0.11%	0.06%	0.05%	0.06%	0.05%	Percentage of ADTO

As certified by our Statutory Auditors, M/s. R Kabra & Co. LLP pursuant to a certificate dated December 14, 2024.

(in ₹ million)

Particulars	For the year ended March 31, 2022 (Actual)	For the year ended March 31, 2023 (Actual)	For the year ended March 31, 2024 (Actual)	For the year ended March 31, 2025 (Estimated)	For the year ended March 31, 2026 (Estimated)
Cash ADTO (i.e., average daily turnover)	6,374.16	4,951.90	8,585.30	12,884.55	18,038.37
Total ADTO (i.e., average daily turnover)	3,35,444.34	5,47,620.47	12,22,775.40	12,25,848.25	14,71,017.90

Our Company proposes to utilize ₹ 5,500.00 million out of the Net Proceeds in Fiscal 2026 towards our long term working capital requirements. The balance portion of our Company's long term working capital requirement will be arranged from existing equity, internal accruals and borrowings from banks.

## 2. General corporate purposes

We propose to utilise up to ₹ [●] million of the Net Proceeds for general corporate purposes and business requirements of our Company as approved by the Board, from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilise the Net Proceeds include, without limitation, meeting ongoing general corporate contingencies, meeting our business requirements, funding growth opportunities, including funding strategic initiatives, capital expenditure, and any other purpose, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law, including provisions of the Companies Act. In the event our Company is unable to utilise the Net Proceeds towards any of the Objects of the Issue for any of the reasons as aforementioned, our Company may utilise such Net Proceeds towards general corporate purposes, provided that the aggregate amount deployed towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount(s) in the subsequent Fiscals.

### Issue related expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] million. The expenses of this Issue include, among others, listing fees, underwriting fees, selling commission, fees payable to the BRLMs, fees payable to legal counsels, Registrar to the Issue, Bankers to the Issue, processing fee to the SCSBs for processing Bid cum Application Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, 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 break-up of the estimated Issue expenses is set forth below:

(in ₹ million)

Activity	Estimated expenses*	As a % of the total estimated Issue expenses	As a % of the total Issue size
Fees payable to the BRLMs and commissions (including underwriting commission, brokerage and selling commission, as applicable)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Banks and Bankers to the Issue and fee payable to the Sponsor Bank for Bids made by RIBs. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and	[●]	[●]	[●]

Activity	Estimated expenses*	As a % of the total estimated Issue expenses	As a % of the total Issue size
CDPs <sup>(1)(2)(3)(4)(5)</sup>			
Fees payable to Registrar to the Issue	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fee payable to auditors, consultants and market research firms	[●]	[●]	[●]
Others (i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses; (ii) Printing and distribution of stationery; (iii) Fees payable to legal counsel; and (iv) Miscellaneous.	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	[●]	[●]	[●]

\* Issue expenses include GST, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

- (1) Selling commission payable to SCSBs, on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured by the SCSBs, 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 Issue 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 uploading/processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them.

- (2) No processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Investors	₹[●] per valid application (plus applicable taxes)
Portion for Non-Institutional Investors	₹[●] per valid application (plus applicable taxes)

- (3) Uploading charges/processing fees for applications made by UPI Bidders would be as follows:

Members of the Syndicate / RTAs / CDPs / Registered Brokers	₹[●] per valid application (plus applicable taxes)
Sponsor Bank(s)	₹[●] per valid Bid cum Application Form (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable law

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement

- (4) Selling commission on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by members of the Syndicate (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 Issue Price.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (to the extent applicable).

### **Interim use of the Net Proceeds**

Our Company, in accordance with the applicable law, policies established by our Board from time to time and in order to attain the Objects set out above, will have flexibility to deploy the Net Proceeds. Pending utilisation of the Net Proceeds for the purposes described in this section, our Company may temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that, other than as specified in this section for the purposes of the Objects, it shall not use the Net Proceeds for buying, trading or otherwise dealing in equity securities or any equity linked securities.

### **Appraising entity**

None of the Objects for which the Net Proceeds will be utilised have been appraised by any agency.

### **Bridge financing facilities**

Our Company has not raised any bridge loans from any bank or financial institution as of the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

### **Monitoring of utilisation of funds**

Since the Fresh Issue size is in excess of ₹ 1,000.00 million, our Company will appoint a credit rating agency registered with SEBI to monitor the utilisation of the Gross Proceeds, prior to filing of the Red Herring Prospectus with the RoC, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Company undertakes to place the Gross Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Gross Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay.

Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee will make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company and such certificate from the statutory auditor of our Company shall be submitted to the Monitoring Agency.

Further, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

### **Variation in Objects**

In accordance with Sections 13(8) and 27 of the Companies Act, and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, any material deviation in the Objects of the Issue will require our Company to obtain the approval of the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (**Postal Ballot Notice**) shall specify the prescribed details and be published in accordance with the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, the vernacular language of the jurisdiction where our Registered Office is situated. Pursuant to the Companies Act, our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such material deviation of the Objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act and provisions of Schedule XX of the SEBI ICDR Regulations.



**Other confirmations**

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, our group companies or Key Managerial Personnel, Senior Management or Group Companies. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with our Directors, our Promoters, the members of our Promoter Group, the Key Managerial Personnel or Senior Management in relation to the utilization of the Net Proceeds of the Issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects of the Fresh Issue as set out above.

## BASIS FOR THE ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares issued in the Issue through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 5 each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Cap Price shall be minimum [●]% of the Floor Price and shall not exceed [●]% of the Floor Price.

Investors should also see 'Risk Factors', 'Our Business', 'Management's Discussion and Analysis of Financial Condition and Results of Operations', 'Restated Consolidated Financial Information' and 'Summary of Financial Information' on pages 34, 204, 335, 275 and 84, 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 Issue Price are:

- The highest ARPC amongst peer set;
- Strategic use of MTF Business to drive higher ARPC;
- Full service brokerage house with diversified revenue streams;
- Pan India presence combined with robust digital capabilities for client acquisition and servicing;
- Established brand with more than a 3 decade legacy backed by experienced Promoters and a strong management team; and
- Strong track record of financial performance and consistent growth.

For further details, see 'Our Business - Competitive Strengths' on pages 206.

### Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Information prepared in accordance with the SEBI ICDR Regulations. For details, see 'Restated Consolidated Financial Information' on page 275.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows:

#### 1. Basic and Diluted Earnings Per Share (EPS)

As per our Restated Consolidated Financial Information:

Particulars	Basic EPS (₹)	Diluted EPS (₹)	Weight
Financial Year ended March 31, 2022	15.05	15.05	1
Financial Year ended March 31, 2023	9.36	9.36	2
Financial Year ended March 31, 2024	19.03	18.20	3
<b>Weighted Average</b>	15.14	14.73	
For the 6 months ended September 30, 2024*	14.35	13.79	

\* Not annualized

Notes:

- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e.  $(EPS \times Weight)$  for each year/Total of weights.
- Basic Earnings per Equity Share = Net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year / period.

- iii. *Diluted Earnings per Equity Share = Net Profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year / period, as adjusted to reflect the effect of all potential dilutive Equity Shares.*
- iv. *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'.*

*The figures disclosed above are based on the 'Restated Consolidated Financial Information' of our Company.*

**2. Price to Earning Ratio (P/E) in relation to Issue Price of ₹ [●] per Equity Share:**

Particulars*	P/E at lower end of the Price Band	P/E at higher end of the Price Band	P/E at Issue Price (no. of times)
Basic EPS as per the Restated Consolidated Financial Information for the financial year ended March 31, 2024	[●]	[●]	[●]
Diluted EPS as per the Restated Consolidated Financial Information for the financial year ended March 31, 2024	[●]	[●]	[●]

*\*To be updated upon finalisation of the Price Band.*

**3. Industry P/E ratio\***

Particulars	P/E Ratio	Face value of equity shares (₹)
Highest	21.98	10.00
Lowest	16.71	5.00
Average	19.60	1.00

*Note:*

*(1) The industry high and low has been considered from the industry peers defined in point no. 5 in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed.*

*(2) P/E Ratio has been computed based on the closing market price of equity shares on NSE on November 29, 2024 divided by the diluted earnings per share.*

*(3) All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the audited financial statements of the relevant companies for Fiscal 2024, as available on the websites of the stock exchanges.*

**4. Return on Net Worth (RoNW):**

**As per our Restated Consolidated Financial Information:**

Particulars	RoNW* (%)	Weight
Financial Year ended March 31, 2022	28.66%	1
Financial Year ended March 31, 2023	15.32%	2
Financial Year ended March 31, 2024	23.50%	3
<b>Weighted Average</b>	21.63%	
For the 6 months ended September 30, 2024*	14.92%	

*\* Not annualized*

*Notes:*

- i) *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.*
- ii) *Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Restated Average net worth at the end of the year/period.*
- iii) *'Net worth' under Ind-As: Net worth has been defined as 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 as on March 31, 2022, 2023 and 2024, and six months ended September 30, 2024 in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

## 5. Net Asset Value (NAV) per Equity Share of face value of ₹ 5 each

- a. As on March 31, 2024 as per the Restated Consolidated Financial Information: ₹ 88.53 per Equity Share.
- b. As on September 30, 2024 as per the Restated Consolidated Financial Information: ₹ 103.79 per Equity Share.
- c. After the Issue as per Restated Consolidated Financial Information:
  - i. At the Floor Price: ₹ [●]
  - ii. At the Cap Price: ₹ [●]
  - iii. At the Issue Price: ₹ [●]

Note: Net Asset Value per share (NAV) is computed as net worth as per the Restated Consolidated Financial Information / Number of Equity Shares outstanding as at the end of year/period, as adjusted for bonus issue of Equity Shares and sub-division of Equity Shares.

'Net worth' under Ind-As: Net worth has been defined as 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 as on March 31, 2022, 2023 and 2024, and six months ended September 30, 2024 and September 30, 2023 in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

## 6. Comparison of accounting ratios with listed industry peers

Name of Company**	Face Value (₹ Per Share)	Closing price on November 29, 2024 (₹ Per Share)	Revenue, for Fiscal 2024 (in ₹ million)	EPS (₹)		NAV (₹ Per Share)	P/E	RONW (%)
				Basic	Diluted			
Anand Rathi Share and Stock Brokers Limited	5.00	NA	6,817.88	19.03	18.20	88.53		23.50%
<b>Peer Group</b>								
Motilal Oswal Financial Services	1.00	919.25	70,677.70	164.63	162.91	397.04	16.93*	32.50%
IIFL Capital Services Limited	2.00	326.35	22,312.87	16.73	16.40	52.24	19.89	32.72%
Geojit Financial Services	1.00	118.76	6,141.34	6.06	6.06	28.38	19.60	17.48%
ICICI Securities Limited	5.00	872.65	50,492.10	52.51	52.22	120.38	16.71	50.09%
Angel One Limited	10.00	2,897.10	42,716.84	134.21	131.81	357.06	21.98	43.29%

\*P/E for Motilal Oswal Financial Services adjusted for bonus issue in ratio of 3:1

\*\* Financial information of our Company has been derived from the Restated Consolidated Financial Information.

Sources for listed peers information included above:

1. All the financial information for listed industry peers is on a consolidated basis and is sourced from the financial information of such listed industry peer as at and for the year ended March 31, 2024 available on the website of the stock exchanges or the Company.
2. P/E ratio for the listed industry peers has been computed based on the closing market price of equity shares on NSE Limited ("NSE") as on November 29, 2024 divided by the diluted earnings per share for the year ended March 31, 2024.
3. Return on Net Worth (%) is ratio of profit after tax for the relevant period to Average Total Equity for the relevant period.
4. Net asset value per equity share (book value per equity share) is calculated by dividing Total Equity of the company as of the last day of the relevant period by the total number of issued and subscribed equity shares outstanding as of the last day of the relevant period.

## 7. Key Performance Indicators

The table below sets forth the details of our Key Performance Indicators that our Company considers have a bearing for arriving at the basis for Issue Price. The Key Performance Indicators set forth below have been approved by our Audit Committee pursuant to the resolution at its meeting dated December 12, 2024.

Further, our Audit Committee has on December 12, 2024 taken on record that other than the Key Performance Indicators set out below, our Company has not disclosed any other Key Performance Indicators during the 3 years preceding the date of this Draft Red Herring Prospectus to its investors.

Additionally, the Key Performance Indicators have been certified by the Statutory Auditors of our Company, M/s. R Kabra & Co. LLP, Chartered Accountants, Chartered Accountants, pursuant to a certificate dated December 14, 2024, who hold a valid certificate issued by the Peer Review Board of the ICAI. The Statutory Auditors certificate dated December 14, 2024 has been included in the section 'Material Contracts and Documents for Inspection'.

The KPIs disclosed below have been used historically by our Company to understand and analyse the operational and the financial performance, which in result, helps it in analysing the growth of various verticals in comparison to its listed peers, and other relevant and material KPIs of the business of our Company that have a bearing on arriving at the Basis for Issue Price have been disclosed below.

The Bidders can refer to the below-mentioned Key Performance Indicators, being a combination of financial and operational Key Performance Indicators, to make an assessment of our Company's performances and make an informed decision.

A list of our Key Performance Indicators for 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 is set out below:

Particulars	As at and for 6 months period ended September 30, 2024	As at and for Financial Year ended March 31, 2024	As at and for Financial Year ended March 31, 2023	As at and for Financial Year ended March 31, 2022
<b>Operating metrics:</b>				
Total number of clients	852,085	758,214	669,602	604,711
Active Clients	172,091	175,699	154,470	154,109
Growth in Active Clients (%)	-	13.74%	0.23%	9.03%
Active clients as a % of Total number of clients	20.20%	23.17%	23.07%	25.48%
Average tenor of client relationship				
• Up to 1 year	38,048	32,538	23,782	27,119
• 1 to 3 years	30,685	35,255	33,899	28,397
• 3 to 5 years	20,350	20,337	18,174	25,247
• More than 5 Years	83,008	87,569	78,615	73,346
Age-Wise Mix of Active Clients				
• <30 years	19,590	19,281	17,055	17,450
• 30 - 44 years	57,861	37,058	31,789	30,939
• 45 - 60 years	52,029	60,071	54,265	54,598
• > 60 years	36,139	53,120	46,004	45,853
• Other than Individual	6,472	6,169	5,357	5,269
ARPC (in ₹)	20,727*	30,922	26,012	26,386
Margin Trading Facility Book (₹ in million)	7,714.66	6,172.93	3,766.38	3,046.62
Growth in Margin Trading Facility Book (%)	24.98%	63.90%	23.62%	190.33%
Total Assets Under Distribution				
• Mutual Funds (₹ in million)	53,805.70	39,614.56	26,575.49	24,440.41
• Portfolio management services and Alternative Investment Funds (₹ in million)	13,957.61	9,431.34	4,996.51	3,282.61
Number of fundamental research reports	529	915	801	838
Number technical research calls	1,079	2,113	1,812	2,900
Strength of research team	60	47	37	38

Particulars	As at and for 6 months period ended September 30, 2024	As at and for Financial Year ended March 31, 2024	As at and for Financial Year ended March 31, 2023	As at and for Financial Year ended March 31, 2022
<b>Financial metrics:</b>				
Revenue from Operations (₹ in million)	4,417.18	6,817.88	4,678.26	4,233.65
Growth in Revenue from Operations (%)	NA	45.74%	10.50%	39.90%
EBITDA (₹ in million)	1,614.97	2,305.84	1,150.67	1,136.07
EBITDA Margins (%)	36.56%	33.82%	24.60%	26.83%
PAT (₹ in million)	636.56	772.90	377.45	507.99
PAT Margins (%)	14.39%	11.31%	8.05%	11.99%
ROE (%)	14.92%*	23.50%	15.32%	28.66%
ROCE (%)	10.75%*	21.48%	16.72%	24.60%
Revenue Mix (Segment Wise)				
Broking and related services (₹ in million)	2,904.82	4,578.12	3,172.67	3,061.01
Interest on Margin Trading Facility (₹ in million)	554.63	759.25	542.16	328.66
Distribution (₹ in million)	338.62	563.94	507.73	391.62
Other Income from Operations (₹ in million)	619.11	916.57	455.70	452.36
Revenue from Operations Mix				
• Revenue from own branches (in ₹ million)	2,617.18	4,016.26	2,837.06	2,605.64
• Revenue from Authorised Persons (B2B channel) (in ₹ million)	1,180.89	1,885.05	1,385.50	1,175.65

\*ARPC, ROE and ROCE not annualized.

Note:

1. Revenue from operation means revenue from operations as per the Restated Financial Statement.
2. EBITDA is calculated as profit / (loss) before tax plus finance costs, depreciation and amortisation expense less other income.
3. EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
4. Profit after Tax (PAT) for the year means the restated profit / (loss) for the year/ period after tax as per the Restated Financial Statements.
5. PAT Margin (%) for the year as a % of total Income is calculated as restated profit / (loss) for the year/ period divided by Total Income.
6. 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, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations
7. ROE is calculated as PAT divided by average net worth.
8. Return on Capital Employed (ROCE) is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense; and (ii) Capital employed means Net worth as defined in (7) above + total current & non-current borrowings – cash and cash equivalents and other bank balances.

Explanation for the Key Performance Indicators metrics

Sr. No.	KPI	Explanation
1.	Total number of clients	It represents the total number of clients registered with the Company across all products i.e. Broking, Margin Trading Facility and Distribution.
2.	Active number of clients	It represents total Active Clients i.e., clients who have generated revenue during the relevant Financial Year / period. This is across all products i.e. Broking, Margin Trading Facility and Distribution.
3.	Growth in Active Clients	It represents year on year growth in active clients.
4.	Active clients as a % of Total Clients	It represents Active clients as a percentage of total clients registered with the Company.

Sr. No.	KPI	Explanation
5.	Average tenor of client relationship	It represents tenor of association of active client with the Company. This is calculated from the date of activation to the end of the period.
6.	Age-Wise Mix of Active Clients	It represents average demographic age mix of active clients.
7.	Average Revenue per Client	It represents average revenue per client in Broking Segment.
8.	Margin Trading Facility Book	It represents outstanding Margin Trading Facility Book at the end of the period.
9.	Growth in Margin Trading Facility Book	It represents year on year growth in Margin Trading Facility Book.
10.	Total Assets Under Distribution	It represents outstanding Asset under Distribution at the end of the period on which company earns trail revenue.
11.	Number of fundamental research reports	It represents total fundamental research reports issued during the period.
12.	Number of technical research calls	It represents total technical research calls issued during the period.
13.	Strength of research team	It represents total employee strength of the research team of the Company as on end of the period.

Our Company shall continue to disclose the Key Performance Indicators disclosed above, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) 1 year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these Key Performance Indicators, during the aforementioned period, will be explained by our Company. The ongoing Key Performance Indicators will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

## 8. Comparison of the Key Performance Indicators with Listed Industry Peers

### Peer Profile

Company Name	About the Company
Anand Rathi Share and Stock Brokers Limited (ARSSBL)	Anand Rathi Shares & Stock Brokers Limited (ARSSBL), established on November 22, 1991, is a multi-faceted financial services provider offering stock broking, research analysis, depository services, mutual fund distribution etc. It is a member of key exchanges such as the National Stock Exchange, BSE, Multi Commodity Exchange, and National Commodity and Derivatives Exchange, serving retail clients and high-net-worth individuals (HNIs) via online, call-and-trade, and offline platforms through over 60 branches.
Geojit Financial Services Limited (GFSL)	GFSL, the flagship company of the Geojit group, was established in 1987. The group provides a wide range of services, including retail broking, depository, equity research, portfolio management, third-party product distribution, and loans against shares. Additionally, the group has formed broking joint ventures in Dubai, Saudi Arabia, Kuwait, and Oman, offering equity broking and related services primarily to non-resident Indians in these regions.
IIFL Capital Service Limited	IIFL Capital Services Ltd (formerly known as IIFL Securities Ltd) established in 1996 as the broking arm of the IIFL Group, offers retail and institutional equities, commodity and currency broking, financial product distribution, investment banking, financial planning, and wealth management services.
Motilal Oswal Financial Services Limited (MOSFL)	Motilal Oswal Financial Services Ltd, founded in 1987, provides a wide array of financial products and services, including equity investments, futures and options (F&O), mutual funds, and advisory services.
ICICI Securities Limited (I-Sec)	ICICI Securities Limited specializes in institutional and retail broking, financial product distribution, merchant banking, and advisory services.
Angel One Limited	Angel One Ltd is a diversified financial services company involved in stock, commodity, and currency broking, institutional broking, margin trading, depository

Company Name	About the Company
	services, mutual fund distribution, non-banking financial services, and insurance distribution.

### Motilal Oswal Financial Services Limited

Particulars	As of/ for the			
	6 months ended on September 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
<b>Operating Metrics:</b>				
Total number of clients (Number in millions)	9.40	7.00	5.50	0.90
Active number of clients (Number in millions)	1.01	0.89	0.81	0.90
Growth in Active Clients (%)	-	10.94%	-10.23%	-
Active clients as a % of Total Clients (%)	10.69%	12.76%	14.64%	99.65%
ARPC (₹)	-	25,393	20,897	17,635
Margin Trading Facility Book (₹ millions)	-	34,941.50	13,292.70	8,853.90
Growth in Margin Trading Facility Book (%)	-	162.86%	50.13%	14.53%
Total Assets Under Distribution (₹ millions)	-	-	2,13,000.00	1,68,000.00
- Mutual Funds (₹ millions)	-	-	57,510.00	52,080.00
- PMS & AIF (₹ millions)	-	-	51,120.00	53,760.00
Strength of research team	100	100	-	-
<b>Financial Metrics:</b>				
Revenue from Operations (₹ in million)	51,502.00	70,678.00	41,771.00	42,968.00
Growth in Revenue from Operations (%)		69.20%	-2.79%	
EBITDA (₹ in million)	32,041.00	40,659.00	18,765.00	21,193.00
EBITDA Margins (%)	62.00%	58.00%	45.00%	49.00%
PAT (₹ in million)	20,054.00	24,456.00	9,328.00	13,107.00
PAT Margins (%)	39.00%	34.00%	22.00%	30.00%
ROE (%)	20.18%	32.50%	15.57%	25.71%
ROCE (%)	12.85%	20.39%	12.80%	18.79%
Revenue Mix (Segment Wise)				
- Broking and related services(₹ in million)	-	22,681.90	16,824.90	15,815.60
- Interest on Margin Trading Facility (₹ in million)	-	2,865.30	1,455.60	1,116.00
- Distribution (₹ in million)	-	1,655.80	1,211.60	904.60
- Other Income from Operations (₹ in million)	346.90	826.30	766.50	1,593.50

Note: '-' in the table above indicates that the amount is not available



**Geojit Financial Services Limited**

Particulars	As of/ for the			
	Six months ended on September 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
<b>Operating Metrics:</b>				
Total number of clients (Number in millions)	1.45	1.39	1.29	1.20
Active number of clients (Number in millions)	0.26	0.25	0.24	0.23
Growth in Active Clients (%)	-	4.76%	0.45%	-
Active clients as a % of Total Clients (%)	17.72%	17.77%	18.26%	19.57%
ARPC (₹)	-	11,486	8,869	12,296
Margin Trading Facility Book (₹ millions)	6,360.00	4,675.53	2,474.91	2,161.58
Growth in Margin Trading Facility Book (%)	-	88.92%	14.50%	112.37%
Total Assets Under Distribution (₹ millions)				
- Mutual Funds (₹ millions)	1,58,000.00	1,22,000.00	84,600.00	77,740.00
- PMS & AIF (₹ millions)	13,010.00	9,140.00	4,500.00	3,590.00
Strength of research team				
<b>Financial Metrics:</b>				
Revenue from Operations (₹ in million)	3,995.26	6,141.34	4,392.95	5,002.85
Growth in Revenue from Operations (%)	-	39.80%	-12.19%	-
EBITDA (₹ in million)	1,697.43	2,279.99	1,475.15	2,313.55
EBITDA Margins (%)	42.49%	37.13%	33.58%	46.24%
PAT (₹ in million)	1,032.27	1,493.81	1,009.63	1,544.24
PAT Margins (%)	25.82%	23.94%	22.56%	30.82%
ROE (%)	10.92%	17.48%	12.90%	21.65%
ROCE (%)	11.50%	18.63%	14.04%	27.75%
Revenue Mix (Segment Wise)				
- Broking and related services(₹ in million)	9.41	2,834.95	2,089.55	2,884.09
- Interest on Margin Trading Facility (₹ in million)	-	457.09	330.05	222.73
- Distribution (₹ in million)	-	1,516.44	987.84	816.64
- Other Income from Operations (₹ in million)	68.81	101.69	111.47	133.27

Note: '-' in the table above indicates that the amount is not available

**ICICI Securities Limited**

Particulars	As of/ for the			
	Six months ended on September 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
<b>Operating Metrics :</b>				
Total number of clients (Number in millions)	-	9.10	9.10	7.56
Active number of clients (Number in millions)	1.93	1.86	2.33	3.03
Growth in Active Clients (%)	-	-20.18%	-23.03%	-
Active clients as a % of Total Clients (%)	-	20.46%	25.64%	40.10%

Particulars	As of/ for the			
	Six months ended on September 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
ARPC (₹)	-	10,082	5,385	5,122
Margin Trading Facility Book (₹ millions)	-	1,16,386.80	58,175.60	54,700.60
Growth in Margin Trading Facility Book (%)	-	100.06%	6.35%	129.60%
Total Assets Under Distribution (₹ millions)	-	7,18,000.00	5,85,000.00	5,32,000.00
- Mutual Funds (₹ millions)	-	28,600.00	14,000.00	7,200.00
- PMS & AIF (₹ millions)	-	-	-	-
Number of fundamental research reports	-	30.00	81.00	87.00
Strength of research team	-	30	81	87
<b>Financial Metrics:</b>				
Revenue from Operations (₹ in million)	33,473.40	50,492.00	34,158.00	34,350.00
Growth in Revenue from Operations (%)	-	47.82%	-0.56%	-
EBITDA (₹ in million)	23,004.60	33,715.00	21,028.00	21,855.00
EBITDA Margins (%)	68.73%	67.00%	62.00%	64.00%
PAT (₹ in million)	10,541.00	16,967.00	11,176.00	13,826.00
PAT Margins (%)	31.00%	34.00%	33.00%	40.00%
ROE (%)	25.23%	50.09%	42.31%	65.02%
ROCE (%)	9.46%	19.93%	18.17%	27.37%
Revenue Mix (Segment Wise)				
- Broking and related services (₹ in million)	-	18,774.20	12,563.00	15,525.90
- Interest on Margin Trading Facility (₹ in million)	-	-	-	-
- Distribution (₹ in million)	-	-	-	-
- Other Income from Operations (₹ in million)	8.40	19.50	16.20	29.90

Note: '-' in the table above indicates that the amount is not available

### IIFL Capital Services Limited

Particulars	As of/ for the			
	Six months ended on September 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
<b>Operating Metrics :</b>				
Total number of clients (Number in millions)	-	933.00	853.00	3.00
Active number of clients (Number in millions)	0.46	0.44	0.48	1.13
Growth in Active Clients (%)	-	-7.68%	-57.54%	
Active clients as a % of Total Clients (%)	-	14.80%	16.03%	37.76%
ARPC (₹)	-	27,063	15,801	5,956
Margin Trading Facility Book (₹ millions)	12,630.00	9,164.28	4,905.86	4,724.24
Growth in Margin Trading Facility Book (%)		86.80%	3.84%	389.88%
Total Assets Under Distribution (₹ millions)	3,12,000.00	-	1,96,000.00	1,70,000.00
- Mutual Funds (₹ millions)	1,56,000.00	1,08,000.00	68,600.00	71,400.00

Particulars	As of/ for the			
	Six months ended on September 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
- PMS & AIF (₹ millions)	65,520.00	-	47,040.00	35,700.00
Number of fundamental research reports				
Strength of research team	-	40	-	
<b>Financial Metrics:</b>	-			
Revenue from Operations (₹ in million)	12,853.00	21,613.00	13,521.00	12,323.00
Growth in Revenue from Operations (%)	-	59.85%	9.72%	-
EBITDA (₹ in million)	5,659.00	8,744.00	4,650.00	4,830.00
EBITDA Margins (%)	44.03%	40.46%	34.39%	39.20%
PAT (₹ in million)	3,876.00	5,133.00	2,498.00	3,058.00
PAT Margins (%)	29.00%	23.00%	18.00%	23.00%
ROE (%)	19.33%	32.72%	19.74%	28.46%
ROCE (%)	17.40%	31.84%	21.97%	27.53%
Revenue Mix (Segment Wise)				
- Broking and related services(₹ in million)	-	12,017.35	7,599.99	6,746.61
- Interest on Margin Trading Facility (₹ in million)	-	1,150.30	867.78	1,077.54
- Distribution (₹ in million)	-	3,869.20	2,436.01	2,118.86
- Other Income from Operations (₹ in million)	128.36	192.55	173.13	159.85

Note: '-' in the table above indicates that the amount is not available.

#### Angel One Limited

Particulars	As of/ for the			
	Six months ended on September 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
<b>Operating Metrics :</b>				
Total number of clients (Number in millions)	27.50	22.20	13.80	9.20
Active number of clients (Number in millions)	7.53	6.30	4.28	3.66
Growth in Active Clients (%)	-	47.19%	17.07%	-
Active clients as a % of Total Clients (%)	27.38%	28.39%	31.03%	39.76%
ARPC (₹)	-	4,628	4,859	4,302
Margin Trading Facility Book (₹ millions)		14,841.23	10,051.84	12,703.62
Growth in Margin Trading Facility Book (%)		47.65%	-20.87%	19.48%
Total Assets Under Distribution (₹ millions)				
- Mutual Funds (₹ millions)	-	49,400.00	21,000.00	17,500.00
- PMS & AIF (₹ millions)	-	-	-	-
Number of fundamental research reports	-	46.00	45.00	52.00
Strength of research team	-	-	-	-
<b>Financial Metrics:</b>				
Revenue from Operations (₹ in million)	29,202.00	42,717.00	30,016.00	22,911.00
Growth in Revenue from Operations (%)	-	42.31%	31.01%	-

Particulars	As of/ for the			
	Six months ended on September 30, 2024	Financial year ended March 31, 2024	Financial year ended March 31, 2023	Financial year ended March 31, 2022
EBITDA (₹ in million)	11,422.00	16,915.00	12,928.00	9,215.00
EBITDA Margins (%)	39.00%	40.00%	43.00%	40.00%
PAT (₹ in million)	7,161.00	11,255.00	8,900.00	6,248.00
PAT Margins (%)	24.00%	26.00%	29.00%	27.00%
ROE (%)	17.22%	43.29%	47.52%	46.02%
ROCE (%)	15.67%	38.54%	43.63%	35.10%
Revenue Mix (Segment Wise)				
- Broking and related services (₹ in million)	-	29,169.64	20,805.05	15,736.29
- Interest on Margin Trading Facility (₹ in million)	-	2,821.19	2,566.58	2,529.20
- Distribution (₹ in million)	-	413.76	313.07	323.72
- Other Income from Operations (₹ in million)	-	-	-	-

Note: '-' in the table above indicates that the amount is not available.

#### 9. Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating the business, we consider and use certain KPIs, as stated above, as a supplemental measure to review and assess the financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate the financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of the operating performance, liquidity or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, the Company's management believes that it provides an additional tool for investors to use in evaluating the ongoing operating results and trends and in comparing the financial results with other companies in the industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate the business.

#### 10. Weighted average cost of acquisition (WACA), Floor Price and Cap Price

- a. The price per share of our Company based on the primary/ new issue of shares (equity)

Except as disclosed below, there have been no allotments in the last three years preceding the date of this Draft Red Herring Prospectus:

Date of allotment	Name of allottee	No. of shares	Nature of allotment and Form of Consideration	Price per Equity Share (in ₹)	Percentage of the post-Issue Equity Share capital (%) (on a fully diluted basis)
February 6, 2022	3,840,295 equity shares were allotted to Anand	3,840,295	Rights Issue in the ratio of 40 equity shares for every 100 equity	130	[●]

Date of allotment	Name of allottee	No. of shares	Nature of allotment and Form of Consideration	Price per Equity Share (in ₹)	Percentage of the post-Issue Equity Share capital (%) (on a fully diluted basis)
	Rathi Financial Services Limited		shares held		
November 21, 2022	6,720,517 equity shares were allotted to Anand Rathi Financial Services Limited.	6,720,517	Bonus issue of equity shares in the ratio of 1 equity share for 2 equity share held.	NA	[●]
Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Consequently 20,161,550 Equity Shares of face value of ₹ 10 each were sub-divided into 40,323,100 Equity Shares of face value of ₹ 5 each authorised by our Board pursuant to the resolution at its meeting held on May 4, 2023 and Shareholders pursuant to the special resolution at their meeting held on June 20, 2023.					
March 5, 2024	4,032,308 equity shares were allotted to Anand Rathi Financial Services Limited.	4,032,308	Rights Issue in the ratio of 1 Equity Share for every 10 Equity Shares held	124	[●]

b. *The price per share of the Company based on secondary sale/ acquisitions of shares (equity)*

There have been no secondary transactions by the Promoters, members of the Promoter Group, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus.

For further details in relation to the share capital history of our Company, see ‘*Capital Structure*’ on page 101.

Based on the above transactions, below are the details of the weighted average cost of acquisition, as compared to the Floor Price and the Cap Price:

Past Transactions	Weighted average cost of acquisition (in ₹)	Floor Price (i.e., ₹ [●])*	Cap Price (i.e., ₹ [●])*
Primary issuances	28.75	[●] times	[●] times
Secondary transactions	Not applicable	[●] times	[●] times

\*To be updated at Prospectus stage.

## 11. Justification for Basis for the Issue Price

Detailed explanation for Issue Price/Cap Price being [●] times of WACA of past 5 primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company’s Key Performance Indicators and financial ratios for the 6 months ended September 30, 2024, Fiscals 2024, 2023 and 2022 and in view of the external factors which may have influenced the pricing of the issue, if any.

[●]\*

*\*To be included upon finalisation of Price Band*

**12. The Issue Price will be [●] times of the face value of the Equity Shares**

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with ‘*Risk Factors*’, ‘*Our Business*’, ‘*Restated Consolidated Financial Information*’ and ‘*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*’ on pages 34, 204, 275, and 335. The trading price of the Equity Shares could decline due to the factors mentioned in ‘*Risk Factors*’ or any other factors that may arise in the future and you may lose all or part of your investments.

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

**Date:** December 14, 2024

To

**The Board of Directors**

**Anand Rathi Share and Stock Brokers Limited**

Express Zone A Wing 10th Floor, Western Express Highway,  
Goregaon east, Mumbai 400 063  
Maharashtra, India

**Sub: Proposed initial public offering of equity shares of face value of ₹ 5 each (the “Equity Shares”) of Anand Rathi Share and Stock Brokers Limited (the “Company” and such offer, the “Offer”)**

Dear Sir/Madam,

**Re: Statement of possible special tax benefits available to Anand Rathi Share and Stock Brokers Limited and its shareholders prepared in accordance with the requirements under Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”)**

1. We, R Kabra & Co LLP (“**the Firm**”), the statutory auditors of the Company, hereby confirm the enclosed statement (“**Statement**”) in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under Income-tax Act, 1961 (‘**Act**’) presently in force in India viz. the Income-tax Act, 1961, (‘**Act**’), the Income-tax Rules, 1962, (‘**Rules**’), regulations, circulars and notifications issued thereon, as applicable to the assessment year 2024-25 relevant to the financial year 2023-24, possible special tax benefits under the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 (“**GST Acts**”), the Customs Act, 1962 (“**Customs Act**”) and the Customs Tariff Act, 1975 (“**Tariff Act**”), as amended by the Finance Act 2021 including the relevant rules, notifications and circulars issued there under, applicable for the Financial Year 2022-23, available to the Company and its shareholders. Several of these benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its shareholders face in the future, the Company, its shareholders and its Material Subsidiaries may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (‘**SEBI ICDR Regulations**’). While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
3. 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.
4. The benefits discussed in the enclosed Statement cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.
5. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

6. The benefits stated in the enclosed Statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended 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 distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.
7. We do not express any opinion or provide any assurance whether:
  - The Company and its shareholders, will continue to obtain these benefits in future;
  - The conditions prescribed for availing the benefits have been/would be met;
  - The revenue authorities/courts will concur with the views expressed herein.
8. 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. We have relied upon the information and documents of the Company being true, correct, and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.
9. This Statement is addressed to Board of Directors and BRLMs and issued at specific request of the Company for submission to the BRLMs to assist them in conducting their due-diligence and documenting their investigations of the affairs of the company in connection with the proposed Offer. This report may be delivered to SEBI, the stock exchanges, to the Registrar of Companies, Maharashtra at Mumbai or to any other regulatory and statutory authorities by the BRLMs only when called upon by SEBI or the stock exchanges in connection with any inspection, enquiry or investigation, as the case may be, to evidence BRLMs due diligence obligations pertaining to subject matter of this report or for any defense that the BRLMs may wish to advance in any claim or proceeding with SEBI or stock exchanges in connection with due diligence obligations of the BRLMs in the Offer pertaining to subject matter of this report. It should not be used by any other person or for any other purpose. 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 our prior consent in writing.

**For R Kabra & Co LLP**  
**Chartered Accountants**  
**Firm Registration Number: 104502W/W100721**

**Deepa Rathi**  
**Partner**  
**Membership No.: 104808**  
**Place: Mumbai**  
**UDIN: 24104808BKCKVT4786**



## **ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO ANAND RATHI SHARE AND STOCK BROKERS LIMITED (THE “COMPANY”), and ITS SHAREHOLDERS**

*There is no Special Tax Benefits available to the company, and its Shareholders.*

### **General Tax Benefits available to the company:**

- **Benefit of lower rate of tax under Section 115BAA of the Act:**

Section 115BAA of the Act provides an option to a domestic company to pay corporate tax at a reduced rate of 22% (plus applicable surcharge and education cess) for financial year 2022-23 and onwards, provided the total income of the company is computed without claiming certain specified deductions, and specified brought forward losses. Deduction for additional depreciation is not permitted and the provisions of section 115JB regarding Minimum Alternate Tax (‘MAT’) are not applicable if the Company opts for the concessional income tax rate as prescribed under section 115BAA of the Act. Further, the Company will not be entitled to claim tax credit relating to MAT paid in earlier years.

The option needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other subsequent assessment year. Further, if the conditions mentioned in section 115BAA are not satisfied in any financial year, the option exercised shall become invalid for assessment year in respect of such financial year and subsequent assessment years, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.

The Company has opted to apply section 115BAA of the Act and pays tax as per rates prescribed under section 115BAA of the Act.

### **Tax benefits/implications to Shareholder/ Investors of the Company**

- **Resident Shareholder**

- Where shares are held as capital assets for more than 12 months immediately preceding its date of transfer, then as per Section 112A of the Act, long-term capital gains arising from transfer of an equity share through the recognized stock exchange, should be taxed at 12.5% (plus applicable surcharge and cess), without indexation and foreign exchange fluctuation benefit, subject to fulfilment of prescribed conditions under the Act. Tax shall be levied on capital gains exceeding INR 1,25,000. Further, any capital gain realized on sale of shares held for more than 12 months, which are sold without payment of STT, will also be subject to tax at 12.5% (plus applicable surcharge and cess) without indexation benefit.
- Where shares are held as capital assets for 12 months or less, (as per Section 111A of the Act), short term capital gains arising inter alia from transfer of an equity share through the recognized stock exchange, should be taxed at 20% (plus applicable surcharge and cess) subject to fulfilment of prescribed conditions under the Act.

## **STATEMENT OF POSSIBLE SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS**

*There is no Special Tax Benefits available to the company, and its Shareholders.*

### **Note:**

- The above statement sets out the provisions of law 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.
- The above statement covers only certain relevant direct tax law benefits and does not cover benefit under any other law.

- The above statement of possible tax benefits are as per the current direct tax laws relevant for the assessment year 2024-25. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws.
- 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.

## SECTION V: ABOUT THE COMPANY

### INDUSTRY OVERVIEW

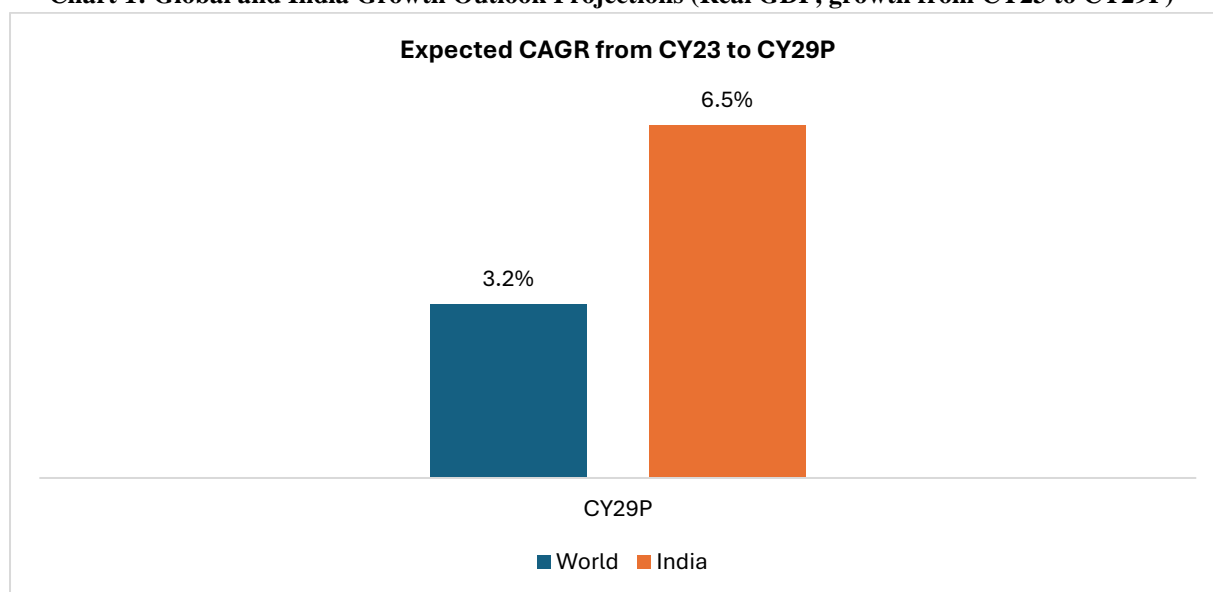
Unless otherwise indicated, industry and market data used in this section has been derived from industry report titled 'Broking Industry in India' dated December 2024, prepared and issued by CARE, prepared by CARE which has been commissioned and paid for by our Company in connection with the Issue. CARE was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the CARE Report is available on the website of our Company at [www.anandrathi.com/investors](http://www.anandrathi.com/investors). Unless otherwise indicated, all financial, operational, industry and other related information derived from the CARE Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. There are no parts, data, or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. The CARE Report has also been included in 'Material Contracts and Documents for Inspection - Material Documents' on page 477. The data used in the industry sources and publication involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the 'Risk Factors' on page 34. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. 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. The investors should not construe any of the contents set out in this section 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.

#### 1. Economic Outlook

##### 1.1. India expected to grow at 2x faster than global economic growth

The global economy has encountered significant challenges in recent years, including a pandemic, geopolitical conflicts, and extreme weather, which have disrupted supply chains and triggered energy and food crisis. Global real GDP growth is projected to grow at a CAGR of 3.2% from CY23 to CY29P. Despite these adversities, India's growth has demonstrated resilience, with its GDP growth surpassing that of other G-20 economies.

**Chart 1: Global and India Growth Outlook Projections (Real GDP, growth from CY23 to CY29P)**



Notes: P-Projection; Source: IMF – World Economic Outlook, October-24

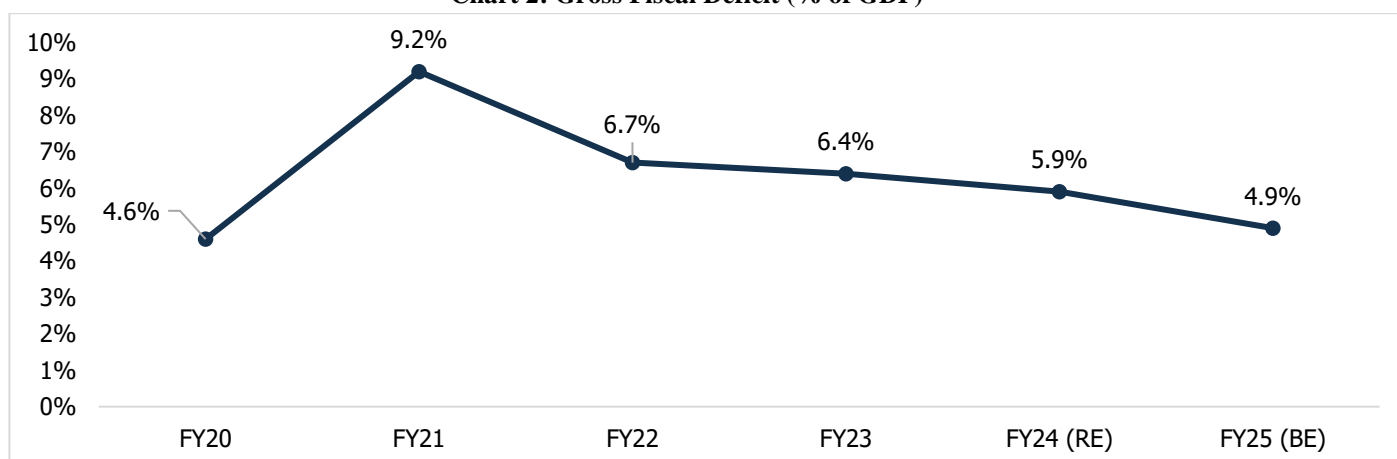
### 1.2. India's GDP growth to stay resilient

After clocking a robust growth of 8.2% in FY24, according to the latest RBI projections, India's real GDP is projected to have a CAGR of 6.5% from CY23 to CY29. Domestic economic activity remains robust. Stronger performance in the industrial sector, a rise in investment activity, above-average monsoon, an increase in rural demand, high-capacity utilization, solid bank and corporate balance sheets, coupled with the government's focus on infrastructure investment, contribute positively to growth prospects. However, while global uncertainties and supply chain challenges pose risks, India's domestic fundamentals and policy measures are expected to provide some support to growth.

### 1.3. Fiscal Consolidation fostering macroeconomic stability while promoting growth

Between FY20 and FY24, India's fiscal deficit reached a peak of 9.2% of GDP in FY21 from 4.6% in FY20 due to the economic impact of the COVID-19 pandemic, which led to lower tax revenues and increased government spending. However, the fiscal deficit has been steadily declining since FY21. This has helped in bringing yields on domestic paper lower which further supports in bringing cost of capital lower while crowding in private investments. With a history of twin deficit in India, lower fiscal deficit also aided in keeping checks on external balances thus fostering macroeconomic stability. Further, with a shift in the composition of expenditure from revenue expenditure to capital expenditure has allowed India to allocate more funds towards building infrastructure thus increasing India's potential growth.

Chart 2: Gross Fiscal Deficit (% of GDP)

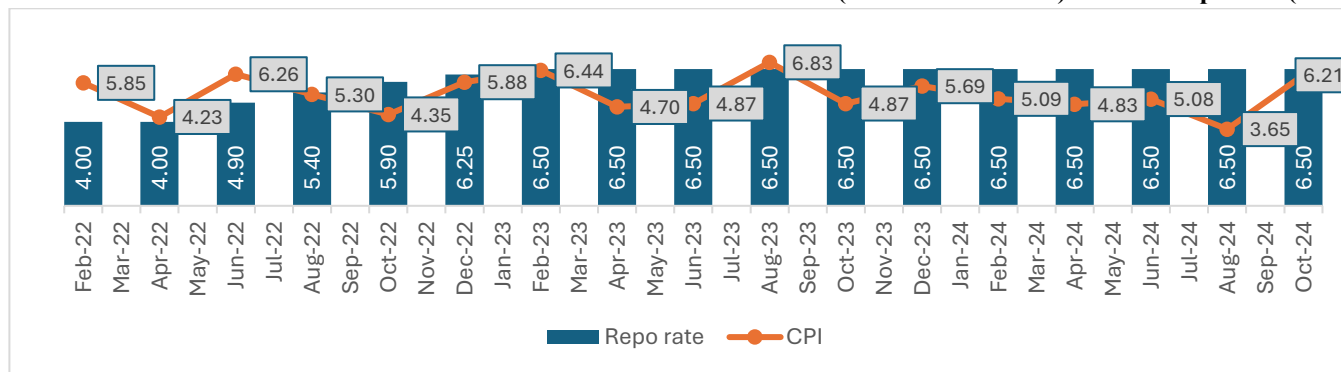


Note: RE-Revised Estimates, BE-Budget Estimates; Source: RBI

### 1.4. Restrictive monetary policy brought both realized and expected inflation lower

In line with its inflation targeting framework, India's central bank increased its key policy rate post Covid as easy monetary policy along with fiscal support and a commodity price shock raised inflation above the upper band of accepted levels (6.00%). The RBI has maintained the policy rate at an elevated level of 6.50% since February 2023 to bring inflation down to its target of 4.00%. In its last policy meeting, the governor highlighted that the transmission of policy rate hikes across the economy is complete, and with inflation coming down, the growth-inflation dynamics are now balanced.

**Chart 3: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100) and RBI repo rate (in %)**

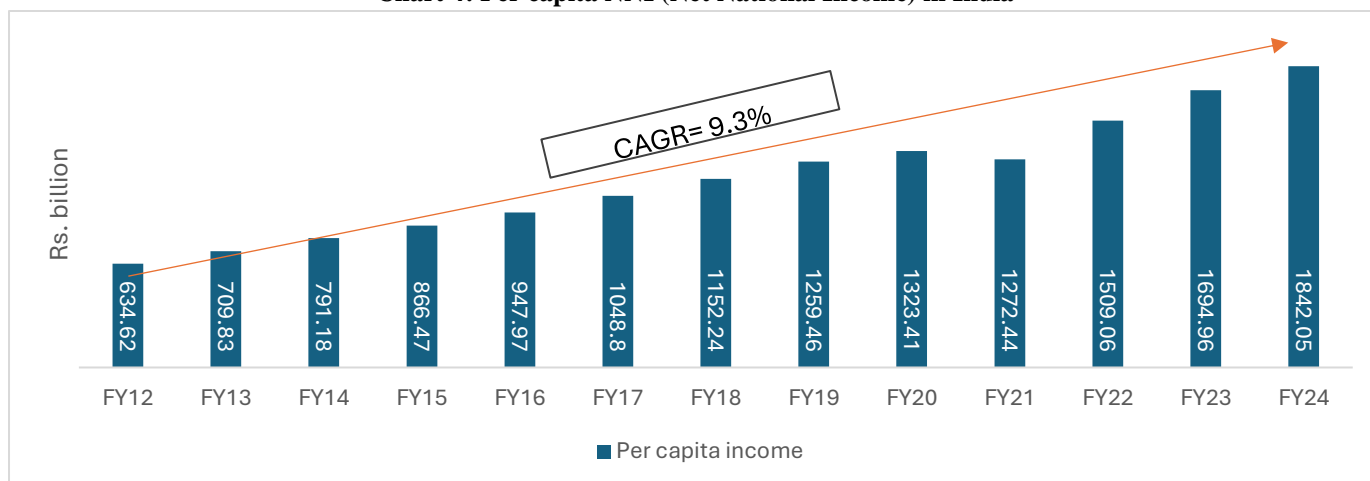


Source: MOSPI

### 1.5. Increasing per capita income to aid future growth

India’s per capita income in current prices has increased nearly 3-fold in the last 12 years, a CAGR growth of 9.3%. The per capita final consumption expenditure has also increased 3-fold with CAGR growth of 10.1% in last 12 years.

**Chart 4: Per capita NNI (Net National Income) in India**



Source: MOSPI

### 1.6. Trends in household’s financial savings tilting towards capital markets

Over the past few years, financial savings have undergone a compositional shift with more households diversifying their portfolio and shifting away from traditional instruments such as bank deposits to small savings, provident funds, pension funds and mutual funds. In FY12, bank deposits dominated household financial savings, contributing more than half of it. For FY23, bank deposits constituted only 35% of the households’ financial savings.

The increase in formal jobs over the years has led to larger investments by the salaried class in provident and pension fund instruments, which also offer tax and retirement benefits. The share of mutual funds increased to 6.1% of gross savings in FY23 from 0.9% in FY12.

**Table 1: Instrument wise flow of Household Savings (in %)**

As a % of gross savings	FY12	FY16	FY20	FY21	FY22	FY23
Bank Deposits	56.4%	41.6%	35.6%	39.2%	30.0%	34.7%
Non -banking deposits	1.1%	1.2%	2.4%	1.3%	1.8%	2.3%
Provident and Pension funds	10.3%	19.4%	19.5%	16.2%	21.1%	21.1%
Life insurance funds	21.0%	17.3%	14.2%	18.3%	18.2%	18.2%

As a % of gross savings	FY12	FY16	FY20	FY21	FY22	FY23
Investment in small savings etc.	0.0%	3.6%	11.3%	8.1%	9.2%	8.0%
Currency	11.4%	13.4%	12.2%	12.5%	10.3%	8.0%
Mutual funds	0.9%	1.3%	2.7%	2.1%	6.1%	6.1%
Others	0.8%	1.9%	1.9%	2.3%	3.0%	1.4%
Trade debt, net	0.5%	0.3%	0.2%	0.1%	0.2%	0.3%
<b>Gross financial savings of household (Rs. trillion)</b>	<b>9.3</b>	<b>14.9</b>	<b>23.2</b>	<b>30.7</b>	<b>26.1</b>	<b>29.7</b>

Source: MOSPI

This trend, often referred to as financialization, is reshaping the landscape of domestic savings and investments. Several factors have facilitated this transition towards financial assets. Financial inclusion, digital infrastructure, demonetization, and innovations in financial products have all played an important role. The growth of financial savings has been robust, with retirement savings, insurance, and mutual funds showing an impressive average annual growth rate over the past decade. Additionally, the rising participation of youth in India's capital markets also reflect a significant shift in financial behaviour.

## 2. Overview of Capital Market in India

### 2.1. Overview of performance of capital markets in India in the last few years

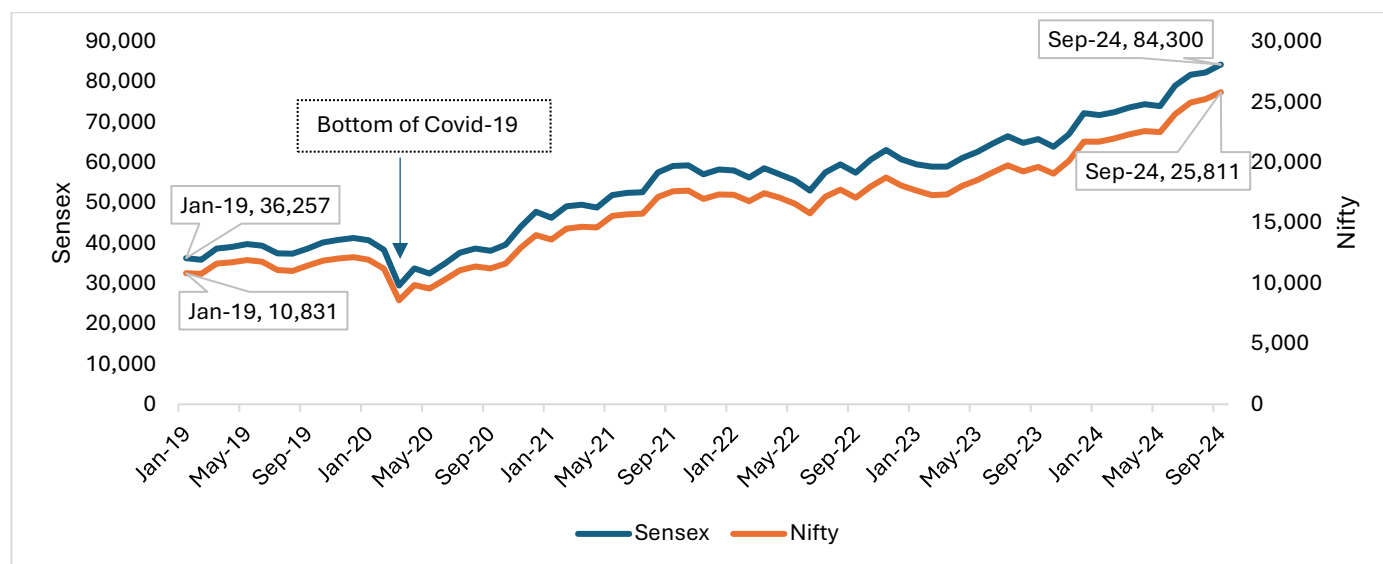
India's capital markets, including stock, bond, derivative markets, and mutual funds, have significantly influenced the nation's financial system and economic development. Notably, the Bombay Stock Exchange (BSE) Limited is ranked as 6th largest stock exchange and National Stock Exchange of India Limited (NSE) ranked as 7th largest stock exchange in the world by market capitalisation.

Reforms introduced by the Securities and Exchange Board of India (SEBI) have enhanced transparency, protected investor interests, and boosted market efficiency. The primary market has experienced significant growth especially in the contributions from Initial Public Offerings (IPOs) segment, driven by investor trust, efficiency, and transparency of capital markets. Additional, commodity and currency market have also witnessed remarkable traction.

Strong economic growth, favourable demographics, and rising consumer spending have encouraged domestic and international investor participation in India's stock markets, with Foreign Portfolio Investment (FPI) boosting liquidity and valuations. The mutual fund sector has also expanded due to greater financial literacy and digital adoption. New instruments, such as Real Estate Investment Trusts (REITs) and Infrastructure Investment Trusts (INVITs), have created additional investment opportunities. Overall, India's capital markets are becoming increasingly dynamic and inclusive through technological advancements, regulatory changes, and a growing investor base. However, capital markets around the world are susceptible to macroeconomic risks such as COVID-19 pandemic and, geo-political tensions. In line, India's capital market also witnessed high volatility during COVID-19, general elections, geo-political tensions between Russia-Ukraine, hostilities between Israel and Palestine/Lebanon/Iran.

## Indian stock markets on growth trajectory

**Chart 5: BSE (Sensex) and NSE (Nifty) performance trends**



Source: NSE, BSE, CareEdge Research

From bottom of Covid-19 till date (Sep'24), both the BSE Sensex and NSE Nifty indices witnessed significant growth at a CAGR of 24.5% and 25.6% respectively, despite encountering periods of fluctuation. The BSE Sensex surpassed 80,000 in Sep'24, reflecting a significant increase of around 141% from the bottom of Covid-19. While NSE's Nifty 50 index exceeded 25,810 in Sep'24, marking growth of approximately 150% from the bottom of Covid-19. This rapid growth post-pandemic can be attributed to monetary support, economic recovery, and robust corporate earnings, although occasional setbacks occurred due to inflation concerns and global economic uncertainties. Furthermore, increasing investors' interest in capital markets has attributed to the growth.

The overall market trend remained positive, despite occasional adjustments due to external factors such as geopolitical tensions, rising interest rates, and inflationary pressures.

### Nifty 50 recorded highest five-year CAGR return

**Table 2: Performance of 5Y (Mar'19 to Mar'24) CAGR returns for major indices**

<b>Nifty 50</b>	<b>13.9%</b>
Nikkei 225	13.7%
Dow Jones	13.1%
DAX Index	9.0%
BRAZIL IBOVESPA Index	6.1%
FTSE 100 Index	1.8%
Shanghai SE composite	-0.3%
Hang Seng index	-11.0%

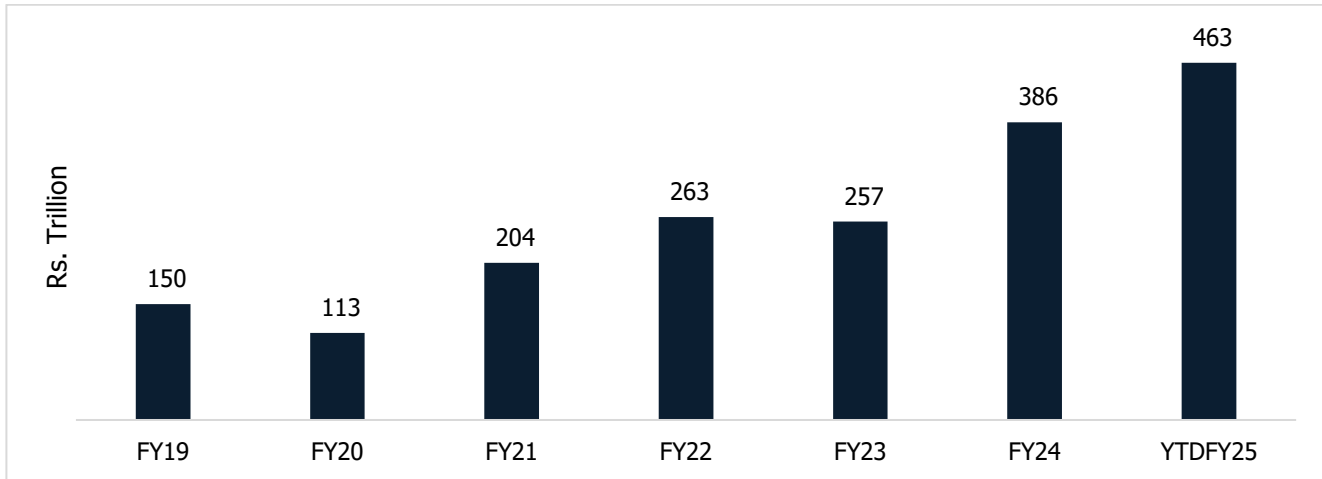
Source: SEBI Bulletin

From Mar'19 to Mar'24, the Nifty 50 delivered the best returns among global indices, rising from around 11,623.9 to 22,326.9, reflecting a strong 14% CAGR. This growth was driven by India's economic expansion, increasing corporate profitability, and growing foreign investor interest in emerging markets. The Nifty 50's robust performance of last five years (Mar'19 to Mar'24) underscores the resilience and growth potential of the Indian market, outperforming many developed market indices.

## 2.2. Trends in Market Capitalization

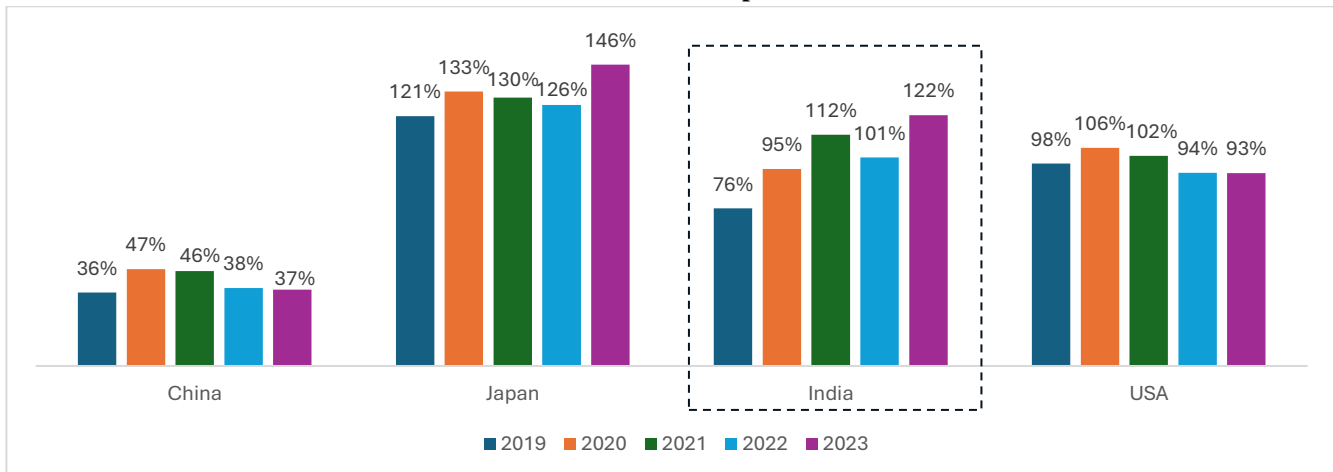
India's robust economic growth amid global financial challenges, ample liquidity from the influx of domestic investors post-pandemic, and strong foreign portfolio investor (FPI) inflows have fuelled sharp growth in market capitalization in FY24.

**Chart 6: Trends in India's market capitalization listed on NSE**



Source: NSE Market Pulse, YTD FY25 is till Sep-2024

**Chart 7: Trend in Market Capitalization to GDP**



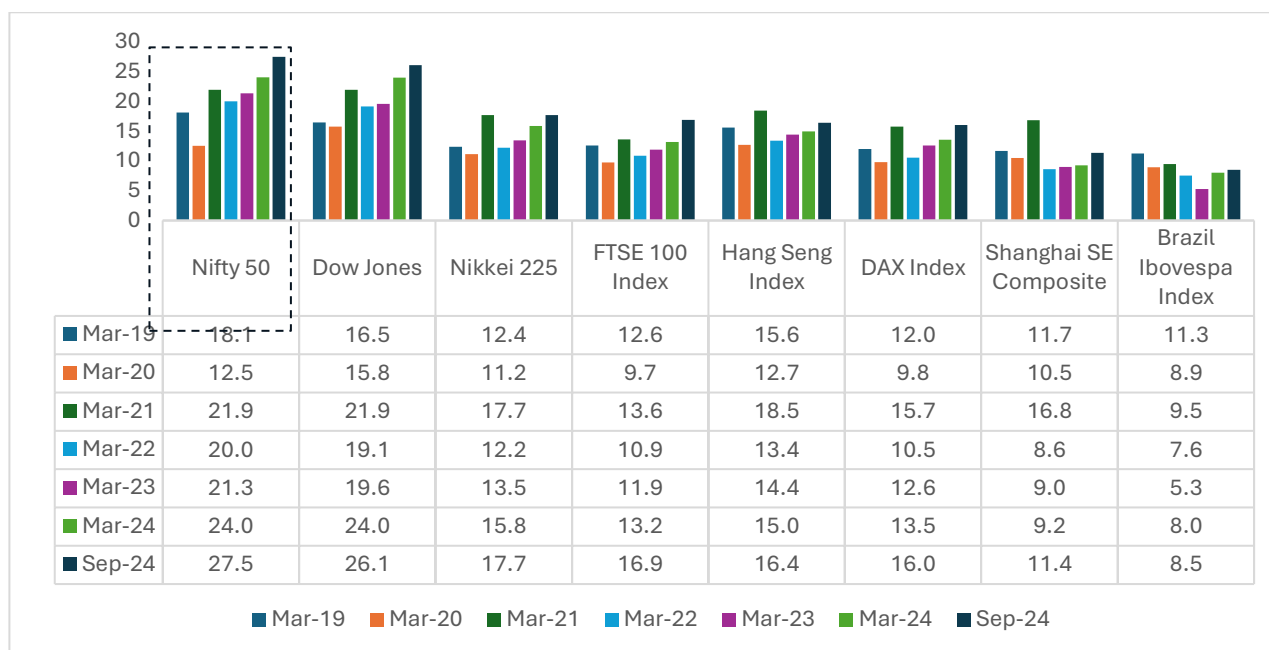
Source: World Bank

India ranks favourably among both developed and emerging economies. Post-pandemic economic growth, favourable demographics, rising foreign investment, and strong corporate performance bodes well for India. As one of the fastest-growing major economies, India is expected to remain an attractive investment destination, despite the high market capitalization to GDP ratio. India's GDP growth is likely to be supported by an under-penetrated capital market, increasing investor participation, a growing workforce, the China+1 strategy, and government focus on economic growth.



### 2.3. Nifty 50 vs Global Indices

Chart 8: Trends in P/E ratio for major indices



Source: World PE Ratio, CareEdge Research

In comparison to other global indices, Indian benchmark indices (Nifty 50) is trading at an elevated PE multiple. This is because investors are willing to invest in Indian market at a premium rate owing to the country's promising economic trajectory, robust corporate earnings growth, a large consumer market, and favourable reforms. Notably, as per IMF, India is the fastest growing major economy in the world with GDP growth rate of 6.5% for next 5 years. Further, Nifty 50 has witnessed healthy earning growth over the last two decades, registering EPS growth of almost 15.3% CAGR from FY19 to FY24 and similar growth is expected in next couple of years lending confidence for investors to stay invested in Indian market. Besides, while a high P/E ratio may indicate elevated expectations, they are also a testament to the optimism surrounding India's long-term economic story.

### 2.4. Overview of Primary Market Issuances in India

India's primary market has witnessed significant traction from FY20 to FY24, with increased contributions from Initial Public Offerings (IPOs), Follow-On Public Offerings (FPOs) Qualified institutional placements (QIPs)/ Institutional Placement Programmes (IPPs), rights issues, and offer for sale (OFS).

Table 3: Rising trend in primary market issue volumes

Product	FY19	FY20	FY21	FY22	FY23	FY24	H1 FY25
IPO	123	60	55	120	164	272	184
FPO	-	2	2	1	1	1	2
Right Issue	10	17	21	43	73	67	68
Preferential Issue	0	284	235	349	454	689	491
QIPs/IPPs	0	14	31	29	11	61	50
OFS through Exchanges	19	12	24	20	17	51	20
<b>Total</b>	<b>152</b>	<b>389</b>	<b>368</b>	<b>562</b>	<b>720</b>	<b>1,141</b>	<b>815</b>

Source: SEBI Bulletins

Note: All issues include aggregate volume of main board and SME segment issues

The Indian stock market has experienced bullish trends, with consistent upward momentum in stock indices. This favourable sentiment, particularly amongst institutional investors, encourages more companies to take advantage

of market conditions and go public. Hence, companies are increasingly turning to IPOs to raise capital for expansion, pay off debts, and provide exit to promoters and institutional investors. Additionally, companies seeking to acquire low-cost funding, corporate bonds issuances have witnessed growth of 19% y-o-y in FY24 over FY23, reaching at Rs. 10.2 trillion.

**Table 4: Rising trend in primary market issues value (in Rs. Billion)**

Product	FY19	FY20	FY21	FY22	FY23	FY24	H1 FY25
IPO	161	213	310	1,126	548	680	561
FPO	-	0	150	0	43	0	181
Right Issue	21	557	641	263	68	151	117
Preferential Issue	-	1,749	409	607	838	452	580
QIPs/IPPs	-	544	787	314	82	690	648
OFS through Exchanges	66	145	232	146	127	245	100
<b>Total</b>	<b>2,485</b>	<b>32,078</b>	<b>25,297</b>	<b>24,559</b>	<b>17,056</b>	<b>22,175</b>	<b>21,861</b>

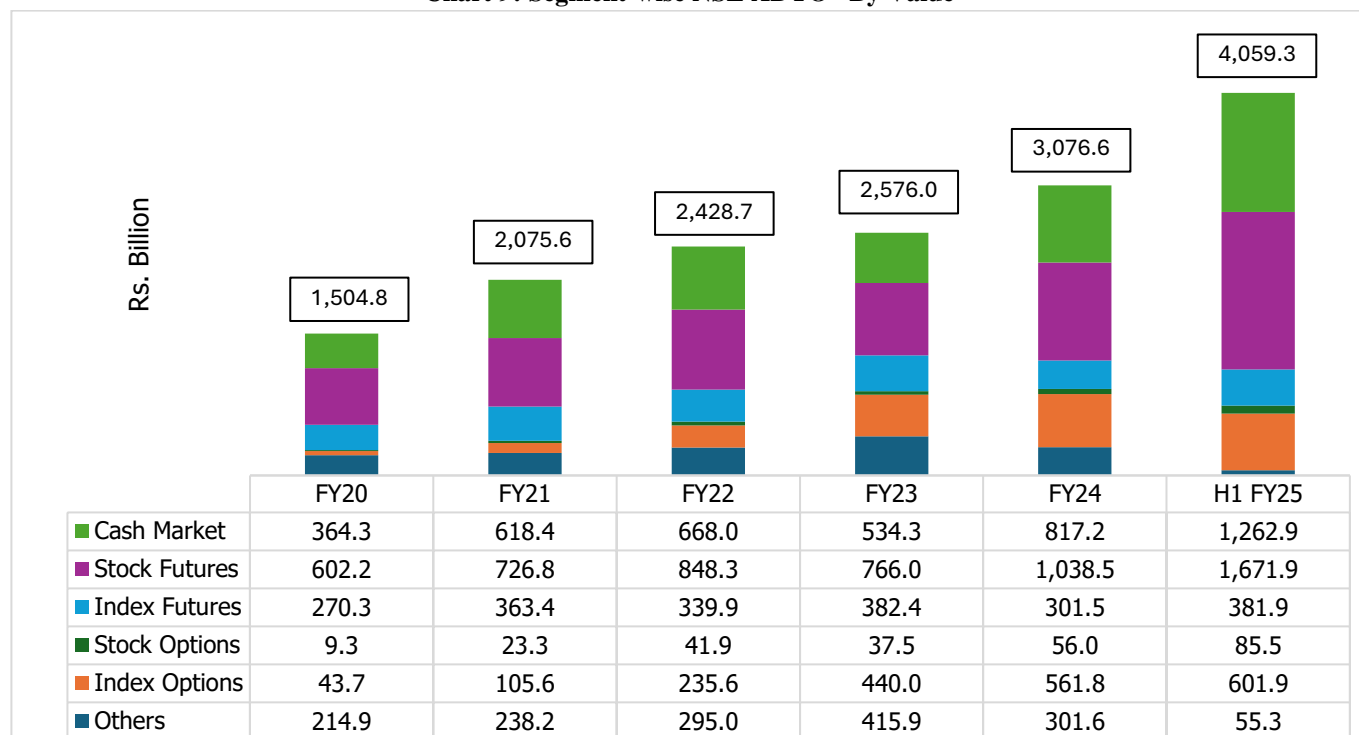
Source: SEBI Bulletin

Raising capital through IPOs has become a key strategy for Indian companies seeking funds for growth, and expansion. From FY19 to FY24, the Indian market saw a notable increase in IPO activity, particularly post-pandemic in 2020-2021, as companies took advantage of favourable market conditions and abundant liquidity.

While the total capital raised dropped to Rs. 17,056 billion in FY23 from Rs. 24,559 billion in FY22—a 30.5% decline—the number of IPOs increased significantly, rising from 562 in FY22 to 720 in FY23. This trend reflects fewer large-value issuances but a higher volume of smaller transactions, indicating broader participation in fundraising activities at lower deal sizes.

## 2.5. Trend in NSE Average Daily Turnover

**Chart 9: Segment-wise NSE ADTO– By Value**



Source: NSE, H1FY25 (Apr'24-Sep'24)

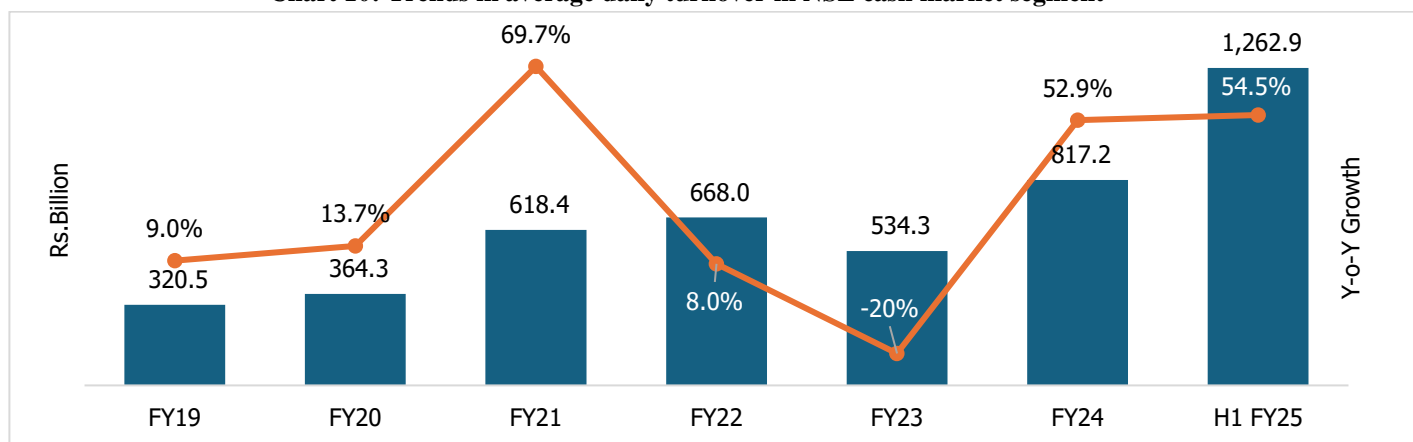
Note: Options ADTO is derived based on premium turnover, Others include currency derivatives, interest rate derivatives and commodity derivatives

From FY20 to H1FY25, the average daily turnover across all segments of the NSE grew significantly. The total turnover increased from ~Rs. 1,505 billion in FY20 to ~Rs. 4,059 billion in H1FY25. This rise is driven primarily by the sharp growth in the cash market, stock futures, and index options segments. While stock options and index futures recorded moderate increases, the cash market surged from ~Rs. 364 billion in FY20 to Rs. 1,262.9 billion in H1FY25, and stock futures increased to Rs. 1,671.9 billion.

Overall, the growth of ADTO can be attributed to increased retail participation as investors seek to diversify their savings. Furthermore, with rising awareness, deeper penetration in Tier2/3 Cities, rise of brokers, financial planners, and wealth management firms, investors began to utilize their savings for better returns.

## 2.6. Cash Market Segment ADTO Trends

**Chart 10: Trends in average daily turnover in NSE cash market segment**



Source: NSE, CareEdge Research

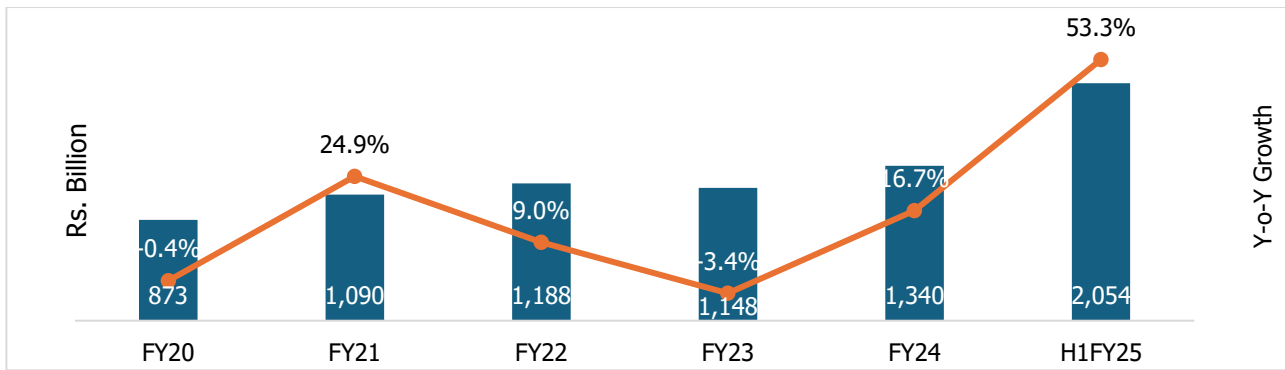
Note: H1FY25 growth is over FY24

In H1FY25, ADTO of cash market crossed Rs. 1,262.9 billion, a 54% increase over FY24 at Rs. 817 billion. This growth in cash market can be attributed to rise in retail participants. With the increasing penetration of digital trading platforms and greater financial literacy, retail investors have become key growth drivers of the market. Their involvement supports the diversification of investment sources, making the Indian financial markets more resilient.

## 2.7. Equity derivative (Futures and Options) ADTO trends

The equity derivatives market in India plays a crucial role in offering investors a range of instruments for managing risk and engaging in speculative activities, increasing the efficiency of the overall market. Investors use diverse strategies such as hedging, arbitrage, and speculative trading to mitigate risks and optimize their returns when investing in the futures and options market. It is regulated by the Securities and Exchange Board of India (SEBI), which ensures that trading practices are fair, transparent, and focused on protecting investors.

**Chart 11: ADTO of Equity -Futures**

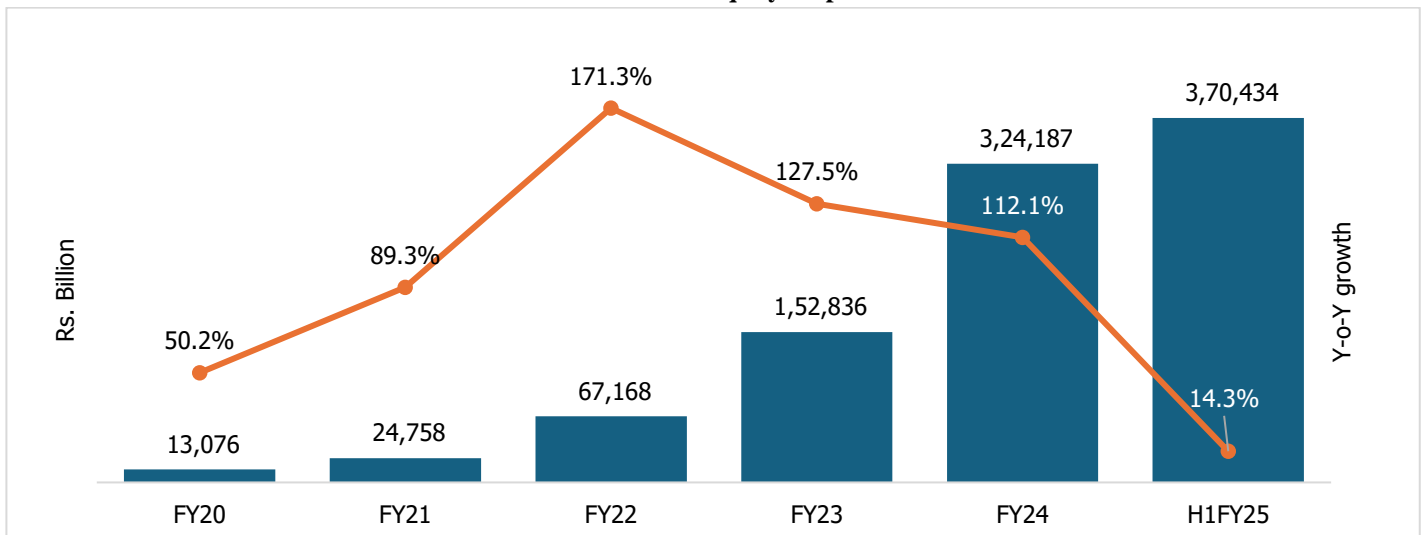


Source: NSE, CareEdge Research

Note: H1FY25 growth is over FY24

In FY24, equity derivative futures ADTO reached Rs. 1,340 billion, a 16.7% increase from FY23. In H1FY25, ADTO of equity derivative futures reached Rs. 2,054 billion, indicating 53.3% increase over FY24.

**Chart 12: ADTO of Equity - Options**



Source: NSE, CareEdge Research

Note: Turnover includes Notional and Premium turnover, H1FY25 growth is over FY24

The options segment saw H1FY25 ADTO reached Rs. 3,20,434 billion, up 28-fold over FY20. The uptick in F&O segment is led by strong retail interest that drives growth, especially in derivatives amid greater accessibility through mobile apps and online resources.

## 2.8. Trends in volume trades across top cities in India

### Mumbai accounts for lion's share of India's trade volumes on NSE.

While Mumbai remained the leading city, Ahmedabad showed the most impressive growth, particularly on NSE, with other cities accounting for smaller shares.

Mumbai consistently dominated participation, especially in NSE, accounting for 63.6% of NSE trading volumes for H1FY25. Ahmedabad saw significant growth, particularly in NSE, where its share surged from 1.7% in FY20 to 16.6% in H1FY25. Kolkata, while strong in early years, declined on NSE from 5.2% in FY20 to 1.5% in H1FY25. Cities like Bengaluru, Hyderabad, and Chennai had minor but fluctuating participation across both exchanges. Notably, proprietary trading hubs like Rajkot and Vadodara saw a steady presence across the years.

**Table 5: City-wise share in trading volumes on NSE (%)**

City	FY20	FY21	FY22	FY23	FY24	H1FY25
<b>Tier1 Cities</b>						
Mumbai	64.0	67.0	67.6	68.0	66.2	63.6
Ahmedabad	1.7	4.1	9.1	11.2	15.6	16.6
New Delhi	5.9	5.2	0.1	3.7	2.2	2.2
Chennai	0.9	0.6	5.0	0.9	0.9	1.0
Hyderabad	3.1	3.5	0.0	2.5	2.5	2.6
Pune	0.1	0.1	0.3	0.4	0.4	0.4
Kolkata	5.2	4.3	0.2	4.2	1.8	1.5
Bangaluru	3.2	2.0	1.2	0.8	1.9	2.9
<b>Tier 2 Cities</b>						
Bhubaneswar	0.0	0.0	0.0	0.0	0.0	0.0
Patna	0.0	0.0	0.0	0.0	0.0	0.0
Coimbatore	0.1	0.1	0.5	0.1	0.0	0.1
Guwahati	0.0	0.0	5.4	0.0	0.0	0.0
Indore	0.3	0.4	2.7	0.3	0.1	0.2
Ludhiana	0.1	0.1	0.1	0.1	0.0	0.0
Vadodara	0.2	0.2	0.2	0.1	0.1	0.1
Jaipur	0.3	0.3	0.4	0.2	0.2	0.2
Rajkot	1.1	0.9	0.8	1.0	0.5	0.5
Kanpur	0.1	0.1	0.3	0.3	0.1	0.2
Mangalore	0.0	0.0	0.0	0.0	0.0	0.0
Ernakulam	0.7	0.7	0.7	0.4	0.3	0.3
Others	13.0	10.6	5.6	6.0	7.1	7.6
<b>Total</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

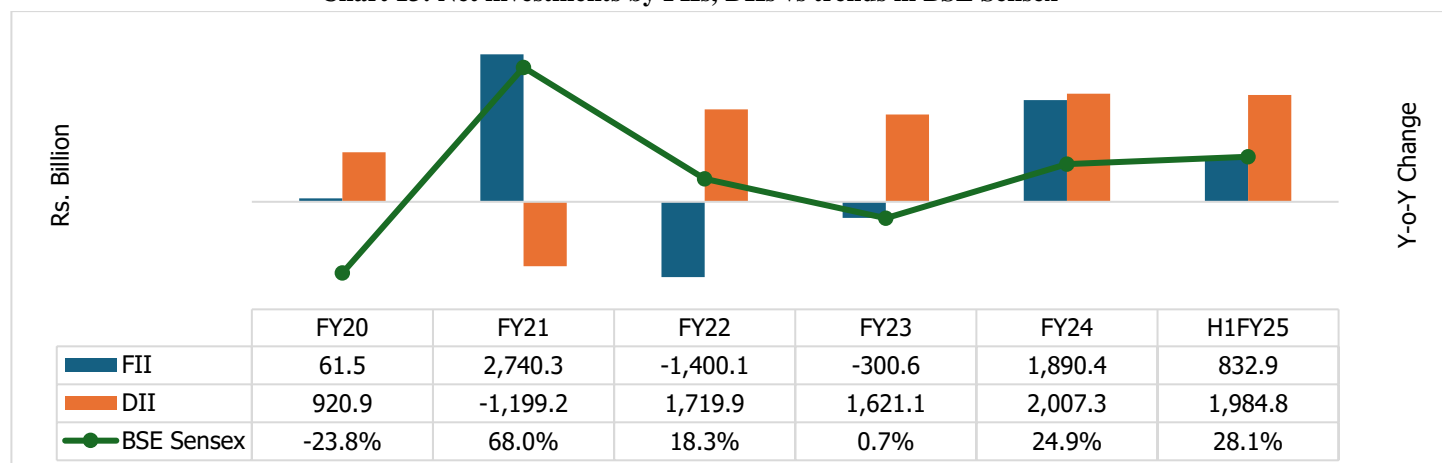
Source: NSE Market Pulse, the turnover is of Cash Segment Only

## 2.9. Trends in Foreign Institutional Investors (FIIs) & Domestic Institutional Investors (DIIs) inflows and outflows in Indian capital markets

Over the years dominance of FII investments on Indian markets has faded, as DIIs and retail investors have become driving force of the capital markets

In the Indian capital markets, FIIs and DIIs - Mutual funds have displayed different patterns over the past five years. FIIs showed fluctuation, experiencing net inflows in FY20 and FY21, but significant outflows in FY22 caused by worldwide economic uncertainties like inflation, increasing interest rates, and geopolitical tensions. In FY24, FIIs came back to Indian stocks due to better economic conditions.

**Chart 13: Net investments by FIIs, DIIs vs trends in BSE Sensex**



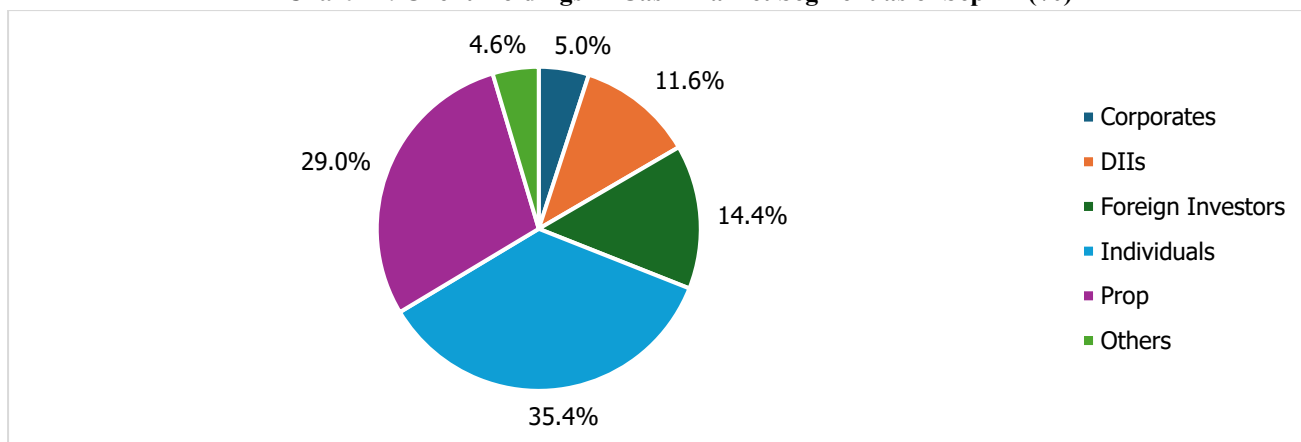
Source: CMIE, CareEdge Research  
 Notes: Net investments = Purchase - Sales

In FY24, FII investments rebounded, supported by India's market resilience, and strong economic growth. In H1 FY25, FIIs net investments stood at Rs. 832.9 billion. DIIs continued to significantly invest in Indian Equities, indicating growth potential, trust, and efficiency of capital markets. In H1FY25, the net investments of DIIs at Rs. 1,984.8 billion are more than double of net investments of FIIs during the period. The growth in DIIs net investments presents significant opportunities for mutual fund distributors and brokerage houses to expand their reach in the growing market.

**2.10. Share of retail participation across market segments**

**Retail Individuals account for lions share in Cash Market Segment**

**Chart 14: Client Holdings in Cash Market Segment as of Sep'24 (%)**



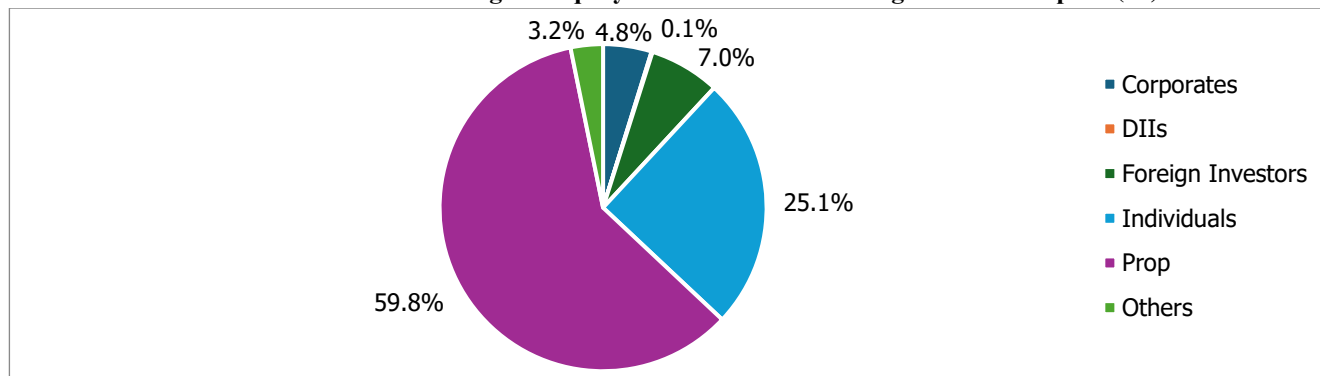
Source: NSE Market Pulse, CareEdge Research

Note: As per NSE pulse, DIIs: Domestic Institutional Investors include Banks, Mutual Funds, Insurance Companies, NBFCs, Domestic VC Funds, AIFs, PMS clients etc., Foreign investors: Foreign Institutional Investors include FPIs, FDIs, Foreign VC Funds, OCB and Foreign Nationals etc., Prop: PRO Trades, Individual investors: individual domestic investors, NRIs, sole proprietorship firms and HUFs, Others: Partnership Firms/LLP, Trust / Society, Depository Receipts and Statutory Bodies, etc. Client categories are based on the information provided by trading members in UCC database.

As of Sep,'24, Individual investors accounts for a major chunk of participation in the cash market segment at over 35.4%, followed by Prop and foreign investors at 29% and 14.4%, respectively.

**Retail Individuals account for over 25% of equity derivative market segment participants**

**Chart 15: Client Holdings in Equity Derivatives Market Segment as of Sep'24 (%)**

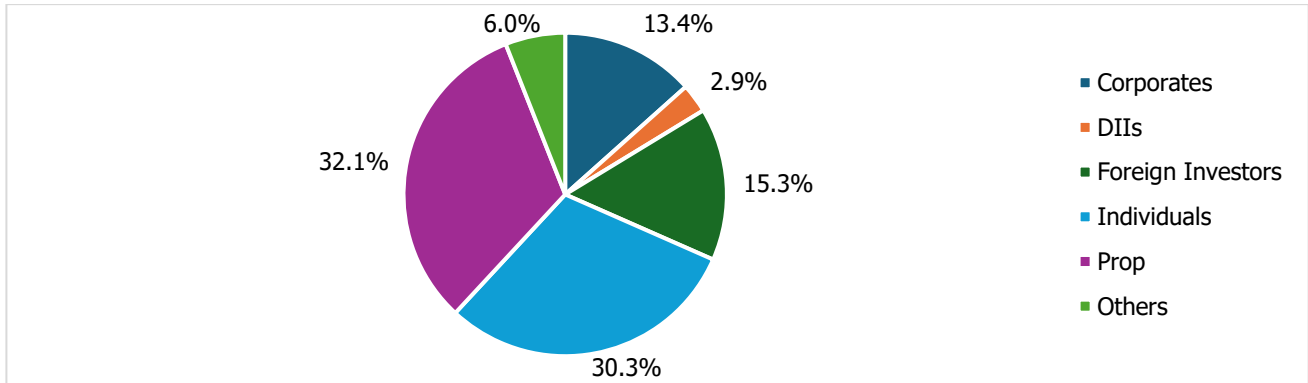


Source: NSE Market Pulse, CareEdge Research

As of Sep,'24, Prop investors account for ~60% of equity derivative market participants. Individual investors are the second largest equity derivative market participants, accounting for 25% of total market participants in the equity market segment.

**Individuals accounted for over 30% of Index Futures market participants**

**Chart 16: Client Holdings in Index Futures Market Segment as of Sep'24 (%)**

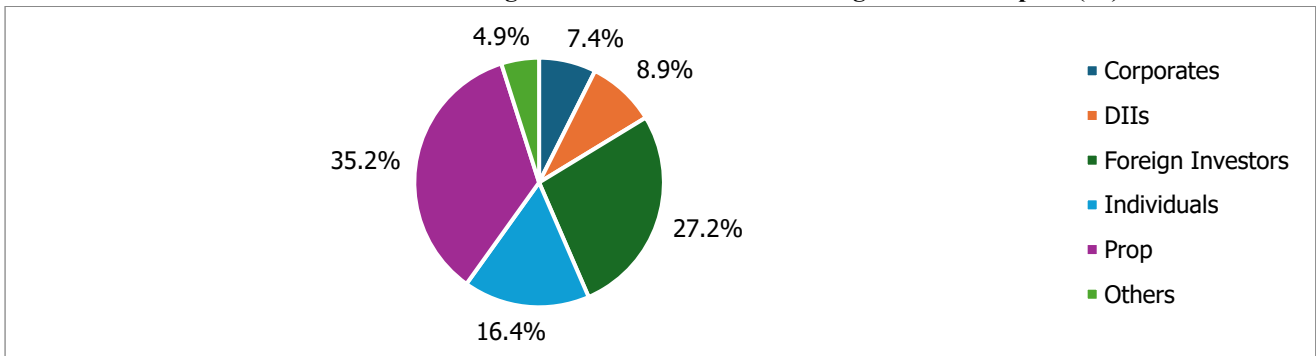


Source: NSE Market Pulse, CareEdge Research

Prop and Individual investors combined accounted for over 62% of Index Futures market participants, indicating high interest in future growth prospects of the economy and high retail participation.

**Retail Individuals account for over 16% of stock futures market participants**

**Chart 17: Client Holdings in Stock Futures Market Segment as of Sep'24 (%)**

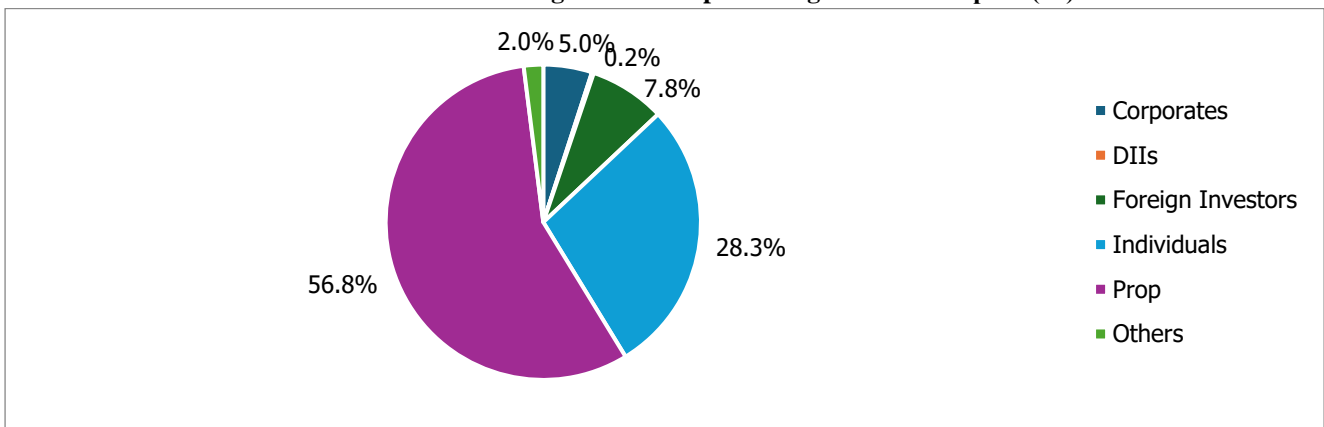


Source: NSE Market Pulse, CareEdge Research

As of Sep'24, Prop accounts for largest chunk in stock future segment at 35.2%, followed by foreign investors and individual investors at 27.2% and 16.4% respectively.

**Individuals account for more than a quarter of stock option segment participants**

**Chart 18: Client Holdings in Stock Options Segment as of Sep'24 (%)**

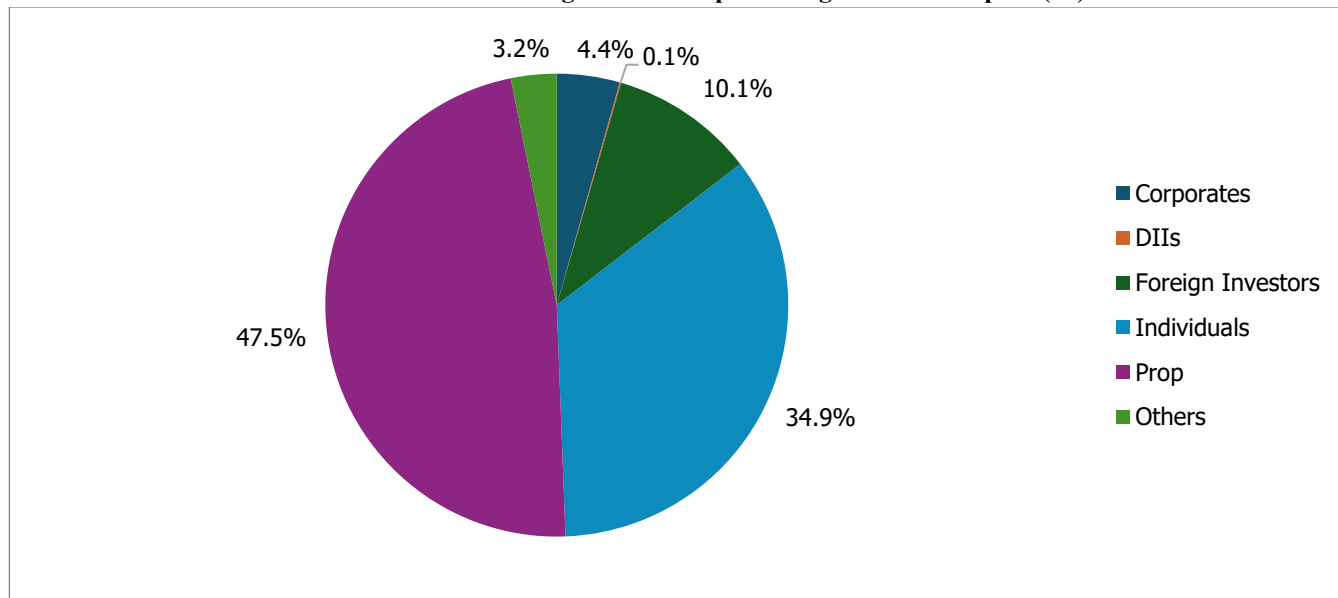


Source: NSE Market Pulse, CareEdge Research

Prop and Individual investors are the largest participants in stock options segment, combined accounting for over 85% of market participants within the segment.

**Individuals account of over a third of index option segment participants**

**Chart 19: Client Holdings in Index Options Segment as of Sep'24 (%)**



Source: NSE Market Pulse, CareEdge Research

Prop and Individual investors combined accounted for over 82% of Index options market participants, while FIIs and DIIs combined accounted for a little over 10% of Index options market participants.

**Key Growth Drivers for Capital Market Linked Businesses**

The growth drivers for capital market-linked businesses are linked to overall economic growth, as both are interconnected. Here are few key factors driving growth in India's capital markets:



<b>Demographics of India</b>	<ul style="list-style-type: none"> <li>India's youthful demographic drives significant capital market growth. As of August 2024, the median age of NSE registered investors stands at 32 years, with 40% under 30. Five years ago, the median age was 38. Over 20% of current investors are females. This young demographic shows a strong inclination towards digital solutions and wealth creation.</li> </ul>
<b>Rising Per Capita Income</b>	<ul style="list-style-type: none"> <li>India's per capita net national income at constant prices rose by 7.4% in FY24, prompting an increase in financial investments in stocks, bonds, and mutual funds.</li> </ul>
<b>Increasing penetration of Capital Markets</b>	<ul style="list-style-type: none"> <li>The rising household savings in India augments the domestic capital pool, thereby enhancing participation in equity and debt markets. Households are diversifying their portfolios and shifting away from traditional instruments such as bank deposits to equities, small savings, provident funds, pension funds and mutual funds.</li> </ul>
<b>Increase in Financial Literacy</b>	<ul style="list-style-type: none"> <li>Growing financial literacy and awareness encourage more people to invest in equities, supported by increasing incomes and technological advancements.</li> </ul>
<b>Digital Payments Boom</b>	<ul style="list-style-type: none"> <li>The surge in digital payments facilitates market participation, providing easier access to financial markets for individuals.</li> </ul>
<b>Internet Penetration</b>	<ul style="list-style-type: none"> <li>Internet penetration in India increased from 36.7% in 2018 to 70.9% in 2023 and is expected to reach 85.9% by 2028. Government initiatives like Digital India and BharatNet contribute to bridging the digital divide between urban and rural areas.</li> </ul>
<b>Smartphone Penetration Driving Mobile Trading</b>	<ul style="list-style-type: none"> <li>The rise in smartphone usage makes capital markets more accessible through mobile trading platforms, particularly for younger, tech-savvy investors.</li> </ul>
<b>Structural and Regulatory Reforms</b>	<ul style="list-style-type: none"> <li>India has implemented key reforms, such as faster settlement cycles and SEBI regulations, to improve market efficiency, transparency, and investor protection.</li> </ul>

## 2.11. Key Risks Related to Capital Markets

Capital markets face the following risks that can impact both investors and overall financial system.

- Market risk** –Market risk is frequently influenced by shifts in economic circumstances, investor attitudes, or geopolitical incidents, which are challenging to foresee and manage. Also, large trades can have a significant impact on stock prices as the size of Indian market is small as compared to markets on a global scale. Hence, it is crucial for institutional traders to be vigilant about how they execute the orders in the market to minimize the costs due to market impact.
- Credit risk** - Bond investors face losses when issuers default on debt obligations, as seen in the IL&FS crisis.

- **Liquidity risk** – Low liquidity during financial instability forces asset sales at reduced values, affecting market prices.
- **Regulatory Risk** – Policy changes, trade regulations, or political instability disrupt markets, especially globally exposed industries, can have adverse impact on the market.
- **Operational and systemic risks** - Breakdowns, like cyberattacks or fraud disrupt operations, while systemic risks threaten financial system collapse, as seen in the 2008 crisis. Natural disasters or technological disruptions further amplify risks.

The significance of strong risk management plans and diversification is underscored by these risks in guiding investors through uncertainties of the capital markets.

### 3. Overview of broking industry in India

#### 3.1. Introduction to Broking Industry in India

The broking industry plays a crucial role in the Indian financial markets by acting as an intermediary between buyers and sellers of securities such as stocks, bonds, commodities, and other investment assets. Brokers facilitate the trading of these financial products, ensuring liquidity, efficient price discovery, and proper capital allocation across the markets. India's brokerage industry is highly competitive and particularly crowded. The market features numerous large and small players, resulting in intense competition. Additionally, the brokerage landscape is fragmented, comprising a considerable number of entities registered with SEBI. Over time, the industry has evolved significantly, largely due to technological advancements, with online trading platforms revolutionizing the way trades are executed.

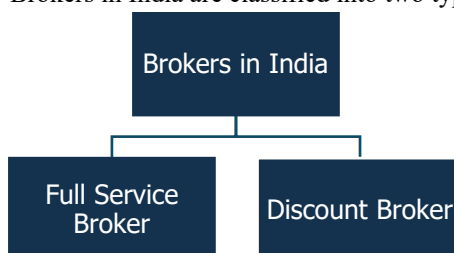
To position themselves better, brokers often offer enhanced graphical user interfaces with modern charting techniques, strategy-building tools to trade in derivatives, offer margin and credit facilities, high-frequency data feed, etc. These modern-day facilities require significant infrastructure and technological capability in which these players have actively invested.

As players have scaled up their technology infrastructure significantly, additional expenses, such as manpower, branches, and costs associated with scaling up in newer geographies, etc., have come down because of the digitalization of their operations. The broking industry is continuously adapting to changing regulations, technological innovations, and evolving investor needs, ensuring that it remains a key player in the financial ecosystem.

#### 3.2. Type of Brokers in India

The Indian financial services industry is intensely competitive, and the Broking Business is particularly competitive with a sizeable number of large and small operators.

Brokers in India are classified into two types based on the services they offer:



- **Full-Service Broker**

A full-service broker is a licensed firm offering a wide range of services, which may include, research advisory, investment advisory services, wealth management, mutual fund distribution and Portfolio Management Services (PMS). Additionally, full-service brokers also provide Margin Trade Finance Products. Unlike discount brokers, full-service

brokers operate both online and offline, with branch offices and dedicated Relationship Managers (RMs) for customer support. They employ experts that provide in-depth research through a specialized team that conducts technical and fundamental analysis, publishing reports on stocks, companies, and markets. These brokers offer comprehensive investment solutions, such as financial planning, portfolio management, and tax advice. They cater to a broad spectrum of investor needs, making them attractive not only for beginners who require guidance but also for experienced investors seeking advanced tools and insights. Full-service brokers are trusted for their reliability, regulatory compliance, and strong security features, ensuring the protection of clients' funds and personal information. The development of discount broking has made the process of trading more accessible, enabling both retail and institutional investors to trade from anywhere, which has reshaped the industry.

- **Discount Broker**

The shift to online stock trading has given rise to discount brokers in India. These brokers are gaining popularity due to their low, fixed brokerage fees, which apply regardless of trade value. Discount brokers focus on executing orders at reduced costs but do not provide personal consultations, advisory services, research, tax planning, or estate planning for clients.

### Full-Service Vs Discount Brokers

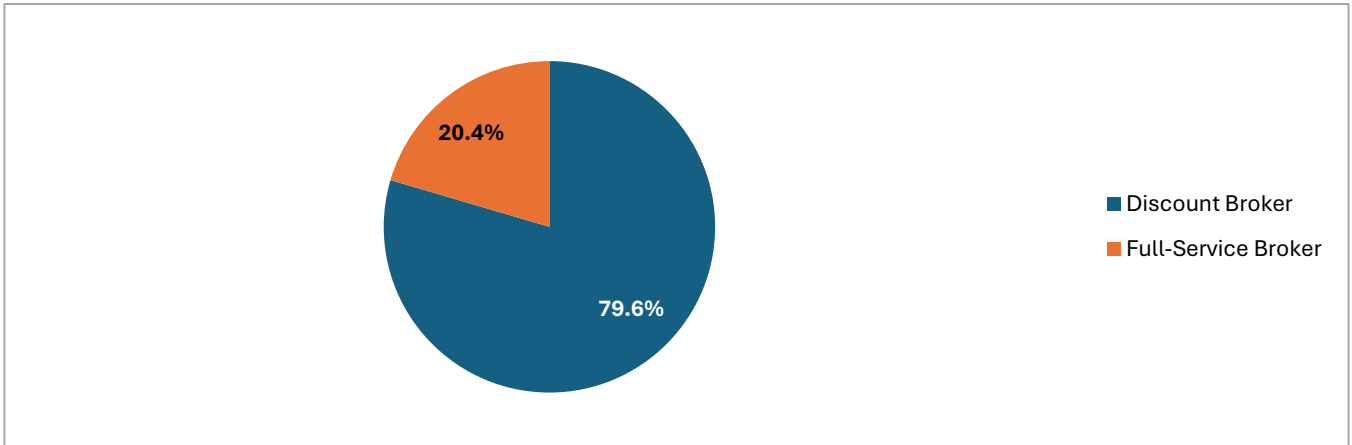
**Table 6: Full-Service Vs Discount Brokers**

Services	Full - Services Brokers	Discount Brokers
<b>Service Offerings</b>	Offers personalized relationship managers (RMs), market research, portfolio analysis, call and trade facility, and more.	Does not provide a personal dedicated RM, only offers a call and trade facility on a charge basis, and lacks investment advice and research reports, focusing solely on trading
<b>Cost Structure</b>	Charges are based on a percentage of total trade value, typically less than 1% of trade volume	Charges a flat rate or fixed monthly brokerage for unlimited equity trading
<b>AMC</b>	Most accounts incur annual maintenance fees (AMCs)	No AMC for trading accounts.
<b>Investment Advice</b>	Provides personalized investment advice to their clients with use of their Relationship Managers	Does not provide investment advice
<b>Local Presence</b>	Has branches in various cities as channel partners or sub-brokers to assist clients	Lacks branches, relying only on authorized persons (APs) or business development partners
<b>Technology</b>	Offers standardized and advanced technology without customization options	Provides advanced technology with customization options through APIs
<b>Relationship Building</b>	Build relationships through personal Relationship Managers	Focuses solely on trading relations without personal relationship management
<b>Allied services</b>	Offers financial planning, estate planning, or tax preparation services. Full-Service Broker also provides basket of Distribution products like MF, PMS, AIF, Fixed Income distribution etc.	Only offers basic trading services and research tools

Source: CareEdge Research

### 3.3. Split between Discount Brokers and Full-Service Brokers

**Chart 20: Share of Discount Brokers and Full-Service Brokers (Active Clients)**



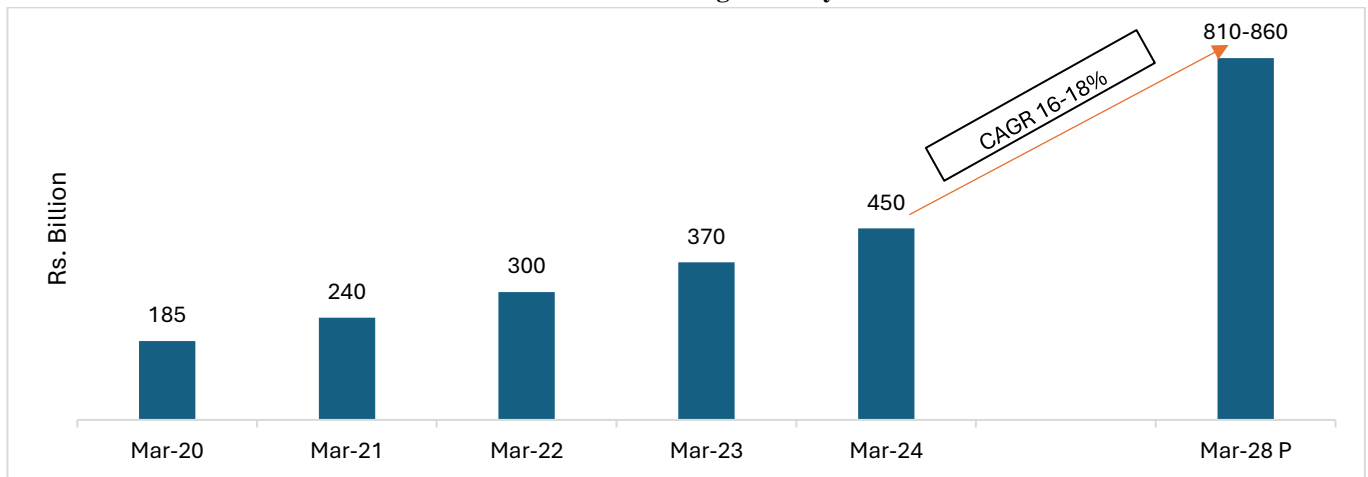
Source: NSE, CareEdge Research

Note: Market Share is a percentage of total active clients as on 31<sup>st</sup> October 2024

The brokerage market is divided between discount and full-service brokers, each catering to varied client needs. Discount brokers, offer modern trading platforms with low fees, attract a significant share of young and first-time investors, resulting in a higher client base as compared to full-service brokers. Over time, brokers have expanded their offering to include investment advisory, AIF/PMS, and distribution of financial products like mutual funds.

### 3.4. India's Broking Industry projected to cross Rs. 810 billion by Mar'28

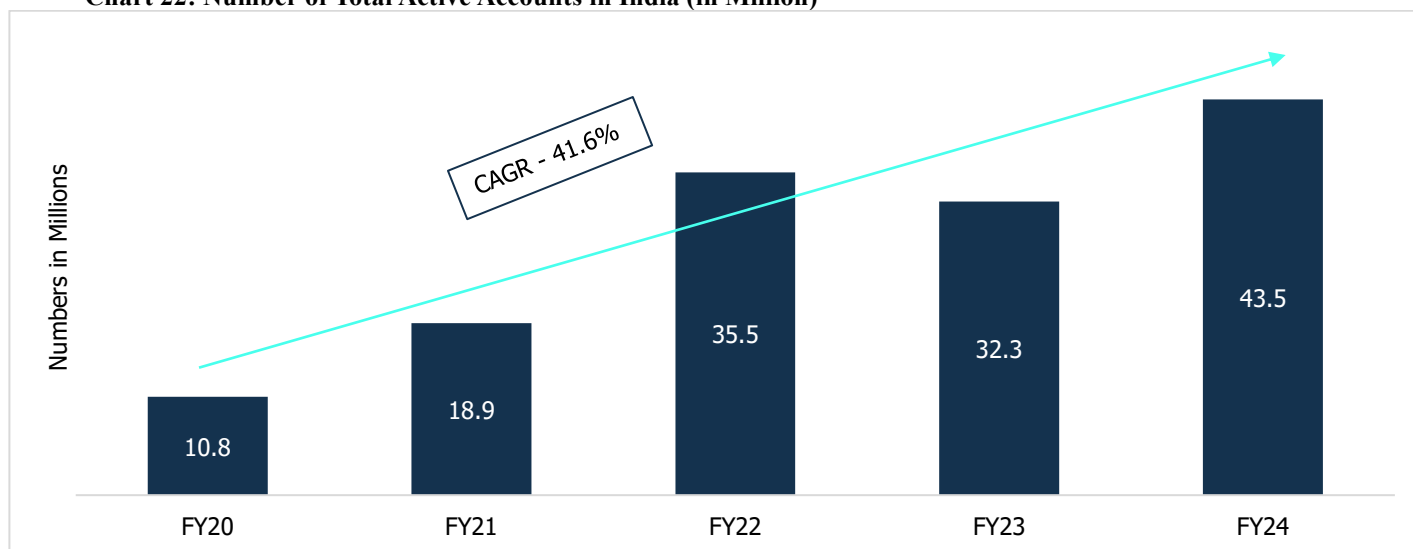
**Chart 21: Size of Broking Industry in India**



Source: CareEdge Research Estimates

The broking industry in India is estimated to be valued at ~ Rs 450 billion as of FY24 and expected to grow at a CAGR of 16-18% over the next 3-4 years. The increase in financial literacy and reduced cost of investing due to emergence of discount brokers has contributed significantly to this growth. Moreover, these factors are expected to continue leading to healthy growth in the long term.

**Chart 22: Number of Total Active Accounts in India (in Million)**



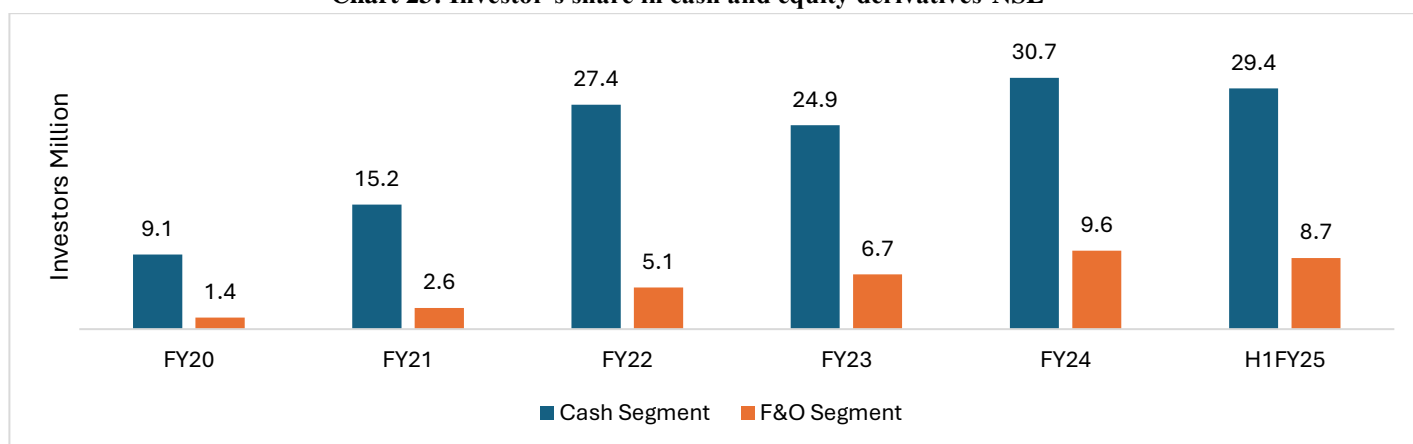
Source: NSE, CareEdge Research

In FY24, NSE active clients witnessed rise in active clients supported by influx of retail investors with active clients reaching 43.5 million. The number of NSE registered active clients increased at a compound annual growth rate (CAGR) of ~41.6% between FY20-FY24, despite the marginal decline in FY23 owing to inactivity of clients onboarded earlier. Key factors driving this surge included enhanced digitalization, the ease of opening accounts, and improving financial literacy, which encouraged greater participation in stock trading. Furthermore, the pandemic highlighted the importance of savings and investments, and coupled with low interest rates, prompted investors to move away from traditional savings options and turn to equity markets in search of higher returns, resulting in a significant increase in stock market investments and maintaining a prominent level of active accounts.

### 3.5. Share of client concentration in cash & derivative markets

#### Split in active investors in cash and F&O segment

**Chart 23: Investor's share in cash and equity derivatives-NSE**

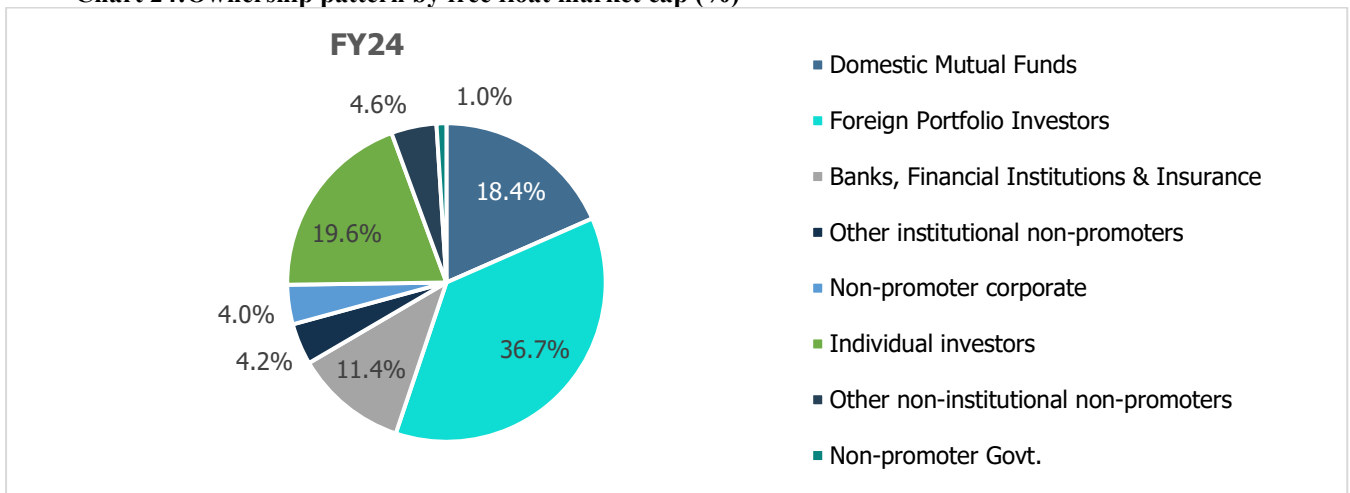


Source: NSE, CareEdge Research

Between FY20 to H1FY25, number of investors in the cash segment grew at a CAGR of 30%, while those in the equity derivatives segment surged at a remarkable CAGR of 50%. This significant growth in derivatives can be attributed to the increasing popularity of trading strategies among retail investors, fuelled by the rise of digital trading platforms that make derivatives trading more accessible. Additionally, heightened market volatility and a growing interest in leveraged trading have encouraged investors to explore equity derivatives for potential higher

returns. However, as per SEBI study released on 23rd Sep'24, 9 out of 10 individual traders in the equity futures and options segment continued to incur significant losses. The equity F&O segment is likely to witness strict guidelines for individual investors, which may impact investor participation within the segment.

**Chart 24:Ownership pattern by free float market cap (%)**



Source: NSE, CareEdge Research

Foreign Portfolio Investors (FPIs) account for 36.7% of free float market cap as of Mar'24, followed by Domestic Mutual Funds at 18.4%, indicating growing confidence among retail investors in professionally managed investment vehicles.

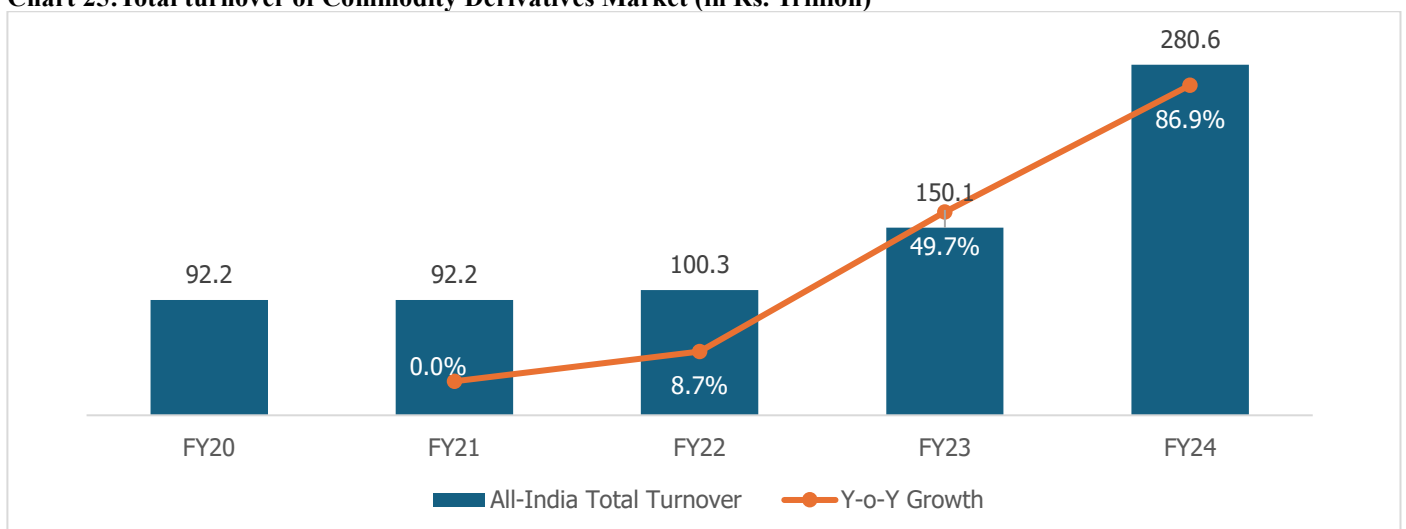
### 3.6. Trend in commodity and currency broking market (turnover and share of sub-segments)

#### 1) Commodity Derivatives

Commodity derivatives are financial instruments whose value is based on underlying commodities, such as oil, gold, wheat, or natural gas. These derivatives allow investors to profit from price movements in these commodities without owning them.

In terms of percentage share of commodity derivatives turnover among exchanges, MCX has the highest market share of 98.5%, followed by NSE (0.7%) and NCDEX (0.7%) in FY24.

**Chart 25:Total turnover of Commodity Derivatives Market (in Rs. Trillion)**



Source: SEBI, CareEdge Research

The Indian financial market has experienced notable fluctuations in turnover across various exchanges in recent years. From 2021 to 2024, the combined turnover for all exchanges has shown impressive growth, with a CAGR of

approximately 45.0%. This growth trend highlights the performance of key exchanges, including the BSE, NSE, Multi Commodity Exchange (MCX), and National Commodity and Derivatives Exchange (NCDEX).

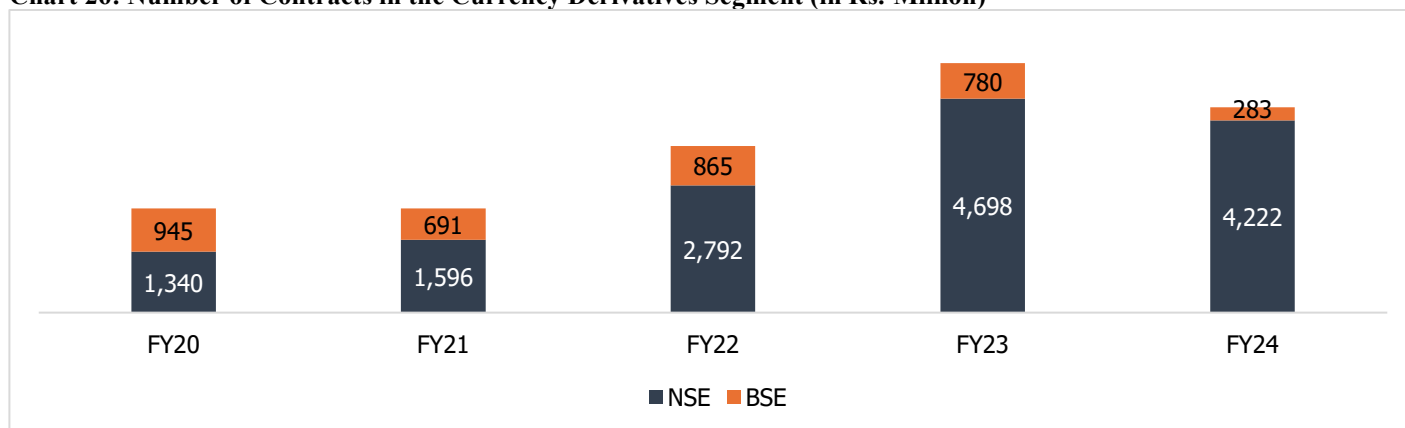
The growth of commodity derivatives in India can be attributed to several key factors:

- **Diversification of Investment:** Investors seek diversification beyond traditional equities and fixed income, and commodity derivatives offer exposure to different asset classes.
- **Hedging Opportunities:** Producers and consumers use commodity derivatives to hedge against price volatility, protecting their profit margins and ensuring stable cash flows.
- **Increased Participation:** With greater awareness and participation from retail investors, institutional investors, and corporate players, the market has seen significant growth.
- **Technological Advancements:** Improvements in trading technology and platforms have made it easier for participants to access commodity markets, facilitating higher trading volumes.
- **Rising Demand for Commodities:** Economic growth and urbanization have led to increased demand for various commodities, driving interest in derivatives for speculative and hedging purposes.
- **Global Integration:** As Indian markets become more integrated with global markets, domestic investors gain access to international commodity trends, enhancing trading strategies.

## 2) Currency Derivatives

A **currency future**, also known as **FX future**, is a futures contract to exchange one currency for another at a specified date in the future at a price (exchange rate) that is fixed on the purchase date. Currency future contracts allow investors to hedge against foreign exchange risk. Currency Derivatives are available on four currency pairs viz. US Dollars (USD), Euro (EUR), Great Britain Pound (GBP) and Japanese Yen (JPY). Cross Currency Futures & Options contracts in EUR-USD, GBP-USD and USD-JPY are also available for trading in the Currency Derivatives segment.

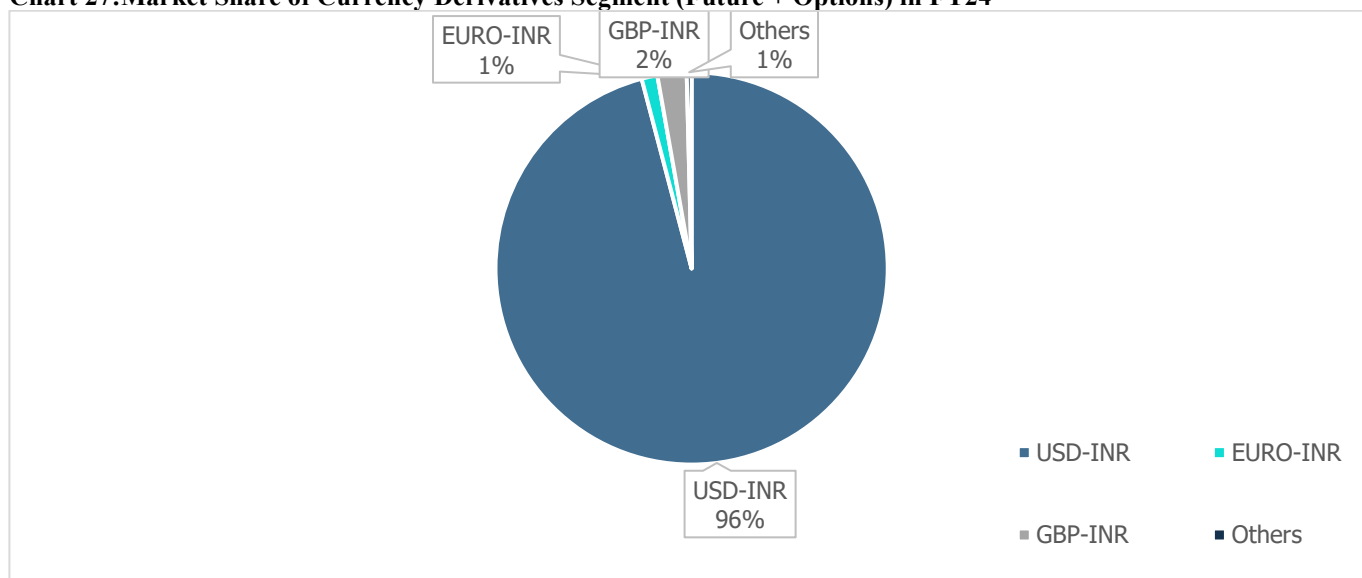
**Chart 26: Number of Contracts in the Currency Derivatives Segment (in Rs. Million)**



Source: SEBI, CareEdge Research

NSE is a market leader in currency derivatives segment, with number of contracts growing at a CAGR of 33.2% between FY20-FY24. Unlike NSE, BSE has faced degrowth of ~70.0% in FY24 over FY20.

**Chart 27: Market Share of Currency Derivatives Segment (Future + Options) in FY24**



Source: SEBI, CareEdge Research

Overall, the data indicates a strong preference for USD-INR options, while other currency futures struggle to gain attraction.

### **3.7. Changing Trends in the Broking Industry**

#### **3.7.1. Increase in share of non-broking Value-added services, and financial planning, Fund based activity**

Brokerage firms are diversifying their revenue streams by offering non-broking services such as wealth management, financial advisory, and investment products. Emerging brokerages attract clients with zero-commission trading, while established full-service brokers transform into comprehensive financial service providers, offering a wide range of services such as research, funding options, mutual funds, insurance, and retirement planning. This approach positions them as one-stop solutions for clients.

As of Sep-24, the portfolio management industry managed assets totalling Rs. 36.27 trillion, primarily from discretionary services, with advisory services contributing Rs. 2.97 trillion. This indicates a preference for personalised investment strategies, driven by enhanced financial literacy.

Segments such as margin funding and loans against shares are gaining popularity, reflecting the growing demand for non-broking services, as clients seek holistic comprehensive solutions beyond trading. Brokerages investing in technology and expanding their service offerings are well positioned in a competitive market.

#### **3.7.2. Rising Importance of Relationship Based Broking**

Traditionally, broking was focused on transactions, with brokers executing trades and offering minimal guidance. However, as the investment landscape grows more complex and competitive, investors increasingly seek personalized, comprehensive services that align with their individual financial goals and risk preferences. This shift has driven the demand for relationship-based broking, which prioritizes long-term client-broker partnerships.

Furthermore, relationship-based broking is reshaping client engagement, moving from transactional to personalised services. Relationship-based broking prioritizes long-term client-broker partnerships, client trust and satisfaction, which leads to sustainable growth and differentiation from competitors.

Brokers adopting this approach invest time in understanding clients' aspirations, concerns, and financial situations, enabling them to offer tailored advice. This personalization builds trust and enhances client satisfaction, leading to stronger loyalty. Amid the proliferation of online trading platforms, the human connection offered by relationship-based broking helps distinguishes firms from competitors.



Overall, relationship-based broking is essential for building trust, offering tailored investment strategies, gaining market insights, and standing out in a competitive marketplace. This approach not only enhances client satisfaction but can also lead to sustainable business growth, as long-term relationships often yield higher value compared to one-off transactions. Furthermore, relationship-based broking plays a critical role in the financial services industry, significantly influencing how brokers interact with clients and manage their investments.

### 3.7.3. Rising Importance of Technology in Trading

The digital/online broking market is expanding, driven by widespread internet access and technological advancements. The internet enables 24/7 trading and broadens access to financial markets, democratizing investment opportunities.

Technological innovations, such as advanced trading algorithms, real-time data analytics, and user-friendly interfaces, enhances trading platforms and attracts a wider range of investors, including beginners. Mergers and acquisitions within the industry foster innovation and consolidation, allowing firms to offer comprehensive services and optimise operations. Investors increasingly prioritise customisation, seeking platforms that provide tailored portfolios and strategies. E-brokerages offering features like automated rebalancing and personalised advice are better equipped to meet these demands. At the same time, firms must implement robust cybersecurity measures to maintain client trust and protect sensitive information against cyber threats, which could harm both reputation and operations.

### 3.8. The Path Forward: Emerging Trends in Indian Broking

India's capital markets are experiencing increased retail investment and rising managed assets in mutual funds, signalling a positive outlook among investors. The broking industry is expected to see moderate growth over the medium term, driven by economic expansion, rising retail participation, and technological advancements. The industry is likely to attract new clients, particularly from untapped retail markets, favourable demographics, and improved financial literacy. The widespread adoption of smartphones, faster internet, and simplified trading apps will further enable broader participation in trading and investing across various age groups.

Regulatory changes, particularly those from the Securities and Exchange Board of India (SEBI), play a significant role in the industry's growth. SEBI's measures to protect investors and enhance market transparency, such as recent changes to margin trading rules, require brokers to adapt quickly. While these regulations ensure market integrity, they may present challenges for smaller firms struggling with compliance.

Key trends shaping the future of stockbroking include AI-powered tools like algorithmic trading, robo-advisors, chatbots, and virtual assistants. These innovations will personalize investment recommendations and improve user experience, fostering stronger client relationships. India has considerable potential for growth in the broking industry (Chart 28), as only 4-5% of India's population actively participating in stock trading, compared to significantly higher rates in countries like the United States (55%), the United Kingdom (33%), and China (13%).

### 3.9. Key Growth Drivers for the Indian Broking Industry

- **Favourable Demographics**

India has one of the youngest populations globally, with around 55% population under 35 years of age in 2021. This young demographic is inclined towards digital solutions and wealth creation, with growing interest in investing in capital markets. With a median age of 28, compared to 38 in China and 39 in the US, India's young population presents a long-term growth opportunity for the broking industry as they begin investing early in their careers. This trend is expected to continue, with the median age remaining below 35, maintaining favourable demographics for the country.

Indicator	2011	2016	2021	2026P	2031P	2036P
<b>Population by broad age- group (000')</b>						
18 years and above	7,62,839	8,51,653	9,38,959	10,16,567	10,85,563	11,48,803
0-14	3,73,893	3,62,202	3,49,990	3,39,222	3,23,258	3,06,374
15-59	7,35,424	8,10,687	8,75,446	9,23,857	9,62,091	9,88,476
60+	1,01,538	1,18,185	1,37,570	1,62,829	1,93,426	2,27,438
<b>Proportion (percent)</b>						
0-14	30.9	28.1	25.7	23.8	21.9	20.1

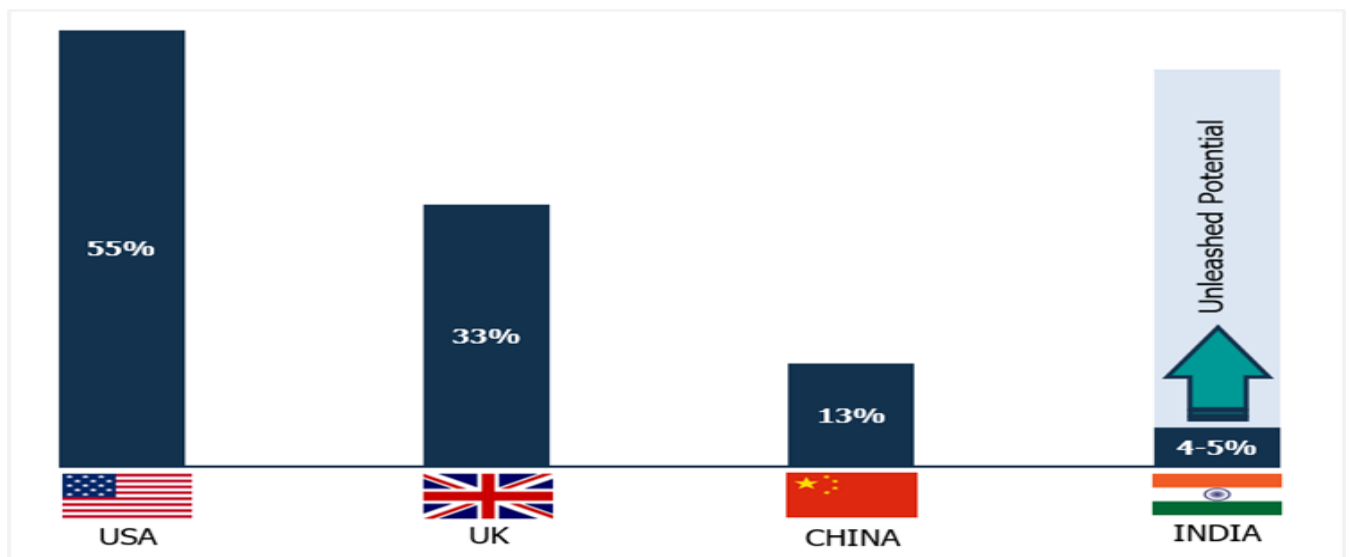
Indicator	2011	2016	2021	2026P	2031P	2036P
Population by broad age- group (000')						
15-59	60.7	62.8	64.2	64.8	65.1	64.9
60+	8.4	9.2	10.1	11.4	13.1	14.9
Median age (years)	24.92	26.55	28.34	30.27	32.38	34.48

Source: National Health Profile Statistics, CareEdge Research; P: Projected

- **Low Penetration of Capital Markets**

The Indian equity market has historically seen low participation rates compared to developed countries. Near about 4-5% of Indians invest in the stock market, compared to United States (~55%), United Kingdom (~33%) and China (~13%). This leaves significant room for growth as awareness and financial inclusion efforts expand. With increasing digital literacy and initiatives to encourage investments, market penetration is expected to rise significantly in the coming years.

**Chart 28: Country-wise percentage of population investing in stock market**

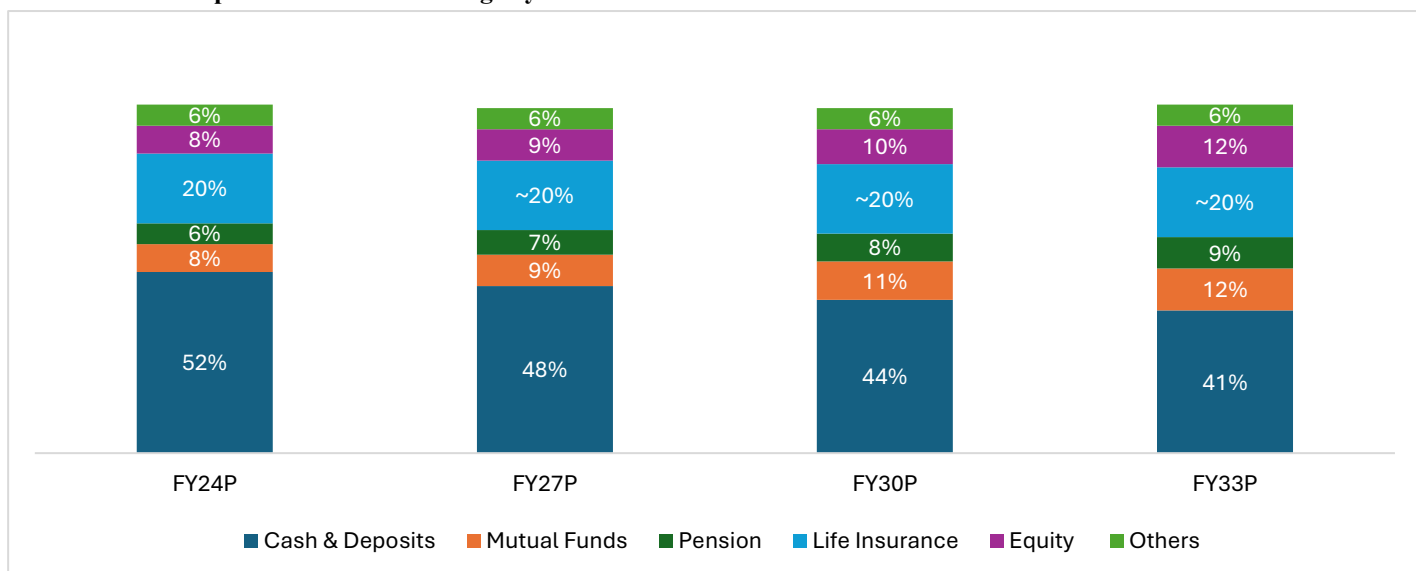


Source: CareEdge Research, figures are approximate

- **Increasing Investment in Shares & Mutual Funds (as % of Savings)**

The proportion of household savings allocated to shares and mutual funds is on the rise. It is estimated to have been at 8% for Equity and Mutual Funds in FY24. Going further, the share is expected to rise to reach ~12% until FY33. This shift will be significant given the traditional preference for physical assets like gold and real estate in India. The increased allocation to financial assets reflects changing investment behaviour, driven by higher awareness and attractive returns offered by equities and mutual funds.

**Chart 29: Split of Household Savings by asset class**



Source: NSE Analysis, RBI, MOSPI Statistics, CareEdge Research; P: Projected

- Penetration in Tier 2 Cities and Beyond**

India’s asset management industry, including mutual funds, PMS, and Alternative Investment Funds (AIFs), has grown by 19% over the past decade. The rise of digital trading platforms has enabled brokerage firms to expand beyond major cities, with over 60% of investments now coming from Tier 2 and Tier 3 cities. This growth is driven by improved internet connectivity, increasing financial literacy, and targeted marketing efforts.

- Role of Technology and Tech Platforms**

The rise of fintech platforms, algorithmic trading, and AI-driven investment advisory tools has simplified the trading process, attracting younger, tech-savvy investors. Cloud computing, real-time data analytics, and secure digital payments are transforming broker operations, making trading more accessible and cost-effective.

- Rising Retail Participation**

Retail participation in India’s trading markets has surged, fuelled by the growing use of mobile trading platforms and awareness of derivatives as hedging tools. Retail traders’ share of derivatives trading volumes has increased dramatically, from 2% in 2018 to 41% in 2023, establishing India as a global leader in derivatives trading. As of May, ’24, the monthly notional value of derivatives traded reached Rs. 9,504 trillion (\$113.60 trillion). Additionally, SEBI’s introduction of more derivative products has enhanced market liquidity and depth, creating new revenue opportunities for brokers.

### 3.10. Key Risks and Challenges

- Regulatory Changes: Evolving SEBI regulations, such as higher margin requirements and stricter compliance standards, increase operational burdens on brokers, particularly smaller ones.
- Revenue Pressures: The move toward uniform transaction fees and the elimination of volume-based discounts could squeeze profit margins, especially for discount brokers.
- Cybersecurity Risks: Increasing digitalization exposes brokers to cyberattacks and data breaches, requiring significant investments in cybersecurity infrastructure.
- Market Volatility: The inherent volatility in the Indian market, particularly in derivatives, poses risks for brokers in managing margins and client liquidity.
- Consolidation Pressure: Rising compliance costs and regulatory changes may drive consolidation, with smaller players struggling to compete with larger firms.
- High Competition: The Indian financial services industry is intensely competitive and the brokerage business is particularly competitive with a sizeable number of large and small operators. Further, the broking business is extremely

fragmented with a large number of entities registered with SEBI. As of December 12, 2024, there are almost 4,895 SEBI registered brokers under the equity segment.

### 3.11. Regulatory Framework and its potential impact on the Broking Industry

#### 1. QSB Framework

##### Objective & Framework

The Qualified Stock Broker (QSB) framework, introduced by the Securities and Exchange Board of India (SEBI), aims to identify and regulate key brokerage firms that are vital to the market infrastructure. QSBs are selected based on specific thresholds and criteria and are subject to stricter regulatory requirements due to their systemic importance.

The framework evaluates stockbrokers based on four key parameters:

1. Active Clients: The number of active clients maintained by the broker.
2. Total Assets: The total value of assets held by the broker's clients.
3. Trading Volumes: The total trading volume executed by the broker, excluding proprietary trading.
4. End-of-Day Margin Obligations: The margin obligations of the broker's clients at the end of the trading day, excluding proprietary margins.

Each broker's score for these parameters is calculated relative to the overall market, using a proportional method. For example, a broker's score for active clients is based on their share of the total active clients across all brokers, and the same method applies to the other parameters.

The total score for each broker is derived by summing the individual scores across all parameters. The data for scoring is taken as of December 31st of the respective financial year. Exchanges assign scores to brokers based on their relative performance, ensuring transparency, and helping investors make informed decisions.

##### Potential Impact of Qualified Stock Broker (QSB) framework on the Broking Industry

**Increased Investor Protection:** QSBs, with stricter risk management and compliance requirements, are better equipped to protect investor assets and reduce the risk of fraud or mismanagement. Higher capital reserve requirements ensure these brokers can absorb market shocks, safeguarding both retail and institutional investors. This added protection is especially important for retail investors, who are more vulnerable to market volatility.

**Improved Transparency and Governance:** QSBs must adhere to higher governance standards, leading to improved transparency in their operations and decision-making. This includes clearer disclosures of financial health, risks, and conflicts of interest, benefiting all market participants. Enhanced governance practices, such as independent oversight and stringent internal audits, increase corporate accountability, making QSBs more reliable.

**Investor Confidence:** The enhanced regulations and oversight around QSBs are likely to bolster investor confidence, as clients will have greater assurance in the broker's ability to manage risks and operate transparently.

**Rise of Discount Brokers:** Emerging discount brokers may seek QSB status as they expand their client base and market share. This could spur further industry innovation, as digital platforms strive to meet regulatory standards while continuing to provide low-cost, tech-driven services.

#### 2. Recent SEBI guidelines on F&O trading

SEBI has introduced a set of new measures to restructure the equity derivatives trading framework in India:

- **Increased Contract Sizes:** SEBI will increase the minimum contract value for derivatives trading from the current range of Rs.0.5 to Rs.1.5 million. This adjustment ensures that investors are exposed to appropriate levels of risk in the derivatives market. SEBI also announced plans to eventually adjust the contract size further, setting the value between Rs 1.5 million and Rs. 2 million in the future.
- **Higher Margin Requirements:** To tackle market volatility on expiry days, SEBI will enforce an additional extreme loss margin (ELM) of 2% on all open short option positions on the day of expiry.

This measure is designed to protect investors against extreme market fluctuations, particularly during high-volume trading periods.

- **Reduction of Weekly Expiries:** Starting November 20, 2024, SEBI will limit weekly expiries for index derivatives to one per benchmark index per exchange, reducing the total from 18 to six contracts per month. This move aims to reduce speculative trading and manage risks related to uncovered or naked option selling.
- **Removal of Calendar Spread Benefits:** SEBI will eliminate calendar spread benefits for contracts expiring on the same day, a change that seeks to minimize speculative trading, particularly on expiry days. Calendar spreads typically involve offsetting positions across different expiries.
- **Upfront Collection of Premiums:** Effective February 1, 2025, brokers will be required to collect option premiums upfront. This change is aimed at discouraging excessive use of intraday leverage and ensuring that investors have sufficient collateral to cover their positions.
- **Intraday Monitoring of Position Limits:** From April 1, 2025, stock exchanges will begin to conduct intraday monitoring of position limits in equity index derivatives. This means that position limits will be tracked and checked multiple times throughout the trading day, preventing traders from exceeding their permissible limits unnoticed.
- **Revision in transaction charges:** Starting October 1, 2024, SEBI introduced a new rule mandating uniform transaction fees for market infrastructure institutions (MIIs), including stock exchanges. This rule could diminish the competitive edge of discount brokers, who typically thrive on high trading volumes and offer low fees. Traditionally, discount brokers charged lower fees to attract high-frequency traders, leveraging their high volumes to maintain profitability. However, with SEBI's new rule enforcing a standardized fee structure across the board, these brokers will lose their ability to offer significantly cheaper rates, reducing their pricing advantage over full-service brokers and potentially impacting their market share.
- **Besides, as per SEBI study released on 23<sup>rd</sup> Sep'24, 9 out of 10 individual traders in the equity futures and options segment continued to incur significant losses. Way forward the equity F&O segment is likely to witness strict guidelines for individual investors, which may impact investor participation within the segment.**

### 3. Impact of upcoming regulatory changes on Assisted and Non-Assisted Brokers

Below are some upcoming regulatory changes that could affect both assisted mode brokers (those offering advisory services and personal interaction) and non-assisted mode brokers (digital platforms and discount brokers with minimal human intervention):

- **Stricter Compliance and Reporting Standards**
  - Assisted Brokers (Full-Service Brokers): SEBI's heightened compliance requirements, such as quarterly audits and higher capital ratios, will prompt full-service brokers to invest in regulatory technology and compliance teams. While this will increase operational costs, it will also enhance their credibility, particularly with high-net-worth and institutional clients, boosting trust and loyalty.
  - Non-Assisted Brokers (Digital and Discount Brokers): Non-assisted brokers will need to strengthen cybersecurity and data protection measures, leading to higher tech investments, which may reduce their cost advantage.
- **Fee Structures and Transparency**
  - Assisted Brokers: With the move towards uniform transaction fees, assisted brokers may adjust service fees or advisory charges to offset the elimination of volume-based discounts. This will allow them to maintain elevated levels of personalized service, appealing to clients who value tailored advice.
  - Non-Assisted Brokers: Operating with thin margins, non-assisted brokers may pass on higher costs to users, potentially reducing their low-cost appeal.
- **Customer Due Diligence (KYC/AML Updates)**

- Assisted Brokers: Stricter KYC and AML norms will require more robust due diligence, adding operational complexity. However, these measures will strengthen client trust, particularly among high-net-worth individuals who seek personalized services for managing complex portfolios.

- Non-Assisted Brokers: The automation of real-time KYC and verification will be key, but this will require significant tech upgrades.

- **Derivative and Margin Norms**

- Assisted Brokers: New margin rules for F&O trading will encourage assisted brokers to advise clients on risk management, reinforcing their advisory role and making them essential for navigating complex derivatives strategies.

- Non-Assisted Brokers: Retail-focused brokers may see reduced F&O volumes as fewer retail clients will be able to meet the new margin requirements.

#### 4. Overview of Margin Trading Facility (MTF)

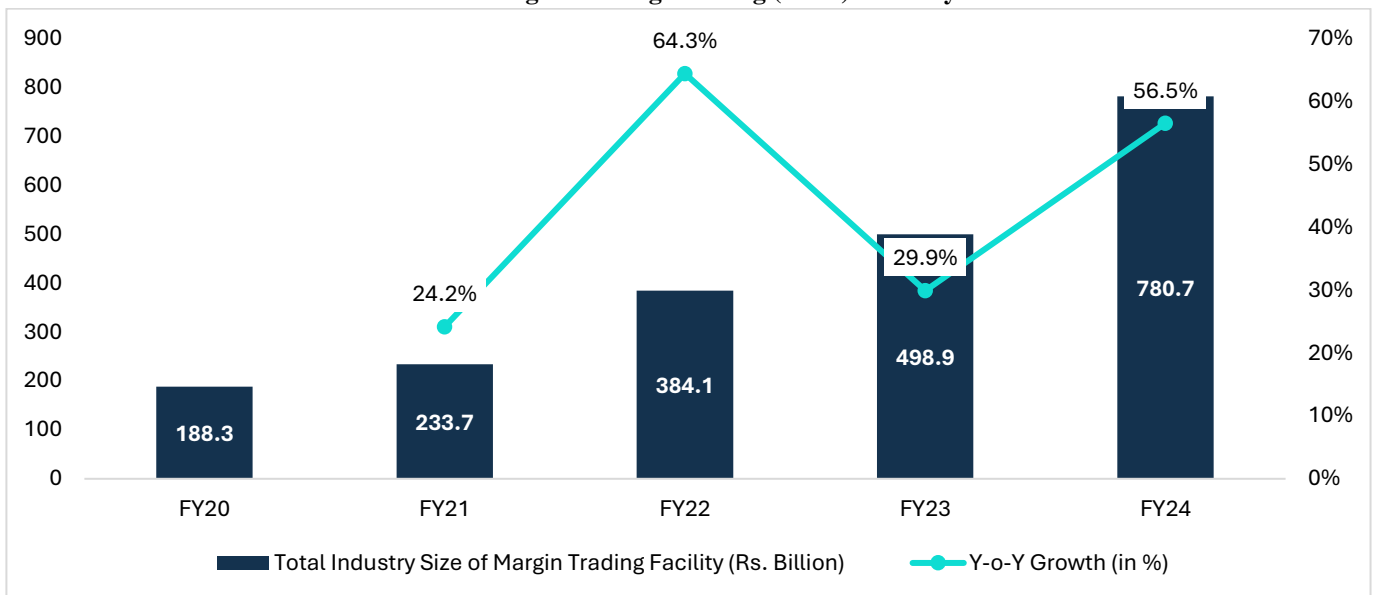
##### 4.1. Margin Trading Funding (MTF) Industry Size

The Margin Trading Facility (MTF) offers increased flexibility as compared to traditional trading methods, primarily because it enhances an investor's purchasing power by allowing them to borrow funds. This enables them to invest in more assets compared to investments through owned capital. Additionally, investors can invest their core capital in long-term investments while using MTF leverage for trading. This approach allows investors to trade without diluting their core capital. The increased investing capacity facilitates greater diversification and the potential for higher returns, even with limited own capital.

In FY24, the MTF market grew significantly, reaching Rs. 780.7 billion, a 56.5% increase over FY23, with a CAGR of 42.7% from FY20 to FY24. This growth is driven by rising investor awareness of MTF's benefits in boosting buying power and potential returns, along with a bullish stock market. Interest income from MTF ranges between 15% to 35% of total revenue for leading players.

#### Margin Trade Funding industry size grew over four folds between FY20-FY24

**Chart 30: Margin Trading Funding (MTF) Industry Size**



Source: CareEdge Research Estimates

In Sep'24, SEBI updated its policy thereby allowing cash-collateralized securities as part of the MTF maintenance margin, which is expected to increase participation by simplifying margin requirements and promoting efficiency.

Going forward, strong investor interest and supportive regulations are set to boost brokerage revenues and margins through increased margin funding opportunities.

The SEBI initiative is expected to boost participation in margin trading by easing margin requirements and enhancing trading efficiency. This move demonstrates SEBI's commitment to a supportive regulatory framework that fosters market growth and investor engagement. Looking ahead, strong investor interest and favourable regulations are anticipated to drive revenue and margin growth for the brokerage industry, presenting firms with new opportunities from margin funding.

## **5. Asset Management & Distribution**

### **5.1. Investment advisory services**

Investment advisory services enable individuals, businesses, and institutions to manage their investments effectively. These services typically involve evaluating a client's financial goals, risk tolerance, and investment timeline, and managing a customized investment strategy. Over time, brokers have expanded their offering to include investment advisory, AIF/PMS, and distribution of financial products like mutual funds.

The main elements of investment advisory services include:

**Financial Planning:** Advisors develop a comprehensive plan to meet financial objectives, such as retirement, education savings, purchasing a home, or estate planning.

**Portfolio Management:** Advisors create, implement, and monitor an investment portfolio of assets (like stocks, bonds, or mutual funds) that aligns with the client's risk profile and goals.

**Investment Selection and Advice:** Based on market research and analysis, advisors recommend investments suited to the client's needs and objectives.

**Ongoing Reviews and Adjustments:** Advisors regularly update clients on portfolio performance and adjust strategies as necessary based on changes in the market or the client's circumstances.

**Education and Client Support:** Advisors help clients understand financial markets, investment products, and strategies to enable informed decision-making.

Investment advisors can be human professionals, automated robot-advisors (providing algorithm-driven recommendations), or hybrid models combining both approaches. In India, SEBI regulates these services to ensure transparency and protect client interests.

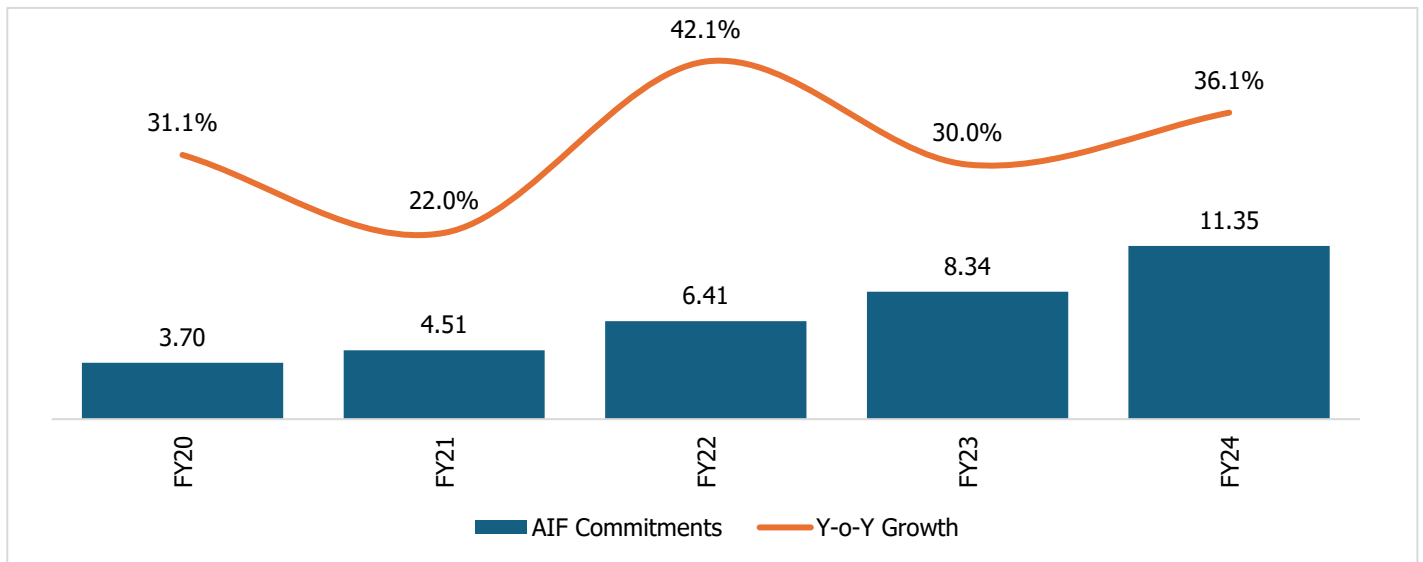
### **5.2. Alternative Investment Funds**

#### **Overview**

As per SEBI, Alternative Investment Fund or AIF refers to any fund established or incorporated in India that operates as a privately pooled investment vehicle which collects funds from sophisticated investors, whether Indian or foreign, to invest them in accordance with a defined investment policy for the investors benefit. AIFs does not include funds covered under the SEBI (Mutual Funds) Regulations, 1996, SEBI (Collective Investment Schemes) Regulations, 1999 or any other regulations of the Board governing fund management activities.

- **Growth of AIFs in India**

**Chart 31: AIFs Commitments have surged annually (Rs. Trillion)**



Source: SEBI, CareEdge Research

AIFs commitments have grown sharply with the annual growth rate remaining in high double digits. As of 31<sup>st</sup> Mar'24, AIFs have received commitments worth Rs 11.3 trillion or growing at a CAGR of 32.3% between FY20-FY24. Of these commitments received, around 40% of the funds have been raised and of these funds drawn down around 93% investments have been made. Category II funds are the highest contributor in terms of commitments for AIF, accounting for ~80.4% of total commitments, indicating the popularity of private equity funds or debt funds. Followed by Category III and Category I funds accounting for 12.8% and 6.8% share in total commitments respectively, in FY24.

### Types of AIFs

Funds can seek registration under three categories – Category I, Category II and Category III.

- **Category I:** Invests in start-up or early-stage ventures or social ventures or SMEs or infrastructure or other sectors or areas which the government or regulators consider as socially or economically desirable and shall include venture capital funds, SME Funds, social impact funds, infrastructure funds, special situation fund.
- **Category II:** Category II are those funds which do not fall in Category I and III and which does not undertake leverage or borrowing other than to meet day-to-day operational requirements and as permitted in these regulations.
- **Category III:** Category III are those funds which employ diverse or complex trading strategies and may employ leverage including through investment in listed or unlisted derivatives.

### 5.3. Portfolio Management Services (PMS)

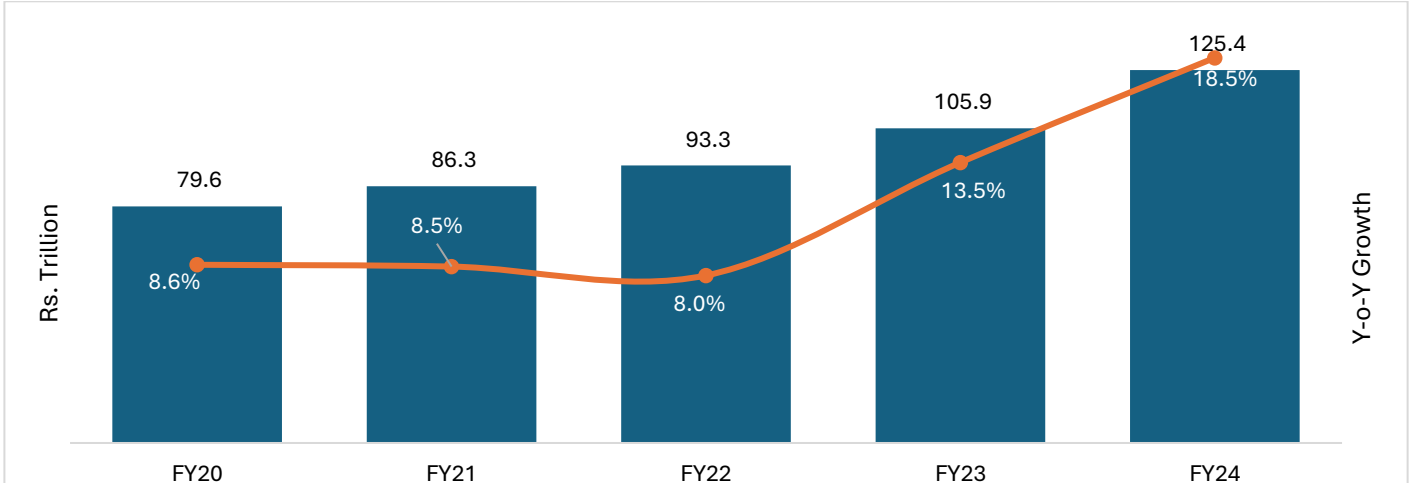
#### Overview

PMS is a category of professional financial services governed by the SEBI Portfolio Manager Regulations. A professional portfolio manager offers customised investment solutions to high net-worth individuals (HNIs) who are seeking to invest in instruments such as equity, debt, gold and more. The minimum investment limit for PMS is Rs 5 million. PMS invests on behalf of its clients in separately managed accounts in various securities including listed equities, unlisted equities, fixed income instruments, hybrid, or structured products and others. A PMS can be primarily structured in three ways – Discretionary Portfolio Management, Non-Discretionary Portfolio Management, and Advisory Portfolio.

#### Portfolio Management Services Grows at a Steady Pace



**Chart 32: PMS AUM Grows at a CAGR of Nearly 15%**



Source: CMIE, SEBI, CareEdge Research Note: Excludes EPFO AUM; as of the last reporting date of the period

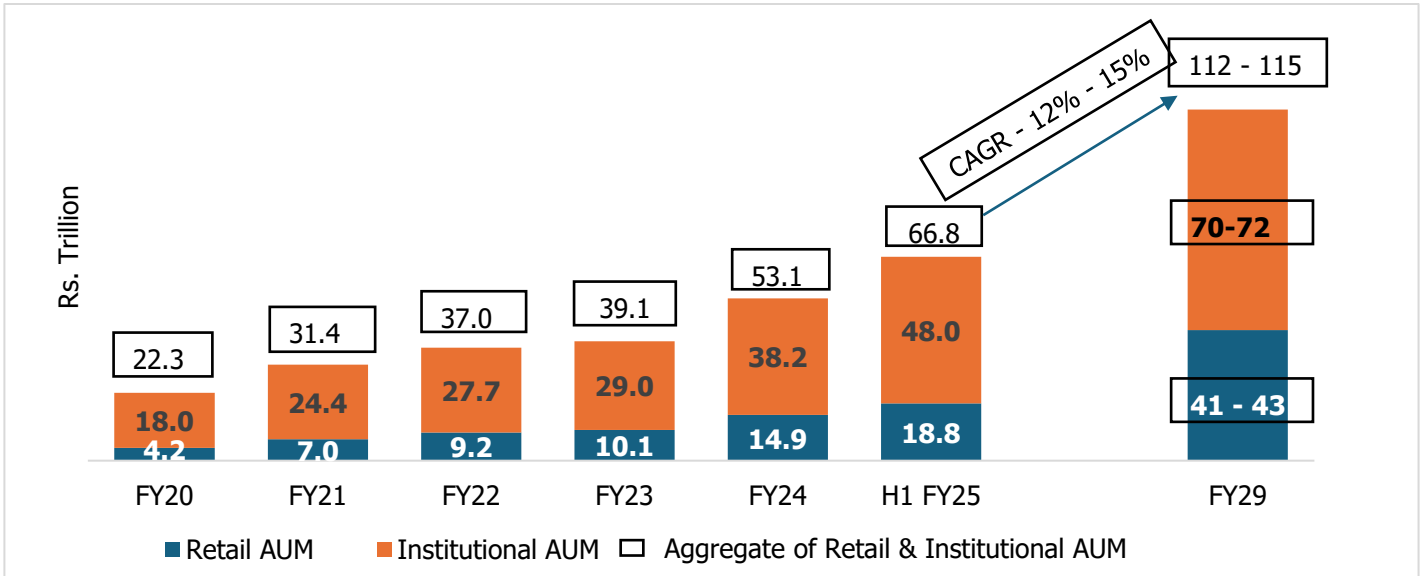
#### 5.4. Domestic Mutual Fund Industry

##### Overview

A mutual fund is a collective investment vehicle that collects & pools money from several investors and invests the same in equities, bonds, government securities, and money market instruments. The money collected in a mutual fund scheme is invested by professional fund managers in stocks and bonds etc. in line with a scheme’s investment objective. The income/gains generated from this collective investment scheme are distributed proportionately amongst the investors, after deducting applicable expenses and levies, by calculating a scheme’s “Net Asset Value” or NAV. In return, mutual fund charges a small management fee.

##### Domestic Mutual Fund Industry Has Grown Rapidly

**Chart 33: Growth in Domestic Mutual Fund Industry AUM and outlook**



Source: CMIE, CareEdge Research

Note: AUM as of the last day of the month; FY- financial year ended March

Between FY20 and H1FY25, retail AUM has grown at a CAGR of nearly 40%, reaching Rs. 18.8 trillion as of H1FY25. This growth in retail AUM reflects an increasing preference for mutual fund investments amongst retail investors. Institutional AUM also grew albeit at a slower pace than retail AUM, at a CAGR of 24.3% between

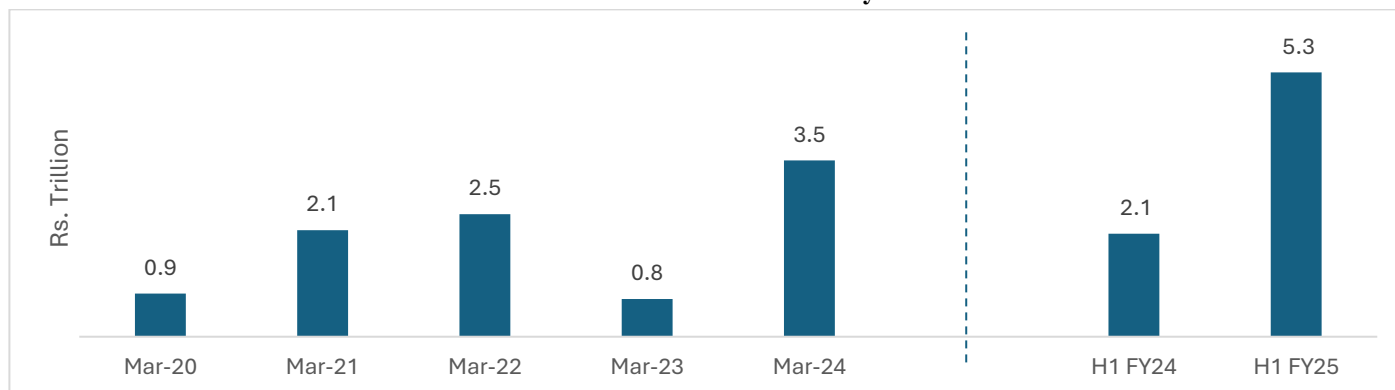
FY20-H1FY25, reaching Rs. 48 trillion. FY24 has been a standout year for the Indian mutual funds industry, with assets under management (AUM) increasing by nearly Rs 14 trillion, reaching a record Rs 53.1 trillion by Mar'24, up from Rs 39.1 trillion in Mar'23. This growth rate of over 35% is the highest since FY21. As of H1FY25, AUM further rose to Rs 66.8 trillion, demonstrating strong market performance and investor confidence.

The outlook for mutual fund AUM growth remains positive, driven by factors such as rising financial literacy, increased awareness, and a growing preference for mutual funds as a wealth-building tool. The expansion of digital platforms has made mutual fund access more convenient, while government initiatives promoting systematic investment plans (SIPs) and long-term savings support further growth. With India's economy continuing to expand, a rising middle class, and an increased focus on financial planning, mutual funds are expected to see AUM grow at 12-14% annually between H1FY25 and FY29.

### 5.5. Mutual Fund Industry Inflows reached Rs. 5.3 trillion as of Sep'24

Inflows from equity-oriented schemes accounted for 38.3% of mutual fund inflows for H1FY25, driven by increase in inflows from sectoral/thematic, small cap fund categories. On the other hand, inflows from Debt Oriented schemes accounted for 32.5% of mutual fund inflows, driven by liquid and money market funds. Net inflows for FY24 totalled Rs. 3.5 trillion, up from Rs. 0.8 billion in FY23. Further, Systematic Investment Plan (SIP) adoption continued to grow, with monthly net inflows of around Rs 193 billion in Mar'24. For FY24, SIP inflows amounted to nearly Rs 2 trillion, up from Rs 1.55 trillion in FY23. Aggregate inflows in the mutual fund industry as of FY24 reached Rs. 3.5 trillion, indicating significant CAGR of 42% between FY20-FY24.

**Chart 34: Indian Mutual Fund Industry Inflow**



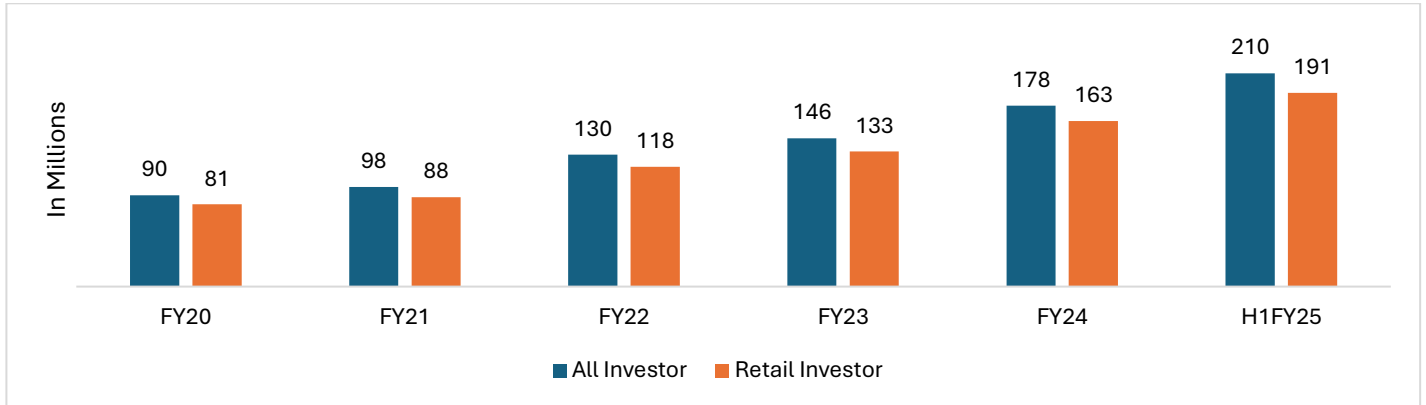
Source: CMIE, CareEdge Research

### 5.6. Key Trends in Asset Management

#### Increase in Retail Folio in Mutual Funds

The growth in retail folios in mutual funds reflects a rising trend of individual investors seeking portfolio diversification and long-term financial goals. Retail investors are recognizing the advantages of mutual funds, including professional management and liquidity. Additionally, initiatives promoting SIPs have further spurred participation, leading to substantial growth in retail folios. As of Sep'24, the total number of folios stood at 210 million, with over 191 million folios under equity, hybrid, and solution-oriented schemes, where retail investments are most prominent.

**Chart 35: Indian Mutual Fund number of Folio Basis (Retail)**

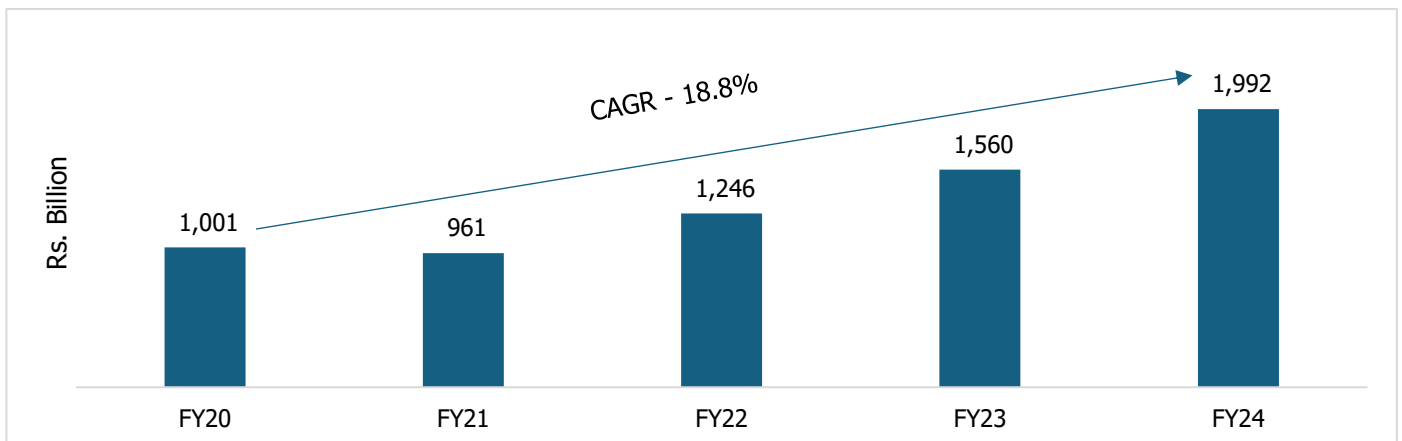


Source: CMIE, CareEdge Research

### Increasing contribution towards SIPs

This significant increase is attributed by positive sentiments of retail investors, participating in a disciplined manner through SIPs. Post COVID-19, India’s capital markets have experienced influx of retail investor leading to increase in asset allocation towards mutual funds. Mutual Fund outstanding SIPs accounts stood at nearly 84 million accounts and the total contribution through SIPs was Rs. 1,992 billion during FY24.

**Chart 36: SIP Contribution**



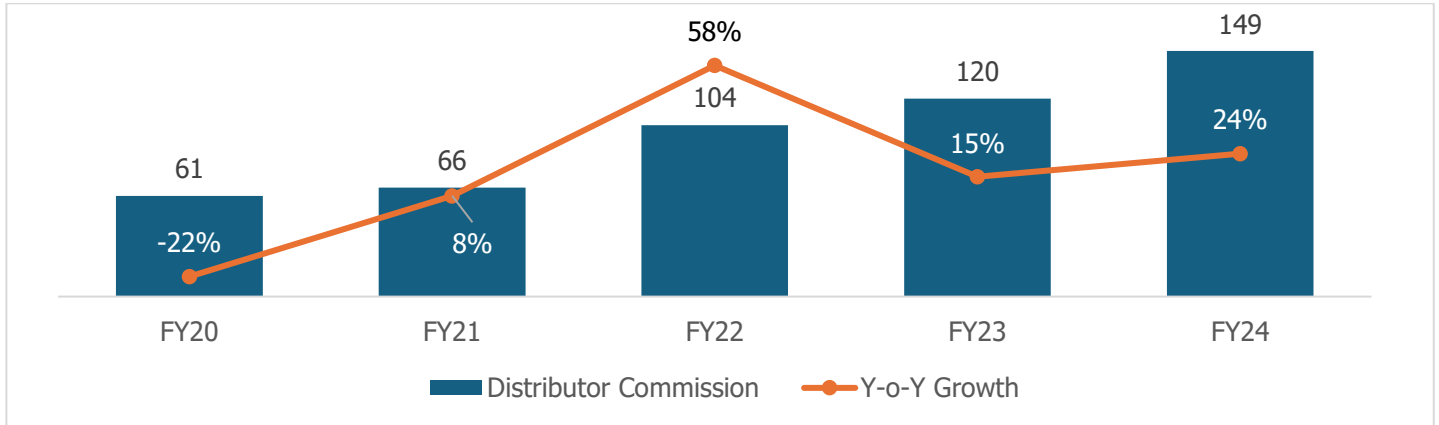
Source: CMIE, CareEdge Research

### 5.7. Trends in Mutual Fund Distributors Commission

The commissions paid by mutual funds to distributors grew from around Rs. 61 billion in FY20 to around Rs. 149 billion in FY24, indicating a CAGR of around 25%. Increased financial savings, superior returns from mutual funds, greater reliance on distributors and government policies functioned as key catalysts in driving the distribution revenue growth.

In September 2018, SEBI linked expense ratios with asset slabs, to cut the cost of investing. This enforced schemes with higher asset size to charge lower expense ratios. By doing so, SEBI updated accommodated schemes that had become larger over the years. The total expense ratio (TER) includes expenses such as fund management fee and distribution commissions. Consequently, the total MF distributor commission has reduced by 7.1% y-o-y in FY19 and 22.4% y-o-y in FY20. However, with gaining popularity in investment via mutual funds, distributors commission has seen significant growth of 58% y-o-y in FY22 over FY21. For FY23 the commission amounted to Rs. 120 billion indicating a growth of approx. 15% over FY22.

**Chart 37: Mutual Fund Distributor Commission**



Source-AMFI, CareEdge Research

As the Indian mutual fund industry expands, driven by rising assets under management and a broader investor base, the demand for professional advisory and distribution services is expected to increase. Regulatory changes promoting fee transparency may lead to a shift toward fee-based advisory models, allowing distributors to earn ongoing commissions rather than one-time sales fees. As financial literacy improves, more investors are likely to seek guidance, offering distributors opportunities to build long-term relationships and enhance revenue. Furthermore, with the growth of digital platforms and robo-advisors, traditional distributors providing personalized, value-added services may see increased commissions from managing larger, diversified portfolios.

#### 5.8. Key Growth Drivers for Mutual Fund Distributors

- **Increasing Penetration of Mutual Fund Market in India**

Investor participation in B30 (beyond top 30) locations has historically been low, but recent activity in the mutual fund sector, particularly in the equity segment, has increased due to better distribution and regulatory changes in fee structures. As of October 2024, 74% of total mutual fund assets under management (AUM) are distributor-driven, of which 53% are from top 30 cities. Direct investments account for 26% of individual assets, with 6% from B30 and 20% from T30.

- **Digital Transformation**

Digital transformation, through online platforms and mobile applications, has made mutual fund transactions, more efficient, offering seamless services for investors and cost benefits for distributors.

- **Regulatory Support**

Recent regulatory reforms by SEBI have enhanced transparency, investor protection, and market integrity, fostering competition and fair practices in the industry.

- **Strategic Partnerships**

Strategic partnerships with banks, insurance companies, and fintech platforms enable mutual fund distributors to expand their market reach, promote financial literacy, and provide comprehensive financial solutions, supporting sustained growth in the mutual fund sector.

#### 5.9. Regulatory scenario in Mutual Funds and Mutual Funds Distribution

##### Regulatory framework of Mutual funds:

SEBI regulates mutual funds to ensure transparency and investor protection. Mutual fund houses must register with SEBI, appoint qualified fund managers, and follow guidelines such as diversification, risk management, and disclosures. SEBI also mandates mutual fund distributors (MFDs) to comply with KYC norms, disclose fees and commissions, and meet regulatory standards.

### **Some of Restriction on Investment made by Mutual Funds are as follows:**

- A mutual fund scheme shall not invest more than 10% of its NAV in debt instruments, including money market instruments and non-money market instruments, issued by a single issuer which are rated not below investment grade by an authorised credit rating agency. This limit may be extended to 12% of the NAV of the scheme with the prior approval of the Board of Trustees and Board of Directors of the AMC.
- Limits on investments in debt instruments from a single issuer.
- Prohibitions on investing in unlisted debt instruments, except for government securities.
- Restrictions on investing in other mutual funds under the same AMC.
- Mandatory delivery of securities for purchases and sales.
- Restrictions on investments in unlisted securities or private placements by sponsor companies.
- No mutual fund [scheme] shall make any investment in,
  - a. Any unlisted security of an associate or group company of the sponsor; or
  - b. Any security issued by way of private placement by an associate or group company of the sponsor; or
  - c. The listed securities of group companies of the sponsor, exceeding 25% of the net assets [except for investments by equity-oriented exchange traded funds and index funds and subject to such conditions as may be specified by the Board]
- A mutual fund may invest in the units of REITs and InvITs subject to the following:
  - a. No mutual fund under all its schemes shall own more than 10% of units issued by a single issuer of REIT and InvIT;
  - b. A mutual fund scheme shall not invest –
    - i. more than 10% of its NAV in the units of REIT and InvIT; and
    - ii. more than 5% of its NAV in the units of REIT and InvIT issued by a single issuer.

### **Regulatory framework of Mutual fund distributor:**

As per SEBI regulations, any person/entity who wants to become a Mutual Fund Distributor is required to fulfil the following pre-requisites – 1. pass ‘NISM Series V- A: Mutual Fund Distributors Certification Examination’ conducted by NISM and 2. register with AMFI and obtain AMFI Registration Number (ARN).

In the above context, a non-individual entity applying for ARN should have at least one employee / sales personnel who has passed the above mentioned NISM examination and register with AMFI & obtained Employee Unique identification Number (EUIN), to be eligible for allotment of the ARN.

At the time of empanelling distributors and during the review process, the AMC must undertake due diligence process of the distributor on several factors including business model, experience, proficiency in business, track record, regulatory record / statutory levies, organizational controls, capacity for customer risk evaluation, ability to customize solutions, and MF scheme evaluation.

The AMC shall also review the compliance and risk management functions of the distributor, such as:

- The criteria used for review of products and the periodicity of reviews.
- Parameters to consider while evaluating risk appetite of clients and the investment categorization.
- Review of transactions, exceptions identification, escalation, and resolution process by internal audit.
- Recruitment, training, certification, and performance review of all personnel engaged in this business.
- Customer on-boarding and relationship management process
- Servicing standards and grievance handling mechanism
- Internal / external audit processes their comments / observations as it relates to MF distribution business.
- Findings of ongoing review from sample survey of investors.

Further, the SEBI has mandated AMC's are required to undertake the due diligence process of the MFDs satisfying one or more of the following four criteria at the time of their empanelment and during the review period:

- a. Multiple point presence (More than 20 locations)
- b. AUM rose over Rs. 1000 million in the non-institutional category but including HNIs.
- c. Commission received of over Rs.10 million annually across industry.
- d. Commission received of over Rs.5 million from a single mutual fund.

Mutual fund distributors earn trail commissions based on investments mobilized under regular plans of mutual fund schemes. AMC's follow a full trail commission model, with no upfront commissions or incentives in any form other than trail commissions. These payments are made monthly, based on the AMC's business policy.

In summary, SEBI enforces strict regulations for mutual fund houses, fund managers, and distributors to ensure transparency, investor protection, and compliance with industry standards.

## **6. Key Threats & Challenges**

### **Lower Broking Margins:**

Indian full-service brokers face intense competition from discount brokers and foreign banks. Discount brokers offer low trading fees, which put pressure on full-service brokers with slim margins, making it difficult for them to cover fixed costs. This has led to practices like over-trading, which can result in retail investors losing money.

### **Increasing Costs and Additional Investments:**

The evolving stock market requires continuous investment in modern technologies, platforms, and trading algorithms to retain clients. For instance, expanding into commodities or currency segments requires additional infrastructure costs. Likewise, mobile technologies and portfolio management systems further increase expenses, as brokers also need to cover costs like exchange memberships and operational infrastructure.

### **Risk Management:**

The complexity of India's financial markets makes risk mitigation challenging. During economic uncertainty, reduced investor confidence affects fee-based income, such as advisory services, while market volatility **impacts** asset valuations. To navigate these challenges, brokers must employ sophisticated risk strategies, including hedging and diversification, while providing timely market insights. Despite these efforts, market unpredictability remains a significant challenge.

### **Increased Competition and Economic Uncertainties:**

The rise of online trading platforms is giving stiff competition to mid-size brokers, putting pressure on them to lower their fees, impacting profitability of mid-size brokers. These platforms offer diversified investment options beyond equities, such as mutual funds, ETFs, and robo-advisory services. This appeals to a broad base of investors who prefer diversified, low-risk investments rather than direct equity trading, leading to clients switching brokers. Furthermore, stockbrokers operate in an industry that is sensitive to market volatility and broader economic conditions. Economic downturns, geopolitical events, and other unforeseen crises often lead to fluctuations in trading volumes and investor behaviour, impacting revenue.

### **Regulatory Challenges:**

The regulatory landscape is constantly evolving to safeguard investor interests and maintain transparency. However, the increasing compliance demands often require brokers to adopt advanced systems for data reporting and client disclosures, which raises operational costs. Further, regulations on margin trading and exposure limits, aimed at reducing market volatility, constrain brokers' profitability.

## 7. Peer Comparison

### 7.1. Peer Profile

Company Name	About the Company
<b>Anand Rathi Share and Stock Brokers Limited (ARSSBL)</b>	Anand Rathi Shares & Stock Brokers Limited (ARSSBL), established on November 22, 1991, is a multi-faceted financial services provider offering stock broking, research analysis, depository services, mutual fund distribution etc. It is a member of key exchanges such as the National Stock Exchange, BSE, Multi Commodity Exchange, and National Commodity and Derivatives Exchange, serving retail clients and high-net-worth individuals (HNIs) via online, call-and-trade, and offline platforms through over 60 branches. As of Sep'24, Research Analyst team consist of 60 employees.
<b>Geojit Financial Services Limied (GFSL)</b>	GFSL, the flagship company of the Geojit group, was established in 1987. The group provides a wide range of services, including retail broking, depository, equity research, portfolio management, third-party product distribution, and loans against shares. Additionally, the group has formed broking joint ventures in Dubai, Saudi Arabia, Kuwait, and Oman, offering equity broking and related services primarily to non-resident Indians in these regions.
<b>IIFL Capital Service Limited (IIFL CAPS)</b>	IIFL Capital Services Ltd (formerly known as IIFL Securities Ltd) established in 1996 as the broking arm of the IIFL Group, offers retail and institutional equities, commodity and currency broking, financial product distribution, investment banking, financial planning, and wealth management services. As of Mar'24, Research Analyst team consist of 40 employees.
<b>Motilal Oswal Financial Services Limited (MOSFL)</b>	Motilal Oswal Financial Services Ltd, founded in 1987, provides a wide array of financial products and services, including equity investments, futures, and options (F&O), mutual funds, and advisory services. As of Sep'24, Research Analyst team consist of 100 employees.
<b>ICICI Securities Limited (I-Sec)</b>	ICICI Securities Limited specializes in institutional and retail broking, financial product distribution, merchant banking, and advisory services. As of Mar'24, Research Analyst team consist of 30 employees.
<b>Angel One Limited</b>	Angel One Ltd is a diversified financial services company involved in stock, commodity, and currency broking, institutional broking, margin trading, depository services, mutual fund distribution, non-banking financial services, and insurance distribution. As of Mar'24, Research Analyst team consist of 46 employees.

### 7.2. Active Clients on NSE

Company	Mar 22 ('000)		Mar 23 ('000)		Mar 24 ('000)		Oct 24 ('000)		Growth from Mar'22 to Oct'24 for Active Clients
	Active client	Total client	Active client	Total client	Active client	Total client	Active client	Total client	
Anand Rathi Share and Stockbrokers	105	605	105	670	128	758	146	852	39.9%
Geojit Financial Service	235	1,199	236	1,290	247	1,389	256	1,445	9.2%
IIFL Capital Service	1,133	3,000	481	3,001	444	3,001	460	-	-59.4%
Motilal Oswal Financial Services	897	900	805	5,500	893	7,000	1,005	9,400	12.0%
ICICI Securities	3,031	7,560	2,333	9,100	1,862	9,100	1,934	-	-36.2%
Angel One	3,658	9,200	4,282	13,800	6,303	22,200	7,529	27,500	105.8%

Source: NSE

### 7.3. Average Revenue Per Client

During Fiscal 2024, Anand Rathi Share and Stock Brokers Limited (ARSSBL) had the highest average revenue per client amongst peer set.

Company	Average Revenue Per Client (in Rs)			Y-o-Y change (%)	
	FY22	FY23	FY24	FY23 vs FY22	FY24 vs FY23
ARSSBL	26,386	26,012	30,922	-1%	19%
Geojit Financial Service Ltd	12,296	8,869	11,486	-28%	30%
IIFL Capital Services Ltd	5,956	15,801	27,063	165%	71%
Motilal Oswal Financial Services Ltd	17,635	20,897	25,393	19%	22%
ICICI Securities Ltd	5,122	5,385	10,082	5%	87%
Angel One Ltd	4,302	4,859	4,628	13%	-5%

Source: Company disclosures, CareEdge Research

Note: ARPC is calculated as Broking revenue over NSE Active client

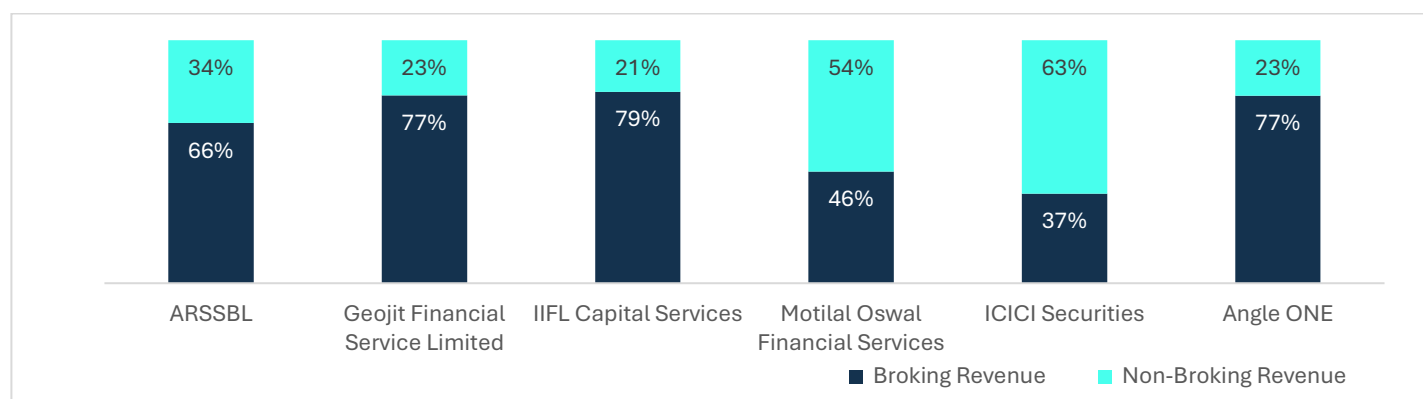
### 7.4. Margin Trading Facility (MTF) Book Size (Rs. In Millions)

Company	FY21	FY22	FY23	FY24
ARSSBL	1,049.35	3,046.62	3,766.38	6,172.93
<i>YoY Growth</i>		190%	24%	64%
Geojit Financial	1,017.84	2,161.58	2,474.91	4,675.53
<i>YoY Growth</i>		112%	14%	89%
IIFL Capital Services	964.36	4,724.24	4,905.86	9,164.28
<i>YoY Growth</i>		390%	4%	87%
Motilal Oswal	7,730.80	8,853.90	13,292.70	34,941.50
<i>YoY Growth</i>		15%	50%	163%
ICICI Securities	23,824.00	54,700.60	58,175.60	1,16,386.80
<i>YoY Growth</i>		130%	6%	100%
Angel one	10,632.76	12,703.62	10,051.84	14,841.23
<i>YoY Growth</i>		19%	-21%	48%

Source: Company disclosures

Note: MTF includes Margin trading facility, Accrued interest on margin trading fund

### 7.5. Share of Broking and Non-Broking revenue as percentage of Total Income – H1FY25



Source: Company disclosures, CareEdge Research

Note: Broking Income includes Fees and Commission Income

### 7.6. Total Assets Under Distribution



Company	FY22		FY23		FY24		H1 FY25	
	Mutual Fund	PMS & AIF	Mutual Fund	PMS & AIF	Mutual Fund	PMS & AIF	Mutual Fund	PMS & AIF
ARSSBL	24,440	3,283	26,575	4,997	39,615	9,431	53,806	13,958
Geojit Financial Service Ltd	77,740	3,590	84,600	4,500	1,22,000	9,140	1,58,000	13,010
IIFL Capital Services Ltd	71,400	35,700	68,600	47,040	1,08,000	-	1,56,000	65,520
Motilal Oswal Financial Services Ltd	52,080	53,760	57,510	51,120	-	-	-	-
ICICI Securities Ltd	5,32,000	7,200	5,85,000	14,000	7,18,000	28,600	-	-
Angel One Ltd	17,500	-	21,000	-	49,400	-	-	-

Source: Company disclosures, CareEdge Research

## 7.7. Key financials of players

### Key financials for FY22 (Rs in million)

Particulars	ARSSBL	GFSL	IIFL CAPS	MOSFL	I-Sec	Angel One
Interest Income	930	700	1,794	10,343	7,185	3,653
Fees and Commission Income	3,303	4,166	10,369	26,073	26,546	18,961
Net gain on fair value changes	1	4	0	4,959	589	297
Other Operating Income	0	133	160	1,594	30	0
<b>Revenue from Operation</b>	<b>4,234</b>	<b>5,003</b>	<b>12,323</b>	<b>42,968</b>	<b>34,350</b>	<b>22,911</b>
Other Income	4	8	841	196	35	60
<b>Total Income</b>	<b>4,238</b>	<b>5,011</b>	<b>13,164</b>	<b>43,164</b>	<b>34,385</b>	<b>22,971</b>
EBITDA	1,136	2,314	4,830	21,193	21,855	9,215
EBITDA margin (%)	27%	46%	39%	49%	64%	40%
PAT	508	1,544	3058	13107	13826	6248
PAT margin (%)	12%	31%	23%	30%	40%	27%
Total Debt	2,755	483	6,070	61,515	77,392	12,577
Debt to Equity (times)	1.2	0.1	0.5	1.1	3.2	0.8
Return on Equity (%)	29%	22%	28%	26%	65%	46%
Return on Capital Employed (%)	25%	28%	28%	19%	27%	35%
Return on Assets (%)		4%	12%	6%	8%	13%
						10%

Source: Company disclosures, Note: Figures have been rounded off to the nearest integers, Note - H1 FY25 data is not annualised

Note – Interest Income include Interest on Loans - Margin funding, Interest on Delayed payment by customer, Interest income from Investments and bank deposits.

### Key financials for FY23 (Rs in million)

Particulars	ARSSBL	GFSL	IIFL CAPS	MOSFL	I-Sec	Angel One
Interest Income	1,312	842	2,025	12,283	10,015	5,195
Fees and Commission Income	3,361	3,435	11,323	27,334	23,237	24,760
Net gain on fair value changes	6	5	0	1,388	889	61
Other Operating Income	0	111	173	767	16	0
<b>Revenue from Operation</b>	<b>4,678</b>	<b>4,393</b>	<b>13,521</b>	<b>41,771</b>	<b>34,158</b>	<b>30,016</b>
Other Income	9	83	183	200	97	195
<b>Total Income</b>	<b>4,687</b>	<b>4,476</b>	<b>13,704</b>	<b>41,971</b>	<b>34,255</b>	<b>30,211</b>

Particulars	ARSSBL	GFSL	IIFL CAPS	MOSFL	I-Sec	Angel One
<i>YoY Growth</i>	11%	-11%	4%	-3%	-0.4%	32%
EBITDA	1,151	1,475	4,650	18,765	21,028	12,928
EBITDA margin (%)	25%	34%	34%	45%	62%	43%
PAT	377	1,010	2,498	9,328	11,176	8,900
PAT margin (%)	8%	23%	18%	22%	33%	29%
Total Debt	4,230	775	4,858	1,02,759	92,926	7,840
Debt to Equity (times)	1.6	0.1	0.4	1.6	3.3	0.4
Return on Equity (%)	15%	13%	20%	16%	42%	48%
Return on Capital Employed (%)	17%	14%	22%	13%	18%	44%
Return on Assets (%)	3%	7%	4%	5%	8%	12%

Source: Company disclosures, Note - Figures have been rounded off to the nearest integers, Note - H1 FY25 data is not annualised

Note – Interest Income include Interest on Loans - Margin funding, Interest on Delayed payment by customer, Interest income from Investments and bank deposits.

#### Key financials for FY24 (Rs in Million)

Particulars	ARSSBL	GFSL	IIFL CAPS	MOSFL	I-Sec	Angel One
Interest Income	2,151	1,135	3,288	18,947	16,734	7,859
Fees and Commission Income	4,667	4,894	18,132	36,253	32,702	34,792
Net gain on fair value changes	0	11	0	14,651	1,037	66
Other Operating Income	0	102	193	826	20	0
<b>Revenue from Operations</b>	<b>6,818</b>	<b>6,141</b>	<b>21,613</b>	<b>70,678</b>	<b>50,492</b>	<b>42,717</b>
Other Income	15	98	700	628	19	81
<b>Total Income</b>	<b>6,833</b>	<b>6,240</b>	<b>22,313</b>	<b>71,305</b>	<b>50,511</b>	<b>42,798</b>
<i>YoY Growth</i>	46%	39%	63%	70%	48%	42%
EBITDA	2,306	2,280	8,744	40,659	33,715	16,915
EBITDA margin (%)	34%	37%	41%	58%	67%	40%
PAT	773	1,494	5,133	24,456	16,967	11,255
PAT margin (%)	11%	24%	23%	34%	34%	26%
Total Debt	8,792	3,502	11,539	1,37,456	1,66,796	25,353
Debt to Equity (times)	2.2	0.4	0.6	1.6	4.3	0.8
Return on Equity (%)	23%	17%	33%	32%	50%	43%
Return on Capital Employed (%)	21%	19%	32%	20%	20%	39%
Return on Assets (%)	4%	9%	8%	9%	8%	11%

Source: Company disclosures, Note: Figures have been rounded off to the nearest integers, Note - H1 FY25 data is not annualised

Note – Interest Income include Interest on Loans - Margin funding, Interest on Delayed payment by customer, Interest income from Investments and bank deposits.

#### Key financials for H1 FY25 (Rs in Million)

Particulars	ARSSBL	GFSL	IIFL CAPS	MOSFL	I-Sec	Angel One
Interest Income	1,498	833	2,115	12,538	12,154	6,538
Fees and Commission Income	2,916	3,090	10,609	23,750	20,791	22,576
Net gain on fair value changes	3	3	0	14,867	520	87
Other Operating Income	0	69	128	347	8	0
<b>Revenue from Operation</b>	<b>4,417</b>	<b>3,995</b>	<b>12,853</b>	<b>51,502</b>	<b>33,473</b>	<b>29,202</b>
Other Income	7	2	622	135	39	59

Particulars	ARSSBL	GFSL	IIFL CAPS	MOSFL	I-Sec	Angel One
<b>Total Income</b>	<b>4,424</b>	<b>3,997</b>	<b>13,475</b>	<b>51,637</b>	<b>33,512</b>	<b>29,260</b>
EBITDA	1,615	1,697	5,659	32,041	23,011	11,422
EBITDA margin (%)	37%	42%	44%	62%	69%	39%
PAT	637	1,032	3,876	20,054	10,541	7,161
PAT margin (%)	14%	26%	29%	39%	31%	24%
Total Debt	10,649	4,514	10,531	1,55,385	2,20,341	31,136
Debt to Equity (times)	2.3	0.5	0.5	1.4	5.0	0.6
Return on Equity (%)	15%	11%	19%	20%	25%	17%
Return on Capital Employed (%)	11%	11%	17%	13%	9%	16%
Return on Assets (%)	2%	5%	4%	6%	4%	5%

Source: Company disclosures, Note: Figures have been rounded off to the nearest integers, Note - H1 FY25 data is not annualised

Note – Interest Income include Interest on Loans - Margin funding, Interest on Delayed payment by customer, Interest income from Investments and bank deposits.

#### Note for Peer Competitive Analysis

- All figures are on Consolidated basis
- EBITDA = Profit Before Tax+Depreciation+Finance Cost (Excluding other income)
- Capital Employed = Total Debt+Total Equity
- EBITDA Margin = EBITDA/Total Revenue from Operation
- PAT Margin = PAT/Total Income
- Debt Equity Ratio = Total Debt/Total Equity
- Return on Equity = PAT/Average of Total Equity
- Return on Capital Employed = EBIT (Excluding other income)/Average of Capital Employed
- Return on Assets = PAT/Average of Total Assets

## OUR BUSINESS

*Unless otherwise stated, references in this section to “we”, “our” or “us” (including in the context of any financial information) are to our Company along with our Subsidiary, on a consolidated basis. To obtain a complete understanding of our business, prospective investors should read this section in conjunction with ‘Risk Factors’, ‘Industry Overview’, ‘Financial Information’ and ‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’ on pages 34, 163, 275 and 335, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole.*

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read ‘Forward-Looking Statements’ on page 20 for a discussion of the risks and uncertainties related to those statements. You should also read ‘Risk Factors’, ‘Financial Information’ and ‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’ on pages 34, 275 and 335, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. For further information, see ‘Financial Information’ on page 275.*

*We have, in this Draft Red Herring Prospectus, included various operational and financial performance indicators and certain non-GAAP measures, some of which may not be derived from our Restated Consolidated Financial Information and may not have been subjected to an audit or review by our Statutory Auditor, and each of which is a supplemental measure of our performance and liquidity and not required by, or presented in accordance with Ind AS, IFRS or U.S. GAAP. Furthermore, such measures and indicators are not defined under Ind AS, IFRS, U.S. GAAP or other accounting standards, and therefore should not be viewed as substitutes for performance, liquidity or profitability measures under such accounting standards. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.*

*Unless otherwise indicated, industry and market data used in this section has been derived from ‘Broking Industry in India’ prepared by CARE (CARE Report). A copy of the CARE Report is available at [www.anandrathi.com/investors](http://www.anandrathi.com/investors). Unless otherwise indicated, all industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. See ‘Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data’ and ‘Risk Factors - Certain sections of this Draft Red Herring Prospectus include information from the CARE Report which has been commissioned and paid for by the Company in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks’ on pages 17 and 70, respectively.*

### Overview

We are an established full-service brokerage house in India with over 30 years of experience. We provide broking services, margin trading facility and distribution of financial products under the brand ‘Anand Rathi’ to a diverse set of clients across retail, high net worth individuals, ultra-high net worth individuals and institutions. Our investment offerings span across a wide array of asset classes like equity, derivatives, commodities, and currency markets. While our client base is spread across various age demographics, 146,029 of our Active Clients, representing 84.86% of our Active Clients, were above 30 years of age as on September 30, 2024. Our 3 decades of track record, comprehensive product offerings, and focus on serving this key demographic, positions us for continued growth. We are a part of the Anand Rathi group which carries out a diverse range of financial services business through its group companies.

As of September 30, 2024, we offer our broking and other financial services through our (i) network of 90 branches spread across 54 cities in India; (ii) network of 1,123 Authorised Persons (i.e., agents appointed by us after approval from the relevant stock exchange) spread across 333 cities in India; and (iii) online and digital platforms.

Our multi channel presence through our pan India branches and network of Authorised Persons and our online and digital platforms enables us to service our clients across Tier 1, Tier 2, Tier 3 and other cities.

We categorise our offerings and services as follows:

- **Broking Services** - Our broking services cater to a diverse set of clients i.e., retail, high net worth individuals, ultra-high net worth individuals and institutions across a wide array of asset classes like equity, derivatives, commodities, and currency markets. We offer our broking services through (i) own branches; (ii) Authorised Persons; and (iii) online and digital platform, and assist our clients to trade in equities in cash-delivery, cash-intraday, futures and options, commodity and currency segments. Our broking services are focused on cash-delivery and cash-intra-day trading. The revenue contribution from equity cash segment to our Brokerage Income is set out below:

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	As a % of Brokerage Income	Amount (in ₹ million)	As a % of Brokerage Income	Amount (in ₹ million)	As a % of Brokerage Income	Amount (in ₹ million)	As a % of Brokerage Income
Income from equity cash segment	1,395.15	56.12%	1,953.29	49.38%	1,086.79	39.65%	1,470.95	53.26%

We also provide algorithmic trading services to automate the trades in line with strategies of our clients. In addition, we also assist our client in subscribing to initial public offering of equity shares of companies and we also provide securities lending and borrowing services. Our broking services are complemented by our research recommendations across various asset classes such as equity, commodities and currency segments, which assists the investment decisions of our clients. In addition to fundamental research, our research team provides differentiated products such as thematic baskets (i.e. a select group of stocks) which assist clients in investing based on their investment strategies and risk profile.

- **Margin Trading Facility** - We provide margin trading facility to enable our clients to leverage their eligible collaterals, by funding their trading requirements in the equity cash delivery segment. The amount of funding available under the margin trading facility is determined by the margin requirements set by the stock exchanges, with the margin representing a portion of the total trade value that the client must maintain with the broker.
- **Distribution of investment products** - We provide distribution of third party financial products such as schemes of mutual funds, alternative investment funds, structured products, corporate fixed deposits, non-convertible debentures and bonds, and distribution of portfolio management services through our relationship management team and digital platforms.

During Fiscal 2024, we had the highest average revenue per client (i.e., broking revenue over NSE Active Clients for the period) (**ARPC**) amongst peer set (*Source: CARE Report*) We believe that our high ARPC is due to a combination of (i) our client vintage; (ii) average age profile of our clients; and (iii) our personalised client management approach combined with a wide array of investment solutions offered to our clients.

We have, over the years, enhanced client engagement and experience through digitisation of our processes and augmentation of our technological platforms. We provide our clients digital and online platforms through our proprietary website and mobile applications i.e., 'Trade Mobi', 'AR Invest', 'MF Client', and 'Trade Xpress' which enables a seamless trading and investment experience for our clients.

Our Subsidiary i.e., Anand Rathi International Ventures (IFSC) Private Limited is a trading member of India International Exchange (IFSC) Limited, NSE IFSC Limited, and India International Bullion Exchange IFSC Limited in the Gujarat International Finance Tec-City Centre (GIFT-IFSC). Our Subsidiary offers services to clients including non-resident Indians and family offices looking to invest in international stocks and products. For details about our Subsidiary, see 'Our Subsidiary' on page 238.

Our revenue from operations grew from ₹ 4,233.65 million to ₹ 6,817.88 million at a CAGR of 26.90% between Fiscal 2022 and Fiscal 2024. Our revenue from operations during the 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 was ₹ 4,417.18 million, ₹ 6,817.88 million, ₹ 4,678.26 million and ₹ 4,233.65 million, respectively. Our profit after tax has increased from ₹ 507.99 million to ₹ 772.90 million at a CAGR of

23.35% between Fiscal 2022 and Fiscal 2024. Our profit after tax for 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 was ₹ 636.56 million, ₹772.90 million, ₹ 377.45 million and ₹ 507.99 million, respectively.

## Competitive Strengths

### *The highest ARPC amongst peer set.*

We had the highest ARPC amongst peer set during Fiscal 2024 (*Source: CARE Report*). Our ARPC during Fiscals 2024, 2023 and 2022 was ₹ 30,922, ₹ 26,012 and ₹ 26,386, respectively. The key contributors to our high ARPC are a combination of (i) our client vintage; (ii) average age profile of our clients; and (iii) our personalised client management approach combined with a wide array of investment solutions offered to our clients.

1,03,358 of our Active Clients, representing 60.06% of our Active Clients, as of September 30, 2024 had a vintage of more than 3 years and 83,008 of our Active Clients, representing 48.23% of our Active Clients as of September 30, 2024, had a vintage of more than 5 years. Set out below are the details of the vintage of our Active Client for the periods below:

Average tenor of relationship with Active Clients	No. of Active Clients as at							
	September 30, 2024	% of Active Clients	March 31, 2024	% of Active Clients	March 31, 2023	% of Active Clients	March 31, 2022	% of Active Clients
Up to 1 year	38,048	22.11%	32,538	18.52%	23,782	15.40%	27,119	17.60%
1 year to 3 years	30,685	17.83%	35,255	20.07%	33,899	21.95%	28,397	18.43%
3 years to 5 years	20,350	11.83%	20,337	11.57%	18,174	11.77%	25,247	16.38%
More than 5 years	83,008	48.23%	87,569	49.84%	78,615	50.88%	73,346	47.59%
<b>Total</b>	<b>172,091</b>	<b>100.00%</b>	<b>175,699</b>	<b>100.00%</b>	<b>154,470</b>	<b>100.00%</b>	<b>154,109</b>	<b>100.00%</b>

\* Active Clients are clients who have generated revenue during the relevant Financial Year / period.

The demographic profile of our Active Clients, as on September 30, 2024, is set out below:

Age Category	No of Active Clients	% Active Clients	Total AUC (₹ Millions)	% Age wise AUC
- Individuals				
< 30 years	19,590	11.38%	10,198.15	2.07%
30 - 44 years	57,861	33.62%	48,974.11	9.95%
45 - 59 years	52,029	30.24%	1,15,795.50	23.53%
> 60 years	36,139	21.00%	1,56,107.75	31.72%
- Other than individuals	6,472	3.76%	1,61,060.20	32.73%
<b>Total</b>	<b>172,091</b>	<b>100.00%</b>	<b>4,92,135.70</b>	<b>100.00%</b>

As on September 30, 2024, 146,029 of our Active Clients, representing, 84.86% of our Active Clients were above 30 years of age as on September 30, 2024. In our experience, clients in the age group of 30 - 59 years, and age group 60 and above, typically have a higher investible corpus and require multiple product offerings and advise. Traditionally, broking was focused on transactions, with brokers executing trades and offering minimal guidance. However, as the investment landscape grows more complex and competitive, investors increasingly seek personalized, comprehensive services that align with their individual financial goals and risk preferences. This shift has driven the demand for relationship-based broking, which prioritizes long-term client-broker partnerships. (*Source: CARE Report*) Our value proposition is based on the underlying philosophy of being a trusted advisor across investment products. We attribute our significant client vintage and stickiness leading to high ARPC to this value proposition. As on September 30, 2024, ₹ 3,20,877.35 million of our total AUC, representing 65.20% of our total AUC, belongs to Active Clients who are 30 years and above.

### Strategic use of MTF Business to drive higher ARPC

Our MTF Business is an integral component of our comprehensive investment solutions, aimed at helping clients achieve their financial objectives. By offering this facility, we provide our clients with the flexibility to leverage their investments, potentially enhancing returns while managing risks.

ARPC of Active Clients using margin trading facility and Active Clients not using margin trading facility

Particulars	Active Clients using margin trading facility			Active Clients not using margin trading facility		
	No. of Active Clients <sup>^</sup>	Revenue from operations excluding other income from operations (in ₹ million)	Average revenue per client** (in ₹)	No. of Active Clients <sup>^</sup>	Revenue from operations excluding other income from operations (in ₹ million)	Average revenue per client** (in ₹)
6 months ended September 30, 2024*	10,535	1,320.73	125,366	1,61,556	2,477.34	15,334
Fiscal 2024	9,480	1,846.54	1,94,783	1,66,219	4,054.77	24,394
Fiscal 2023	6,424	1,033.74	1,60,918	1,48,046	3,188.82	21,539
Fiscal 2022	5,412	767.34	1,41,785	1,48,697	3,013.95	20,269

\* Not annualised.

\*\* For calculation of average revenue per client, we have considered Revenue from operations excluding other income from operations.

<sup>^</sup> Number of active clients means clients who have generated revenue during the relevant Financial Year / period.

Our Margin Trading Facility Book was ₹ 3,046.62 million, ₹ 3,766.38 million, ₹ 6,172.93 million and ₹ 7,714.66 million, as at March 31, 2022, March 31, 2023, March 31, 2024 and September 30, 2024, respectively, and has grown at a CAGR of a 42.34% from March 31, 2022 to March 31, 2024. As evident from the above table, clients utilizing margin trading facility have generated substantially higher average revenue per client than clients who are not using MTF.

Risk management is also vital part of our margin trading facility operations. We have maintained zero non-performing assets on our margin trading facility during 6 months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022. As on September 30, 2024, our overall margin trading facility books was ₹ 7,714.66 million.

### Spread out of our Margin Trading Facility Book

As on September 30, 2024, details related to clients, who had an outstanding amount in our Margin Trading Facility Book, into different buckets and total value in that category is set out below:

Sr. No.	Particulars	Outstanding amount in Margin Trading Facility Book (₹ millions)	No. of clients*	% outstanding
1	Upto ₹ 1.00 million	1,871.90	5,756	24.26%
2	Above ₹ 1.00 million but less than ₹ 2.50 million	1,411.68	935	18.30%
3	Above ₹ 2.50 million but less than ₹ 5.00 million	1,176.33	341	15.25%

Sr. No.	Particulars	Outstanding amount in Margin Trading Facility Book (₹ millions)	No. of clients*	% outstanding
4	Above ₹ 5.00 million but less than ₹ 10.00 million	1,325.57	192	17.18%
5	Above ₹ 10.0 million but less than ₹ 30.00 million	1,357.62	94	17.60%
6	Above ₹ 30.00 million but less than ₹ 50.00 million	372.24	10	4.83%
7	Above ₹ 50.00 million	199.31	2	2.58%
	<b>Total</b>	<b>7,714.66</b>	<b>7,330</b>	<b>100.00%</b>

\*Clients who had an outstanding amount in Margin Trading Facility Book as on September 30, 2024

### Full service brokerage house with diversified revenue streams

Our revenue from operations primarily comprises of broking and related services (**Broking Segment**) and non-broking services (i.e. margin trading facility and distribution of investment products) (**Non-Broking Segment**). We have been focused on diversifying our offerings by increasing income from distribution of financial products such as mutual funds as part of the Non-Broking Segment. As the Indian mutual fund industry expands, driven by rising assets under management and a broader investor base, the demand for professional advice and distribution services is expected to increase. (Source: CARE Report)

Set out below is the break-up of our revenue from Broking Segment and Non-Broking Segment during the 6 months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022 based on our Restated Consolidated Financial Information:

(₹ in million)

Particulars	For 6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations	% of revenue from operations	Revenue from operations	% of revenue from operations	Revenue from operations	% of revenue from operations	Revenue from operations	% of revenue from operations
Broking Segment*	2,904.82	65.76%	4,578.12	67.15%	3,172.67	67.82%	3,061.01	72.30%
Non-Broking Segment	893.25	20.22%	1,323.19	19.41%	1,049.89	22.44%	720.28	17.01%
Other income from operations**	619.11	14.02%	916.57	13.44%	455.70	9.74%	452.36	10.68%
<b>Total</b>	<b>4,417.18</b>	<b>100.00%</b>	<b>6,817.88</b>	<b>100.00%</b>	<b>4,678.26</b>	<b>100.00%</b>	<b>4,233.65</b>	<b>100.00%</b>

\*Includes depository income and interest on delayed payments by clients.

\*\*Comprises primarily interest on fixed deposits, interest on government securities, interest on bonds, interest on financial assets etc.

Our growth in revenue from Non-Broking Segment has outperformed growth in revenue from Broking Segment over the last 3 years. Our revenue from Non-Broking Segment has increased from ₹ 720.28 million during Fiscal 2022 to ₹ 1,323.19 million during Fiscal 2024, at a CAGR of 35.54% as compared to our revenue from Broking Segment which has grown from ₹ 3,061.01 million during Fiscal 2022 to ₹ 4,578.12 million during Fiscal 2024 at a CAGR of 22.30%, between Fiscal 2022 and Fiscal 2024.

In our Non-Broking Segment, our (i) assets under management (comprising mutual funds, portfolio management services and alternative investment funds) has grown from ₹ 27,723.02 million to ₹ 49,045.90 million between



Fiscal 2022 and Fiscal 2024, representing a CAGR of 33.01%; and (ii) Our Margin Trading Facility Book was ₹ 3,046.62 million, ₹ 3,766.38 million, ₹ 6,172.93 million and ₹ 7,714.66 million, as at March 31, 2022, March 31, 2023, March 31, 2024 and September 30, 2024, respectively, and has grown at a CAGR of a 42.34% from March 31, 2022 to March 31, 2024.

Within our Broking Segment, for the periods set out below, the majority of our Active Clients traded in equity cash segment. Set out below are the details of our Active Clients and their contribution to our income from trading in cash equity segment:

Particulars	As at and for 6 months ended September 30, 2024	As at and for Financial year ended March 31, 2024	As at and for Financial year ended March 31, 2023	As at and for Financial year ended March 31, 2022
Active Clients* in the Broking Segment	119,929	127,792	107,848	110,347
Total of Active Clients* trading in equity cash segment	115,590	120,808	101,810	107,236
% of Active Clients*	96.38%	94.53%	94.40%	97.18%
Total Brokerage Income (in ₹ million)	2,485.83	3,955.62	2,741.16	2,762.00
Income from equity cash segment (in ₹ million)	1,395.15	1,953.29	1,086.79	1,470.95
Income from equity cash as % of total Brokerage Income (%)	56.12%	49.38%	39.65%	53.26%

\* Are clients who have generated revenue during the relevant Financial Year / period.

### ***Pan India presence combined with robust digital capabilities for client acquisition and servicing***

As of September 30, 2024, we offer our broking and other financial services through our (i) network of 90 branches spread across 54 cities in India; (ii) network of 1,123 Authorised Persons spread across 333 cities in India; and (iii) online and digital platforms, to retail, high net worth individuals, ultra-high net worth individuals and institutional clients. Our online and digital platforms enable us to acquire clients and serve our clients in geographies where we do not have a presence of own branches and Authorised Persons.

We also have the ability to acquire and service clients through the digital channels which includes both web-based and mobile application-based platforms (**Digital Platforms**). These platforms allow our relationship managers to acquire and service more clients by automating parts of the process using technology such as onboarding, report generation and trade execution. Execution of trades by our clients through our Digital Platforms has increased substantially as detailed below:

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Brokerage Income (in ₹ million)	As a % of Brokerage Income	Brokerage Income (in ₹ million)	As a % of Brokerage Income	Brokerage Income (in ₹ million)	As a % of Brokerage Income	Brokerage Income (in ₹ million)	As a % of Brokerage Income
On Digital Platform	925.83	37.24%	1,450.15	36.66%	837.62	30.56%	774.39	28.04%
Through our dealers and Authorised Persons	1,560.00	62.76%	2,505.47	63.34%	1,903.54	69.44%	1,987.60	71.96%
<b>Total</b>	<b>2,485.83</b>	<b>100.00%</b>	<b>3,955.62</b>	<b>100.00%</b>	<b>2,741.16</b>	<b>100.00%</b>	<b>2,761.99</b>	<b>100.00%</b>

*Geographical bifurcation of our clients*

Owing to our omni-channel presence, we have the ability to acquire and service clients across India, including in Tier 2, Tier 3 and other cities. Set out below are details of our Active Clients across these cities:

Type of location	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of Active Clients	As a % of Active Clients	No. of Active Clients	As a % of Active Clients	No. of Active Clients	As a % of Active Clients	No. of Active Clients	As a % of Active Clients
Tier 1 cities	48,686	28.29%	48,562	27.64%	43,194	27.96%	43,029	27.92%
Tier 2 cities	26,887	15.62%	28,096	15.99%	24,068	15.58%	25,180	16.34%
Tier 3 and other cities	96,029	55.80%	98,632	56.14%	87,056	56.36%	85,751	55.64%
Outside India	489	0.29%	409	0.23%	152	0.10%	149	0.10%
<b>Total</b>	<b>172,091</b>	<b>100.00%</b>	<b>175,699</b>	<b>100.00%</b>	<b>154,470</b>	<b>100.00%</b>	<b>154,109</b>	<b>100.00%</b>

***Established brand with more than a 3 decade legacy backed by experienced Promoters and a strong management team***

We are a part of the Anand Rathi group, carrying out a diverse range of financial services business under its umbrella. The strength of the Anand Rathi group brand heritage is one of the key aspects of our competitiveness and has contributed to the recognition and growth of our business. The Anand Rathi group has presence in broking, wealth management, distribution, lending, insurance broking, asset management, investment banking, amongst other financial services which assists in business synergies across the group. One of our Group Companies, Anand Rathi Wealth Limited is also listed on the BSE and NSE.

Our founders, Anand Nandkishore Rathi and Pradeep Navratan Gupta, play an integral part in envisioning the business opportunities and growth potential of our business, and our Whole Time Directors i.e., Roop Kishor Bhootra and Vishal Jugal Kishore Laddha have been associated with our Company for more than 15 years. These leaders have an average experience of more than 3 decades in the Indian financial services industry including stock broking. We are supported by a strong Board who have a significant experience in their respective domains. For details, see 'Our Management - Brief Profile of our Directors' on page 244. We are also supported by a strong team of experienced and qualified key management personnel and senior management and a capable and motivated pool of employees.

***Strong track record of financial performance and consistent growth***

We have demonstrated consistent growth in our financial performance. Between Fiscal 2022 to Fiscal 2024, our revenue from operations and profit after tax grew from ₹ 507.99 million to ₹ 772.90 million at a CAGR of 23.35%. Set out below are some of our financial metrics on a consolidated basis:

Particulars	As at and for 6 months period ended September 30, 2024	As at and for Financial Year ended March 31, 2024	As at and for Financial Year ended March 31, 2023	As at and for Financial Year ended March 31, 2022
<b>Operating metrics:</b>				
Total number of clients	852,085	758,214	669,602	604,711
Active Clients	172,091	175,699	154,470	154,109
Growth in Active Clients (%)	-	13.74%	0.23%	9.03%
Active clients as a % of total number of clients	20.20%	23.17%	23.07%	25.48%
Average tenor of client relationship				
• Up to 1 year	38,048	32,538	23,782	27,119

Particulars	As at and for 6 months period ended September 30, 2024	As at and for Financial Year ended March 31, 2024	As at and for Financial Year ended March 31, 2023	As at and for Financial Year ended March 31, 2022
• 1 to 3 years	30,685	35,255	33,899	28,397
• 3 to 5 years	20,350	20,337	18,174	25,247
• More than 5 Years	83,008	87,569	78,615	73,346
Age-Wise Mix of Active Clients				
• <30 years	19,590	19,281	17,055	17,450
• 30 - 44 years	57,861	37,058	31,789	30,939
• 45 - 60 years	52,029	60,071	54,265	54,598
• > 60 years	36,139	53,120	46,004	45,853
• Other than Individual	6,472	6,169	5,357	5,269
ARPC (in ₹)	20,727*	30,922	26,012	26,386
Margin Trading Facility Book (₹ in million)	7,714.66	6,172.93	3,766.38	3,046.62
Growth in Margin Trading Facility Book (%)	24.98%	63.90%	23.62%	190.33%
Total Assets Under Distribution				
Mutual Funds (₹ in million)	53,805.70	39,614.56	26,575.49	24,440.41
Portfolio management services and Alternative Investment Funds (₹ in million)	13,957.61	9,431.34	4,996.51	3,282.61
Number of fundamental research reports	529	915	801	838
Number technical research calls	1,079	2,113	1,812	2,900
Strength of research team	60	47	37	38
<b>Financial metrics:</b>				
Revenue from Operations (₹ in million)	4,417.18	6,817.88	4,678.26	4,233.65
Growth in Revenue from Operations (%)	29.58%	45.74%	10.50%	39.90%
EBITDA (₹ in million)	1,614.97	2,305.84	1,150.67	1,136.07
EBITDA Margins (%)	36.56%	33.82%	24.60%	26.83%
PAT (₹ in million)	636.56	772.90	377.45	507.99
PAT Margins (%)	14.39%	11.31%	8.05%	11.99%
ROE (%)	14.92%*	23.50%	15.32%	28.66%
ROCE (%)	10.75%*	21.48%	16.72%	24.60%
Revenue Mix (Segment Wise)				

Particulars	As at and for 6 months period ended September 30, 2024	As at and for Financial Year ended March 31, 2024	As at and for Financial Year ended March 31, 2023	As at and for Financial Year ended March 31, 2022
Broking and related services (₹ in million)	2,904.82	4,578.12	3,172.67	3,061.01
Interest on Margin Trading Facility (₹ in million)	554.63	759.25	542.16	328.66
Distribution (₹ in million)	338.62	563.94	507.73	391.62
Other Income from Operations (₹ in million)	619.11	916.57	455.70	452.36
Revenue from Operations Mix				
• Revenue from own branches (in ₹ million)	2,617.18	4,016.26	2,837.06	2,605.64
• Revenue from Authorised Persons (B2B channel) (in ₹ million)	1,180.89	1,885.05	1,385.50	1,175.65

\*ARPC, ROE and ROCE not annualized.

Note:

1. Revenue from operation means revenue from operations as per the Restated Consolidated Financial Information.
2. EBITDA is calculated as profit / (loss) before tax plus finance costs, depreciation and amortisation expense less other income.
3. EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.
4. Profit after Tax (PAT) for the year means the restated profit / (loss) for the year/ period after tax as per the Restated Financial Statements.
5. PAT Margin (%) for the year as a % of total Income is calculated as restated profit / (loss) for the year/ period divided by Total Income.
6. 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, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations
7. ROE is calculated as PAT divided by average net worth.
8. Return on Capital Employed (ROCE) is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense; and (ii) Capital employed means Net worth as defined in (7) above + total current & non-current borrowings – cash and cash equivalents and other bank balances.

## STRATEGIES

### **Focus on improving average revenue per client by increasing client wallet share through cross selling varied investment solutions**

Our diversified investment solutions i.e., broking and related services, margin funding facility and distribution of investment products enables us to cross-sell our investment solutions and increase our wallet share from our clients.

In particular, we propose to substantially increase our MTF Business as we believe it has the potential to improve client stickiness, consolidate client investments and drive higher average revenue per client. We continue to see strong demand for MTF across a large section of our existing clients and intend to utilise a part of our Net Proceeds towards working capital requirements of our Company. For details, see 'Objects of the Issue' on page 138. In Fiscal 2024, the MTF market grew significantly, reaching ₹ 780.7 billion, a 56.5% increase over Fiscal 2023, with

a CAGR of 42.7% from Fiscal 2020 to Fiscal 2024. This growth is driven by rising investor awareness of MTF's benefits in boosting buying power and potential returns, along with a bullish stock market. (Source: CARE Report)

Our focus is to become a comprehensive investment solutions provider for all our clients' investment needs. Over time, brokers have expanded their offering to include investment advisory, AIF/PMS, and distribution of financial products like mutual funds (Source: CARE Report). Our assets under management (comprising mutual funds, portfolio management services and alternative investment funds) has grown from ₹ 27,723.02 million to ₹ 49,045.90 million between Fiscal 2022 and Fiscal 2024, representing a CAGR of 33.01%. We also intend to increase our client wallet share by continuing to augment our distribution of investment products business.

We see a significant opportunity to cross-sell other investment solutions and increase our average revenue per client. We expect to enhance client convenience and loyalty by providing a varied suite of investment solutions. We have identified the following avenues for achieving this strategy: (i) leveraging machine learning to better understand our clients' profile and their investment needs to recommend tailored investment solutions; (ii) upskilling our relationship managers by providing training to building competencies across multiple products; and (iii) providing research reports on financial products like alternative investment funds, portfolio management services and other third party distributed products.

### ***Increasing our geographical footprint as well as augmenting our client base***

In FY24, NSE active clients witnessed rise in active clients supported by influx of retail investors with active clients reaching 43.5 million. The number of NSE registered active clients increased at a compound annual growth rate (CAGR) of ~41.6% between FY20-FY24. (Source: CARE Report) We intend to strengthen our market position by continuing to focus on retaining our clients and acquiring new clients through offering our wide array of services, product innovation and leveraging our web and proprietary digital broking platforms. While we have increased the number of Active Clients in Tier 2, Tier 3 and other cities since April 1, 2021, we intend to focus on acquiring new clients in these geographies. Set out below are details of our Active Clients across these cities:

Type of location	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of Active Clients	As a % of Active Clients	No. of Active Clients	As a % of Active Clients	No. of Active Clients	As a % of Active Clients	No. of Active Clients	As a % of Active Clients
Tier 1 cities	48,686	28.29%	48,562	27.64%	43,194	27.96%	43,029	27.92%
Tier 2 cities	26,887	15.62%	28,096	15.99%	24,068	15.58%	25,180	16.34%
Tier 3 and other cities	96,029	55.80%	98,632	56.14%	87,056	56.36%	85,751	55.64%
Outside India	489	0.29%	409	0.23%	152	0.10%	149	0.10%
<b>Total</b>	<b>172,091</b>	<b>100.00%</b>	<b>175,699</b>	<b>100.00%</b>	<b>154,470</b>	<b>100.00%</b>	<b>154,109</b>	<b>100.00%</b>

Our focus remains towards increasing our clients who have high disposable income, investible surplus and savings. Our Company intends to pursue a multi-channel approach to drive business growth and expand our client base. We will leverage digital initiatives, including web and mobile-based trading apps, social media engagement, and targeted digital marketing campaigns, to acquire and service clients. Specifically, we aim to acquire new clients through digital channels, with a focus on younger demographics in Tier 2, Tier 3 and other cities.

In addition to our digital strategy, we plan to expand our physical presence through strategic partnerships with Authorized Persons and by opening new branches in locations with high average revenue per client potential. As the investment landscape grows more complex and competitive, investors increasingly seek personalized, comprehensive services that align with their individual financial goals and risk preferences. This shift has driven the demand for relationship-based broking, which prioritizes long-term client-broker partnerships. (Source: CARE Report) Our expansion strategy will also focus on Tier 2, Tier 3 and other cities, with a goal of increasing our Authorized Person network to support our business growth.

### ***Investing in Technology to Drive Business Excellence***

Our information technology infrastructure helps us optimize costs, enhance operational efficiency, and elevate client satisfaction. Our focus on digital transformation spans all key aspects of our business, including:

- **Product Development:** Introducing innovative offerings tailored to clients' needs.
- **Sales and Distribution:** Empowering associate partners and Independent Financial Advisors (IFAs) with advanced tools and insights.
- **Risk Management:** Deploying artificial intelligence and analytics to strengthen compliance and mitigate operational risks.
- **Client Service:** Leveraging technology for responsive and personalized support.
- **Business Analytics:** Harnessing data to derive actionable insights and improve decision-making processes.

**Exploring Generative AI (GenAI) Use Cases:** We are pioneering the adoption of Generative AI (GenAI) across critical functions such as risk management and sales enablement. We have launched 2 pilot projects to explore the potential of GenAI to:

- Identify and mitigate risks with greater precision.
- Empower sales teams with product recommendations and automated insights on bettering client interaction.

We intend to invest in information technology infrastructure to drive business excellence.

#### ***Attracting and retaining relationship managers to ensure continued growth***

Our total employee strength has grown from 1,483 to 1,873 at a CAGR of 12.38% between March 21, 2022 and March 31, 2024. Our Company intends to expand its relationship management team, fostering an entrepreneurial culture that rewards innovation and performance. We focus on attracting and retaining top talent, offering uncapped financial upside linked to revenue performance. As part of our growth strategy, we will recalibrate our organizational structure, increasing the proportion of sales employees to service employees, to drive revenue growth and expand our market share.

Relationship-based broking plays a critical role in the financial services industry, significantly influencing how brokers interact with clients and manage their investments (*Source: CARE Report*). Our relationship management team is pivotal to our client acquisition and retention model and helps us provide customised services and products to our clients. To ensure our workforce remains skilled and adaptable to growing business needs, we have implemented comprehensive training and development programs. As of September 30, 2024, we employed 1,212 people as part of our client relationship team.

#### **Business operations**

Our offerings and services are broadly divided into (i) Broking Services; (ii) Margin Trading Facility; and (iii) Distribution of investment products.

##### ***Broking Services***

We are an established full-service brokerage house in India provide broking services, margin trading facility and distribution of financial products under the brand '*Anand Rathi*' to a diverse set of clients across retail, high net worth individuals, ultra-high net worth individuals and institutions. Our investment offerings span across a wide array of asset classes like equity, derivatives, commodities, and currency markets. Our Company is registered with SEBI as a stockbroker/proprietary trading member/ clearing member, distributor of mutual funds and other financial products, and as a research analyst. Our Company is also registered as a trading member in capital markets, futures and options, commodities etc of BSE, a trading member in capital markets, futures and options, interest rate futures and currency derivatives by NSE, a trading member of currency derivatives by Metropolitan Stock Exchange of India Limited, and a trading cum clearing member of Multi Commodity Exchange of India Limited and National Commodities and Derivatives Exchange Limited. For details, see '*Government Approvals*' on page 388. We are also members of Bombay Stock Exchange Brokers' Forum and Association of National Exchange Members of India. Our assets under custody were ₹ 312,438.69 million, ₹ 291,572.60 million, ₹ 538,844.90 million and ₹ 733,743.40 million, as at March 31, 2022, March 31, 2023, March 31, 2024 and September 30, 2024, respectively, and has grown at a CAGR of a 31.33% from March 31, 2022 to March 31, 2024.

Our offerings as part of our broking services include:

- **Equity Trading:** This segment covers (i) cash delivery trading wherein clients can buy and hold stock in their demat account, to facilitate long term investments; (ii) intra-day trading wherein clients buy and sell equities within the same trading day to capitalize on short-term market movements; and (iii) futures and options

trading wherein clients can trade in derivative futures and options contracts, to hedge their portfolios or take positions with leverage.

- **Commodity Trading:** We facilitate trading in commodities such as metals, energy, and agricultural products. This allows clients to diversify their portfolio and offers opportunities to hedge against inflation or commodity-specific risks.
- **Currency Trading:** We facilitate trading in the currency (forex) markets, enabling clients to speculate on the price movements between various global currencies, hedge their exposure to foreign exchange risk, and, or, diversify their investment portfolios.
- **Initial Public Offerings:** We assist clients in subscribing to initial public offering of equity shares of companies.
- **Algo Trading:** Our algo trading services enable clients to use algorithms to automate their trades based on pre-defined strategies, which allows for faster and efficient trading and also helps clients capitalize on opportunities in the market with minimal manual intervention.

Set out below is our revenue from broking services:

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Brokerage Income (in ₹ million)	As a % of Brokerage Income	Brokerage Income (in ₹ million)	As a % of Brokerage Income	Brokerage Income (in ₹ million)	As a % of Brokerage Income	Brokerage Income (in ₹ million)	As a % of Brokerage Income
Equity cash segment	1,395.15	56.12%	1,953.29	49.38%	1,086.79	39.65%	1,470.95	53.26%
Futures and options segment	992.81	39.94%	1,688.11	42.68%	1,366.74	49.86%	1,091.02	39.49%
Commodity trading	75.04	3.02%	116.26	2.94%	100.02	3.65%	107.91	3.91%
Currency trading	22.83	0.92%	197.96	5.00%	187.61	6.84%	92.12	3.34%
<b>Total</b>	<b>2,485.83</b>	<b>100.00%</b>	<b>3,955.62</b>	<b>100.00%</b>	<b>2,741.16</b>	<b>100.00%</b>	<b>2,762.00</b>	<b>100.00%</b>

We also provide our clients securities lending and borrowing services that allows clients to lend or borrow shares to or from other market participants. The facility provides an opportunity for long-term holders of securities to earn additional income by lending their shares, while borrowers can use the facility to cover short-selling positions or meet other market needs.

We offer our broking and other financial services through our (i) network of branches; and (ii) network of Authorised Persons; and (iii) online and digital platforms. Our broking services are complemented by our research recommendations across various asset classes such as equity, commodities and currency segments, which assists the investment decisions of our clients. Our research reports cover recommendations on various quantitative and qualitative research requirements relating to the securities markets such as equity fundamentals, derivatives and commodities in addition to macroeconomic or industry-related research. In addition to fundamental research, our research team provides differentiated products such as thematic baskets (i.e. a select group of stocks) which assist clients in investing based on their investment strategies and risk profile. During 6 months ended September 30, 2024, we had 60 members as part of our research team covering 318 companies across all sectors. During 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, our Company issued 529, 915, 801 and 838 fundamental research reports and 1,079, 2,113, 1,812 and 2,900 technical research reports, respectively.

### **Margin Trading Facility**

We provide margin trading facility to enable our clients to leverage their eligible collaterals, by funding their trading requirements in the equity cash delivery segment. The amount of funding available under the margin trading facility is determined by the margin requirements set by the stock exchanges, with the margin representing a portion of the total trade value that the client must maintain with the broker. Our Margin Trading Facility Book was ₹ 3,046.62 million, ₹ 3,766.38 million, ₹ 6,172.93 million and ₹ 7,714.66 million, as at March 31, 2022,

March 31, 2023, March 31, 2024 and September 30, 2024, respectively, and has grown at a CAGR of a 42.34% from March 31, 2022 to March 31, 2024.

### ***Distribution of investment products***

We provide distribution of investment products such as schemes of mutual funds, debt funds of alternative investment funds, structured products, corporate fixed deposits, non-convertible debentures and bonds, and distribution of portfolio management services. Our assets under management (comprising mutual funds, portfolio management services and alternative investment funds) was ₹ 27,723.02 million, ₹ 31,572.00 million, ₹ 49,045.90 million and ₹ 67,763.31 million as at March 31, 2022, March 31, 2023, March 31, 2024 and September 30, 2024, respectively, and has grown at a CAGR of a 33.01% from March 31, 2022 to March 31, 2024. Set out below are the details of our distribution services:

- **Schemes of Mutual Funds**: We provide distribution services of wide range of schemes of mutual funds from asset management companies. These include schemes pertaining to (i) equity mutual funds where investment of the scheme is focused on equity instruments; (ii) debt mutual funds where investment of the scheme is focused on fixed income securities, such as bonds and government securities; (iii) hybrid mutual funds where investment of the scheme is focused on a combination of debt and equity instruments; and (iv) sectoral and thematic funds where investment of the scheme is focussed on specific sectors or investment themes.
- **Corporate Fixed Deposits**: We provide distribution services for investment in fixed deposits from companies. These fixed income deposits provide specified returns by the companies with options for different tenure and interest payout.
- **Structured Products**: We provide distribution services for investment in customised products that combine different asset classes such as equity, debt and derivative instruments.
- **Non-convertible debentures / bonds**: We provide distribution services for investment in non-convertible debentures and bonds issued by companies and government entities, with varying ratings, tenures and yield structure to cater to different investment needs of clients.
- **Market-Linked Debentures**: We provide distribution services for investment in market linked debt instruments whose returns are linked to the performance of an underlying market index (e.g., stock index, interest rate index).
- **Alternative Investment Funds**: We provide distribution services for investment in Alternative investment funds which in turn invest in debt and equity instruments and are managed by fund managers.
- **Bonds**: We provide distribution services for investment tax-free bonds issued by government entities or public sector undertakings, capital gain bonds which offer tax exemption and benefits under Section 54EC of the Income Tax Act, 1961, and sovereign gold bonds issued by government which are denominated in grams of gold.
- **Distribution of Portfolio Management Services**: We offer distribution of portfolio management services to ultra-high net worth individuals and high net worth individuals for portfolios managed by fund managers.

### **Robust risk management process across our business segments**

We have implemented robust risk management processes and policies to mitigate risks in relation to our business operations and for our clients' security. Our policies address measures/actions related to market volatility and avoid concentration of positions in scrip majorly. We have also constituted a Risk Management Committee to review and assess the risk management system and policies of our Company from time to time to identify risks including financial, operational, sectoral, and to implement measures for risk mitigation including systems and processes for internal control of identified risks. Our broad risk management framework is set out below:

<b>Risk Management Framework</b>			
<b>Risk Assessment</b>	<b>Position Management</b>	<b>Trading and Execution Risk Management</b>	<b>Margin and Collateral Management</b>



<ul style="list-style-type: none"> <li>- Evaluating market risk which includes volatility and liquidity risks.</li> <li>- Assessing credit risk such as counterparty default risk.</li> <li>- Evaluating operational risk (e.g., system failures, human error)</li> <li>- Monitoring regulatory risk including compliance with applicable laws and regulations.</li> </ul>	<ul style="list-style-type: none"> <li>- Setting position limits for clients and traders.</li> <li>- Monitoring and managing exposure to individual stocks, sectors, and markets.</li> <li>- Implementing stop-loss orders and other risk-reducing strategies.</li> </ul>	<ul style="list-style-type: none"> <li>- Implementing pre-trade checks such as credit limits, position limits.</li> <li>- Monitoring trade execution and settlement.</li> </ul>	<ul style="list-style-type: none"> <li>- Setting margin requirements for clients.</li> <li>- Monitoring and managing collateral such as securities and cash)</li> <li>- Implementing margin calls and liquidation procedures</li> </ul>
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We have implemented measures such as risk management tool / application, and real time monitoring to monitor the mark-to-market value of eligible collaterals to ensure adequacy of margin requirements (set by the stock exchanges). In case of non-adequacy of collateral as part of our margin trading facility to excess funding in margin trading facility outstanding then as per our risk management policy, the risk management team squares off the position with prior information to clients.

#### Branches and Network of Authorised Persons

As of September 30, 2024, our broking and other financial services are available to our clients through our network of 90 branches spread across 54 cities in India and network of 1,123 Authorised Persons spread across 333 cities in India as well as through our online and digital platforms. This enables us to have an multi channel presence to provide our clients services through different avenues. Set out below are the details of the number of branches and Authorised Persons as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022:

Particulars	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Number of own branches	90	92	79	69
Revenue from own branches (in ₹ million)	2,617.18	4,016.26	2,837.06	2,605.64
Number of Authorised Persons (B2B channel)	1,123	1,062*	1,587	1,535
Revenue from Authorised Persons (B2B channel) (in ₹ million)	1,180.89	1,885.05	1,385.50	1,175.65
Number of cities covered	345	307*	372	352

*\*We reduced the number of Authorised Persons from 1,587 Authorised Persons as at March 31, 2023 to 1,062 Authorised Persons as at March 31, 2024 to optimise payment of annual maintenance charges towards inactive Authorised Persons. Accordingly, the number of cities covered have also reduced from 372 cities during Fiscal 2023 to 307 cities during Fiscal 2024. However, our revenue from Authorised Persons (B2B channel) increased from ₹ 1,385.50 million during Fiscal 2023 to ₹ 1,885.05 million during Fiscal 2024*

The Authorised Persons operate under our brand and broker code and as part of our B2B model, we share the fee and commissions with the Authorised Persons. This model helps us recognise fees and commissions without incurring any associated fixed costs associated with the Authorised Persons, thereby helping us improve our operating leverage.

Set out below are the details of own branches and network of Authorised Persons state wise as on September 30, 2024:

<b>State</b>	<b>No. of cities covered</b>
Maharashtra	52
Karnataka	38
Uttar Pradesh	37
Rajasthan	32
Gujarat	29
Andhra Pradesh	22
Tamil Nadu	21
West Bengal	21
Haryana	16
Punjab	13
Madhya Pradesh	11
Assam	7
Jharkhand	7
Odisha	7
Bihar	6
Chhattisgarh	6
Telangana	6
Uttarakhand	6
Kerala	2
Chandigarh	1
Delhi	1
Goa	1
Himachal Pradesh	1
Jammu & Kashmir	1
Tripura	1
<b>Total</b>	<b>345</b>

### **Digital capabilities and integrated technology platform**

Our focus on leveraging technology and analytics capabilities forms the cornerstone of our strategy to enhance client experiences, drive productivity, and automate processes. Our integrated technology platform has been instrumental in redefining service delivery, simplifying client journeys, and ensuring operational efficiency.

### **Key Digitization Initiatives**

We have implemented a range of digital transformation initiatives, including:

- **Faster Account Opening:** Streamlined account opening processes for both trading and mutual fund accounts, ensuring a seamless onboarding experience for our clients.
- **End-to-End Digital Journeys:** Comprehensive digital workflows for multiple product offerings, reducing dependency on physical documentation.
- **WhatsApp Integration:** Seamless client support and instant query resolution through WhatsApp, enhancing accessibility and response times.

- **Hyper-personalization:** Leveraging hyper-personalization to deliver tailored experiences across our platforms by analysing user behaviour, preferences, and transaction patterns.
- **Extensive Use of Digital Public Infrastructure (DPI):**
  - **Unified Payments Interface (UPI):** For faster payments and mandate processing.
  - **Account Aggregator Framework:** Simplifying client journeys and offering detailed portfolio insights.
  - **Reverse Penny Drop (RPD):** For account verification and transaction precision.
  - **E-Sign and Digilocker:** Simplifying Know Your Customer (KYC) compliance and account opening processes.

### Enhanced client engagement through technology

We have expanded our client engagement capabilities through digitization efforts and a robust online presence through our proprietary website and mobile applications. By offering user friendly platforms, we have eliminated the need for extensive physical documentation, delivering a smooth and efficient client experience.

Our platforms are designed to cater to diverse client needs, offering seamless onboarding, trading, portfolio management, and query resolution capabilities. Details of our primary digital platforms include:

#### 1. TradeMobi

A mobile trading application available on Android and iOS platforms. TradeMobi ensures a seamless cross-platform experience with user-friendly interfaces. Key features include:

- Real-time market data and secure transactions.
- A comprehensive suite of investment tools to assist informed decision-making.
- Simplified dashboards for portfolio tracking.
- Order placement across various market segments.
- Advanced data analytics capabilities, including user behaviour analysis, engagement metrics, transactional data insights, and performance tracking.

#### 2. ARInvest and MF Client

These platforms cater to mutual fund investors, ensuring an efficient digital experience.

- **ARInvest:** A direct-to-consumer app enabling KYC-compliant clients to invest in mutual funds in non-demat (physical) mode.
- **MF Client:** Designed to work in collaboration with relationship managers and Authorised Persons, supporting seamless investment processes.

Key features include:

- End-to-end digital onboarding using NSE's application programming interface.
- Detailed portfolio tracking for enhanced transparency.
- Flexible investment options such as SIP and lumpsum.
- Real-time order status updates under the order summary.

#### 3. TradeExpress

A web-based brokerage platform offering a range of trading services with advanced features tailored to diverse client needs.

#### 4. Trade X'Pro

An installable EXE-based trading platform designed for daily frequent traders, comprising a user-friendly interface and advanced functionalities. This platform is designed to cater to specific needs of clients seeking precision and speed in trading activities.

As of September 30, 2024, our Company had a dedicated team of 128 persons who were involved in technology development and information technology functions.

#### Clientele

Our personalised client management approach with our clients has been one of the cornerstones of our growth. We have over the years built long term relationship with our clients. Set out below are the details of our total clients during the period set out below:

Particulars	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Total clients	852,085	758,214	669,602	604,711

Our broking services cater to a diversified set of clients i.e., retail, high net worth individuals, ultra-high net worth individuals and institutions with investible income. 83,008 Active Clients, representing 48.23% of our Active Clients as at September 30, 2024, have been with us for over a period of more than 5 years. Set out below are the details of the tenor of our relationship with our clients:

Average tenor of relationship with Active Clients*	No. of Active Clients as at							
	September 30, 2024	% of Active Clients	March 31, 2024	% of Active Clients	March 31, 2023	% of Active Clients	March 31, 2022	% of Active Clients
Up to 1 year	38,048	22.11%	32,538	18.52%	23,782	15.40%	27,119	17.60%
1 year to 3 years	30,685	17.83%	35,255	20.07%	33,899	21.95%	28,397	18.43%
3 years to 5 years	20,350	11.83%	20,337	11.57%	18,174	11.77%	25,247	16.38%
More than 5 years	83,008	48.23%	87,569	49.84%	78,615	50.88%	73,346	47.59%
<b>Total</b>	<b>1,72,091</b>	<b>100.00%</b>	<b>175,699</b>	<b>100.00%</b>	<b>154,470</b>	<b>100.00%</b>	<b>154,109</b>	<b>100.00%</b>

\* Active Clients are clients who have generated revenue during the relevant Financial Year / period.

#### Human resources

As of September 30, 2024, we had 1,985 permanent employees, on a consolidated basis. The following table provides information about our permanent employees, as of September 30, 2024, on a consolidated basis:





Function	No. of Employees
Sales Team	1,212
Operation & Support	291
Product & Support	254
Research Team	60
Information Technology	41
Human Resources Development	33
Business Partner Support	27
Risk Management System (RMS)	26
Compliance	21
Finance & Accounts	16
Senior Management	4





Function	No. of Employees
<b>Total</b>	<b>1,985</b>


We provide continuous training initiatives to our employees. Our training and development initiatives are holistically designed to enhance the skills, knowledge, and performance of employees within the organization, ultimately developing talent at all levels. We conduct various types of initiatives, including a mix of classroom, online, and e-learning training, for both new and existing employees. All new employees undergo a structured training program that spans from Day 1 to Day 90, consisting of approximately 50 hours of learning content, including nearly 14 hours of in-house developed e-learning modules hosted on our learning platform. These 80+ modules, along with virtual instructor-led training (VILT) programs, are tailored to provide new employees with essential knowledge about products, policies, and their respective roles, ensuring they are well-prepared to meet their responsibilities from day one. Existing employees, with special focus on the relationship management team, receive development opportunities based on training needs identified through various evaluation processes, such as monthly quizzes, special assessments, and appraisals. These programs address skill gaps and challenges, enabling employees to achieve higher performance. They are designed to enhance the necessary skills for employees to perform efficiently and meet business objectives. Individual training and mentoring initiatives are also defined for employees facing challenges in delivering expected performance. As part of our continuous learning culture, we encourage on-the-job training as well as weekly sessions to keep all employees informed about emerging trends and updates. With up to six hours of monthly webinars and other ongoing evaluations and initiatives, we ensure that our employees are equipped to provide superior service to our clients. Through such ongoing learning and development, the organization fosters a skilled workforce, ensuring organizational growth, employee satisfaction, and long-term business success.

### ***Intellectual property rights***

Details of our key trademarks registered in our Company's name are as set out below:

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
1.	6114784		36	Date of application: September 18, 2023	Registered	September 17, 2033
2.	6114774		9	Date of application: September 18, 2023	Registered	September 17, 2033
3.	6114775		9	Date of application: September 18, 2023	Registered	September 17, 2033
4.	6114778		9	Date of application: September 18, 2023	Registered	September 17, 2033

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
5.	6114776		9	Date of application: September 18, 2023	Registered	September 17, 2033
6.	6114782		36	Date of application: September 18, 2028	Objected	NA
7.	6114777		9	Date of application: September 18, 2028	Objected	NA
8.	6114785		36	Date of application: September 18, 2028	Objected	NA

Our Company has been permitted to use the trademark  by our Corporate Promoter i.e. Anand Rathi Financial Services Limited pursuant to a letter dated March 11, 2019 for a brand usage fee. This trademark is registered in the name of our Corporate Promoter i.e. Anand Rathi Financial Services Limited.

### **Property**

We operate out of our Registered and Corporate Office located at Express Zone, A Wing, 10<sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063 which we have licensed from Anand Rathi Global Finance Limited (one of our Group Companies and a member of our Promoter Group) In addition, we have leased or licensed 90 branch offices across various states in India.

### **Insurance**

Our Company generally maintains insurance cover commensurate with its business requirements. We maintain insurance cover for our assets to cover all normal risks associated with operations of our business. We maintain fire and burglary, directors and officers liability insurance, cyber insurance, and shares and stock broker insurance policy. We are also covered under the insurance policy purchased by ARFSL, our Corporate Promoter, which insurance is also shared with other entities within the group and is not specifically allocated to our Company. Our insurance policies are subject to customary exclusions and deductibles. The table below provides details of the aggregate coverage of the insurance policies obtained by as a percentage of our total assets in the periods indicated:

Particulars	As on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Amount of insurable assets*	776.68	744.01	565.48	514.58
Aggregate coverage under the insurance policies (₹ million)	287.91	280.36	206.99	226.62
Insurance coverage (%)	37.07%	37.68%	36.60%	44.04%

\* Assets include investment property, property, plant and equipment, intangible assets under development, other intangible assets and Right of Use Assets .

For risks in relation to insurance, see '*Risk Factors - An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability*' on page 71.

### ***Competition***

India's financial services sector is highly competitive. Additionally, the brokerage landscape is fragmented comprising a significant number of entities registered with SEBI. Some of our key competitors are Angel One Limited, ICICI Securities Limited, Geojit Financial Service Limited, IIFL Capital Services Limited and Motilal Oswal Financial Services Limited. (Source: CARE Report) For risks in relation to our competition, see '*Risk Factor - We operate in an intensely competitive environment and our ability to succeed and grow is dependent on our ability to effectively compete in all aspects of our business*' on page 50. For details regarding our competitors, see, '*Industry Overview*' on page 163.

### ***Corporate social responsibility initiatives***

Our Company is conscious of its role in the society and is keen to participate in social welfare measures. Our Company has constituted a Corporate Social Responsibility (CSR) Committee and also formulated a CSR policy enhance the quality of life and economic well-being of the communities around the localities in which our Company operates and/or proposes to carry business. For further details, see '*Our Management*' on page 240. During the 6 months ended September 30, 2024 and Fiscal 2024, Fiscal 2023 and Fiscal 2022, we spent ₹ 2.50 million, ₹ 10.00 million, ₹ 4.90 million, ₹ 3.92 million respectively, towards CSR activities in compliance with applicable law. For further details, see '*Restated Consolidated Financial Information - Note 45 – Corporate Social Responsibility*' on page 315.

## KEY REGULATIONS AND POLICIES

*The following is an overview of certain sector-specific relevant laws and regulations which are applicable to the business and operations of our Company. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The description of laws and regulations set out below is not exhaustive but is indicative and is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions. For further details of government approvals obtained by our Company, see 'Government and Other Approvals' on page 388.*

### **Business/ Trade Related Laws/ Regulations**

#### *Security and Exchange Board of India Act, 1992 (SEBI Act)*

The main legislation governing the activities in relation to the securities markets in India is the SEBI Act and the rules, regulations and notifications framed thereunder. The SEBI Act was enacted to provide for the establishment of SEBI whose function is to protect the interests of investors and to promote the development of, and to regulate, the securities market. The SEBI Act also provides for the registration and regulation of the function of various market intermediaries including stockbrokers, depository participants, merchant bankers, portfolio managers, investment advisers, and research analysts. Pursuant to the SEBI Act, SEBI has formulated various rules and regulations to govern the functions and working of these intermediaries. SEBI also issues various circulars, notifications and guidelines from time to time in accordance with the powers vested with it under the SEBI Act. SEBI has the power to impose (i) monetary penalty under the SEBI Act and the regulations made thereunder, and (ii) penalties prescribed under various regulations, including suspending or cancelling the certificate of registration of an intermediary and initiating prosecution under the SEBI Act. Further, SEBI has the power to conduct inspection of all intermediaries in the securities market, including, stockbrokers, investment advisers, merchant bankers, underwriters, research analysts, to ensure, amongst others, that the books of account are maintained in the manner required in accordance with applicable law.

In addition to the SEBI Act, the key activities of our Company are also governed by the following acts, rules, regulations, notifications and circulars:

#### *Securities Contracts (Regulation) Act, 1956 (SCRA)*

The SCRA was enacted to prevent undesirable transactions in securities by regulating the business of dealing in securities and providing for certain matters connected therewith. The SCRA provides, amongst other things, the definition of 'securities', the manner and procedure for recognition of stock exchanges, and provides recognized stock exchanges the powers to make bye laws for regulation and control of contracts for, or relating to, the purchase or sale of securities.

#### *Securities Contract (Regulation) Rules, 1957 (SCR)*

The SCR provides, among other things, the requirements with respect to listing of securities on a recognized stock exchange, the manner of submitting applications for recognition of stock exchanges, and the qualifications for membership of a recognized stock exchange. It also empowers SEBI to appoint people to inspect the books of accounts and other documents to be maintained and preserved by every member of a recognized stock exchange, in terms of these rules.

#### *Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 (SEBI Stock broker Regulations)*

The SEBI Stock brokers Regulations governs the registration and functioning of stock brokers and clearing members. As per the SEBI Stockbroker Regulations, no person shall act as a stockbroker or clearing member unless he holds a certificate granted by SEBI under these regulations and every person holding a registration shall abide by the code of conduct issued under the SEBI Stockbroker Regulations. The SEBI Stock broker Regulations lays down, amongst other things, the eligibility criteria, the conditions for grant of certificate to a stock broker or clearing member and their general obligations and responsibilities. Further, every stock broker



or clearing member shall be subject to penalties for non-compliance of the rules and regulations applicable to them.

*SEBI master circular for stock brokers dated August 09, 2024*

The SEBI master circular for stock brokers prescribes comprehensive guidelines for stock brokers. It provides for, among other things, a registration mechanism for stock brokers along with a registration mechanism for members of commodity derivatives exchanges. It also prescribes an online registration process for securities market intermediaries along with mechanisms for investor grievance redressal.

*Stock Exchange Rules, Regulation, Bye laws and Notices issued from time to time*

Being a trading and clearing member of BSE, NSE, MCX, NCDEX and MSEI, we are governed by the rules and regulations, bye laws and notices of such exchanges, as amended from time to time. The relevant exchange is empowered under the SCRA to make its own bye laws and rules to deal with its members and regulations to govern/ regulate the relations between the members and the constituents. Further, the SEBI master circular bearing reference number SEBI/HO/MRD2/PoD-2/CIR/P/2023/171 dated October 16, 2023, regarding stock exchanges and clearing corporations provides for, amongst other things, the manner of trading, trading software and technology, settlement, exchange traded derivatives, the administration of stock exchanges and client-broker dispute resolution mechanism. Stock exchanges may undertake inspection of stockbrokers based on the inspection policy specified by SEBI.

*Securities and Exchange Board of India (Investment Advisers) Regulations, 2013 (SEBI Investment Advisers Regulations)*

The SEBI Investment Advisers Regulations provide that no person shall act as an investment adviser unless he holds a certificate granted by SEBI under these regulations. The SEBI Investment Advisers Regulations lay down, amongst other things, the eligibility criteria, conditions for grant of certificate to an investment adviser and its general obligations and responsibilities. Further, every investment adviser is required to abide by the code of conduct as specified under the SEBI Investment Advisers Regulations.

*SEBI master circular for investment advisers dated May 21, 2024*

SEBI master circular for investment advisers prescribes certain guidelines, inter alia, measures to strengthen the conduct of investment advisers, administration and supervision, investor grievance redressal, outsourcing of activities and reporting requirements. The master circular provides a holistic regulatory framework for governing the conduct of investment advisers in the market, in addition to the SEBI Investment Advisers Regulations and aims to ensure investor protection.

*Securities and Exchange Board of India (Research Analysts) Regulations, 2014 (SEBI Research Analysts Regulations)*

The SEBI Research Analysts Regulations provide that no person shall act or hold itself out as a research analyst or a research entity unless such person holds a certificate granted by SEBI under these regulations. The SEBI Research Analysts Regulations lay down, amongst other things, the eligibility criteria, conditions for grant of certificate to a research analyst and its general obligations and responsibilities. Further, every research analyst is required to abide by the code of conduct as specified under the SEBI Research Analysts Regulations.

*SEBI master circular for research analysts dated May 21, 2024*

The SEBI master circular for research analysts prescribes comprehensive guidelines for research analysts. It provides for a mechanism for administration and supervision of research analysts, grievance redressal systems for investor complaints along with the procedure of seeking approval in cases of change in control.

*Securities and Exchange Board of India (Intermediaries) Regulations, 2008 (SEBI Intermediaries Regulations)*

The SEBI Intermediaries Regulations provide amongst other things, the manner of application for registration as an intermediary with SEBI, and the period of validity of the registration certificate. Further, the SEBI Intermediaries Regulations provides the general obligations of intermediaries, the appointment of compliance officer and the manner of redressal of investor grievances. All intermediaries are required to compulsorily

abide by the code of conduct as specified under the SEBI Intermediaries Regulations. The SEBI Intermediaries Regulations also provide the criteria for determining “fit and proper person” for the purpose of other SEBI regulations, including the SEBI Merchant Bankers Regulations, the SEBI Stockbrokers Regulations, the SEBI Portfolio Managers Regulations, the SEBI Investment Advisers Regulations and the SEBI Research Analysts Regulations.

*Securities and Exchange Board of India (Certification of Associated Persons in the Securities Markets) Regulations, 2007 (SEBI Certification of Associated Persons Regulations)*

The SEBI Certification of Associated Persons Regulations provide that any category of associated persons (as defined in terms of these regulations) may be required to obtain the requisite certifications for engagement or employment with intermediaries by SEBI. Through several notifications, SEBI has required approved users and sales personnel of trading members in currency derivative and equity derivative segments, distributors of mutual fund products, key managerial personnel of merchant bankers, compliance officers of intermediaries, research analysts and certain persons associated with stock brokers, trading members or clearing members to obtain the prescribed certification from National Institute of Securities Markets.

*Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (SEBI Depositories and Participants Regulations)*

The SEBI Depositories and Participants Regulations provide, amongst other things, the manner of application for registration as a depository and a participant with SEBI. It provides the criteria for determining “fit and proper person” for the purposes of being considered as a depository. Further, the SEBI Depositories and Participants Regulations provide for the prescribed equity shareholding of a sponsor, a person or a participant in the capital of the depository. All depositories that have been granted a certificate of registration are required to make an application to SEBI for commencement of business. The SEBI Depositories and Participants Regulations provide for rights and obligations of depositories, participants, issuers, manner of surrender of certificate and creation of pledge. It further prescribes the mechanism for investor protection, evaluation of internal systems, manner for handling share registry work and liability of a participant or a depository in case of default.

*Securities and Exchange Board of India Mutual Funds Regulations, 1996 (SEBI Mutual Funds Regulations)*

The SEBI Mutual Funds Regulations govern the law pertaining to the business of mutual funds in India. SEBI has made it mandatory for all mutual funds to appoint agents/distributors who are registered with AMFI. In case of firms/companies, the requirement of certification from National Institute of Securities Markets is made applicable to the persons engaged in sales or distribution of mutual fund products.

*Revised Code of Conduct for Intermediaries of Mutual Funds by Association for Mutual Funds in India (AMFI Guidelines)*

Association for Mutual Funds in India (AMFI) has issued guidelines for intermediaries in consonance with the SEBI Master Circular for Mutual Funds dated July 10, 2018. The primary objective of the AMFI Guidelines is to ensure that mutual fund intermediaries do not use unethical means to sell, market or induce any investor to buy units of their scheme(s) and mobilize funds on the strength of professional fund management and good practices. The AMFI Guidelines are mandatory, and all such intermediaries are required to strictly comply with the code of conduct prescribed by AMFI.

*Revised Code of Conduct for Mutual Fund Distributors by AMFI*

AMFI issued the revised guidelines for mutual fund distributors in April 2022. It prescribes certain fiduciary obligations on mutual fund distributors including, among others, avoidance of conflict of interest, exercising due diligence, protecting investor rights, avoiding conflict of interest and certain compliance obligations with ‘know your distributor’ norms, scheme information document prescribed by AMFI and other obligations such as maintaining confidentiality and ensuring proper education and training of their representatives. Additionally, the code of conduct prescribes that mutual fund distributors shall have a strong physical and digital infrastructure and ensure that their internal control and financial mechanisms are built to detect and mitigate losses arising from fraud.

*SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Trading Regulations)*

The SEBI Insider Trading Regulations prohibits an insider from trading in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed. 'Insider' includes a connected person or a person in possession of unpublished price sensitive information. An insider can trade in the securities of the Company by formulating a trading plan and presenting it to the compliance officer, designated by the Board of Directors for ensuring compliance with the Insider Trading Regulations, for his approval and public disclosure pursuant to which trades may be carried out by the insider in accordance with the trading plan.

*SEBI master circular on Know Your Customer (KYC) norms for the securities market dated October 12, 2023 (KYC master circular)*

On October 12, 2023, SEBI has issued the master circular for KYC norms for all intermediaries registered with it which, inter alia, mandates all SEBI registered intermediaries to use the same KYC form and supporting documents so as to establish a unified framework, and further directs them to use Permanent Account Number (PAN) as the unique identification number to register and identify all participants of the market, except in case of mutual fund investments below the specified threshold. Moreover, it provides additional supporting document requirements for identification of non-individuals including body corporates, societies, and HUFs. *SEBI master circular for Online Dispute Resolution dated December 28, 2023 (ODR master circular)*

The SEBI master circular for online dispute resolution prescribes comprehensive guidelines for online dispute resolution. It provides for two frameworks: Disputes between Investors/Clients and listed companies (including their registrar and share transfer agents) or any of the specified intermediaries /regulated entities in securities market (as specified in Schedule A to ODR master circular) arising out of latter's activities in the securities market, will be resolved in accordance with the master circular and by harnessing online conciliation and/or online arbitration. Institutional or corporate clients have the option of resolving disputes with specified intermediaries / regulated entities in securities market (specified in Schedule B to the ODR master circular): a) in accordance with the ODR master circular by harnessing online conciliation and/or arbitration; or b) by harnessing any independent institutional mediation, conciliation and/or online arbitration institution in India.

*SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 (Unfair Trade Practices Regulations)*

The Unfair Trade Practices Regulations aim to regulate, investigate and penalize fraudulent activities and unfair trade practices by SEBI's registered intermediaries, with a view to ensure investor protection in the market. The Unfair Trade Practices Regulations provide the classification and criteria for dealings or activities that would be considered as manipulative, fraudulent or unfair to the investors and also confers powers to investigating authorities to investigate and penalize the registered intermediaries in case of defaults.

*SEBI circular dealing with conflicts of interests*

The SEBI circular bearing reference number CIR/MIRSD/5/2013 dated August 27, 2013, on general guidelines for dealing with conflicts of interest of intermediaries, recognized stock exchanges, recognized clearing corporations, depositories and their associated persons in Securities Market, prescribes comprehensive guidelines to intermediaries and their associated persons for elimination of conflicts of interest. It prescribes guidelines for avoiding, dealing with, or managing, conflict of interest, including, developing internal procedures, maintaining high standards of integrity in conduct of business and developing an internal code of conduct to govern operations, appropriately disclosing potential sources or areas of conflict to clients and formulating standards of appropriate conduct in performance of their activities, which are in addition to the codes of conduct prescribed under relevant regulations governing intermediaries.

*The Prevention of Money Laundering Act, 2002*

The Prevention of Money Laundering Act was enacted to prevent money laundering and to provide for confiscation of property derived from, or involved in money laundering, and for incidental matters connected therewith. Section 12 of the Prevention of Money Laundering Act casts certain obligations on, inter alia, banking companies in relation to preservation and reporting of customer account information. The RBI has advised all banks to go through the provisions of the Prevention of Money Laundering Act and the rules notified thereunder and to take all steps considered necessary to ensure compliance with the requirements of section 12 of the Prevention of Money Laundering Act.

*Insurance Regulatory and Development Authority of India (Registration of Corporate Agent) Regulations, 2015 (IRDAI Registration of Corporate Agents Regulations)*

Corporate agents are granted a certificate of registration by the Insurance Regulatory and Development Authority (IRDAI) in accordance with the IRDAI Registration of Corporate Agents Regulations. The certificate of registration is valid for a period of three years from the date of issue and as a prerequisite, every corporate agent shall, at the time of filing the application, inter-alia, have a board approved policy on the manner of soliciting and servicing of insurance products. A registered corporate agent is permitted to have arrangements with a maximum of three life, three general and three health insurers during the validity of the certificate of registration. Moreover, the corporate agents are required to adhere to a code of conduct on soliciting and servicing of insurance policies. Lastly, IRDAI has the power to inspect records of corporate agents, and review performance of their activities and initiate disciplinary action, in case of deficiencies.

*The Information Technology Act, 2000 (IT Act)*

The IT Act creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing, or handling any sensitive personal data or information in a computer resource which is owned, controlled, or operated by it, but affords protection to intermediaries with respect to third party information liability. The Information Technology Act also provides for civil and criminal liability including compensation, fines, and imprisonment for various offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and commission of fraudulent acts through computers. In April 2011, the Ministry of Electronics and Information Technology, Government of India notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (IT Personal Data Protection Rules) under Section 43A of the Information Technology Act and again in February 2021 notified the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 (Intermediary Guidelines) under Section 87 of the Information Technology Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer, and protection of sensitive personal data. The Intermediary Guidelines provide for a thorough due diligence to be done by the intermediaries and provide a grievance redressal mechanism for resolving complaints from users.

*The Digital Personal Data Protection Act, 2023*

The Digital Personal Data Protection Act, 2023 which was recently promulgated provides for collection and processing of digital personal data by companies collecting data in digital form or in non-digital form which is digitised subsequently. The Digital Personal Data Protection Act, 2023 is also applicable to processing of digital personal data outside the territory of India, if such processing is in connection with any activity related to offering of goods or services to data principals within the territory of India. The Digital Personal Data Protection Act, 2023 stipulates obligations in relation to collection, recording, organisation, structuring, storage, adaptation, retrieval, use, alignment or combination, indexing, sharing, disclosure by transmission, dissemination or otherwise making available, restriction, erasure or destruction of personal data and appointment of a data protection officer for grievance redressal. In addition, significant data fiduciaries, as defined in the Digital Personal Data Protection Act, 2023 are required to appoint an independent data auditor who will evaluate their compliance with the Data Protection Act.

*Shops and Establishment Legislations*

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Our offices are required to be registered under the shops and establishments legislations of the states where they are located.

**Labour Law Legislations**

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the

Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Contract Labour (Regulation and Abolition) Act, 1970, the Maternity Benefit Act, 1961, the Employee's Compensation Act, 1923, Equal Remuneration Act, 1976, the Industrial Dispute Act, 1947, Apprentices Act, 1961, Industrial Employment (Standing Orders) Act, 1946, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Equal Remuneration Act, 1976, the Child Labour (Prohibition and Regulation) Act, 1986, and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

- i. Code on Wages, 2019, which regulates and amalgamates wage and bonus payments and subsumes 4 existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.
- ii. Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.
- iii. Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.
- iv. The Occupational Safety, Health and Working Conditions Code, 2020, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020.

Other than few provisions of the Code on Social Security which have been recently notified, the provisions of these codes shall become effective on the day that the Government shall notify for this purpose.

### **Laws relating to Taxation**

The Goods and Services Tax (**GST**) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, the Central Government levies GST on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (**CGST**), relevant state's Goods and Services Act, 2017 (**SGST**), Union Territory Goods and Services Act, 2017 (**UTGST**), Integrated Goods and Services Act, 2017 (**IGST**), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (**Income Tax Act**) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or rules made there under depending upon its 'Residential Status' and 'Type of Income' involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc.

In addition, state registration requirements and requirements to pay professional tax are applicable to inter alia professionals, trades and establishments in terms of professional tax legislations applicable in various states in India including the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.

### *Intellectual Property Legislation*

Intellectual property rights refer to the general term for intangible, intellectual, industrial property rights through patents, copyrights and trademarks and includes geographical indications, trade secrets, and confidential information. In India, patents, trademarks and copyrights enjoy protection under both statutory and common law. The key legislations governing intellectual property in India, and which are applicable to our Company are the Patents Act, 1970, Copyright Act, 1957, the Designs Act, 2000 and the Trademarks Act, 1999. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks (**Registrar of Trademarks**), is to be advertised in the trademarks journal by the Registrar of Trademarks. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar.

### **General Corporate Laws**

#### *The Indian Contract Act, 1872*

The Indian Contract Act, 1872 lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Indian Contract Act, 1872. The Indian Contract Act, 1872 also provides for circumstances under which contracts will be considered as 'void' or 'voidable' and it further contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

#### *The Specific Relief Act, 1963*

The Specific Relief Act, 1963 applies in cases where courts can order specific performance of a contract. Specific relief can be granted for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means that the court will order the party to perform their part of agreement, instead of imposing on them any monetary liability to pay damages to another party.

#### *Negotiable Instruments Act, 1881*

The Negotiable Instruments Act, 1881 governs promissory notes, bills of exchange and cheques and sets out rights and obligations of the 'drawer', 'drawee', 'holder', 'acceptor' and 'payee'. The Negotiable Instruments Act, 1881 also sets out provisions for imprisonment and fine in case of dishonour of cheque for insufficiency of funds in the account by the party who has drawn the cheque.

#### *The Registration Act, 1908*

The Registration Act, 1908, was passed to consolidate the enactments relating to registration of documents. The Registration Act, 1908, governs recording of transactions relating to certain immovable property and also provides for registration of certain documents to ensure authenticity.

### **Other Applicable Laws**

In addition to the above, our Company is also required to comply with the provisions of the Companies Act, 2013 and rules framed thereunder, Competition Act, 2002, foreign exchange laws, FDI Policy, Indian Stamp Act, 1899 and other applicable statutes enacted by the Centre or relevant State Governments and authorities for our day-to-day business and operations.

## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of our Company

Our Company was originally incorporated as 'Navratan Capital and Securities Private Limited', at Mumbai as a private limited company under the provisions of Companies Act, 1956 and received a certificate of incorporation issued by the RoC on November 22, 1991. Our Company got converted into a public limited company pursuant to a Board resolution dated January 10, 2007 and a special resolution passed by the Shareholders on February 05, 2007, and the name of our Company was changed to 'Navratan Capital and Securities Limited'. A fresh certificate of incorporation was issued by the RoC on March 21, 2007. Subsequently, the name of our Company was changed from 'Navratan Capital and Securities Limited' to 'Anand Rathi Share and Stock Brokers Limited', pursuant to a Board resolution dated August 26, 2007 and a special resolution passed by our Shareholders on October 26, 2007. A fresh certificate of incorporation dated January 29, 2008 was issued by the RoC to our Company.

**Changes in the Registered Office:** Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of change	Shifted from	Shifted to	Reason for change
June 18, 2001	104, Mittal Tower, C Wing, Nariman Point, Mumbai - 400 021	35-A, Khatau Building, II Floor, Alkesh Dinesh Modi Marg, Fort, OPP. Bombay Stock Exchange, Fort, Mumbai - 400 023	For administrative convenience
October 25, 2003	35-A, Khatau Building, II Floor, Alkesh Dinesh Modi Marg, Fort, OPP. Bombay Stock Exchange, Fort, Mumbai - 400 023	1 <sup>st</sup> Floor, Seagull house, Shivaji Colony, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai - 400 099	For administrative convenience
September 28, 2005	1st Floor, Seagull house, Shivaji Colony, Andheri-Kurla Road, Chakala, Andheri (E), Mumbai - 400 099	5 <sup>th</sup> Floor, B-2, Shubham Centre, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai - 400 099	For administrative convenience
December 23, 2009	Registered office was shifted from 5 <sup>th</sup> Floor, B-2, Shubham Centre, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai - 400 099	4th Floor, Silver Metropolis, Jai Coach Compound, Opposite Bimbisar Nagar, Goregaon (East), Mumbai - 400 063	For administrative convenience
January 21, 2019	Registered office was shifted from 4 <sup>th</sup> Floor, Silver Metropolis, Jai Coach Compound, Opposite Bimbisar Nagar, Goregaon (East), Mumbai - 400 063	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai - 400 063	For administrative convenience

**Main Objects of our Company:** The main objects contained in the Memorandum of Association are as follows:

- To carry on business in Share & Stock and purchases, 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 Securities and Exchange Board of India Rules and Regulations, 1992 and such other approvals as may be required from other authorities, subjects to compliance with any other law in this regard.*
- To carry on in India or elsewhere the business of an Investment Company and to sale, purchase, exchange, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise to deal in all types of shares, securities, stocks, Units, bonds, fully convertible debentures, partly convertible debentures, non-convertible debentures, debenture stocks, warrants, certificates, premium notes, mortgages, obligations, inter corporate deposit, call money deposits, public deposits, commercial papers and other similar instruments, whether issued or guaranteed by government, semi government, local authorities, public sector undertakings, companies, corporations, co-operative societies and other similar organizations at*

*national and international levels and to do all incidental acts and things necessary for the attainment of the above objects.*

3. *To act as a custodian or depository participant of securities and/or commodities of all kinds, by itself or in association with or through any other person or department of the Government or authority for purpose of storage, in any form gratuitously or otherwise.*
4. *To issue, subscribe, purchase, buy, acquire, hold, sell, dispose of or otherwise deal with or trade in commodities, derivative, financial instruments, including futures, forwards, options, swaps, caps, collars, floors, swap options, bond options, or other derivatives instruments, whether traded on any market, or exchange or otherwise, for proprietary, trading activities, or for any person or persons (whether individuals, firms, companies, trusts, body corporates, governments, state, sovereign, public entity or body or authority, supreme, local or otherwise or other entities) whether in the private or public sector.*
5. *To carry on the business of stock and share broking and its allied matters such as acting as underwriters, sub-underwriters, brokers to issue of securities, dealers in securities, buying, selling, transferring, hypothecating and holding of shares, debentures and Securities of all kinds and description. To act as Lead Managers, or co-managers, Brokers and Sub Brokers of stocks and new issue of Shares, Debentures, and Securities of all kind and descriptions. To act as a Registrar to the issue of securities, Shares Transfer Agents, Investment Business, Portfolio Management, Corporate Counseling, Investment counselling, fixed deposit brokers, Inter-corporate Investment convassers, Financial Consultants, and (Subject to the permission of RBI & other authorities required if any) Advisors and Consultants to the Issue of Securities of all kinds and types in all their aspects in India and to manage/arrange mergers and acquisitions.*
6. *To sponsor a Mutual Fund for management of the funds of investors by investing in various avenues like capital market instruments, debts market instruments, money market instruments, government securities, call money market, term deposits of scheduled commercial bank, debentures [convertible (partly or fully) or non-convertible], derivatives, American Depository Receipts (ADRs)/Global Depository Receipts (GDRs) and all other instruments and securities and to provide facilities for participation by subscribers and holders of units in the Mutual Fund and to distribute the profits or income, if any, arising form the acquisitions, holding, management and disposal of the securities amongst the investors in the form of dividend, bonus rights, interest etc. and generally to carry on the business of growth funds, income funds, risk funds, tax exempt funds, pension/superannuation funds, regular income funds, assured returns funds, offshore funds, and all types of mutual funds for the benefits of Unit holders and other holders of securities and to take up fund management activities.*
7. *To carry on marketing, advertising, promotion in the Registered office and in all the branch offices of the Company or by way of organizing seminars, exhibitions, campaigns through internet or any other media in India or which maybe in vogue at any time, including publishing articles in newspapers, magazines, displaying hoarding, banners, neon signs or through any other display devices in field of public instruction, entertain and including film, radio, television, audio, visual techniques, demonstrative mass communication of any of the financial products viz. shares, stock, bonds, debentures, mutual fund schemes, commercial paper, insurance policies, and securities of all kinds and description.*
8. *To carry on the business of solicitation and procurement of insurance business for all classes of insurance including life insurance, general insurance, and health insurance, acting as a corporate agent and to undertake such other activities as are incidental or ancillary thereto under the extent laws and regulations.*
9. *To carry on margin trading facility and to do such other activities which are incidental and / or ancillary to the same.*

**Amendments to our Memorandum of Association:** Set out below are the amendments to our Memorandum of Association during the last 10 years.



Sr. No.	Date of Shareholders Resolution	Particulars
1.	November 19, 2021	<p>Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from ₹ 100 million divided into 9,750,000 Equity shares of ₹ 10 each and 250,000 Redeemable Preference Share of ₹ 10 each to ₹ 250 million divided into 24,750,000 Equity Shares of ₹ 10 each and 250,000 Redeemable Preference Shares of ₹ 10 each.</p> <p>The words at the beginning of the Memorandum of Association and before Clause 1 i.e. 'The Companies Act, 1956' was substituted by the words 'The Companies Act, 2013'.</p> <p>Heading of the Part A of Clause III of Memorandum of Association i.e., '<i>Main Objects of the Company to be pursued by the Company on its incorporation are:</i>' was renamed with the heading '<i>Objects to be pursued by the Company on its incorporation are:</i>'. Heading of the Part B of Clause III of Memorandum of Association i.e., '<i>Objects incidental or ancillary to the attainment of the Main Objects</i>' was renamed with the heading '<i>Matters which are necessary for furtherance of the Objects specified in Clause III(A) are:</i>'. Additionally, Part C of the existing Clause III of the of Memorandum of Association containing sub-clauses 36 to 69 was deleted.</p>
2.	September 27, 2022	<p>Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from ₹ 250 million divided in 24,750,000 Equity Shares of ₹ 10 each and 250,000 Redeemable Preference Shares of ₹ 10 each to ₹ 300 million divided into 29,750,000 Equity Shares of ₹ 10 each and 250,000 Redeemable Preference Shares of ₹ 10 each.</p>
3.	December 15, 2022	<p>Clause III(A) of the Memorandum of Association was amended to add the following clause:</p> <p><i>"...7 To carry on marketing, advertising, promotion in the Registered office and in all the branch offices of the Company or by way of organizing seminars, exhibitions, campaigns through internet or any other media in India or which maybe in vogue at any time, including publishing articles in newspapers, magazines, displaying hoarding, banners, neon signs or through any other display devices in field of public instruction, entertain and including film, radio, television, audio, visual techniques, demonstrative mass communication of any of the financial products viz. shares, stock, bonds, debentures, mutual fund schemes, commercial paper, insurance policies, and securities of all kinds and description..."</i></p> <p>Consequently, the existing clause numbers 7 to 36 were re-numbered as clauses numbers 8 to 37.</p>
4.	June 20, 2023	<p>Clause V of the Memorandum of Association of the Company was deleted and substituted by a new Clause V pursuant to the sub-division of the nominal value of the shares from ₹ 10 to ₹ 5 and to reflect the change in the authorized share capital of our Company from ₹ 300 million divided into 29,750,000 Equity Shares of ₹ 10 each and 250,000 Redeemable Preference Shares of ₹ 10 each to</p>

Sr. No.	Date of Shareholders Resolution	Particulars
		₹ 300 million divided into 59,500,000 Equity Shares of ₹ 5 each and 500,000 Redeemable Preference Shares of ₹ 5 each.
5.	August 21, 2023	<p>Clause III(A) of the Memorandum of Association was amended to add the following clause:</p> <p><i>“...8 To carry on the business of solicitation and procurement of insurance business for all classes of insurance including life insurance, general insurance, and health insurance, acting as a corporate agent and to undertake such other activities as are incidental or ancillary thereto under the extent laws and regulations...”</i></p> <p>Consequently, the existing clause numbers 8 to 37 were re-numbered as clauses numbers 9 to 38.</p>
6.	October 25, 2024	<p>Clause III(A) of the Memorandum of Association was amended to add the following clause:</p> <p><i>“...9 To carry on margin trading facility and to do such other activities which are incidental and/or ancillary to the same...”</i></p> <p>Consequently, the existing clause numbers 9 to 38 were re-numbered as clauses numbers 10 to 39.</p> <p>Clause V of the Memorandum of Association was amended to reflect the increase in authorized share capital of our Company from ₹ 300 million divided into 59,500,000 Equity shares of ₹ 5 each and 500,000 Redeemable Preference Share of ₹ 5 each to ₹ 330 million divided into 65,500,000 Equity Shares of ₹ 5 each and 500,000 Redeemable Preference Shares of ₹ 5 each.</p>

### Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Year	Particulars
1991	Our Company was incorporated as ‘Navratan Capital and Securities Private Limited, with Pradeep Navratan Gupta being appointed as a Director of our Company.
2000	Registered as a depository participant with NSDL Registered with SEBI as a Clearing Member of NSE
2003	Registered as AMFI Registered Mutual Fund Advisor with Association of Mutual Funds in India
2005	Obtained membership of BSE Limited
2008	Commenced currency derivatives broking Entered into an agreement with National Securities Clearing Corporation Limited for participating in the securities lending program.
2017	Commenced providing margin trade facility
2017	Started mobile application for distribution
2018	Commenced commodity broking business
2020	Commenced distribution of portfolio management services
2022	Anand Rathi International Ventures (IFSC) Private Limited, our Subsidiary, was granted certificate of registration by International Financial Services Centres Authority as a bullion trading member.
2022	Commenced providing algorithmic trading services
2023	Designated as a Qualified Stock Broker by SEBI

Year	Particulars
2024	Received CARE A- Stable rating for long term bank facilities and CARE A1 rating for short term facilities

#### Awards and Accreditations:

Year	Particulars
2025	Great workplace by Great Place to Work, India
2024	Great workplace by Great Place to Work, India
2022	Sahi Investing Ki Baat RAP Wins Special Mention in the Creative Campaign Category at Social Stars Awards Held by Inkspell
2022	Sahi Investing ki Baat RAP wins Silver at the - 11th ACEF Asian Leaders Awards
2022	Finnoviti award 2022 for 'Kaagaz' Digital initiative for Investor Education
2022	Best Equity Advisors, at World BFSI Congress and Awards 2022
2022	Great workplace by Great Place to Work, India
2022	Anand Rathi recognized as "Best BFSI Brands" by Economics Times
2021	The Great Indian Digital Marketing Campaign of the Year for Kitne Mein Diya Campaign at The Great Indian Marketing Awards 2021
2021	Dream Companies to Work for Award at 29th World HRD Congress 2021
2021	BFSI Digital Innovation Award for Analytics/ Big Data Category at the BFSI Conclave
2018	Best Outreach Partner of The Year 2019 by MCX
2018	Top volume performer in Equity Retail Segment 2017-2018 by BSE

#### 1. Other details regarding our Company

For details regarding the description of our activities, products, market of each segment, the growth of our Company, technology, management, major suppliers and customers, exports, location, environmental issues, market, marketing and competition, see *'Our Business'*, *'Our Management'* and *'Industry Overview'* on pages 204, 240, and 163, respectively.

#### 2. Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

There have been no defaults or rescheduling/restructuring of the outstanding borrowings availed by our Company from financial institutions or banks.

#### 3. Time/cost overrun in setting up projects

There have been no time and cost overrun in respect of the business operations of our Company.

#### 4. Launch of key products or services, capacity/facility creation, location of plants, entry into new geographies or exit from existing markets

For details regarding launch of key products/ services, entry into new geographies or exit from existing markets, see *'Our Business'* and *'History and Certain Other Corporate Matters – Major events and milestones of our Company'* on pages 204 and 234, respectively.

#### 5. Capacity / facility creation, location of plants

Our Company does not operate any manufacturing facilities or plants.

#### 6. Details regarding material acquisition of business/undertakings, mergers, amalgamations and revaluation of assets in the last 10 years

Our Company has not been a part of any material acquisition of business/undertakings, mergers, amalgamations and revaluation of assets in the last 10 years.

#### 7. Our Holding Company

Anand Rathi Financial Services Limited is our holding company. For details, see *"Our Promoters and Promoter Group"* on page 260

## 8. **Our Subsidiary**

As on the date of this Draft Red Herring Prospectus, our Company has 1 Subsidiary i.e., Anand Rathi International Ventures (IFSC) Private Limited. For further details, see 'Our Subsidiary' on page 238

## 9. **Guarantees given by the Promoter participating in the offer for sale**

This is only a fresh issue of Equity Shares and our Promoters are not offering their Equity Shares through an offer for sale. For details of guarantees given by our Promoter in relation to the credit facilities availed by our Company, see 'Restated Consolidated Financial Information' and 'Financial Indebtedness' on page 275 and 275.

## 10. **Details of our Joint Ventures and Associate Companies**

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

## 11. **Agreements with Key Managerial Personnel, Senior Management, Directors or Promoter or any other employee**

There are no agreements entered into by our Key Managerial Personnel, Senior Management, Promoters, Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

## 12. **Summary of key agreements with strategic partners, joint venture partners and / or financial partners**


As on the date of this Draft Red Herring Prospectus, our Company does not have any strategic partners, joint venture partners and / or financial partner.

## 13. **Details of subsisting shareholders' agreement**

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreement among our shareholders *vis-à-vis* our Company.

## 14. **Material Agreements**

Except as set out below, there are no other material agreements (except agreements entered in the ordinary course of business) have been entered into by our Company as on the date of this Draft Red Herring Prospectus:

- i. Our Company has been permitted to use the trademark  by our Corporate Promoter i.e. Anand Rathi Financial Services Limited pursuant to a letter dated March 11, 2019 for a brand usage fee which is lower of (a) 0.5% of the gross revenue (as defined in the letter dated March 19, 2019); and (b) 5% of profit before tax (before brand charges). This trademark is registered in the name of our Corporate Promoter i.e. Anand Rathi Financial Services Limited.

Further, there are no agreements, arrangements and clauses or covenants which are material, and which needs to be disclosed or the non-disclosure of which may have bearing on the investment decision in the Issue.

## 15. **Inter-se Arrangements**

Our Company, our Promoter, the members of the Promoter Group and, or, the Shareholders are not party to any agreements, including any deed of assignment, acquisition agreement, shareholders' agreement, inter-se agreement/arrangement or agreements of like nature, with respect to securities of our Company. Further, we confirm there are no other clauses or covenants which our Company, our Promoter, the members of the Promoter Group or the Shareholder are a party to, in relation to securities of our Company, which are material and adverse or pre-judicial to the interest of the minority/ public shareholders.

## 16. **Details of Special Rights**

There are no Shareholders who are entitled to nominate Directors or have any other special rights.

**17. Other Confirmations**

- (a) We confirm that no material clause of Article of Association has been left out from disclosure having bearing on the Issue; and
- (b) We confirm that, except as disclosed under this section titled “*History and Certain Corporate Matters*” there are no other material agreements/ arrangements and clauses / covenants which are required to be disclosed and non-disclosure of which may have bearing on the investment decision of the Investors.

## OUR SUBSIDIARY

### Anand Rathi International Ventures (IFSC) Private Limited

#### *Corporate Information*

Anand Rathi International Ventures (IFSC) Private Limited was incorporated under the Companies Act, 2013 and received a certificate of incorporation from the Registrar of Companies, Gujarat at Ahmedabad dated December 28, 2016. The registered office of our subsidiary is situated at Unit No. 634 Signature, Sixth floor, Block 13B Zone - I, Gift City, Gandhinagar – 382355, Gujarat, India.

#### *Nature of Business*

Anand Rathi International Ventures (IFSC) Private Limited is a trading member of India International Exchange (IFSC) Limited, NSE IFSC Limited, and India International Bullion Exchange IFSC Limited in the Gujarat International Finance Tec-City Centre (GIFT-IFSC). Our Subsidiary offers services to clients including non-resident Indians and family offices looking to invest in international stocks and products.

#### *Capital Structure*

The authorised share capital of Anand Rathi International Ventures (IFSC) Private Limited is ₹ 100,000,000 divided into 10,000,000 equity shares of face value of ₹ 10 each. The paid-up share capital of Anand Rathi International Ventures (IFSC) Private Limited is ₹ 94,276,000 divided into 9,427,600 equity shares of face value of ₹ 10 each.

#### *Shareholding Pattern*

The shareholding pattern of Anand Rathi International Ventures (IFSC) Private Limited is set out below:

<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>Number of equity shares of face value of ₹ 10 each</b>	<b>Shareholding (%)</b>
1.	Anand Rathi Share and Stock Brokers Limited*	9,427,600	100.00
<b>*Total</b>		<b>9,427,600</b>	<b>100.00</b>

\*Pradeep Navratan Gupta holds 1 equity share as nominee of Anand Rathi Share and Stock Brokers Limited.

#### *Interest of our Company*

Our Company holds 100.00% shareholding of Anand Rathi International Ventures (IFSC) Private Limited.

#### **Accumulated profits or losses**

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or of our Subsidiary that has been accounted for by our Company in the Restated Consolidated Financial Information.

#### **Interest in our Company**

Except as disclosed in 'Our Business' and 'Restated Consolidated Financial Information' on pages 204 and 275, respectively, our Subsidiary does not have any business interest in our Company.

#### **Common pursuits**

There are no common pursuits between our Subsidiary and our Company, as on the date of this Draft Red Herring Prospectus.

#### **Other confirmations**

Our Subsidiary does not have its securities listed on any stock exchange in India or abroad. Further, our Subsidiary has not been refused listing of its securities by any stock exchange in India or abroad during the last 10 years, nor has it failed to meet the listing requirements of any stock exchange in India or abroad.

Our Subsidiary does not have a conflict of interest with third party service providers (crucial for operations of the Company) or with lessors of our immovable property (crucial for operations of the Company).

## OUR MANAGEMENT

In accordance with the Companies Act and our Articles of Association, our Company must have not less than 3 and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises 8 Directors, including our 4 Executive Directors and 4 Non-Executive Independent Directors, including one woman independent director. The following table sets forth details regarding our Board as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
1.	<p><b>Pradeep Navratan Gupta</b></p> <p><i>Designation:</i> Chairman and Managing Director</p> <p><i>Current term:</i> 3 years with effect from March 1, 2023</p> <p><i>Period of Directorship:</i> Since November 22, 1991</p> <p><i>Address:</i> 301-C, Beaumonde Tower, Appasaheb Marathe Marg, Mumbai-400025, Maharashtra</p> <p><i>Occupation:</i> Business</p> <p><i>Date of Birth:</i> July 20, 1967</p> <p><i>DIN:</i> 00040117</p>	57	<p><i>Indian Companies:</i></p> <ol style="list-style-type: none"> <li>1. Anand Rathi Wealth Limited;</li> <li>2. AR Trustee Company Private Limited;</li> <li>3. Daman Ganga Textiles Private Limited;</li> <li>4. Jaipur Securities Private Limited;</li> <li>5. Jakheta Finances Private Limited;</li> <li>6. Network Synthetics Private Limited;</li> <li>7. Anand Rathi International Ventures (IFSC) Private Limited;</li> <li>8. PKG Finstock Private Limited;</li> <li>9. Anand Rathi Financial Services Limited;</li> <li>10. Anand Rathi Advisors Limited;</li> <li>11. Anand Rathi Global Finance Limited;</li> <li>12. Navratan Mal Gupta Memorial Foundation;</li> <li>13. Anand Rathi IT Private Limited;</li> <li>14. Anand Rathi Home Finance Limited; and</li> <li>15. Anand Rathi Asset Management Limited.</li> </ol> <p><i>Foreign Companies:</i></p> <p>AAP Investments Limited (Dubai, UAE)</p>
2.	<p><b>Priti Pradeep Gupta</b></p>	54	<p><i>Indian Companies:</i></p>



Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
	<p><b>Designation:</b> Executive Director</p> <p><b>Current term:</b> Liable to retire by rotation with effect from April 25, 2024</p> <p><b>Period of Directorship:</b> Since January 15, 2018</p> <p><b>Address:</b> C301/302, Beau Monde, Tower C, Appasaheb Marathe Marg, Prabhadevi, Mumbai-400025, Maharashtra</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> November 23, 1970</p> <p><b>DIN:</b> 00030350</p>		<p>1. Anand Rathi Global Finance Limited;</p> <p>2. Pushpalata Rathi Foundation;</p> <p>3. Network Synthetics Private Limited;</p> <p>4. Mihika Steels Private Limited;</p> <p>5. Parth Infrasteels Private Limited;</p> <p>6. Ishka Films Private Limited;</p> <p>7. Jaipur Securities Private Limited;</p> <p>8. Lxme Money Private Limited;</p> <p>9. Aishwarya Capital Services Private Limited;</p> <p>10. Krishnav Currencyex Private Limited; and</p> <p>11. Navratan Mal Gupta Memorial Foundation.</p> <p><i>Foreign Companies:</i></p> <p>Nil</p>
3.	<p><b>Roop Kishor Bhootra</b></p> <p><b>Designation:</b> Whole-time Director</p> <p><b>Current term:</b> 3 years with effect from November 15, 2023, liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since July 15, 2017</p> <p><b>Address:</b> Flat No. 503 B Wing, Raheja Reflection, Regent Court, Thakur Village, Borivali (E), Mumbai-400066, Maharashtra, India</p> <p><b>Occupation:</b> Service</p> <p><b>Date of Birth:</b> July 09, 1973</p> <p><b>DIN:</b> 00033180</p>	51	<p><i>Indian Companies:</i></p> <p>1. Anand Rathi Asset Management Limited</p> <p><i>Foreign Companies:</i></p> <p>Nil</p>
4.	<p><b>Vishal Jugal Kishore Laddha</b></p> <p><b>Designation:</b> Whole-time Director</p> <p><b>Current Term:</b> 3 years with effect from November 15, 2023, liable to retire by rotation</p>	54	<p><i>Indian Companies</i></p> <p>1. Anand Rathi Capital Advsiors Private Limited;</p>

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
	<p><b>Period of Directorship:</b> Since November 15, 2017</p> <p><b>Address:</b> 401-A, 4<sup>th</sup> Floor, Aayushi Plot 248, JB Nagar, Bamanpuri Road, Andheri East, Mumbai-400059, Maharashtra, India</p> <p><b>Occupation:</b> Business</p> <p><b>Date of Birth:</b> March 23, 1970</p> <p><b>DIN:</b> 00033628</p>		<p>2. Amit Capital and Securities Private Limited;</p> <p>3. AR Digital Wealth Private Limited;</p> <p>4. Aqua Proof Wall Plast Private Limited;</p> <p>5. Emge Cylinders Private Limited;</p> <p>6. Anand Rathi Advisors Limited;</p> <p>7. Dynamic Minechem Private Limited; and</p> <p>8. Shine Capital and Securities Private Limited.</p> <p><i>Foreign Companies</i> Nil</p>
5.	<p><b>Suresh Mannalalji Kakani</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Current Term:</b> 5 years with effect from November 5, 2024</p> <p><b>Period of Directorship:</b> Since November 5, 2024</p> <p><b>Address:</b> 1601, Sea Sequence, Appasaheb Marathe Marg, Prabhadevi, Mumbai-400025, Maharashtra</p> <p><b>Occupation:</b> Retired IAS officer</p> <p><b>Date of Birth:</b> April 29, 1962</p> <p><b>DIN:</b> 06664365</p>	62	<p><i>Indian Companies</i></p> <p>Nil</p> <p><i>Foreign Companies</i></p> <p>Nil</p>
6.	<p><b>Suresh Kishinchand Khatanhar</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Current Term:</b> 5 years with effect from November 14, 2024</p> <p><b>Period of Directorship:</b> Since November 14, 2024</p> <p><b>Address:</b> 301, SKG Guru Ashish CHS, R C Marg, Chembur, Mumbai 400071</p> <p><b>Occupation:</b> Retired</p> <p><b>Date of Birth:</b> August 25, 1963</p>	61	<p><i>Indian Companies</i></p> <p>Share Microfin Limited</p> <p><i>Foreign Companies</i></p> <p>Nil</p>

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
	<i>DIN:</i> 03022106		
7.	<p><b>Vijay Kumar Agarwal</b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Current Term:</i> 5 years with effect from September 19, 2024</p> <p><i>Period of Directorship:</i> Since September 19, 2024</p> <p><i>Address:</i> A 93, Kalpataru solitaire, NS Road No.5, JVPD Mumbai, Mumbai Suburban, Mumbai-400049, Maharashtra</p> <p><i>Occupation:</i> Practicing Chartered Accountant</p> <p><i>Date of Birth:</i> June 29, 1957</p> <p><i>DIN:</i> 00058548</p>	67	<p><i>Indian Companies</i></p> <ol style="list-style-type: none"> <li>1. Aditya Birla Sun Life Pension Management Limited;</li> <li>2. Aditya Birla Renewables Energy Limited;</li> <li>3. Aditya Birla Renewables Solar Limited;</li> <li>4. Motilal Oswal Trustee Company Limited;</li> <li>5. ABREL (Odisha) SPV Limited;</li> <li>6. ABREL Green Energy Limited;</li> <li>7. Bewakoof Brands Private Limited;</li> <li>8. Sanskar India Foundation</li> </ol> <p><i>Foreign Companies</i></p> <p>Nil</p>
8.	<p><b>Sudha Pravin Navandar</b></p> <p><i>Designation:</i> Independent Director</p> <p><i>Current Term:</i> 5 years with effect from November 29, 2024</p> <p><i>Period of Directorship:</i> Since November 29, 2024</p> <p><i>Address:</i> 603,604/209, Anita Kutir CHS, HIG Colony, 90 Feet Road, Opposite State Bank of India, Pant Nagar, Ghatkopar, East, Mumbai-400075, Maharashtra</p> <p><i>Occupation:</i> Practicing Chartered Accountant</p> <p><i>Date of Birth:</i> November 02, 1966</p> <p><i>DIN:</i> 02804964</p>	58	<p><i>Indian Companies</i></p> <ol style="list-style-type: none"> <li>1. Sudarshan Chemical Industries Limited;</li> <li>2. Kolte-Patil Developers Limited;</li> <li>3. Anand Rathi Financial Services Limited;</li> <li>4. Kshitij Capital Advisors Private Limited;</li> <li>5. Tribhovandas Bhimji Zaveri Limited;</li> <li>6. Yasho Industries Limited;</li> <li>7. Wavin Industries Limited;</li> <li>8. Wavin India Holding Private Limited;</li> <li>9. Wavin India Pipes and Fittings Manufacturing Private Limited; and</li> <li>10. Anand Rathi Wealth Limited.</li> </ol>

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
			Foreign Companies Nil

### Brief profiles of our Directors

**Pradeep Navratan Gupta** is the Chairman and Managing Director of our Company. He has been associated with our Company since 1991 and has 32 years of experience in financial services. He holds a bachelor's degree in commerce from University of Rajasthan. He started his professional journey as a director in 1988 with Daman Ganga Textiles Private Limited. He played an instrumental role in setting up of the institutional broking and investment services arms of our Company and remains the driving force behind our network of branches and Authorised persons across India.

**Priti Pradeep Gupta** is the Executive Director of our Company. She has been associated with the Anand Rathi group since January 22, 1992. She holds bachelor degree in commerce from University of Bombay. She has obtained a post graduation diploma in management from SP Jain Institute of Management & Research, Mumbai. She is currently also associated with LXME Acquaintance LLP, Ishika Focus Film Production LLP, and Navratan Foundation LLP. She has over 30 of experience in financial services.

**Roop Kishor Bhootra** is a Whole-Time Director of our Company. He has been associated with Anand Rathi group since May 4, 1995. He holds a bachelor's degree in commerce. He had all India rank 29 in the final examination conducted by the Institute of Chartered Accountants of India. He is heading the investment services wing of our Company. He has 29 years experience in financial services in the field of building the investment services arm of our Company, formulating business, strategies, and was involved in sales, operations, process management, risk management and technology upgradation.

**Vishal Jugal Kishore Laddha** is a Whole-Time Director of our Company. He has been associated with the Anand Rathi group since September 1, 1994. He was admitted as an Associate of the Institute of Chartered Accountants of India on September 23, 1996. He has 29 years of experience handling various areas of business in financial service industry. He has been actively involved in the institutional equity segment of our Company.

**Suresh Kishinchand Khatanhar** is an Independent Director of our Company. He has been on the Board of our Company since November 14, 2024. He holds a bachelor's degree and master's degree in commerce from University of Bombay. He is a certified associate of the Indian Institute of Bankers. He is also a certified member of the Institute of the Cost and Works Accountants of India. Prior to joining our Board, he was associated with IDBI Bank Limited as Executive Director, Mid Corporate Group, Trade Finance. He has 27 years of experience in Commercial Banking.

**Suresh Mannalalji Kakani** is an Independent Director of our Company. He has been on the Board of our Company since November 05, 2024. He is a retired IAS officer and holds a bachelor's and master's degree in technology (food science) from Marathwada Agricultural University, Parbhani. He holds a graduation degree in Arts - Asian studies from University of California, Berkeley, USA. Prior to joining our Board, he was associated as secretary with State Election Commission of Maharashtra since November 2023. He has 37 years of experience in economical, infrastructural, and health management.

**Vijay Kumar Agarwal** is an Independent Director of our Company. He has been on the Board of our Company since September 19, 2024. He has certificate of practice as Chartered Accountant and certificate of membership from Institute of Chartered Accountants of India. He is a practicing Chartered Accountant and has 44 years of experience in field of Direct Taxes.

**Sudha Pravin Navandar** is an Independent Director of our Company. She has been on the Board of our Company since November 29, 2024. She is a qualified Chartered Accountant from the ICAI and has cleared the final examination of 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. She is also a designated partner at Saksham Insolvency Resolution LLP.

### Confirmations

None of our Directors were or are directors of listed companies during the preceding 5 years of this Draft Red Herring Prospectus whose shares have been / were suspended from being traded on any stock exchange during his / her tenure as a director of such listed company.

None of our Directors were or are directors in listed companies which were delisted from the stock exchanges during his / her tenure.

Except as disclosed in this Draft Red Herring Prospectus, none of our Directors are interested as a member in any firm or company which has any interest in our Company.

Our Directors do not have a conflict of interest with third party service providers (crucial for operations of the Company) or with lessors of our immovable property (crucial for operations of the Company).

### **Relationship amongst our Directors and Key Managerial Personnel and, or Senior Management**

Except for Pradeep Navratan Gupta and Priti Pradeep Gupta who are married to each other, none of our Directors are related to each other or to any of the Key Managerial Personnel or Senior Management of our Company, as on the date of this Draft Red Herring Prospectus.

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, 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.

Further:

1. None of our Directors has been identified as a Wilful Defaulter or Fraudulent Borrower as defined under the SEBI ICDR Regulations; and
2. None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

### **Arrangement or understanding with major shareholders, customers, suppliers or others**

There is no arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed as a Director or member of senior management.

### **Service contracts with Directors**

None of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

### **Borrowing Powers of our Board**

In accordance with the Articles of Association of our Company, and Section 180(1)(c) of the Companies Act, 2013, our Shareholders have pursuant to a special resolution dated December 15, 2023 authorised our Board to borrow any sum or sums of money for the purpose of business of the Company, notwithstanding that the monies to be borrowed together with the money already borrowed by the Company must not exceed the aggregate paid up capital and free reserves, provided however, the maximum amount must not exceed ₹ 40,000.00 million.

### **Terms of Appointment of the Executive Directors of our Company**

#### *Chairman and Managing Director*

Pradeep Navratana Gupta was re-appointed as Managing Director for three years with effect from March 1, 2023, pursuant to a Board resolution dated February 20, 2023 and a Shareholders' resolution dated June 20, 2023. He was appointed as the Chairman of our Board on October 15, 2024. He is entitled to the following remuneration and perquisites with effect from April 1, 2024:

<b>Date of appointment</b>	March 1, 2023
<b>Term of appointment</b>	3 years
<b>Remuneration per annum (in ₹ million)</b>	₹ 72.00 million
<b>Other Terms and Conditions / Perquisites and allowances of expenses</b>	Nil

*Executive Directors*

***Terms of appointment of Priti Pradeep Gupta***

Priti Pradeep Gupta is re-designated as an Executive Director of the Company with effect from April 25, 2024 pursuant to a Board resolution dated April 25, 2024 and a Shareholders' resolution dated August 26 2024. She is entitled to the following remuneration and perquisites with effect from April 25, 2024:

<b>Date of appointment</b>	April 25, 2024
<b>Term of appointment</b>	liable to retire by rotation with effect from April 25, 2024
<b>Remuneration per annum (in ₹ million)</b>	₹ 10 million to ₹ 50 million
<b>Other Terms and Conditions / Perquisites and allowances of expenses</b>	Nil

***Terms of appointment of Roop Kishor Bhootra***

Roop Kishor Bhootra was re-appointed as the Wholetime Director of our Company with effect from November 15, 2023 pursuant to a Board resolution dated August 02, 2023 and a Shareholders' resolution dated September 25, 2023. He is entitled to the following remuneration and perquisites with effect from November 15, 2023:

<b>Date of appointment</b>	November 15, 2023
<b>Term of appointment</b>	3 years
<b>Remuneration per annum (in ₹ million)</b>	₹ 40 million
<b>Other Terms and Conditions / Perquisites and allowances of expenses</b>	Entitled to annual performance bonus as may be decided on level of performance as approved by the Board on recommendations of the Nomination and Remuneration Committee.

***Terms of appointment of Vishal Jugal Kishore Laddha***

Vishal Jugal Kishore Laddha was re-appointed as the Whole-Time Director with effect from November 15, 2023, pursuant to a Board resolution dated August 2, 2023 and Shareholders' resolutions dated September 25, 2023. He is entitled to the following remuneration and perquisites with effect from November 15, 2023:

<b>Date of appointment</b>	November 15, 2023
<b>Term of appointment</b>	3 years
<b>Remuneration per annum (in ₹ million)</b>	₹ 40 million
<b>Other Terms and Conditions / Perquisites and allowances of expenses</b>	Entitled to annual performance bonus as may be decided on level of performance as approved by the Board on recommendations of the Nomination and Remuneration Committee.

**Terms of appointment of our Independent Directors**

Pursuant to a resolution passed by our Board at its meeting held on July 29, 2024 each Independent Director is entitled to receive sitting fees of ₹ 0.05 million meeting for attending meetings of our Board and, 0.025 million per meeting for attending committees, subject to the recommendation of Nomination and Remuneration

Committee and approval of the Board and in accordance with section 149(9), read with sections 197 and 198, of the Companies Act, 2013.

Neither our Company nor our Subsidiary have paid any compensation or granted any benefit on an individual basis to any of our Directors (including contingent or deferred compensation) other than the remuneration paid to them for Fiscal 2024.

### **Payment or benefits to Directors**

The details of payments and benefits made to our Directors by our Company, in Fiscal 2024 are as follows:

#### Executive Directors

(in ₹ million)

<b>Sr. No.</b>	<b>Name of the Executive Director</b>	<b>Designation</b>	<b>Amount</b>
1.	Pradeep Navratan Gupta	Chairman and Managing Director	42.00
2.	Priti Pradeep Gupta	Executive Director	30.00
3.	Roop Kishor Bhootra	Whole-Time Director	80.15
4.	Vishal Jugal Kishore Laddha	Whole-Time Director	44.44
<b>Total</b>			<b>196.59</b>

### **Independent Directors**

Our Independent Directors have been appointed in the current Fiscal and accordingly have not been paid any remuneration in Fiscal 2024.

### **Remuneration paid by our Subsidiary**

As on date of this Draft Red Herring Prospectus, none of our Directors have received any remuneration from the Subsidiary of our Company.

### **Bonus or Profit-Sharing Plans**

Except as set out in the Nomination and Remuneration Policy of our Company, none of our Directors are party to any bonus or profit-sharing plan of our Company.

### **Contingent or Deferred Compensation to our Directors**

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration.

### **Shareholding of Directors in our Company**

The Articles of Association of our Company do not require our Directors to hold any qualification shares.

None of the Directors are holding any Equity Shares in our Company.\*

*\*Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra and Vishal Jugal Kishore Laddha hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.*

### **Interest of our Directors**

All our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to each of them, by our Company. Our Non-Executive Independent Directors may be deemed to be interested to the extent the sitting fees and commission, if any, payable to them for attending meetings of our Board and / or committees thereof as approved by our Board and, or, Shareholders, and the reimbursement of expenses payable to them, as approved by our Board.

Further, our Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors,

partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Our Directors may be deemed to be interested to the extent of certain related party transactions that were undertaken with them by our Company. Our Directors may also be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company in the normal course of business with companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees. For further details, see 'Restated Consolidated Financial Information' on page 275.

#### *Interest in the promotion/formation of our Company*

Except for Pradeep Navratan Gupta and Priti Pradeep Gupta, who are Promoters of our Company, none of our Directors have any interest in the promotion of our Company. Except for Pradeep Navratan Gupta, being one of the initial subscribers to the memorandum of association of our Company, none of our Directors were involved in the formation of our Company.

#### *Interest as to property*

None of our Directors are interested in any property acquired or proposed to be acquired by our Company.

#### *Loans to Directors*

Our Directors have not availed any loans from our Company or our Subsidiary.

#### *Other interest*

No sum has been paid or agreed to be paid to our Directors or to any firms or companies in which they may be partners or members respectively, in cash or shares or otherwise by any person either to induce him / her to become, or to qualify him/ her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

#### **Changes in our Board in the last 3 years**

Except for the following, there has been no change in the Board of Directors of the Company, in the last 3 years.

<b>Sr. No.</b>	<b>Name</b>	<b>Date of Appointment/ Change in Designation/Cessation</b>	<b>Reasons</b>
1.	Sudha Pravin Navandar	November 29, 2024	Appointed as Independent Director
2.	Suresh Kishinchand Khatanhar	November 14, 2024	Appointed as Independent Director
3.	Suresh Mannalalji Kakani	November 5, 2024	Appointed as Independent Director
4.	Vijay Kumar Agarwal	September 19, 2024	Appointed as Independent Director
5.	Priti Pradeep Gupta	April 25, 2024	Change in designation from Managing Director to Executive Director
6.	Roop Kishor Bhootra	November 15, 2023	Re-appointment as Whole-time Director
7.	Vishal Jugal Kishore Laddha	November 15, 2023	Re-appointment as Whole-time Director
8.	Pradeep Navratan Gupta	March 01, 2023	Re-appointed as Managing director

*Note: Excludes any regularisation of appointment of directors*

#### **Corporate Governance**

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations and the Companies Act, 2013 in respect of corporate governance pertaining to the constitution of our Board and committees thereof and formulation of policies.



Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, our Board comprises 8 Directors, of whom 4 are Executive Directors and 4 are Independent Directors (including 1 woman independent director).

### **Committees of our Board**

Our Board has constituted the following committees of the Board in terms of the SEBI Listing Regulations and the Companies Act:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee; and
5. Risk Management Committee.

Our Board may, from time to time, constitute committees to delegate certain powers for various functions, in accordance with applicable laws.

#### ***Audit Committee***

The Audit Committee of our Board was re-constituted by a resolution of our Board at their meeting held on November 15, 2024, with effect from November 29, 2024. The constitution of the Audit Committee is as follows:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Vijay Kumar Agarwal	Independent Director	Chairperson
2.	Roop Kishor Bhootra	Whole-time Director	Member
3.	Sudha Pravin Navandar	Independent Director	Member

The Company Secretary will act as the Secretary of the Committee.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

#### ***Terms of Reference for the Audit Committee:***

The Audit Committee shall be responsible for, among other things, from time to time, the following:

#### **A. Powers of the Audit Committee**

The powers of the Audit Committee shall include 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;
4. To secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. Such other powers as may be prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **B. Role of the Audit Committee**

The role of the Audit Committee shall include the following:

1. To oversee the financial reporting process;
2. To review financial results and related information and disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
3. To approve or modify any related party transactions, to review internal financial controls and risk management system;

4. To formulate policy on related party transactions, which shall include materiality of related party transactions;
5. To review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
6. To recommend appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
7. To review and evaluate with the management performance of statutory and internal auditors, effectiveness of audit process and adequacy of the internal control systems;
8. To review and monitor the statutory auditor's independence and performance, and effectiveness of audit process;
9. Approval of payment to statutory auditors for any other services rendered by the statutory auditors of the Company;
10. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - i. 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 as amended from time to time;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions; and
  - vii. Modified opinion(s) in the draft audit report.
11. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
12. 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 utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
13. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
14. To set out criteria for granting omnibus approval in line with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
15. Scrutinising of inter-corporate loans and investments;
16. Valuation of undertakings or assets of the Company, wherever it is necessary;
17. Evaluation of internal financial controls and risk management systems;
18. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
19. 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;
20. Discussing with internal auditors on any significant findings and follow up thereon;
21. 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;
22. Discussing 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;
23. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
24. Reviewing the functioning of the whistle blower mechanism;
25. Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate; and
26. 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 and/or specified/provided under the

- Companies Act, the SEBI Listing Regulations, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or by any other regulatory authority.
27. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as per applicable law.
  28. Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
  29. To ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the Company.
  30. To review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively.

### C. Reviewing Powers

The Audit Committee shall mandatorily review the following information:

1. Management's discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by the management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor;
6. Examination of the financial statements and the auditors' report thereon;
7. Review the financial statements, in particular, the investments made by any unlisted subsidiary; and
8. Statement of deviations:
  - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations; and
  - ii. annual statement of funds utilised for purposes other than those stated in the document/prospectus/notice in terms of the SEBI Listing Regulations.

### *Nomination and Remuneration Committee*

The Nomination and Remuneration Committee of our Board was re-constituted by a resolution of our Board at their meeting held on November 15, 2024. The constitution of the Nomination and Remuneration Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Vijay Kumar Agarwal	Independent Director	Chairperson
2.	Suresh Mannalalji Kakani	Independent Director	Member
3.	Suresh Kishinchand Khatanhar	Independent Director	Member

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

### *Terms of Reference for the Nomination and Remuneration Committee:*

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (**Board** or **Board of Directors**) a policy relating to the remuneration of the directors, key managerial personnel and other employees (**Remuneration Policy**);
2. The Nomination and Remuneration Committee, while formulating the Remuneration 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 our Company successfully;

- ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - iii. remuneration to directors, key managerial 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.
3. formulation of criteria for evaluation of performance of independent directors and the Board;
  4. devising a policy on Board diversity;
  5. 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 specify the manner for effective evaluation of performance of the Board, its committees, and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the Remuneration Policy and the evaluation criteria in its annual report;
  6. reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;
  7. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
    - i. use the services of an external agencies, if required;
    - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
    - iii. consider the time commitments of the candidates.
  8. extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
  9. evaluation and recommendation of termination of appointment of directors in accordance with the Board's governance principles for cause or for other appropriate reasons;
  10. making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel;
  11. recommending to the Board, all remuneration, in whatever form, payable to senior management, including revisions thereto;
  12. administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;
  13. framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:
  14. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
  15. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.
  16. carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;
  17. performing such other functions as may be necessary or appropriate for the performance of its duties;
  18. periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;
  19. authorization to obtain advice, reports or opinions from internal or external counsel and expert advisors;
  20. ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act;
  21. developing a succession plan for our Board and senior management and regularly reviewing the plan;
  22. ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
  23. consideration and determination of the Remuneration Policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Nomination and Remuneration Committee shall deem appropriate; and
  24. perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act to the extent notified and effective, as amended or by the SEBI Listing Regulations or by any other applicable law or regulatory authority.

### ***Stakeholders' Relationship Committee***

The Stakeholders' Relationship Committee of our Board was constituted by a resolution of our Board at their meeting held on July 29, 2024, with effect from September 19, 2024. The constitution of the Stakeholders' Relationship Committee is as follows:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Vijay Kumar Agarwal	Independent Director	Chairperson
2.	Roop Kishor Bhootra	Whole-time Director	Member
3.	Vishal Jugal Kishore Laddha	Whole-time Director	Member

### ***Terms of Reference for the Stakeholders' Relationship Committee:***

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

The terms of reference of the Stakeholders' Relationship Committee include the following:

1. considering and specifically looking into various aspects of interests of shareholders, debenture holders and other security holders;
2. resolving the grievances of the security holders of the listed entity including complaints related to allotment of shares, transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, depository receipt, non-receipt of annual report , balance sheet or profit and loss account, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
3. review of measures taken for effective exercise of voting rights by shareholders;
4. investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
5. giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
6. review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
7. review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
8. carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

### ***Corporate Social Responsibility Committee***

The Corporate Social Responsibility Committee of our Board was re-constituted by a resolution of our Board at their meeting held on November 15, 2024. The constitution of the Corporate Social Responsibility Committee is as follows:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Pradeep Navratan Gupta	Chairman and Managing Director	Chairperson
2.	Roop Kishor Bhootra	Whole-time Director	Member
3.	Priti Pradeep Gupta	Executive Director	Member
4.	Suresh Mannalalji Kakani	Independent Director	Member

The scope and functions of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act.

### ***Terms of Reference for the Corporate Social Responsibility Committee***

The terms and reference of the Corporate Social Responsibility Committee include the following:

1. 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 the rules made thereunder, as amended (**Companies Act**), monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
2. identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
3. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;
4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
5. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
6. assistance to the Board to ensure that our Company spends towards the corporate social responsibility activities in every Fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act;
7. providing explanation to the Board if the Company fails to spend the prescribed amount within the financial year;
8. providing updates to our Board at regular intervals of six months on the corporate social responsibility activities;
9. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and
10. exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

### ***Risk Management Committee***

The Risk Management Committee was re-constituted by a resolution of our Board at their meeting held on November 15, 2024. The members of the Risk Management Committee are:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Roop Kishor Bhootra	Whole-time Director	Chairperson
2.	Vijay Kumar Agarwal	Independent Director	Member
3.	Suresh Kishinchand Khatanhar	Independent Director	Member
4.	Roshan Moondra	Senior Management Personnel	Member
5.	A.B. Rathi	Senior Vice President	Member

The scope and functions of the Risk Management Committee are in accordance with Section 178 of the Companies Act and the Regulation 21 of the SEBI Listing Regulations.

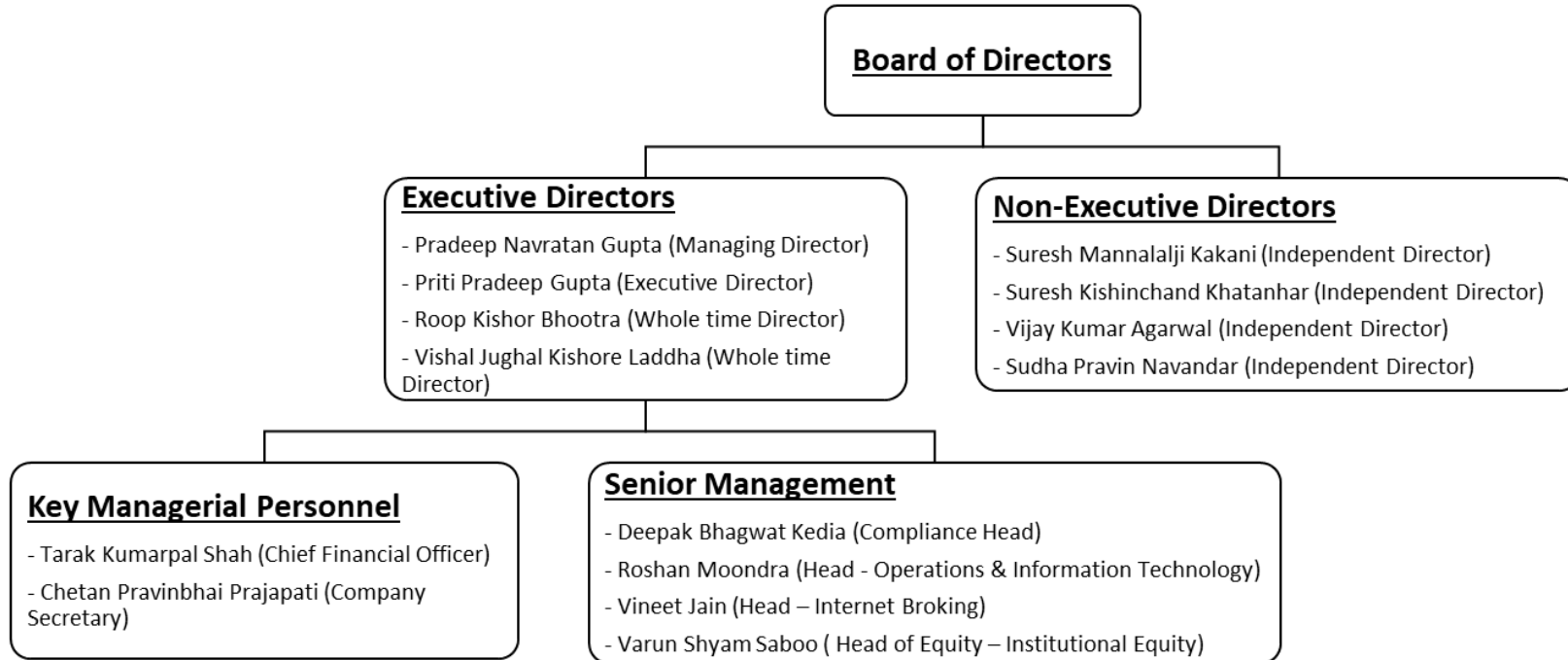
### ***Terms of Reference for the Risk Management Committee***

The terms of reference of the Risk Management Committee include the following:

1. To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof. The risk management policy shall include the following:
  - 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 Risk Management Committee;

- ii. Measures for risk mitigation including systems and processes for internal control of identified risks; and
  - iii. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
  3. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
  4. To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
  5. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
  6. To implement and monitor policies and/or processes for ensuring cyber security;
  7. To frame, devise and monitor risk management plan and policy of the Company, including evaluating the adequacy of risk management systems;
  8. To review and recommend potential risk involved in any new business plans and processes;
  9. To review the Company's risk-reward performance to align with the Company's overall policy objectives;
  10. Monitor and review regular updates on business continuity;
  11. Advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and
  12. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013, as amended, or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

## Management Organisation Structure





## Key Managerial Personnel and Senior Management

In addition to Pradeep Navratan Gupta, our Chairman and Managing Director, and our Executive Director i.e. Priti Pradeep Gupta and our Whole Time Directors i.e. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, whose details have been provided under the paragraph ‘*Brief profile of our Directors*’ on page 244, the details of our other Key Managerial Personnel and Senior Management as on the date of this Draft Red Herring Prospectus, are as follows:

### *Brief Profiles of our Key Managerial Personnel*

**Tarak Kumarpal Shah** is the Chief Financial Officer of our Company. He has been associated with our Company since August 22, 2022. In his current role, he is responsible for treasury, corporate finance, accounts, taxation, audit, business finance, commercial and controlling teams in our Company. He has passed final examination conducted by the Institute of Chartered Accountants of India. In addition to technical accounting background, he is also part of operational decision-making in our Company. He is certified Chartered Global Management Accountant. Prior to joining our Company, he was associated with BSR & Co. LLP. He has over 15 years of experience in accounting and finance operations. During Fiscal 2024, he received an aggregate compensation of ₹ 4.46 million from our Company.

**Chetan Pravinbhai Prajapati** is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since August 31, 2024. In his current role, he is responsible for secretarial compliance of the Company. He holds bachelor’s degree in commerce from University of Mumbai, LLB degree from the University of Mumbai and has passed post-graduation diploma in securities law from University of Mumbai. He is a certified company secretary from the Institute of Company Secretary of India. Prior to joining our Company, he was associated with Horizon Packs Private Limited, Blue Star Diamonds Private Limited and SPRS & Co., Company Secretaries. He has over 10 years of experience in Secretarial Compliance. During Fiscal 2024, he did not receive any compensation from our Company, since he was appointed as the Company Secretary and Compliance Officer in our Company in the current Fiscal.

### *Senior Management*

The details of our Senior Management as on the date of this Draft Red Herring Prospectus, are as follows:

1. Deepak Bhagwat Kedia, Compliance Head;
2. Roshan Moondra, Head - Operations & Information Technology;
3. Vineet Jain, Head - Internet Broking; and
4. Varun Shyam Saboo, Head of Equity – Institutional Equity.

### *Brief Profiles of our Senior Management*

**Deepak Bhagwat Kedia** is the head of the Compliance department of our Company and has been associated with our Company since 2005. He holds a bachelor’s degree in commerce from University of Bombay. He has successfully completed NISM Series III-A Securities Intermediaries Compliance (non-fund) continuing professional education program. Prior to joining our Company, he was associated with M/S Khandwala & Shah, Everlasting Plastics, Inco Mechel Private Limited, Kores (India) Limited, and Narangs International Hotels Private Limited. He was also a tax practitioner in 2002 and was a member in the management committee of BSE Brokers Forum in 2007. He has 34 years of experience in finance industry. During Fiscal 2024, he received an aggregate compensation of ₹ 5.53 million from our Company.

**Roshan Moondra** is the Head - Operations & Information Technology of our Company and has been associated with our Company since January 29, 2020 in his second tenure with Anand Rathi group. He has passed the final examination conducted by the Institute of Chartered Accountants of India. Prior to joining our Company, he was associated with Edelweiss Rural & Corporate Services Limited. He has over 18 years of experience in financial services. During Fiscal 2024, he received an aggregate compensation of ₹ 7.54 million from our Company.

**Vineet Jain** is the Head - Internet Broking of our Company and has been associated with our Company since June 26, 2023. He holds a bachelor’s degree in science & engineering from Jamia Millia Islamia and master’s degree

in finance from University of Delhi. Prior to joining our Company, he was associated with Atlantis Capital, Slicepay and Citibank. He has over 20 years of experience in banking and fintech. During Fiscal 2024, he received an aggregate compensation of ₹ 6.48 from our Company.

**Varun Shyam Saboo** is the Head of Equity - Institutional Equity of our Company and has been associated with our Company since November 16, 2022. He has passed part II of bachelor of commerce examination from University of Calcutta. He is a certified Chartered Financial Analyst from the ICFAI University. Prior to joining our Company, he was associated with DAM Capital Advisors Limited, IDFC Securities Limited and Prabhudas Liladhar Private Limited. He has over 9 years of experience in institutional equities. During Fiscal 2024, he received an aggregate compensation of ₹ 13.00 million from our Company.

### **Relationship amongst our Key Managerial Personnel and Senior Management**

Other than as mentioned in '*Relationship amongst our Directors and Key Managerial Personnel and, or Senior Management*' on page 245, none of our Key Managerial Personnel and Senior Management are related to each other:

### **Arrangements and Understanding with major shareholders, customers, suppliers or others**

None of our Key Managerial Personnel and Senior Management have been selected pursuant to any arrangement or understanding with any Shareholders, customers or suppliers or others.

### **Retirement and termination benefit**

Except for applicable statutory benefits, none of our Key Managerial Personnel and Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

### **Service Contracts with Key Managerial Personnel and Senior Management**

None of our Key Managerial Personnel and Senior Management have entered into any service contract with our Company.

### **Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management**

There is no contingent or deferred compensation payable to our Key Managerial Personnel and Senior Management which does not form part of their remuneration.

### **Status of Key Managerial Personnel and Senior Management**

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

### **Shareholding of Key Managerial Personnel and Senior Management**

Except as disclosed in '*Our Management - Shareholding of Directors in our Company*' on page 247, none of the Key Managerial Personnel or members of Senior Management hold any Equity Shares in our Company.

### **Bonus or Profit-Sharing Plan of Key Managerial Personnel and Senior Management**

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management.

### **Changes in the Key Managerial Personnel and Senior Management**

Except as disclosed below and as disclosed in '*Our Management – Changes in the Board in the last three years*' with respect to the Executive Directors on page 248, there have been no changes in the Key Managerial Personnel and Senior Management in the last 3 years:

<b>Name</b>	<b>Designation</b>	<b>Date of change</b>	<b>Reason for change</b>
Chetan Pravinbhai Prajapati	Company Secretary	October 21, 2024	Appointment as Company Secretary
Manasi Jayesh Shah	Company Secretary	July 16, 2024	Cessation as Company Secretary
Tarak Kumarpal Shah	Chief Financial Officer	August 22, 2022	Appointment as Chief Financial Officer

### **Interests of Key Managerial Personnel and Senior Management**

Except as disclosed above in *'Interest of Directors'* on page 247 with respect to the Executive Directors, our Key Managerial Personnel and members of Senior Management do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business and statutory benefits such as gratuity, provident fund and pension entitled to our Key Managerial Personnel and members of Senior Management. The Key Managerial Personnel and members of Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares, if any, held by them in the Company. To the extent applicable, our Key Managerial Personnel and members of Senior Management are also interested in any Equity Shares which may be allotted to them pursuant to exercise of options under the ESOP Plan and any distributions in relation thereof.

None of the Key Managerial Personnel or Senior Management have been paid any consideration of any nature from our Company on whose rolls they are employed, other than their remuneration

### **Attrition of Key Managerial Personnel and Senior Management vis-à-vis industry**

The rate of attrition of our Key Managerial Personnel and our Senior Management is not high in comparison to the industry in which we operate.

### **Payment or benefits to Directors or Key Managerial Personnel and Senior Management (non-salary related)**

Except as disclosed above under *'Interest of our Directors'* on page 247, *'Interests of Key Managerial Personnel and Senior Management'* on page 259 and as stated in see *'Restated Consolidated Financial Information - Note no. 43 - Related Party Disclosures'* on page 310, no amount or benefit has been paid or given within the 2 years preceding the date of filing of this Draft Red Herring Prospectus or intended to be paid or given to any officer of our Company, including our Directors, Key Management Personnel and Senior Management.

### **Employee Stock Option Scheme**

Our Company has formulated ESOP 2023. For details on the ESOP 2023, see *'Capital Structure - Employee Stock Option Plan'* on page 133.

### **Other confirmations**

Our Key Managerial Personnel and Senior Management do not have a conflict of interest with third party service providers (crucial for operations of the Company) or with lessors of our immovable property (crucial for operations of the Company).

## OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are:

1. Anand Nandkishore Rathi;
2. Pradeep Navratan Gupta;
3. Priti Pradeep Gupta; and
4. Anand Rathi Financial Services Limited.

As on date of this Draft Red Herring Prospectus, our Promoters hold 44,355,408 Equity Shares constituting 100.00% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth below:

Sr. No.	Name of the Promoter	No. of Equity Shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Anand Rathi Financial Services Limited* <sup>^</sup>	44,355,408	100.00
<b>Total</b>		<b>44,355,408</b>	<b>100.00</b>


*\*Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, the Promoters of our Company hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited. Krishnav Gupta, a member of our Promoter Group, holds 2 Equity Shares as a nominee of Anand Rathi Financial Services Limited. Roop Kishor Bhootra and Vishal Jugal Kishore Laddha, the public shareholders of our Company, hold 2 Equity Shares each as nominees of Anand Rathi Financial Services Limited.*


*<sup>^</sup>Anand Nandkishore Rathi and Pradeep Navratan Gupta are directors of Anand Rathi Financial Services Limited.*

For further details, see 'Capital Structure – Notes to Capital Structure - Build-up of Promoters' shareholding in our Company on page 128.

### Brief Profiles of our Promoters

#### Our Individual Promoters

	<p><b>Anand Nandkishore Rathi</b></p> <p><b>Date of Birth:</b> June 25, 1946</p> <p><b>PAN:</b> AADPR6532R</p> <p>Anand Nandkishore Rathi, aged 78 years, is one of the Promoters of our Company. He is a gold medalist Chartered Accountant of November 1966 batch from the Institute of Chartered Accountants of India. He completed his Chartered Accountancy over 50 years back. He is the founder of the Anand Rathi group. He was also associated 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 was a central council member of the Institute of Chartered Accountants of India. He is associated with philanthropic organisations. Other than the entities forming part of the Promoter Group, he is not involved in any other venture.</p> <p><b>Address:</b> 274/A, Kalpataru Horizon Co. Op. Hsg Society, S. K. Ahire Marg, Worli, Mumbai - 400018, Maharashtra, India.</p>
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	<p><b>Other Directorships held:</b></p> <ol style="list-style-type: none"> <li>1. Anand Rathi Global Intermediaries Limited;</li> <li>2. Anand Rathi Asset Management Limited;</li> <li>3. Anand Rathi Insurance Brokers Limited</li> <li>4. Anand Rathi Global Finance Limited;</li> <li>5. Anand Rathi Financial Services Limited;</li> <li>6. Anand Rathi IT Private Limited;</li> <li>7. Anand Rathi Wealth Limited;</li> <li>8. Anand Rathi Home Finance Limited;</li> <li>9. Asha Leasing and Finance Private Limited;</li> <li>10. AR Digital Wealth Private Limited;</li> <li>11. AR Trustee Company Private Limited;</li> <li>12. Sapphire Human Capital Private Limited;</li> <li>13. Maa Gou Products Private Limited;</li> <li>14. Twelfth Tier Property Limited;</li> <li>15. Shree Gou Shakti Udyog Private Limited;</li> <li>and</li> <li>16. Emami Limited</li> </ol>
	<p><b>Pradeep Navratan Gupta</b></p> <p><b>Date of Birth:</b> July 20, 1967</p> <p><b>PAN:</b> ABRPG5512H</p> <p>Pradeep Navratan Gupta, aged 57 years, is one of the Promoters, and Chairman and Managing Director of our Company. Other than the entities forming part of the Promoter Group, he is not involved in any other venture. For a complete profile of Pradeep Navratan Gupta, including his educational qualifications, residential address, professional experience, other directorships etc., see '<i>Our Management</i>' on page 240.</p>



**Priti Pradeep Gupta**

**Date of Birth:** November 23, 1970

**PAN:** ABBPG7443H

Priti Pradeep Gupta, aged 54 years, is one of the Promoters and Executive Director of our Company. Other than the entities forming part of the Promoter Group, she is not involved in any other venture. For a complete profile of Priti Pradeep Gupta, including her educational qualifications, residential address, professional experience, other directorships etc., see 'Our Management' on page 240.

Our Company confirms that the permanent account numbers, bank account numbers, passport numbers, Aadhaar card numbers (to the extent applicable) and driving license numbers of our Individual Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

**Our Corporate Promoter**

***Anand Rathi Financial Services Limited***

***Corporate information and History***

Anand Rathi Financial Services Limited 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 identity number is U67120MH1996PLC100108. Its registered office is situated at Express Zone, A-Wing, 10<sup>th</sup> Floor, Western Express Highway, Goregaon (East), Mumbai - 400063.

As on the date of this Draft Red Herring Prospectus, Anand Rathi Financial Services Limited carries on the business of financial services including investment in securities of companies and distribution of financial products. There have been no changes to the activities of Anand Rathi Financial Services Limited since its incorporation.

***Board of Directors***

The Board of Directors of Anand Rathi Financial Services Limited as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the Director	Designation
1.	Anand Nandkishore Rathi	Non-Executive Director
2.	Pradeep Navratan Gupta	Non-Executive Director
3.	Jugal Kishor Mantri	Non-Executive Director
4.	Abhishek Rathi	Whole-time Director
5.	Sudha Pravin Navandar	Non-Executive Independent Director
6.	Adesh Kumar Gupta	Non-Executive Independent Director

The authorised share capital of Anand Rathi Financial Services Limited is ₹ 400,000,000 divided into 25,000,000 equity shares of ₹ 10 each and 150,000,000 preference shares of ₹ 1 each. The paid-up share capital of Anand Rathi Financial Services Limited is ₹ 223,847,790 divided into 22,384,779 equity shares of face value of ₹ 10 each.

***Shareholding pattern of our Corporate Promoter as of the date of this Draft Red Herring Prospectus***

<b>Sr. No.</b>	<b>Name of the shareholders</b>	<b>Number of Equity shares held</b>	<b>Shareholding Percentage (%)</b>
1.	Anand Rathi	12,143,131	54.25
2.	Pradeep Kumar Gupta	4,420,937	19.75
3.	Priti Pradeep Gupta	3,728,000	16.65
4.	Anand Rathi Capital Advisors Pvt Ltd.	842,011	3.76
5.	Anand Rathi IT Private Limited	200,000	0.89
6.	Asha Leasing & Finance Private	200,000	0.89
7.	Vahin Advisors and Traders Private	200,000	0.89
8.	Pooja Maru	180,000	0.8
9.	Aqua Proof Wall Plast Private Limited	171,200	0.76
10.	Navratan Mal Gupta HUF	63,000	0.28
11.	Ar Children Trust	50,000	0.22
12.	Jakhetia Finance Pvt. Ltd.	34,500	0.15
13.	Raj Kumar Jain	20,000	0.09
14.	M/S Jaipur Securities Pvt. Ltd.	18,400	0.08
15.	Pradeep Kumar Gupta HUF	17,400	0.08
16.	Roop Kishor Bhootra	16,000	0.07
17.	Bhavesh P Shah	15,000	0.07
18.	Chetan Pitamber Bharkhada	15,000	0.07
19.	Navratna Mal Gupta Trust	14,000	0.06
20.	Hemant Ghanshyamdas Lakhotiya	10,000	0.04
21.	Ravindra Ramesh Maloo	10,000	0.04
22.	Rahul Porwal	10,000	0.04
23.	Payal Jain	5,000	0.02
24.	Gaurav Khosla	600	Negligible
25.	Manish Srivastava	600	Negligible
	<b>Total</b>	<b>22,384,779</b>	<b>100.00</b>

***Details of change in control of our Corporate Promoter***

There has been no change in control of Anand Rathi Financial Services Limited in the last three years preceding the date of this Draft Red Herring Prospectus.

***Promoter of our Corporate Promoter***

The promoters of Anand Rathi Financial Services Limited are Anand Nandkishore Rathi and Pradeep Navratan Gupta.

Our Company also confirms that the permanent account number, bank account number, corporate identity number and address of the Registrar of Companies where our Corporate Promoter i.e., Anand Rathi Financial Services Limited is registered, will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

***Interests of our Promoters***

Our Promoters are interested in our Company to the extent: (a) that they have promoted our Company; and (b) of their shareholding in our Company, the shareholding of their relatives and entities in which the Promoters are interested and which hold the Equity Shares, and the dividends payable upon such shareholding, if any; (c) any other distributions in respect of the Equity Shares held by them, their relatives or such entities, if any; (d) of being the Directors of our Company and the sitting fees/remuneration, benefits and reimbursement of expenses, payable to them as per the terms of their employment by our Company; and (e) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoters hold shares or have an interest, if applicable;. For further details of our Promoters, see ‘*Summary of Issue Document - Summary of Related Party Transactions*’, ‘*Capital Structure*’ ‘*Our Subsidiary*’ and ‘*Our Management*’ on pages 26, 101, 238, and 240, respectively.

None of our Promoters are interested as a member of a firm or company and no sum has been paid or agreed to be paid to any of our Promoters or to any such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise, for services rendered by such Promoter(s) or by such firm or company in connection with the promotion or formation of our Company.

There are no other entities forming part of our Promoter Group that are engaged in business activities similar to those of our Company. Further, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

#### **Payment or benefits to our Promoters or to the members of our Promoter Group**

Except as stated in ‘*Our Management*’ and ‘*Restated Consolidated Financial Information - Note 43 - Related Party Disclosures*’ on pages 240 and 310, respectively, and as stated below there has been no direct or indirect contracts, agreements or any other arrangements pursuant which any amount, payment or benefit paid or given, respectively, to our Promoters or Promoter Group during 2 years prior to the date of this Draft Red Herring Prospectus and no amount, payment or benefit is intended to be paid or given to any of our Promoters or the members of our Promoter Group.

Anand Rathi Global Finance Limited (**Licensor**) entered into a Leave and License Agreement with our Company (**Licensee**) on November 1, 2020 to permit our Company to use and occupy for a period of 60 months commencing from November 1, 2020 and ending on October 31, 2025, on payment of a monthly license fee of ₹ 1.27 million for our Registered Office and Corporate Office. The Leave and License has been granted for business purpose. The amount received by Anand Rathi Global Finance Limited from our Company in the last 2 Fiscals is set out below:

<b>Financial Years</b>	<b>Basic (in ₹ million)</b>	<b>GST (in ₹ million)</b>	<b>Gross (in ₹ million)</b>	<b>Less TDS @ 10% (in ₹ million)</b>	<b>Net amount paid</b>
Fiscal 2023	15.24	2.74	17.98	1.52	16.46
Fiscal 2024	15.24	2.74	17.98	1.52	16.46
<b>Total</b>	<b>30.48</b>	<b>5.48</b>	<b>35.97</b>	<b>3.05</b>	<b>32.92</b>

#### **Material guarantees**

Except as set out below, as on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to the Equity Shares:

1,31,95,293 equity shares of the Company being held by Anand Rathi Financial Services Limited and pledged with Axis Trustee Services Limited against the secured Debentures issued by Anand Rathi Financial Services Limited. Further details regarding the same are set out below:



Trustee for debenture holders	Reason for pledge	No. of Equity Shares pledged currently	Event triggering invocation of security
Axis Trustee Services Limited	To provide security cover against the debentures issued	1,31,95,293	On occurrence of any event of default such as two consecutive defaults in repayment, non-compliance of terms and conditions etc.

### Change in the control of our Company

There has been no change in control of our Company in the last 5 years immediately preceding the date of this Draft Red Herring Prospectus.

### Companies with which our Promoters have disassociated in the last 3 years

Save and except as set out below, none of our Promoters have disassociated themselves from any company in the last 3 years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the company or firm form which the Promoter has disassociated	Reasons for and circumstances leading to disassociation	Date of disassociation
1.	<b>Anand Nandkishore Rathi</b>		
i.	Ffreedom Intermediary Infrastructure Private Limited	Due to other occupation	July 3, 2022
2.	<b>Pradeep Navratan Gupta</b>		
i.	Anand Rathi Wealth Advisors Limited	Due to other occupation obligations	January 19, 2024
ii.	LXME Money Private Limited	Due to other occupation obligations	May 3, 2023
3.	<b>Anand Rathi Financial Services Limited</b>		
i.	Anand Rathi Advisors Limited	Transfer of entire shareholding to other entities/persons	May 10, 2024
ii.	Anand Rathi Housing Finance Limited (now known as Twelfth Tier Property Limited)	Anand Rathi Financial Services Limited is a majority shareholder of Anand Rathi Global Finance Limited. Anand Rathi Housing Finance Limited (now known as Twelfth Tier Property Limited) was a wholly owned subsidiary of Anand Rathi Global Finance Limited. The entire shareholding of Anand Rathi Global Finance Limited in Anand Rathi Housing Finance Limited was transferred.	March 29, 2023


### Other confirmations

Our Promoters are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

Neither our Promoters nor any of the members of our Promoter Group have not been declared as Wilful Defaulters or Fraudulent Borrowers, as defined in the SEBI ICDR Regulations.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as stated in ‘*Outstanding Litigation and Other Material Developments*’, there is no litigation or legal or disciplinary action pending or taken by any ministry, department of the Government or statutory authority, in India or overseas, during the last 5 years preceding the date of this Draft Red Herring Prospectus against our Promoters.

We are permitted to use the brand name ‘*Anand Rathi*’ for legitimate business purposes pursuant to a brand usage letter dated March 11, 2019, issued by ARFSL, our Corporate Promoter for which we pay brand usage charges based on our profit before tax and gross revenue, calculated in the prescribed manner. The trademark  has been registered by ARFSL. Save and except for this, our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

Our Promoters do not have a conflict of interest with third party service providers (crucial for operations of the Company) or with lessors of our immovable property (crucial for operations of the Company).

Except in the ordinary course of business as disclosed in ‘*Restated Consolidated Financial Information – Note 43- Related Party Disclosures*’ on page 310: (i) our Promoters have no interest in any property acquired by our Company in the preceding 3 years or proposed to be acquired by our Company, as on the date of this Draft Red Herring Prospectus; and (ii) our Promoters do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

### Our Promoter Group

In addition to our Promoters, the following persons and entities form part of our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

#### Natural persons who are part of the Promoter Group

Name of Promoter	Relationship	Name of the Relative
Anand Nandkishore Rathi	Brother	Suresh Rathi
	Sister	Phool Kaur Mundra
	Sister	Tara Mantri
	Son	Amit Rathi
	Daughter	Pooja Maru
	Daughter	Priti Pradeep Gupta
	Spouse’s Sister	Krishna Dhoot
Pradeep Navratan Gupta	Spouse	Priti Pradeep Gupta
	Sister	Prabha Mundra
	Sister	Asha Biyani
	Son	Krishnav Gupta
	Daughter	Aishwarya Gupta
	Spouse’s Father	Anand Nandkishore Rathi
	Spouse’s Brother	Amit Rathi
	Spouse’s Sister	Pooja Maru
Priti Pradeep Gupta	Spouse	Pradeep Navratan Gupta
	Father	Anand Nandkishore Rathi
	Brother	Amit Rathi
	Sister	Pooja Maru
	Son	Krishnav Gupta
	Daughter	Aishwarya Gupta
	Spouse’s Sister	Prabha Mundra
	Spouse’s Sister	Asha Biyani

#### Entities forming part of the Promoter Group of our Promoters

<b>Sr. No.</b>	<b>Name</b>
1.	Anand Rathi Asset Management Limited
2.	Anand Rathi Home Finance Limited
3.	Jaipur Securities Private Limited
4.	Anand Rathi Financial Services Limited
5.	AR Trustee Company Private Limited
6.	Navratan Mal Gupta Memorial Foundation
7.	Daman Ganga Textiles Private Limited
8.	Network Synthetics Private Limited
9.	Asha Leasing and Finance Private Limited
10.	Twelfth Tier Property Limited
11.	Anand Rathi IT Private Limited
12.	Sapphire Human Capital Private Limited
13.	Pushpalata Rathi Foundation
14.	Jakhetia Finances Private Limited
15.	Parth Infrasteels Private Limited
16.	Ishka Films Private Limited
17.	Ishka Focus Film Production LLP
18.	LXME Money Private Limited
19.	LXME Acquaintance LLP
20.	Vahin Advisors & Traders Private Limited
21.	AAP Investments Ltd. (Dubai, UAE)
22.	Aishwariya Capital Services Private Limited
23.	Septa Health Solutions Private Limited
24.	Anand Rathi Wealth Advisors Limited
25.	SECMEC Consultants Private Limited
26.	Rathi Renewable Energy Private Limited
27.	Rathi IT Solutions Private Limited
28.	Maheshwari Dhankosh Private Limited
29.	Anand Rathi Marketing Services Private Limited
30.	Anand Rathi Power Projects Private Limited
31.	Girish Synthesis Private Limited
32.	Jiva Elements & Energy Solutions Private Limited
33.	Dynamic Minechem Private Limited
34.	EMGE Cylinders Private Limited
35.	Metro Cement & Mines Private Limited
36.	Anand Rathi Wealth Limited
37.	Anand Rathi Capital Advisors Private Limited
38.	PKG Finstock Private Limited
39.	Flavoursome Foods and Beverages Private Limited
40.	Anand Rathi Advisors Limited
41.	Amit Capital & Securities Private Limited
42.	Jiva Capital Partners Limited
43.	Jiva Capital Advisors Limited
44.	Jiva Energy Limited

<b>Sr. No.</b>	<b>Name</b>
45.	Anvee Limited
46.	Suresh Rathi Commodities Private Limited
47.	Suresh Rathi Securities Private Limited
48.	Suresh Rathi Finvest Private Limited
49.	QI Capital LLP
50.	Prudent Money Movers Private Limited
51.	Ardnum Corporate Services Private Limited
52.	Lxme Foundation
53.	Aqua Proof Wall Plast Private Limited
54.	FSEC Traders & Advisors Private Limited
55.	Ffreedom Intermediary Infrastructure Private Limited
56.	Freedom Wealth Solutions Private Limited
57.	Krishnav Currencyex Private Limited
58.	AR Digital Wealth Private Limited
59.	Shine Capital and Securities Private Limited
60.	Mihika Steels Private Limited
61.	Navratan Foundation LLP
62.	Pradeep Kumar Gupta HUF
63.	Suresh Rathi HUF
64.	Vidhi Sales Private Limited
65.	Sarweshwar Enterprises
66.	Anand Rathi Insurance Brokers Limited
67.	Anand Rathi Commodities Limited
68.	Anand Rathi Global Finance Limited
69.	Anand Rathi Global Intermediaries Limited
70.	Topaz Marketing and Business Solutions Private Limited
71.	Shri Shrimal Traders Private Limited
72.	Laxmi Polyfab

## OUR GROUP COMPANIES

Under the SEBI ICDR Regulations, the definition of ‘group company’ includes (a) such companies (other than the promoters and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under applicable accounting standards, and (b) such other companies as are considered material by our Board. Pursuant to a Board resolution dated December 12, 2024, our Board formulated a policy with respect to companies which it considered material to be identified as group company.

Accordingly, for (a) above, all such companies (other than our Corporate Promoters and Subsidiary) with which our Company had related party transactions during the period covered in the Restated Consolidated Financial Information, as covered under the applicable accounting standards, Ind AS 24, are considered as Group Company in terms of the SEBI ICDR Regulations. For (b) above, our Board does not consider any company as a group company.

Set forth below, based on the aforementioned criteria, are the list of our Group Company as on the date of this Draft Red Herring Prospectus.

Sr. No	Name	Address of the Registered Office
1.	Anand Rathi IT Private Limited	CYB-2 Cyber Park, Heavy Industrial Area, Jodhpur, Jodhpur, Rajasthan, India, 342001
2.	Anand Rathi Advisors Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
3.	Aqua Proof Wall Plast Private Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
4.	AR Digital Wealth Private Limited	11 <sup>th</sup> Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai City, Mumbai, Maharashtra, India, 400013
5.	Anand Rathi Capital Advisors Private Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
6.	Amit Capital and Securities Private Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
7.	Freedom Wealth Solutions Private Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
8.	SECMEC Consultants Private Limited	601, B- Wing, Godrej Coliseum, Off Eastern Express Highway, Chunabhatti, Sion, Mumbai, Maharashtra, India, 400022
9.	Network Synthetics Private Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
10.	PKG Finstock Private Limited	C-98, Sanghi Upasana Tower, 1st Floor, Subhash Marg C-Scheme, Jaipur, Rajasthan., Rajasthan, India, 302001
11.	Vahin Advisors and Traders Private Limited	11 <sup>th</sup> Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai, 400013
12.	Ffreedom Intermediary Infrastructure Private Limited	2nd Floor, Seagull House, Shivaji Colony, Off Andheri Kurla Road, Chakala, Andheri (East), Mumbai City, Mumbai, Maharashtra, 400099
13.	Daman Ganga Textiles Private Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
14.	SEPTA Health Solutions Private Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063

Sr. No	Name	Address of the Registered Office
15.	TOPAZ Marketing and Business Solutions Private Limited	10 <sup>th</sup> Floor, Express Zone, A Wing, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
16.	LXME Money Private Limited	11 <sup>th</sup> Floor, Times Tower, Kamala City Senapati Bapat Marg, Lower Parel, Mumbai City, Mumbai, Maharashtra, India, 400013
17.	Jaipur Securities Private Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
18.	Swati Capital Private Limited (merged with Jakheta Finances Private Limited)*	Shanskar Bharti Niketan, Usha Colony, Bhawanimandi, Rajasthan, India – 326502
19.	Asha Leasing and Finance Private Limited	11 <sup>th</sup> Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai City, Mumbai, Maharashtra, India, 400013
20.	AR Trustee Company Private Limited	11 <sup>th</sup> Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai City, Mumbai, Maharashtra, India, 400013
21.	Anand Rathi Wealth Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063
22.	Twelfth Tier Property Limited, (earlier known as Anand Rathi Housing Finance Limited)	Express Zone, A Wing, 10 <sup>th</sup> Floor Western Express Highway, Goregaon (East), Mumbai City, Mumbai, Maharashtra, India, 400063
23.	Anand Rathi Global Finance Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor Western Express Highway, Goregaon (East), Mumbai City, Mumbai, Maharashtra, India, 400063
24.	Anand Rathi Insurance Brokers Limited	10 <sup>th</sup> Floor, Regent Chambers, Jammalal Bajaj Road Nariman Point, Mumbai, Mumbai City, Mumbai, Maharashtra, India, 400021
25.	Anand Rathi Global Intermediaries Limited	1003-1012, Dalal Street, Block 53E, Zone 5, Road 5E, Gift City, Gandhi Nagar, Gandhinagar, Gujarat, India, 382355
26.	Anand Rathi Commodities Limited	Express Zone, A Wing, 10 <sup>th</sup> Floor Western Express Highway, Goregaon (East), Mumbai City, Mumbai, Maharashtra, India, 400063

\*Swati Capital Private Limited merged with Jakheta Finances Private Limited on February 4, 2022.

Details of our top 5 Group Companies

### 1. Anand Rathi Wealth Limited

#### *Corporate Information*

The registered office of Anand Rathi Wealth Limited is Express Zone, A Wing, 10<sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063.

#### *Financial Performance*

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of Anand Rathi Wealth Limited, for Fiscal 2024, 2023, and 2022, are available at [www.anandrathi.com/investors](http://www.anandrathi.com/investors).

### 2. Anand Rathi Global Finance Limited

#### *Corporate Information*

The registered office of Anand Rathi Global Finance Limited is Express Zone, A Wing, 10<sup>th</sup> Floor, Western Express Highway, Goregaon (East), Mumbai City, Mumbai, Maharashtra, India, 400063

*Financial Performance*

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of Anand Rathi Global Finance Limited for the Fiscals 2024, 2023, and 2022, are available at [www.anandrathi.com/investors](http://www.anandrathi.com/investors).

**3. Anand Rathi Insurance Brokers Limited**

*Corporate Information*

The registered office of Anand Rathi Insurance Brokers Limited is 10<sup>th</sup> Floor, Regent Chambers, Jammalal Bajaj Road Nariman Point, Mumbai, Mumbai City, Mumbai, Maharashtra, India, 400021.

*Financial Performance*

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of Anand Rathi Insurance Brokers Limited for the Fiscals 2024, 2023, and 2022, are available at [www.anandrathi.com/investors](http://www.anandrathi.com/investors).

**4. Anand Rathi Advisors Limited**

*Corporate Information*

The registered office of Anand Rathi Advisors Limited is Express Zone, A Wing, 10<sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai, Mumbai City, Maharashtra, 400063

*Financial Performance*

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of Anand Rathi Advisors Limited for Fiscals 2024, 2023, and 2022, are available at [www.anandrathi.com/investors](http://www.anandrathi.com/investors).

**5. Aqua Proof Wall Plast Private Limited**

*Corporate Information*

The registered office of Aqua Proof Wall Plast Limited is Express Zone, A Wing, 10<sup>th</sup> Floor, Western Express Highway, Goregaon (E), Mumbai City, Mumbai, Maharashtra, India, 400063.

*Financial Performance*

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of Aqua Proof Wall Plast Limited for Fiscals 2024, 2023, and 2022, are available at [www.anandrathi.com/investors](http://www.anandrathi.com/investors).

**Nature and extent of interest of our Group Companies**

*In the promotion of our Company*

Our Group Companies do not have any interest in promotion and formation of our Company.

*In the properties acquired or proposed to be acquired by our Company and its Subsidiary in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company and its Subsidiary.*

Our Group Companies do not have any interest in any property acquired by our Company or its Subsidiary in the 3 years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by it as on date of this Draft Red Herring Prospectus.

*In transactions for acquisition of land, construction of building and supply of machinery*

Our Group Companies do not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

*Business interests in our Company*

Except as disclosed under the section titled ‘*Restated Consolidated Financial Information - Note 43 - Related Party Disclosures*’ on page 310 of this Draft Red Herring Prospectus, our Group Companies do not have any business interest in our Company.

*Related Business Transactions within our Group Companies and significance on the financial performance of our Company*

Except as disclosed under see ‘*Restated Consolidated Financial Information - Note 43 - Related Party Disclosures*’ on page 310, there are no related business transactions with the Group Companies.

### **Common pursuits of our Group Company**

There are no common pursuits between our Group Companies, our Subsidiary and our Company. For further details, see ‘*Restated Consolidated Financial Information - Note 43 - Related Party Disclosures*’ on page 310. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, if and when they may arise. Whilst we cannot assure you that a conflict of interest will not arise if the entity decides to pursue such activities in future, our Company shall adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any instances of conflict of interest, if and when they may arise.

### **Litigation**

Except as stated in ‘*Outstanding Litigation and Other Material Developments*’ on page 367, our Group Companies are not a party to any pending litigation which will have a material impact on our Company. We cannot assure you that any adverse decision in such proceeding will not have a material adverse effect on our business, result of operations and financial conditions.

### **Utilisation of Issue Proceeds**

There are no material existing or anticipated transactions in relation to utilisation of the Issue Proceeds with our Group Companies.

### **Other Confirmations**

Our Group Companies do not have a conflict of interest with third party service providers (crucial for operations of the Company) or with lessors of our immovable property (crucial for operations of the Company).

Except for Anand Rathi Wealth Limited, the securities of none of our Group Companies are listed on any stock exchange. Details of the capital issued undertaken by Anand Rathi Wealth Limited in the 3 years immediately preceding the date of this Draft Red Herring Prospectus:

<b>Particulars</b>	<b>Details</b>
Year of issue of securities	Fiscal 2022



<b>Particulars</b>	<b>Details</b>
Type of issue	Initial public offering through an offer for sale of 12,000,000 equity shares of Anand Rathi Wealth Limited,
Amount of issue (₹ million)	₹ 6,593.75 million
Issue price (in ₹)	₹ 550
Current market price (in ₹)	₹ 4,268.20 (closing price as on December 13, 2024) - Source: www.nseindia.com ₹ 4.270.00 (closing price as on December 13, 2024) - Source: www.bseindia.com
Date of closure of issue	December 6, 2021
Date of allotment and date of credit of securities to the demat account.	December 13, 2021
Date of completion of the project, where object of the issue was financing the project	Not applicable. Initial public offering through an offer for sale of 12,000,00 equity shares of Anand Rathi Wealth Limited,
Rate of dividend paid (%)	140% at ₹ 7/- per share (Interim Dividend for Fiscal 2025)

Except for Anand Rathi Wealth Limited, the securities of none of our Group Companies are listed and have accordingly not undertaken any capital issues during the 3 years immediately preceding the date of this Draft Red Herring Prospectus.

## DIVIDEND POLICY

The declaration and payment of dividends, if any will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act, read with the rules notified thereunder, each as amended from time to time. The dividend policy of our Company was adopted and approved by our Board in their meeting held on November 15, 2024 (**Dividend Policy**).

Our Company may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividend in the foreseeable future. In terms of our Dividend Policy, our Board shall consider, *inter alia*, the following internal and external parameters while declaring or recommending dividends to our Shareholders: (i) profits for the year and future outlook of our Company; (ii) working capital needs and operating cash flow of our Company; (iii) capital expenditure requirements of our Company; (iv) our investment plans and related cash utilisation; (v) past dividend trends; (vi) regulatory constraints impacting business, bank interest rate on surplus funds, dividend pay-out ratios of the peer companies, macro-economic factors and general business environment, and any other factors that our Board may deem fit. In addition, our ability to pay dividends may be impacted by a number of other factors, including any tax and regulatory changes in the jurisdiction in which our Company operates which significantly affects the business, taxation and other regulatory changes and restrictive covenants under our current or future loan or financing documents or arrangements, our Company is currently availing or may enter into finance our fund requirements for our business activities from time to time. For details in relation to the risk in this regard, see '*Financial Indebtedness*' on page 331.

Our Company may from time to time, pay interim dividends. Our past practices in relation to declaration of dividend and/ or, the amount of dividend paid is not necessarily indicative of our future dividend declaration. There is no guarantee that any dividends will be declared or paid of any amount, or with any frequency in the future. For further details in relation to the risk involved, see '*Risk Factor - Our Company has not declared dividends in the immediately preceding 3 Fiscals and the current Fiscal. We cannot assure you that our Company will be in a position to pay dividends in the future. Our Company's ability to pay dividends in the future will depend on our Company's future results of operations, financial condition, cash flows and working capital requirements*'.

Our Company has not declared any dividends from October 1, 2024 till the date of this Draft Red Herring Prospectus, and during 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022.

**SECTION VI: FINANCIAL INFORMATION**  
**RESTATED CONSOLIDATED FINANCIAL INFORMATION**

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**INDEPENDENT AUDITOR’S EXAMINATION REPORT ON RESTATED CONSOLIDATED  
FINANCIAL INFORMATION**

The Board of Directors

**Anand Rathi Share and Stock Brokers Limited**

9<sup>th</sup> Floor, A Wing, Express Zone, Western Express Highway,

Opp. Oberoi Mall, Goregaon East, Mumbai - 400063, India.

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of **Anand Rathi Share and Stock Brokers Limited** (the “Company”) and its subsidiary (the Company and its subsidiary together referred to as the “Group”), comprising the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the six month period ended September 30, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the “Restated Consolidated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on December 12, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus (“DRHP/RHP/Prospectus”) prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“IPO”)] prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
  - 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 is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP, RHP and Prospectus to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Maharashtra in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2 to the Restated Consolidated Financial Information. The Board of Directors of the companies included in the Group have responsibility which includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated 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 September 02, 2024 in connection with the proposed IPO of equity shares of the Company;
- b) The Guidance Note, which 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 evidencesupporting the Restated Consolidated Financial Information; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

- a) Audited Special purpose Interim consolidated Ind AS financial statements of the Group as at and for the six month period ended September 30, 2024 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Consolidated Ind AS Financial Statements") which have been approved by the Board of Directors at their meeting held on.
- b) Audited Special Purpose Consolidated Ind AS financial statements of the Company [Group] as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the 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 December 12, 2024.

5. For the purpose of our examination, we have relied on:

- a) Auditors' reports issued by us dated December 12, 2024 on the Special Purpose Consolidated Interim financial statements of the Group as at and for the six month period ended September 30, 2024 as referred in Paragraph 4(a) above; and
- b) Auditors' reports issued by us dated December 12, 2024 on the Special Purpose Consolidated financial statements of the Group as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 as referred in Paragraph 4(b) above

6. As indicated in our audit reports referred above:

- a) we did not audit the financial statements of subsidiary, whose share of total assets, total revenues, net cash inflows / (outflows) and share of profit/ loss included in the consolidated financial statements, for the relevant years is tabulated below, which have been audited by other auditors, and whose reports have been furnished to us by the Company's management and our opinion on the consolidated financial statements, 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:

(₹ million)

<b>Particulars</b>	<b>As/at for the period ended September 30, 2024</b>	<b>As/at for the year ended March 31, 2024</b>	<b>As/at for the year ended March 31, 2023</b>	<b>As/at for the year ended March 31, 2022</b>
Total Assets	495.47	85.89	81.92	26.05
Total Revenue	7.47	4.23	0.71	0.95
Cash inflows/ (outflows)	395.22	(13.58)	37.55	13.68

Our opinion on the consolidated Ind AS financial statements is not modified in respect of these matters.

7. Based on our examination and according to the information and explanations given to us, we report that:

- a) Restated Consolidated Financial Information have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regroupings/ reclassifications retrospectively for the period ended September 30, 2024, and in each of the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the period ended September 30, 2024, as more fully described in Note no. 61 and 62 to the Restated Consolidated Financial Information (Restated Statement of Adjustments to Audited Financial Statements);

- b) there are no qualifications in the auditor's reports on the Special Purpose Consolidated Financial Statements of the Company as at and for the period ended September 30, 2024, and in each of the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 which require any adjustments to the Restated Consolidated Financial Information; and
- c) Restated Special Purpose Consolidated Financial Information have been prepared in accordance with the Act, the SEBI ICDR Regulations, the Guidance Note and SEBI Communication.
8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim consolidated Ind AS financial statements and audited consolidated financial statements mentioned in paragraph 4 above.
9. 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 financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP, RHP, Prospectus to be filed with Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Maharashtra in connection with the proposed IPO. Our report should not be used, referred to, or distributed for 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 our prior consent in writing.

**For R Kabra & Co LLP**  
**Chartered Accountants**  
**(Firm Registration No. 104502W/W100721)**

**Deepa Rathi**

**Partner**

**Membership No.: 104808**

**UDIN: 24104808BKCKVS4210**

**Place: Mumbai**

**Date : 12<sup>th</sup> December, 2024**

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
**CIN : U67120MH1991PLC064106**  
**RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES**

(₹ in Millions)

	Particulars	Note No.	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>I</b>	<b>ASSETS</b>					
<b>(1)</b>	<b>Financial Assets</b>					
	(a) Cash and cash equivalents	4	910.35	354.75	291.59	422.77
	(b) Bank balances other than cash and cash equivalents	5	21,539.91	15,339.69	8,943.44	7,281.68
	Receivables					
	Trade receivables	6	2,676.31	2,470.09	2,038.08	1,414.69
	Loans	7	7,714.66	6,172.93	3,766.38	3,046.62
	Investments	8	48.38	25.43	90.91	65.16
	Other financial assets	9	831.05	664.06	399.48	443.46
			<b>33,720.66</b>	<b>25,026.95</b>	<b>15,529.88</b>	<b>12,674.38</b>
<b>(2)</b>	<b>Non-Financial Assets</b>					
	Current tax assets (Net)	10	0.23	0.19	59.25	26.24
	Deferred tax assets (Net)	11	-	-	76.48	73.03
	Investment Property	12	75.59	76.21	77.44	-
	Property, Plant and Equipment	13	286.96	279.91	207.46	226.48
	Intangible assets under Development	14	-	-	1.65	1.59
	Other Intangible Assets	15	104.70	102.32	110.07	128.12
	Right of Use Assets	16	309.43	285.57	168.86	158.39
	Other non financial assets	17	102.84	79.84	56.72	117.58
			<b>879.75</b>	<b>824.04</b>	<b>757.93</b>	<b>731.43</b>
	<b>TOTAL ASSETS</b>		<b>34,600.41</b>	<b>25,850.99</b>	<b>16,287.81</b>	<b>13,405.81</b>
<b>II</b>	<b>LIABILITIES AND EQUITY</b>					
<b>(1)</b>	<b>LIABILITIES</b>					
<b>(1A)</b>	<b>Financial Liabilities</b>					
	Trade payables:	18				
	(a) Total outstanding dues of micro enterprises and small enterprises		0.70	0.57	0.01	0.19
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		18,362.83	12,215.88	8,787.36	7,741.99
	Debt Securities	19	3,019.07	2,457.96	1,235.00	-
	Borrowings (Other than Debt Securities)	20	7,629.82	6,334.47	2,994.97	2,755.22
	Deposits	21	80.85	86.31	93.21	91.53
	Other financial liabilities	22	316.60	290.16	168.73	150.06
			<b>29,409.87</b>	<b>21,385.35</b>	<b>13,279.28</b>	<b>10,738.99</b>
<b>(1B)</b>	<b>Non-Financial Liabilities</b>					
	Current tax liabilities (Net)	23	21.82	18.75	-	-
	Provisions	24	359.12	335.12	215.84	280.37
	Deferred tax liabilities (Net)	25	8.59	10.05	-	-
	Other non-financial liabilities	26	197.20	175.14	140.35	112.50
			<b>586.73</b>	<b>539.06</b>	<b>356.19</b>	<b>392.87</b>
<b>(2)</b>	<b>EQUITY</b>					
	Equity share capital	27	221.78	221.78	201.62	134.41
	Other equity	28	4,382.03	3,704.80	2,450.72	2,139.54
			<b>4,603.81</b>	<b>3,926.58</b>	<b>2,652.34</b>	<b>2,273.95</b>
	<b>TOTAL LIABILITIES AND EQUITY</b>		<b>34,600.41</b>	<b>25,850.99</b>	<b>16,287.81</b>	<b>13,405.81</b>

As per our attached report of even date.

For and on Behalf of  
**For R. Kabra & Co. LLP**  
Chartered Accountants  
Firm Regd. No. 104502W/W100721

**Deepa Rathi**  
Partner  
M. No. 104808  
UDIN: 24104808BKCKVS4210

Place: Mumbai  
Date: December 12, 2024

For and on behalf of Board of Directors

**Pradeep Kumar Gupta**  
Managing Director  
DIN : 00040117

**Tarak Shah**  
Chief Financial Officer

Place: Mumbai  
Date: December 12, 2024

**Roop Kishor Bhootra**  
Wholetime Director  
DIN : 00033180



**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
**CIN : U67120MH1991PLC064106**  
**RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF PROFIT & LOSS**

(₹ in Millions)

	Particulars	Note No.	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
I	<b>Revenue from Operations</b>					
	Interest Income	29	1,498.21	2,150.82	1,312.05	929.60
	Fees and Commission Income	30	2,916.44	4,666.87	3,360.52	3,303.40
	Net gain on fair value changes	31	2.53	0.19	5.69	0.65
	<b>Total Revenue from Operations</b>		<b>4,417.18</b>	<b>6,817.88</b>	<b>4,678.26</b>	<b>4,233.65</b>
II	Other income	32	6.76	14.68	8.77	4.17
	<b>Total Income</b>		<b>4,423.94</b>	<b>6,832.56</b>	<b>4,687.03</b>	<b>4,237.82</b>
III	<b>Expenses</b>					
	Finance Costs	33	649.54	965.40	494.60	373.01
	Fees and commission expense	34	763.55	1,260.43	945.24	833.68
	Impairment on financial instruments	35	17.63	10.80	-	82.15
	Employee Benefits Expense	36	1,379.68	2,148.21	1,690.96	1,444.74
	Depreciation and Amortisation Expenses	37	111.42	201.13	154.93	131.34
	Other Expenses	38	641.35	1,092.60	891.39	737.01
	<b>Total Expenses</b>		<b>3,563.17</b>	<b>5,678.57</b>	<b>4,177.12</b>	<b>3,601.93</b>
IV	<b>Profit before tax</b>		<b>860.77</b>	<b>1,153.99</b>	<b>509.91</b>	<b>635.89</b>
V	Tax Expense:	39				
	1. Current tax		225.66	294.56	135.91	146.57
	2. Deferred Tax		(1.45)	86.53	(3.45)	(18.67)
	<b>Total Tax Expense</b>		<b>224.21</b>	<b>381.09</b>	<b>132.46</b>	<b>127.90</b>
VI	<b>Profit for the Year</b>		<b>636.56</b>	<b>772.90</b>	<b>377.45</b>	<b>507.99</b>
VII	Other Comprehensive Income/(Loss)					
	(A) (i) Items that will not be reclassified to profit or loss					
	Remeasurement of Defined Benefit Plan		(11.91)	0.67	(2.76)	(6.11)
	(ii) Less: Income tax relating to items that will not be reclassified to profit or loss		2.97	(0.18)	0.69	1.78
	(B) (i) Items that will be reclassified to profit or loss					
	Exchange difference on translation from functional currency to presentation currency		0.25	0.85	3.01	0.26
	(ii) Less: Income tax relating to items that will be reclassified to profit or loss		-	-	-	-
	<b>Total Other Comprehensive Income/(Loss)</b>		<b>(8.69)</b>	<b>1.34</b>	<b>0.94</b>	<b>(4.07)</b>
	<b>Total Comprehensive Income for the Period</b>		<b>627.87</b>	<b>774.24</b>	<b>378.39</b>	<b>503.92</b>
VIII	<b>Earning Per Equity Share</b>	44				
	Basic		14.35	19.03	9.36	15.05
	Diluted		13.79	18.20	9.36	15.05

As per our attached report of even date.

For and on Behalf of  
**For R. Kabra & Co. LLP**  
Chartered Accountants  
Firm Regd. No. 104502W/W100721

**Deepa Rathi**  
Partner  
M. No. 104808  
UDIN: 24104808BKCKVS4210

Place: Mumbai  
Date: December 12, 2024

For and on behalf of Board of Directors

**Pradeep Kumar Gupta**  
Managing Director  
DIN : 00040117

**Roop Kishor Bhootra**  
Wholesale Director  
DIN : 00033180

**Tarak Shah**  
Chief Financial Officer

Place: Mumbai  
Date: December 12, 2024

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
**CIN : U67120MH1991PLC064106**  
**RESTATED IND AS CONSOLIDATED SUMMARY STATEMENT OF CASH FLOW**

(₹ in Millions)

Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>NET PROFIT BEFORE TAX</b>	<b>860.77</b>	<b>1,153.99</b>	<b>509.91</b>	<b>635.89</b>
<b>Add / (Less) :</b>				
Depreciation and Amortisation Expenses	111.42	201.13	154.93	131.34
(Profit) / Loss on Sale of Property, Plant and Equipment (Net)	0.83	0.20	1.21	2.22
Share based payment to employees	49.36	-	-	-
Interest Expense	603.07	876.77	393.79	271.06
Interest Income	(616.58)	(913.14)	(433.84)	(417.04)
Unrealised Fair Value Change	(2.53)	(0.19)	(5.69)	(0.65)
Impairment of Trade Receivables	17.63	10.80	-	82.15
Reversal of Impairment of Trade Receivables	-	-	(0.62)	-
Gratuity Expenses	8.01	15.22	13.46	9.96
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>1,031.98</b>	<b>1,344.78</b>	<b>633.15</b>	<b>714.93</b>
<b>Adjustment for :</b>				
(Increase) in Trade receivables	(223.87)	(442.79)	(622.77)	(62.41)
(Increase) in Loans	(1,541.72)	(2,406.56)	(719.75)	(1,997.27)
(Increase)/Decrease in Other financial assets	(70.55)	(69.39)	(44.41)	88.88
(Increase)/Decrease in Other non financial assets	(22.99)	(23.12)	60.86	(8.07)
Increase in Trade payables	6,147.08	3,429.08	1,045.18	982.36
(Decrease)/Increase in Deposits	(5.45)	(6.91)	1.69	28.42
Increase in Other non financial liabilities	22.06	34.79	27.85	12.29
Increase in Other financial liabilities	26.45	121.42	18.67	120.26
Increase/(Decrease) in Provisions	4.08	104.73	(80.76)	95.45
<b>CASH GENERATED FROM OPERATIONS</b>	<b>5,367.07</b>	<b>2,086.03</b>	<b>319.71</b>	<b>(25.16)</b>
Add/(Less): Taxes Paid (Net)	(219.66)	(216.91)	(168.23)	(141.48)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>5,147.41</b>	<b>1,869.12</b>	<b>151.48</b>	<b>(166.64)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchase of Property, Plant and Equipment	(34.51)	(125.04)	(89.42)	(101.94)
Purchase of Intangible Assets	(16.03)	(26.20)	(19.33)	(9.74)
Purchase of Right-of-use assets	(96.20)	(229.28)	(100.10)	(89.21)
Inflow from Disposal of Property, Plant and Equipment	1.80	0.66	59.65	9.38
Inflow/(Outflow) from Disposal of Right-of-use assets	-	-	19.89	(97.17)
Interest Received	520.13	717.94	522.24	447.69
(Purchase)/Sale of Investments	(20.42)	65.67	(20.06)	(59.16)
Investment Property	-	-	(77.74)	-
Investment in Fixed Deposit (Net)	(6,200.21)	(6,396.25)	(1,661.76)	(889.04)
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(5,845.44)</b>	<b>(5,992.50)</b>	<b>(1,366.63)</b>	<b>(789.19)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Proceeds from Rights Issue of Equity Shares	-	20.16	-	38.40
Proceeds from Premium on Rights Issue of Equity Shares	-	479.84	-	460.84
Proceeds from Debt Securities	561.11	1,222.96	1,235.00	-
Proceeds from Borrowings (other than debt securities)	1,295.35	3,339.50	239.75	887.88
Interest Paid	(588.15)	(853.82)	(379.57)	(256.09)
Interest on lease liabilities	(14.92)	(22.95)	(14.22)	(14.97)
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>1,253.39</b>	<b>4,185.69</b>	<b>1,080.96</b>	<b>1,116.06</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>555.36</b>	<b>62.31</b>	<b>(134.19)</b>	<b>160.23</b>
CASH AND CASH EQUIVALENTS - OPENING BALANCE	354.75	291.59	422.77	262.28
<b>CASH AND CASH EQUIVALENTS - CLOSING BALANCE</b>	<b>910.11</b>	<b>353.90</b>	<b>288.58</b>	<b>422.51</b>

**Details of Cash and Cash equivalent at the end of the year**

Cash on Hand	2.42	2.04	1.24	0.77
Balances with Banks				
- in USD Account	417.31	5.19	30.80	14.04
- in INR Account	490.62	347.52	259.55	407.96
<b>Total</b>	<b>910.35</b>	<b>354.75</b>	<b>291.59</b>	<b>422.77</b>
Less: Exchange difference on translation from functional currency to presentation currency	(0.25)	(0.85)	(3.01)	(0.26)
	<b>910.11</b>	<b>353.90</b>	<b>288.58</b>	<b>422.51</b>

**Changes in liabilities arising from financing activities**

<b>Opening balance of Debt securities and Borrowings (other than debt securities)</b>	<b>8,792.43</b>	<b>4,229.97</b>	<b>2,755.22</b>	<b>1,867.34</b>
Proceeds / (repayment) of Borrowings (other than debt securities)	1,295.35	3,339.50	239.75	887.88
Proceeds / (repayment) Debt securities	561.11	1,222.96	1,235.00	-
<b>Closing balance of Debt securities and Borrowings (other than debt securities)</b>	<b>10,648.89</b>	<b>8,792.43</b>	<b>4,229.97</b>	<b>2,755.22</b>

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.

As per our attached report of even date.

For and on Behalf of  
**For R. Kabra & Co. LLP**  
Chartered Accountants  
Firm Regd. No. 104502W/W100721

For and on behalf of Board of Directors

**Pradeep Kumar Gupta**  
Managing Director  
DIN : 00040117

**Roop Kishor Bhootra**  
Wholetime Director  
DIN : 00033180

**Deepa Rathi**  
Partner  
M. No. 104808  
UDIN: 24104808BKCKVS4210

**Tarak Shah**  
Chief Financial Officer

Place: Mumbai  
Date: December 12, 2024

Place: Mumbai  
Date: December 12, 2024

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
**CIN : U67120MH1991PLC064106**  
**RESTATED IND AS CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

**A. Equity Share Capital**

(₹ in Millions)

Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
As at September 30, 2024	221.78	-	221.78	-	221.78
As at March 31, 2024	201.62	-	201.62	20.16	221.78
As at March 31, 2023	134.41	-	134.41	67.21	201.62
As at March 31, 2022	96.01	-	96.01	38.40	134.41

**B. Other Equity**

(₹ in Millions)

Particulars	Reserve and Surplus					OCI on Re-measurement of Defined Benefit Plan	Total Other Equity
	Capital Redemption Reserve	Securities Premium	Debenture Redemption Reserve	Equity settled Share-based payment Reserve	Retained Earnings		
<b>Balance as at March 31, 2021</b>	<b>2.50</b>	<b>787.59</b>	-	-	<b>387.23</b>	<b>(2.54)</b>	<b>1,174.78</b>
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated Balance as at March 31, 2021	2.50	787.59	-	-	387.23	(2.54)	1,174.78
Addition during the year	-	460.84	-	-	-	-	460.84
Profit for the year	-	-	-	-	507.99	-	507.99
Other Comprehensive Income for the year	-	-	-	-	-	(4.07)	(4.07)
<b>Balance as at March 31, 2022</b>	<b>2.50</b>	<b>1,248.43</b>	-	-	<b>895.22</b>	<b>(6.61)</b>	<b>2,139.54</b>
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated Balance as at March 31, 2022	2.50	1,248.43	-	-	895.22	(6.61)	2,139.54
Addition during the period	-	-	123.50	-	-	-	123.50
<u>Less:</u>							
Issuance of Bonus Shares	-	-	-	-	(67.21)	-	(67.21)
Transfer to Debenture Redemption Reserve	-	-	-	-	(123.50)	-	(123.50)
Profit for the year	-	-	-	-	377.45	-	377.45
Other Comprehensive Income for the year	-	-	-	-	-	0.94	0.94
<b>Balance as at March 31, 2023</b>	<b>2.50</b>	<b>1,248.43</b>	<b>123.50</b>	-	<b>1,081.96</b>	<b>(5.67)</b>	<b>2,450.72</b>
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated Balance as at March 31, 2023	2.50	1,248.43	123.50	-	1,081.96	(5.67)	2,450.72
Addition during the period	-	479.84	128.10	-	-	-	607.94
<u>Less:</u>							
Transfer to Debenture Redemption Reserve	-	-	-	-	(128.10)	-	(128.10)
Profit for the year	-	-	-	-	772.90	-	772.90
Other Comprehensive Income for the year	-	-	-	-	-	1.34	1.34
<b>Balance as at 31st March, 2024</b>	<b>2.50</b>	<b>1,728.27</b>	<b>251.60</b>	-	<b>1,726.76</b>	<b>(4.33)</b>	<b>3,704.80</b>
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated Balance as at March 31, 2024	2.50	1,728.27	251.60	-	1,726.76	(4.33)	3,704.80
Addition during the period	-	-	50.31	49.36	-	-	99.67
<u>Less:</u>							
Transfer to Debenture Redemption Reserve	-	-	-	-	(50.31)	-	(50.31)
Profit for the period	-	-	-	-	636.56	-	636.56
Other Comprehensive Income for the period	-	-	-	-	-	(8.69)	(8.69)
<b>Balance as at 30th September, 2024</b>	<b>2.50</b>	<b>1,728.27</b>	<b>301.91</b>	<b>49.36</b>	<b>2,313.01</b>	<b>(13.02)</b>	<b>4,382.03</b>

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
**CIN : U67120MH1991PLC064106**  
**NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION**

**1 CORPORATE INFORMATION**

Anand Rathi Share and Stock Brokers Limited ("the Company" or "ARSSBL") is an unlisted public company registered under the Companies Act 1956 (now replaced with the Companies Act 2013) vide registration no. CIN U67120MH1991PLC064106 and was incorporated on November 22, 1991. Its registered office is situated at 10th Floor, A Wing, Express Zone, Western Express Highway, Near Oberoi Mall, Goregaon (East) Mumbai 400063, Maharashtra.

The Consolidated Financial Statements (CFS) comprises the Financial Statements of the Holding Company and its subsidiary (herein after referred collectively as " Group").

The Holding Company & its subsidiary is a member of various exchanges and provides service for dealing in Securities, Currency and Commodities. The Company operates through its various branches in India & GIFT City.

These Consolidated Financial Statements contain financial information of the group and were approved for issuance by the Board of Directors of Company on December 12, 2024.

**2 BASIS OF PREPARATION**

**(a) Statement of Compliance**

The Restated Ind AS Consolidated Summary Statement of Assets and Liabilities of the Group as at September 30, 2024, March 31, 2024, March 31, 2023, March 31, 2022, 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 Period ended September 30, 2024, March 31, 2024, March 31, 2023, March 31, 2022 (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 December 12, 2024.

**(b) 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 Special Purpose Ind AS Financial Information of the Holding Company and it's Subsidiary for the periods ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

**3 SIGNIFICANT ACCOUNTING POLICIES**

**(a) Functional and presentation of currency**

The Restated Consolidated Financial Information are presented in Indian Rupees, which is the Company's functional currency and all amounts are rounded to the nearest rupees in Millions; except when otherwise stated.

**(b) 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.

**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.

**(c) Basis 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.

Subsidiary is 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. Subsidiary is 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.

**Subsidiary considered in Consolidated Financials Statements**

<b>Name of the company</b>	<b>Date of incorporation</b>	<b>Ownership interest Voting(%)</b>	
ANAND RATHI INTERNATIONAL VENTURES (IFSC) PRIVATE LIMITED (Gift City India)	28th December 2016	100%	100%

**(d) Critical Accounting Judgements and Key Sources of Estimation Uncertainty**

The preparation of the Company's Restated Consolidated Financial Information requires 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) Depreciation / Amortisation and useful lives of property, plant and equipment:** Company depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of Companies Act, 2013. Company remeasures remaining useful life of an asset at the end of each reporting date.

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
**CIN : U67120MH1991PLC064106**  
**NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION**

**(ii) Fair value measurement:** Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. Company 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.

**(iii) 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. Management estimates it by using its best judgement of future cash outflow.

**(iv) Taxes:** The Company 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 Company 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.

**(v) 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.

**(vi) Allowance for impairment of financial asset**

The Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. At each reporting date, the Company assesses whether the loans have been impaired. The Company is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the ageing outstanding. The Company recognises life time expected credit loss for trade receivables and has adopted simplified method of computation as per Ind AS 109. The Company considers outstanding overdue for more than 90 days for calculation of expected credit loss.

**(e) 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 Company'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 Company'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 Company 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.

**(f) 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 property, plant and equipment 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 tangible assets as prescribed under Part C of Schedule II of the Companies Act 2013 as follows.

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<u>Property, plant and equipment</u>	<u>Useful Life as per Schedule II</u>	<u>Useful Life adopted by the company</u>
Office Building	60 years	60 years
Office Equipments		
Others	05 years	05 years
Air conditioner	05 years	15 years
Computer Equipments		
End user machines	03 years	08 years
Servers and networks	06 years	08 years
Vehicles	08 years	08 years
Furniture and Fixtures (as assessed by the Company)	10 years	13 years

Note: The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the Property, plant and equipment are likely to be used.

(ii) 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. Amortisation on intangible assets is provided on the straight line method over the useful lives of assets estimated by the Management as per Part C of Schedule II of the Companies Act 2013 as provided below-

<u>Intangible Assets</u>	<u>Useful Life as per Schedule II</u>	<u>Useful Life adopted by the company</u>
Softwares	05 Years	07 Years

If any income is received from Capital WIP and Intangible Assets then earlier income is to be recognised under P&L but now it is to be capitalised.

**(g) Financials Instruments**

*(i) Initial Recognition*

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

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.

*(ii) Classification & Measurement of Financial Assets*

Financial assets are classified at 'Amortised Cost', 'Fair Value through Profit and Loss' (FVTPL) and 'Fair Value through Other Comprehensive Income' (FVTOCI) 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.

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**Effective Interest Method:** Interest income from 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 company 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 Company 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 Company, and the amount of the dividend can be measured reliably.

*(iii) Impairment of financial assets*

The Company 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. Note 49 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company 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.

*(iv) Derecognition of financial assets*

A financial asset is derecognised only when :

- The Company 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 Company 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 Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

*(v) 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.

*(vi) Derecognition of financial liabilities*

Company derecognises financial liabilities when, and only when, the company'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.

*(vii) 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 Company 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.

*(viii) Deemed cost on transition to Ind AS:* For transition to Ind AS, the Company had elected to continue with the carrying value of all its Investments and are measured as per the previous GAAP and had used that carrying value as its deemed cost on the transition date.



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**(h) Derivatives financial instruments**

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.

**(g) Impairment of Assets**

Property, plant and 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.

**(h) 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.

**(i) 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.

**(j) Leases**

The Company 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 Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company 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 Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

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 Company 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.

**(k) Employee Benefits**

Defined Contribution plan – Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Company 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 Company recognizes contribution payable to the Provident Fund scheme as an expenditure when an employee renders related service.

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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 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 which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

**(l) Revenue Recognition**

The Company 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 Company and the amount based on performance obligation can be reliably measured. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts.

1. Revenue from Broking income is recognised on trade date basis and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable.
2. Income related with Distribution income on Mutual Fund and other financial products is accounted on accrual basis.
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.
5. Interest income is recognised on accrual basis.

**(m) Taxes on Income**

The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognised in statement of profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

**Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

**Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- Temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction;
- Temporary differences related to investment in subsidiary to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets- unrecognized or recognized, are reviewed at each reporting date and are recognized /reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realized.

**Change in Rate of Income Tax**

The company has opted for Section 115BAA of the Income Tax Act, 1961 for computing its tax liability.

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**(n) Investment Property**

Investment properties are immovable properties such as land and buildings held to earn rentals and/ or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost, net of accumulated depreciation and accumulated impairment loss, if any.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in Statement of Profit and Loss in the period in which the Investment property is derecognised. Freehold land and properties under construction are not depreciated. Investment property are amortised on straight-line basis over the estimated useful life of assets. The useful life of Investment property is 60 years.

**(o) 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 Restated Consolidated Financial Information.

Contingent Assets are neither recognized nor disclosed.

**(p) 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 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 year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**(q) Cash Flow Statement**

Cash flows 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 operating, investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**(r) Foreign currency translation**

The financial statements are presented in Indian currency (INR), which is the Company's presentation currency. It is necessary for the results and financial position of each individual entity included in the reporting entity to be translated into the currency in which the reporting entity presents its financial statements. As the reporting entity presents its financial statement in INR, the Company's financial statements are translated into INR.

Foreign currency transactions are translated into presentation currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognised in profit or loss.

Non-monetary items that are measured at fair value in the foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

The financial statements are translated from functional currency to presentation currency by using the following procedures:

- (a) assets and liabilities for each balance sheet presented (ie including comparatives) shall be translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each statement of profit and loss presented (ie including comparatives) shall be translated at exchange rates at the dates of the transactions or average rate during FY; and
- (c) all resulting exchange differences shall be recognised in other comprehensive income

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(₹ in Millions)				
4 CASH AND CASH EQUIVALENTS	As at	As at	As at	As at
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Cash on Hand	2.42	2.04	1.24	0.77
Balances with Banks - in Current Accounts				
- in USD Account	417.31	5.19	30.80	14.04
- in INR Account	490.62	347.52	259.55	407.96
	<b>910.35</b>	<b>354.75</b>	<b>291.59</b>	<b>422.77</b>

(₹ in Millions)				
5 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS	As at	As at	As at	As at
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Fixed deposits with banks				
- in USD Account	22.55	39.10	26.00	4.98
- in INR Account	21,517.36	15,300.59	8,917.44	7,276.70
	<b>21,539.91</b>	<b>15,339.69</b>	<b>8,943.44</b>	<b>7,281.68</b>

Note:

- The Fixed Deposits which are lien with exchanges/clearing corporations are classified here irrespective of maturity period of fixed deposits less than 3 months or more than 3 months.
- The Fixed Deposits of subsidiary entity "ANAND RATHI INTERNATIONAL VENTURES (IFSC) PRIVATE LIMITED" is placed in Currency USD.

**Breakup of Fixed deposits**

(₹ in Millions)				
Particulars	As at	As at	As at	As at
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>In Currency INR</b>				
Fixed Deposits under lien with stock exchanges	17,042.79	11,517.62	2,688.02	1,849.62
Fixed Deposits against credit facilities of the Company	649.70	275.97	226.32	156.24
Fixed Deposits for Bank Guarantees	3,762.37	3,507.00	6,003.09	5,270.84
Fixed Deposits not Lien	62.50			
<b>In Currency USD</b>				
Fixed Deposits under lien with stock exchanges	5.78	5.75	5.46	4.98
Fixed Deposits not Lien	16.77	33.35	20.55	-

(₹ in Millions)				
6 RECEIVABLES	As at	As at	As at	As at
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Trade receivables</b>				
Receivables considered good- Secured	2,676.31	2,470.09	2,038.08	1,414.69
Receivables which have significant increase in credit risk	-	-	-	-
Receivables - credit impaired	14.90	5.84	12.95	15.20
<b>Total</b>	<b>2,691.21</b>	<b>2,475.93</b>	<b>2,051.03</b>	<b>1,429.89</b>
Less: Provision for Credit impaired	(14.90)	(5.84)	(12.95)	(15.20)
	<b>2,676.31</b>	<b>2,470.09</b>	<b>2,038.08</b>	<b>1,414.69</b>

Note:

- There are no debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.
- The above trade receivables are secured against Client Unpaid Securities Account/ Depository Participant (CUSA/DP Holdings) of the clients.

**Trade receivables ageing schedule**

(₹ in Millions)						
Particulars	Outstanding for followings periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
<b>Undisputed Trade Receivables</b>						
<b>Considered good- Secured</b>						
As at September 30, 2024	2,563.39	17.76	24.83	23.19	47.14	<b>2,676.31</b>
As at March 31, 2024	2,378.09	12.91	21.44	15.74	41.91	<b>2,470.09</b>
As at March 31, 2023	1,953.84	13.72	20.95	15.04	34.53	<b>2,038.08</b>
As at March 31, 2022	1,344.03	11.79	18.47	14.98	25.42	<b>1,414.69</b>
<b>Credit impaired</b>						
As at September 30, 2024	7.20	1.98	1.29	0.82	3.61	<b>14.90</b>
As at March 31, 2024	2.19	0.21	0.33	0.34	2.77	<b>5.84</b>
As at March 31, 2023	7.19	0.36	0.60	0.48	4.32	<b>12.95</b>
As at March 31, 2022	1.63	3.49	2.04	1.36	6.69	<b>15.20</b>

(₹ in Millions)				
7 LOANS	As at	As at	As at	As at
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>(A) Loans - At amortised cost</b>				
Margin trading facility	7,714.66	6,172.93	3,766.38	3,046.62
Total (A) Gross	<b>7,714.66</b>	<b>6,172.93</b>	<b>3,766.38</b>	<b>3,046.62</b>
Less: Impairment Loss allowance	-	-	-	-
Total (A) Net	<b>7,714.66</b>	<b>6,172.93</b>	<b>3,766.38</b>	<b>3,046.62</b>
<b>(B) Securitywise classification</b>				
(i) Secured by securities/shares	7,714.66	6,172.93	3,766.38	3,046.62
Total (B) Gross	<b>7,714.66</b>	<b>6,172.93</b>	<b>3,766.38</b>	<b>3,046.62</b>
Less: Impairment Loss allowance	-	-	-	-
Total (B) Net	<b>7,714.66</b>	<b>6,172.93</b>	<b>3,766.38</b>	<b>3,046.62</b>
<b>(C) (I) Loans in India</b>				
(i) Public Sector	-	-	-	-
(ii) Others				
- Body Corporate	402.45	419.39	281.42	192.38
- Others (Includes Firms, Trusts, HUFs, Individuals)	7,312.21	5,753.54	3,484.96	2,854.24
Total (C) Gross	<b>7,714.66</b>	<b>6,172.93</b>	<b>3,766.38</b>	<b>3,046.62</b>
Less: Impairment Loss allowance	-	-	-	-
Total (C) (I) Net	<b>7,714.66</b>	<b>6,172.93</b>	<b>3,766.38</b>	<b>3,046.62</b>
<b>(C) (II) Loans Outside India</b>				
Less: Impairment Loss allowance	-	-	-	-
Total (C) (II) Net	-	-	-	-

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		(₹ in Millions)			
8 INVESTMENTS		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>(a) Debt securities</b>					
At fair value through profit or loss					
(i) Bonds					
Amount		1.03	-	87.06	44.35
Qty in No.		1	-	801	47
(ii) Debentures					
Amount		47.35	25.43	3.85	20.81
Qty in No.		298	92	25	158
<b>Total Gross (a)</b>		<b>48.38</b>	<b>25.43</b>	<b>90.91</b>	<b>65.16</b>
<b>(b) Investment in Shares</b>					
		-	-	-	<b>0.00</b>
<b>Total Gross (a) &amp; (b)</b>		<b>48.38</b>	<b>25.43</b>	<b>90.91</b>	<b>65.16</b>
(i) Investments outside India					
		-	-	-	-
(ii) Investments in India					
		48.38	25.43	90.91	65.16
<b>Total Gross</b>		<b>48.38</b>	<b>25.43</b>	<b>90.91</b>	<b>65.16</b>

Note: The Company measures Investments in debt securities at fair value through profit or loss & investments in equity Instruments are recorded at cost. There are no investments which are designated at fair value through profit and loss.

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
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		(₹ in Millions)			
		As at	As at	As at	As at
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>9</b>	<b>OTHER FINANCIAL ASSETS</b>				
	<u>Others</u>				
	Rent, electricity and other deposits	213.17	208.43	172.21	174.09
	Accrued Interest on FD	410.60	308.44	103.04	181.21
	Deposits with Exchange & PCM	105.78	53.41	53.23	42.32
	Receivables from Exchange	69.85	75.09	68.77	43.38
	Margin Money With PCM	31.65	18.14	2.23	2.46
	Other financial assets	-	0.55	-	-
		<b>831.05</b>	<b>664.06</b>	<b>399.48</b>	<b>443.46</b>
<b>10</b>	<b>CURRENT TAX ASSET (NET)</b>				
	Advance Tax including Tax Deducted at Source (Net of Provision for Tax)	0.23	0.19	59.25	26.24
		<b>0.23</b>	<b>0.19</b>	<b>59.25</b>	<b>26.24</b>
<b>11</b>	<b>DEFERRED TAX ASSETS</b>				
	<u>Deferred tax liabilities</u>				
	Depreciation	-	-	(11.66)	(16.72)
	<u>Deferred tax assets</u>				
	Provision for Bad & Doubtful Debts	-	-	3.26	4.23
	Lease liability & Right of Use	-	-	84.88	85.52
		-	-	88.14	89.75
		<b>-</b>	<b>-</b>	<b>76.48</b>	<b>73.03</b>

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
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**NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION**

**12 INVESTMENT PROPERTY**

(₹ in Millions)

Description	Building			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Investment at cost</b>				
Opening Gross Block	77.74	77.74	-	-
Additions	-	-	77.74	-
Disposals	-	-	-	-
<b>Closing Gross Block</b>	<b>77.74</b>	<b>77.74</b>	<b>77.74</b>	<b>-</b>
Opening Accumulated amortisation	1.54	0.30	-	-
Amortisation	0.62	1.23	0.30	-
Disposals	-	-	-	-
<b>Closing Accumulated amortisation</b>	<b>2.15</b>	<b>1.53</b>	<b>0.30</b>	<b>-</b>
<b>Net carrying amount</b>	<b>75.59</b>	<b>76.21</b>	<b>77.44</b>	<b>-</b>

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
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**NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION**

**13 PROPERTY, PLANT AND EQUIPMENT**

(₹ in Millions)					
<b>As at September 30, 2024</b>					
Description	Computer Equipments	Furniture & Fixtures	Vehicles	Office Equipment	Total
Gross carrying amount as at April 1, 2024	248.91	79.92	132.38	45.39	506.60
Additions	13.96	9.76	5.72	5.07	34.51
Less: Disposals	(0.06)	-	(4.01)	-	(4.07)
<b>Gross carrying amount as at September 30, 2024</b>	<b>262.81</b>	<b>89.68</b>	<b>134.09</b>	<b>50.46</b>	<b>537.04</b>
Accumulated depreciation as at April 1, 2024	117.58	41.23	45.47	22.41	226.69
Depreciation for the year	12.28	3.04	7.70	1.80	24.81
Less: Disposals	(0.01)	-	(1.42)	-	(1.43)
<b>Accumulated depreciation as at September 30, 2024</b>	<b>129.85</b>	<b>44.27</b>	<b>51.75</b>	<b>24.21</b>	<b>250.08</b>
<b>Net carrying amount as at September 30, 2024</b>	<b>132.96</b>	<b>45.41</b>	<b>82.34</b>	<b>26.25</b>	<b>286.96</b>

(₹ in Millions)					
<b>As at March 31, 2024</b>					
Description	Computer Equipments	Furniture & Fixtures	Vehicles	Office Equipment	Total
Gross carrying amount as at April 1, 2023	192.89	76.25	81.57	33.74	384.45
Additions	56.21	3.67	53.49	11.67	125.04
Less: Disposals	(0.19)	-	(2.68)	(0.02)	(2.89)
<b>Gross carrying amount as at March 31, 2024</b>	<b>248.91</b>	<b>79.92</b>	<b>132.38</b>	<b>45.39</b>	<b>506.60</b>
Accumulated depreciation as at April 1, 2023	89.39	33.71	34.73	19.16	176.99
Depreciation for the year	28.20	7.52	12.76	3.25	51.73
Less: Disposals	(0.01)	-	(2.02)	-	(2.03)
<b>Accumulated depreciation as at March 31, 2024</b>	<b>117.58</b>	<b>41.23</b>	<b>45.47</b>	<b>22.41</b>	<b>226.69</b>
<b>Net carrying amount as at March 31, 2024</b>	<b>131.33</b>	<b>38.69</b>	<b>86.91</b>	<b>22.98</b>	<b>279.91</b>

(₹ in Millions)					
<b>As at March 31, 2023</b>					
Description	Computer Equipments	Furniture & Fixtures	Vehicles	Office Equipment	Total
Gross carrying amount as at April 1, 2022	203.60	72.59	64.89	28.39	369.47
Additions	52.64	3.66	27.77	5.35	89.42
Less: Disposals	(63.35)	(0.00)	(11.09)	(0.00)	(74.44)
<b>Gross carrying amount as at March 31, 2023</b>	<b>192.89</b>	<b>76.25</b>	<b>81.57</b>	<b>33.74</b>	<b>384.45</b>
Accumulated depreciation as at April 1, 2022	72.45	28.28	28.65	13.61	142.99
Depreciation for the year	24.61	5.43	11.98	5.55	47.57
Less: Disposals	(7.67)	(0.00)	(5.90)	(0.00)	(13.57)
<b>Accumulated depreciation as at March 31, 2023</b>	<b>89.39</b>	<b>33.71</b>	<b>34.73</b>	<b>19.16</b>	<b>176.99</b>
<b>Net carrying amount as at March 31, 2023</b>	<b>103.50</b>	<b>42.54</b>	<b>46.84</b>	<b>14.58</b>	<b>207.46</b>

(₹ in Millions)						
<b>As at March 31, 2022</b>						
Description	Office Building	Computer Equipments	Furniture & Fixtures	Vehicles	Office Equipment	Total
Gross carrying amount as at April 1, 2021	11.21	128.57	307.05	66.27	22.81	535.91
Additions	-	77.25	2.57	15.84	6.28	101.94
Less: Disposals	(11.21)	(2.22)	(237.03)	(17.22)	(0.70)	(268.38)
<b>Gross carrying amount as at March 31, 2022</b>	<b>-</b>	<b>203.60</b>	<b>72.59</b>	<b>64.89</b>	<b>28.39</b>	<b>369.47</b>
Accumulated depreciation as at April 1, 2021	1.81	57.07	248.49	38.21	10.71	356.29
Depreciation for the year	0.12	15.38	16.82	7.57	3.59	43.48
Less: Disposals	(1.93)	-	(237.03)	(17.13)	(0.69)	(256.78)
<b>Accumulated depreciation as at March 31, 2022</b>	<b>-</b>	<b>72.45</b>	<b>28.28</b>	<b>28.65</b>	<b>13.61</b>	<b>142.99</b>
<b>Net carrying amount as at March 31, 2022</b>	<b>-</b>	<b>131.15</b>	<b>44.31</b>	<b>36.24</b>	<b>14.78</b>	<b>226.48</b>

Note:

1. The vehicles are given as security against Vehicle loans from Banks.



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**14 INTANGIBLE ASSETS UNDER DEVELOPMENT**

(₹ in Millions)

<b>Software under development</b>	<b>Amount</b>
<b>As at March 31, 2021</b>	<b>0.98</b>
Additions/ (Disposals)	0.61
Transferred to Intangible Assets	-
<b>As at March 31, 2022</b>	<b>1.59</b>
Additions/ (Disposals)	1.65
Transferred to Intangible Assets	(1.59)
<b>As at March 31, 2023</b>	<b>1.65</b>
Additions/ (Disposals)	-
Transferred to Intangible Assets	(1.65)
<b>As at March 31, 2024</b>	<b>-</b>
Additions/ (Disposals)	-
Transferred to Intangible Assets	-
<b>As at September 30, 2024</b>	<b>-</b>

**15 OTHER INTANGIBLE ASSETS**

(₹ in Millions)

<b>Description</b>	<b>Software</b>			
	<b>As at September 30, 2024</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Gross carrying amount	299.26	271.41	252.14	243.01
Additions	16.03	27.85	19.27	9.13
Less: Disposals	-	-	-	-
<b>Gross carrying amount</b>	<b>315.29</b>	<b>299.26</b>	<b>271.41</b>	<b>252.14</b>
Opening Accumulated amortisation	196.94	161.34	124.02	92.88
Amortisation for the period	13.65	35.60	37.32	31.14
Less: Disposals	-	-	(0.00)	-
<b>Closing Accumulated amortisation</b>	<b>210.59</b>	<b>196.94</b>	<b>161.34</b>	<b>124.02</b>
<b>Net carrying amount</b>	<b>104.70</b>	<b>102.32</b>	<b>110.07</b>	<b>128.12</b>

**16 RIGHT OF USE ASSET**

(₹ in Millions)

<b>Leasehold buildings (Refer Note No. 42)</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>September 30, 2024</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Gross carrying amount	543.39	314.11	252.69	163.48
Additions	96.20	229.28	100.10	89.21
Less: Disposals	(61.24)	-	(38.68)	-
<b>Gross carrying amount</b>	<b>578.35</b>	<b>543.39</b>	<b>314.11</b>	<b>252.69</b>
Opening Accumulated depreciation	257.82	145.25	94.30	134.75
Depreciation for the year	72.34	112.57	69.74	56.72
Less: Disposals	(61.24)	-	(18.79)	(97.17)
<b>Closing Accumulated depreciation</b>	<b>268.92</b>	<b>257.82</b>	<b>145.25</b>	<b>94.30</b>
<b>Net carrying amount</b>	<b>309.43</b>	<b>285.57</b>	<b>168.86</b>	<b>158.39</b>

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
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17 OTHER NON FINANCIAL ASSETS	(₹ in Millions)			
	As at	As at	As at	As at
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Prepaid Expenses	55.17	38.90	42.14	35.22
Advance to Suppliers	36.26	18.18	8.30	7.52
Advance to Staff	11.41	22.76	6.28	5.23
Capital Advance	-	-	-	69.61
GST Input Credit	-	0.00	0.01	-
	<b>102.84</b>	<b>79.84</b>	<b>56.72</b>	<b>117.58</b>

Note: Capital Advance is made for property acquisition in FY 21-22. This property is capitalized in the books in the FY 22-23.

18 TRADE PAYABLES	(₹ in Millions)			
	As at	As at	As at	As at
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Undisputed				
(a) Total outstanding dues of micro enterprises and small enterprises	0.70	0.57	0.01	0.19
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	18,362.83	12,215.88	8,787.36	7,741.99
	<b>18,363.53</b>	<b>12,216.45</b>	<b>8,787.37</b>	<b>7,742.18</b>

Note :

- The above disclosure is based on the responses received by the Company to its inquiries with suppliers with regard to applicability under the Micro, Small and Medium Enterprise Development Act, 2006.
- Refer Note No. 52 for dues w.r.t Micro, small and medium enterprises.

Particulars	(₹ in Millions)				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>As at September 30, 2024</b>					
Undisputed					
(i) MSME	0.70	-	-	-	0.70
(ii) Others	18,299.81	55.39	0.25	7.37	18,362.83
Disputed					
(iii) MSME	-	-	-	-	-
(iv) Others	-	-	-	-	-
<b>Total</b>	<b>18,300.51</b>	<b>55.39</b>	<b>0.25</b>	<b>7.37</b>	<b>18,363.53</b>
<b>As at March 31, 2024</b>					
Undisputed					
(i) MSME	0.57	-	-	-	0.57
(ii) Others	12,096.26	110.97	0.26	8.39	12,215.88
Disputed					
(iii) MSME	-	-	-	-	-
(iv) Others	-	-	-	-	-
<b>Total</b>	<b>12,096.83</b>	<b>110.97</b>	<b>0.26</b>	<b>8.39</b>	<b>12,216.45</b>
<b>As at March 31, 2023</b>					
Undisputed					
(i) MSME	0.01	-	-	-	0.01
(ii) Others	8,750.02	31.09	1.12	5.13	8,787.36
Disputed					
(iii) MSME	-	-	-	-	-
(iv) Others	-	-	-	-	-
<b>Total</b>	<b>8,750.03</b>	<b>31.09</b>	<b>1.12</b>	<b>5.13</b>	<b>8,787.37</b>
<b>As at March 31, 2022</b>					
Undisputed					
(i) MSME	0.19	-	-	-	0.19
(ii) Others	7,658.57	58.45	20.97	4.00	7,741.99
Disputed					
(iii) MSME	-	-	-	-	-
(iv) Others	-	-	-	-	-
<b>Total</b>	<b>7,658.76</b>	<b>58.45</b>	<b>20.97</b>	<b>4.00</b>	<b>7,742.18</b>

19 DEBT SECURITIES	(₹ in Millions)			
	As at	As at	As at	As at
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
(A) Others				
At fair value through profit and loss				
Secured				
Non convertible Debentures	3,019.07	2,457.96	1,235.00	-
<b>Total (A)</b>	<b>3,019.07</b>	<b>2,457.96</b>	<b>1,235.00</b>	<b>-</b>
(i) Debt Securities in India	3,019.07	2,457.96	1,235.00	-
(ii) Debt Securities outside India	-	-	-	-
<b>Total (B)</b>	<b>3,019.07</b>	<b>2,457.96</b>	<b>1,235.00</b>	<b>-</b>

Note: The Company has issued Redeemable Non-convertible Debentures (NCDs). These NCDs issued are secured against the assets of the company. The NCDs Interest rate ranges from 9% to 9.75% .The repayable terms are as mentioned below.

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**Face Value of Secured Non convertible Debentures**

**(₹ in Millions)**

Product Code	Allotment Date	Redemption Date	Face Value	As at		As at		As at	
				September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022		
ARSSBL01	11-May-2022	11-Aug-2025	138.50	138.50	138.50	138.50	138.50	-	
ARSSBL02	11-Jul-2022	10-Oct-2025	87.50	87.50	87.50	87.50	87.50	-	
ARSSBL03	29-Sep-2022	29-Sep-2025	123.00	123.00	123.00	123.00	123.00	-	
ARSSBL04	10-Oct-2022	10-Oct-2025	186.50	186.50	186.50	186.50	186.50	-	
ARSSBL05	31-Oct-2022	31-Oct-2025	95.00	95.00	95.00	95.00	95.00	-	
ARSSBL06	14-Nov-2022	13-Feb-2026	15.00	15.00	15.00	15.00	15.00	-	
ARSSBL07	15-Nov-2022	17-Nov-2025	107.50	107.50	107.50	107.50	107.50	-	
ARSSBL08	30-Nov-2022	01-Dec-2025	150.00	150.00	150.00	150.00	150.00	-	
ARSSBL09	27-Dec-2022	27-Mar-2026	11.50	11.50	11.50	11.50	11.50	-	
ARSSBL10	09-Jan-2023	09-Jan-2026	100.00	100.00	100.00	100.00	100.00	-	
ARSSBL11	13-Feb-2023	13-Feb-2026	122.50	122.50	122.50	122.50	122.50	-	
ARSSBL12	13-Mar-2023	13-Mar-2026	52.50	52.50	52.50	52.50	52.50	-	
ARSSBL13	31-Mar-2023	31-Mar-2026	45.50	45.50	45.50	45.50	45.50	-	
ARSSBL14	04-Apr-2023	06-Apr-2026	80.00	80.00	80.00	-	-	-	
ARSSBL15	24-Apr-2023	24-Jul-2026	55.00	41.56	41.56	-	-	-	
ARSSBL16	10-May-2023	11-May-2026	50.00	50.00	50.00	-	-	-	
ARSSBL17	12-May-2023	12-Aug-2026	40.00	30.22	30.22	-	-	-	
ARSSBL18	05-Jun-2023	05-Jun-2026	58.50	58.50	58.50	-	-	-	
ARSSBL19	19-Jun-2023	18-Sep-2026	40.00	30.22	30.22	-	-	-	
ARSSBL20	03-Jul-2023	03-Jul-2026	50.00	50.00	50.00	-	-	-	
ARSSBL21	24-Jul-2023	24-Jul-2026	55.00	55.00	55.00	-	-	-	
ARSSBL22	10-Aug-2023	10-Aug-2026	50.00	50.00	50.00	-	-	-	
ARSSBL23	07-Sep-2023	07-Dec-2026	22.50	17.00	17.00	-	-	-	
ARSSBL24	14-Sep-2023	14-Sep-2026	50.00	50.00	50.00	-	-	-	
ARSSBL25	05-Oct-2023	05-Oct-2026	65.00	65.00	65.00	-	-	-	
ARSSBL26	05-Oct-2023	05-Jan-2027	20.00	15.11	15.11	-	-	-	
ARSSBL27	20-Oct-2023	20-Oct-2026	50.00	50.00	50.00	-	-	-	
ARSSBL28	13-Nov-2023	13-Nov-2026	50.00	50.00	50.00	-	-	-	
ARSSBL29	12-Dec-2023	14-Dec-2026	50.00	50.00	50.00	-	-	-	
ARSSBL30	12-Dec-2023	12-Mar-2027	20.00	15.12	15.12	-	-	-	
ARSSBL31	26-Dec-2023	26-Mar-2027	20.00	15.12	15.12	-	-	-	
ARSSBL32	04-Jan-2024	04-Jan-2027	54.00	54.00	54.00	-	-	-	
ARSSBL33	02-Feb-2024	02-Jan-2027	50.00	50.00	50.00	-	-	-	
ARSSBL34	20-Feb-2024	20-May-2027	20.00	15.12	15.12	-	-	-	
ARSSBL35	22-Feb-2024	22-Feb-2027	72.50	72.50	72.50	-	-	-	
ARSSBL36	13-Mar-2024	13-Mar-2025	15.00	15.00	15.00	-	-	-	
ARSSBL37	13-Mar-2024	15-Mar-2027	35.00	35.00	35.00	-	-	-	
ARSSBL38	20-Mar-2024	20-Mar-2025	15.00	15.00	15.00	-	-	-	
ARSSBL39	20-Mar-2024	20-Mar-2025	100.00	100.00	100.00	-	-	-	
ARSSBL40	20-Mar-2024	20-Mar-2027	15.00	15.00	15.00	-	-	-	
ARSSBL41	20-Mar-2024	20-Mar-2027	20.00	20.00	20.00	-	-	-	
ARSSBL42	27-Mar-2024	27-Mar-2025	15.00	15.00	15.00	-	-	-	
ARSSBL43	27-Mar-2024	29-Mar-2027	16.00	16.00	16.00	-	-	-	
ARSSBL44	27-Mar-2024	29-Mar-2027	7.50	7.50	7.50	-	-	-	
ARSSBL45	28-Mar-2024	28-Mar-2025	10.00	10.00	10.00	-	-	-	
ARSSBL46	28-Mar-2024	29-Mar-2027	10.00	10.00	10.00	-	-	-	
ARSSBL47	04-Apr-2024	05-Apr-2027	50.00	50.00	-	-	-	-	
ARSSBL48	08-Apr-2024	08-Apr-2025	5.00	5.00	-	-	-	-	
ARSSBL49	08-Apr-2024	08-Apr-2027	10.00	10.00	-	-	-	-	
ARSSBL50	15-Apr-2024	15-Apr-2027	10.00	10.00	-	-	-	-	
ARSSBL51	22-Apr-2024	22-Apr-2025	10.00	10.00	-	-	-	-	
ARSSBL52	22-Apr-2024	22-Apr-2027	15.00	15.00	-	-	-	-	
ARSSBL53	29-Apr-2024	06-May-2025	10.00	10.00	-	-	-	-	
ARSSBL54	29-Apr-2024	29-Apr-2027	27.00	27.00	-	-	-	-	
ARSSBL55	10-May-2024	10-May-2027	27.00	27.00	-	-	-	-	
ARSSBL56	14-May-2024	14-May-2027	50.00	50.00	-	-	-	-	
ARSSBL57	15-May-2024	22-May-2025	6.00	6.00	-	-	-	-	
ARSSBL58	15-May-2024	17-May-2027	20.00	20.00	-	-	-	-	
ARSSBL59	16-May-2024	20-May-2027	7.56	7.56	-	-	-	-	
ARSSBL60	24-May-2024	31-May-2025	15.00	15.00	-	-	-	-	
ARSSBL61	24-May-2024	24-May-2027	9.00	9.00	-	-	-	-	
ARSSBL62	31-May-2024	31-May-2027	15.00	15.00	-	-	-	-	
ARSSBL63	04-Jun-2024	04-Jun-2027	5.00	5.00	-	-	-	-	
ARSSBL64	18-Jun-2024	25-Jun-2025	5.00	5.00	-	-	-	-	
ARSSBL65	18-Jun-2024	18-Jun-2027	10.00	10.00	-	-	-	-	
ARSSBL66	24-Jun-2024	24-Jun-2027	55.00	55.00	-	-	-	-	
ARSSBL67	25-Jun-2024	25-Jun-2027	10.00	10.00	-	-	-	-	
ARSSBL68	02-Jul-2024	09-Jul-2025	20.00	20.00	-	-	-	-	
ARSSBL69	08-Jul-2024	08-Oct-2027	7.56	7.56	-	-	-	-	
ARSSBL70	09-Jul-2024	16-Jul-2025	5.00	5.00	-	-	-	-	
ARSSBL71	09-Jul-2024	09-Jul-2027	10.00	10.00	-	-	-	-	
ARSSBL72	16-Jul-2024	16-Jul-2027	10.00	10.00	-	-	-	-	
ARSSBL73	23-Jul-2024	30-Jul-2025	20.00	20.00	-	-	-	-	
ARSSBL74	30-Jul-2024	30-Jul-2027	5.00	5.00	-	-	-	-	
ARSSBL75	01-Aug-2024	08-Aug-2025	10.00	10.00	-	-	-	-	
ARSSBL76	06-Aug-2024	13-Aug-2025	10.00	10.00	-	-	-	-	
ARSSBL77	06-Aug-2024	06-Aug-2027	5.00	5.00	-	-	-	-	
ARSSBL78	09-Aug-2024	09-Aug-2027	50.00	50.00	-	-	-	-	
ARSSBL79	13-Aug-2024	20-Aug-2025	5.00	5.00	-	-	-	-	
ARSSBL80	20-Aug-2024	20-Aug-2027	5.00	5.00	-	-	-	-	
ARSSBL81	23-Aug-2024	25-Aug-2031	10.00	10.00	-	-	-	-	
ARSSBL82	02-Sep-2024	02-Sep-2027	12.00	12.00	-	-	-	-	
ARSSBL83	25-Sep-2024	27-Sep-2027	5.00	5.00	-	-	-	-	

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
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(₹ in Millions)				
20 BORROWINGS (OTHER THAN DEBT SECURITIES)	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>At Amortized Cost</b>				
<b>(a) Term loan from Banks - Secured</b>				
Vehicle Loans	46.98	57.30	23.88	14.01
Working Capital Demand Loan	1,808.95	300.00	1,252.97	-
<b>Total</b>	<b>1,855.93</b>	<b>357.30</b>	<b>1,276.85</b>	<b>14.01</b>
<b>(b) Loans from Related Parties - Unsecured (Refer noter no. 43)</b>	<b>636.50</b>	<b>3,750.00</b>	<b>-</b>	<b>597.45</b>
<b>(c) Loans repayable on demand - Secured</b>				
Bank Overdraft	2,247.39	103.21	662.32	2,042.48
<b>(d) Loans from Others</b>				
Secured	2,890.00	2,073.96	1,005.26	-
Unsecured	-	50.00	50.54	101.28
<b>Total</b>	<b>2,890.00</b>	<b>2,123.96</b>	<b>1,055.80</b>	<b>101.28</b>
	<b>7,629.82</b>	<b>6,334.47</b>	<b>2,994.97</b>	<b>2,755.22</b>
(A) Maturity Terms of Term loan from Banks & Loans from Others				
(₹ in Millions)				
<b>Particulars</b>	<b>As at September 30, 2024</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Less than 1 year	4,712.14	2,445.04	2,317.49	105.89
1-2 years	13.01	11.68	4.80	3.06
2-3 years	10.98	11.33	5.18	3.46
More than 3 years	9.80	13.21	5.18	2.89
<b>Total</b>	<b>4,745.93</b>	<b>2,481.26</b>	<b>2,332.65</b>	<b>115.29</b>
<b>(B) Other terms &amp; conditions:</b>				
1. Rate of interest is ranging from 7.35% to 10.50% for above borrowings.				
2. Vehicle loans are secured against hypothecation of vehicles and repayable in 36, 60 and 84 monthly instalments.				
3. The other borrowings are secured against loans/trade receivables/personal guarantee of directors.				
4. There is no default as on the balance sheet date in repayment of borrowings and interest during the year.				
(₹ in Millions)				
21 DEPOSITS	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>At amortized cost</b>				
Security Deposits	80.85	86.31	93.21	91.53
	<b>80.85</b>	<b>86.31</b>	<b>93.21</b>	<b>91.53</b>
<b>Note:</b> The Company measures security deposits at amortized cost. There are no security deposits which are measured at fair value through profit and loss or designated at fair value through profit and loss.				
(₹ in Millions)				
22 OTHER FINANCIAL LIABILITIES	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Lease Liability	315.78	290.15	168.73	150.06
Other Payable	0.82	0.01	-	-
	<b>316.60</b>	<b>290.16</b>	<b>168.73</b>	<b>150.06</b>
(₹ in Millions)				
23 CURRENT TAX LIABILITIES (NET)	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Tax (Net of Advance Tax including Tax Deducted at Source)	21.82	18.75	-	-
	<b>21.82</b>	<b>18.75</b>	<b>-</b>	<b>-</b>
(₹ in Millions)				
24 PROVISIONS	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Provision for</b>				
Employee Benefits Payable	339.57	334.94	199.60	264.82
Gratuity	19.55	0.18	16.24	15.55
	<b>359.12</b>	<b>335.12</b>	<b>215.84</b>	<b>280.37</b>
(₹ in Millions)				
25 DEFERRED TAX LIABILITIES	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax liabilities</b>				
Depreciation	13.94	12.67	-	-
<b>Deferred tax assets</b>				
Provision for Bad & Doubtful Debts	(3.75)	(1.47)	-	-
Lease liability & Right of Use	(1.60)	(1.15)	-	-
	(5.35)	(2.62)	-	-
	<b>8.59</b>	<b>10.05</b>	<b>-</b>	<b>-</b>
(₹ in Millions)				
26 OTHER NON-FINANCIAL LIABILITIES	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Statutory Dues	197.20	175.14	140.35	112.50
	<b>197.20</b>	<b>175.14</b>	<b>140.35</b>	<b>112.50</b>

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
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		(₹ in Millions)			
27 EQUITY SHARE CAPITAL		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Authorised</b>					
5,95,00,000 Equity shares of ₹ 5/- Each		297.50	297.50	297.50	247.50
(2,47,50,000 Equity shares of ₹ 10/- Each as at 31.03.2022)					
		<b>297.50</b>	<b>297.50</b>	<b>297.50</b>	<b>247.50</b>
<b>Issued, Subscribed And Paid Up</b>					
4,43,55,408 Equity Shares of ₹ 5/- each Fully Paid Up		221.78	221.78	201.62	134.41
(2,01,61,550 Equity Shares of ₹ 10/- each Fully Paid Up as at 31.03.2023)					
(1,34,41,033 Equity Shares of ₹ 10/- each Fully Paid Up as at 31.03.2022)					
		<b>221.78</b>	<b>221.78</b>	<b>201.62</b>	<b>134.41</b>

**(i) Reconciliation for number of shares outstanding**

Particulars	Shares Outstanding at beginning of the period	Bonus Issue of Shares during the period	Sub-Division of shares during the period	Right Issue of Shares during the period	Shares Bought Back during the period	Shares Outstanding at end of the period
<b>For the Period Apr24 to Sep24</b>						
No. of Shares	4,43,55,408	-	-	-	-	4,43,55,408
₹ in Millions	221.78	-	-	-	-	221.78
<b>FY 2023-24</b>						
No. of Shares	2,01,61,550	-	2,01,61,550	40,32,308	-	4,43,55,408
₹ in Millions	201.62	-	-	20.16	-	221.78
<b>FY 2022-23</b>						
No. of Shares	1,34,41,033	67,20,517	-	-	-	2,01,61,550
₹ in Millions	134.41	67.21	-	-	-	201.62
<b>FY 2021-22</b>						
No. of Shares	96,00,738	-	-	38,40,295	-	1,34,41,033
₹ in Millions	96.01	-	-	38.40	-	134.41

**Notes:**

1. 67,20,517 Equity shares were allotted as fully paid Bonus Shares in the ratio 1:2 in the Board meeting held on November 21, 2022 which was approved by shareholders in their meeting on September 27, 2022.

2. During FY 23-24, the company has undergone stock split of equity shares in the ratio 2:1. On account of the stock split the outstanding shares has increased by 2,01,61,550 shares and face value of the subdivided shares has been fixed at ₹ 5 per share against Rs. 10 per share earlier. This was approved by shareholder's in the meeting dated June 20, 2023. These split shares were issued on May 4, 2023 as per the Board meeting held on that date.

3. During FY24, the company has issued Right equity shares in the ratio of 1:10 to shareholders at premium of ₹ 119 on 5th March, 2024. During FY22, the Company has issued Right equity shares in the ratio of 4:10 to its shareholders at premium of ₹ 120 on 6th February, 2022.

4. Refer Note no. 50 for Stock option scheme.

**(ii) Terms/Rights attached to the Equity Shares**

The Company has only one class of shares referred to as Equity Shares having a face value of ₹ 5 per share. Each holder of equity share is entitled to one vote per share and distribution of dividends in the ratio of their holdings if approved by the shareholders in their meeting.

In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

**(iii) Shareholder holding more than 5% of equity shares as at the end of the period**

Name of Shareholders	No. of equity shares held	% of Holdings
<b>Name of Holding Company:</b> Anand Rathi Financial Services Limited and its nominee		
As at September, 2024	4,43,55,408	100.00%
As at March 31, 2024	4,43,55,408	100.00%
As at March 31, 2023	2,01,61,550	100.00%
As at March 31, 2022	1,34,41,033	100.00%

**(iv) Shares held by promoters at the end of the period**

Name of the Promoter	No. of equity shares held	% of Holdings	% Change during the year
<b>Anand Rathi Financial Services Limited and its nominee</b>			
As at September, 2024	4,43,55,408	100.00%	0%
As at March 31, 2024	4,43,55,408	100.00%	120.00%
As at March 31, 2023	2,01,61,550	100.00%	50.00%
As at March 31, 2022	1,34,41,033	100.00%	40.00%

**Note:** Out of the above change of 120%, 100% change is due to Sub-division of equity shares issued on May 4, 2023 in the ratio 2:1

**(v) For the period of five years immediately preceding September 30, 2024**

For the Year Ended		Issue of shares for consideration other than cash	Bonus share issued by the company	Shares bought back
March 31, 2024	No. of Shares	-	-	-
March 31, 2023	No. of Shares	-	67,20,517	-
March 31, 2022	No. of Shares	-	-	-
March 31, 2021	No. of Shares	-	-	-
March 31, 2020	No. of Shares	-	-	-

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**28 OTHER EQUITY**

	(₹ in Millions)			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>(a) Capital Redemption Reserve</b>				
Opening balance	2.50	2.50	2.50	2.50
Add: Addition During the period	-	-	-	-
Closing Balance	<b>2.50</b>	<b>2.50</b>	<b>2.50</b>	<b>2.50</b>
<b>(b) Debenture Redemption Reserve</b>				
Opening Balance	251.60	123.50	-	-
Addition during the period	50.31	128.10	123.50	-
Closing Balance	<b>301.91</b>	<b>251.60</b>	<b>123.50</b>	<b>-</b>
<b>(c) Securities Premium</b>				
Opening Balance	1,728.27	1,248.43	1,248.43	787.59
Addition during the period	-	479.84	-	460.84
Closing Balance	<b>1,728.27</b>	<b>1,728.27</b>	<b>1,248.43</b>	<b>1,248.43</b>
<b>(d) Share based payment Reserve</b>				
Opening Balance	-	-	-	-
Addition during the period	49.36	-	-	-
Closing Balance	<b>49.36</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(e) Retained Earnings</b>				
Opening Balance	1,726.76	1,081.96	895.22	387.23
Add: Profit During the period	636.56	772.90	377.45	507.99
Less: Issuance of Bonus Shares	-	-	(67.21)	-
Less: Transfer to Debenture Redemption Reserve	(50.31)	(128.10)	(123.50)	-
Closing Balance	<b>2,313.01</b>	<b>1,726.76</b>	<b>1,081.96</b>	<b>895.22</b>
<b>(f) Other Comprehensive Income</b>				
Opening Balance	(4.33)	(5.67)	(6.61)	(2.54)
Exchange difference on translation from functional currency to presentation currency	0.25	0.85	3.01	0.26
Remeasurement of defined employee benefit plan	(11.91)	0.67	(2.76)	(6.11)
Income tax relating to items that will not be reclassified to profit or loss	2.97	(0.18)	0.69	1.78
Closing Balance	<b>(13.02)</b>	<b>(4.33)</b>	<b>(5.67)</b>	<b>(6.61)</b>
<b>TOTAL OTHER EQUITY</b>	<b>4,382.03</b>	<b>3,704.80</b>	<b>2,450.72</b>	<b>2,139.54</b>

**(a) Capital Redemption Reserve**

Capital Redemption Reserve represents the statutory reserve created when the capital is redeemed and the same will be utilised for issue of bonus share as per provisions of the Companies Act, 2013.

**(b) Debenture Redemption Reserve**

Debenture Redemption Reserve represents a percentage of the amount of debentures issued during the year. The balance will be utilised to repay the debt obligations on account of debenture issued as per provisions of Section 71(4) of the Companies Act, 2013 r.w Rule 18(7) of the Companies (Share Capital And Debentures) Rules, 2014.

**(c) Securities Premium**

Balance of Security premium consist of issue of shares over its face value. The balance will be utilised as per provisions of Section 52 of the Companies Act, 2013.

**(d) Share based payment Reserve**

Share based payment Reserve is created as required by "Ind AS 102 - Shared Based Payments" on grant of options under the Employee Stock Option Scheme.

**(e) Retained earnings**

Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders or as distribution of surplus assets.

**(f) Other Comprehensive Income (OCI)**

OCI includes remeasurement of defined employee benefit plan on account of Actuarial Gains and Losses as per Ind AS 19 Employee Benefits.

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(₹ in Millions)				
<b>29 INTEREST INCOME</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>On financial assets measured at Amortised Cost</b>				
Interest on Loans - Margin funding	554.63	759.25	542.16	328.66
Interest on Delayed payment by customer	327.00	478.43	336.05	183.90
Interest on deposits with banks	610.87	897.39	422.80	386.33
Interest on G-Sec		-	-	19.86
Interest income from Investments (held for trading):				
Interest on Bonds	0.01	0.11	0.54	0.55
Other interest income on:				
Income tax refund	-	5.43	0.28	2.68
Financial assets	5.70	10.21	10.22	7.62
	<b>1,498.21</b>	<b>2,150.82</b>	<b>1,312.05</b>	<b>929.60</b>
(₹ in Millions)				
<b>30 FEES AND COMMISSION INCOME</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Brokerage Income	2,485.83	3,955.62	2,741.16	2,762.00
Depository Income	91.99	144.07	95.45	115.11
Mutual Fund Commission Income	160.80	185.33	145.17	112.49
Referral Commission Income	79.50	124.59	95.36	39.86
Income from Distribution & Sale of Financial Product	80.25	154.66	191.72	167.51
Marketing & Advisory Income	18.07	99.36	75.49	71.77
Business Support Income	-	3.24	16.17	34.66
	<b>2,916.44</b>	<b>4,666.87</b>	<b>3,360.52</b>	<b>3,303.40</b>
(₹ in Millions)				
<b>31 NET GAIN ON FAIR VALUE CHANGES</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>Net gain on financial instruments at FVTPL</b>				
On Investment held for trading	2.53	0.19	5.69	0.65
	<b>2.53</b>	<b>0.19</b>	<b>5.69</b>	<b>0.65</b>
<b>Fair Value changes</b>				
Unrealized Gain	2.53	0.19	5.69	0.65
	<b>2.53</b>	<b>0.19</b>	<b>5.69</b>	<b>0.65</b>
(₹ in Millions)				
<b>32 OTHER INCOME</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>Others</b>				
Rent Income	1.58	3.35	0.66	0.66
Incentive Income from Exchange	-	0.00	0.01	0.01
Dividend On Stock	-	-	0.00	-
IFSCA Turnover Fee	-	-	0.00	(0.00)
Reversal of Impairment of Trade Receivables	-	-	0.62	-
Miscellaneous Income	5.18	11.33	7.48	3.50
	<b>6.76</b>	<b>14.68</b>	<b>8.77</b>	<b>4.17</b>
(₹ in Millions)				
<b>33 FINANCE COSTS</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Interest on Borrowings	460.01	692.61	333.06	256.09
Interest on debt securities	128.14	161.21	46.51	-
Interest on Lease Obligations	14.92	22.95	14.22	14.97
Bank Charges	46.47	88.63	100.81	101.95
	<b>649.54</b>	<b>965.40</b>	<b>494.60</b>	<b>373.01</b>

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		(₹ in Millions)			
<b>34 FEES AND COMMISSION EXPENSE</b>		<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Brokerage Sharing		738.00	1,220.59	906.99	774.09
Depository Charges		25.55	39.84	38.25	59.59
		<b>763.55</b>	<b>1,260.43</b>	<b>945.24</b>	<b>833.68</b>
		(₹ in Millions)			
<b>35 IMPAIRMENT ON FINANCIAL INSTRUMENTS</b>		<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>Financial instruments measured at Amortised Cost</b>					
Others - Trade Receivables		17.63	10.80	-	82.15
		<b>17.63</b>	<b>10.80</b>	<b>-</b>	<b>82.15</b>
		(₹ in Millions)			
<b>36 EMPLOYEE BENEFITS EXPENSE</b>		<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Salaries & Wages		1,273.07	2,044.01	1,602.33	1,371.67
Contribution to Provident and Other Funds		46.06	81.87	70.47	59.90
Share based payment to employees (Refer Note No. 50)		49.36	-	-	-
Staff Welfare Expenses		11.19	22.33	18.16	13.17
		<b>1,379.68</b>	<b>2,148.21</b>	<b>1,690.96</b>	<b>1,444.74</b>
		(₹ in Millions)			
<b>37 DEPRECIATION AND AMORTISATION EXPENSE</b>		<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Depreciation on Property, Plant and Equipment		24.81	51.73	47.57	43.48
Amortisation on Other Intangible Assets		13.65	35.60	37.32	31.14
Depreciation on Right of Use Assets		72.34	112.57	69.74	56.72
Depreciation on Investment Property		0.62	1.23	0.30	-
		<b>111.42</b>	<b>201.13</b>	<b>154.93</b>	<b>131.34</b>
		(₹ in Millions)			
<b>38 OTHER EXPENSES</b>		<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Rent		67.70	135.44	114.27	125.03
Rates & Taxes		0.68	2.96	2.51	1.81
Power & Fuel Charges		14.69	24.70	20.31	16.36
Repairs & Maintenance		8.14	17.62	12.75	11.00
Communication Expenses		12.79	23.53	21.69	21.08
Printing & Stationery Charges		7.86	26.56	20.96	17.46
Business Promotion & Marketing Expenses		92.55	146.24	157.34	100.16
Auditors fees and expenses:					
- Audit Fees		0.44	0.89	0.78	0.78
- Tax Audit		0.10	0.20	0.20	0.20
Legal & Professional Charges		32.18	72.29	51.34	45.01
Insurance Premium		18.22	31.16	13.82	14.56
Stock Exchange Expenses		55.55	55.68	55.48	45.64
Recruitment Expenses		9.61	23.40	23.96	17.31
Membership & Subscriptions		24.63	48.21	49.98	34.85
Business Support Charges		171.34	266.13	136.93	151.66
Brand Charges		15.35	34.14	23.43	19.09
Computer & Software Expenses		38.23	59.30	53.01	32.76
Office Expenses		13.18	26.75	24.18	18.89
Travelling & Conveyance Expenses		43.97	79.75	81.92	44.42
Capital Issue Expenses		-	-	0.63	0.45
(Gain)/Loss on sale of shares- unrealised		-	-	-	(0.00)
(Gain)/Loss on sale of shares- realised		-	-	0.00	0.00
Donations		4.11	0.65	6.62	7.79
CSR Expenses (Refer Note No. 45)		2.50	10.00	4.90	3.92
Loss on Sale / Write off of Property, Plant and Equipment		0.83	0.20	1.21	2.22
Penalty Charges		4.25	3.42	9.03	3.82
Miscellaneous & Other Expenses		2.45	3.38	4.14	0.74
		<b>641.35</b>	<b>1,092.60</b>	<b>891.39</b>	<b>737.01</b>



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39 INCOME TAX EXPENSE	(₹ in Millions)			
	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Current Tax</b>				
Current tax on profit for the year	222.69	294.74	135.22	200.72
MAT Utilization	-	-	-	(47.97)
MAT Utilization of prior period	-	-	-	(10.30)
Adjustments for current tax of prior periods	-	-	-	2.34
Tax on OCI	2.97	(0.18)	0.69	1.78
<b>Total Current tax expenses</b>	<b>225.66</b>	<b>294.56</b>	<b>135.91</b>	<b>146.57</b>
<b>Deferred Tax</b>				
Decrease / (Increase) in deferred tax assets	(1.45)	86.53	(3.45)	(76.94)
MAT Utilization / (Entitlement)	-	-	-	47.97
MAT Utilization of prior period	-	-	-	10.30
<b>Total deferred tax expenses / benefit</b>	<b>(1.45)</b>	<b>86.53</b>	<b>(3.45)</b>	<b>(18.67)</b>
<b>Total Income Tax Expenses</b>	<b>224.21</b>	<b>381.09</b>	<b>132.46</b>	<b>127.90</b>
<b>Effective Tax Rate Reconciliation</b>				
Applicable Tax Rate (%)	25.17	25.17	25.17	29.12
Profit before tax as per P&L	860.77	1,153.99	509.91	635.89
Add: Loss from Subsidiary Company	2.19	12.93	12.08	3.86
Profit before tax liable to tax	862.96	1,166.92	521.99	639.75
Tax Expenses as per above rate	217.19	293.69	131.37	186.30
<b>Tax Impact Due to:</b>				
Expenses (Allowed)/Disallowed	5.50	1.05	3.85	14.42
Tax on OCI	2.97	(0.18)	0.69	1.78
On Account of Previous Year Adjustments	-	-	-	2.34
MAT Utilization	-	-	-	(47.97)
MAT Utilization of prior period	-	-	-	(10.30)
<b>Total Current Tax</b>	<b>225.66</b>	<b>294.56</b>	<b>135.91</b>	<b>146.57</b>
Property, Plant and Equipment and Other Intangible Assets	1.27	1.01	(5.06)	(0.06)
Right-of-Use Asset and Lease Liability	(0.45)	83.73	0.64	(85.22)
Financial Assets and Other Items	(2.28)	1.79	0.97	8.34
MAT Utilization	-	-	-	47.97
MAT Utilization of prior period	-	-	-	10.30
<b>Total Deferred Tax</b>	<b>(1.45)</b>	<b>86.53</b>	<b>(3.45)</b>	<b>(18.67)</b>
<b>Total Tax Expenses Recognised</b>	<b>224.21</b>	<b>381.09</b>	<b>132.46</b>	<b>127.90</b>
<b>Effective Tax Rate</b>	<b>25.98%</b>	<b>32.66%</b>	<b>25.38%</b>	<b>19.99%</b>
<b>Reconciliation of tax expense</b>				
Profit before tax as per the Statement of Profit & Loss	860.77	1,153.99	509.91	635.89
Profit before tax liable to tax	862.96	1,166.92	521.99	639.75
<b>Corporate tax rate as per Income Tax Act, 1961</b>				
Tax Rate as applicable to corporates	<b>29.12%</b>	<b>29.12%</b>	<b>29.12%</b>	<b>29.12%</b>
Less: Tax rate adjustment due to opting for Section 115BAA	<b>3.95%</b>	<b>3.95%</b>	<b>3.95%</b>	<b>0.00%</b>
<b>Applicable Tax Rates</b>	<b>25.17%</b>	<b>25.17%</b>	<b>25.17%</b>	<b>29.12%</b>

**Note:** The applicable tax rate to the Holding company for year ended 31st March 2022 is 29.12% (i.e. 25% Basic Tax, 12% Surcharge on Basic Tax and 4% Cess on Basic Tax and Surcharge). W.e.f financial year ended 31st March 2023, the holding company has opted for application of section 115BAA of the Income Tax Act 1961 for computing its tax liability. The applicable tax rate is 25.17% (i.e. 22% Basic Tax, 10% Surcharge on Basic Tax and 4% Cess on Basic Tax and Surcharge).

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**40 EMPLOYEE BENEFITS**

**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 Company and is in accordance with the Rules of the Company for payment of gratuity.

**Inherent Risk**

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company 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.

(₹ in Millions)

Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Amounts recognized in the Balance Sheet in respect of gratuity (funded by the Company):</b>				
Present value of the funded defined benefit obligation at the end of the period	157.81	130.47	112.04	101.48
Less: Fair value of plan assets	138.26	130.84	95.80	85.93
<b>Net Liability/( Asset)</b>	<b>19.55</b>	<b>(0.37)</b>	<b>16.24</b>	<b>15.55</b>
<b>Amounts recognized in Salary, Wages and Employee Benefits in the Profit and Loss Account in respect of gratuity (funded by the Company):</b>				
Current Service cost	8.21	14.36	12.54	10.14
Interest on Defined Benefit Obligations	4.35	7.76	7.15	5.60
Expected return on plan assets	(4.55)	(6.90)	(6.23)	(5.78)
Fund Value Transferred	-	-	-	-
<b>Net Gratuity Cost</b>	<b>8.01</b>	<b>15.22</b>	<b>13.46</b>	<b>9.96</b>
<b>Amount recognized in Other Comprehensive Income (OCI)</b>				
Amount recognized in OCI in beginning of the period	12.04	12.71	9.95	3.84
<b>Remeasurement due to:</b>				
Effect of Change in financial assumptions	12.76	2.98	0.54	(3.66)
Effect of Change in demographic assumptions	-	-	-	-
Effect of experience adjustments	8.08	5.06	(0.35)	12.23
<b>Actuarial (Gains)/Losses</b>	<b>20.84</b>	<b>8.04</b>	<b>0.19</b>	<b>8.57</b>
Less : Return on plan assets (excluding interest)	8.93	8.71	(2.57)	2.46
<b>Total remeasurements recognized in OCI</b>	<b>11.91</b>	<b>(0.67)</b>	<b>2.76</b>	<b>6.11</b>
<b>Amount recognized in OCI, End of Period</b>	<b>23.95</b>	<b>12.04</b>	<b>12.71</b>	<b>9.95</b>
<b>Actual Return on Plan Assets :</b>				
Expected Return on Plan Assets	4.55	6.90	6.23	5.78
Actuarial gain/(loss) on Plan Assets	8.93	8.71	(2.57)	2.46
<b>Actual Return on Plan Assets</b>	<b>13.48</b>	<b>15.61</b>	<b>3.66</b>	<b>8.24</b>
<b>Reconciliation of present value of the obligation and the fair value of the plan assets:</b>				
<b>Change in present value of obligation:</b>				
<b>Opening Defined Benefit Obligation</b>	130.47	112.04	101.48	83.25
Current Service Cost	8.21	14.36	12.54	10.14
Interest Cost	4.35	7.76	7.15	5.60
Liability Transferred out	-	-	-	-
Actuarial (Gain)/loss	20.84	8.04	0.19	8.57
Benefits Paid	(6.06)	(11.73)	(9.32)	(6.08)
Past Service Cost	-	-	-	-
<b>Closing Defined Benefit Obligation</b>	<b>157.81</b>	<b>130.47</b>	<b>112.04</b>	<b>101.48</b>
<b>Change in fair value plan assets:</b>				
<b>Opening Fair Value of the plan assets</b>	130.84	95.80	85.93	83.77
Expected return on plan assets	4.55	6.90	6.23	5.78
Actual Enterprise's Contribution	-	31.16	15.53	-
Fund Value Transferred	0	-	-	-
Actual Benefits Paid	(6.06)	(11.73)	(9.32)	(6.08)
Actuarial Gain/(loss)	8.93	8.71	(2.57)	2.46
<b>Closing Fair value of the plan assets</b>	<b>138.26</b>	<b>130.84</b>	<b>95.80</b>	<b>85.93</b>

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Particulars	(₹ in Millions)			
	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Investment details of plan assets</b>				
Government of India Securities	-	-	-	-
Corporate Bonds	-	-	-	-
Special Deposit Scheme	-	-	-	-
Insurer Managed Fund	100%	100%	100%	100%
Others	-	-	-	-
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>
<b>Experience Adjustment</b>				
Defined Benefit Obligation	157.81	130.47	112.04	101.48
Plan Assets	138.26	130.84	95.80	85.93
(Surplus)/deficit	19.55	(0.37)	16.24	15.55
Actuarial (Gains)/Losses on Obligations - Due to Experience	20.84	8.04	0.19	8.57
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	8.93	8.71	(2.57)	2.46
<b>Weighted average duration of Define benefit obligation</b>	11.55 Yrs	12.22 Yrs	11.60 Yrs	12.08 Yrs
<b>Maturity profile of defined benefit obligation</b>				
Within next 12 months	13.95	10.77	8.43	5.82
Between 1 and 5 Years	46.30	39.87	33.58	24.91
Between 5 and 10 Years	51.89	46.08	40.89	47.14

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) Company's own financial instrument
- ii) Property occupied by or other assets used by the Company

**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.

Estimated Terms of Liabilities	11.55 Yrs	12.22 Yrs	11.60 Yrs	12.08 Yrs
YTM on Government Bonds (After Rounding Off to nearest 0.05%)	6.70%	6.95%	7.20%	7.25%

**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 (2012-14) Ult. as issued by Institute of Actuaries of India for the actuarial valuation.

**General Description fair value of the plan:**

The Company has insurer Managed Fund.

**Principal Actuarial Assumptions:**

Discount rate	6.70%	6.95%	7.20%	7.25%
Salary Escalation Rate	6.00%	5.00%	5.00%	5.00%
Attrition Rate	For service 4 years and below:- 20%, and service 5 years and above:- 2%	For service 4 years and below:- 20%, and service 5 years and above:- 2%	For service 4 years and below:- 20%, and service 5 years and above:- 2%	For service 4 years and below:- 20%, and service 5 years and above:- 2%
Retirement Age	60 years	60 years	60 years	60 years

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Particulars	(₹ in Millions)			
	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Sensitivity Analysis</b>				
The sensitivity analysis 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)	157.81	130.47	112.04	101.48
<b>Discount Rate</b>				
Increase by 50 bps	(124.44)	(124.44)	(106.79)	(96.57)
Impact of increase by 50 bps in Percentage	(4.49%)	(4.49%)	(4.62%)	(4.82%)
Decrease by 50 bps	136.60	136.60	117.54	106.76
Impact of decrease by 50 bps in Percentage	4.84%	4.84%	4.98%	5.21%
<b>Salary Growth Rate</b>				
Increase by 50 bps	134.49	134.49	115.74	105.05
Impact of increase by 50 bps in Percentage	3.23%	3.23%	3.37%	3.53%
Decrease by 50 bps	(126.16)	(126.16)	(108.23)	(97.95)
Impact of decrease by 50 bps in Percentage	(3.16%)	(3.16%)	(3.34%)	(3.46%)
<b>Expected contribution for the next financial year</b>	13.95	10.77	8.43	5.82
<b>Below Analysis relevant to Subsidiary</b>				
<b>Discount Rate</b>				
Increase by 50 bps	(0.32)	(0.17)	(0.07)	(0.02)
Impact of increase by 50 bps in Percentage	(6.31%)	(6.44%)	(7.06%)	(8.37%)
Decrease by 50 bps	0.36	0.19	0.08	0.02
Impact of decrease by 50 bps in Percentage	6.89%	7.03%	7.76%	9.31%
<b>Salary Growth Rate</b>				
Increase by 50 bps	0.34	0.19	0.08	0.02
Impact of increase by 50 bps in Percentage	1.73%	3.09%	5.11%	5.81%
Decrease by 50 bps	(0.33)	(0.18)	(0.07)	(0.02)
Impact of decrease by 50 bps in Percentage	(2.44%)	(3.07%)	(3.74%)	(8.58%)

**Asset Liability Matching Strategy**

The money contributed by the 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 Company to fully prefund the liability of the Plan. The Company'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 note 36 'Employee Benefits Expense' of Statement of Profit and Loss towards Company's Contribution to Provident Fund for Period of Apr24 to Sep24 ₹ 37.52 Millions, FY 2023-24 ₹ 65.89 Millions, FY 2022-23 ₹ 56.48 Millions and FY 2021-22 ₹ 48.20 Millions.

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**41 CONTINGENT LIABILITIES AND COMMITMENTS**

(₹ in Millions)

	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Contingent liabilities</b>				
<b>(i) Other money for which the company is contingently liable</b>				
(a) Bank Guarantees obtained in favour of exchange	3,750.90	3,504.40	5,950.00	5,200.00
<b>(ii) Claims against the company not acknowledged as debt;</b>				
(a) Cases against the Company by the Clients	8.31	18.84	11.15	11.78

(b) The Company does not have any pending litigation which would impact its financial position except the following:

(₹ in Millions)

Particulars of statutory due	Related Period	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
GST Liability	FY 2018-19	8.42	11.14	-	-
	FY 2019-20	1.76	3.62	-	-
	FY 2020-21	0.06	2.27	-	-
Income Tax Liability	FY 2015-16	12.55	13.29	-	-
	FY 2017-18	1.04	-	-	-
	FY 2018-19	0.85	-	-	-
	FY 2019-20	1.30	-	-	-
Service Tax Liability	FY 2020-21	0.52	-	-	-
	July 2012 to March 2017	-	-	114.93	114.93

For the above disputed tax demands, the Company has requested for the rectification order or has filed an appeal for the same. Further, the Company is of the view that ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations.

**Commitments:**

The Company does not have any outstanding commitments.

**42 LEASES**

The Company 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.

The incremental borrowing rate applied to lease liabilities is 10.00% (Rate for subsidiary is 10.50%)

Following is the information pertaining to leases;

(₹ in Millions)

Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Depreciation Charge for Right-of-Use Asset	72.34	112.57	69.74	56.72
(b) Interest Expense on Lease Liability	14.92	22.95	14.22	14.97
(c) Expense relating to short term leases accounted in profit & loss	67.70	135.44	114.27	125.03
(d) Total Cash Outflow for Leases for the period	80.96	125.23	71.94	56.34
(e) Additions to Right-of-Use Asset	96.20	229.28	100.10	89.21
(f) Carrying Amount of Right-of-Use Asset	309.43	285.57	168.86	158.39

**Maturity Analysis of Lease Liabilities (Undiscounted Amounts) :**

(₹ in Millions)

Due	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Not later than 1 year	128.02	131.77	93.31	67.24
Later than 1 year and not later than 5 years	246.04	213.35	94.46	102.65
Later than 5 years	-	-	-	-
<b>Total</b>	<b>374.06</b>	<b>345.12</b>	<b>187.77</b>	<b>169.90</b>

**43 RELATED PARTY DISCLOSURE**

**(a) List of Related Parties**

**(i) Holding Company**

Anand Rathi Financial Services Ltd. (ARFSL)

**(ii) Subsidiary Company**

Anand Rathi International Ventures (IFSC) Private Limited

**(iii) Fellow Subsidiary Company (with whom there are transactions)**

Anand Rathi Commodities Limited (ARCL)  
Anand Rathi Global Finance Limited (ARGFL)  
Anand Rathi Insurance Brokers Limited (ARIBL)  
Anand Rathi Global Intermediary Limited (ARGIL)

**(vi) Other Related Parties (with whom there are transactions)**

Anand Rathi Wealth Limited (ARWL) (Associate upto Mar 24, 2023)  
Twelfth Tier Property Limited (Formerly known as "Anand Rathi Housing Finance Limited (ARHFL)") (Fellow Subsidiary upto Jan 30, 2023)  
Anand Rathi Advisors Limited (ARAL) (Fellow Subsidiary upto May 10, 2024)  
Anand Rathi IT Private Limited (ARITPL)  
Aqua Proof Wall Plast Private Limited (AQUA)  
AR Digital Wealth Private Limited (ARDWPL)  
Anand Rathi Capital Advisors Private Limited (ARCAPL)  
Amit Capital & Securities Private Limited (ACSPL)  
Freedom Wealth Solutions Private Limited  
SECMEC Consultants Private Limited  
Network Synthetics Private Limited  
PKG Finstock Private Limited  
Vahin Advisors and Traders Private Limited (VAHIN)  
Freedom Intermediary Infrastructure Private Limited (FIINFRA)  
Daman Ganga Textiles Private Limited  
Laxmi Polyfab  
SEPTA Health Solutions Private Limited  
TOPAZ Marketing & Business Solutions Private Limited  
LXME Money Private Limited  
Jaipur Securities Private Limited  
Swati Capital Private Limited (Merged with Jakhetia Finances Private Limited on Feb 4, 2022)  
Asha Leasing & Finance Private Limited  
AR Trustee Company Private Limited  
Mr. Anand Nandkishore Rathi  
Pradeep Gupta and Sons HUF  
Roop Kishor Bhootra HUF

**(v) Key Managerial Persons (KMP)**

Mr. Pradeep Navratan Gupta - Managing Director  
Mrs. Priti Pradeep Gupta - Executive Director (Managing Director upto Apr 24, 2024)  
Mr. Roopkishor Bhootra - Wholetime Director  
Mr. Vishal Jugal Kishore Laddha - Wholetime Director  
Mr. Tarak Kumarpal Shah - Chief Financial Officer (Appointed on Aug 22, 2022)  
Mr. Nitesh Tanwar - Company Secretary (Resigned on Oct 12, 2022)  
Ms. Manasi Shah - Company Secretary (Appointed on Feb 20, 2023 and Resigned on July 16, 2024)

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(b) The following transactions were carried out with the related parties in the ordinary course of business:

Particulars	(₹ in Millions)			
	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(i) Loans Taken from</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	546.00	4,942.50	370.00	2,570.10
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	-	4,900.00	1,800.00	7,020.00
Anand Rathi Commodities Limited (ARCL)	-	-	2.45	3.97
Twelfth Tier Property Limited	-	-	117.50	-
Anand Rathi Advisors Ltd (ARAL)	-	104.00	78.00	1,175.60
<u>Other Related Parties</u>				
Aqua Proof Wall Plast Private Limited (AQUA)	559.60	740.40	-	293.80
Twelfth Tier Property Limited	-	-	13.00	-
Anand Rathi Capital Advisors Private Limited (ARCAPL)	283.50	533.50	58.50	211.30
AR Digital Wealth Private Limited (ARDWPL)	860.00	668.00	1,198.00	625.60
Ffreedom Intermediary Infrastrucure Private Limited (FIINFRA)	247.50	17.00	297.80	147.10
Amit Capital & Securities Private Limited (ACSPL)	87.50	133.70	-	-
Freedom Wealth Solutions Private Limited	-	-	131.30	84.40
SECMEC Consultants Private Limited	-	-	-	49.50
<b>(ii) Loans Repaid to</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	3,746.00	1,742.50	670.00	2,270.10
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	-	4,350.00	1,800.00	7,020.00
Anand Rathi Commodities Limited (ARCL)	-	-	1.80	1.74
Anand Rathi Advisors Ltd (ARAL)	-	104.00	298.00	955.60
Twelfth Tier Property Limited	-	-	93.50	-
<u>Other Related Parties</u>				
Aqua Proof Wall Plast Private Limited (AQUA)	522.40	740.40	-	293.80
Twelfth Tier Property Limited	-	-	37.00	-
Anand Rathi Capital Advisors Private Limited (ARCAPL)	283.50	533.50	133.50	136.30
AR Digital Wealth Private Limited (ARDWPL)	860.00	668.00	1,198.00	625.60
Ffreedom Intermediary Infrastrucure Private Limited (FIINFRA)	247.50	17.00	297.80	147.10
Amit Capital & Securities Private Limited (ACSPL)	38.20	133.70	-	-
Freedom Wealth Solutions Private Limited	-	-	131.30	84.40
SECMEC Consultants Private Limited	-	-	-	49.50
<b>(iii) Brokerage &amp; Related Services (Income)</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	0.40	0.79	0.60	0.13
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	7.42	27.82	27.40	13.33
Anand Rathi Insurance Brokers Limited (ARIBL)	-	-	0.04	0.05
Anand Rathi Advisors Ltd (ARAL)	0.00	1.14	0.78	0.24
Twelfth Tier Property Limited	-	-	-	0.11
<u>Associate of Holding Company</u>				
Anand Rathi Wealth Ltd (ARWL)	-	-	-	0.01
<u>KMP</u>				
Mr. Roopkishor Bhootra	0.14	0.13	0.08	0.15
Mr. Vishal Jugal Kishore Laddha	0.03	0.06	0.02	0.00
Mr. Pradeep Navratan Gupta	-	0.03	-	0.00
Mrs. Priti Pradeep Gupta	-	0.03	-	0.00
<u>Other Related Parties</u>				
Anand Rathi Capital Advisors Private Limited (ARCAPL)	0.29	0.03	0.02	-
Anand Rathi Advisors Ltd (ARAL)	0.27	-	-	-
Twelfth Tier Property Limited	-	-	0.03	-
Anand Rathi Wealth Ltd (ARWL)	-	0.01	-	-
Amit Capital & Securities Private Limited (ACSPL)	0.22	0.18	-	-
Mr. Anand Nandkishore Rathi	-	0.07	-	-
Roop Kishor Bhootra HUF	0.01	0.00	-	0.00
Anand Rathi IT Private Limited (ARITPL)	0.00	-	0.02	-
AR Digital Wealth Private Limited (ARDWPL)	-	-	-	0.05
Network Synthetics Private Limited	-	-	-	0.01
Aqua Proof Wall Plast Private Limited (AQUA)	0.13	-	-	0.56
Jaipur Securities Private Limited	-	-	-	0.00
Swati Capital Private Limited	-	-	-	0.00

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Particulars	(₹ in Millions)			
	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(iv) Business Support Income/ Recoveries</b>				
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	-	-	10.39	-
Anand Rathi Advisors Ltd (ARAL)	-	-	-	3.68
<u>Associate of Holding Company</u>				
Anand Rathi Wealth Ltd (ARWL)	-	-	-	9.17
<u>Other Related Parties</u>				
LXME Money Private Limited	-	3.24	-	20.48
Anand Rathi IT Private Limited (ARITPL)	-	-	-	1.26
AR Digital Wealth Private Limited (ARDWPL)	-	-	-	0.02
Ffreedom Intermediary Infrastructure Private Limited (FIINFRA)	-	-	-	0.05
Freedom Wealth Solutions Private Limited	-	-	-	0.00
Aqua Proof Wall Plast Private Limited (AQUA)	-	-	5.78	-
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	-	-	-	0.00
<b>(v) Rent Income</b>				
<u>Fellow Subsidiaries</u>				
Anand Rathi Insurance Brokers Limited (ARIBL)	1.35	3.35	0.66	0.66
Anand Rathi Global Intermediary Limited (ARGIL)	0.23	-	-	-
<b>(vi) Interest paid to</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	154.27	228.93	18.30	19.15
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	27.58	40.80	46.90	51.78
Anand Rathi Commodities Limited (ARCL)	-	-	0.19	0.24
Anand Rathi Advisors Ltd (ARAL)	-	0.86	15.80	11.48
Twelfth Tier Property Limited	-	-	5.79	-
<u>Other Related Parties</u>				
AR Digital Wealth Private Limited (ARDWPL)	5.37	2.16	10.25	14.36
Twelfth Tier Property Limited	-	-	2.56	-
Aqua Proof Wall Plast Private Limited (AQUA)	3.89	3.66	-	1.41
Anand Rathi Capital Advisors Private Limited (ARCAPL)	4.59	9.44	5.36	3.43
Ffreedom Intermediary Infrastructure Private Limited (FIINFRA)	2.66	0.24	7.02	6.28
Amit Capital & Securities Private Limited (ACSPL)	3.39	2.92	-	-
Freedom Wealth Solutions Private Limited	-	-	3.21	4.00
SECMEC Consultants Private Limited	-	-	-	1.16
<b>(vii) Rent paid to</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	1.17	2.34	2.34	2.34
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	7.62	15.24	15.24	15.24
<u>Other Related Parties</u>				
Vahin Advisors and Traders Private Limited	18.38	36.13	26.63	25.86
PKG Finstock Private Limited	4.50	8.70	7.29	6.23
Pradeep Gupta and Sons HUF	0.15	0.30	0.30	0.30
Laxmi Polyfab	0.24	0.49	0.49	0.49
Network Synthetics Private Limited	0.25	0.50	0.50	0.50
Daman Ganga Textiles Private Limited	0.28	0.56	0.56	0.56
<u>KMP</u>				
Mr. Pradeep Navratan Gupta	-	-	11.60	10.80
Mrs. Priti Pradeep Gupta	-	-	8.40	7.20
<b>(viii) Business Support Charges paid</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	86.57	131.91	13.26	9.84
<u>Associate of Holding Company</u>				
Anand Rathi Wealth Ltd (ARWL)	-	-	-	1.69
<u>Other Related Parties</u>				
LXME Money Private Limited	-	1.46	-	-
Anand Rathi IT Private Limited (ARITPL)	82.07	132.76	122.41	139.01
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	-	-	-	1.13



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	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(ix) Insurance Charges Recovered</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	1.70	1.10	0.03	0.01
<u>Associate of Holding Company</u>				
Anand Rathi Wealth Ltd (ARWL)	-	-	15.04	11.49
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	9.33	7.46	4.15	2.65
Anand Rathi Insurance Brokers Limited (ARIBL)	9.75	8.16	4.39	1.87
Anand Rathi Advisors Ltd (ARAL)	-	1.56	0.84	0.59
<u>Other Related Parties</u>				
Anand Rathi IT Private Limited (ARITPL)	4.88	4.95	2.51	2.11
Anand Rathi Advisors Ltd (ARAL)	1.67	-	-	-
Anand Rathi Wealth Ltd (ARWL)	33.68	24.65	0.29	-
AR Digital Wealth Private Limited (ARDWPL)	0.74	0.68	0.32	0.29
Ffreedom Intermediary Infrastructure Private Limited (FIINFRA)	0.86	0.82	0.59	0.42
SEPTA Health Solutions Private Limited	0.20	0.03	0.02	-
LXME Money Private Limited	0.79	0.62	0.09	-
Anand Rathi Capital Advisors Private Limited (ARCAPL)	0.01	-	-	-
<b>(x) Brand Charges</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	15.35	34.14	23.43	19.09
<b>(xi) Marketing Support Charges Received</b>				
<u>Other Related Parties</u>				
Anand Rathi Advisors Ltd (ARAL)	-	27.50	25.87	44.27
SEPTA Health Solutions Private Limited	-	-	5.05	-
TOPAZ Marketing & Business Solutions Private Limited	-	-	0.75	-
<b>(xii) Fees Received</b>				
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	-	-	0.11	-
Anand Rathi Advisors Ltd (ARAL)	-	107.32	38.20	48.58
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	-	-	1.05	-
<u>Other Related Parties</u>				
Aqua Proof Wall Plast Private Limited (AQUA)	-	-	2.28	-
Anand Rathi Advisors Ltd (ARAL)	63.64	-	-	-
<b>(xiii) Referral Fees Paid</b>				
<u>Other Related Parties</u>				
LXME Money Private Limited	0.73	1.04	-	-
<b>(xiv) Software</b>				
<u>Other Related Parties</u>				
Anand Rathi IT Private Limited (ARITPL)	7.56	12.66	8.70	-
<b>(xv) Computer &amp; Software Expenses</b>				
<u>Other Related Parties</u>				
Anand Rathi IT Private Limited (ARITPL)	-	0.24	2.00	-
<b>(xvi) Rights Issue of Shares</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	-	500.01	-	499.24
<b>(xviii) Purchase of Debentures &amp; Bond</b>				
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	744.17	1,051.92	1,133.63	759.13
<b>(xix) Redemption of Debentures &amp; Bond</b>				
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	139.16	1,087.75	1,864.83	1,608.97
<b>(xx) Remuneration paid to KMP</b>				
<b>Short Term Employee Benefits</b>				
Mr. Pradeep Navratan Gupta	36.00	42.00	23.55	17.50
Mrs. Priti Pradeep Gupta	20.00	30.00	17.45	14.50
Mr. Roopkishor Bhootra	110.60	80.15	83.62	54.00
Mr. Vishal Jugal Kishore Laddha	33.41	44.44	46.62	25.50
Mr. Tarak Kumarpal Shah	3.91	4.46	2.28	-
Ms. Manasi Shah	0.32	1.03	0.32	-
* The value of post employment benefit for all the employees is determined collectively by the appointed actuary and therefore not separately identifiable.				

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Particulars	(₹ in Millions)			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>(c) Outstanding Balances</b>				
<b>Security Deposit Given</b>				
<u>Other Related Parties</u>				
Vahin Advisors and Traders Private Limited (VAHIN)	103.00	103.00	103.00	87.50
PKG Finstock Private Limited	1.90	-	-	-
<b>Loans and Advances taken</b>				
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	-	3,200.00	-	300.00
<u>Fellow Subsidiaries</u>				
Anand Rathi Commodities Limited (ARCL)	-	-	-	2.45
Anand Rathi Global Finance Limited (ARGFL)	550.00	550.00	-	-
Anand Rathi Advisors Ltd (ARAL)	-	-	-	220.00
<u>Other Related Parties</u>				
Anand Rathi Capital Advisors Private Limited (ARCAPL)	-	-	-	75.00
Amit Capital & Securities Private Limited (ACSPL)	49.30	-	-	-
Aqua Proof Wall Plast Private Limited (AQUA)	37.20	-	-	-
<b>Trade Payables</b>				
<u>Other Related Parties</u>				
LXME Money Private Limited	-	-	-	23.75
Aqua Proof Wall Plast Private Limited (AQUA)	-	-	2.01	5.26
<u>Fellow Subsidiaries</u>				
Anand Rathi Commodities Limited (ARCL)	-	0.51	0.65	-
Anand Rathi Global Finance Limited (ARGFL)	-	-	7.00	-
Anand Rathi Advisors Ltd (ARAL)	-	-	-	0.01
<u>Holding Company</u>				
Anand Rathi Financial Services Ltd. (ARFSL)	-	1.38	0.41	0.16
<b>Trade Receivables</b>				
<u>Other Related Parties</u>				
Daman Ganga Textiles Private Limited	-	0.02	-	-
LXME Money Private Limited	-	2.87	-	-
Septa Health Solutions Private Limited	-	0.03	-	-
Asha Leasing & Finance Private Limited	0.01	0.00	-	-
AR Trustee Company Private Limited	0.01	0.00	-	-
TOPAZ Marketing & Business Solutions Private Limited	-	0.00	-	-
<u>Fellow Subsidiaries</u>				
Anand Rathi Global Finance Limited (ARGFL)	-	-	-	1.39
Anand Rathi Insurance Brokers Limited (ARIBL)	0.01	0.06	-	-
Anand Rathi Global Intermediary Limited (ARGIL)	0.03	-	-	-
<u>Notes:</u>				
1. Loans is obtained from related parties at the interest rate of 10% and it is payable on demand.				
2. There are no provision for doubtful debts/advances or amount written off or written back debts due from/due to related				
3. The transactions entered with Related Party in normal course of broking business are not disclosed separately.				
4. Related party relationships have been identified by the Management and relied upon by the Auditors.				
5. Related party transactions are done at arm's length price.				
6. Following Companies status changed during reporting period:				
(a). Anand Rathi Wealth Limited (ARWL) was an Associate company of the Holding company upto Mar 24, 2023 with holding percentage of 20.78%. Post this date, the holding percentage has declined to 19.92% and hence, it is classified as Other Related Party.				
(b). Twelfth Tier Property Limited was Fellow Subsidiary upto Jan 30, 2023 since shares were held by the holding company. Post this date, the shares were transferred by the holding company to the individual promoters and hence, it is classified as Other Related Party.				
(c). Anand Rathi Advisors Ltd (ARAL) was Fellow Subsidiary upto May 10, 2024 since shares were held by the holding company. Post this date, the shares were transferred by the holding company to the individual promoters and hence, it is classified as Other Related Party.				

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<b>44 EARNING PER SHARE</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Net Profit after tax	636.56	772.90	377.45	507.99
Number of equity shares as at the end of the year	4,43,55,408	4,43,55,408	2,01,61,550	1,34,41,033
Face Value Per Share (in Rs)	5	5	5	5
Weighted Average number of equity shares	4,43,55,408	4,06,21,380	4,03,23,100	3,37,57,774
Diluted Weighted Average number of equity shares	4,61,49,733	4,24,77,356	4,03,23,100	3,37,57,774
Earnings Per Share (in Rs)				
– Basic	14.35	19.03	9.36	15.05
– Diluted	13.79	18.20	9.36	15.05

Note: The diluted EPS is calculated by giving effect to Options granted and outstanding as detailed in Note No. 50.

**45 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 Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on the activities which are specified in Schedule VII of the Companies Act, 2013:

<b>Particulars</b>	<b>(₹ in Millions)</b>			
	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Details of corporate social responsibility expenditure				
(a) amount required to be spent by the company during the year	15.82	9.15	5.70	3.03
(b) amount of expenditure incurred				
(i) Construction / acquisition of any asset	-	-	-	-
(ii) On purposes other than(1) above	2.50	10.00	4.90	3.92
(c) Surplus/ (shortfall) at the end of the year	(13.32)	0.85	(0.80)	0.88
(d) total of previous years surplus / (shortfall)	0.93	0.08	0.89	0.00
(e) surplus carried forward as per proviso to section 135 (5)	(12.38)	0.93	0.08	0.89
(f) reason for shortfall during the year ended :	NA	NA	NA	NA
(g) nature of CSR activities :				

The Company has primarily spent the CSR expenditure for the purpose of promoting education and Medical. The expenditure incurred during the year has been approved by the board of directors & CSR Committee.

Notes:

- The Company does not carry any provisions for Corporate social responsibility expenses for current year and previous year.
- The Company does not have any ongoing projects as at 30th September, 2024.
- The amount required to be spent for FY 2024-25 is Rs. 15.82 Millions. The Company has spent Rs. 2.50 Millions during period Apr2024 to Sept2024. The balance amount will be spent by the Company during period Oct2024 to March2025.

**46 FOREIGN CURRENCY TRANSACTIONS**

<b>Particulars</b>	<b>(₹ in Millions)</b>			
	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Foreign exchange earnings	0.48	10.57	0.01	0.09
Foreign exchange expenditure	11.77	5.48	15.99	14.65

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**47 ANALYTICAL RATIOS**

RATIO	For the period April 2024 to September 2024			
	NUMERATOR	DENOMINATOR	RATIO (%)	% VARIANCE
Capital to risk-weighted assets ratio (CRAR)	N.A.	N.A.	N.A.	N.A.
Tier I CRAR	N.A.	N.A.	N.A.	N.A.
Tier II CRAR	N.A.	N.A.	N.A.	N.A.
Liquidity Coverage Ratio	N.A.	N.A.	N.A.	N.A.

RATIO	For the year ended March 31, 2024			
	NUMERATOR	DENOMINATOR	RATIO (%)	% VARIANCE
Capital to risk-weighted assets ratio (CRAR)	N.A.	N.A.	N.A.	N.A.
Tier I CRAR	N.A.	N.A.	N.A.	N.A.
Tier II CRAR	N.A.	N.A.	N.A.	N.A.
Liquidity Coverage Ratio	N.A.	N.A.	N.A.	N.A.

RATIO	For the year ended March 31, 2023			
	NUMERATOR	DENOMINATOR	RATIO (%)	% VARIANCE
Capital to risk-weighted assets ratio (CRAR)	N.A.	N.A.	N.A.	N.A.
Tier I CRAR	N.A.	N.A.	N.A.	N.A.
Tier II CRAR	N.A.	N.A.	N.A.	N.A.
Liquidity Coverage Ratio	N.A.	N.A.	N.A.	N.A.

RATIO	For the year ended March 31, 2022			
	NUMERATOR	DENOMINATOR	RATIO (%)	% VARIANCE
Capital to risk-weighted assets ratio (CRAR)	N.A.	N.A.	N.A.	N.A.
Tier I CRAR	N.A.	N.A.	N.A.	N.A.
Tier II CRAR	N.A.	N.A.	N.A.	N.A.
Liquidity Coverage Ratio	N.A.	N.A.	N.A.	N.A.

Note: Since the company is not involved in the business of lending and borrowing, it cannot be classified as NBFC as per section 45IA of RBI Act, 1934. Therefore, it is not possible to calculate the above mentioned ratios.

**48 CAPITAL MANAGEMENT**

For the purpose of Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to equity holders of Company. The Company manages its capital to ensure that it continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company monitors capital using a gearing ratio. Capital gearing ratio of Company is as follows :

PARTICULARS	(₹ in Millions)			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Equity	221.78	221.78	201.62	134.41
Other Equity	4,382.03	3,704.80	2,450.72	2,139.54
<b>Total Equity (A)</b>	<b>4,603.81</b>	<b>3,926.58</b>	<b>2,652.34</b>	<b>2,273.95</b>
Debt Securities	3,019.07	2,457.96	1,235.00	-
Borrowings (Other than Debt Securities)	7,629.82	6,334.47	2,994.97	2,755.22
<b>Total Debt (B)</b>	<b>10,648.89</b>	<b>8,792.43</b>	<b>4,229.97</b>	<b>2,755.22</b>
<b>Total Debt and Equity (C=A+B)</b>	<b>15,252.70</b>	<b>12,719.01</b>	<b>6,882.31</b>	<b>5,029.17</b>
<b>Capital Gearing Ratio (B/C)</b>	<b>0.70</b>	<b>0.69</b>	<b>0.61</b>	<b>0.55</b>

**49 INVESTMENT IN SUBSIDIARY**

The Company had acquired following equity shares at fair value during FY 22-23. Purchase consideration for acquisition of shares in Anand Rathi International Ventures Private Limited which is a wholly owned subsidiary company was paid by mode of cash only. The acquisition was made through right issue of shares. The consideration paid for shares of ARIFSC in March 2023 is ₹ 69.28 Millions. The other disclosures with respect to acquisition are as under.

Details of Share acquired/(sold) is tabulated as below-

Name of Company	(₹ in Millions)	
	No. of Shares	Amount
<b>Anand Rathi International Ventures (IFSC) Private Limited</b>		
As at September 30, 2024	0	-
As at March 31, 2024	0	-
As at March 31, 2023	69,27,600	69.28
As at March 31, 2022	14,00,000	14.00

**50 STOCK OPTION SCHEME**

**Description of share-based payment arrangements**

The Company has ARSSBL Employee Stock Option Plan 2023, under which ESOPs have been granted to eligible employees to be vested from time to time.

The Company has established share option plans that entitle the employees of the Company and its subsidiary companies to purchase shares of the Company. Under these plans, holders of the vested options are entitled to purchase shares at the exercise price of shares determined at the time of grant. The key terms and conditions related to the vesting of grants under these plans are continued employment with the company from the date of grant of option till the date of vesting; all options are to be settled by the delivery of shares.

**Measurement of fair values**

The fair value of the employee share options has been measured using Net Assets Value Approach (NAV), Discounted Cash Flow (DCF) and Comparable Company Analysis (CCA). The fair value of the options and the inputs used in the measurement of the grant-date fair values of the equity-settled share based payment options granted during the year are as follows:

Particulars	Scheme Details
Grant Date	30-Mar-24
Exercise Price	5.00
Share Price on Grant Date	113.19
Expected time to exercise shares	End of exercise period
Risk-free rate of return	7.21%
Fair Value of ESOP at Grant Date	108.19
Method used to determine expected volatility	The expected volatility is based on price volatility of Nifty financial services.

**Table showing options movement during the year**

Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024
Outstanding at the beginning of the year	19,41,750	-
Granted during the year	32,500	19,41,750
Forfeited during the year	-	-
Expired during the year	-	-
Cancelled during the year	97,000	-
Exercised during the year	-	-
Outstanding at the end of the year	18,77,250	19,41,750
Exercisable at the end of the year	3,75,450	-

**Table showing Weighted-average exercise prices of options**

(Amount in ₹)

Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024
Outstanding at the beginning of the year	5	-
Granted during the year	-	5
Forfeited during the year	-	-
Expired during the year	-	-
Exercised during the year	-	-
Outstanding at the end of the year	5	5
Exercisable at the end of the year	-	-

**Table showing Stock Options outstanding at the end of the period**

Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024
Exercise Price (INR)	-	-
Grant Date: 30-03-2024	5	5
Weighted average remaining contractual life (Years)	-	-
Grant Date: 30-03-2024	9.50	10

**Table showing movement of Share based payment Reserve**

Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024
Opening ESOP Outstanding Reserve Balance	-	-
Expense Recognised/ (Reversed) during the year	49.36	-
Closing ESOP Outstanding Reserve Balance	49.36	-

**Total Expense Recognized for Share based payment to employees**

Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024
Share based payment to employees	49.36	-

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**51** The Company, as a process, reviews and ensures to make adequate provisions for material foreseeable loss, if any, on all long-term contracts. As on the reporting date there is no material foreseeable loss on any long-term contract.

**52 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 September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 has been made in the financial statements based on information received and available with the Company. Further in view of the Management there is no interest payable in accordance with the provisions of the Act. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	(₹ in Millions)			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
The principal amount remaining unpaid to any supplier at the end of each accounting year;	0.70	0.57	0.01	0.19
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 period 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	-	-	-	-
	<b>0.70</b>	<b>0.57</b>	<b>0.01</b>	<b>0.19</b>

**53 SEGMENT INFORMATION**

Operating Segment Based on the management approach as defined in IND AS 108 – Operating Segments, the Chief Operating Decision Maker ("CODM") evaluates the company's performance and allocates resources based on an analysis of various indicators of business segment/s in which the company operates. The Company is primarily engaged in the business of Stock Broking which the management and CODM recognise as the sole business segment. Hence disclosure of segment-wise information is not required and accordingly not provided.

The other applicable information applicable where there is only one segment as required in accordance with IND AS 108 – Operating Segments, are as under:

(a) The company does not have the information in respect of the revenues from external customers for each product and service, or each group of similar products and services, and the cost to develop such system will be highly excessive. Accordingly such information is not disclosed as allowed by para 32 of IND AS 108.

(b) Revenues

Particulars	(₹ in Millions)			
	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Domestic	4,416.70	6,807.31	4,678.25	4,233.56
Export	0.48	10.57	0.01	0.09
	<b>4,417.18</b>	<b>6,817.88</b>	<b>4,678.26</b>	<b>4,233.65</b>

There are no assets in foreign countries held by the Company.

(c) The company does not have any major single customers / group of external customer having 10% of its revenue.

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**54 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.

(₹ in Millions)					
As at September 30, 2024	Carrying Amount	Fair value			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial assets</b>					
<b>Investments at FVTPL</b>					
Debt securities	48.38	-	48.38	-	48.38
<b>Amortised Cost</b>					
i) Cash and cash equivalents	910.35	-	-	-	-
ii) Bank balances other than cash and cash equivalents	21,539.91	-	-	-	-
iii) Trade receivables	2,676.31	-	-	-	-
iv) Loans	7,714.66	-	-	-	-
v) Other financial asset	831.05	-	-	-	-
	<b>33,720.66</b>	<b>-</b>	<b>48.38</b>	<b>-</b>	<b>48.38</b>
<b>Financial liabilities</b>					
<b>Amortised Cost</b>					
(i) Trade payables	18,363.53	-	-	-	-
(ii) Debt Securities	3,019.07	-	-	-	-
(iii) Borrowings (Other than Debt Securities)	7,629.82	-	-	-	-
(iv) Deposits	80.85	-	-	-	-
(v) Other Financial Liabilities	316.60	-	-	-	-
	<b>29,409.87</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Sensitivity analysis of Level 3 instruments**

Nature of instrument	Fair Value	Sensitivity @5% increase in price	Sensitivity @5% decrease in price
	-	-	-

(₹ in Millions)					
As at March 31, 2024	Carrying Amount	Fair value			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial assets</b>					
<b>Investments at FVTPL</b>					
Debt securities	25.43	-	25.43	-	25.43
<b>Amortised Cost</b>					
i) Cash and cash equivalents	354.75	-	-	-	-
ii) Bank balances other than cash and cash equivalents	15,339.69	-	-	-	-
iii) Trade receivables	2,470.09	-	-	-	-
iv) Loans	6,172.93	-	-	-	-
v) Other financial asset	664.06	-	-	-	-
	<b>25,026.95</b>	<b>-</b>	<b>25.43</b>	<b>-</b>	<b>25.43</b>
<b>Financial liabilities</b>					
<b>Amortised Cost</b>					
(i) Trade payables	12,216.45	-	-	-	-
(ii) Debt Securities	2,457.96	-	-	-	-
(iii) Borrowings (Other than Debt Securities)	6,334.47	-	-	-	-
(iv) Deposits	86.31	-	-	-	-
(v) Other Financial Liabilities	290.16	-	-	-	-
	<b>21,385.35</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Sensitivity analysis of Level 3 instruments**

Nature of instrument	Fair Value	Sensitivity @5% increase in price	Sensitivity @5% decrease in price
	-	-	-

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(₹ in Millions)

As at March 31, 2023	Carrying Amount	Quoted prices in active markets (Level 1)	Fair value		Total
			Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial assets</b>					
<b>Investments at FVTPL</b>					
Debt securities	90.91	-	90.91	-	90.91
<b>Amortised Cost</b>					
i) Cash and cash equivalents	291.59	-	-	-	-
ii) Bank balances other than cash and cash equivalents	8,943.44	-	-	-	-
iii) Trade receivables	2,038.08	-	-	-	-
iv) Loans	3,766.38	-	-	-	-
v) Other financial asset	399.48	-	-	-	-
	<b>15,529.88</b>	<b>-</b>	<b>90.91</b>	<b>-</b>	<b>90.91</b>
<b>Financial liabilities</b>					
<b>Amortised Cost</b>					
(i) Trade payables	8,787.37	-	-	-	-
(ii) Debt Securities	1,235.00	-	-	-	-
(iii) Borrowings (Other than Debt Securities)	2,994.97	-	-	-	-
(iv) Deposits	93.21	-	-	-	-
(v) Other Financial Liabilities	168.73	-	-	-	-
	<b>13,279.28</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Sensitivity analysis of Level 3 instruments**

Nature of instrument	Fair Value	Sensitivity @5% increase in price	Sensitivity @5% decrease in price
	-	-	-

(₹ in Millions)

As at March 31, 2022	Carrying Amount	Quoted prices in active markets (Level 1)	Fair value		Total
			Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial assets</b>					
<b>Investments at FVTPL</b>					
Debt securities	65.16	-	65.16	-	65.16
<b>Amortised Cost</b>					
i) Cash and cash equivalents	422.77	-	-	-	-
ii) Bank balances other than cash and cash equivalents	7,281.68	-	-	-	-
iii) Trade receivables	1,414.69	-	-	-	-
iv) Loans	3,046.62	-	-	-	-
v) Other financial asset	443.46	-	-	-	-
	<b>12,674.38</b>	<b>-</b>	<b>65.16</b>	<b>-</b>	<b>65.16</b>
<b>Financial liabilities</b>					
<b>Amortised Cost</b>					
(i) Trade payables	7,742.18	-	-	-	-
(ii) Debt Securities	-	-	-	-	-
(iii) Borrowings (Other than Debt Securities)	2,755.22	-	-	-	-
(iv) Deposits	91.53	-	-	-	-
(v) Other Financial Liabilities	150.06	-	-	-	-
	<b>10,738.99</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Sensitivity analysis of Level 3 instruments**

Nature of instrument	Fair Value	Sensitivity @5% increase in price	Sensitivity @5% decrease in price
	-	-	-



**55 FINANCIAL INSTRUMENTS – RISK MANAGEMENT**

**Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- liquidity risk;
- credit risk; and
- market risk

**Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of property defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

i) **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the cash flows generated from operations to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position comprising the undrawn borrowing facilities and cash and cash equivalents on the basis of expected cash flows. This is generally carried out in accordance with practice and limits set by the Company. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

**Exposure to liquidity risk**

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities

<b>Contractual cash flows (₹ in Millions)</b>						
<b>As at September 30, 2024</b>	<b>Carrying</b>	<b>Total</b>	<b>On Demand</b>	<b>Less than 3</b>	<b>3-12 months</b>	<b>&gt; 1 Year</b>
Trade Payables	18,363.53	18,363.53	11,922.89	3,343.14	3,085.99	11.51
Debt Securities	3,019.07	3,019.07	-	-	537.50	2,481.57
Borrowings	7,629.82	7,629.82	3,883.89	2,502.22	1,209.92	33.79
Deposits	80.85	80.85	80.85	-	-	-
Other Financial Liabilities	316.60	316.60	-	35.03	68.70	212.87

<b>Contractual cash flows (₹ in Millions)</b>						
<b>As at March 31, 2024</b>	<b>Carrying amount</b>	<b>Total</b>	<b>On Demand</b>	<b>Less than 3 months</b>	<b>3-12 months</b>	<b>&gt; 1 Year</b>
Trade Payables	12,216.45	12,216.45	9,123.34	533.81	2,340.90	218.40
Debt Securities	2,457.96	2,457.96	-	-	155.00	2,302.96
Borrowings	6,334.47	6,334.47	5,152.30	625.00	520.95	36.22
Deposits	86.31	86.31	86.31	-	-	-
Other Financial Liabilities	290.16	290.16	-	29.54	79.64	180.98

<b>Contractual cash flows (₹ in Millions)</b>						
<b>As at March 31, 2023</b>	<b>Carrying amount</b>	<b>Total</b>	<b>On Demand</b>	<b>Less than 3 months</b>	<b>3-12 months</b>	<b>&gt; 1 Year</b>
Trade Payables	8,787.37	8,787.37	6,751.29	311.67	1,572.01	152.40
Debt Securities	1,235.00	1,235.00	-	-	-	1,235.00
Borrowings	2,994.97	2,994.97	712.86	1,628.96	637.98	15.17
Deposits	93.21	93.21	93.21	-	-	-
Other Financial Liabilities	168.73	168.73	-	20.08	60.86	87.79

<b>Contractual cash flows (₹ in Millions)</b>						
<b>As at March 31, 2022</b>	<b>Carrying amount</b>	<b>Total</b>	<b>On Demand</b>	<b>Less than 3 months</b>	<b>3-12 months</b>	<b>&gt; 1 Year</b>
Trade Payables	7,742.18	7,742.18	6,838.24	136.85	719.59	47.50
Borrowings	2,755.22	2,755.22	2,739.01	1.74	3.88	10.59
Deposits	91.53	91.53	91.53	-	-	-
Other Financial Liabilities	150.06	150.06	-	12.88	42.62	94.56

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ii) **Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, security deposits and investment securities.

Customer credit risk is managed by company 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:

Particulars	(₹ in Millions)			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Fixed Deposits with Banks	21,539.91	15,339.69	8,943.44	7,281.68
Bank Balances in Current Account	907.93	352.71	290.35	422.00
Trade Receivables	2,676.31	2,470.09	2,038.08	1,414.69
Loans	7,714.66	6,172.93	3,766.38	3,046.62
Accrued Interest	410.60	308.44	103.04	181.21
Rent, electricity and other deposits	213.17	208.43	172.21	174.09
Deposits with Exchange & PCM	105.78	53.41	53.23	42.32
Receivables from Exchange	69.85	75.09	68.77	43.38
Advance to Staff	11.41	22.76	6.28	5.23

**Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank references.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

AGE OF TRADE RECEIVABLES	(₹ in Millions)			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Less than 3 months	2,553.73	2,370.30	1,945.08	1,336.37
3-6 months	9.66	7.79	8.76	7.65
more than 6 months	112.92	92.00	84.24	70.66
	2,676.31	2,470.09	2,038.08	1,414.69

**MOVEMENT IN THE EXPECTED CREDIT LOSS ALLOWANCE**

	(₹ in Millions)			
	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at beginning of the period	5.84	12.95	15.20	40.73
Impairment Loss Recognised/(Reversed)	9.06	(7.10)	(2.25)	(25.53)
Balance at end of the period	14.90	5.84	12.95	15.20

iii) **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.

**a) Currency Risk**

The company does not have Currency risk, as it's business activities are within India and do not have exposure in foreign currency. However, the subsidiary company's functional currency is USD and therefore, the balances in currency INR is at Currency Risk. The below is the amount outstanding as on date which is at risk.

	(₹ in Millions)			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Bank Balances in Current Account - in INR Account	2.54	2.60	2.82	0.04

**Sensitivity Analysis  
Impact on Profit and Loss**

	(₹ in Millions)	
	Increase by 10%	Decrease by 10%
As at September 30, 2024	0.25	(0.25)
As at March 31, 2024	0.26	(0.26)
As at March 31, 2023	0.28	(0.28)
As at March 31, 2022	0.00	(0.00)

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**b) Interest rate risk**

The Company is exposed to Interest risk if the fair value or future cash flows of its financial instruments will fluctuate as a result of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates.

**Interest Rate Risk Exposure:**

The exposure of the Company's interest rate changes at the end of the reporting period are as follows:

Particulars	(₹ in Millions)			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Financial Assets</b>				
Loans (Margin Trading Facility)	7,714.66	6,172.93	3,766.38	3,046.62
<b>Total</b>	<b>7,714.66</b>	<b>6,172.93</b>	<b>3,766.38</b>	<b>3,046.62</b>
<b>Financial Liabilities</b>				
<b>Debt Securities &amp; Borrowings</b>				
Variable Rate Borrowings	6,993.32	2,584.47	2,994.97	2,157.77
Fixed Rate Borrowings	3,655.57	6,207.96	1,235.00	597.45
<b>Total</b>	<b>10,648.89</b>	<b>8,792.43</b>	<b>4,229.97</b>	<b>2,755.22</b>

**Sensitivity Analysis**

Profit or loss is sensitive to higher/lower interest expense as a result of changes in interest rates. The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the Company's statement of profit and loss and equity.

Impact on Profit & Loss	(₹ in Millions)			
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
<b>Financial Assets</b>				
Loans (Margin Trading Facility)				
Interest rates – increase by 1%	77.15	61.73	37.66	30.47
Interest rates – decrease by 1%	(77.15)	(61.73)	(37.66)	(30.47)
<b>Financial Liabilities</b>				
<b>Debt Securities &amp; Borrowings</b>				
Interest rates – increase by 1%	(69.93)	(25.84)	(29.95)	(21.58)
Interest rates – decrease by 1%	69.93	25.84	29.95	21.58

**c) Equity Price Risk**

The Company's Board of Directors reviews and approves all equity investment decisions. The Company does not have any exposure to equity risk.

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
**CIN : U67120MH1991PLC064106**  
**NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION**

**56 Maturity Analysis**

(₹ in Millions)

Particulars	As at September 30, 2024			As at March 31, 2024			As at March 31, 2023			As at March 31, 2022		
	Within 12 Months	More than 12 Months	Total	Within 12 Months	More than 12 Months	Total	Within 12 Months	More than 12 Months	Total	Within 12 Months	More than 12 Months	Total
<b>ASSETS</b>												
<b>Financial Assets</b>												
Cash and cash equivalents	910.35	-	910.35	354.75	-	354.75	291.59	-	291.59	422.77	-	422.77
Bank balances other than cash and cash equivalents	21,533.54	6.37	21,539.91	15,323.33	16.36	15,339.69	8,872.56	70.88	8,943.44	6,669.86	611.82	7,281.68
Receivables												
- Trade receivables	2,676.31	-	2,676.31	2,470.09	-	2,470.09	2,038.08	-	2,038.08	1,414.69	-	1,414.69
Loans	7,714.66	-	7,714.66	6,172.93	-	6,172.93	3,766.38	-	3,766.38	3,046.62	-	3,046.62
Investments	48.38	-	48.38	25.43	-	25.43	90.91	-	90.91	65.16	-	65.16
Other financial asset	831.05	-	831.05	664.06	-	664.06	399.48	-	399.48	232.30	-	232.30
	<b>33,714.29</b>	<b>6.37</b>	<b>33,720.66</b>	<b>25,010.59</b>	<b>16.36</b>	<b>25,026.95</b>	<b>15,459.00</b>	<b>70.88</b>	<b>15,529.88</b>	<b>11,851.40</b>	<b>822.98</b>	<b>12,674.38</b>
<b>Non-Financial Assets</b>												
Current tax assets (Net)	0.23	-	0.23	0.19	-	0.19	59.25	-	59.25	26.24	-	26.24
Deferred tax assets (Net)	-	-	-	-	-	-	-	76.48	76.48	-	73.03	73.03
Investment Property	-	75.59	75.59	-	76.21	76.21	-	77.44	77.44	-	-	-
Property, Plant and Equipment	-	286.96	286.96	-	279.91	279.91	-	207.46	207.46	-	226.48	226.48
Intangible assets under Development	-	-	-	-	-	-	1.65	-	1.65	1.59	-	1.59
Other Intangible assets	-	104.70	104.70	-	102.32	102.32	-	110.07	110.07	-	128.12	128.12
Right of Use Assets	-	309.43	309.43	-	285.57	285.57	-	168.86	168.86	-	158.39	158.39
Other non financial assets	102.84	-	102.84	79.84	-	79.84	56.72	-	56.72	117.58	-	117.58
	<b>103.07</b>	<b>776.68</b>	<b>879.75</b>	<b>80.03</b>	<b>744.01</b>	<b>824.04</b>	<b>117.62</b>	<b>640.31</b>	<b>757.93</b>	<b>145.41</b>	<b>586.02</b>	<b>731.43</b>
<b>Total Assets</b>	<b>33,817.36</b>	<b>783.05</b>	<b>34,600.41</b>	<b>25,090.62</b>	<b>760.37</b>	<b>25,850.99</b>	<b>15,576.62</b>	<b>711.19</b>	<b>16,287.81</b>	<b>11,996.81</b>	<b>1,409.00</b>	<b>13,405.81</b>
<b>LIABILITIES</b>												
<b>Financial Liabilities</b>												
Payables												
Trade payables:												
(a) Total outstanding dues of micro enterprises and small enterprises	0.70	-	0.70	0.57	-	0.57	0.01	-	0.01	0.19	-	0.19
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	18,351.33	11.51	18,362.83	11,997.48	218.40	12,215.88	8,787.36	-	8,787.36	7,741.99	-	7,741.99
Debt Securities	537.50	2,481.57	3,019.07	155.00	2,302.96	2,457.96	-	1,235.00	1,235.00	-	-	-
Borrowings	7,596.03	33.79	7,629.82	6,298.25	36.22	6,334.47	2,979.81	15.16	2,994.97	2,744.63	10.59	2,755.22
Deposits	80.85	-	80.85	86.31	-	86.31	93.21	-	93.21	91.53	-	91.53
Other financial liabilities	103.73	212.87	316.60	109.17	180.98	290.16	80.94	87.79	168.73	55.50	94.56	150.06
	<b>26,670.14</b>	<b>2,739.74</b>	<b>29,409.87</b>	<b>18,646.79</b>	<b>2,738.56</b>	<b>21,385.35</b>	<b>11,941.33</b>	<b>1,337.95</b>	<b>13,279.28</b>	<b>10,633.84</b>	<b>105.15</b>	<b>10,738.99</b>
<b>Non-Financial Liabilities</b>												
Current tax liabilities (Net)	21.82	-	21.82	18.75	-	18.75	-	-	-	-	-	-
Provisions	359.12	-	359.12	335.12	-	335.12	215.84	-	215.84	280.37	-	280.37
Deferred tax liabilities (Net)	8.59	-	8.59	10.05	-	10.05	-	-	-	-	-	-
Other non-financial liabilities	197.20	-	197.20	175.14	-	175.14	140.35	-	140.35	112.50	-	112.50
	<b>586.73</b>	<b>-</b>	<b>586.73</b>	<b>539.06</b>	<b>-</b>	<b>539.06</b>	<b>356.19</b>	<b>-</b>	<b>356.19</b>	<b>392.87</b>	<b>-</b>	<b>392.87</b>
<b>Total Liabilities</b>	<b>27,256.87</b>	<b>2,739.74</b>	<b>29,996.60</b>	<b>19,185.84</b>	<b>2,738.56</b>	<b>21,924.41</b>	<b>12,297.52</b>	<b>1,337.95</b>	<b>13,635.48</b>	<b>11,026.71</b>	<b>105.15</b>	<b>11,131.86</b>

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
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**NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION**

**57 Additional Regulatory Information**

- a) The Company does not have any Benami property and no proceedings have been initiated or pending against the Company for holding any Benami property, under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and the rules made thereunder.
- b) The Company does not have any transactions during the year with the struck off companies or balance at the end of year with such companies.
- c) The Company has not traded or invested in Crypto currency or Virtual Currency during the current and previous financial year.
- d) There is no "undisclosed income" which has been reported by the Company during the assessment.
- e) The Company has not been declared wilful defaulter by any Bank or financial Institution or other lender.
- f) There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.
- g) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.
- h) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(entities), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or like on behalf of the Ultimate Beneficiaries, other than those disclosed in the notes to accounts.
- i) No funds have been received by the Company from any person(s) or entity(entities), including foreign entities ("Funding Parties"), with the Understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, other than those disclosed in the notes to accounts.

**58 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiaries / Associates.**

Name of the company	Date of incorporation	Ownership interest (%)	Voting(%)
ANAND RATHI INTERNATIONAL VENTURES (IFSC) PRIVATE LIMITED (Gift City India)	28th December 2016	100%	100%

As on date Years	Net Assets		Share in Profit or Loss and OCI	
	Amount (₹ in Millions)	As % of Consolidated Net Assets	Amount (₹ in Millions)	As % of Consolidated Profit or Loss
As at September 30, 2024	65.53	1.42%	(2.07)	(0.33)%
As at March 31, 2024	67.60	1.72%	(12.11)	(1.56)%
As at March 31, 2023	79.71	3.01%	(9.08)	(2.40)%
As at March 31, 2022	19.51	0.86%	(3.59)	(0.71)%

Net Assets, i.e., total assets minus total liabilities\*

**59** The balances less than ₹ 0.01 Millions, are reflecting as ₹ 0.00 Millions in Financial Statements.

**60** There were no significant events after the end of the reporting period which require any adjustment or disclosure in the financial statements.

**61 Statement of adjustments to Restated Consolidated Financial Information**

Reconciliation between audited Equity and Restated Equity (₹ in Millions)				
Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Total Equity (As per audited financial statements)	4,603.81	3,926.58	2,652.34	2,273.95
(i) Audit Qualification	-	-	-	-
(ii) Adjustments due to change in accounting policy/material errors/other adjustments	-	-	-	-
(iii) Deferred tax impact on adjustments in(i) and (ii),as applicable	-	-	-	-
<b>Total Adjustments (i+ii+iii)</b>	-	-	-	-
<b>Total Equity as per restated consolidated summary statement of assets and liabilities</b>	<b>4,603.81</b>	<b>3,926.58</b>	<b>2,652.34</b>	<b>2,273.95</b>

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**  
**CIN : U67120MH1991PLC064106**  
**NOTES TO RESTATED IND AS CONSOLIDATED FINANCIAL INFORMATION**

<b>Reconciliation between audited Profit and Restated Profit</b>				
<b>(₹ in Millions)</b>				
<b>Particulars</b>	<b>For the period April 2024 to September 2024</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Total Profit After Tax (As per audited financial statements)	636.56	772.90	377.45	507.99
(i) Audit Qualification	-	-	-	-
(ii) Adjustments due to change in accounting policy/material errors/other adjustments	-	-	-	-
(iii) Deferred tax impact on adjustments in(i) and (ii),as applicable	-	-	-	-
<b>Total Adjustments (i+ii+iii)</b>	-	-	-	-
<b>Restated profit after tax for the period/year</b>	<b>636.56</b>	<b>772.90</b>	<b>377.45</b>	<b>507.99</b>

- 62** Appropriate regrouping/reclassification have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss & Restated Consolidated Statement of Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Audited consolidated financial statement for Period ended September 30, 2024, March 31,2024, March 31, 2023 and March 31, 2022 prepared in accordance with Schedule III (Division III) of the Act, as amended, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

As per our attached report of even date.

For and on Behalf of  
**For R. Kabra & Co. LLP**  
Chartered Accountants  
Firm Regd. No. 104502W/W100721

**Deepa Rathi**  
Partner  
M. No. 104808  
UDIN: 24104808BKCKVS4210

Place: Mumbai  
Date: December 12, 2024

For and on behalf of Board of Directors

**Pradeep Kumar Gupta**  
Managing Director  
DIN : 00040117

**Roop Kishor Bhootra**  
Wholetime Director  
DIN : 00033180

**Tarak Shah**  
Chief Financial Officer

Place: Mumbai  
Date: December 12, 2024

## OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 (**Audited Financial Statements**) are available at [www.anandrathi.com/investors](http://www.anandrathi.com/investors). 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, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider for subscribing to or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company, any of its advisors, nor the BRLMs, 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.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are set out below:

Sr. No	Particulars	6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
1.	Basic EPS (in ₹)	14.35	19.03	9.36	15.05
2.	Diluted EPS (in ₹)	13.79	18.20	9.36	15.05
3.	Return on Net worth (RoNW) (in %)	14.92%^	23.50%	15.32%	28.66%
4.	Net asset value per Equity Share (in ₹)	103.79	88.53	65.78	78.95
5.	EBITDA (in ₹ million)	1,614.97	2,305.84	1,150.67	1,136.07

Notes:

1. Basic EPS means net profit after tax attributable to owners of the Company, as restated / Weighted average no. of Equity Shares outstanding during the year / period.
2. Diluted EPS means net profit after tax attributable to owners of the Company, as restated / Weighted average no. of potential Equity Shares outstanding during the year / period, as adjusted to reflect the effect of all potential dilutive Equity Shares.
3. EPS has been calculated in accordance with the Indian Accounting Standard 33 – ‘Earning per share’ notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Consolidated Financial Information.
4. RoNW is calculated as net profit after tax attributable to owners of the Company, as restated / Restated Average net worth at the end of the year/period. Net worth has been defined as 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 as on March 31, 2022, 2023 and 2024, and six months ended September 30, 2024 in accordance with Regulation 2(1)(hh) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
5. Net Asset Value per share (NAV) is computed as net worth as per the Restated Financial Statements / Number of Equity Shares outstanding as at the end of year/period, as adjusted for bonus issue of Equity Shares and sub-division of Equity Shares.
6. EBITDA is calculated as profit for the year plus tax expense, depreciation and amortisation and finance cost for the year / period, excluding other income.

^ Not annualised.

### Non-GAAP Measures

Certain measures included and presented in this Draft Red Herring Prospectus, for instance EBITDA, EBITDA margin, interest coverage ratio, net debt to EBITDA ratio, return on capital employed and return on equity (**Non-GAAP Measures**), are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or U.S. GAAP. Further, these Non-GAAP Measures, are

not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or U.S. GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or U.S. GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. We compute and disclose such Non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. In addition, Non-GAAP Measures used are not a standardised term, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. See 'Risk Factor - Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, EBITDA margin, interest coverage ratio, net debt to EBITDA ratio, return on capital employed and return on equity 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.' on page 72.

### Reconciliation of Non-GAAP Measures

#### Net worth

(₹ in million, unless stated otherwise)

Particulars	For the period April 2024 to September 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Equity share capital (A)	221.78	221.78	201.62	134.41
Other equity (B)	4,382.03	3,704.80	2,450.72	2,139.54
Net worth (A+B)	<b>4,603.81</b>	<b>3,926.58</b>	<b>2,652.34</b>	<b>2,273.95</b>

#### Return on Net worth

(₹ in million, unless stated otherwise)

Particulars	As at and for 6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Profit after tax	636.56	772.90	377.45	507.99
Opening Net worth	3,926.58	2,652.34	2,273.95	1,270.79
Closing Net worth	4,603.81	3,926.58	2,652.34	2,273.95
Average Net worth	4,265.19	3,289.46	2,463.14	1,772.37
Return on Net worth	14.92%^	23.50%	15.32%	28.66%

^Not annualised

#### Net asset value per Equity Share

(₹ in million, unless stated otherwise)

Particulars	As at and for 6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net worth	4,603.81	3,926.58	2,652.34	2,273.95
Number of equity shares as at the end of the year, adjusted for bonus issue of Equity Share and subdivision of Equity Shares	4,43,55,408	4,43,55,408	4,03,23,099	2,88,02,214



Particulars	As at and for 6 months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Face Value per Equity Share (in ₹)	5	5	5	5
Net asset value per Equity Share (in ₹)	103.79	88.53	65.78	78.95

### EBITDA

The table below reconciles profit/ (loss) for the year to EBITDA.

Particulars	6 months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ million, unless otherwise stated)			
<b>Profit for the period/Year (I)</b>	<b>636.56</b>	<b>772.90</b>	<b>377.45</b>	<b>507.99</b>
Other income (II)	6.76	14.68	8.77	4.17
Finance costs (III)	649.54	965.40	494.60	373.01
Depreciation and amortisation expense (IV)	111.42	201.13	154.93	131.34
Total tax expense (V)	224.21	381.09	132.46	127.90
<b>EBITDA (VI = (I-II) + (III+IV+V))</b>	<b>1,614.97</b>	<b>2,305.84</b>	<b>1,150.67</b>	<b>1,136.07</b>
Revenue from operations (VII)	4,417.18	6,817.88	4,678.26	4,233.65
<b>EBITDA Margin (%) (VI/VII)</b>	<b>36.56%</b>	<b>33.82%</b>	<b>24.60%</b>	<b>26.83%</b>

The table below reconciles Net Debt to Equity ratio.

### Net Debt to Equity Ratio

Particulars	As on September 30, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
	(₹ million, unless otherwise stated)			
Borrowings (other than debt securities) (I)	7,629.82	6,334.47	2,994.97	2,755.22
Debt securities (II)	3,019.07	2,457.96	1,235.00	0.00
Cash and cash equivalents (III)	910.35	354.75	291.59	422.77
Bank Balances other than Cash and Cash Equivalents* (IV)	79.27	33.35	20.55	0.00
<b>Net Debt (V = (I+II) - III-IV)</b>	<b>9,659.27</b>	<b>8,404.33</b>	<b>3,917.83</b>	<b>2,332.45</b>

Particulars	As on September 30, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
	(₹ million, unless otherwise stated)			
Equity Share Capital (VI)	221.78	221.78	201.62	134.41
Other Equity (VII)	4,382.03	3,704.80	2,450.72	2,139.54
<b>Total Equity (VIII = VI+VII)</b>	<b>4,603.81</b>	<b>3,926.58</b>	<b>2,652.34</b>	<b>2,273.95</b>
<b>Net debt to Equity ratio (V / VIII)</b>	<b>2.10</b>	<b>2.14</b>	<b>1.48</b>	<b>1.03</b>

*\*Bank balances are excluded since the fixed deposits are on lien with exchanges/clearing corporations.*

### **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 6 months ended September 30, 2024, Fiscal 2024, 2023, and Fiscal 2022, read with SEBI ICDR Regulations, and as reported in the Restated Consolidated Financial Information, see 'Restated Consolidated Financial Information - Note no. 43 - Related Party Disclosures' on page 310.

## FINANCIAL INDEBTEDNESS

Our Company avails loans and financing facilities in the ordinary course of business to meet our working capital and operational requirements, and for general corporate purposes. For details regarding the borrowing powers of our Board, see “*Our Management - Borrowing Powers of Board*” on page 245. For the purpose of the Issue, our Company has obtained the necessary consents from our lenders as required under the relevant borrowing arrangements for undertaking activities relating to the Issue, such as, *inter alia*, effecting changes to our shareholding and making amendments to our memorandum and articles of association.

Set forth below is a brief summary of our aggregate borrowings as of October 31, 2024, on a consolidated basis:

<i>(in ₹ million)</i>		
Category of borrowing	Sanctioned amount	Amount outstanding as of October 31, 2024
<b>Company</b>		
<b>Secured</b>		
<b>Fund Based Borrowings</b>		
Intraday facility	500.00	-
Term loans	600.00	500.00
Cash Credit and Overdraft/Working Capital Demand Loan	9,737.10	5,553.34
Vehicle Loans	72.42	49.58
<b>Total fund-based borrowings (A)</b>	<b>10,909.52</b>	<b>6,102.92</b>
<b>Non-Fund Based Borrowings</b>		
Letter of Credit and Bank Guarantee	10,500.00	7,601.80
<b>Total Non-Fund Based Borrowings (B)</b>	<b>10,500.00</b>	<b>7,601.80</b>
<b>Non-Convertible Debentures (C)</b>	<b>3,025.07</b>	<b>3,025.07</b>
<b>Total Secured Borrowings (A+B+C)</b>	<b>24,434.59</b>	<b>16,729.79</b>
<b>Unsecured Borrowings</b>		
Inter Company Loan	-	890.00
<b>Total Unsecured Borrowings (D)</b>	<b>-</b>	<b>890.00</b>
<b>Total Borrowings (A + B + C+D)</b>	<b>24,434.59</b>	<b>17,619.79</b>

### Principal terms of the facilities sanctioned to our Company:

The details below are indicative and there may be additional terms, conditions and requirements under the various borrowing agreements entered into by our Company.

- Interest Rate:** Our interest rate on our borrowings range from 7.35% p.a. to 10.50% p.a.
- Penal Interest:** The terms of certain financing facilities availed by our Company prescribes penalty for non-compliance of certain obligations by our Company. These include, among others, delay in payment of interest, principal or monies payable, breach of condition/covenants of the facility, non-compliance with covenants, and use of funds for anything other than the purpose for which the loan was availed.
- Tenor:** Tenor of financing facilities availed by our Company ranges from 7 days to 36 months. Tenor of non-convertible debentures issued by our Company ranges from 12 months to 84 months.
- Security:** In terms of our borrowings where security needs to be created, we are typically required to create security by way of first pari passu charge on receivables, first pari passu hypothecation charge with existing charge holders on existing and future receivables of the borrower, the ageing of the receivables should not be more than 90 days, first pari passu charge on Margin Trade Finance (MTF) loan receivables with a minimum security cover of 1.50 times of the amount outstanding under the facility.
- Re-payment:** The repayment period for the loans availed by our Company is from 7 days to 84 months. We are required to repay in such instalments as per the repayment schedule stipulated in the relevant

loan documentation. The Cash Credit facility is repaid anytime till sanction is active and working capital Loans are repayable on maturity date within 12 months. We are required to repay inter-company loans either as and when depending on the availability of funds or on the maturity date. We are required to pay the redemption amount on the due date to all the debenture holders.

6. **Pre-payment:** The terms of facilities availed by us typically have prepayment provisions which allow for pre-payment of the outstanding loan amount. The terms of some facilities do not impose any pre-payment charges but in some facilities we may have to prepay with a prepayment premium of up to 0.25% on the principal amount of the facility or 2.00% on the principal amount being pre-paid, as applicable.
7. **Events of Default:** The financing arrangements entered into by us contain standard events of default, including
  - i. Default in performance of covenants, conditions or agreements in respect of the loan;
  - ii. Any action taken or legal proceedings initiated for winding up, dissolution, or re-organisation or for appointment of receiver, trustee or similar officer of any of our Company's assets;
  - iii. Any information provided by our Company for financial assistance found to be misleading or incorrect in any material respect;
  - iv. Any misleading or untrue representation or warranty;
  - v. Any default by our Company and/or the security provider under any other agreement or other document between our Company and/or the security provider and the bank or between our Company and/or the security provider and any third party;
  - vi. Any litigation, arbitration, investigative, regulatory or administrative proceeding/action is current, pending against the Borrower or its director, promoter, partner or any key Managerial Personnel;
  - vii. Non-compliance of terms of sanction within the stipulated period; and
  - viii. Initiation of proceeding/application under the Insolvency and Bankruptcy Code, 2016 or voluntary or non-voluntary insolvency, appointment of resolution professional or receiver.

The details above are indicative and there are additional terms that may amount to an event of default under the financing arrangements entered into by our Company. We are required to ensure that the aforementioned events of default and other events of default, as specified under the agreements relating to the financing arrangements entered into by our Company, are not triggered.

8. **Consequences of Events of Default:** The financing arrangements entered into by us set out the consequences of occurrence of events of default, including:
  - i. Obligation on part of the lender to make or continue to make the loan available, stands terminated;
  - ii. The lender may cancel the facility, whereupon no further utilization may be made of the facility;
  - iii. The lender may, without any prior notice to our Company, enforce any and/or all security created in its favour;
  - iv. The lender may exercise all rights and remedies available to the Lender under facility documents/law;
  - v. The lender may cancel the undrawn commitments under the facility;
  - vi. The lender may declare outstanding amounts immediately due and payable; and
  - vii. The lender may exercise any other rights under the Financing documents/applicable law.

This is an indicative list and there may be other consequences of events of default.

9. **Restrictive Covenants:** Certain financing arrangements entered into by us contain restrictive covenants. An indicative list of such restrictive covenants is disclosed below. Our Company shall not without the prior approval of the lenders:
  - i. Change or in any way alter our capital structure;
  - ii. Effect any scheme of amalgamation or reconstitution;

- iii. Implement a new scheme of expansion/ modernization or take up an allied line of business manufacture;
- iv. Undertake or permit any merger, de-merger, consolidation, re-organisation, scheme of arrangement or compromise with our creditors or shareholders or affect any scheme of amalgamation or reconstruction including creation of any subsidiary;
- v. Create or permit to change any mortgage, charge (whether floating or specific), pledge, lien or other security interest on any of our Company's undertakings, properties or assets;
- vi. Pledge shares or divert working capital funds for long term purpose;
- vii. Create encumbrance on the promoter shares or any other security that can adversely affect the interest of the lender; and
- viii. Make any alterations to our Memorandum of Association or Articles of Association.

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company, that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing agreements entered into by our Company, which may lead to consequences other than those stated above.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see '*Risk Factors - We have incurred indebtedness including in the form of loans from banks and through the issuance of debt securities and may incur substantial additional indebtedness. Conditions and restrictions imposed on us pursuant to such indebtedness could adversely affect our ability to obtain financing in the future*' on page 45.

## CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at September 30, 2024 on the basis of our Restated Consolidated Financial Information, and as adjusted for the proposed Issue. This table should be read in conjunction with 'Risk Factors', 'Management's Discussion and Analysis of Financial Condition and Results of Operations', 'Restated Consolidated Financial Information' on pages 34, 335 and 275, respectively.

*(in ₹ million, except ratios)*

Particulars	Pre-Issue (as at September 30, 2024)	Post-Issue as adjusted <sup>(1)*</sup>
<b>1. Non-current borrowings (including current maturities of long-term debt):</b>		
Secured	2,515.36	[●]
Unsecured	0.00	[●]
<b>Total non-current borrowings</b>	<b>2,515.36</b>	<b>[●]</b>
Add: Current Maturities of Long-term Borrowings	550.69	[●]
<b>Non-current borrowings (including current maturities of long term debt) (A)</b>	<b>3,066.05</b>	<b>[●]</b>
<b>2. Current borrowings</b>		
Secured	7,497.03	[●]
Unsecured	636.50	[●]
<b>Total current borrowings</b>	<b>8,133.53</b>	<b>[●]</b>
Less: Current Maturities of Long-term Borrowings	550.69	[●]
<b>Current borrowings (B)</b>	<b>7,582.84</b>	<b>[●]</b>
<b>Total Debt (C = A+B)</b>	<b>10,648.89</b>	<b>[●]</b>
<b>3. Shareholders' funds:</b>		
I. Equity Share capital	221.78	[●]
II. Other equity	4,382.03	[●]
<b>Total Equity (D)</b>	<b>4,603.81</b>	<b>[●]</b>
<b>Total Capitalisation (C+D)</b>	<b>15,252.69</b>	<b>[●]</b>
<b>Non-current borrowings / Total Equity (A/D)</b>	<b>0.67</b>	<b>[●]</b>
<b>Total debt / Total equity (C/D)</b>	<b>2.31</b>	<b>[●]</b>

\*The corresponding post issue capitalization data is not determinable at this stage pending the completion of the book building process and hence such details have not been provided in table above.

Note:

(1) As adjusted to reflect the number of Equity Shares issued pursuant to the Issue and proceeds from the Issue. Adjustments do not include Issue related expense.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion is intended to convey the management's perspective on our financial condition and results of operations for the 6 months ended September 30, 2024, and Fiscal 2024, Fiscal 2023 and Fiscal 2022 and should be read in conjunction with 'Restated Consolidated Financial Information' on page 275. All references in this chapter to 'our' 'we' and 'us' is us on a consolidated basis and all references to 'our Company' are to our Company on a standalone basis. This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see 'Forward-Looking Statements' on page 20. The following discussions on our financial condition should be read in conjunction with 'Risk Factors' and 'Our Business', on pages 34 and 204, respectively.*

*Our Company's financial year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular financial year or a 'Fiscal' are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for the 6 months ended September 30, 2024, and for Fiscal 2024, Fiscal 2023 and Fiscal 2022 included herein is derived from the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus. For further information, see 'Restated Consolidated Financial Information' on page 275. Ind AS differs in certain respects from Indian GAAP, IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Also see 'Risk Factor - Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Consolidated Financial Information prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus' on page 75.*

*We have, in this Draft Red Herring Prospectus, included various operational and financial performance indicators and certain non-GAAP measures, some of which may not be derived from our Restated Consolidated Financial Information and may not have been subjected to an audit or review by our Statutory Auditor, and each of which is a supplemental measure of our performance and liquidity and not required by, or presented in accordance with Ind AS, IFRS or U.S. GAAP. Furthermore, such measures and indicators are not defined under Ind AS, IFRS, U.S. GAAP or other accounting standards, and therefore should not be viewed as substitutes for performance, liquidity or profitability measures under such accounting standards. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying or used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.*

*Unless otherwise indicated, industry and market data used in this section has been derived from 'Broking Industry in India' by CARE dated December 2024 (**CARE Report**). A copy of the CARE Report is available at [www.anandrathi.com/investors](http://www.anandrathi.com/investors). Unless otherwise indicated, all industry and other related information derived from the CARE Report and included herein with respect to any particular year refers to such information for the relevant calendar year. See 'Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation - Industry and Market Data' and 'Risk Factors - Certain sections of this Draft Red Herring Prospectus include information from the CARE Report which has been commissioned and paid for by the Company in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks' on pages 17 and 70, respectively.*

### OVERVIEW

We are an established full-service brokerage house in India with over 30 years of experience. We provide broking services, margin trading facility and distribution of financial products under the brand 'Anand Rathi' to a diverse set of clients across retail, high net worth individuals, ultra-high net worth individuals and institutions. Our investment offerings span across a wide array of asset classes like equity, derivatives, commodities, and currency markets. While our client base is spread across various age demographics, 146,029 of our Active Clients, representing 84.86% of our Active Clients, were above 30 years of age as on September 30, 2024. Our 3 decades of track record, comprehensive product offerings, and focus on serving this key demographic, positions us for

continued growth. We are a part of the Anand Rathi group which carries out a diverse range of financial services business through its group companies.

As of September 30, 2024, we offer our broking and other financial services through our (i) network of 90 branches spread across 54 cities in India; (ii) network of 1,123 Authorised Persons (i.e., agents appointed by us after approval from the relevant stock exchange) spread across 333 cities in India; and (iii) online and digital platforms. Our multi channel presence through our pan India branches and network of Authorised Persons and our online and digital platforms enables us to service our clients across Tier 1, Tier 2, Tier 3 and other cities.

We categorise our offerings and services as follows:

- **Broking Services** - Our broking services cater to a diverse set of clients i.e., retail, high net worth individuals, ultra-high net worth individuals and institutions across a wide array of asset classes like equity, derivatives, commodities, and currency markets. We offer our broking services through (i) own branches; (ii) Authorised Persons; and (iii) online and digital platform, and assist our clients to trade in equities in cash-delivery, cash-intraday, futures and options, commodity and currency segments. Our broking services are focused on cash-delivery and cash-intra-day trading. The revenue contribution from equity cash segment to our Brokerage Income is set out below:

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (in ₹ million)	As a % of Brokerage Income	Amount (in ₹ million)	As a % of Brokerage Income	Amount (in ₹ million)	As a % of Brokerage Income	Amount (in ₹ million)	As a % of Brokerage Income
Income from equity cash segment	1,395.15	56.12%	1,953.29	49.38%	1,086.79	39.65%	1,470.95	53.26%

We also provide algorithmic trading services to automate the trades in line with strategies of our clients. In addition, we also assist our client in subscribing to initial public offering of equity shares of companies and we also provide securities lending and borrowing services. Our broking services are complemented by our research recommendations across various asset classes such as equity, commodities and currency segments, which assists the investment decisions of our clients. In addition to fundamental research, our research team provides differentiated products such as thematic baskets (i.e. a select group of stocks) which assist clients in investing based on their investment strategies and risk profile.

- **Margin Trading Facility** - We provide margin trading facility to enable our clients to leverage their eligible collaterals, by funding their trading requirements in the equity cash delivery segment. The amount of funding available under the margin trading facility is determined by the margin requirements set by the stock exchanges, with the margin representing a portion of the total trade value that the client must maintain with the broker.
- **Distribution of investment products** - We provide distribution of third party financial products such as schemes of mutual funds, alternative investment funds, structured products, corporate fixed deposits, non-convertible debentures and bonds, and distribution of portfolio management services through our relationship management team and digital platforms.

During Fiscal 2024, we had the highest average revenue per client (i.e., broking revenue over NSE Active Clients for the period) (**ARPC**) amongst peer set (*Source: CARE Report*) We believe that our high ARPC is due to a combination of (i) our client vintage; (ii) average age profile of our clients; and (iii) our personalised client management approach combined with a wide array of investment solutions offered to our clients.

We have, over the years, enhanced client engagement and experience through digitisation of our processes and augmentation of our technological platforms. We provide our clients digital and online platforms through our proprietary website and mobile applications i.e., 'Trade Mobi', 'AR Invest', 'MF Client', and 'Trade Xpress' which enables a seamless trading and investment experience for our clients.

Our Subsidiary i.e., Anand Rathi International Ventures (IFSC) Private Limited is a trading member of India International Exchange (IFSC) Limited, NSE IFSC Limited, and India International Bullion Exchange IFSC Limited in the Gujarat International Finance Tec-City Centre (GIFT-IFSC). Our Subsidiary offers services to clients including non-resident Indians and family offices looking to invest in international stocks and products.



For details about our Subsidiary, see 'Our Subsidiary' on page 238.

Our revenue from operations grew from ₹ 4,233.65 million to ₹ 6,817.88 million at a CAGR of 26.90% between Fiscal 2022 and Fiscal 2024. Our revenue from operations during the 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 was ₹ 4,417.18 million, ₹ 6,817.88 million, ₹ 4,678.26 million and ₹ 4,233.65 million, respectively. Our profit after tax has increased from ₹ 507.99 million to ₹ 772.90 million at a CAGR of 23.35% between Fiscal 2022 and Fiscal 2024. Our profit after tax for 6 months ended September 30, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022 was ₹ 636.56 million, ₹ 772.90 million, ₹ 377.45 million and ₹ 507.99 million, respectively.

## **SIGNIFICANT FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULT OF OPERATIONS**

Our business, results of operations, growth prospects, and financial condition are affected by a number of factors, including the following.

### ***Macroeconomic and other factors affecting the condition of the financial services industry in India***

We operate in the financial services industry in India, which is significantly affected, particularly by macroeconomic factors affecting India and, generally, by global macroeconomic factors. The Indian financial services industry is affected by a variety of factors including growth in India's GDP, taxation and other policies of the Government of India, laws and regulations that affect the industry and, in particular, trading, political measures and regulatory developments, and general political stability. In addition, it is also affected by inflation, interest rate levels, change in consumer spending and saving patterns such as a shift from one category of investment to another, currency exchange rates and foreign investment. Other factors that affect the financial services industry include the monetary policies of large economies such as the United States and China, global economic instability or recession, geopolitical tensions, war or hostilities, cybersecurity threats or attacks and other forms of disruption to or curtailment of global communication, corporate frauds, political or other scandals that reduce investor confidence in capital markets. Any one or a combination of the aforementioned factors could have an adverse effect on the financial services industry in India. Further, a downturn in the capital markets, persistent or short term, could adversely impact trading and investment patterns. Stability, and lack of volatility, in the financial markets are, therefore, crucial to our continuing success.

### ***We operate in an extensively regulated industry and the operations of our Company and Subsidiary are subject to multiple regulatory frameworks***

We operate in an extensively regulated industry and are subject to statutory and regulatory framework of multiple regulatory bodies such as the SEBI, the BSE and NSE, ICEX, MCX, NSE IFSC, IIBX etc. Our Company is registered with SEBI as a stockbroker/proprietary trading member/ clearing member, distributor of mutual funds and other financial products, and as a research analyst. Our Company is *inter alia* also registered as a trading member in capital markets, futures and options, commodities etc of BSE and a trading member in capital markets, futures and options, interest rate futures and currency derivatives by NSE. In addition, our Subsidiary operates in the International Financial Services Centre and is regulated by the relevant authorities including the NSE IFSC, India INX and IFSCA. All our business activities are therefore, extensively regulated by various regulatory entities and our Company and Subsidiary operate under multiple regulatory frameworks, and we are required to obtain and renew registrations and approvals under regulations issued by such regulatory authorities and, in particular, SEBI. For further details, see 'Government Approvals' on page 388.

As mentioned above, our varied activities are subject to overlapping and divergent regulation in different jurisdictions and are dependent on law enforcement authorities, regulators or private parties who may challenge our compliance with existing laws and regulations, thereby prohibiting us from engaging in some of our business activities or subjected to limitations or conditions on our business activities. These limitations or conditions may limit our business activities and negatively impact our profitability.

We believe that significant regulatory changes in our industry are likely to continue, which is likely to subject industry participants to additional and generally more stringent regulations. The requirements imposed by SEBI and other regulators are designed to ensure the integrity of the financial markets and to protect investors and other third parties who deal with us and may not always align with the interests of our shareholders. Consequently, these regulations may serve to limit our activities and/or increase our costs, including through investor protection, compliance management and market conduct requirements. We are also dependent on changes in the

interpretation or enforcement of existing laws and rules by SEBI and other governmental and regulatory authorities.

### ***Performance of the Indian equity capital markets***

A vast majority of our revenue and profits depends on the performance of the Indian equity capital markets. The Indian equity markets have witnessed significant growth in the Fiscal 2024 and have attained record levels both in terms of market capitalisation of listed companies and the performance of benchmark indices. Further, the average daily turnover on the NSE from ₹ 534,340 million to ₹ 817,210 million. (Source: CARE Report) Multiple factors affect the performance of the Indian equity capital markets such as trading volumes, regulatory environment, interest rates, liquidity and transparent and efficient functioning of the equity capital markets in India and these and other factors individually and in combination, are important for the continuous growth of our business. For instance, volatility in the equity markets could affect the value of our Clients' portfolios and their trading and investing activities with us, which in turn may affect the amount of brokerage fees and commissions earned by us.

A significant majority of our revenue from operations is brokerage income which, in the 6 months ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 was ₹ as set out below.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹) in million	(%) of revenue from operations	Amount (₹) in million	(%) of revenue from operations	Amount (₹) in million	(%) of revenue from operations	Amount (₹) in million	(%) of revenue from operations
Brokerage income	2,485.83	56.28%	3,955.62	58.02%	2,741.16	58.59%	2,762.00	65.24%

High short-term volatility or persistent volatility could have an impact on trading and investment patterns, which could have a material impact on our results of operations and financial condition. Additionally, we are also dependent on revenues from margin funding, mutual funds commission income, income from distribution and sale of financial products etc., all of which are directly or indirectly dependent on the performance of the Indian equity capital markets. For details of the break-up of our revenue from operations from Broking Segment and Non-Broking Segment, see "Our Business" on page 204.

While the Indian capital markets have witnessed significant increase, and the BSE Sensex and the NSE Nifty 50 witnessed a rise of approximately 141% and 150%, respectively, between the bottom of Covid-19 to September 2024, there have been instances in the recent past which have adversely affected the equity capital markets. Capital markets around the world are susceptible to macroeconomic risks such as COVID-19 pandemic and, geo-political tensions. In line, India's capital market also witnessed high volatility during COVID-19, general elections in India, geo-political tensions between Russia-Ukraine, hostilities between Israel and Palestine/Lebanon/Iran. Globally, from FY19 to YTD 25 (Apr'24 to Sep'24), major indices like the Dow Jones, FTSE 100, and Nikkei 225 also saw P/E ratio shifts, primarily due to economic instability, COVID-19, and the Russia-Ukraine conflict. (Source: CARE Report)

### ***Managing major cost elements such as employee costs and brokerage costs including through timely adoption of technology***

Our ability to adequately manage our expenses will directly affect our results of operations and our profitability. Our expenses may be impacted by various factors macroeconomic conditions including increase in inflation, changes in laws and regulations, increased competition, adoption of new technologies and employee related expenses.

Our business model emphasises building and maintaining a relationship with our clients, including through relationship managers, and, consequently, our employee benefit expenses are the single largest element of our total expenses and in the 6 months ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 our employee benefit expense were as set out below.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹) in million	(%) of revenue from operations	Amount (₹) in million	(%) of revenue from operations	Amount (₹) in million	(%) of revenue from operations	Amount (₹) in million	(%) of revenue from operations
Employee benefit expenses	1,379.68	31.23%	2,148.21	31.51%	1,690.96	36.15%	1,444.74	34.13%

Further, given our business model, our employee cost will likely remain high in the foreseeable future. Further, as on September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, we had 1,123, 1,062, 1,587 and 1,535 Authorised Persons respectively, with whom we have a brokerage sharing arrangement. In the 6 months ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 our brokerage sharing expenses were ₹ 738.00 million, 1220.59 million, ₹ 906.99 million, and ₹ 774.09 million, constituting 16.71%, 17.90%, 19.39% and 18.28%, respectively, of our revenue from operations. We have invested a significant amount of management time and resources into developing our Digital Platforms and the usage of such platforms has witnessed significant growth. In the 6 months ended September 30, 2024 and in Fiscal 2024, Fiscal 2023 and Fiscal 2022 our revenue from transactions undertaken on our Digital Platforms was as below.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹) in million	(%) of Brokerage Income	(₹) in million	(%) of Brokerage Income	(₹) in million	(%) of Brokerage Income	(₹) in million	(%) of Brokerage Income
Revenue from Digital Platforms	925.83	37.24%	1,450.15	36.66%	837.62	30.56%	774.39	28.04%

We expect that going forward our digital platforms will be increasingly relevant and critical to our operations and the success of these platforms and systems, which are highly scalable with incremental investments will be a key factor in our future growth. We will need to keep pace with advancements in technology including AI solutions, ML etc, and we will need to invest in developing technologies to maintain our position in the industry. All these factors will affect our expense profile and impact our financial condition and results of operations.

### Competition

We face significant competition from leading full service domestic and international institutional broking houses, discount brokers and individual brokers. The Indian financial services industry is intensely competitive and the brokerage business is particularly competitive with a sizeable number of large and small operators. Further, the Broking Segment is extremely fragmented with a large number of entities registered with SEBI. As of December 12, 2024, there are almost 4,895 SEBI registered brokers under the equity segment. (Source: CARE Report). Further, in the distribution business we also compete with various parties including investment advisors and scheduled commercial banks. We compete on the basis of a number of factors, including the execution of transactions, our products and services, innovation, relationship with clients, reputation and price. Some of our competitors may have larger presence across India and overseas, may benefit from economies of scale etc. Our ability to continue to grow our business will depend on our ability to successfully compete across business verticals and across geographies. For further details, see 'Risk Factor - We operate in an intensely competitive environment and our ability to succeed and grow is dependent on our ability to effectively compete in all aspects of our business', on page 50.

### Diversifying our product mix

Our revenue from operations comprises brokerage and related income, interest on Margin Trading Facility Book and distribution income and other income from operations. Set out in the table below is a break-up of the contribution of brokerage income, interest on Margin Trading Facility Book, distribution income and other income from operations in the 6 months ended September 30, 2024, and in Fiscal 2024, Fiscal 2023 and Fiscal 2022, based on our Restated Consolidated Financial Information.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹) in million	(%) of our revenue from operations	(₹) in million	(%) of our revenue from operations	(₹) in million	(%) of our revenue from operations	(₹) in million	(%) of our revenue from operations
Broking and Related Services*	2,904.82	65.76%	4,578.12	67.15%	3,172.67	67.82%	3,061.01	72.30%
Interest on Margin Trading Facility Book	554.63	12.56%	759.25	11.14%	542.16	11.59%	328.66	7.76%
Distribution Income	338.62	7.66%	563.94	8.27%	507.73	10.85%	391.62	9.26%
Other income from operations**	619.11	14.02%	916.57	13.44%	455.70	9.74%	452.36	10.68%
<b>Total</b>	<b>4,417.18</b>	<b>100.00%</b>	<b>6,817.88</b>	<b>100.00%</b>	<b>4,678.26</b>	<b>100.00%</b>	<b>4,233.65</b>	<b>100.00%</b>

\*Includes Depository Income and Interest on Delayed payment by clients

\*\*Comprises mainly interest on fixed deposits, interest on government securities, interest on bonds, interest on financial assets etc.

As set out above, while the contribution of brokerage income to our revenue from operations has been reducing over time, due to an increase in absolute monetary terms of our revenue from other business verticals, it still constitutes a significant majority of our revenue from operations. While we consistently try to cross-sell our products and generate revenues from our other products, the contribution of such revenues to our revenue from operations has not increased significantly. Our success will, in part, also depend on our ability to grow our revenues from the sale of other products.

## **SIGNIFICANT ACCOUNTING POLICIES**

### **(a) Functional and presentation of currency**

The Restated Consolidated Financial Information are presented in Indian Rupees, which is our Company's functional currency and all amounts are rounded to the nearest rupees in Millions; except when otherwise stated.

### **(b) 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.

#### **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.

**(c) Basis 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.

Subsidiary is 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. Subsidiary is 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.

<b>Subsidiary considered in Consolidated Financial Statements</b>			
<b>Name of the company</b>	<b>Date of incorporation</b>	<b>Ownership interest</b>	<b>Voting(%)</b>
ANAND RATHI INTERNATIONAL VENTURES (IFSC) PRIVATE LIMITED (Gift City India)	28th December 2016	100%	100%

**(d) Critical Accounting Judgements and Key Sources of Estimation Uncertainty**

The preparation of our Company’s Restated Consolidated Financial Information requires 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 ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

- (i) **Depreciation / Amortisation and useful lives of property, plant and equipment:** Company depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of Companies Act, 2013. Company remeasures remaining useful life of an asset at the end of each reporting date.
- (ii) **Fair value measurement:** Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. Company 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.
- (iii) **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. Management estimates it by using its best judgement of future cash outflow.

- (iv) **Taxes:** Our Company 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, our Company 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.

- (v) **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.

- (vi) **Allowance for impairment of financial asset**

Our Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. Our Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. At each reporting date, our Company assesses whether the loans have been impaired. Our Company is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the ageing outstanding. Our Company recognises life time expected credit loss for trade receivables and has adopted simplified method of computation as per Ind AS 109. Our Company considers outstanding overdue for more than 90 days for calculation of expected credit loss.

**(e) 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, our Company'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 our Company'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) our Company 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.

**(f) 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 property, plant and equipment 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 tangible assets as prescribed under Part C of Schedule II of the Companies Act 2013 as follows.

Property, plant and equipment	Useful Life as per Schedule II	Useful Life adopted by our Company
Office Building	60 years	60 years
Office Equipments		
- Others	05 years	05 years
- Air conditioner	05 years	15 years
Computer Equipments		
- End user machines	03 years	08 years
- Servers and networks	06 years	08 years
Vehicles	08 years	08 years
Furnitures and fixtures		
(As assessed by our Company)	10 years	13 years

Note: The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the Property, plant and equipment are likely to be used.

(ii) 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. Amortisation on intangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management as per Part C of Schedule II of the Companies Act 2013 as provided below-

Intangible assets	Useful Life as per Schedule II	Useful Life adopted by our Company
Softwares	05 years	07 years

If any income is received from Capital WIP and Intangible Assets then earlier income is to be recognised under P&L but now it is to be capitalised.

## **(g) Financials Instruments**

### **(i) Initial Recognition**

Financial assets and financial liabilities are recognised when our Company becomes a party to the contractual provisions of the instruments.

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."

(ii) Classification & Measurement of Financial Assets

Financial assets are classified at 'Amortised Cost', 'Fair Value through Profit and Loss' (FVTPL) and 'Fair Value through Other Comprehensive Income' (FVTOCI) 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 meet the criteria for Amortised cost or FVTOCI is measured at FVTPL.

**Effective Interest Method:** Interest income from 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, our Company 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, our Company 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 our Company, and the amount of the dividend can be measured reliably.

(iii) Impairment of financial assets

Our Company 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. Note 49 details how our Company determines whether there has been a significant increase in credit risk.

For trade receivables only, our Company 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.

(iv) Derecognition of financial assets

A financial asset is derecognised only when :

- Our Company 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, our Company 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 our Company has not retained control of the financial asset. Where our Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(v) 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.

(vi) Derecognition of financial liabilities

Company derecognises financial liabilities when, and only when, our Company'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.

(vii) 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, our Company 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.

(viii) Deemed cost on transition to Ind AS: For transition to Ind AS, our Company had elected to continue with the carrying value of all its Investments and are measured as per the previous GAAP and had used that carrying value as its deemed cost on the transition date.

**(h) 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.

**(i) Impairment of Assets**

Property, plant and 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.

**(j) Cash and cash equivalent**

(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.

**(k) 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.

**(l) Leases**

Our Company 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, our Company assesses whether: (i) the contract involves the use of an identified asset (ii) our Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) our Company has the right to direct the use of the asset.

At the date of commencement of the lease, our Company 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, our Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

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 our Company 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.

**(m) Employee Benefits**

Defined Contribution plan – Retirement benefit in the form of Provident Fund is a defined contribution scheme. Our Company 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. Our Company 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.

Our 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 which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

#### **(n) Revenue Recognition**

Our Company 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 our Company and the amount based on performance obligation can be reliably measured. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts.

1. Revenue from Broking income is recognised on trade date basis and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable.
2. Income related with Distribution income on Mutual Fund and other financial products is accounted on accrual basis.
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.
5. Interest income is recognised on accrual basis.

#### **(o) Taxes on Income**

The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognised in statement of profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

##### **Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

##### **Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- Temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction;
- Temporary differences related to investment in subsidiary to the extent that our Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses our Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there

is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets- unrecognized or recognized, are reviewed at each reporting date and are recognized /reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realized.

#### **Change in Rate of Income Tax**

Our Company has opted for Section 115BAA of the Income Tax Act, 1961 for computing its tax liability.

#### **(p) Investment Property**

Investment properties are immovable properties such as land and buildings held to earn rentals and/ or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost, net of accumulated depreciation and accumulated impairment loss, if any.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in Statement of Profit and Loss in the period in which the Investment property is derecognised. Freehold land and properties under construction are not depreciated. Investment property are amortised on straight-line basis over the estimated useful life of assets. The useful life of Investment property is 60 years.

#### **(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 Restated Consolidated 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 our 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 year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### **(s) Cash Flow Statement**

Cash flows 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 operating, investing or financing cash flows. The cash flows from operating, investing and financing activities of our Company are segregated.

#### **(t) Foreign currency translation**

The financial statements are presented in Indian currency (INR), which is our Company's presentation currency. It is necessary for the results and financial position of each individual entity included in the reporting entity to be translated into the currency in which the reporting entity presents its financial statements. As the reporting entity presents its financial statement in INR, our Company's financial statements are translated into INR.

Foreign currency transactions are translated into presentation currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognised in profit or loss.

Non-monetary items that are measured at fair value in the foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

The financial statements are translated from functional currency to presentation currency by using the following procedures:

- (a) assets and liabilities for each balance sheet presented (i.e. including comparatives) shall be translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each statement of profit and loss presented (i.e. including comparatives) shall be translated at exchange rates at the dates of the transactions or average rate during FY; and
- (c) all resulting exchange differences shall be recognised in other comprehensive income.

## **NON-GAAP MEASURES**

### **Earnings before Interest, Taxes, Depreciation and Amortization Expenses (EBITDA)/ EBITDA Margin / Interest Coverage Ratio / Net Debt to EBITDA ratio / Return on Capital Employed / Return on Equity**

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance and liquidity. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures disclosed in the financial statements prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures.

EBITDA, EBITDA margin, interest coverage ratio, net debt to EBITDA ratio, return on capital employed and return on equity (**Non-GAAP Measures**) presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the periods 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, IFRS or US GAAP.

In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative metric. Although Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See '*Risk Factors - Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, EBITDA margin, interest coverage ratio, net debt to EBITDA ratio, return on capital employed and return on equity 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.*' on page 72.

### ***EBITDA and EBITDA Margin***

Particulars	6 months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ million, unless otherwise stated)			
<b>Profit for the period/Year (I)</b>	<b>636.56</b>	<b>772.90</b>	<b>377.45</b>	<b>507.99</b>
Other income (II)	6.76	14.68	8.77	4.17
Finance costs (III)	649.54	965.40	494.60	373.01
Depreciation and amortisation expense (IV)	111.42	201.13	154.93	131.34
Total tax expense (V)	224.21	381.09	132.46	127.90
<b>EBITDA (VI = (I-II) + (III+IV+V))</b>	<b>1,614.97</b>	<b>2,305.84</b>	<b>1,150.67</b>	<b>1,136.07</b>
Revenue from operations (VII)	4,417.18	6,817.88	4,678.26	4,233.65
<b>EBITDA Margin (%) (VI/VII)</b>	<b>36.56%</b>	<b>33.82%</b>	<b>24.60%</b>	<b>26.83%</b>

*Interest coverage ratio*

Particulars	6 months period ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(₹ million, unless otherwise stated)			
<b>Profit for the period/Year (I)</b>	<b>636.56</b>	<b>772.90</b>	<b>377.45</b>	<b>507.99</b>
Other income (II)	6.76	14.68	8.77	4.17
Finance costs (III)	649.54	965.40	494.60	373.01
Total tax expense (IV)	224.21	381.09	132.46	127.90
<b>EBIT (V = (I-II) + (III+IV))</b>	<b>1,503.55</b>	<b>2,104.71</b>	<b>995.74</b>	<b>1,004.73</b>
Finance Cost (VI)	649.54	965.40	494.60	373.01
<b>Interest coverage ratio (times) (V/VI)</b>	<b>2.31</b>	<b>2.18</b>	<b>2.01</b>	<b>2.69</b>

*Net Debt to Equity Ratio*

Particulars	As on September 30, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
	(₹ million, unless otherwise stated)			
Borrowings (other than debt securities) (I)	7,629.82	6,334.47	2,994.97	2,755.22
Debt securities (II)	3,019.07	2,457.96	1,235.00	0.00
Cash and cash equivalents (III)	910.35	354.75	291.59	422.77
Bank Balances other than Cash and Cash Equivalents* (IV)	79.27	33.35	20.55	0.00

Particulars	As on September 30, 2024	As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
	(₹ million, unless otherwise stated)			
Net Debt (V = (I+II) - III-IV)	9,659.27	8,404.33	3,917.83	2,332.45
Equity Share Capital (VI)	221.78	221.78	201.62	134.41
Other Equity (VII)	4,382.03	3,704.80	2,450.72	2,139.54
<b>Total Equity (VIII = VI+VII)</b>	<b>4,603.81</b>	<b>3,926.58</b>	<b>2,652.34</b>	<b>2,273.95</b>
<b>Net debt to Equity ratio (V / VIII)</b>	<b>2.10</b>	<b>2.14</b>	<b>1.48</b>	<b>1.03</b>

\*Bank balances are excluded since the fixed deposits are on lien with exchanges/clearing corporations.

#### Return on capital employed

Particulars	As on and for the 6 months ended September 30, 2024	As on and for the year ended March 31, 2024	As on and for the year ended March 31, 2023	As on and for the year ended March 31, 2022
	(₹ million, unless otherwise stated)			
Equity Share Capital (I)	221.78	221.78	201.62	134.41
Other Equity (II)	4,382.03	3,704.80	2,450.72	2,139.54
<b>Total Equity (III = I+II)</b>	<b>4,603.81</b>	<b>3,926.58</b>	<b>2,652.34</b>	<b>2,273.95</b>
Borrowings (other than debt securities) (IV)	7,629.82	6,334.47	2,994.97	2,755.22
Debt securities (V)	3,019.07	2,457.96	1,235.00	0.00
<b>Capital Employed (VI = III+IV+V)</b>	<b>15,252.70</b>	<b>12,719.01</b>	<b>6,882.31</b>	<b>5,029.17</b>
<b>Average Capital Employed (VII)</b>	<b>13,985.86</b>	<b>9,800.66</b>	<b>5,955.74</b>	<b>4,083.65</b>
<b>Profit for the period/Year (VIII)</b>	<b>636.56</b>	<b>772.90</b>	<b>377.45</b>	<b>507.99</b>
Other income (IX)	6.76	14.68	8.77	4.17
Finance costs (X)	649.54	965.40	494.60	373.01
Total tax expense (XI)	224.21	381.09	132.46	127.90
<b>EBIT (XII = (VIII-IX) + (X+XI))</b>	<b>1,503.55</b>	<b>2,104.71</b>	<b>995.74</b>	<b>1,004.73</b>
<b>Return on capital employed (%) (XII/VII)</b>	<b>10.75%*</b>	<b>21.48%</b>	<b>16.72%</b>	<b>24.60%</b>

\*Not annualised

#### Return on Equity

Particulars	As on and for the 6 months ended September 30, 2024	As on and for the year ended March 31, 2024	As on and for the year ended March 31, 2023	As on and for the year ended March 31, 2022
	(₹ million, unless otherwise stated)			
Equity Share Capital (I)	221.78	221.78	201.62	134.41
Other Equity (II)	4,382.03	3,704.80	2,450.72	2,139.54
<b>Total Equity (III = I+II)</b>	<b>4,603.81</b>	<b>3,926.58</b>	<b>2,652.34</b>	<b>2,273.95</b>
<b>Average Total Equity (IV)</b>	<b>4,265.19</b>	<b>3,289.46</b>	<b>2,463.14</b>	<b>1,772.37</b>
Profit for the period/Year (V)	636.56	772.90	377.45	507.99
<b>Return on Equity (%) (V/IV)</b>	<b>14.92%*</b>	<b>23.50%</b>	<b>15.32%</b>	<b>28.66%</b>

\*Not annualised

## PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

### Income

Income comprises revenue from operations and other income.

#### *Revenue from operations*

Revenue from operations comprises:

- (i) Fees and Commission income viz., income from (a) brokerage, (b) depository operations, (c) mutual fund distribution activities, (d) referral commission, (e) distribution and sale of financial products, (f) marketing and advisory services, and (g) business support services.
- (ii) Interest Income (on financial assets measured at amortised cost) viz., (a) on loans (margin funding), (b) on delayed payment charges (c) on deposits with banks (d) from investments in bonds that are held for trading, (e) other interest income on income tax refund and financial assets.
- (iii) Net gain on fair value changes on financial instruments.

#### *Other income*

Other income primarily comprises (i) rent income and (ii) miscellaneous income.

### Expenses

Our expenses comprise (i) employee benefits expense, (ii) fees and commission expense, (iii) impairment on financial instruments, (iv) finance costs, (v) depreciation and amortisation expenses, and (vi) other expenses.

#### *Finance costs*

Finance costs comprise (i) interest on (a) borrowings, (b) debt securities, (c) lease obligations and (ii) bank charges (bank charges primarily comprised commission on bank guarantee ).

#### *Fees and commission expense*

Fees and commission expense comprises brokerage sharing costs and depository charges.

#### *Impairment on financial instruments*

Impairment on financial instruments comprises i.e. trade receivables, measured at amortised cost.



***Employee benefits expense***

Employee benefit expenses comprise salaries and wages, contribution to provident fund and others, share based payment to employees, and staff welfare expenses.

***Depreciation and amortisation expense***

Depreciation and amortization expense comprises (i) depreciation expenses on (a) property, plant and equipment (b) on right of assets, and (c) investment property and (ii) amortisation expenses on other intangible assets.

***Other expenses***

Other expenses comprise primarily rent, business promotion and marketing expenses, business support charges, travelling and conveyance expense, legal and professional charges, stock exchange expenses, and computer and software expenses.

**RESULTS OF OPERATIONS**

The following table provides certain information with respect to our results of operations for the 6 months ended September 30, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022 from our Restated Consolidated Financial Information and each item as a percentage of total income for the periods indicated.

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Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹) in million	(%) of Total Income	(₹) in million	(%) of Total Income	(₹) in million	(%) of Total Income	(₹) in million	(%) of Total Income
<b>INCOME</b>								
Revenue from Operations	4,417.18	99.85%	6,817.88	99.79%	4,678.26	99.81%	4,233.65	99.90%
Other Income	6.76	0.15%	14.68	0.21%	8.77	0.19%	4.17	0.10%
<b>Total Income</b>	<b>4,423.94</b>	<b>100.00%</b>	<b>6,832.56</b>	<b>100.00%</b>	<b>4,687.03</b>	<b>100.00%</b>	<b>4,237.82</b>	<b>100.00%</b>
<b>EXPENSES</b>								
Finance Costs	649.54	14.68%	965.40	14.13%	494.60	10.55%	373.01	8.80%
Fees and commission expense	763.55	17.26%	1,260.43	18.45%	945.24	20.17%	833.68	19.67%
Impairment on financial instruments	17.63	0.40%	10.80	0.16%	0.00	0.00%	82.15	1.94%
Employee benefit expense	1379.68	31.19%	2,148.21	31.44%	1,690.96	36.08%	1,444.74	34.09%
Depreciation and amortisation expenses	111.42	2.52%	201.13	2.94%	154.93	3.31%	131.34	3.10%
Other expenses	641.35	14.50%	1,092.60	15.99%	891.39	19.02%	737.01	17.39%
<b>Total Expenses</b>	<b>3,563.17</b>	<b>80.54%</b>	<b>5,678.57</b>	<b>83.11%</b>	<b>4,177.12</b>	<b>89.12%</b>	<b>3,601.93</b>	<b>84.99%</b>
<b>Profit before tax</b>	<b>860.77</b>	<b>19.46%</b>	<b>1,153.99</b>	<b>16.89%</b>	<b>509.91</b>	<b>10.88%</b>	<b>635.89</b>	<b>15.01%</b>
<b>Tax expense</b>								
- Current tax	225.66	5.10%	294.56	4.31%	135.91	2.90%	146.57	3.46%
- Deferred tax	(1.45)	-0.03%	86.53	1.27%	-3.45	-0.07%	-18.67	-0.44%
<i>Total tax expense</i>	224.21	5.07%	381.09	5.58%	132.46	2.83%	127.90	3.02%
<b>Profit for the period</b>	<b>636.56</b>	<b>14.39%</b>	<b>772.90</b>	<b>11.31%</b>	<b>377.45</b>	<b>8.05%</b>	<b>507.99</b>	<b>11.99%</b>
<b>Other Comprehensive Income/(Loss)</b>								
(A) (i) Items that will not be reclassified to profit or loss								
Remeasurement of Defined Benefit Plan	(11.91)	(0.27%)	0.67	0.01%	(2.76)	(0.06%)	(6.11)	(0.14%)
(ii) Less: Income tax relating to items that will not be reclassified to profit or loss	2.97	0.07%	(0.18)	0.00%	0.69	0.01%	1.78	0.04%

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(₹) in million	(%) of Total Income	(₹) in million	(%) of Total Income	(₹) in million	(%) of Total Income	(₹) in million	(%) of Total Income
(B) (i) Items that will be reclassified to profit or loss								
Exchange difference on translation from functional currency to presentation currency	0.25	0.01%	0.85	0.01%	3.01	0.06%	0.26	0.01%
(ii) Less: Income tax relating to items that will be reclassified to profit or loss	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%
<b>Total Other Comprehensive Income/(Loss)</b>	<b>8.69</b>	<b>(0.20%)</b>	<b>1.34</b>	<b>0.02%</b>	<b>0.94</b>	<b>0.02%</b>	<b>(4.07)</b>	<b>(0.10%)</b>
<b>Total Comprehensive Income for the Period</b>	<b>627.87</b>	<b>14.19%</b>	<b>774.24</b>	<b>11.33%</b>	<b>378.39</b>	<b>8.07%</b>	<b>503.92</b>	<b>11.89%</b>

## **6 MONTHS ENDED SEPTEMBER 30, 2024**

### **Total income**

Our total income for the 6 months ended September 30, 2024, was ₹ 4,423.94 million.

### **Revenue from operations**

Our revenue from operations for the 6 months ended September 30, 2024, was ₹ 4,417.18 million comprising (i) interest income aggregating ₹ 1,498.21 million (ii) fees and commission income aggregating ₹ 2,916.44 million and (iii) net gain on fair value changes aggregating ₹ 2.53 million.

### **Other income**

Our other income for the 6 months ended September 30, 2024 was ₹ 6.76 million.

### **Total expenses**

Our total expenses for the 6 months ended September 30, 2024, was ₹ 3,563.17 million comprising (i) finance costs aggregating ₹ 649.54 million, (ii) fees and commission expense aggregating ₹ 763.55 million, (iii) impairment on financial instruments aggregating ₹ 17.63 million, (iv) employee benefits expense aggregating ₹ 1,379.68 million (v) depreciation and amortisation expenses aggregating ₹ 111.42 million and (vi) other expenses aggregating ₹ 641.35 million.

### **Profit before tax**

On account of the foregoing factors, our profit before tax was ₹ 860.77 million.

### **Total tax expense**

Our total tax expense for the 6 months ended September 30, 2024 was ₹ 224.21 million comprising current tax of ₹ 225.66 million and deferred tax credit of ₹ 1.45 million.

### **Profit for the period**

On account of the foregoing factors, our profit for the period was ₹ 636.56 million.

## **FISCAL 2024 COMPARED TO FISCAL 2023**

### **Total income**

Our total income increased by 45.78% from ₹ 4,687.03 million in Fiscal 2023 to ₹ 6,832.56 million in Fiscal 2024, primarily due to an increase in (i) interest income and (ii) fees and commission income.

### **Revenue from operations**

Our revenue from operations increased by 45.74% from ₹ 4,678.26 million in Fiscal 2023 to ₹ 6,817.88 million in Fiscal 2024 due to an increase in:

- (i) Interest income by 63.93% from ₹ 1,312.05 million in Fiscal 2023 to ₹ 2,150.82 million in Fiscal 2024 due to an increase primarily in (a) interest on margin funding loans to clients ₹ 542.16 million in Fiscal 2023 to ₹ 759.25 million in Fiscal 2024, on account the increase in the margin funding loans from ₹ 3,766.38 million as on March 31, 2023 to ₹ 6,172.93 million as on March 31, 2024, (b) interest on delayed payment by clients from ₹ 336.05 million in Fiscal 2023 to ₹ 478.43 million in Fiscal 2024 and (c) interest on deposit with banks from ₹ 422.80 million in Fiscal 2023 to ₹ 897.39 million in Fiscal 2024, on account of an increase in fixed deposits created out of Client's funds from ₹ 8,691.12 million as on March 31, 2023 to ₹ 11,517.62 million as on March 31, 2024. Additionally, during Fiscal 2024, our Company has created fixed deposits aggregating ₹ 3,507.00 million out of its own funds for creating bank guarantees.

- (ii) Fees and commission income by 38.87% from ₹ 3,360.52 million in Fiscal 2023 to ₹ 4,666.87 million in Fiscal 2024 due to an increase primarily in (a) brokerage income from ₹ 2,741.16 million in Fiscal 2023 to ₹ 3,955.62 million in Fiscal 2024 on account of an increase in average daily turnover (**ADTO**) i.e. the Company's daily average turnover at exchanges in the 'Equity Cash' segment by 70% and 'Equity F&O' by 128% during Fiscal 2024 as compared to Fiscal 2023, (b) mutual fund commission income from ₹ 145.17 million in Fiscal 2023 to ₹ 185.33 million in Fiscal 2024 on account of an increase in mutual fund amount under distribution from ₹ 26,575.49 million in Fiscal 2023 to ₹ 39,614.56 million in Fiscal 2024, which was partially offset by a decrease in income from the distribution and sale of financial products from ₹ 191.72 million in Fiscal 2023 to ₹ 154.66 million in Fiscal 2024 on account of a reduction in the average value of products sold.

#### ***Other income***

Our other income increased by 67.53% from ₹ 8.77 million in Fiscal 2023 to ₹ 14.68 million in Fiscal 2024 primarily due to an increase in miscellaneous income from ₹ 7.48 million to ₹ 11.33 million due to rise in registration/cancellation of Authorised Persons.

#### ***Total expenses***

Our total expenses increased by 35.94% from ₹ 4,177.12 million in Fiscal 2023 to ₹ 5,678.57 million in Fiscal 2024 primarily due to an increase in finance costs, fees and commission expense, employee benefits expense and other expenses.

#### ***Finance costs***

Our finance costs increased by 95.19% from ₹ 494.60 million in Fiscal 2023 to ₹ 965.40 million in Fiscal 2024. This increase primarily due to an increase in (i) interest on borrowing from ₹ 333.06 million in Fiscal 2023 to ₹ 692.61 million in Fiscal 2024 and (ii) interest on debt securities from ₹ 46.51 million in Fiscal 2023 to ₹ 161.21 million in Fiscal 2024 on account of increased requirement for working capital in our Company, which was partially offset by a decrease in bank charges from ₹ 100.81 million in Fiscal 2023 to ₹ 88.63 million in Fiscal 2024.

#### ***Fees and commission expenses***

Our fees and commission expenses increased by 33.34% from ₹ 945.24 million in Fiscal 2023 to ₹ 1,260.43 million in Fiscal 2024 primarily due to an increase in revenue from Authorised Persons from ₹ 1,385.50 million in Fiscal 2023 to ₹ 1,885.05 million in Fiscal 2024 on account of growth in the business generated through Authorised Persons and the consequent increase in the aggregate commission paid out.

#### ***Impairment on financial instruments***

Impairment on trade receivables increased from 'Nil' in Fiscal 2023 to ₹ 10.80 million in Fiscal 2024 since during Fiscal 2023, our Company had reversed 'provision for credit impaired' since the amount was recovered, and therefore the amount was shown under Other Income during Fiscal 2023.

#### ***Employee benefits expense***

Our employee benefits expense increased by 27.04% from ₹ 1,690.96 million in Fiscal 2023 to ₹ 2,148.21 million in Fiscal 2024 primarily due to an increase in salaries and wages from ₹ 1,602.33 million in Fiscal 2023 to ₹ 2,044.01 million in Fiscal 2024, and an attendant increase in contribution to provident fund and other funds and staff welfare expenses due to an increase in the number of employees from 1,746 as on April 1, 2023 to 1,873 on March 31, 2024, and in particular, increase in the number of members of sales team from 1,078 to 1,158, during the same period.

#### ***Depreciation and amortisation expense***

Depreciation and amortisation expense increased by 29.82% from ₹ 154.93 million in Fiscal 2023 to ₹ 201.13 million in Fiscal 2024 primarily due to an increase in the depreciation on right of use assets from ₹ 69.74 million in Fiscal 2023 to ₹ 112.57 million in Fiscal 2024 due to additions to right of use assets from ₹ 100.10 million for Fiscal 2023 to ₹ 229.28 million Fiscal 2024, and depreciation on property, plant and equipment from ₹ 47.57

million in Fiscal 2023 to ₹ 51.73 million in Fiscal 2024 which was partially offset by a decrease in amortisation expense on other intangible assets from ₹ 37.32 million in Fiscal 2023 to ₹ 35.60 million in Fiscal 2024.

#### ***Other expenses***

Other expenses increase by 22.57% from ₹ 891.39 million in Fiscal 2023 to ₹ 1,092.60 million in Fiscal 2024 primarily due to an increase in (i) rent from ₹ 114.27 million in Fiscal 2023 to ₹ 135.44 million in Fiscal 2024 due to rise in own branches from 79 as on Fiscal 2023 to 92 as on Fiscal 2024, (ii) business support charges from ₹ 136.93 million in Fiscal 2023 to ₹ 266.13 million in Fiscal 2024 to enhancement of systems with the services of our group company and (ii) legal and professional charges from ₹ 51.34 million in Fiscal 2023 to ₹ 72.29 million in Fiscal 2024, which was partially offset by a decrease in (i) business promotion and marketing expenses from ₹ 157.34 million in Fiscal 2023 to ₹ 146.24 million in Fiscal 2024 and (ii) travelling and conveyance expenses from ₹ 81.92 million in Fiscal 2023 to ₹ 79.75 million in Fiscal 2024.

#### ***Profit before tax***

On account of the foregoing factors, our profit before tax increased by 126.31% from ₹ 509.91 million in Fiscal 2023 to ₹ 1,153.99 million in Fiscal 2024.

#### ***Tax expenses***

Total tax expense increased by 187.70%, from ₹ 132.46 million in Fiscal 2023 to ₹ 381.09 million in Fiscal 2024, primarily due to an increase in the profit before tax driven by an increase in our revenue from operations.

#### ***Profit for the period***

On account of the foregoing factors, our profit for the period increased by 104.77% from ₹ 377.45 million in Fiscal 2023 to ₹ 772.90 million in Fiscal 2024.

### **FISCAL 2023 COMPARED TO FISCAL 2022**

#### **Total income**

Our total income increased by 10.60% from ₹ 4,237.82 million in Fiscal 2022 to ₹ 4,687.03 million in Fiscal 2023, primarily due to an increase in (i) interest income and (ii) fees and commission income.

#### ***Revenue from operations***

Our revenue from operations increased by 10.50% from ₹ 4,233.65 million in Fiscal 2022 to ₹ 4,678.26 million in Fiscal 2023 due to an increase in:

- (i) Interest income by 41.14% from ₹ 929.60 million in Fiscal 2022 to ₹ 1,312.05 million in Fiscal 2023 due to an increase primarily in (a) interest on margin funding loans to Clients which increased from ₹ 328.66 million in Fiscal 2022 to ₹ 542.16 million in Fiscal 2023 on account of increase in margin funding loans from ₹ 3,046.62 million as on March 31, 2022 to ₹ 3,766.38 million as on March 31, 2023, (b) interest on delayed payment by clients from ₹ 183.90 million in Fiscal 2022 to ₹ 336.05 million in Fiscal 2023 and (c) interest on deposit with banks from ₹ 386.33 million in Fiscal 2022 to ₹ 422.80 million in Fiscal 2023, on account an increase in fixed deposits created out of Client's funds.
- (ii) Fees and commission income by 1.73% from ₹ 3,303.40 million in Fiscal 2022 to ₹ 3,360.52 million in Fiscal 2023 due to an increase primarily in mutual fund commission income from ₹ 112.49 million in Fiscal 2022 to ₹ 145.17 million in Fiscal 2023 due to increase in mutual fund amount under distribution from ₹ 24,440.41 million in Fiscal 2022 to ₹ 26,575.49 million in Fiscal 2023 and an increase in income from distribution and sale of financial products from ₹ 167.51 million in Fiscal 2023 to ₹ 191.72 million in Fiscal 2024, which was partially offset by a decrease in brokerage income from ₹ 2,762.00 million in Fiscal 2022 to ₹ 2,741.16 million in Fiscal 2023 on account of a decrease in ADTO i.e., average daily turnover i.e. the Company's daily average turnover at exchanges. The decrease in brokerage income was due to a decrease in the average daily turnover, mainly in the equity cash segment.

#### ***Other income***

Our other income increased by 110.31% from ₹ 4.17 million in Fiscal 2022 to ₹ 8.77 million in Fiscal 2023 primarily due to write back of expenses ₹ 3.88 million during Fiscal 2023.

### **Total expenses**

Our total expenses increased by 15.97% from ₹ 3,601.93 million in Fiscal 2022 to ₹ 4,177.12 million in Fiscal 2023 due to an increase in primarily finance costs, fees and commission expense, employee benefits expense and other expenses.

### **Finance costs**

Our finance costs increased by 32.60% from ₹ 373.01 million in Fiscal 2022 to ₹ 494.60 million in Fiscal 2023. This increase was primarily due to an increase in (i) interest on borrowing from ₹ 256.09 million in Fiscal 2022 to ₹ 333.06 million in Fiscal 2023 on account of increased requirement for working capital in our Company and (ii) interest on debt securities from ₹ Nil in Fiscal 2022 to ₹ 46.51 million in Fiscal 2023.

### **Fees and commission expenses**

Our fees and commission expenses increased by 13.38% from ₹ 833.68 million in Fiscal 2022 to ₹ 945.24 million in Fiscal 2023 primarily due to an increase in brokerage sharing costs from ₹ 774.09 million in Fiscal 2022 to ₹ 906.99 million in Fiscal 2023 on account of growth in the business generated through Authorised Persons and the consequent increase in the aggregate commission paid out which was partially offset by a decrease in depository charges from ₹ 59.59 million to ₹ 38.25 million.

### **Impairment on financial instruments**

Impairment on trade receivables decreased by 100.00% from ₹ 82.15 million in Fiscal 2022 to 'Nil' in Fiscal 2023 since during Fiscal 2023, our Company had reversed 'provision for credit impaired' since the amount was recovered and therefore the amount was shown under Other Income during Fiscal 2023.

### **Employee benefits expense**

Our employee benefits expense increased by 17.04% from ₹ 1,444.74 million in Fiscal 2022 to ₹ 1,690.96 million in Fiscal 2023 primarily due to an increase in salaries and wages from ₹ 1,371.67 million to ₹ 1,602.33 million, and an increase in contribution to provident fund and other funds and staff welfare expenses due to an increase in the number of employees from 1,483 as on April 1, 2022 to 1,746 on March 31, 2023, and in particular, increase in the number of relationship managers from 842 to 1,078, during the same period.

### **Depreciation and amortisation expense**

Depreciation and amortisation expense increased by 17.97% from ₹ 131.34 million in Fiscal 2022 to ₹ 154.93 million in Fiscal 2023 primarily due to an increase in the depreciation on right of use assets from ₹ 56.72 million in Fiscal 2022 to ₹ 69.74 million in Fiscal 2023 and depreciation on property, plant and equipment from ₹ 43.48 million in Fiscal 2022 to ₹ 47.57 million in Fiscal 2023 and an increase in amortisation expense on other intangible assets from ₹ 31.14 million in Fiscal 2022 to ₹ 37.32 million in Fiscal 2023.

### **Other expenses**

Other expenses increase by 20.95% from ₹ 737.01 million in Fiscal 2022 to ₹ 891.39 million in Fiscal 2023 primarily due to an increase (i) business promotion and marketing expenses from ₹ 100.16 million in Fiscal 2022 to ₹ 157.34 million in Fiscal 2023 and (ii) travelling and conveyance expenses from ₹ 44.42 million in Fiscal 2022 to ₹ 81.92 million in Fiscal 2023 which was partially offset by a decrease *inter alia* in business support charges from ₹ 151.66 million in Fiscal 2022 to ₹ 136.93 million in Fiscal 2023.

### **Profit before tax**

On account of the foregoing factors, our profit before tax decreased by 19.81% from ₹ 635.89 million in Fiscal 2022 to ₹ 509.91 million in Fiscal 2023.

### **Tax expenses**

Total tax expense increased by 3.56%, from ₹ 127.90 million in Fiscal 2022 to ₹132.46 million in Fiscal 2023, despite a decrease in current tax from ₹ 146.57 million to ₹ 135.91 million, due to a reduction in the deferred tax credit from ₹ (18.67) million to ₹ (3.45) million. The deferred tax had reduced primarily because during Fiscal 2022 unlike Fiscal 2023, we had MAT credit of ₹ 58.27 million which was available for utilization. During Fiscal 2022, the gross deferred tax amounted to ₹ (76.94) million, after adjusting MAT credit of ₹ 58.27 million the net deferred tax amounted to ₹ (18.67) million.

### ***Profit for the period***

On account of the foregoing factors, our profit for the period decreased by 25.70% from ₹ 507.99 million in Fiscal 2022 to ₹ 377.45 million in Fiscal 2023.

### **Liquidity and capital resources**

As on September 30, 2024, our Company had a sum of ₹ 910.35 million in cash and cash equivalents (balance with banks in current accounts including cash).

Historically, our Company has been able to finance the growth of our business through the funds generated from our operations, debt facilities from banks, funds raised through the issue of non-convertible debentures and equity infusion. Our Company believes that, with the portion of the Offer Proceeds which will be utilised for working capital, it will have sufficient capital to meet its anticipated capital requirements for working capital requirements for the 12 months following the date of this Draft Red Herring Prospectus.

The following table sets forth certain information concerning our cash flows for the 6 months ended September 30, 2024, and for Fiscal 2024, Fiscal 2023 and Fiscal 2022:

<b>Particulars</b>	<b>For the 6 months ended September 30, 2024</b>	<b>Fiscal 2024</b>	<b>Fiscal 2023</b>	<b>Fiscal 2022</b>
Net cash flow from operating activities (A)	5,147.41	1,869.12	151.48	(166.64)
Net cash from investing activities (B)	(5,845.44)	(5,992.50)	(1,366.63)	(789.19)
Net cash flow from financing activities (C)	1,253.39	4,185.69	1,080.96	1,116.06
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>910.11</b>	<b>353.90</b>	<b>288.58</b>	<b>422.51</b>

### **Cash flow from operating activities**

#### ***6 months ended September 30, 2024***

Our net cash flow generated from operating activities in the 6 months ended September 30, 2024 was ₹ 5,147.41 million. While our net profit before tax was ₹ 860.77 million our operating profit before working capital changes was ₹ 1,031.98 million primarily due to adjustments for (i) depreciation and amortisation expense of ₹ 111.42 million, (ii) interest income of ₹ (616.58) million and (iii) interest expense of ₹ 603.07 million. Working capital changes included primarily an increase in (i) trade receivables of ₹ 223.87 million, (ii) loans of ₹ 1,541.72 million, (iii) trade payables of ₹ 6,147.08 million. This was further adjusted by taxes paid (net) of ₹ 219.66 million.

#### ***Fiscal 2024***

Our net cash flow generated from operating activities in Fiscal 2024 was ₹ 1,869.12 million. While our net profit before tax was ₹ 1,153.99 million our operating profit before working capital changes was ₹ 1,344.78 million primarily due to adjustments for (i) depreciation and amortisation expense of ₹ 201.13 million, (ii) interest income of ₹ (913.14) million and (iii) interest expense of ₹ 876.77 million. Working capital changes included primarily an increase in (i) trade receivables of ₹ 442.79 million, (ii) loans of ₹ 2,406.56 million, (iii) trade payables of ₹ 3,429.08 million. This was further adjusted by taxes paid (net) of ₹ 216.91 million.

#### ***Fiscal 2023***



Our net cash flow generated from operating activities in Fiscal 2023 was ₹ 151.48 million. While our net profit before tax was ₹ 509.91 million our operating profit before working capital changes was ₹ 633.15 million primarily due to adjustments for (i) depreciation and amortisation expense of ₹ 154.93 million, (ii) interest income of ₹ (433.84) million and (iii) interest expense of ₹ 393.79 million. Working capital changes included primarily an increase in (i) trade receivables of ₹ 622.77 million, (ii) loans of ₹ 719.75 million, (iii) trade payables of ₹ 1,045.18 million. This was further adjusted by taxes paid (net) of ₹ 168.23 million.

#### ***Fiscal 2022***

Our net cash flow generated from operating activities in Fiscal 2022 was ₹ (166.64) million. While our net profit before tax was ₹ 635.89 million our operating profit before working capital changes was ₹ 714.93 million primarily due to adjustments for (i) depreciation and amortisation expense of ₹ 131.34 million, (ii) interest income of ₹ (417.04) million and (iii) interest expense of ₹ 271.06 million. Working capital changes included primarily an increase in (i) trade receivables of ₹ 62.41 million, (ii) loans of ₹ 1,997.27 million, (iii) trade payables of ₹ 982.36 million. This was further adjusted by taxes paid (net) of ₹ 141.48 million.

#### **Cash flow from investing activities**

##### ***6 months ended September 30, 2024***

Net cash flow used in investing activities in the 6 months ended September 30, 2024, was ₹ (5,845.44) million which comprised primarily purchase of (i) property, plant and equipment of ₹ 34.51 million, (ii) right of use assets of ₹ 96.20 million and investment in fixed deposit (net) of 6,200.21 million which was partially offset by interest received of ₹ 520.13 million.

#### ***Fiscal 2024***

Net cash flow used in investing activities in Fiscal 2024, was ₹ (5,992.50) million which comprised primarily purchase of (i) property, plant and equipment of ₹ 125.04 million, (ii) right of use assets of ₹ 229.28 million and investment in fixed deposit (net) of ₹ 6,396.25 million which was partially offset by interest received of ₹ 717.94 million.

#### ***Fiscal 2023***

Net cash flow used in investing activities in Fiscal 2023, was ₹ (1,366.63) million which comprised primarily purchase of (i) property, plant and equipment of ₹ 89.42 million, (ii) right of use assets of ₹ 100.10 million (iii) investment property of ₹ 77.74 million and investment in fixed deposit (net) of ₹ 1,661.76 million which was partially offset by proceeds from disposal of property, plant & equipment of ₹ 59.65 million and interest received of ₹ 522.24 million.

#### ***Fiscal 2022***

Net cash flow used in investing activities in Fiscal 2022, was ₹ (789.19) million which comprised primarily purchase of (i) property, plant and equipment of ₹ 101.94 million, (ii) right of use assets of ₹ 89.21 million, (iii) Outflow from Disposal of Right-of-use assets of ₹ 97.17 million, and investment in fixed deposit (net) of ₹ 889.04 million which was partially offset by and interest received of ₹ 447.69 million and proceeds from disposal of property, plant & equipment of ₹ 9.38 million.

#### **Cash flow from (used in) financing activities**

##### ***6 months ended September 30, 2024***

Net cash flow from financing activities in the 6 months ended September 30, 2024 was ₹ 1,253.39 million comprising primarily proceeds from (i) debt securities of ₹ 561.11 million, (ii) borrowings (other than debt securities) of ₹ 1,295.35 million which was partially offset by interest paid of ₹ 588.15 million.

#### ***Fiscal 2024***

Net cash flow from financing activities in Fiscal 2024 was ₹ 4,185.69 million comprising primarily proceeds from (i) the rights issue of equity shares and premium on the rights issue of equity shares of ₹ 20.16 million and ₹ 479.84 million, respectively, (ii) debt securities of ₹ 1,222.96 million, (iii) borrowings (other than debt securities) of ₹ 3,339.50 million which was partially offset by interest paid of ₹ 853.82 million.

#### **Fiscal 2023**

Net cash flow from financing activities in Fiscal 2023 was ₹ 1,080.96 million comprising primarily proceeds from (i) debt securities of ₹ 1,235.00 million, (ii) borrowings (other than debt securities) of ₹ 239.75 million which was partially offset by interest paid of ₹ 379.57 million.

#### **Fiscal 2022**

Net cash flow from financing activities in Fiscal 2022 was ₹ 1,116.06 million comprising primarily proceeds from (i) the rights issue of equity shares and premium on the rights issue of equity shares of ₹ 38.40 million and ₹ 460.84 million, respectively, (ii) borrowings (other than debt securities) of ₹ 887.88 million which was partially offset by interest paid of ₹ 256.09 million.

### **CONTINGENT LIABILITIES AND COMMITMENTS**

Set out below are the contingent liabilities as on September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

#### **Contingent liabilities**

(in ₹ million)

Particulars	As at			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Other money for which the company is contingently liable.				
(a) Bank guarantees obtained in favour of exchanges	3,750.90	3,504.40	5,950.00	5,200.00
Claims against the company not acknowledged as debt				
(a) Cases against our Company by clients	8.31	18.84	11.15	11.78

(in ₹ million)

Particulars of statutory dues	Period related to which it is due	As at			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
GST liability	Fiscal 2019	8.42	11.14	-	-
	Fiscal 2020	1.76	3.62	-	-
	Fiscal 2021	0.06	2.27	-	-
Income tax liability	Fiscal 2016	12.55	13.29	-	-
	Fiscal 2018	1.04	-	-	-
	Fiscal 2019	0.85	-	-	-
	Fiscal 2020	1.30	-	-	-
	Fiscal 2021	0.52	-	-	-
Service tax liability	July 2012 to March 2017	-	-	114.93	114.93

We do not have any outstanding commitments.

### **FINANCIAL ASSETS**

(in ₹ million)

Particulars	As at			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Cash and cash equivalents	910.35	354.75	291.59	422.77
Bank balances other than cash and cash equivalents	21,539.91	15,339.69	8,943.44	7,281.68
Receivables				
- Trade Receivables	2,676.31	2,470.09	2,038.08	1,414.69
Loans	7714.66	6,172.93	3,766.38	3,046.62
Investments	48.38	25.43	90.91	65.16
Other financial assets	831.05	664.06	399.48	443.46
<b>Total financial assets</b>	<b>33,720.66</b>	<b>25,026.95</b>	<b>15,529.88</b>	<b>12,674.38</b>

**FINANCIAL LIABILITIES**

(in ₹ million)

Particulars	As at			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Trade payables				
(a) Total outstanding dues of micro enterprises and small enterprises	0.70	0.57	0.01	0.19
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	18,362.83	12,215.88	8,787.36	7,741.99
Debt securities	3,019.07	2,457.96	1,235.00	-
Borrowings (other than debt securities)	7,629.82	6,334.47	2,994.97	2,755.22
Deposits	80.85	86.31	93.21	91.53
Other financial liabilities	316.60	290.16	168.73	150.06
<b>Total financial liabilities</b>	<b>29,409.87</b>	<b>21,385.35</b>	<b>13,279.28</b>	<b>10,738.99</b>

**Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or which we believe are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

**Related Party Transactions**

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our Directors and Group Companies on an arm's length basis, in compliance with applicable law. Such transactions could be for remuneration to directors, loans availed from such related parties, business support income and charges, brokerage and related services, brand charges etc. For further details of our related party transactions, please see 'Restated Consolidated Financial Information – Note 43 – Related Party Disclosures' on page 310.

**Summary of reservations or qualifications or matters of emphasis or adverse remarks of auditors**

Our Restated Consolidated Financial Information do not contain any qualifications, reservations or matters of emphasis.

**Change in accounting policies**

Other than as disclosed in the Restated Consolidated Financial Information, there have been no changes in accounting policies during the 6 months ended September 30, 2024 and in the last three Fiscals.

**Quantitative and Qualitative Disclosures About Market Risk**

Our activities expose us to the following risks arising from financial instruments:

- i. Liquidity risk;
- ii. Credit risk; and
- iii. Market risk.

Our Company's Board of Directors has overall responsibility for the establishment and oversight of our Company's risk management framework. Our Company's Board of Directors has established processes to ensure that the executive management controls risks through the mechanism of a properly defined framework. Our Company's risk management policies are established to identify and analyse the risks faced by our Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and our Company's activities.

### ***Liquidity risk***

Liquidity risk is the risk that our Company will encounter difficulty in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our Company's approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the cash flows generated from operations to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, our Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

### ***Credit risk***

Credit risk is the risk of financial loss to our Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from our Company's receivables from customers, security deposits and investment securities. Customer credit risk is managed by our Company as per its policy, procedures and control relating to customer credit risk.

### ***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) Currency risk;
- b) Interest rate risk; and
- c) Other price risk such as equity price risk etc.

### ***Currency risk***

Our Company is exposed to foreign exchange risk arising from foreign currency transactions with respect to the USD. Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than in Indian Rupees.

### ***Interest rate risk***

#### **On borrowings**

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. Exposure to interest rate arises inter alia due to our borrowings that have been availed on floating interest rate.

*Other price risk such as equity price risk*

Our Company's Board of Directors reviews and approves all equity investment decisions.

### **Seasonality / Cyclicity of business**

While our Company's business is not subject to seasonal changes, we are affected by the trends in the Indian economy, particularly those affecting the financial services industry.

### **Unusual or infrequent events or transaction**

Except as set out in this Draft Red Herring Prospectus, there have been, to our knowledge, no unusual or infrequent events or transactions that have in the past, or may in the future, affect our business operations or future financial performance.

### **Extent to which material increases in net sales or revenue are due to increased sales volume, and increased sales prices**

The reasons for the increase in revenue from operations and total income has been described above under '6 months ended September 30, 2024', 'Fiscal 2024 compared with Fiscal 2023' and 'Fiscal 2023 compared with Fiscal 2022', on pages 356, 356 and 358, respectively.

### **Total turnover of each major industry segment in which our Company operated**

Our Company operates primarily in the business of 'stock broking' which we recognise as our 'sole business segment' in terms of our Restated Consolidated Financial Information. We also engage in, amongst others, the margin funding, commodities broking and distribution of mutual funds and other financial products. Set out below are certain details of our revenue from operations.

Particulars	6 months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹) in million	(%) of revenue from operations	Amount (₹) in million	(%) of revenue from operations	Amount (₹) in million	(%) of revenue from operations	Amount (₹) in million	(%) of revenue from operations
Broking and Related Services*	2,904.82	65.76%	4,578.12	67.15%	3,172.67	67.82%	3,061.01	72.30%
Interest on Margin Trading Facility Book	554.63	12.56%	759.25	11.14%	542.16	11.59%	328.66	7.76%
Distribution Income	338.62	7.67%	563.94	8.27%	507.73	10.85%	391.62	9.25%

\*Includes depository income and interest on delayed payment by clients.

### **Significant dependence on a single or few suppliers or customers**

Given the nature of our business operations, we do not believe that our business is dependent on any single client or a few clients.

### **Significant economic changes that materially affect or are likely to affect income**

Our business has been subject, and we expect it to continue to be subject, to economic changes that materially affect or could affect income above in this chapter. For further details see 'Risk Factors' and 'Industry Overview', on pages 34 and 163, respectively.

### **Known Trends or Uncertainties**

Our business has been, and we expect will continue to be, subject to significant economic changes arising from the trends identified above in this chapter under the sub-heading '*Significant factors affecting our financial condition and results of operations*' on page 337 and the uncertainties described in the section '*Risk Factors*' on page 34.

#### **Future Relationships between Costs and Income**

Other than as described in '*Risk Factors*', '*Our Business*' and in this chapter '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' on pages 34, 204 and 335, respectively, to our knowledge, there are no known factors that may have a material adverse impact on our business, results of operations and financial condition.

#### **New Services or Business Segments**

Except as disclosed in this Draft Red Herring Prospectus, we have not announced and do not expect to announce any new services or business segments in the near future.

#### **Significant Developments after September 30, 2024 that may affect our results of operations**

Except as disclosed in this Draft Red Herring Prospectus, there are, to our knowledge, no significant developments after the date of the last financial statements contained in this Draft Red Herring Prospectus which materially and adversely affects, 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 12 months.

## SECTION VII: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (a) criminal proceedings (including first information reports) involving our Company, Directors, Promoters, or Subsidiary; (b) actions by any statutory or regulatory authorities involving our Company, Directors, Promoters, or Subsidiary; (c) disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last 5 Fiscals including outstanding action; (d) outstanding claims involving our Company, Directors, Promoters, or Subsidiary for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved); and (e) other pending litigations involving our Company, Directors, Promoters or Subsidiary (other than proceedings covered under (a) to (d) above) which have been determined to be material pursuant to the materiality policy approved by our Board in its meeting held on December 12, 2024 (**Materiality Policy**) (as disclosed herein below).

In terms of the Materiality Policy, all outstanding litigation/ arbitration proceedings (other than those covered under (a) - (d) above) involving our Company, its Directors, its Promoters and its Subsidiary, shall be considered 'material' and disclosed in the Issue Documents: (i) if the aggregate monetary amount of claim made by or against the entity or person in any such pending proceeding exceeds the lower of: (a) 2% of turnover, as per the latest fiscal year in the Restated Consolidated Financial Information; (b) 2% of net worth, as per the latest fiscal year in the Restated Consolidated Financial Information, except in case the arithmetic value of the net worth is negative; or (c) 5% of the average of the absolute value of profit or loss after tax, as per the last 3 fiscal years in the Restated Consolidated Financial Information, or (ii) any monetary liability is which is not quantifiable, or which does not fulfil the threshold as specified in (i) above, but the same outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospectus, financial position or reputation of the Company, or (iii) litigations where the decision is one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed the materiality threshold. For purposes of (i), any litigation a monetary amount of ₹ 25.00 million has been considered.

Pre-litigation notices received by the Company, its Directors, its Promoters, and its Subsidiary from third parties (excluding notices from statutory, regulatory or tax authorities or notices threatening criminal action) shall unless otherwise decided by the Board of Directors not be considered as material litigation, until such time that Company, its Directors, its Promoters, and /or its Subsidiary is impleaded as a defendant in proceedings before any judicial / arbitral forum.

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such outstanding litigation involving the group company which has a material impact (as determined by our Board) on the Company.

Except as stated in this section, there are no material outstanding dues to creditors of our Company. For this purpose, our Board, in its meeting held on December 12, 2024, has considered and adopted the Materiality Policy for identification of material outstanding dues to creditors. In terms of our Materiality Policy, creditors of our Company to whom an amount having a monetary value equal to or in excess of 5% of the consolidated trade payables of the Company as at the end of the latest period included in the Restated Consolidated Financial Information. In addition, outstanding dues as on September 30, 2024, owed by our Company to micro, small and medium enterprises in terms of Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended and creditors other than micro, small and medium enterprises and Material Creditors have been disclosed in this section.

All terms defined in a particular litigation disclosure pertains to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

#### I. Litigation involving our Company

##### A. Litigation against our Company

###### *Criminal litigation*

- i. A criminal complaint bearing no. 3312072 of 2009 was filed against Anand Rathi Securities Limited (now known as Anand Rathi Financial Services Limited) (**ARFSL**)\* before the Chief Judicial Magistrate in Lucknow by a client named Mohd. Iqbal Abbasi (**Complainant**). The Complainant alleged that he opened an account with ARFSL at the Lucknow branch based on

advice from Vijay Rana (**Opposite Party/Accused No. 2**). The Complainant claimed that the Opposite Party/ Accused No. 2 advised him to transfer certain equity holdings from his existing demat account to a new demat account with ARFSL with the assurance that certain shares of an entity (**New Shares**) would be purchased at a favorable time and rate. Additionally, the Complainant alleged that Opposite Party/Accused No. 2 requested for a cheque for ₹ 0.20 million. The Complainant allegedly issued a cheque for ₹ 0.20 million, with an instruction that the cheque be presented for clearance only after the purchase and delivery of shares of New Shares. The Complainant further alleges that ARFSL, in conspiracy with the Opposite Party/Accused No. 2, engaged in criminal misappropriation, cheating, and criminal breach of trust, with the Complainant. The matter is currently pending and the summons in the matter have not been served on the Company.

*\*Pursuant to the Scheme of Arrangement between Anand Rathi Financial Services Limited, Anand Rathi Advisors Limited and our Company and its respective shareholders and creditors which was approved by the High Court of Judicature at Bombay through an order dated June 19, 2009 inter alia the whole of the BSE broking business (as defined in the Scheme of Arrangement) of Anand Rathi Financial Services Limited along with all the litigations of investors holding accounts under the depository participant with Anand Rathi Financial Services Limited were transferred to and vested in our Company.*

- ii. Writ Petition No. 3495 of 2013 was filed before the Bombay High Court by Mayur Rameshchandra Patel (**Petitioner**) against Anand Rathi Share and Stock Brokers Limited (**Company**), the State of Maharashtra (**Respondent No. 1**), and Vashi Police Station (**Respondent No. 2**). The Petition seeks to (i) restore Private Complaint No. 569/2011 (**Complaint**) before the Hon'ble Court of Judicial Magistrate First Class, Vashi at CBD Belapur, Navi Mumbai (**Court**); and (ii) transfer of the investigation to an independent agency. The Petitioner alleges that his mother held 5,900 shares of Tata Motors in her demat account with M/s. Sharekhan Limited (**Shares**). These Shares were allegedly transferred to the Petitioner's account with our Company on November 27, 2007. The Petitioner alleges that he had opened a demat account with our Company on November 28, 2007 and on November 29, 2007, our Company transferred the Shares to Navratan Capital and Securities Limited (now known as Anand Rathi Share and Stock Brokers Limited) without the Petitioner's consent and by forging his signature on the delivery instruction slip (**DIS**). The Petitioner further contends that on the CDSL's recommendation, he filed a FIR with Respondent No. 2. After investigating the Petitioner's allegations, Respondent No. 2 concluded that no case for forgery or cheating is made out against the Company. Thereafter, the Petitioner filed the Complaint praying that the Court direct an investigation under Section 156(3) of the erstwhile Code of Criminal Procedure, 1973 on September 28, 2011. On November 8, 2011, the Court directed Respondent No. 2 to conduct a fresh investigation. The Petitioner *inter alia* alleges that the Complaint was disposed off by the Court on July 15, 2013 without giving the Petitioner an opportunity to be heard and without assigning any reasons. The matter is currently pending.
- iii. A criminal complaint (No. SW/0000614/2018) was filed by Kishanlal Roopchand Jain (**Complainant**) before the Additional Chief Metropolitan Magistrate Court, Borivali, Mumbai, against Anand Rathi Share and Stock Brokers Limited and others (**Accused**). The Complainant alleges that the Accused induced him into investing through Anand Rathi Share and Stock Brokers Limited (**Accused No. 8**) by promising profits and better returns, with the intent to defraud him and make wrongful gains at his expense. According to the complaint, in 2004, Manoj Thakkar, the branch manager of Accused No. 8, approached the Complainant and persuaded him to open a demat account with the firm, promising good returns. Trusting these representations, the Complainant opened demat accounts in his own name as well as in the names of his wife, daughter, and sons (**Accounts**). The Complainant himself managed the trading in these accounts. The Complainant also informed Accused that he was unfamiliar with the English language and requested that trading details be provided in Hindi, to which the Accused agreed. The Complainant claims that neither he nor his family members ever operated the accounts after they were opened. However, the Accused and their employees allegedly began trading shares in the Accounts without obtaining their consent. Subsequently, the Complainant sent a letter dated December 15, 2012, to the Accused, instructing them to cease trading in the Demat Accounts owned and operated by the Complainant and his family without permission and requested details of the transactions made in the demat accounts. Following this, the Complainant's wife received a show-cause notice from the Income Tax Department on May 12, 2016, regarding a substantial turnover in their Accounts. Upon receiving the notice, the Complainant lodged a complaint on June 27, 2016, with the Senior Inspector of Police at Dindoshi Police Station. The Complainant stated that despite multiple visits to the office of the



Accused, no action was taken. He alleges that the fraudulent activities of the Accused caused significant financial losses to him and his family, amounting to crores of rupees. The Complainant further alleges that the Accused acted in collusion from the outset, with the intent to defraud him. He seeks legal cognizance of the case and requests that the Accused be punished under sections 403, 406, 409, 418, 468, 471, 420, 120B, and 34 of the Indian Penal Code, 1860 (IPC). The matter is currently pending.

*Outstanding actions by statutory and/or regulatory authorities*

- i. Anand Rathi Share and Stock Brokers Limited (**Appellant**) has filed an appeal bearing no. 241 of 2020 before the Securities Appellate Tribunal (**SAT**), Mumbai (**Appeal**) against the order dated June 6, 2020 (**Impugned Order**) passed by the NSE (**Respondent**). Thereby, the Appellant was directed to pay an amount of ₹ 5.90 million as monetary penalty *inter alia* for (i) shortfall of client's funds; and (ii) non-settlement of client's account on a monthly / quarterly basis. The Appellant sought review of the Impugned order under Rule 17 of National Stock Exchange of India Limited Rules introduced by way of a circular no. NSE/LEGAL/42768 dated November 28, 2019 (**NSE Rules**). The Appellant submitted, *inter alia*, that the Respondent had not considered the documents submitted by the Appellant in the Impugned Order. The Respondent rejected Appellant's request in terms of the amendment made to Rule 17 of the NSE Rules. Aggrieved by the Impugned Order, the Appellant has filed the Appeal. The Appellant has, *inter alia*, submitted that it has maintained an additional fixed deposit of over ₹ 330.00 million and ₹ 2,740.00 million. Additionally, the Appellant submitted that there was a surplus of over ₹ 830.00 million towards payment of dues to demonstrate that there was no shortfall of funds. As regards the allegation of non-settlement of dues, the Appellant has cited practical difficulties. The matter is currently pending.
- ii. Anand Rathi Share and Stock Brokers Limited (**Appellant**) has filed an appeal with the Securities Appellate Tribunal (SAT) in Mumbai, bearing reference no. 372/2021, against the order dated April 9, 2021 (**Impugned Order**), issued by the Member of the Core Settlement Guarantee Fund Committee of the National Stock Exchange of India Limited (**NSEIL**). This Appellant has challenged the penalty aggregating to ₹82.90 million pursuant to the Impugned Order. The NSEIL had issued a show cause notice alleging that the Appellant failed to implement adequate systems, which allowed clients to execute transactions in illiquid long-dated equity derivative index contracts at prices below intrinsic value. The NSEIL has alleged intentional trading between related clients, creating a misleading impression of trading volume in such contracts. NSEIL has submitted that by permitting these transactions, the appellant violated circulars in relation to abnormal/ non-genuine trades dated December 13, 2018, and February 7, 2019 issued by NSEIL. The Appellant has challenged the Impugned Order on the grounds that, *inter alia*, the entities identified as related i.e., Anand Rathi Global Financial Services (**ARGFL**) and Anand Rathi Wealth Services Limited (**ARWSL**) are independently managed by distinct CEOs, with independent decision-making processes regarding trading and that all transactions referenced in the show cause notice were executed at prices sanctioned by the NSEIL system, thereby demonstrating the existence of adequate systems to facilitate trades at appropriate prices. The matter is currently pending.
- iii. The Securities and Exchange Board of India (**SEBI**) has issued a notice under Clause 6 of Schedule II to the SEBI Intermediaries Regulations, 2008 (**Regulations**) to the Company (**Notice**) stating that one of the Promoters of our Company i.e., Pradeep Gupta has been named in a chargesheet filed by the Economic Offences Wing on December 2, 2022 thereby attracting disqualification in terms of Clause 3(b)(ii) of Schedule II of the Regulations. The Notice calls upon the Company to indicate its compliance with Clause 6 of Schedule II to the Regulations. Our Company has filed a writ petition bearing no. 2327 of 2023 before the High Court of Judicature at Bombay against Securities and Exchange Board of India (**SEBI**) (**Respondent**) challenging the constitutional validity of clauses 3(a),3(b)(i)-(iv),(vi),(viii) and Clause 6 of Schedule II of the Regulations and consequential actions including the issuance of the Notice. For details in relation to the writ petition see '*Litigation involving our Company - Litigation against our Company - Material civil litigations*'.
- iv. SEBI has issued a show cause notice to our Company dated October 09, 2024, under Rule 4(1) of the SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 read with

Section 15-I of the SEBI Act, 1992 for allegedly violating (i) Clause 4.2 of SEBI Circular bearing number SEBI/HO/MIRSD/DOP/P/CIR/2022/117 dated September 2, 2022; and (ii) Clause A(2) & A(5) of Schedule II for Code of Conduct read with Regulation 9(f) of SEBI (Stock Brokers) Regulations, 1992 (**Show Cause Notice**). The Show Cause Notice alleges that certain algorithmic trading strategies displayed on the websites i.e., Tradetron and Speedbot were offering assured returns / guaranteed return / consistent profit. The Show Cause Notice also alleges that our Company (amongst other stock brokers) was associated with these websites by having our API integrated with them for algo trading. The Show Cause Notice has asked our Company to show cause why an inquiry should not be held against our Company and penalty in terms of Section 15HB of the SEBI Act not be imposed upon our Company for the alleged violation of the aforementioned provisions. Our Company, through a letter dated October 23, 2024, has submitted a request to SEBI seeking inspection of certain documents in accordance with principles of natural justice and has sought time of 1 month after the opportunity of inspection is provided to submit a reply to the Show Cause Notice. The matter is currently pending.

- v. SEBI has issued a show-cause notice dated March 7, 2024, under Rule 4(1) of SEBI (Procedure for Holding Inquiry and Imposing penalties) Rules, 1995 read with Section 15-I of the SEBI Act, 1992 to our Company and others (**Show Cause Notice**). The Show Cause Notice alleges that our Company has violated (i) Sections 12A(a), (b) and (c) of the SEBI Act, 1992 read with Regulations 3(a), (b), (c), (d) and 4(1) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003; (ii) Clause A(1) and A(2) of the code of conduct for stock brokers specified under Schedule II read with Regulation 9 of SEBI (Stock Brokers) Regulations, 1992; (iii) SEBI circular bearing number CIR/MIRSD/15/2011 dated August 2, 2011 (clause 2 B ii and iii); and (iii) Clause 2(b), 4 and 16 of code of conduct under Third Schedule read with Regulation 20AA of the SEBI (Depositories and Participants) Regulations, 1996 read with Regulation 98 of the SEBI (Depositories and Participants) Regulations, 2018. The Show Cause Notice alleges that our Company engaged and coordinated with another broker and engaged in front running for trades executed by Warhol Limited in the scrip of KPIT Technologies Limited thereby violating the aforementioned provisions. Our Company, through an email dated March 19, 2024, has submitted a request to SEBI seeking inspection of certain documents in accordance with principles of natural justice and has sought time of 1 month after the opportunity of inspection is provided to submit a reply to the Show Cause Notice. Our Company has submitted a settlement application in terms of the SEBI (Settlement Proceedings) Regulations, 2018 to settle the allegations in the Show Cause Notice. The Show Cause Notice and the Settlement Application are currently pending.
- vi. On November 25, 2022, SEBI issued a circular providing for framework to address the 'technical glitches' in Stock Brokers' Electronic Trading Systems (**SEBI Circular**). Under the said framework, SEBI prescribed a broad framework for handling and reporting of technical glitches in a trading system including the standards to be followed by brokers, ISO certification, disaster recovery site, business continuity plan etc. Pursuant to the SEBI Circular, Multi Commodity Exchange of India Limited (**MCX**) issued a circular dated December 16, 2022 (Circular No: MCX/TECH/726/2022) which prescribed financial disincentives and penalty structure for the brokers in case of a technical glitch. Our Company received a show cause notice from MCX alleging violation of the provisions of this circular on account of 10 technical glitches. Subsequently, MCX through an email dated December 5, 2024 (**MCX Order**) prohibited our Company from on boarding new clients for a period of 15 days with effect from December 5, 2024 for the violation including on the ground that this was 6<sup>th</sup> technical glitch. Our Company preferred an appeal before the Securities Appellate Tribunal against the MCX Order. The Securities Appellate Tribunal through its order dated December 10, 2024 has set aside the MCX order and has directed MCX to refer the matter to its technical committee (MCSGFC) and examine the matter in accordance with applicable law.
- vii. SEBI conducted inspection on our Company, and we received initial observations from SEBI on February 25, 2022 for which our Company submitted its response on March 16, 2022. Our Company also received additional requirements requests at several occasions and we submitted our detailed clarification with supporting on timely basis. Our Company received final observations through 2 separate letters dated October 11, 2023. The 1st letter bearing ref. no. EAD-10/ADJ/SM/AD/OW/42085/1/2023, regarding "Notice under Rule 4 (1) of the SEBI

(Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995, Rule 4 (1) of the Securities Contracts (Regulations) (Procedure for Holding Inquiry and Imposing Penalties) Rules, 2005 in the matter of Anand Rathi Share & Stockbrokers Ltd” and 2nd letter with ref no. EAD-10/ADJ/SM/AD/OW/42087/1/2023, regarding “Notice under Regulation 25(1) of Securities and Exchange Board of India (Intermediaries) Regulations, 2008 in respect of Anand Rathi Share & Stockbrokers Ltd.” were issued to our Company. In response to these 2 notices, we submitted our final reply November 25, 2023 with detailed clarification and also provided supporting evidences (copies of observation letters & reply are already submitted). A personal hearing was scheduled before SEBI on February 29, 2024, Subsequently, our Company has submitted additional submission with SEBI on March 7, 2024. Final order on this inspection is yet to be received from SEBI and the matter is pending.

- viii. On March 11, 2024, SEBI issued a show-cause notice to our Company, Mehrangarh Financial, Naresh Bohra and Shankutala Bohra regarding suspected front-running activities related to the KPIT scrip. Since February 2019, SEBI & NSE have been continuously requesting various data during the investigation of our client “Mehrangarh Financial Advisors Pvt. Ltd.” for the trading activities involving KPIT scrip. Our Company has filed a settlement application which was registered on May 16, 2024. Our Company had a meeting with the Internal Committee of SEBI on August 6, 2024. The Internal Committee deliberated on the aspect of the violation and suggested the terms of the settlement. Thereafter, our Company proposed revised settlement terms dated August 20, 2024, to settle the pending proceedings.
- ix. During the Fiscals 2023, Fiscal 2024 and Fiscal 2025 (till November 30, 2024), our Company issued and allotted NCDs to various investors (including our Corporate Promoter, i.e. Anand Rathi Financial Services Limited and one of our Group Companies, i.e. Anand Rathi Global Finance Limited) on a private placement basis in multiple tranches. Details of the NCDs allotted during these periods are set out below:

Particulars	Number of tranches in which NCDs were issued	Number of allottees	Number of unique allottees	Amount raised through issue of NCDs (in ₹ million)
Fiscal 2023	13	98	88	1,235.00
Fiscal 2024	33	58	36	1,281.00
Fiscal 2025*	39	71	66	577.00

\*from April 1, 2024 till November 30, 2024.

Some of these allottees (including our Corporate Promoters, i.e. Anand Rathi Financial Services Limited and one of our Group Companies, i.e. Anand Rathi Global Finance Limited) further transferred the NCDs allotted to them resulting in the aggregate number of NCD holders exceeding 200 investors, within a time frame of six months from the respective date of allotment, which could be considered to be in violation of the Companies Act and securities laws. Our Company has filed an adjudication application under section 454 of the Companies Act 2013 before the Registrar of Companies, Mumbai. The matter is currently pending.

#### Tax proceedings

Nature of the case	Number of cases	Total amount* involved (in ₹ million)
Direct tax litigations	6	16.25
Indirect tax litigations	4	10.26
<b>Total</b>	<b>10</b>	<b>26.51</b>

\*To the extent quantifiable and ascertainable

#### Material civil litigations

- i. A Writ Petition bearing number 18966 of 2022 has been filed before the High Court of Punjab and Haryana at Chandigarh (**Court**) by Surender Kumar (**Petitioner**) against Presiding Officer, Industrial and Labour Court, Union Territory, Chandigarh, our Company and others

**(Respondents)** challenging the award passed by the Presiding Officer, Industrial and Labour Court, Union Territory, Chandigarh dated April 18, 2022 pursuant to which our Company was ordered to re-instate the Petitioner as an employee of our Company with continuity of services and 25% back wages (**Award**). The Petitioner in the writ petition has prayed for *inter alia* the Court to issue a writ in the nature of mandamus for modification of the Award which had ordered re-instatement of the Petitioner as an employee of our Company with continuity of services and 25% back wages whereas the Petitioner had filed a claim for re-instatement with continuity of services with full back wages including arrears along with interest on the same at 18% per annum from the date of admissibility till payment as liable to be allowed. The matter is currently pending. Our Company has also filed Writ Petition No. 23564 of 2022 before the Punjab and Haryana High Court wherein our Company has prayed for the issuance of writ of certiorari or any other writ for quashing and setting aside the order dated April 18, 2022 passed by the Industrial Tribunal & Labour Court, Chandigarh directing the petitioner to reinstate the respondent with continuity of service and to pay 25% of the back wages. The matters are currently pending.

- ii. Our Company terminated the employment of one of our employees, i.e., Chiragbhai Gobarbhai Patel (**Former Employee**) on December 17, 2014 on account of cheating and breach of trust by the Former Employee. The Former Employee filed an application before the Asst. Labour Commissioner on May 06, 2015 for reinstatement, and back wages. A communication/notice for conciliation was issued to our Company by the Asst. Labour Commissioner on May 17, 2015. Since the conciliation failed, the dispute was referred by the Asst. Labour Commissioner to Labour Court, Ahmedabad under Section 10(1) of the Industrial Disputes Act, 1947 and the same has been registered by the Labour Court, Ahmedabad as Reference TLC No. 310/2015. The aforesaid matter is pending.
- iii. A civil suit bearing no. R.A.E. Suit No. 1232/2022 has been filed by Nazir Museji Ahmed Mulla & Ors. (**Plaintiffs**) against Priyesh Pradeep Desai (**Defendant no. 1**) and our Company (**Defendant no. 2**) before the Court of Small Cause, Mumbai, Trial Court (**Suit**) under Section 33 read with Section 16(1)(e) of the Maharashtra Rent Control Act, 1999. The Plaintiffs have alleged that they are the joint / co-owners of an immovable property i.e., Chandan Mansion (Mulla Mansion) situated at Plot no. 810, T.P.S IV, Mahim Division, Gokhale Road, Dadar (West), Mumbai (**Suit Building**) and have licensed Shop No. 10, Ground Floor of the Suit Building (**Suit Premises**) to Defendant No. 1, which was been unlawfully sub-let by Defendant No. 1 to our Company i.e. Defendant No. 2. The Plaintiffs have also alleged that our Company i.e. Defendant No. 2 is in unlawful occupation and possession of the Suit Building. The Plaintiffs have *inter alia* sought for a decree of eviction against Defendant No. 1 and our Company from the Suit Premises and restraining Defendant No. 1 and our Company by way of an order or temporary injunction from further creating any third party right, title or interest in the Suit Premises. Our Company has filed its Written Statement and has vacated the Suit Premises. The matter is currently pending.

## **B. Litigation initiated by our Company**

### *Criminal Litigation*

- i. The Company jointly with Anand Rathi Financial Services Limited (**Complainants**) have filed a Criminal Complaint, bearing Case No. 3800115/2011 (**Complaint**), against M/s Instanex Capital Consultants Private Ltd. (**Accused No. 1**), Gautam Chand (**Accused No. 2**), and Aradhana Chand (**Accused No. 3**) before the Additional Chief Judicial Magistrate's Criminal Court, Ballard Pier, Mazgaon, District Mumbai. The Complaint arises from alleged misrepresentations made by Accused Nos. 2 and 3, inducing the Complainants to enter into an agreement with Accused No. 1 on July 3, 2010. As part of this agreement, the Complainants paid a sum of ₹ 24.00 million to the Accused, based on assurances and representations made by them. The Complainants initiated proceedings under Sections 405, 406, 409, and 420 read with Section 34 and Section 120B of the Indian Penal Code, 1860. Additionally, the Complainants have sought compensation for the amount paid to the Accused as part of the fraudulent agreement. The matter is currently pending.

- ii. Our Company has filed 9 criminal complaint/s against various persons before various courts under Section 138 read with Sections 141 and 142 of the Negotiable Instruments Act, 1881, as amended, alleging dishonour of cheques in relation to recovery of dues of our Company. These matters are currently pending at different stages of adjudication before various courts and judicial fora. The aggregate amount involved in these matters is ₹ 4.19 million as on the date of this Draft Red Herring Prospectus.
- iii. Our Company has filed 5 complaints against unknown persons and entities before Dindoshi Police Station, Mumbai and National Cyber Crime Reporting Portal for commission of offences of ‘forgery for the purpose of cheating’ and ‘forgery for the purpose of harming reputation’ under the Indian Penal Code, 1860, Information Technology Act, 2000 and The Bhartiya Nyaya Sanhita, 2023 regarding impersonation of the Company by various impersonators through social media platform like WhatsApp Groups, Telegram Channel, Instagram Channel and offering investment advice/unauthorized schemes to general public.
- iv. Our Company has reported a cyber crime incident to the National Cyber Crime Reporting Portal on October 2, 2024 against unknown person(s) for commission of offences of ‘identity theft’ and ‘computer related offences’ under the Information Technology Act, 2000, and ‘mischief’ under The Bhartiya Nyaya Sanhita, 2023. Our Company has also separately submitted complaints about the cyber crime incident to Dindoshi Police Station, Mumbai on October 03, 2024 and North Region Cyber Police Station, Kandivili East, Mumbai on October 04, 2024. In the aforesaid complaints, our Company has reported that during the period September 27, 2024 to September 30, 2024, some unknown person(s) have fraudulently and dishonestly without authority or permission of the Company secured access to our Company’s computer network/resource and illegally attempted/carried out CVL-KRA inter-operability API (that helps the Company to fetch KYC details registered with all KRA agencies) and obtained the KYC records of approximately 0.16 million clients and caused us a loss of ₹ 5.70 million (plus GST).
- v. Our Company had filed a complaint on August 21, 2023 at Dindoshi Police Station, Mumbai against a relationship manager named Anil Kumar Gupta for committing offence of cheating, criminal breach of trust and dishonest misappropriation of clients’ money. In the aforesaid complaint, the Company has reported that the said employee has defrauded 5 clients to the tune of ₹ 9.05 million in the pretext of investment in portfolio management services through Anand Rathi Advisors Limited. The said employee, being a relationship manager used to collect cheque/s from the clients for RTGS and the said cheques were annexed to RTGS form having bank account details different from the bank account details of Anand Rathi Advisors Limited. Based on the aforesaid complaint, Dindoshi Police Station, Mumbai has registered a FIR bearing no. 0696 on October 3, 2024 against Anil Kumar Gupta for offences under section 408 and 420 of Indian Penal Code, 1860. Pending investigation in the aforesaid FIR registered by the Company, an individual named Brigitte Fernandes has registered a FIR bearing no. 1997 dated December 14, 2023 against the said employee for cheating, breach of trust and fabrication of documents.
- vi. Our Company has registered a FIR bearing no. 02/2018 dated January 01, 2018 at Ballygunge Police Station, Kolkata against Khushboo Kumari (**Accused**) for offence of cheating under Sections 420 and 120B of the Indian Penal Code, 1860. In the aforesaid FIR, the Company has reported that the Accused had opened a trading account with the Company and carried out online trades through the Company. On December 18, 2017, the Accused issued a cheque for a sum of ₹ 0.10 million in favour of the Company against margin for the purpose of trading in NSE F&O segment. On the strength of the aforesaid cheque issued by the Accused, the Company granted exposure to the Accused for trading. The Accused carried out certain trades in NSE F&O segment and suffered losses to the tune of ₹ 0.05 million. The cheque of ₹ 0.10 million issued by the Accused against the margin got dishonoured with remarks “payment stopped by the drawer”. After the aforesaid incident of cheque dishonour, the Company received a communication from NSE stating that the Accused had traded on both sides and had booked profit in her another trading account maintained with another broker while having booked losses in the account maintained with Company. During internal investigation by the Company, it transpired that the Accused fraudulently defrauded the Company thereby causing wrongful loss to the tune of ₹ 0.06 million.

*Material civil litigations*

- i. Anand Rathi Share and Stock Brokers Limited (**Petitioner No. 1**) and Pradeep Navratnamal Gupta (**Petitioner No. 2**) (Petitioner No. 1 and 2 are collectively referred as '**Petitioners**') have filed a writ petition bearing no. 2327 of 2023 before the High Court of Judicature at Bombay (**High Court**) against Securities and Exchange Board of India (**SEBI**) (**Respondent**) challenging the constitutional validity of clauses 3(a),3(b)(i)-(iv),(vi),(viii) and Clause 6 of Schedule II (**collectively, Impugned Provisions**) of the SEBI (Intermediaries) Regulations, 2008 (**Regulations**), including the issuance of the notice dated June 19, 2023, addressed by the Respondent under Clause 6 of the Schedule II of the Regulations (**Notice**) by which the Respondent stated that a chargesheet had been filed by the economic offences wing against **Petitioner No. 2** amounted to a disqualification in terms of Clause 3(b)(ii) of Schedule II of the Regulations. The Petitioners have approached the Hon'ble Court, seeking *inter alia* a declaration that the impugned provisions are ultra vires the Constitution of India on the grounds of being manifestly unreasonable, arbitrary, unfair and issued without application of mind including anything done pursuant to the Impugned Provisions. The Respondent during the proceedings stated that it would not compel compliance of the Notice till the pendency of the proceedings before the High Court. The matter is currently pending, and the Respondent's statement continues to operate till date.
- ii. Our Company (**Applicant**), in capacity as a trading member of the National Commodity and Derivatives Exchange (**NCDEX**), had executed certain transactions for and on behalf of Anish Navnitlal Mehta HUF (**Respondent**) on the NCDEX. The Respondent has alleged that certain unauthorized and illegal trades were made by the Applicant which resulted in losses suffered by the Respondent. The dispute was referred to arbitration before the arbitral tribunal constituted by the NCDEX (**Tribunal**), wherein the Tribunal had directed the Respondent to pay a sum of ₹110.21 million to the Applicant together with interest thereon, by way of its award dated January 15, 2021 (**First Award**). The Respondent filed an appeal against the First Award, before the appellate arbitration tribunal of the NCDEX (**Appellate Tribunal**), wherein the Appellate Tribunal upheld the First Award, by way of its award dated February 12, 2022 (**Final Award**). Subsequently, the Respondent approached the Amravati Commercial Court (**Commercial Court**) by way of Civil Miscellaneous Application bearing no. 84/2022 under section 34 of Arbitration and Conciliation Act, 1996 (**Miscellaneous Application**) to set aside the First Award and the Final Award (collectively along with the First Award referred as '**Awards**'). The Commercial Court granted an unconditional stay dated September 14, 2022, against the Awards (**Interim Stay**). Subsequently, our Company had filed writ petition no. 161 of 2023 dated December 15, 2022, before the High Court of Judicature at Bombay at Nagpur (**High Court**), against the Interim Stay. The High Court by way of its order dated November 29, 2023, modified the unconditional Interim Stay and ordered continuation of Interim Stay, subject to Respondent furnishing solvent surety to the extent of 50% of the decretal amount (**Order of the High Court**). Subsequently, the Respondent filed special leave petition no. 2667/2024 dated December 30, 2023 before the Supreme Court of India (**Supreme Court**), against the Order of the High Court. The Supreme Court has dismissed the SLP by way of its order dated February 20, 2024. The Applicant has also filed an Execution Application before the Commercial Court for recovery of amount as per the Awards. The Miscellaneous Application filed by the Respondent and the Execution Application filed by the Applicant are currently pending.
- iii. Our Company (**Applicant**), in capacity as a trading member of the National Commodity and Derivatives Exchange (**NCDEX**), had executed certain transactions for and on behalf of Shah Atul P. HUF (**Respondent**) on the NCDEX. The Respondent has alleged that certain unauthorized and illegal trades were made by the Applicant which resulted in losses suffered by the Respondent. The dispute was referred to arbitration before the arbitral tribunal constituted by the NCDEX (**Tribunal**), wherein the Tribunal had directed the Respondent to pay a sum of ₹ 49.35 million to the Applicant together with interest thereon, by way of its award dated November 20, 2020 (**First Award**). The Respondent filed an appeal against the First Award, before the appellate arbitration tribunal of the NCDEX (**Appellate Tribunal**), wherein the Appellate Tribunal set-aside the First Award, by way of its award dated July 30, 2021 (**First Appellate Award**) and remanded the matter for fresh hearing & decision according

to law. Subsequently, the Tribunal decided the matter on merits and directed the Respondent to pay a sum of ₹ 49.35 million to the Applicant together with interest thereon, by way of its award dated January 06, 2022 (**Final Award**). The Respondent approached the Bombay High Court (**High Court**) by way of Commercial Arbitration Petition bearing no. 215/2022 under section 34 of Arbitration and Conciliation Act, 1996 (**Commercial Arbitration Petition**) to set aside the First Award. The Applicant has also filed an Execution Application before the High Court for recovery of amount as per the Final Award. The Commercial Arbitration Petition filed by the Respondent and the Execution Application filed by the Applicant are currently pending.

- iv. An arbitration execution case no. 33 of 2024 has been filed by our Company before the Court of Commercial Judge, Rajarhat against Mayank Kumar Agarwal (**Judgment Debtor**) for execution of an award passed dated December 27, 2018 by an arbitral tribunal. The dispute pertained to the Judgment Debtor incurring a trading loss of ₹ 30.10 million on May 31, 2018 due to an allegedly unauthorised trade of a quantity of 1.8 lakh options of Bank Nifty by our Company allegedly without the instructions of the Judgment Debtor. The Judgment Debtor initiated arbitration proceedings against our Company on August 16, 2018 and our Company submitted a counter-claim in the proceedings against the Judgment Debtor aggregating ₹ 31.27 million denying the averments of the Judgment Debtor. The Arbitral Tribunal through an order dated December 27, 2018 passed an award against the Judgment Debtor and awarded our Company ₹ 29.00 million to be paid by January 25, 2019 failing which interest of 7% per annum will be payable by the Judgment Debtor till the date of payment of the amount (**Award**). The Judgment Debtor filed an application under Section 33 of the Arbitration and Conciliation Act, 1996 for correction of the Award. An appeal against the Award was filed before the Appellate Arbitral Tribunal by the Judgment Debtor. While the Appellate Arbitral Tribunal through an appellate award dated August 20, 2019 upheld the Award, it reduced the amount awarded to our Company to ₹ 25.00 million to be paid within 30 days of receipt of the award dated August 20, 2019 failing which interest of 7% per annum will be payable by the Judgment Debtor till the date of payment of the amount (**Appellate Award**). The Appellate Arbitral Tribunal through an award dated November 27, 2019 dismissed the application preferred by the Judgment Debtor in terms of Section 33 of the Arbitration and Conciliation Act, 1996 for rectifications in the Appellate Award. The Judgment Debtor has preferred an application (Misc. Case No. 17 of 2024) (**Section 34 Appeal**) in terms of Section 34 of the Arbitration and Conciliation Act, 1996 before the Commercial Court, Rajarhat *inter alia* seeking that the Court set aside (i) the Appellate Award; and (ii) the subsequent award dated November 27, 2019, and our Company be directed to pay an amount of ₹ 11.62 million along with interest at the rate of 18% per annum accrued thereon from May 31, 2018 till date of payment. The Section 34 Appeal is currently pending. Our Company has filed the miscellaneous execution case no. 33 of 2024 (**Execution Application**) requesting the Court of Commercial Judge, Rajarhat to *inter alia* (i) issue a mandatory injunction restraining the Judgment Debtor from transferring an identified property; (ii) appoint a receiver to take possession of the identified property and sell the same and handover the consideration amount from sale in favour of our Company towards settlement of the amount due to our Company. The Execution Application is currently pending.
- v. Civil Writ Petition No. 549 of 2013 (**Petition**) has been filed by our Company (**Petitioner**) against the State of Jammu & Kashmir (**Respondent No. 1**) and Jammu Development Authority (**Respondent No. 2**). Respondent No. 2 had developed shopping complex units which were leased out from time to time. The Petitioner was allotted two separate units through an allotment letter dated January 02, 2006. Respondent No. 2, on the directions of Respondent No. 1, cancelled all allotments made on the basis of a “first come first served policy” which had been followed previously (**Policy**) including the units allotted to the Petitioner through a Government Order dated 22 September 2007 (**Government Order No. 1**). Several writ petitions were filed challenging the Government Order No. 1. By a judgement of the Jammu & Kashmir High Court dated June 1, 2009, the Government Order No. 1 was quashed and set aside and the Respondent No. 1 and Respondent No. 2 were granted the liberty to examine the propriety and legality of the allotments made and pass such orders as may be warranted at law after affording the affected party an opportunity to be heard. Thereafter, on March 8, 2013 Respondent No. 1 passed Government Order No. 79-HUD of 2013 (**Impugned Order**) whereby the allotment made in favour of the Petitioner and 30 other allottees has been

cancelled. Our Company has filed the Petition challenging the Impugned Order and has *inter alia* prayed for a stay on the operation of the Impugned Order pending final adjudication. The matter is currently pending.

## **II. Litigation involving our Subsidiary**

### **A. Litigations against our Subsidiary**

#### *Criminal litigation*

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings initiated against our Subsidiary.

#### *Outstanding actions by statutory and/or regulatory authorities*

As on the date of this Draft Red Herring Prospectus, there are no outstanding statutory or regulatory actions initiated against our Subsidiary.

#### *Tax proceedings*

<b>Nature of the case</b>	<b>Number of cases</b>	<b>Total amount involved (in ₹ million)</b>
Direct tax litigations	Nil	Nil
Indirect tax litigations	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

#### *Material civil litigations*

As on the date of this Draft Red Herring Prospectus, there are no material outstanding civil proceedings initiated against our Subsidiary.

### **B. Litigation initiated by our Subsidiary**

#### *Outstanding criminal proceedings*

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings initiated by our Subsidiary.

#### *Material civil litigations*

As on the date of this Draft Red Herring Prospectus, there are no material outstanding civil proceedings initiated by our Subsidiary.

## **III. Litigation involving our Promoters**

### **A. Litigations against our Promoters**

#### *Criminal litigation*

- i. Pending cognizance of final charge-sheet (11th charge-sheet) filed by Economic Offence Wing (**EOW**) in FIR pertaining to alleged wrongdoing at NSEL platform, NSEL and one of the investor named Arvind Kumar Bahl (having traded at NSEL platform through another broker) filed two separate Miscellaneous Application/s (bearing Miscellaneous Application No. Exh – 619 of 2023 and Miscellaneous Application No. 339 of 2023) under section 190 of the Code of Criminal Procedure, 1973 (**CrPC**) (**the Miscellaneous Application/s**) before the Maharashtra Police Maharashtra Protection of Interest of Depositors Court (**MPID court**) requesting to take cognizance against remaining directors and promoters of three commodity brokers including ARCL. In Miscellaneous Application No. Exh – 619 of 2023 filed by NSEL, Roop Kishor Bhootra (our Whole Time Director who was at the relevant time Director in ARCL) filed an



Intervention Application (Application Exhibit – 5) requesting the MPID court to permit him to intervene and dismiss the NSEL’s Miscellaneous Application. In Miscellaneous Application No. 339 of 2023 filed by the investor Arvind Kumar Bahl, Roop Kishor Bhootra filed an Intervention Application (Application Exhibit – 4) requesting the MPID Court to permit him to intervene and dismiss the Arvind Kumar Bahl’s Miscellaneous Application. Also, in Miscellaneous Application No. 339 of 2023, Roop Kishor Bhootra filed another miscellaneous application placing on record additional grounds to demonstrate that the Miscellaneous Application 339 of 2023 is not maintainable and deserves to be dismissed. The MPID Court vide two separate orders dated March 31, 2023 rejected the said Intervention Applications filed by Roop Kishor Bhootra. Against the said order/s dated March 31, 2024, Roop Kishor Bhootra has filed two separate appeals bearing Criminal Appeal No. 461/2023 and 462/2023 before the Bombay High Court. In the said Criminal Appeal No. 461/2023 and 462/2023 filed by Roop Kishor Bhootra, Priti Pradeep Gupta and Anand Rathi Financial Services Limited (**ARFSL**) has also filed separate intervention application/s. The final hearing in the Criminal Appeal/s No. 461/2023 and 462/2023 (including intervention applications filed by Priti Pradeep Gupta, and ARFSL) have concluded and the said criminal appeals have been reserved for orders. Since the High Court in its interim order dated May 04, 2023 passed in Criminal Appeal No. 461/2023 and 462/2023 refused to grant any interim relief and stay the proceedings in Miscellaneous Application No. Exh – 619 of 2023 and Miscellaneous Application No. 339 of 2023, the MPID Court vide its order dated May 18, 2023, while allowing Miscellaneous Application No. Exh – 619 of 2023 and Miscellaneous Application No. 339 of 2023, took cognizance of the offences punishable under Sections 409, 465, 467, 468, 471, 474, 477A, 120B of IPC and r/w 3 of MPID Act 1999 and 21(a), 21(b), 21(c) and 21(g) of the FCRA and ordered issuance of process/summons for the aforesaid offences against Priti Pradeep Gupta, Roop Kishor Bhootra and ARFSL. The aforesaid order dated May 18, 2023 of Special MPID Court has been challenged by Priti Pradeep Gupta, Roop Kishor Bhootra and ARFSL in separate criminal appeals bearing no. 664/2023 and 665/2023 before the High Court of Bombay (**High Court**). Vide order dated June 19, 2023, the High Court has stayed the aforesaid impugned order dated May 18, 2023 of Special MPID Court and the said Criminal Appeals are pending.

- ii. A Bengaluru based client of our Company named Vishwanath Pujari who had also availed Loan Against Shares (LAS facility) from our group company Anand Rathi Global Finance Limited 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 Anand Nandakishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra alleging loss of ₹ 92 million. Pursuant to investigation, the Crime Investigation Department, Bengaluru (**CID**) filed closure report (**B report**) before the Court having jurisdiction. However, subsequently the Investigation Officer made a request to accord permission to investigate the matter further under Section 173(8) of Cr P.C. and accordingly, the Court allowed the Investigating Officer to further investigate the matter. Upon further investigation, the CID again filed a closure report (‘B’ Report) stating that no offence is made out. The client thereafter filed a protest petition challenging the closure report / ‘B’ Report and the same was allowed. The Court concerned took cognizance in the aforesaid criminal case vide its order dated December 19, 2022 and proceeded as a private complaint. Anand Nandakishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra and other have filed a Criminal Petition bearing no. 3488 of 2023 before the Hon’ble High Court of Karnataka at Bengaluru (**Hon’ble Court**) and the Hon’ble Court vide its order dated July 10, 2023 in Interim Application No. 1/2023 has stayed the proceedings of the Trial Court.
- iii. Anand Rathi Global Finance Limited initiated cheque bounce proceedings on February 1, 2018 and June 27, 2018 against a Kota, Rajasthan, based client named Ashok Balchand Jain before the 33<sup>rd</sup> Metropolitan Court, Ballard Pier, Mumbai for dishonour of cheque issued against repayment of outstanding loan amounting to ₹ 2.5 million and ₹ 6.63 million respectively. Pending the aforesaid cheque bounce proceedings, the client has registered a FIR No. 456/2019 on September 20, 2019 at Police Station Anantpur, Kota, Rajasthan against Pradeep Navratan Gupta, Priti Pradeep Gupta, Rook Kishor Bhootra and other officials alleging, amongst other things, cheating and fabrication of documents sections 420, 467, 468, 471 and 120B of IPC. The Investigating Officer has filed a closure report on January 24, 2020 stating that no offence is made out. The matter is currently at the stage of consideration of closure report.

- iv. Anand Rathi Global Finance Limited initiated cheque bounce proceedings on February 1, 2018 and June 27, 2018 against a Kota, Rajasthan based client named Rani Ashok Jain 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 Anand Nandakishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra and other officials alleging, amongst other things, cheating and fabrication of documents sections 420, 467, 468, 471 and 120B of IPC. The Investigating Officer has filed a closure report on January 24, 2020 stating that no offence is made out. The matter is currently at the stage of consideration of closure report.
- v. On February 03, 2023, Assistant Director, Directorate of Enforcement, Ministry of Finance, Department of Revenue, Government of India, Mumbai (**the Authority**) issued a summons bearing PMLA/SUMMON/MBZO/2023/426 (**Summons**) in Enforcement Case Information Report (ECIR) No. ECIR/14/MZO/2013/2797 for personal appearance of Ms. Priti Pradeep Gupta on February 06, 2023. In compliance to the Summons, Ms. Priti Pradeep Gupta appeared before the Authority, recorded her statement and submitted requisite documents.
- vi. A Mumbai based client of our Company named Kishanlal Roopchad Jain has filed a criminal complaint bearing no. SW/614/2018 dated November 26, 2018, amongst others including our Company, Anand Nandakishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, before Additional Chief Metropolitan Magistrate, 67th Court, Borivali, Mumbai (**Hon'ble Court**) making allegations of dishonest mis-appropriation of movable property, criminal breach of trust, criminal breach of trust by agent, cheating, and criminal conspiracy section. The Hon'ble Court has not yet issued process/summons inter alia against our Company. For details in relation to the Writ Petition see '*Litigation involving our Company - Litigation against our Company – Criminal Proceedings*' on page 367.
- vii. In connection with payment defaults by NSEL and its Promoters, Directors, Officials in collusion with the Defaulting Borrowers, Economics Offence Wing (**EOW**) has charge-sheeted Pradeep Navratan Gupta (as he was a director in our group company Anand Rathi Commodities Limited, who acted as a member/broker at NSEL platform). including Directors of various other broking entities in MPID Case No. 01 of 2014 (CR No. 89 of 2014) for offences under section 120-B, 409, 420, 465, 467, 468, 471, 474, 477-A, read with section 3 of MPID Act and section 21(a), 21(b), 21(c), and 21(g) of the FCRA, 1952. Pradeep Navratan Gupta has filed a discharge application dated December 4, 2024 bearing Exhibit No. 1281 in MPID Case No. 01 of 2014. The aforesaid matter is pending.
- viii. A Criminal Complaint bearing number 120/SS/2019, under Section 299(4)/300/301 of the Companies Act, 1956 has been filed by the Deputy Registrar of Companies, Ministry of Corporate Affairs, GOI, Maharashtra, Mumbai against Anand Rathi Financial Service Limited, Anand Rathi and Pradeep Gupta amongst others, in the Court of Metropolitan Magistrate, 40th Court at Girgaon, Mumbai, for allegedly violating the provisions of Section 299/300/301 of the Companies Act, 2013. The matter is at pre-summoning stage.
- ix. On December 07, 2022, Assistant Director, Directorate of Enforcement, Ministry of Finance, Department of Revenue, Government of India, Mumbai (**Authority**) issued a summons bearing Book No. 114, Sr. No. 5672 (**Summons**) in Enforcement Case Information Report (ECIR) File No. ECIR/14/MZO/2013 for personal appearance of Pradeep Navratan Gupta on December 14, 2022. In compliance to the Summons, Pradeep Navratan Gupta appeared before the Authority, recorded his statement and submitted requisite documents.
- x. Certain minority shareholders of AR Digital Wealth Private Limited (**ARDWPL**), (**the Petitioners**) collectively holding, 428,490 equity shares of face value of ₹ 10 each of ARDWPL (7.97% of the shareholding) filed a Company Petition bearing No. 1417 of 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, *inter alia* against ARDWPL, Anand Rathi Wealth Limited (**ARWL**), Anand Nandkishore Rathi,

Vishal Jugal Kishore Laddha and Promoters/Directors of ARDWPL, Freedom Wealth Solutions Private Limited (**FWSP**), Ffreedom Intermediary Infrastructure Private Limited (**FIINFRA**) (collectively **Respondents**) alleging, amongst other things oppression and mismanagement. The Petitioners had sought various reliefs from the NCLT in the Petition, including, amongst other things an exit on mutually agreeable terms. On application made by one of the Respondent for dismissal of the Petition and to refer the disputes arising from the Petition to arbitration, NCLT Mumbai vide its order dated October 18, 2021 (**October 2021 Order**) rejected Petitioners' prayer for grant of interim reliefs and directed the parties to refer the dispute to arbitration. The Petitioners have challenged October 2021 Order in Company Appeal (AT) No. 140 of 2021 before National Company Law Appellate Tribunal, New Delhi and the same is pending.

- xi. A client of our Company named Amit Kumar Mishra, has filed a criminal complaint bearing no. 772/2013 old case no. 234 of 2012 in the Court of Judicial Magistrate, Farrukhabad, Uttar Pradesh (**Trial Court**) against the franchisee owner of our Company and others including Anand Nandkishore Rathi alleging criminal breach of trust, cheating to the tune of ₹ 0.26 million, intentional insult with intent to provoke breach of peace, criminal intimidation and criminal conspiracy section 406, 420, 504, 506, 418 and 120-B of IPC. The Trial Court by way of its order dated May 7, 2012 summoned Anand Nandkishore Rathi along with other persons under Sections 406, 420, 418, 120B of IPC. Pursuant to receipt of summons from the Trial Court, Anand Nandkishore Rathi filed a criminal miscellaneous petition bearing no. 2243/2014 under Section 482 of Cr.P.C. before the Allahabad High Court (**Hon'ble High Court**) for quashing of the criminal complaint. While disposing off the aforesaid quashing petition, the Hon'ble High Court, by way of its order dated January 27, 2014 observed that there is no direct evidence against Anand Nandkishore Rathi and as such no offence is made out against him. However, the Hon'ble High Court held that if objection / discharge application is filed on behalf of Anand Nandkishore 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 Hon'ble High Court, an application for discharge was moved by Anand Nandkishore 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 Anand Nandkishore Rathi before the Additional Sessions Judge, Farrukhabad which was also dismissed by way of its order dated April 18, 2015 (**impugned order**). Anand Nandkishore 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 Hon'ble High Court. Hon'ble 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 Anand Nandkishore Rathi in relation to the criminal case no. 772/2013. The matter is currently pending before the Hon'ble High Court.
- xii. On August 12, 2022, Assistant Director, Directorate of Enforcement, Delhi Zonal Office – 1, Government of India, New Delhi (**Authority**) issued a summons bearing no. PMLA/SUMMON/DLZO/2022/566 (**Summons**) in Enforcement Case Information Report (ECIR) No. ECIR/DLZO-I/12/2021 for personal appearance of Anand Nandkishore Rathi on August 16, 2022 and for submission of certain documents mentioned in the Summons. In compliance to the Summons, Anand Nandkishore Rathi appeared before the Authority, recorded his statement and submitted requisite documents.
- xiii. Mohan Maruti Deshmukh, a Mumbai based client having invested in Odyssey Convertible Bond Opportunities Fund Limited has filed a miscellaneous case bearing no. 1300425/2018 in the Court of 13<sup>th</sup> Additional Chief Metropolitan Magistrate at Dadar, Mumbai against Anand Rathi Financial Services Limited, amongst others, alleging commission of offences of cheating, criminal breach of trust and conspiracy section 406, 417, 418, 420 read with section 34 and 120-B of IPC. The complainant has prayed for directions under Section 156(3) of the Code of Criminal Procedure to the Senior Inspector of the concerned Police Station for investigation and report. The matter is at pre-summoning stage.
- xiv. A Criminal Appeal bearing no. 1383 of 2013 is pending in Bombay High Court in relation to a cheque bounce case Criminal Complaint No. 9306/SS/2009 initiated by Anand Rathi Financial Services Limited against a client (at the relevant time) named Ashok M. Chaurasia (**the Client**)

in the year 2009. In the aforesaid Criminal Complaint, the Client was convicted by the Learned Metropolitan Magistrate, Mumbai (**MM Court**) vide its judgment and order dated December 17, 2011 for offence u/s 138 of the Negotiable Instrument Act, 1881 (**NIA**). The Client preferred an appeal bearing no. 26 of 2012 before City Sessions Court, Mumbai (**Sessions Court**) against the said order of MM Court and vide order and judgment dated April 30, 2014, the Sessions Court while setting aside the order passed by MM Court, acquitted the Client. Against the said order and judgment dated April 30, 2014, this Criminal Appeal bearing no. 1383 of 2013 has been preferred. This Criminal Appeal bearing no. 1383 of 2013 is being contested by Anand Rathi Share and Stock Brokers Limited, since the underlying transaction resulting into the proceedings under NIA pertains to stock broking business.\*

*\*Pursuant to the Scheme of Arrangement between Anand Rathi Financial Services Limited, Anand Rathi Advisors Limited and our Company and its respective shareholders and creditors which was approved by the High Court of Judicature at Bombay through an order dated June 19, 2009 inter alia the whole of the BSE broking business (as defined in the Scheme of Arrangement) of Anand Rathi Financial Services Limited along with all the litigations of investors holding accounts under the depository participant with Anand Rathi Financial Services Limited were transferred to and vested in our Company.*

#### *Outstanding actions by statutory and/or regulatory authorities*

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory and/or regulatory authorities initiated against our Promoters.

#### *Disciplinary actions including penalty imposed by SEBI or Stock Exchanges in the last 5 Fiscals*

- i. The Securities and Exchange Board of India (**SEBI**) has issued a notice under Clause 6 of Schedule II to the SEBI Intermediaries Regulations, 2008 (**Regulations**) to the Company (**Notice**) stating that one of the Promoters of our Company i.e., Pradeep Gupta has been named in a chargesheet filed by the Economic Offences Wing on December 2, 2022 thereby attracting disqualification in terms of Clause 3(b)(ii) of Schedule II of the Regulations. The Notice calls upon the Company to indicate its compliance with Clause 6 of Schedule II to the Regulations. Our Company has filed a writ petition bearing no. 2327 of 2023 before the High Court of Judicature at Bombay against Securities and Exchange Board of India (**SEBI**) (**Respondent**) challenging the constitutional validity of clauses 3(a),3(b)(i)-(iv),(vi),(viii) and Clause 6 of Schedule II of the Regulations and consequential actions including the issuance of the Notice. For details in relation to the writ petition see 'Litigation involving our Company - Litigation against our Company - Material Outstanding litigations'

#### *Tax proceedings*

Nature of the case	Number of cases	Total amount involved (in ₹ million)*
Direct tax litigations	Nil	Nil
Indirect tax litigations	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

*\*To the extent quantifiable and ascertainable*

#### *Material civil litigations*

- i. M/s Money Magnum Constructions, a Mumbai based Partnership Firm having traded at NSEL platform through Anand Rathi Commodities Limited (**ARCL**) has filed a Commercial Suit bearing no. 57 of 2017 dated August 13, 2016 New case No. 100175/2024 against Anand Rathi Financial Services Limited (**ARFSL**), ARCL, Anand Rathi, Pradeep Gupta, Priti Gupta, Roop Bhootra, Charandas Arha amongst others, before the Hon'ble Bombay High Court at Mumbai, praying for an aggregate sum of ₹ 73.16 million with interest thereon @ 18% per annum from the date of suit till realization against its unsettled trades on NSEL, brokerage/C&F charges and damages. The said matter is currently pending and has been transferred to City Civil Court, Mumbai.

- ii. A civil suit bearing no. CS (COMM) no. 1397/2016 has been filed by a Delhi based client named Ajay Seth and his wife against Anand Rathi Financial Services Limited (**ARFSL**), Anand Rathi Global Finance Limited (**ARGFL**) and Anand Rathi Advisors Limited (**ARAL**) claiming a total sum of ₹ 34.35 million against the principal amount, interest and damages for purported losses suffered by him 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 a Private Limited company. The matter is currently pending

## **B. Litigation initiated by our Promoters**

### *Criminal proceedings*

As on the date of this Draft Red Herring Prospectus, there are no Outstanding actions by statutory and/or regulatory authorities initiated against our Promoters.

### *Material civil litigations*

- i. The Securities and Exchange Board of India (**SEBI**) has issued a notice under Clause 6 of Schedule II to the SEBI Intermediaries Regulations, 2008 (**Regulations**) to the Company (**Notice**) stating that one of the Promoters of our Company i.e., Pradeep Gupta has been named in a chargesheet filed by the Economic Offences Wing on December 2, 2022 thereby attracting disqualification in terms of Clause 3(b)(ii) of Schedule II of the Regulations. The Notice calls upon the Company to indicate its compliance with Clause 6 of Schedule II to the Regulations. Our Company has filed a writ petition bearing no. 2327 of 2023 before the High Court of Judicature at Bombay against Securities and Exchange Board of India (**SEBI**) (**Respondent**) challenging the constitutional validity of clauses 3(a),3(b)(i)-(iv),(vi),(viii) and Clause 6 of Schedule II of the Regulations and consequential actions including the issuance of the Notice. For details in relation to the writ petition see '*Litigation involving our Company - Litigation against our Company - Material Outstanding litigations*' on page 380.

## **IV. Litigation involving our Directors (other than Promoters)**

### **A. Litigations against our Directors**

#### *Criminal proceedings*

- i. A private complaint bearing number 149/2015 has been filed by Babloo Rajdev Rajbhar against Sparc Samudaya Nirman Sahayak & others before Judicial Magistrate First Class, Mulund Court, Mumbai in connection with the Rehab construction making allegation of negligent act causing endangers to human life, criminal breach of trust, forgery, forgery of valuable securities/ documents, forgery for the purpose of cheating, cheating, and criminal conspiracy section 336, 406,465,467,468, 470, 420, 120B and 134 of IPC . Complainant has prays to the Hon'ble court to direct the concern police station to initiate investigation in the said matter. As Vijay Agarwal was the trustee of the NGO namely, M/s Sparc Samudaya Nirman Sahayak, which was collaborating with Mumbai Metropolitan Region Development Authority (MMRDA) for managing/undertaking affordable construction projects in partnership with organized communities of the urban poor in informal settlements and as a one of the Trustee of the said NGO, Vijay Agarwal's name is also included in the list of Respondent(s). As on date the case has no merits & the complainant has not attended the matter since 2015.
- ii. A Criminal case bearing no. 18141/2019 has been filed by SREI Equipment Finance Ltd against MEP Infrastructure Developers Ltd and others under Section 25 and 27 of Payment of Settlement Systems Act, 2007 for alleged dishonour of electronic fund transfers before Hon'ble Metropolitan Magistrate Court, Kolkata as Vijay Agarwal was working with MEP Infrastructure Developers Limited as a non-executor Director till 2019, his name also included in the list of Respondent(s). The said matter is pending. The National Company Law Tribunal has initiated the corporate insolvency resolution process (CIRP) against MEP Infrastructure Developers Ltd on a plea filed by Bank of India and appointed an interim resolution professional to take control of the company.

- iii. Certain minority shareholders of AR Digital Wealth Private Limited (**ARDWPL**), (‘**Petitioners**’) collectively holding 428,490 equity shares of face value of ₹ 10 each of ARDWPL filed a Company Petition bearing No. 1417 of 2020 (**Petition**) before the National Company Law Tribunal, Mumbai Bench (**NCLT Mumbai**) against ARDWPL, Anand Rathi Wealth Limited (**ARWL**), Anand Nandkishore Rathi, Vishal Jugal Kishore Laddha and Promoters/Directors of ARDWPL, Freedom Wealth Solutions Private Limited (**FWSP**), Ffreedom Intermediary Infrastructure Private Limited (**FIINFRA**) (collectively **Respondents**) alleging, amongst other things oppression and mismanagement. For further details of the petition refer to ‘*A. Litigations Against our Promoters - Criminal proceedings*’ on page 146.
- iv. Pending cognizance of final charge-sheet (11th charge-sheet) filed by Economic Offence Wing (**EOW**) in FIR pertaining to alleged wrongdoing at NSEL platform, NSEL and one of the investor named Arvind Kumar Bahl (having traded at NSEL platform through another broker) filed two separate Miscellaneous Application/s (bearing Miscellaneous Application No. Exh – 619 of 2023 and Miscellaneous Application No. 339 of 2023) under section 190 of the Code of Criminal Procedure, 1973 (**CrPC**) (**the Miscellaneous Application/s**) before the Maharashtra Police Maharashtra Protection of Interest of Depositors Court (**MPID court**) requesting to take cognizance against remaining directors and promoters of three commodity brokers including ARCL. In Miscellaneous Application No. Exh – 619 of 2023 filed by NSEL, Roop Kishor Bhootra (our Whole Time Director who was at the relevant time Director in ARCL) filed an Intervention Application (Application Exhibit – 5) requesting the MPID court to permit him to intervene and dismiss the NSEL’s Miscellaneous Application. In Miscellaneous Application No. 339 of 2023 filed by the investor Arvind Kumar Bahl, Roop Kishor Bhootra filed an Intervention Application (Application Exhibit – 4) requesting the MPID Court to permit him to intervene and dismiss the Arvind Kumar Bahl’s Miscellaneous Application. Also, in Miscellaneous Application No. 339 of 2023, Roop Kishor Bhootra filed another miscellaneous application placing on record additional grounds to demonstrate that the Miscellaneous Application 339 of 2023 is not maintainable and deserves to be dismissed. The MPID Court vide two separate orders dated March 31, 2023 rejected the said Intervention Applications filed by Roop Kishor Bhootra. Against the said order/s dated March 31, 2024, Roop Kishor Bhootra has filed two separate appeals bearing Criminal Appeal No. 461/2023 and 462/2023 before the Bombay High Court. In the said Criminal Appeal No. 461/2023 and 462/2023 filed by Roop Kishor Bhootra, Priti Pradeep Gupta and Anand Rathi Financial Services Limited (**ARFSL**) has also filed separate intervention application/s. The final hearing in the Criminal Appeal/s No. 461/2023 and 462/2023 (including intervention applications filed by Priti Pradeep Gupta, and ARFSL) have concluded and the said criminal appeals have been reserved for orders. Since the High Court in its interim order dated May 04, 2023 passed in Criminal Appeal No. 461/2023 and 462/2023 refused to grant any interim relief and stay the proceedings in Miscellaneous Application No. Exh – 619 of 2023 and Miscellaneous Application No. 339 of 2023, the MPID Court vide its order dated May 18, 2023, while allowing Miscellaneous Application No. Exh – 619 of 2023 and Miscellaneous Application No. 339 of 2023, took cognizance of the offences punishable under Sections 409, 465, 467, 468, 471, 474, 477A, 120B of IPC and r/w 3 of MPID Act 1999 and 21(a), 21(b), 21(c) and 21(g) of the FCRA and ordered issuance of process/summons for the aforesaid offences against Priti Pradeep Gupta, Roop Kishor Bhootra and ARFSL. The aforesaid order dated May 18, 2023 of Special MPID Court has been challenged by Priti Pradeep Gupta, Roop Kishor Bhootra and ARFSL in separate criminal appeals bearing no. 664/2023 and 665/2023 before the High Court of Bombay (**High Court**). Vide order dated June 19, 2023, the High Court has stayed the aforesaid impugned order dated May 18, 2023 of Special MPID Court and the said Criminal Appeals are pending.
- v. A Bengaluru based client of our Company named Vishwanath Pujari who had also availed Loan Against Shares (LAS facility) from our group company Anand Rathi Global Finance Limited 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 Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra alleging loss of ₹ 92 million. Pursuant to investigation, the Crime Investigation Department, Bengaluru (**CID**) filed closure report (**B report**) before the Court having jurisdiction. However, subsequently the Investigation Officer made a request to accord permission to investigate the matter further under Section 173(8) of

Cr P.C. and accordingly, the Court allowed the Investigating Officer to further investigate the matter. Upon further investigation, the CID again filed a closure report ('B' Report) stating that no offence is made out. The client thereafter filed a protest petition challenging the closure report / 'B' Report and the same was allowed. The Court concerned took cognizance in the aforesaid criminal case vide its order dated December 19, 2022 and proceeded as a private complaint. Anand Nandakishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra and other have filed a Criminal Petition bearing no. 3488 of 2023 before the Hon'ble High Court of Karnataka at Bengaluru (**Hon'ble Court**) and the Hon'ble Court vide its order dated July 10, 2023 in Interim Application No. 1/2023 has stayed the proceedings of the Trial Court.

- vi. Anand Rathi Global Finance Limited initiated cheque bounce proceedings on February 1, 2018 and June 27, 2018 against a Kota, Rajasthan, based client named Ashok Balchand Jain before the 33<sup>rd</sup> Metropolitan Court, Ballard Pier, Mumbai for dishonour of cheque issued against repayment of outstanding loan amounting to ₹ 2.5 million and ₹6.63 million respectively. Pending the aforesaid cheque bounce proceedings, the client has registered a FIR No. 456/2019 on September 20, 2019 at Police Station Anantpur, Kota, Rajasthan against Pradeep Navratan Gupta, Priti Pradeep Gupta, Rook Kishor Bhootra and other officials alleging, amongst other things, cheating and fabrication of documents sections 420, 467, 468, 471 and 120B of IPC. The Investigating Officer has filed a closure report on January 24, 2020 stating that no offence is made out. The matter is currently at the stage of consideration of closure report.
- vii. Anand Rathi Global Finance Limited initiated cheque bounce proceedings on February 1, 2018 and June 27, 2018 against a Kota, Rajasthan based client named Rani Ashok Jain before the 33<sup>rd</sup> 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 Anand Nandakishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra and other officials alleging, amongst other things, cheating and fabrication of documents sections 420, 467, 468, 471 and 120B of IPC. The Investigating Officer has filed a closure report on January 24, 2020 stating that no offence is made out. The matter is currently at the stage of consideration of closure report.

*Outstanding actions by statutory and/or regulatory authorities*

As on the date of this Draft Red Herring Prospectus, there are no Outstanding actions statutory and/or regulatory authorities initiated against our Directors.

*Tax proceedings*

Nature of the case	Number of cases	Total amount involved (in ₹ million)*
Direct tax litigations	7	1.20
Indirect tax litigations	Nil	Nil
<b>Total</b>	<b>7</b>	<b>1.20</b>

\*To the extent quantifiable and ascertainable

*Material civil litigations*

Save and except for litigation disclosed in 'Outstanding Litigation – Litigation involving our Promoters', as on the date of this Draft Red Herring Prospectus, there are no Material outstanding Litigations initiated against our Directors.

**B. Litigation initiated by our Directors (other than Promoters)**

*Outstanding criminal proceedings*

- i. Suresh Mannalalji Kakani (**Informant**) has filed a criminal complaint before Malabar Hill Police Station (Cyber unit), Mumbai, on January 4, 2021, for violations under Section 419, 420

and 66C of the Indian Penal Code and the Information Technology Act for an amount of ₹ 25000. The matter is currently pending before the Additional Metropolitan Magistrate, Girgaon, Mumbai, Maharashtra.

#### *Material civil litigations*

As on the date of this Draft Red Herring Prospectus, there are no Material outstanding Litigations initiated against our Directors.

#### **V. Outstanding litigation involving our Group Company, which has a material impact on our Company**

Except as set out above and except for the litigations set out below, there are no outstanding litigations involving our Group Companies which have a material impact on the Company:

- i. Anand Rathi Wealth Limited has received a communication from the Securities and Exchange Board of India (SEBI) on 29th August, 2024, requesting certain information in relation to an ongoing investigation. SEBI is currently investigating a case concerning suspected insider trading with regard to corporate announcements made on 8th and 12th April, 2024, regarding the consideration of a buyback. The company has already provided the majority of the requested information on 9<sup>th</sup> September, 2024, 27<sup>th</sup> September, 2024, 12<sup>th</sup> November, 2024, 13<sup>th</sup> November, 2024 and 22<sup>nd</sup> November, 2024. Anand Rathi Wealth Limited is in the process of gathering the remaining details to be submitted to SEBI.
- ii. The National Company Law Tribunal, Mumbai Bench (**Tribunal**), through its order dated January 01, 2018, in the Company Petition No(s) 828/2017, 835/2017, 830/2017 and 829/2017 accorded its approval to Scheme of Amalgamation (**Scheme**) of (i) Prakhar Advisors & Traders Private Limited; (ii) Mehrangarh Financial Advisors Private Limited (**MFAPL**); and (iii) Elegant Capitals Private Limited (collectively, '**Transferor Companies**') with Aqua Proof Wall Plast Private Limited (**APWPPL** or **Transferee Company**). As per clause 6 the said Scheme, legal proceedings by or against the Transferor Companies shall not abate, discontinues or in any way prejudicially affect by reason of the transfer of the undertaking of the Transferor Companies but the same may be continued, prosecuted or enforced by/against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by/against the Transferor Companies as if the Scheme had not been made. In view of the said Scheme, the Adjudicating Authority, Securities and Exchange Board of India (**SEBI**) has issued on March 07, 2024 to APWPPL, erstwhile Directors of MFAPL amongst others, Show Cause Notice under Rule 4(1) of SEBI (Procedure for Holding Inquiry and imposing penalties) Rules 1995 ("Adjudication Rules") read with Section 15I of SEBI Act (**SCN**) for alleged front running in the scrip of KPIT Technologies Limited during the period July 26, 2016 to July 27, 2017 (i.e. during the period prior to amalgamation of MFAPL with APWPPL). On May 27, 2024, APWPPL submitted with SEBI, a settlement/consent application (**Settlement Application**) in relation to the SCN along with an application for condonation of delay. SEBI vide its letter dated June 20, 2024 returned the Settlement Application stating that the same was not filed within the limitation period provided under Regulation 4(1) of SEBI (Settlement Proceedings) Regulations, 2018. APWPPL vide its email dated July 10, 2024 again requested SEBI to condone delay of 10 day in filing the consent/settlement application, however SEBI vide email dated July 11, 2024 declined/refused to reconsider the same. Thereafter, pursuant to request made by APWPPL, SEBI granted inspection of relevant documents on September 19, 2024. The aforesaid adjudication proceedings are pending.
- iii. On complaint made by an investor regarding payment default and other wrong doing committed by NSEL, EOW registered a FIR bearing no. 89/2013 dated September 30, 2013 ("**Crime**"/"**FIR**") against NSEL, its officials, certain defaulting counter parties/defaulting borrowers and brokers. On December 25, 2018, EOW filed 4th supplementary charge sheet against NSEL, its officials, defaulting borrowers and brokers including ARCL and Amit Rathi (erstwhile director of ARCL) before the Special MPID 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 (“**Summoning Order**”), the Special MPID Court under MPID Act issued process/summons to Amit Rathi and ARCL for attendance and to answer to a charge of commission of offense mentioned in the charge sheet. Amit Rathi and ARCL have challenged the aforesaid Summoning Order in criminal writ petition bearing no. 555/2020 dated January 27, 2020 (“**Criminal Writ Petition**”), before the Bombay High Court. The aforesaid Criminal Writ Petition is pending. Notably, on January 30, 2020, the Bombay High Court after hearing the counsel representing ARCL and Amit Rathi, as also Special Public Prosecutor representing State of Maharashtra has recorded that “*Perusal of impugned order of issuance of process, prima facie shows that it is passed in a very mechanical manner. There is no material at least prima facie to show that the learned Designated Court has applied its mind to the facts projected from the report submitted to it*”. After completing investigation in the aforesaid Crime/FIR, EOW filed 11th supplementary/final charge-sheet on December 02, 2022 wherein Pradeep Gupta (who at the relevant time was also a Director in ARCL) was charge-sheeted amongst Directors of other 17 commodity brokers for offences under Section 120-B read with Sections 409, 420, 465, 467, 468, 471, 474, 477-A of the IPC, section 3 of MPID Act and section 21(a), 21(b), 21(c) and 21(g) of FCRA. Notably trial in the aforesaid criminal case has not yet commenced. Pending cognizance of 11<sup>th</sup> supplementary/final charge-sheet, the main accused, i.e. NSEL and one of the investor (having traded at NSEL platform through another broker) filed two separate Miscellaneous Application/s under section 190 of the Code of Criminal Procedure, 1973 (“**CrPC**”) before the Special MPID Court to take cognizance against remaining directors and promoters of three commodity brokers including ARCL. The Special MPID Court vide its order dated May 18, 2023 while allowing both the Miscellaneous Application/s took cognizance of the offences punishable under Sections 409, 465, 467, 468, 471, 474, 477A, 120B of IPC and r/w 3 of MPID Act 1999 and 21(a), 21(b), 21(c) and 21(g) of the FCRA and issued process/summons for the aforesaid offences against Priti Pradeep Gupta, Roopkishor Bhootra (Directors of ARSSBL who were at the relevant time Directors in ARCL, i.e. commodity broking entity) and ARFSL being the Promoter of ARCL (also Promoter/Holding Company of ARSSBL). The aforesaid order dated May 18, 2023 of Special MPID Court has been challenged by Mrs. Priti Pradeep Gupta, Roopkishor Bhootra (Directors of ARSSBL) and ARFSL (Promoter/Holding Company of ARSSBL) before the Hon’ble Bombay High Court. Vide order dated June 19, 2023, the Hon’ble Bombay High Court has stayed the aforesaid impugned order of MPID Court. Also, an investor named Rajesh Kamani (client of some other broker) filed a Miscellaneous Application bearing no. 35/2024 before the Special MPID Court praying for further and proper investigation, alleging that the investigating officer has failed to attach the properties of the accused ARCL and other two brokers and their directors, under section 4 of the MPID Act, 1999. Vide order dated January 17, 2024, the Special MPID Court while allowing the aforesaid Miscellaneous Application, directed EOW to carry out proper & further investigation, and if any properties with respect to ARCL and other two commodity brokers and their directors are found relevant to section 4 of the MPID Act forward the same to the Competent Authority (“CA”) to take appropriate steps. Pursuant to the aforesaid order of Special MPID Court, Government of Maharashtra vide its notification dated August 01, 2024 has attached fixed deposits of ARCL amounting to Rs. 30,53,295/- maintained with HDFC Bank Ltd. Pursuant to issuance of the Attachment Notification, the Competent Authority appointed by Government of Maharashtra has filed Miscellaneous Applications No.1237/2024 and 1238/2024 for making the attachment absolute u/s 7 of MPID Act.

- iv. Pursuant to filing of 11<sup>th</sup> /final charge-sheet/final charge-sheet by EOW in NSEL matter, ARCL received Provisional Attachment Order dated August 07, 2023 (“PAO”) passed by the Ld. Deputy Director, Mumbai Zonal Office – I, Directorate of Enforcement, Mumbai (“the Complainant”) and the Show Cause Notice dated September 14, 2023 (“SCN”) issued by Learned Adjudicating Authority (under The Prevention of Money Laundering Act, 2002). By way of the said PAO, the Complainant has provisionally attached fixed deposit/s of ARCL (amounting to Rs.11,91,41,959) purportedly claiming to be the “value” of “proceeds of crime generated by the commission of scheduled offence”. Upon receiving the Show Cause Notice, ARCL filed a detailed reply on November 01, 2023, inter alia highlighting the procedural illegalities committed by the Complainant in implicating ARCL in the Enforcement Case Information Report (“ECIR”), issuing the provisional attachment order and filing of complaint before the Adjudicating Authority. Pursuant to personal hearing, ARCL also filed a detailed Written Submissions before the Adjudicating Authority. On January 30, 2024, the Adjudicating Authority passed an order under

Section 8(3) of PMLA (“Impugned Order”) confirming the provisional attachment order dated August 07, 2023 passed by the Deputy Director/Complainant. ARCL has challenged the Impugned Order in Appeal (u/s 26 of PMLA) before the Appellate Tribunal (under The Prevention of Money Laundering Act, 2002) and the said Appeal is pending.

- v. M/s Money Magnum Constructions, a Mumbai based Partnership Firm having traded at NSEL platform through ARCL has filed a Commercial Suit bearing no. 57 of 2017 dated August 13, 2016 (New case No. 100175/2024) against ARFSL, ARCL, Anand Nandkishore Rathi, Pradeep Navratan Gupta, Priti Pradeep Gupta, Roop Kishor Bhootra, Charandas Arha amongst others, before the Hon’ble Bombay High Court at Mumbai, praying for an aggregate sum of ₹ 73.16 million with interest thereon @ 18% per annum from the date of suit till realization, against its unsettled trades on NSEL, brokerage/C&F charges and damages. The said matter is currently pending and has been transferred to City Civil Court, Mumbai.
- vi. Pending investigation by EOW in the NSEL matter, EOW forwarded its interim report dated April 4, 2015 to the Forward Markets Commission (FMC), seeking its intervention 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 SEBI Intermediaries Regulations, 2008 (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 Intermediaries Regulations, 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) calling 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 Whole Time Member, SEBI (WTM), 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 challenged 2019 Order in appeal (SAT Appeal) before Securities Appellate Tribunal, Mumbai (SAT). NSEL also filed an Appeal no. 566 of 2019 to challenge the said order of WTM. SAT vide its order dated June 09, 2022 (SAT First Order) allowed the SAT Appeal and quash the 2019 Order (i.e. order dated February 25, 2019) passed by the WTM. Thereafter, SEBI issued a Supplementary Show Cause Notice dated July 07, 2022 (Supplementary SCN) under Regulation 25(1) of the Intermediaries Regulations. Further, SEBI pursuant to its letter dated August 02, 2022, provided to ARCL, the letter dated July 18, 2022 purportedly received by it from NSEL. ARCL received a Notice of Hearing dated August 04, 2022 (Notice of Hearing) under Regulation 25(6) of the Intermediaries Regulations in furtherance of the Supplementary SCN on August 08, 2022. ARCL filed its reply dated September 05, 2022, to the Supplementary SCN. The personal hearing on the Supplementary SCN was held before the Designated Authority of SEBI (Designated Authority) on September 06, 2022. Thereafter, Designated Authority issued its report dated September 30, 2022 (the Report) and a Show Cause Notice dated October 11, 2022 (2022 SCN) was issued by the Designated Authority (along with a copy of the Report), purportedly under Regulation 27(1) of the Intermediaries Regulations. As per the Report, the Designated Authority had proposed/recommended that the Registration Application of ARCL as a commodity broker may not be considered for another 3 (three) years from the date of the SEBI order. By way of the 2022 SCN, ARCL was asked to show cause as to why action as recommended by the Designated Authority should not be imposed on ARCL in terms of Regulation 27 of the Intermediaries Regulations, as deemed fit by the ‘Designated Member’ of SEBI, i.e. the WTM. ARCL filed its reply dated November 09, 2022 to the 2022 SCN read with the Report. Pursuant

to on personal hearing on November 15, 2022 and Written Submissions dated November 25, 2022, the WTM passed an order on November 29, 2022 (2022 Order) and decided to reject ARCL's application for registration as commodity derivatives broker and barred ARCL from making a fresh application seeking registration for a period of 6 months from the date of the 2022 Order, i.e. November 29, 2022 or till acquittal of ARCL by the courts pursuant to the chargesheet filed by the EOW, whichever is earlier. The debarment period of six months has already expired. ARCL has filed an appeal before the SAT (Second Appeal) to quash and set aside the 2022 Order of debarring ARCL from making a fresh application seeking registration for a period of 6 months.

- vii. A Delhi based NSEL client named M/s Technopark Maintenance Services Private Limited (“**the Petitioner**”) has filed an Insolvency Petition no. 961 of 2021 before National Company Law Tribunal, Mumbai Bench (“**the Tribunal**”) against ARCL alleging default by ARCL in relation to its NSEL unsettled trades amounting to Rs. 2,88,13,318/-. Vide order dated June 08, 2023, the aforesaid Insolvency Petition was dismissed in default. The Petitioner has filed a Miscellaneous Application dated June 25, 2024 (after around one year from the date of order) before the Tribunal to recall the order dated June 08, 2023. The aforesaid Miscellaneous Application (Recall Application) is pending.

#### **Outstanding dues to creditors**

As of September 30, 2024, we had 278 creditors and the aggregate amount outstanding to such creditors was ₹ 14.62 million, as detailed below:

<b>Types of Creditors</b>	<b>Number of Creditors</b>	<b>Amount involved (in ₹ million)</b>
Micro, Small and Medium Enterprises*	20	0.70
Material creditors	2	2.39
Other creditors (vendor payables)	256	11.53
<b>Total</b>	<b>278</b>	<b>14.62</b>

\*As defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended.

Note: Above amount of other creditors includes vendor payables. Client's money and amount due to clearing houses are not included.

In terms of the Materiality Policy for the purpose of disclosure of material creditors in this Draft Red Herring Prospectus, a creditor has been considered 'material' by our Company if the amount due to such creditor exceeds 5% of the Company's trade payables as of the latest restated consolidated financials as included in the offer document i.e. ₹ 0.73 million.

The details pertaining to outstanding dues to Material Creditors, along with the name and amount involved for each such Material Creditor, are available on the website of our Company at [www.anandrathi.com/investors](http://www.anandrathi.com/investors). It is clarified that information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website at [www.anandrathi.com/investors](http://www.anandrathi.com/investors), would be doing so at their own risk.

#### **Material Developments since the date of the last Balance Sheet**

Other than as disclosed in 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 335, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability, the value of our assets, or our ability to pay our liabilities within the next 12 month.

## GOVERNMENT AND OTHER APPROVALS

*Except as disclosed herein, and in 'Risk Factors' on page 34 (in relation to material approvals which are required but not obtained or applied for by us), our Company has received the material consents, licenses, permissions, registrations and approvals from the relevant governmental, statutory and/ or regulatory authorities in India, which are necessary for undertaking its present business activities. We have set out below a list of material consents, licenses, permissions, and approvals from various governmental, statutory, and regulatory authorities in India which are considered material and necessary for the purpose of undertaking our business activities. Unless stated otherwise, these material approvals are valid as on the date of this Draft Red Herring Prospectus.*

*In addition to these approvals, we have also disclosed below (i) the approvals applied for, including renewal applications made, but not received; and (ii) the approvals for which applications are yet to be made by our Company.*

### I. Approvals in relation to the Issue

For details of approvals and authorisations in relation to the Issue, see 'Other Regulatory and Statutory Disclosures' on page 393.

### II. Approvals in relation to incorporation of our Company

For details in relation to the incorporation of our Company, see 'History and Certain Other Corporate Matters' on page 231.

### III. Approvals in relation to our Company's business operations

Our Company is required to obtain various registrations and approvals in relation to our business. The registrations and approvals obtained by our Company in respect of our business operations include:

#### Business related approvals

Sr. No	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Certificate of Registration as Stock Broker under Securities and Exchange Board of India (Stock-Brokers) Regulations, 1992 (Single Registration Certificate)	Securities and Exchange Board of India	INZ000170832	March 23, 2018	Valid until cancelled
2.	Certificate of Registration as Research Analyst under Securities and Exchange Board of India (Research Analyst) Regulations, 2014	Securities and Exchange Board of India	INH000000834	February 05, 2021	Valid until cancelled
3.	Certificate of Registration as Depository Participant under Securities and Exchange Board of India Act, 1992	Securities and Exchange Board of India	IN-DP-437-2019	October 16, 2019	Valid until cancelled

Sr. No	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
	read with the Depositories Act, 1996.				
4.	Certificate of Registration as a Repository Participant	CDSL Commodity Repository Limited	12010500	December 16, 2017	December 14, 2027
5.	Permission from National Stock Exchange of India for Margin Trading facilities to client	National Stock Exchange of India	NSE/MEM_COM P/MTF/182/11374	July 03, 2017	Valid until cancelled
6.	Permission from BSE Limited for Margin Trading facility to Clients on the Cash Segment	BSE Limited	MO/JC/AK/ANK/2017/1431	July 06, 2017	Valid until cancelled
7.	AMFI Registration as Mutual Fund Distributor	Association of Mutual Funds in India	ARN-4478	April 02, 2022	April 01, 2025

Labour related approvals

Sr. No.	Particulars	Issuing Authority	Reference Number	Date of Issue / Renewal	Expiry Date
1.	Allotment of code number under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Regional Office, Bandra (Mumbai-I), Employee's Provident Fund, Ministry of Labour and Employment.	MHBAN0044711000	January 4, 2020	Valid until cancelled
2.	Allotment of code number under Employee State Insurance Act, 1948	Employees' State Insurance Corporation	35000018710001099	March 17, 2020	Valid until cancelled
3.	Allotment of code number under Maharashtra Labour Welfare Act 1953	Maharashtra Labour Welfare Board	MUMUMA000611	July 21, 2006	Valid until cancelled

Shops and Establishments

Sr. No.	Particulars	Issuing Authority	Reference Number	Date of Issue / Renewal	Expiry Date
1.	Registration Certificate under Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	Office of the Facilitator	820330081/PN Ward/Commercial II	February 19, 2024	Valid until cancelled

Sr. No.	Particulars	Issuing Authority	Reference Number	Date of Issue / Renewal	Expiry Date
2.	Registration Certificate under Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	Office of the Facilitator	820262776/PN Ward/Commercial II	December 26, 2022	Valid until cancelled

Tax related approvals

Sr. No.	Particulars	Issuing Authority	Reference No.
1.	Permanent Account Number (PAN)	Income Tax Department	AAACN3405F
2.	Tax deduction and collection Account Number (TAN)	Income Tax Department	MUMN04580C
3.	Certificate of Enrolment under Section 5 (2) or (2A) of Maharashtra State Tax on Profession, Trades, Callings and Employments Act, 1975	Professional Tax Officer, Mumbai	99862061477P
4.	Certificate of Registration under Section 5(1) of the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Professional Tax Officer, Mumbai	27045022683P

GST registrations

Sr. No.	Name of the State	Principal Place of Business in the State	Reference No.	Date of Issue
1.	Andhra Pradesh	1st Floor, Building No. 12-2-269, Babu Rajendra Prasad Road, Vijaywada, Krishna, Andhra Pradesh- 520001.	37AAACN3405F1ZV	May 08, 2024
2.	Assam	1st Floor, 101, Royal Center, OPP S B Deorah College, G S Road, Bhangagarh, Guwahati.	18AAACN3405F1ZV	September 23, 2017
3.	Bihar	5th Floor, 507, Patna One Plaza, Maurya Lok Complex, New Dak Bunglow Rd, Bander Bagicha, Fraser Road Area, Patna – 800001, Bihar.	10AAACN3405F1ZB	April 27, 2023
4.	Chandigarh	4th Floor, SCO-50-51, sector- 34/A, Sub City Centre, Chandigarh – 160022.	04AAACN3405F1Z4	June 01, 2017
5.	Chhattisgarh	Shop UG 51/52, Samvet Shikhar, Press Complex, Rajbandha Maidan, Raipur, Chhattisgarh – 492001.	22AAACN3405F1Z6	May 31, 2023
6.	Delhi	2nd Floor, Unit No. 6, BLDG No. 11, DDA BLDG, Vardhman Trade Center, Nehru Place, New Delhi – 110019.	07AAACN3405F1ZY	May 07, 2024
7.	Goa	3rd Floor, Office No. 309, Kamat Tower, Panaji, North Goa, Goa - 403001	30AAACN3405F1Z9	May 24, 2023
8.	Gujarat	3 <sup>rd</sup> Floor, 301, Earth Arise, Gandhinagar Highway, Makarba, Ahmedabad, Gujarat - 380015	24AAACN3405F1Z2	May 06, 2024
9.	Haryana	1 <sup>st</sup> Floor, RJ Tower, Panipath, Haryana- 132103	06AAACN3405F1Z0	June 14, 2022

Sr. No.	Name of the State	Principal Place of Business in the State	Reference No.	Date of Issue
10.	Jammu and Kashmir	2/16, North Block B-1, Bahu Plaza, Rail Head Complex, Jammu and Kashmir – 180004.	01AAACN3405F1ZA	April 22, 2022
11.	Jharkhand	5 <sup>th</sup> Floor, M R Tower, Sarada Babu Street, Line Tank Road, Upper Bazar, Ranchi, Jharkhand – 834001.	20AAACN3405F1ZA	June 12, 2023
12.	Karnataka	4 <sup>th</sup> Floor, No. 1, Bikaner Pinnacle, Rhenius Street, Off Richmond Road, Bangalore Urban, Karnataka- 560025	29AAACN3405F1ZS	June 09, 2022
13.	Maharashtra	10 <sup>th</sup> Floor, A-Wing, Express Zone, Western Express Highway, Goregaon, East, Mumbai Suburban, Maharashtra – 400063	27AAACN3405F2ZV	April 25, 2024
14.	Odisha	2 <sup>nd</sup> Floor, Uni No. 3, Plot No. 44, Sai Krupa, Kharvel Nagar, New Capital, Bhubaneswar, Khordha, Odisha- 751024	21AAACN3405F1Z8	June 07, 2022
15.	Punjab	1 <sup>st</sup> Floor, 2090-B-D-1/E-1/MCB Z-1/11651, Mall Road, Bathinda, Punjab- 151005	03AAACN3405F1Z6	May 10, 2024
16.	Rajasthan	4 <sup>th</sup> Floor, Office No 1, C-98, Sanghi Upasana Tower, C-Scheme, Ahinsa Circle Subhash Marg, Jaipur, Rajasthan- 302001	08AAACN3405F1ZW	July 17, 2018
17.	Tamil Nadu	2-E, No. 560- 562, Century Plaza, Teynampet, Chennai, Tamil Nadu – 600018	33AAACN3405F1Z3	May 23, 2022
18.	Telangana	15-7-202/A/1, Gandhi Galli, Begum Bazaar, Hyderabad, Telangana – 500012	36AAACN3405F1ZX	May 09, 2024
19.	Uttar Pradesh	Upper Ground Floor, 27-06-01, Taj Plaza, Madan Mohan Malviya Marg, Lucknow, Uttar Pradesh – 226001	09AAACN3405F1ZU	April 18, 2024
20.	Uttarakhand	29, Anekant Palace, Rajpur Road, Dehradun, Uttaranchal, Uttarakhand – 248001	05AAACN3405F1Z2	April 29, 2024
21.	West Bengal	5 <sup>th</sup> Floor, Room No. 501, Central Plaza, 2/6 Sarat Bose Road, Kolkata, West Bengal - 700020	19AAACN3405F1ZT	February 07, 2020

**IV. Approvals expired but not applied for renewals by our Company**

Nil

**V. Approvals applied for, including renewal applications, by our Company but not received**

For details, regarding the trademark applications made by us which are currently objected, see ‘*Our Business - Intellectual Property Rights*’ on page 221.

**VI. Approvals required but not obtained or applied for by our Company**

Nil

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

The Issue has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated October 15, 2024 and by our Shareholders pursuant to a special resolution passed at their meeting dated October 25, 2024. This Draft Red Herring Prospectus has been approved by our Board pursuant to its resolution dated December 14, 2024

### In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

### Regulatory approvals received in relation to the Issue

- i. Our Company, through an email dated October 22, 2024, sought approval of BSE for the proposed Issue which will result in change in our shareholding pattern (without change in control) of our Company, as a stock-broker and margin trading member on the cash segment with BSE. Our Company has received BSE's response dated October 22, 2024, stating that since there is no change in the promoter group, post listing of Equity Shares, an intimation is required to be submitted to BSE regarding change in shareholding of our Company.
- ii. Our Company, through an email dated October 09, 2024, sought approval of NSE for the proposed Issue which will result in change in our shareholding pattern (without change in control) of our Company, as a stock-broker and margin trading member on the cash segment with NSE. Our Company has received NSE's response dated October 21, 2024, stating that no consent is required from NSE.
- iii. Our Company, through an email dated October 11, 2024, sought approval of Multi Commodity Exchange of India Limited for the proposed Issue which will result in change in our shareholding pattern (without change in control) of our Company, as trading cum clearing member with Multi Commodity Exchange of India Limited. Our Company has received Multi Commodity Exchange of India Limited's response dated October 24, 2024, asking our Company to provide a tentative proposed shareholding and post subscription of Equity Shares in the Issue, our Company is required to submit the paid-up capital of our Company to Multi Commodity Exchange of India Limited.
- iv. Our Company, through an email dated October 11, 2024, sought approval of National Commodity and Derivatives Exchange Limited for the proposed Issue which will result in change in our shareholding pattern (without change in control) of our Company, as trading cum clearing member with National Commodity and Derivatives Exchange Limited. Our Company has received National Commodity and Derivatives Exchange Limited's response dated October 25, 2024, stating that National Commodity and Derivatives Exchange Limited has taken note of the Issue and has sought for an intimation after the change in shareholding pattern.
- v. Our Company, through an email dated October 11, 2024, sought approval of Metropolitan Stock Exchange of India Limited for the proposed Issue which will result in change in our shareholding pattern (without change in control) of our Company, as trading member with Metropolitan Stock Exchange of India Limited. Our Company has received Metropolitan Stock Exchange of India Limited's response dated November 13, 2024, stating our Company is only required to submit an intimation to Metropolitan Stock Exchange of India Limited regarding change in shareholding of our Company.
- vi. Our Company, through an email dated October 15, 2024, sought approval of NSDL for the proposed Issue which will result in change in our shareholding pattern (without change in control) of our Company, as participant with NSDL. Our Company received NSDL's response dated October 28, 2024, stating if there is only change in shareholding pattern without change in control or constitution, only an intimation is required to be sent to NSDL post the change in shareholding pattern.
- vii. Our Company, through an email dated October 15, 2024, sought approval of CDSL for the proposed Issue which will result in change in our shareholding pattern (without change in control) of our Company, as participant with CDSL. Our Company received CDSL's response dated October 15, 2024, stating that our



Company is required to submit an application to CDSL after allotment of Equity Shares pursuant to the Issue if there is no change in control.

### **Prohibition by SEBI or other Governmental Authorities**

Our Company, our Promoters, members of our Promoter Group, our Directors, and persons in control of our Company are not prohibited from accessing the capital marketor debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities. None of our individual Promoters or Directors have been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers, as defined in the SEBI ICDR Regulations.

### **Directors associated with the Securities Market**

Except for our Executive Directors, none of our Directors are in any manner associated with securities market and except as already disclosed in this DRHP, there is no outstanding action initiated by SEBI against our Directors in the 5 years preceding the date of this Draft Red Herring Prospectus.

Except as already disclosed in this DRHP, there are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

### **Confirmation under Companies (Significant Beneficial Owners) Rules, 2018**

Our Company, our Promoters and members of our Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

### **Eligibility for the Issue**

Our Company is eligible for the Issue in accordance with Regulation 6(1) of the SEBI ICDR Regulations and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹ 30.00 million, calculated on a restated and consolidated basis, in each of the preceding 3 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 ₹ 150.00 million, calculated on a restated and consolidated basis, during the preceding 3 years (of 12 months each), with operating profit in each of these preceding 3 years;
- Our Company has a net worth of at least ₹ 10.00 million in each of the preceding 3 full years (of 12 months each), calculated on a restated and consolidated basis; and
- Our Company has not changed its name in the last 1 year.

Our Company's operating profits, net worth, net tangible assets and monetary assets derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at and for the Fiscal 2024, Fiscal 2023, Fiscal 2022, are set forth below:

*Derived from our Restated Consolidated Financial Information:*

*(in ₹ million, unless stated otherwise)*

<b>Particulars</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Operating Profit <sup>(1)</sup>	2,104.71	995.74	1,004.73
Average Operating Profit			1,368.39
Net Worth <sup>(2)</sup>	3,926.58	2,652.34	2,273.95

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Tangible Assets <sup>(3)</sup>	3,838.89	2,464.01	2,062.88
Monetary Assets <sup>(4)</sup>	388.10	312.14	422.77
Monetary assets as a percentage of the net tangible assets (in %)	10.11%	12.67%	20.49%

(1) 'Operating Profit' means net profit after tax + Finance Cost + Tax Expense - Other Income.

(2) '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.

(3) 'Net tangible assets' means the sum of all net assets of the Company, excluding deferred tax assets, right of use assets and intangible assets as defined in Indian Accounting Standard (Ind AS) 38.

(4) 'Monetary assets' means the aggregate of cash and cash equivalent and balance with banks including other bank balances and interest accrued thereon excluding (i) fixed deposits under lien with stock exchanges, these are clients' fund hence cannot be utilized (ii) fixed deposits against credit facilities of the Company (iii) fixed deposits for bank guarantees. These exclusions are made because these other balances are not freely accessible and are subject to Company's commitments. These are restricted or pledged for specific purposes, limiting their immediate liquidity or use.

In accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Issue shall be not less than 1,000 failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

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 Issue in terms of Regulations 5 of the SEBI ICDR Regulations, to the extent applicable. The status of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

- (i) Our Company, our Promoters, members of our Promoter Group and our Directors are not debarred from accessing the capital markets by SEBI;
- (ii) The companies with which our Promoters or our Directors are associated as promoter or director are not debarred from accessing the capital markets by SEBI;
- (iii) Neither our Company, nor our Promoters nor our Directors have been identified as a Wilful Defaulter or a Fraudulent Borrower as defined in the SEBI ICDR Regulations;
- (iv) Neither our Promoters nor our Directors have been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018;
- (v) Except for Equity Shares which may be issued and allotted pursuant to ESOP 2023, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;
- (vi) Our Company, along with the Registrar to the Issue, has entered into tripartite agreements dated May 12, 2022 and April 26, 2006 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;
- (vii) The Equity Shares of our Company held by our Promoters are in dematerialized form;
- (viii) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus;
- (ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance;
- (x) Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively; and
- (xi) Our Company has appointed [●] as the Designated Stock Exchange.

## **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 ISSUE 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 SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR 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 OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 14, 2024 IN ACCORDANCE WITH SEBI (MERCHANT BANKERS) REGULATIONS, 1992, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.**

**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 ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKEUP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.**

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 30, 32, and 33 of the Companies Act.

### **Disclaimer from our Company, our Directors, and the BRLMs**

Our Company, our Directors, and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, [www.anandrathi.com](http://www.anandrathi.com), or any websites of the members of our Promoter Group, Subsidiary, Group Companies or any affiliate of our Company, would be doing so at his or her own risk. The BRLMs accepts no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement.

All information shall be made available by our Company and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for our Company and their respective affiliates or associates, in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or their respective affiliates or associates for which they have received, and may in future receive compensation.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, the BRLMs 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 will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters, the BRLMs 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 the Equity Shares.

#### **Disclaimer in respect of jurisdiction**

Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

This Issue is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

#### **Bidders eligible under Indian law to participate in the Issue**

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Certain persons outside India are restricted from participating in the Issue. For details, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 441.

#### **Selling restrictions and transfer restrictions**

This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered in the Issue in any jurisdiction. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Issue, which comprises the Red Herring Prospectus and the preliminary international wrap for the Issue, if the recipient is outside India. **No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.**

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act (**Regulation S**).

#### **Each purchaser of the Equity Shares in the Issue who does not receive a copy of the preliminary offering memorandum shall be deemed to:**

- Represent and warrant to our Company and the members of the Syndicate that it was outside the United States (as defined in Regulation S) at the time the offer of the Equity Shares was made to it and it was outside the United States (as defined in Regulation S) when its buy order for the Equity Shares was originated.
- Represent and warrant to our Company and the members of the Syndicate that it did not purchase the Equity Shares as a result of any “directed selling efforts” (as defined in Regulation S).
- Represent and warrant to our Company and the members of the Syndicate that it bought the Equity Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to resell or otherwise transfer any of the Equity Shares, it agrees that it will not offer, sell or otherwise transfer

the Equity Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the U.S. Securities Act.

- Represent and warrant to our Company and the members of the Syndicate that it will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares, other than in accordance with applicable laws.
- Represent and warrant to our Company and the members of the Syndicate that if it acquired any of the Equity Shares as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and that it has full power to make the foregoing representations, warranties, acknowledgements and agreements on behalf of each such account.
- Represent and warrant to our Company and the members of the Syndicate that if it acquired any of the Equity Shares for one or more managed accounts, that it was authorized in writing by each such managed account to subscribe to the Equity Shares for each managed account and to make (and it hereby makes) the representations, warranties, acknowledgements and agreements herein for and on behalf of each such account, reading the reference to “it” to include such accounts.
- Agree to indemnify and hold the Company and the members of the Syndicate harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares.
- Acknowledge that our Company, the members of the Syndicate and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

#### **Disclaimer clause of BSE**

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company post scrutiny of this Draft Red Herring Prospectus shall be included in the Red Herring Prospectus prior to filing with the RoC.

#### **Disclaimer clause of NSE**

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company post scrutiny of this Draft Red Herring Prospectus shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

#### **Listing**

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. [●] will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. Application will be made to the Stock Exchanges to obtain permission for listing and trading of the Equity Shares being issued and sold in the Issue.

If the permission to deal in the Equity Shares is not granted by both the Stock Exchanges, our Company will, in accordance with the applicable law, forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within 3 Working Days of the Bid/Issue Closing Date. If our Company does not allot Equity Shares pursuant to the Issue within 3 Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

#### **Consents**

Consents in writing of: (a) our Directors, our Promoters, our Company Secretary, and Compliance Officer, our Chief Financial Officer, the Bankers to the Company, the legal counsel to the Company appointed for the Issue, the BRLM, the Registrar to the Issue, our Statutory Auditor, and the Practicing Company Secretary, in their respective capacities, have been obtained and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus; (b) the Monitoring Agency; the Syndicate Members, the Banker(s) to the Issue / Escrow Collection Bank(s)/ Refund Bank(s), the Sponsor Bank(s), to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act.

#### **Expert opinion**

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

Our Company has received written consent dated December 14, 2024 from our Statutory Auditors namely, M/s. R Kabra & Co. LLP, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as 'expert' as required under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors, and in respect of their examination report, dated December 12, 2024 on our Restated Consolidated Financial Information; the statement of special tax benefits dated December 14, 2024, and the various certifications issued by them and 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 U.S. Securities Act.

Our Company has received written consent dated December 13, 2024 from Anjana Sharma & Associates, Practicing Company Secretary, to include their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as practicing company secretary in respect of the certificate dated December 13, 2024 issued by them in connection with *inter alia*, untraceable corporate records of our Company and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

**Particulars regarding public or rights issues undertaken by our Company during the last 5 years**

Our Company has not made any public issue or rights issue, as defined under the SEBI ICDR Regulation, during the last 5 years immediately preceding the date of this Draft Red Herring Prospectus.

**Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate entity during the last 3 years**

Other than as disclosed in 'Capital Structure' on page 101, our Company has not made any capital issues during the 3 years preceding the date of this Draft Red Herring Prospectus.

Except for Anand Rathi Wealth Limited, the securities of none of our Group Companies are listed on any stock exchange. Details of the capital issued undertaken by Anand Rathi Wealth Limited in the 3 years immediately preceding the date of this Draft Red Herring Prospectus:

Particulars	Details
Year of issue of securities	Fiscal 2022
Type of issue	Initial public offering through an offer for sale of 12,000,000 equity shares of Anand Rathi Wealth Limited,
Amount of issue (₹ million)	₹ 6,593.75 million
Issue price (in ₹)	₹ 550
Current market price (in ₹)	₹ 4,268.20 (closing price as on December 13, 2024) - Source: www.nseindia.com ₹ 4,270.00 (closing price as on December 13, 2024) - Source: www.bseindia.com
Date of closure of issue	December 6, 2021
Date of allotment and date of credit of securities to the demat account.	December 13, 2021
Date of completion of the project, where object of the issue was financing the project	Not applicable. Initial public offering through an offer for sale of 12,000,00 equity shares of Anand Rathi Wealth Limited,
Rate of dividend paid (%)	140% at ₹ 7/- per share (Interim Dividend for Fiscal 2025)

Except for Anand Rathi Wealth Limited, the securities of none of our Group Companies are listed and have accordingly not undertaken any capital issues during the 3 years immediately preceding the date of this Draft Red Herring Prospectus.

**Commission and brokerage paid on previous issues of Equity Shares in the last 5 years**

Since this is the initial public issue of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the 5 years preceding the date of this Draft Red Herring Prospectus.

**Performance vis-à-vis objects – Public/ rights issue of our Company**

Our Company has not made any public issue or rights issue, as defined under the SEBI ICDR Regulations in the 5 years immediately preceding the date of this Draft Red Herring Prospectus.

**Performance vis-à-vis objects: Public/ rights issue of the listed subsidiaries and listed promoters**

As of the date of this Draft Red Herring Prospectus, the securities of our Subsidiary or our Corporate Promoter are not listed on any stock exchange.

## Price information of past issues handled by the BRLMs

### A. Nuvama Wealth Management Limited

*Price information of past public issues handled by Nuvama Wealth Management Limited (during the current Fiscal and two Fiscals preceding the current Fiscal):*

Sr. No.	Issue Name	Issue Size (₹ Millions)	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.	Suraksha Diagnostic Limited	8,462.49	441.00	December 6, 2024	437.00	NA	NA	NA
2.	NTPC Green Energy Limited	1,00,000.00	108.00 <sup>##</sup>	November 27, 2024	111.50	NA	NA	NA
3.	Acme Solar Holdings Limited	29,000.00	289.00 <sup>^</sup>	November 13, 2024	251.00	-6.02% [4.20%]	NA	NA
4.	Afcons Infrastructure Limited	54,300.00	463.00 <sup>\$\$</sup>	November 4, 2024	426.00	6.56% [1.92%]	NA	NA
5.	P N Gadgil Jewellers Limited	11,000.00	480.00	September 17, 2024	830.00	61.14% [-1.76%]	NA	NA
6.	Allied Blenders and Distillers Limited	15,000.00	281.00 <sup>§</sup>	July 02, 2024	320.00	9.68% [3.43%]	21.28% [8.52%]	NA
7.	Go Digit General Insurance Limited	26,146.46	272.00	May 23, 2024	286.00	22.83% [2.32%]	30.79% [7.54%]	16.25% [2.12%]
8.	Popular Vehicles and Services Limited	6,015.54	295.00 <sup>^^</sup>	March 19, 2024	289.20	-15.59% [1.51%]	-13.67% [7.55%]	-23.43% [16.22%]
9.	Capital Small Finance Bank Limited	5,230.70	468.00	February 14, 2024	435.00	-25.25% [1.77%]	-26.09% [1.33%]	-31.44% [10.98%]
10.	Mediassist Healthcare Services Limited	11,715.77	418.00	January 23, 2024	465.00	22.32% [3.20%]	15.66% [3.86%]	33.86% [14.54%]

Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) for price information

<sup>##</sup> NTPC Green Energy Limited– A discount of ₹ 5 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹108 per equity share

<sup>^</sup>Acme Solar Holdings Limited– A discount of ₹27 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹289 per equity share

<sup>\$\$</sup> Afcons Infrastructure Limited – A discount of ₹44 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the



offer price of ₹463 per equity share

§Allied Blenders and Distillers Limited- A discount of ₹ 26 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹281 per equity share

^Popular Vehicles and Services Limited- A discount of ₹ 28 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹295 per equity share

#As per Prospectus

\*\*Pursuant to order passed by Hon'ble National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of Edelweiss Financial Services Limited ("Edelweiss") has demerged and now transferred to Nuvama Wealth Management Limited ("Nuvama") and therefore the said merchant banking business is part of Nuvama.

**Notes**

1. Based on date of listing.
2. % of change in closing price on 30<sup>th</sup> / 90<sup>th</sup> / 180<sup>th</sup> calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30<sup>th</sup>/90<sup>th</sup> / 180<sup>th</sup> calendar day from listing day.
3. Wherever 30<sup>th</sup>/90<sup>th</sup> / 180<sup>th</sup> calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.
5. Not Applicable. – Period not completed
6. Disclosure in Table-1 restricted to 10 issues.

**Summary statement of price information of past issues handled by Nuvama Wealth Management Limited:**

Fiscal Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)#	No. of IPOs trading at discount - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount - 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 180 <sup>th</sup> 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%
2024-25*	7	2,43,908.95	-	-	1	1	-	3	-	-	-	-	-	1
2023-24	9	68,029.67	-	1	1	1	1	5	-	1	3	1	1	3
2022-23	3	28,334.49	-	1	-	-	1	1	-	1	1	-	-	1

The information is as on the date of the document

1. Based on date of listing.
2. Wherever 30<sup>th</sup> and 180<sup>th</sup> calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
3. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.

\*For the financial year 2024-25, 5 issues have completed 30 calendar days, 2 issues have completed 90 calendar days and 1 issue has completed 180 calendar days.

#As per Prospectus

**(Remainder of this page has been intentionally left blank)**

## B. DAM Capital Advisors Limited

Price information of past public issues handled by DAM Capital Advisors Limited (during the current Fiscal and two Fiscals preceding the current Fiscal):

Sr. No.	Issue name	Issue size (₹ millions)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar day from listing
1	Afcons Infrastructure Limited <sup>(1)</sup>	54,300.00	463.00 <sup>^</sup>	November 4, 2024	426.00	+6.56% [1.92%]	Not applicable	Not applicable
2	Bansal Wire Industries Limited <sup>(1)</sup>	7,450.00	256.00	July 10, 2024	356.00	+37.40%, [-0.85%]	+61.17%, [+1.94%]	Not applicable
3	Le Travenues Technology Limited <sup>(2)</sup>	7,401.02	93.00	June 18, 2024	135.00	+86.34%, [+4.42%]	+67.63%, [+7.23%]	+65.59% [+6.25%]
4	Entero Healthcare Solutions Limited <sup>(2)</sup>	16,000.00	1,258.00 <sup>#</sup>	February 16, 2024	1,245.00	-19.65%, [+0.30%]	-19.84%, [+0.77%]	-2.19%, [+9.02%]
5	Capital Small Finance Bank Limited <sup>(2)</sup>	5230.70	468.00	February 14, 2024	435.00	-25.25%, [+1.77%]	-26.09%, [+1.33%]	-31.44%, [+10.98%]
6	Epac Durable Limited <sup>(2)</sup>	6,400.53	230.00	January 30, 2024	225.00	-19.96%, [+1.64%]	-9.76%, [+3.64%]	+14.04%, [+14.33%]
7	Credo Brands Marketing Limited <sup>(2)</sup>	5,497.79	280.00	December 27, 2023	282.00	-9.89%, [-1.86%]	-35.86%, [+1.10%]	-39.34%, [+7.18%]
8	ESAF Small Finance Bank Limited <sup>(2)</sup>	4,630.00	60.00 <sup>^</sup>	November 10, 2023	71.90	+12.87%, [+ 7.58%]	+31.18%, [+11.17%]	+0.77%, [+13.26%]
9	JSW Infrastructure Limited <sup>(2)</sup>	28,000.00	119.00	October 3, 2023	143.00	+41.34%, [-2.93%]	+75.04%, [+10.27%]	+106.30%, [+12.42%]
10	Yatra Online Limited <sup>(2)</sup>	7,750.00	142.00	September 28, 2023	130.00	-11.06%, [-2.63%]	-0.21%, [+8.90%]	+7.64%. [+11.18%]

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

<sup>^</sup>A discount of ₹ 5 per equity share was provided to eligible employees bidding in the employee reservation portion.

<sup>#</sup> A discount of ₹ 119 per equity share was provided to eligible employees bidding in the employee reservation portion

<sup>^</sup> A discount of ₹ 44 per equity share was provided to eligible employees bidding in the employee reservation portion.

(1) NSE was the designated stock exchange for the said issue.

(2) BSE was the designated stock exchange for the said issue.

Notes:

- (a) Issue size derived from prospectus / basis of allotment advertisement, as applicable
- (b) Price on NSE or BSE is considered for the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable
- (c) % of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/90th / 180th calendar day from listing day.
- (d) Wherever 30th/90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
- (e) The Nifty 50 or S&P BSE SENSEX index is considered as the benchmark index as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable

Not applicable – Period not completed

**Summary statement of price information of past issues handled by DAM Capital Advisors Limited**

Financial Year	Total no. of IPOs	Total funds raised (₹ in millions)	Nos. of IPOs trading at discount - as on 30th calendar days from listing date			Nos. of IPOs trading at premium - as on 30th calendar days from listing date			Nos. of IPOs trading at discount - as on 180th calendar days from listing date			Nos. of IPOs trading at premium - as on 180th calendar days from listing date		
			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%
2024-25	3	69,151.02	-	-	-	1	1	1	-	-	-	1	-	-
2023-24	9	87,066.85	-	1	5	-	1	2	-	2	1	1	-	5
2022-23	4	32,735.54	-	1	1	-	1	1	-	1	1	1	-	1

Source: [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

**Notes:**

- a. The information is as on the date of this offer document
- b. The information for each of the financial years is based on issues listed during such financial year.
- c. Since 30 or 180 calendar days from listing date has not elapsed for few issues, hence data for same is not available

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### C. Anand Rathi Advisors Limited

Price information of past public issues handled by Anand Rathi Advisors Limited (during the current Fiscal and two Fiscals preceding the current Fiscal):

Sr. No.	Issue Name	Issue Size (₹ Mn.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Paras Defence and Space Technologies Limited*	1,707.78	175	October 01, 2021	475.00	+435.77% [+0.92%]	+321.77% [-1.63%]	+259.29% [-1.99%]
2.	Anand Rathi Wealth Limited <sup>!</sup> *	6,593.75	550	December 14, 2021	602.05	+12.38% [+5.22%]	+4.46% [-4.42%]	+19.55% [-6.56%]
3.	Electronics Mart India Limited <sup>#</sup>	5000.00	59	October 17, 2022	90.00	+46.02% [+5.88%]	+42.63% [+3.72%]	+23.81% [+2.98%]
4.	Suraj Estate Developers Limited <sup>#</sup>	4000.00	360	December 26, 2023	340.00	-8.56% [+0.06%]	-23.82% [+3.62%]	+22.03% [+9.61%]
5.	Azad Engineering Limited*	7400.00	524	December 28, 2023	710.00	+29.06% [-2.36%]	+153.05% [+0.08%]	+269.24% [6.81%]

Source: [www.bseindia.com](http://www.bseindia.com); [www.nseindia.com](http://www.nseindia.com)

\*BSE as the designated stock exchange

<sup>#</sup>NSE as the designated stock exchange

<sup>!</sup> A discount of ₹ 25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.

Note:

1. Opening price information as disclosed on the website of the Designated Stock Exchange.
2. Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
3. Change in closing price over the closing price as on the listing date, BSE SENSEX and NIFTY 50 is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
4. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
5. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days.
6. NA means Not Applicable, Period not completed.
7. No.5 (Azad Engineering Limited)'s 30 day return is calculated as on 25 January, 2024 as 26 January, 2024 is a non-working day.
8. No.4 (Suraj Estate Developers Limited)'s 90 day return is calculated as on 22 March, 2024 as 24 March, 2024 is a non-working day and 180 day return is calculated as on 21<sup>st</sup> June, 2024 as 22<sup>nd</sup> June, 2024 was a non-working day.

**Summary statement of price information of past issues handled by Anand Rathi Advisors Limited**

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount - 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium - 180 <sup>th</sup> 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%
2023-24	2	11,400.00	-	-	1	-	1	-	-	-	-	-	-	
2022-23	1	5,000.00	NA			-	1	-	NA			-	-	
2021-22	2	8,301.53	NA			1	-	1	NA			-	1	

Source: [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com), as applicable

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered 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.

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### Website track record of past issues handled by the BRLMs

For details regarding the track record of the BRLM, as specified in Circular reference bearing number CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, see the websites of the BRLM as set forth in the table below:

Sr No.	Name of the BRLM	Website
1.	Nuvama Wealth Management Limited	www.nuvama.com
2.	DAM Capital Advisors Limited	www.damcapital.in
3.	Anand Rathi Advisors Limited	www.anandrathiib.com

### Stock market data of the Equity Shares

As the Issue is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

### Mechanism for redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of 8 years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, in order to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

**Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Issue in case of any pre-Issue or post-Issue 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 Issue related queries and for redressal of complaints, Bidders may also write to the BRLMs or the Registrar to the Issue, in the manner provided below.**

All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of UPI Bidders 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. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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 3 months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the BRLMs are required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Anchor Investors shall address all grievances in relation to the Issue to the BRLMs.

For helpline details of the Book Running Lead Managers pursuant to the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), see 'General Information - Book Running Lead Managers' on page 93.

### **Disposal of investor grievances by our Company**

Our Company will obtain authentication on the SCORES and will comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and SEBI circular dated October 14, 2021 (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) and any amendment thereto, in relation to redressal of investor grievances through SCORES, prior to filing the Red Herring Prospectus.

Our Company has not received any investor grievances in the last 3 Fiscals prior to the filing 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. Our Company estimates that the average time required by our Company and/or the Registrar to the Issue or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Chetan Pravinbhai Prajapati, as our Company Secretary and Compliance Officer and he may be contacted in case of any pre-Issue or post-Issue related problems at the following address:

**Chetan Pravinbhai Prajapati**

Express Zone, A Wing,  
10<sup>th</sup> Floor, Western Express Highway,  
Goregaon (E), Mumbai - 400 063

**Telephone:** +91 22 - 6281 7000

**E-mail:** secretarial@rathi.com

For further information, see '*General Information-Company Secretary and Compliance Officer*' on page 92.

Further, our Board has also constituted the Stakeholders' Relationship Committee comprising of Vijay Kumar Agarwal as Chairman, and Roop Kishor Bhootra and Vishal Jugal Kishore Laddha as members, *inter alia*, to review and redress shareholder and investor grievances. For further information, see '*Our Management - Stakeholders' Relationship Committee*' on page 253.

### **Disposal of investor grievances by listed Group Company and Subsidiary**

As on the date of this Draft Red Herring Prospectus, except for Anand Rathi Wealth Limited, the securities of none of our Group Companies are listed on any stock exchange. There are no investor complaints which are pending against Anand Rathi Wealth Limited, as of the date of this Draft Red Herring Prospectus.

The securities of our Subsidiary are not listed on any stock exchange, and, therefore, there are no investor complaints pending against our Subsidiary.

## SECTION VIII: ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

The Equity Shares issued, transferred and Allotted in the Issue will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, and the Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Abridged Prospectus and other terms and conditions as maybe incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Issue. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating the issue of capital and listing and trading of securities, issued from time to time, by the SEBI, GoI, Stock Exchanges, the RoC, the RBI and, or, other authorities to the extent applicable or such other conditions as may be prescribed by such governmental and, or, regulatory authority while granting approval for the Issue.

#### The Issue

The Issue is through a fresh issue by our Company. The fees and expenses relating to the Issue shall be borne by our Company in the manner specified in '*Objects of the Issue - Issue Expenses*' on page 142.

#### Ranking of the Equity Shares

The Equity Shares being issued and Allotted in the Issue will be subject to the provisions of the Companies Act, the Memorandum of Association, the Articles of Association, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA and SCRR and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company. The Allottees upon Allotment of Equity Shares under the Issue will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment, as per the applicable law. For further details, see '*Description of Equity Shares and Main Provisions of the Articles of Association*' on page 442.

#### Mode of payment of Dividend

Our Company will pay dividend, if declared, to the Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect or any other applicable law. Any dividends declared after the date of Allotment, will be payable to the Allottees, for the entire year, in accordance with applicable law. For further details, see '*Dividend Policy*' and '*Description of Equity Shares and Main Provisions of the Articles of Association*' on pages 274 and 442, respectively.

#### Face Value, Price Band and Issue Price

The face value of each Equity Share is ₹ 5 each, and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. At any given point of time there will be only one denomination for the Equity Shares. The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size in the Issue will be decided by our Company, in consultation with the BRLMs and shall be published at least 2 Working Days prior to the Bid/Issue Opening Date, advertised in all editions of the [●], an English language national daily with wide circulation, all editions of [●], a Hindi language national daily with wide circulation and [●], a Marathi language national daily with wide circulation (Marathi being the regional language of Maharashtra, where our Registered Office is located) 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 website of the Stock Exchanges. The Issue Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

#### Compliance with disclosure and accounting norms

Our Company shall comply with all disclosures and accounting norms as specified by SEBI from time to time.



## **Rights of the Equity Shareholders**

Subject to the applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, 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 rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable laws including any RBI rules and regulations, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, and the Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see '*Description of Equity Shares and Main Provisions of the Articles of Association*' on page 442.

## **Joint Holders**

Subject to the provisions contained in the Articles of Association of our Company, where 2 or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

## **Allotment only in dematerialised form**

Pursuant to Section 29 of the Companies Act, and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in dematerialised form only. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, the following agreements have been signed among our Company, the respective Depositories, and the Registrar to the Issue:

- Tripartite Agreement dated May 12, 2022 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated April 26, 2006 between CDSL, our Company and Registrar to the Issue.

## **Market Lot and Trading Lot**

Since trading of the Equity Shares is in dematerialised form, the tradable lot is 1 Equity Share. Allotment in the Issue will be only in electronic form in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see '*Issue Procedure*' on page 420.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Mumbai, Maharashtra, India.

## **Nomination facility to investors**

In accordance with Section 72 of the Companies Act, and rules framed thereunder, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any 1 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,

shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). 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 his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination/ cancel 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 transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, shall upon the production of such evidence as may be required by our Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our 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, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys 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 Issue will be made only in dematerialized form, there is no requirement to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participants.

#### Bid/Issue Programme

<b>BID/ISSUE OPENS ON</b>	[●]*
<b>BID/ISSUE CLOSES ON</b>	[●]**^

\* Our Company in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bidding Date will be 1 Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.

\*\* Our Company in consultation with the BRLMs, may consider closing the Bid/Issue Period for QIBs 1 Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

^ UPI mandate end time and date shall be at 5:00 pm on Bid/ Issue Closing Date.

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Bid/ Issue Closing 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 Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

\* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 2 Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated 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 two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 in case of delays in resolving investor grievances in relation to blocking/unblocking of fund and the provisions shall also be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

**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 3 Working**

Days of the Bid/Issue Closing Date or such period as may be prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay 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. The Issue Procedure is subject to change based on any revised SEBI circulars to this effect.

**Submission of Bids (other than Bids from Anchor Investors):**

<b>Bid/ Issue Period (except the Bid/ Issue Closing Date)</b>	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
<b>Bid/ Issue Closing Date*</b>	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) - For Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of electronic applications (Bank ASBA through Online channels like internet banking, mobile banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (Syndicate non-retail, non-individual applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (Syndicate non-retail, non-individual applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
<b>Modification/ revision/cancellation of Bids</b>	
Upward revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Issue Closing Date

\* UPI mandate end time and date shall be at 5:00 pm on Bid/ Issue Closing Date.

# QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

- a) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- b) 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/Issue Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Issue 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/ Issue Opening Date till the Bid/Issue Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis.

**It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids 1 day prior to the Bid/Issue Closing Date and, in any case, no later than 1:00 p.m. (Indian Standard Time) on the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/ Issue Period. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period till 5:00 pm on the Bid/ Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing. Further, as per letter no.

list/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101 dated July 6, 2006 issued by the BSE and NSE respectively, Bids and any revisions in Bids shall not be accepted on Saturdays and public/ bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Issue Period, in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price.

**In case of revision in the Price Band, the Bid/Issue Period shall be extended by at least 3 additional Working Days following such revision of the Price Band, subject to the Issue 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/Issue Period for a minimum of one Working Day, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective 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(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

#### **Minimum Subscription**

On the date of closure of the Issue, in case our Company does not receive (i) minimum subscription of 90% of the Issue through Issue Document on the date of closure of the Issue, and (ii) minimum subscription in the Issue as specified under the terms of Rule 19(2)(b) of the SCRR including through development of Underwriters, as applicable, within 60 days from the date of closure of the Issue, or if the subscription level falls below the thresholds mentioned above after the Bid/ Issue Closing Date; or 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 securities so issued under the issue document, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (to the extent applicable). If there is a delay beyond the prescribed time, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum.

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 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

#### **Arrangement for Disposal of Odd Lots**

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be 1 Equity Share, no arrangements for disposal of odd lots are required.

#### **New Financial Instruments**

Our Company is not issuing any new financial instruments through this Issue.

#### **Restrictions on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-Issue capital of our Company, the Minimum Promoters' Contribution and the Anchor Investor lock-in and except as provided in the Articles of Association of our Company, there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on transmission of shares/ debentures and on their

consolidation/splitting, except as provided in the Articles of Association of our Company. For details, see '*Description of Equity Shares and Main Provisions of the Articles of Association*' on page 442.

### **Option to receive Equity Shares in Dematerialized Form**

Allotment of Equity Shares to successful Bidders will only be in the dematerialized 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 dematerialized segment of the Stock Exchanges. However, the Equity Shares may be rematerialized subsequently to Allotment of the Equity Shares in the Issue, subject to applicable laws.

### **Authority for the Issue**

The Issue has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated October 15, 2024 and by our Shareholders pursuant to a special resolution passed at their meeting dated October 25, 2024. This Draft Red Herring Prospectus has been approved by our Board pursuant to its resolution dated December 14, 2024 for filing with SEBI and Stock Exchanges.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLMs, reserve the right to not proceed with the entire or portion of the Issue, in whole or in part thereof, after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within 2 days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank(s) (in case of UPI Bidders using the UPI Mechanism), to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within 1 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 terms of the UPI Circulars, in relation to the Issue, the BRLMs will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 2 Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% p.a., whichever is higher for the entire duration of delay exceeding 2 Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

If our Company, in consultation with the BRLMs, withdraws the Issue after the Bid/Issue 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 and the Stock Exchanges. Notwithstanding the foregoing, this Issue 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) filing of the Prospectus with the RoC.

## ISSUE STRUCTURE

Initial public offering of up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 7,450.00 million by our Company. The Issue is being made through the Book Building Process.

The Issue comprises the Net Issue of up to [●] Equity Shares and Employee Reservation Portion of up to [●]\* Equity Shares aggregating up to ₹ [●] million, constituting [●]% of our post-Issue paid-up Equity Share capital. The Issue and the Net Issue shall constitute [●]% and [●]% of our post-Issue paid-up Equity Share capital, respectively.

*\*A discount of up to [●]% of the Issue Price (equivalent of ₹ [●] per Equity Share) to the Eligible Employees Bidding in the Employee Reservation Portion, subject to necessary approvals as may be required, and which shall be announced at least 2 Working Days prior to the Bid / Issue Opening Date*

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus. In terms of Rule 19(2)(b) of the SCRR, the Issue is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations. The details of the Issue are set out below:

Particulars	Eligible Employees	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders
<b>Number of Equity Shares available for Allotment/ allocation*<sup>(2)</sup></b>	Not more than [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders
<b>Percentage of Issue size available for Allotment/ allocation</b>	The Employee Reservation Portion shall constitute up to [●]% of the post-Issue Equity Share capital of our Company	Not more than 50% of the Issue shall be available for allocation to QIBs. However, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall 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 (excluding the	Not less than 15% of the Issue or the Issue less allocation to QIBs and Retail Individual Bidders will be available for allocation, out of which:  i. one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more	Not less than 35% of the Issue or Issue less allocation to QIBs and Non-Institutional Bidders will be available for allocation

Particulars	Eligible Employees	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders
		Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	<p>than ₹ 0.20 million and up to ₹ 1.00 million; and</p> <p>ii. two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.00 million.</p> <p>Provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to applicants in the other sub-category of Non-Institutional Bidders</p>	
<b>Basis of Allotment/ allocation if respective category is oversubscribed*</b>	<p>Proportionate<sup>#</sup> unless the Employee Reservation Portion is under-subscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 0.20 million.</p> <p>In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not</p>	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>a. Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>b. Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>Up to 60% of the</p>	<p>The Allotment to each Non-Institutional Investor shall not be less than ₹ 0.20 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be Allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations.</p>	<p>Allotment to each Retail Individual Bidder 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 'Issue Procedure' on page 420.</p>

Particulars	Eligible Employees	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders
	exceeding ₹ 0.50 million.	QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
<b>Mode of Bidding<sup>^</sup></b>	Only through the ASBA process (including the UPI Mechanism)	Only through the ASBA process (excluding the UPI Mechanism) except for Anchor Investors	Only through the ASBA process (including UPI Mechanism for Bids up to ₹ 0.50 million)	Only through the ASBA process (including the UPI Mechanism)
<b>Minimum Bid</b>	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 0.20 million	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 0.20 million	[●] Equity Shares
<b>Maximum Bid</b>	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ [●] million	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the Anchor Investor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the QIB Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 0.20 million
<b>Mode of Allotment</b>	Compulsorily in dematerialized form			
<b>Bid Lot</b>	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ [●] million.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
<b>Allotment Lot</b>	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	A minimum of [●] Equity Shares and thereafter in multiples of 1 Equity Share		
<b>Trading Lot</b>	A minimum of [●] Equity Shares and thereafter in multiples of 1 Equity Share	1 Equity Share		



Particulars	Eligible Employees	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders
<b>Who can apply<sup>(3)</sup></b> <b>(4)(5)</b>	Eligible Employees (such that the Bid Amount does not exceed ₹ 0.50 million)	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, mutual funds registered with SEBI, Eligible FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, multilateral and bilateral development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250.00 million, pension fund with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 in accordance with applicable law and National Investment Fund set up by the Government, 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-	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are reclassified as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta) applying for Equity Shares such that the Bid amount does not exceed ₹ 0.20 million in value.

Particulars	Eligible Employees	QIBs <sup>(1)</sup>	Non-Institutional Bidders	Retail Individual Bidders
		banking financial companies		
<b>Terms of Payment</b>	<p><b>In case of Anchor Investors:</b> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids<sup>(4)</sup></p> <p><b>In case of all other Bidders:</b> Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for UPI Bidders using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form.</p>			

\*Assuming full subscription in the Issue.

The Employee Reservation Portion shall not exceed 5% of the post-Issue Equity Share capital of our Company. Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ 0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 0.20 million. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million in the Employee Reservation Portion. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of under-subscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

<sup>^</sup>SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, the Stock Exchanges shall, for all categories of investors viz. QIBs, Non-Institutional and Retail Individual Investors, and also for all modes through which the applications are processed, accept the ASBA applications in the electronic book building platform only with a mandatory confirmation on the application monies blocked.

- (1) 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. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For further details, see 'Issue Procedure' on page 420.
- (2) Subject to valid Bids being received at or above the Issue Price. The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to 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 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 Net QIB Portion. Further, 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 Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price.
- (3) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see 'Terms of the Issue' on page 408.
- (4) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. 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. The signature of only such 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.*

- (5) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor pay-in date as indicated in the CAN. For details of terms of payment applicable to Anchor Investors, see 'Issue Procedure' on page 420.*

**Note: Bidders will be required to confirm and will be deemed to have represented to our Company, 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.**

## ISSUE 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 Issue especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (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 UPI Circulars no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 has introduced 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 UPI Bidders through intermediaries from January 1, 2019. The UPI Mechanism for UPI Bidders 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.

With effect from July 1, 2019, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 for applications by UPI Bidders through Designated Intermediaries (other than SCSBs), as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), the existing process of physical movement of forms from such 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, as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, extended the timeline for implementation of UPI Phase II till further notice. However, given the uncertainty due to the COVID19 pandemic, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), SEBI decided to continue with the UPI Phase II till further notice. Thereafter, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (**UPI Phase III**). The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any further circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This Circular is applicable for initial public offers opening on or after May 1, 2021 except as amended pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), and the provisions of this Circular, are deemed to form part of this Prospectus. Furthermore, pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 0.5 million shall use the UPI Mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance SEBI Circular no.

SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

*Our Company and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section 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.*

### **Book Building Procedure**

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to 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 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 Net QIB Portion. Further, 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 Issue Price.. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) 1/3<sup>rd</sup> of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) 2/3<sup>rd</sup> of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Furthermore, up to [●] Equity Shares, aggregating up to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price, if any.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of specified securities, as may be permitted under applicable law, to any person(s), aggregating up to ₹ 1,490.00 million at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. The Pre-IPO Placement, if undertaken, shall not exceed 20.00% of the size of the Fresh Issue. Prior to the completion of the Issue, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Issue, or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and the Prospectus.

Under-subscription, if any, in any category including Employee Reservation Portion, 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 in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws. Under-subscription, if any, in the QIB Portion, will not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of under-subscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

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 in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws. Under-subscription, if any, in the QIB Portion, will not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

**Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized 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 UPI Bidders 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.**

*Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press releases dated June 25, 2021 and September 17, 2021.*

### **Phased implementation of UPI**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been 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 UPI Bidders through intermediaries with the objective to reduce the time duration from public issue closure to listing from 6 Working Days to up to 3 Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in 3 phases in the following manner:

- a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of 5 main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RII also had the option to submit the ASBA 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 6 Working Days.
- b) **Phase II:** This phase has become applicable from July 1, 2019. SEBI through its Circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Further, SEBI through its Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (as superseded by SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the physical ASBA Form by an RII through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be 6 Working Days during this phase.
- c) **Phase III:** Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (**T+3 Circular**).

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the applicable law. Additionally, if there is any delay in the redressal of

investors' complaints, the relevant SCSB as well as the post-Issue BRLM will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The Issue will be made under UPI Phase III of the UPI Circular.

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 UPI Bidders using the UPI.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public issues where the application amount is up to ₹ 0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- i. a Syndicate Member;
- ii. a stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iii. a Depository Participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);
- iv. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

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 Centres and at our Registered Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)) at least 1 day prior to the Bid/Issue Opening Date.

For Anchor Investors, the Anchor Investor Application Form 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 Issue. UPI Bidders shall Bid in the Issue through the UPI Mechanism. Anchor Investors are not permitted to participate in this Issue through the ASBA process.

All ASBA Bidders must provide either (i) bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Retail Individual Investors 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 Retail Individual Investors with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the 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 Issue is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner as follows: (i) UPI Bidders Bidding using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, 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; (ii) RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the 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 and (iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

ASBA Bidders must 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 or the Sponsor Bank, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. QIBs, Non-Institutional Investors and Retain Individual Investors, and also for all modes through which the applications are processed.

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 Bidders, Retail Individual Bidders 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	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

\* Excluding electronic Bid cum Application Forms

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

In case of ASBA Forms, 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 UPI Bidders 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). Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

Subsequently, for ASBA Forms (other than UPI Bidders using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.



For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank shall initiate a request for blocking of funds through NPCI to UPI Bidders, 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 UPI Bidders (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 Issue 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 a 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 Bank on a continuous basis.

In accordance with BSE Notice no: 20220803-40 and NSE Circular no: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5.00 p.m. on the Bid/Issue Closing Date (**Cut-Off Time**). Accordingly, UPI Bidders Bidding using the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send alerts as specified in SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable).

The Sponsor Bank shall host a web portal for intermediaries (closed user group) from the date of Bid/Issue Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

## **ELECTRONIC REGISTRATION OF BIDS**

1. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.
2. On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as will be disclosed in the Red Herring Prospectus.
3. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5:00 pm on the Bid/ Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

**Participation by the Promoters, the members of our Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to the Promoters, the members of our 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 Issue, either in the QIB Portion or in the Non-Institutional Category 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 which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, neither the BRLMs nor its respective associates can apply in the Issue under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an 'associate of the Lead Manager' 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 the members of our Promoter Group shall not participate by applying for Equity Shares in the Issue, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the members of our Promoter Group shall not apply in the Issue 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 the members of our 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 the members of our Promoter Group of our Company.

#### **Bids by Anchor Investors**

In accordance with the SEBI ICDR Regulations and in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below:

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open 1 Working Day before the Bid/Issue Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.
5. Our Company, in consultation with the BRLMs, may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
  - a. maximum of 2 Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;
  - b. minimum of 2 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, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and
  - c. in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of 5 such 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, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Issue Price.
9. 50% 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 and the remaining 50% of the Equity Shares shall be locked-in for a period of 90 days from the date of Allotment.
10. Neither the BRLMs or any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies or family offices which are associate of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs) nor any 'person related to the Promoters or the members of our Promoter Group' shall apply in the Issue under the Anchor Investor Portion.
11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
12. For more information, see the General Information Document.

#### **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, in consultation with BRLMs reserve 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, exchange traded fund 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 Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders 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 UPI Bidders 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 Issue shall be subject to the FEMA Regulations.

Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment. NRIs applying in the Issue 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.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/NRO accounts. Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

For details of restrictions on investment by NRIs, see '*Restrictions on Foreign Ownership of Indian Securities*' on page 441.

### **Bids by HUFs**

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder 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: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta'. Bids by HUFs will be considered at par with Bids 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 or an 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-Issue 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 reclassified 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 in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue 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 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 Issue 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 22 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:

1. such offshore derivative instruments are issued only by persons registered as Category I FPIs;
2. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
3. such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and
4. 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 (MIM Structure) 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 7 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 compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected

For details of investment by FPIs, see '*Restrictions on Foreign Ownership of Indian Securities*' on 441. Participation of FPIs in the Issue shall be subject to the FEMA Rules.

### **Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors**

The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, (**SEBI AIF Regulations**) prescribe, amongst others, the investment restrictions on AIFs. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations 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 SEBI FVCI Regulations, *inter alia* prescribe the investment restrictions on FVCIs registered with SEBI.

The holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. Further, FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. However, large value funds for accredited investors of Category I AIFs and Category II AIFs may invest up to 50% of the investible funds in an investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. Participation of VCFs, AIFs or FVCIs in the Issue shall be subject to the FEMA Rules, amended from time to time.

**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.**

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

#### **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 in consultation with BRLMs, reserve 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 in consultation with BRLMs, reserve the right to reject any Bid 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 (**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, 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 banking Companies should not exceed the investment limits prescribed for them under the applicable laws.

#### **Bids by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by 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 IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under Regulation 9 the Insurance Regulatory and Development Authority (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 IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **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, in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Issue 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-SI, 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, in consultation with BRLMs reserve 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 their absolute discretion, reserve 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, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

### **Bids by Eligible Employees**

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 0.20 million. For further details in relation to the Allotment in the Employee Reservation Portion, see '*Issue Structure*' on page 414.

However, in the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 0.50 million. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 0.20 million in the Employee Reservation Portion. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of under-subscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids in the Employee Reservation Portion shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form.
- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Issue under the Employee Reservation Portion.
- In case of joint bids, the sole/ First Bidder shall be the Eligible Employee.

- Bids by Eligible Employees may be made at Cut-off Price.
- Only those Bids, which are received at or above the Issue Price, would be considered for allocation under this portion.
- The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 0.50 million.
- If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand. If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see '*Issue Structure*' on page 414.

Bids by Eligible Employees in the Employee Reservation Portion and in the Net Issue portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

**The above information is given for the benefit of the Bidders. Our Company 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, when filed. 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 and as specified in the Red Herring Prospectus, when filed.**

**In accordance with RBI regulations, OCBs cannot participate in the Issue.**

#### **Information for Bidders**

The relevant Designated Intermediary will enter a maximum of 3 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 is 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 this Draft 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-Issue Advertisement**

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, all editions of the [●], an English language national daily with wide circulation, all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a Marathi language national daily with wide circulation (Marathi also being the regional language of Maharashtra, where our Registered Office is located). Our Company shall, in the pre-Issue advertisement state the Bid/Issue Opening Date, the Bid/Issue Closing Date and the QIB Bid/Issue 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 intends to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Issue Price, but prior to the filing of the Prospectus. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Issue Price, Anchor Investor Issue Price, Issue 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. Retail Individual Investors can revise or withdraw their Bid(s) until the Bid/ Issue 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. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;
5. UPI Bidders 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;
6. 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. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate members, Registered Brokers, RTA or CDP;
7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue;
8. If the first Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all Bidders other than UPI Bidders bidding using the UPI Mechanism);
9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
10. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
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. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

12. UPI Bidders bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
13. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the link available on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> for SCSBs and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43> for mobile applications or at such other websites as may be prescribed by SEBI from time to time;
14. UPI Bidders who wish to Bid using the UPI Mechanism should submit their Bids with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the Bid Amount in the UPI Bidder's ASBA Account;
15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
16. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid/Issue Closing Date;
17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form or have otherwise provided an authorisation to the SCSB or 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, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, 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;
19. Bidders should ensure that their PAN is linked with their Aadhaar and that they are in compliance with the notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and September 17, 2021;
20. Ensure that the Demographic Details are updated, true and correct in all respects;
21. 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;
22. 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;

23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
25. Ensure that Bids above ₹ 500,000 (other than 3-in-1 Bids) submitted by ASBA Bidders are uploaded only by the SCSBs;
26. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
28. UPI Bidders 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 authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and
29. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)).

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 0.2 million (for Bids by Retail Individual Bidders);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account;
8. 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 a Bidder;
9. If you are a UPI Bidder using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
10. Anchor Investors should not Bid through the ASBA process;

11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. 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;
16. 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);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for more Equity Shares than what is specified by respective Stock Exchange for each category;
21. If you are a QIB, do not submit your Bid after 4:00 p.m. on the QIB Bid/Issue Closing Date;
22. In case of ASBA Bidders (other than 3-in-1 Bids), the Syndicate Members shall ensure that they do not upload any Bids above ₹ 0.5 million;
23. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
24. 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 Bidder. RIB may revise or withdraw their Bids on or before the Bid/Issue Closing Date;
25. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If you are a UPI Bidder using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;
26. If you are a UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;
27. Do not Bid if you are an OCB;
28. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website are liable to be rejected;
29. Do not submit the Bid cum Application Forms to any non-SCSB bank;
30. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidders using the UPI Mechanism).

For helpline details of the Book Running Lead Managers pursuant to the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable), see 'General Information - Book Running Lead Managers' on page 93.

**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-Issue or post Issue 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 Secretary and Compliance Officer and the Registrar, see 'General Information' on page 91. For details of grounds for technical rejections of a Bid cum Application Form, see the General Information Document.

### **Grounds for Technical Rejection**

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
7. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Bids submitted without the signature of the First Bidder or sole Bidder;
9. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer, and the Registrar to the Issue. For details of the Company Secretary and Compliance Officer, and the Registrar to the Issue., see 'General Information' on page 91.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 2 Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

### **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 Issue through the issue 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 net issue to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors 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 Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The allotment to each Non-Institutional Investors shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Non-Institutional Investors with an application size of more than ₹ 0.20 million and up to ₹ 1 million, and (ii) two-third of the portion available to Non- Institutional Bidders shall be reserved for Non-Institutional Investors with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors.

#### **Payment into Escrow Account(s) for Anchor Investors**

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN 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 Issue through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, or NEFT) to the Escrow Accounts. The payment instruments for payment into the Escrow Account(s) 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 Syndicate, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from Anchor Investors.

#### **Depository Arrangements**

The Allotment of the Equity Shares in the Issue 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 Issue:

- Tripartite Agreement dated May 12, 2022, among NSDL, our Company and the Registrar to the Issue.
- Tripartite Agreement dated April 26, 2006, among CDSL, our Company and Registrar to the Issue.

#### **Undertakings by our Company**

Our Company undertakes the following:

1. That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
2. 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 6 Working Days of the Bid/Issue Closing Date or such other time as may be prescribed;
3. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
4. 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;
5. That if our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within 2 days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
6. That if our Company, in consultation with the BRLMs, withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company subsequently decides to proceed with the Issue thereafter;
7. Minimum Promoters' Contribution shall be brought in advance before the Bid/Issue Opening Date;
8. That adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;
9. That except for issuance of Equity Shares pursuant to exercise of employee stock options pursuant to ESOP 2023 and Pre-IPO Placement, 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; and
10. That if 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. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period.

#### **Utilisation of Issue Proceeds**

Our Board confirm that all monies received out of the Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act and the details of all monies utilised out of the Issue shall be disclosed, and continued to be disclosed till the time any part of the Issue proceeds remain unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised. Details of all monies unutilised, shall be disclosed under an appropriate head in the balance sheet of our Company indicating the from in which such unutilised monies have been invested.

#### **Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act which is reproduced below:

*'Any person who –*

- (i) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (ii) *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*

*(iii) 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 for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than 6 months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to 3 times such amount (provided that where the fraud involves public interest, such term shall not be less than 3 years.) Further, where the fraud involves an amount less than ₹ 1 million or 1% 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 5 years or with fine which may extend to ₹ 5 million or with both.



## 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. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy and Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (**Consolidated FDI Policy**), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the current Consolidated FDI Policy, 100% foreign investment is permitted in 'Other Financial Services' sector under automatic route.

In terms of Press Note 3 of 2020, dated April 17, 2020 (**Press Note**), issued by the DPIIT, the Consolidated FDI Policy and the FEMA Non-Debt Instruments Rules has been 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. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 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 or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

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 Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see '*Issue Procedure - Bids by Eligible NRIs*' and '*Issue Procedure - Bids by FPIs*' on page 427 and 428, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

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 issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

For further details, see '*Issue Procedure*' beginning on page 420.

The above information is given for the benefit of the Bidders. Our Company 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 the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

**SECTION IX: DESCRIPTION OF EQUITY SHARES AND MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION**

*No material clause of Articles of Association set out below has been left out from disclosure which may have a bearing on the Issue with respect to any investment decision or otherwise*

**THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)**

**ARTICLES OF ASSOCIATION**

**OF**

**ANAND RATHI SHARE AND STOCK BROKERS LIMITED**

*(The following regulations comprised in these Articles of Association were adopted by the members at Extra-Ordinary General Meeting of the Company held on 19<sup>th</sup> November, 2021, in substitution for, and to the entire exclusion of the earlier regulations comprised in the extant Articles of Association of the Company)*

<b>TABLE "F" EXCLUDED</b>		
<b>Sr. No.</b>	<b>Particulars</b>	<b>Marginal Note</b>
<b>1.</b>	<p>(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.</p> <p>(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.</p>	<p><b>Table F not to apply</b></p> <p><b>Company to be governed by these articles.</b></p>
<b>INTERPRETATION CLAUSE</b>		
<b>2.</b>	<p>(1) In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context:</p>	
	<p>(a) "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.</p>	<p><b>Act</b></p>
	<p>(b) "Applicable Laws" means all applicable statutes, laws, ordinances, rules and regulations, judgments, notifications circulars, orders, decrees, bye-laws, guidelines, or any decision, or determination, or any interpretation, policy or administration, having the force of law, including but not limited to, any authorization by any authority, in each case as in effect from time to time.</p>	<p><b>Applicable Laws</b></p>
	<p>(c) "Article" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.</p>	<p><b>Articles</b></p>
	<p>(d) "Auditors" means and includes those persons appointed as such</p>	<p><b>Auditors</b></p>

	for the time being of the Company.	
(e)	“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.	<b>Business Day</b>
(f)	“Board of Directors” or ‘Board’ shall mean the collective board of directors of the Company.	<b>Board</b>
(g)	“Capital” means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
(h)	“The Company” shall mean “ <b>ANAND RATHI SHARE AND STOCK BROKERS LIMITED</b> ”	<b>Company</b>
(i)	“Chief Executive Officer" means an officer of the Company, who has been designated as such by the Company.	<b>Chief Executive Officer</b>
(j)	"Chief Financial Officer" means a person appointed as the Chief Financial Officer of the Company	<b>Chief Financial Officer</b>
(k)	"Company Secretary" or "Secretary" means a Company Secretary as defined in clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by the Company to perform the functions of a Company Secretary under this Act.	<b>Company Secretary</b>
(l)	“Legal Representative” means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
(m)	“Lien” means any mortgage, pledge, charge, assignment, hypothecation, security interest, title retention, preferential right, option (including call commitment), trust arrangement, any voting rights, right of set-off, counterclaim or banker’s lien, privilege or priority of any kind having the effect of security, any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy.	<b>Lien</b>
(n)	“Memorandum” means the memorandum of association of the Company or as altered from time to time.	<b>Memorandum</b>
(o)	Words interpreting the masculine gender also include the feminine gender.	<b>Gender</b>
(p)	“Meeting” or “General Meeting” means a meeting of members	<b>Meeting or General Meeting</b>
(q)	“Month” means a calendar month	<b>Month</b>
(r)	“Annual General Meeting” means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
(s)	“Extra-Ordinary General Meeting” means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
(t)	“Non-retiring Directors” means a direct or not subject to retirement by rotation.	<b>Non-retiring Directors</b>

	(u) "Office" means the registered Office for the time being of the Company.	<b>Office</b>
	(v) "Ordinary Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary Resolution</b>
	(w) "Person" shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>
	(x) "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.	<b>Proxy</b>
	(y) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(z) "Rules" mean the applicable rules for the time being in force as prescribed under relevant sections of the Act.	<b>Rules</b>
	(aa) "Securities" shall have the meaning ascribed to the term under Section 2(h) of the Securities Contract (Regulation) Act, 1956.	<b>Securities</b>
	(bb) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(cc) "Share" means a share in the share capital of the Company and includes stock.	<b>Share</b>
	(dd) "Special Resolution" shall have the meanings assigned to it by Section 114 of the Act.	<b>Special Resolution</b>
	(ee) Words importing the singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(ff) "SEBI" means Securities Exchange Board of India established under Securities Exchange Board of India Act, 1992.	<b>SEBI</b>
	(gg) "SEBI Listing Regulations" means the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015	<b>SEBI Listing Regulations</b>
	(hh) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(ii) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
	(jj) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	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.	<b>Expressions in the Act to bear the same meaning in Articles</b>
<b>ARTICLES TO BE CONTEMPORARY IN NATURE</b>		
<b>3.</b>	The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of	<b>Articles to be contemporary in nature</b>

	restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.	
<b>SHARE CAPITAL AND VARIATION OF RIGHTS</b>		
<b>4.</b>	<p>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.</p> <p>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 think 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.</p>	<p><b>Authorized Capital</b></p> <p><b>Shares at the disposal of and under the control of Board</b></p>
<b>5.</b>	<p>(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —</p> <p>a) one certificate for all his shares without payment of any charges; or</p> <p>b) several certificates, each for one or more of his shares, without payment of any fees for each certificate after the first unless otherwise decided by the Board”</p> <p>(ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a director and the company secretary, wherever the company has appointed a company secretary:</p> <p>Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.</p> <p>(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders</p>	<p><b>Issue of Certificate to Subscribers</b></p>
<b>6.</b>	<p>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.</p>	<p><b>No variation in rights of a class of shares</b></p>

7.	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.	<b>Increase of capital by the Company how carried into effect</b>
8.	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.	<b>New Capital same as existing capital</b>
9.	Subject to the provisions of the Act, these Articles and with the 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 Board think fit, the Board may issue, allot or otherwise dispose shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be, provided that the 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.	<b>Board may allot shares otherwise than for cash</b>
10.	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	<b>Kinds of Share and Voting Rights</b>
11.	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.	<b>Debentures</b>
12.	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 subject to such conditions as may be specified in that sections and rules framed there under.	<b>Issue of Sweat Equity Shares</b>

13.	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.	<b>ESOP</b>
14.	Subject to the provisions of Section 61 of 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 the 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.	<b>Consolidation, Sub-Division and Cancellation</b>
15.	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.	<b>Issue of Depository Receipts</b>
16.	<p>(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.</p> <p>(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.</p>	<p><b>Issue of Securities</b></p> <p><b>Issue of Securities duly subdivided or consolidated</b></p>
17.	<p>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. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.</p> <p>The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialized form in any medium as may be permitted by law including in any form of electronic medium.</p>	<b>Option to receive share certificate or hold shares with depository</b>

<p><b>18.</b></p>	<p>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.</p> <p>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.</p> <p>The provision of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<p><b>Issue of new certificate in place of one defaced, lost or Destroyed (where shares are not in Demat form)</b></p>
<p><b>19.</b></p>	<p>Except as required by Applicable Laws, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by Applicable Laws) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>	<p><b>Share and interest in shares</b></p>
<p><b>20.</b></p>	<p>Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock or other securities may be issued at a 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 and attending (but not voting) at a general meeting, appointment of nominee directors, etc. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a general meeting by special resolution.</p>	<p><b>Terms of issue of debentures</b></p>
<p><b>21.</b></p>	<p>The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis-mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.</p>	<p><b>Provision as to issue of certificates to apply mutatis mutandis to debentures, etc.</b></p>
<p><b>22.</b></p>	<p>(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.</p> <p>(2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.</p> <p>(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</p>	<p><b>Power to pay commission in connection with securities issued</b></p> <p><b>Rate of commission in accordance with Rules</b></p> <p><b>Mode of payment of commission</b></p>



	<p>partly in the other.</p> <p>(4) The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.</p>	<b>Brokerage</b>
<b>23.</b>	<p>(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.</p> <p>(2) To every such separate meeting, the provisions of these Articles relating to General Meetings shall mutatis mutandis apply.</p>	<b>Variation of members' rights</b>  <b>Provision as to General Meetings to apply mutatis mutandis to each meeting.</b>
<b>24.</b>	<p>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.</p>	<b>Issue of further shares not to affect the rights of existing members</b>
<b>25.</b>	<p>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.</p>	<b>Power to issue redeemable preference shares</b>
<b>26.</b>	<p>(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:-</p> <p>(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.</p> <p>(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;</p> <p>(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;</p> <p>(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 disadvantageous to the shareholders and the company;</p>	<b>Further issue of share capital</b>

Notwithstanding anything contained in sub-clause (1) thereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (1) hereof in any manner whatsoever.

- (a) If a special resolution to that effect is passed by the company in a General Meeting, or
- (b) Where no such special resolution is passed, if the votes cast (whether by show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in the general meeting (including the casting vote, if any, of the Chairman) by the members who, being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf that the proposal is most beneficial to the company.

Provided that the right of the renounces 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.
- (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 authorized 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;

	<p>(i) To convert such debentures or loans into shares in the company; or</p> <p>(ii) To subscribe for shares in the company (whether such option is conferred in these Articles or otherwise).</p> <p>PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:</p> <p>(a) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and</p> <p>(b) In the case of debentures or loans or other than debentures issued to or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the company in a General Meeting before the issue of the debentures or raising of the loans.</p>	
27.	A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of Right Issue, Bonus Issue, Preferential offer or Private Placement and any other issues, subject to and in accordance with the Act and the Rules.	<b>Mode of further issue of shares</b>
<b>LIEN</b>		
28.	<p>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 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.</p> <p>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.</p> <p>The Company's Lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.</p>	<p><b>Company's lien on Shares/debentures</b></p> <p><b>Waiver of Lien in case of registration</b></p> <p><b>Lien to extend to dividends, etc.</b></p>
29.	<p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:</p> <p>Provided that no sale shall be made—</p> <p>(a) unless a sum in respect of which the lien exists is presently payable; or</p> <p>(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.</p>	<b>As to enforcing lien by sale</b>
30.	(1) To give effect to any such sale, the Board may authorize some	<b>Validity of sale</b>

	<p>person to transfer the shares sold to the purchaser thereof.</p> <p>(2) The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>(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.</p> <p>(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.</p>	<p><b>Purchaser to be registered holder</b></p> <p><b>Validity of Company's receipt</b></p> <p><b>Purchaser not affected</b></p>
<b>31.</b>	<p>(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.</p> <p>(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.</p>	<p><b>Application of proceeds of sale</b></p> <p><b>Payments of residual money</b></p>
<b>32.</b>	<p>In exercising its lien, the Company shall be entitled to treat 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 claim to, or interest in such share on the part of any 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.</p>	<p><b>Outsider's lien not to affect Company's lien</b></p>
<b>33.</b>	<p>The provision of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company issued from time to time.</p>	<p><b>Provision's as to lien to apply mutatis mutandis to debentures, etc.</b></p>
<b>CALLS ON SHARES</b>		
<b>34.</b>	<p>(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.</p> <p>(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 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.</p> <p>(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.</p> <p>(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.</p>	<p><b>Power to make calls</b></p> <p><b>Notice of call</b></p> <p><b>Board may extend time for payment</b></p> <p><b>Revocation or postponement of call</b></p>

	(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.	
35.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	<b>Liability of joint holders of shares</b>
36.	(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.	<b>When interest on call or instalment payable</b>  <b>Board may waive interest</b>
37.	(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.	<b>Sums deemed to be calls</b>  <b>Effect of non –payment of sums</b>
38.	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.  Provided that any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits;  The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the company.	<b>Payment in anticipation of calls may carry interest</b>
39.	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.	<b>Instalments on shares to be duly paid</b>

40.	<p>All calls shall be made on a uniform basis on all shares falling under the same class.</p> <p>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.</p>	<b>Calls on shares of same class to be on uniform basis</b>
41.	<p>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.</p>	<b>Partial payment not to preclude forfeiture</b>
42.	<p>The provision of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.</p>	<b>Provisions as to calls to apply mutatis mutandis to debentures, etc</b>
<b>TRANSFER OF SHARES</b>		
43.	<p>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.</p>	<b>Common form of transfer</b>
44.	<p>The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.</p> <p>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.</p>	<b>Instrument of transfer to be executed by Transferor and transferee</b>
45.	<p>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 (not fully paid up or carrying a lien) or interest of a Member in or debentures of the Company, to a person whom the Board do not approve. 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.</p>	<b>Board may refuse to register transfer</b>
46.	<p>The Board may decline to recognize any instrument of transfer unless–</p> <p>(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;</p> <p>(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</p>	<b>Board may decline to recognize instrument of transfer</b>

	<p>reasonably require to show the right of the transferor to make the transfer; and</p> <p>(c) the instrument of transfer is in respect of only one class of shares.</p>	
47.	<p>On giving of notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in the aggregate in any year.</p>	<b>Transfer of shares when suspended</b>
48.	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.	<b>No fee on transfer</b>
49.	The Board of Directors shall have power on giving not less than seven days prior 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.	<b>Closure of Register of Members or debenture holder or other security holders</b>
50.	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.	<b>Custody of transfer Deeds</b>
51.	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.	<b>Application for transfer of partly paid shares</b>
52.	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	<b>Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.</b>
<b>NOMINATION AND TRANSMISSION OF SHARES</b>		
53.	<p>(1) 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, 2013 shall apply in respect of such nomination.</p> <p>(2) 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 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014.</p>	<b>Nomination</b>

	<p>(3) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>(4) 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.</p>	
<b>54.</b>	<p>(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.</p> <p>(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 jointly held by him with other persons.</p>	<p><b>Title to shares on death of a member</b></p> <p><b>Estate of deceased member liable</b></p>
<b>55.</b>	<p>(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:</p> <p>(a) to be registered himself as holder of the share; or</p> <p>(b) to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>(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.</p> <p>(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.</p>	<b>Transmission Clause</b>
<b>56.</b>	<p>(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.</p> <p>(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>(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.</p>	<p><b>Right to election of holder of share</b></p> <p><b>Manner of testifying election</b></p> <p><b>Limitations applicable to notice</b></p>
<b>57.</b>	<p>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.</p>	<b>Claimant to be entitled to same advantage</b>



	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.	
<b>58.</b>	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.	<b>Form of transfer Outside India</b>
<b>59.</b>	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.	<b>Provisions as to transmission to apply mutatis mutandis to debentures, etc.</b>
<b>60.</b>	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document	<b>No fee for transfer or transmission</b>
<b>FORFEITURE OF SHARES</b>		
<b>61.</b>	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 may have been incurred by the Company by reason of non-payment.	<b>If call or instalment not paid notice must be given</b>
<b>62.</b>	The notice aforesaid shall:  (1) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and  (2) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	<b>Form of Notice</b>
<b>63.</b>	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. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.	<b>Receipt of part amount or grant of indulgence not to affect forfeiture</b>
<b>64.</b>	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.	<b>In default of payment of shares to be forfeited</b>

65.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.	<b>Entry of forfeiture in register of members</b>
66.	The forfeiture of a share shall involve an extinction at the time of forfeiture, 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.	<b>Effect of forfeiture</b>
67.	<p>A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.</p> <p>At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p>	<p><b>Forfeited shares may be sold, etc.</b></p> <p><b>Cancellation of forfeiture</b></p>
68.	<p>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.</p> <p>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.</p> <p>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.</p>	<p><b>Members still liable to pay money owing at the time of forfeiture</b></p> <p><b>Member still liable to pay money owing at time of forfeiture and interest</b></p> <p><b>Cessation of liability</b></p>
69.	<p>A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;</p> <p>The Company may receive the consideration, if any, given for the share(s) on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;</p> <p>The transferee shall thereupon be registered as the holder of the share; and</p> <p>The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share(s) be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.</p>	<p><b>Certificate of forfeiture</b></p> <p><b>Title of purchaser and transferee of forfeited shares</b></p> <p><b>Transferee to be registered as holder</b></p> <p><b>Transferee not affected</b></p>
70.	Upon any sale after forfeiture or for enforcing a lien in exercise of its powers, the Board may, if necessary, 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.	<b>Validity of sales</b>

71.	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.	<b>Cancellation of share certificate in respect of forfeited shares</b>
72.	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.	<b>Surrender of share certificates</b>
73.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	<b>Sums deemed to be calls</b>
74.	The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	<b>Provisions as to forfeiture of shares to apply mutatis mutandis to debentures etc.</b>
<b>ALTERATION OF CAPITAL</b>		
75.	<p>Subject to the provisions of the Act, the Company may, by ordinary resolution –</p> <ul style="list-style-type: none"> <li>(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;</li> <li>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> </ul> <p>Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;</p> <ul style="list-style-type: none"> <li>(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;</li> <li>(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</li> <li>(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.</li> </ul>	<b>Power to alter share capital</b>
76.	<p>Where shares are converted into stock:</p> <ul style="list-style-type: none"> <li>(a) the holders of stock may transfer the same or any part thereof 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:</li> </ul> <p>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;</p>	<b>Shares may be converted into stock</b>

	<p>(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;</p> <p>(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.</p>	<b>Right of stockholders</b>
<b>77.</b>	<p>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:</p> <p>(a) its share capital; and/or</p> <p>(b) any capital redemption reserve account; and/or</p> <p>(c) any securities premium account; and/or</p> <p>(d) any other reserve in the nature of share capital.</p>	<b>Reduction of capital</b>
<b>JOINT- HOLDERS</b>		
<b>78.</b>	<p>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:</p> <p>(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.</p> <p>(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 shares 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.</p> <p>(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.</p> <p>(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.</p> <p>(e) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such</p>	<p><b>Joint-holders</b></p> <p><b>Liability of Joint holders</b></p> <p><b>Death of one or more joint- holders</b></p> <p><b>Receipt of one sufficient</b></p> <p><b>Delivery of certificate and giving of notice to first named holder</b></p> <p><b>Vote of joint holders</b></p>

	<p>shares shall alone be entitled to vote in respect thereof.</p> <p>(f) 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.</p> <p>(g) The provisions of these Articles relating to joint holders of shares shall <i>mutatis-mutandis</i> apply to any other securities including debentures of the Company registered in joint names.</p> <p>(h) In respect of shares or other securities held in dematerialized form, the provisions relating to joint holders contained in these Articles shall apply <i>mutatis mutandis</i> to the joint beneficial owner.</p>	<p><b>Executors or administrators as joint-holders</b></p> <p><b>Provisions as to joint holders as to shares to apply <i>mutatis mutandis</i> to debentures, etc.</b></p> <p><b>Provisions relating to joint holder shall apply <i>mutatis mutandis</i> to the joint beneficial owner</b></p>
<b>CAPITALISATION OF PROFITS</b>		
<p><b>79.</b></p>	<p>1) The Company, in general meeting may, upon the recommendation of the Board, resolve—</p> <p>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</p> <p>b) that such sum be accordingly set free for distribution in the manner specified in clause (2)</p> <p>2) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards:</p> <p>(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(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;</p> <p>(c) Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).</p> <p>(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;</p> <p>(e) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.</p>	<p><b>Capitalisation</b></p> <p><b>Sum how applied</b></p>
<p><b>80.</b></p>	<p>1. Whenever such a resolution as aforesaid shall have been passed, the Board shall –</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and</p> <p>(b) generally, do all acts and things required to give effect thereto.</p> <p>2. The Board shall have power—</p>	<p><b>Powers of the Board for Capitalisation</b></p>

	<p>(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</p> <p>(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 capitalisation, 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 capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.</p> <p>(c) Any agreement made under such authority shall be effective and binding on such members.</p>	<p><b>Board's power to issue fractional certificate/coupon etc.</b></p> <p><b>Agreement binding on Members</b></p>
<b>BORROWING POWERS</b>		
<b>81.</b>	<p>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:</p> <p>(i) accept or renew deposits from Shareholders;</p> <p>(ii) borrow money by way of issuance of Debentures;</p> <p>(iii) borrow money otherwise than on Debentures;</p> <p>(iv) Generally, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.</p> <p>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.</p> <p>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.</p>	<p><b>Power to Borrow</b></p> <p><b>Delegation of power to borrow</b></p>
<b>82.</b>	<p>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.</p>	<p><b>Issue of discount etc. or with special privileges.</b></p>
<b>83.</b>	<p>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</p>	<p><b>Securing payment or repayment of Moneys borrowed.</b></p>

	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.	
<b>84.</b>	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.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
<b>85.</b>	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.	<b>Mortgage of uncalled Capital.</b>
<b>86.</b>	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 respect of such liability.	<b>Indemnity may be given.</b>
<b>BUY BACK OF SHARES</b>		
<b>87.</b>	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.	<b>Buy-back of shares</b>
<b>GENERAL MEETINGS</b>		
<b>88.</b>	Subject to the provisions of the Act, an Annual General Meeting of the Members of the Company shall be held every year within six months after the expiry of each financial year, provided that not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours, that is, between such time as prescribed in the Act, on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situate.	<b>Annual General Meeting</b>
<b>89.</b>	All general meetings other than annual general meeting shall be called extraordinary general meeting.	<b>Extraordinary general meeting</b>
<b>90.</b>	The Board / members may call an extraordinary general meeting giving adequate notice or shorter notice, subject to applicable provisions of the Act.	<b>Powers of Board to call Extra-ordinary general meeting</b>

91.	If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.	<b>Directors capable of acting not within India</b>
<b>PROCEEDINGS AT GENERAL MEETINGS</b>		
92.	(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.	<b>Presence of Quorum</b>  <b>Liability of Members and Business confined to election of Chairperson whilst chair vacant</b>  <b>Quorum for general meeting</b>
93.	The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.	<b>Chairperson of the meetings</b>
94.	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.	<b>Directors to elect a Chairperson</b>
95.	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.	<b>Members to elect a Chairperson</b>
96.	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.	<b>Casting vote of Chairperson at general meeting</b>
97.	(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.	<b>Minutes of proceedings of meetings and resolutions passed by postal ballot</b>  <b>Certain matters not to be included in Minutes</b>  <b>Discretion of Chairperson in relation to Minutes</b>  <b>Minutes to be evidence</b>
98.	1. The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot	



	<p>shall:</p> <p>(a) be kept at the registered office of the Company; and  (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. and /or “Such time as may be fixed by the Board” on all business days.</p> <p>Provided such member gives at least 7 days’ notice in writing of his intention to do so.</p> <p>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:</p> <p>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.</p>	<p><b>Inspection of minute books of general meeting</b></p> <p><b>Members may obtain copy of minutes</b></p>
<p><b>99.</b></p>	<p>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.</p> <p>(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.</p> <p>(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.</p>	<p><b>Powers to arrange security at meetings</b></p>
<p><b>ADJOURNMENT OF MEETING</b></p>		
<p><b>100.</b></p>	<p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	<p><b>Chairperson may adjourn the meeting</b></p> <p><b>Business at adjourned meeting</b></p> <p><b>Notice of adjourned meeting</b></p> <p><b>Notice of adjourned meeting not required</b></p>

	(5) In case quorum is not present the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.	<b>Adjournment of meeting when quorum not present</b>
<b>VOTING RIGHTS</b>		
<b>101.</b>	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.	<b>Entitlement to vote on show of hands and on poll</b>
<b>102.</b>	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.	<b>Voting through electronic means</b>
<b>103.</b>	(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 the names stand in the register of members.	<b>Vote of joint holders</b>  <b>Seniority of names</b>
<b>104.</b>	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.	<b>How members <i>non compos mentis</i> and minor may vote</b>
<b>105.</b>	Subject to the provisions of the Act and other provisions of these Articles, 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 maybe, 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.	<b>Votes in respect of shares of deceased or insolvent members, etc.</b>
<b>106.</b>	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	<b>Business may proceed pending poll</b>
<b>107.</b>	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.	<b>Restriction on voting rights</b>
<b>108.</b>	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.	<b>Restriction on exercise of voting rights in other cases to be void</b>
<b>109.</b>	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given	<b>Objection as to qualification of a voter</b>

	<p>or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</p> <p>Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p>	
<b>110.</b>	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.	<b>Equal rights of members</b>
<b>PROXY</b>		
<b>111.</b>	<p>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.</p> <p>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.</p>	<p><b>Member may vote in person or otherwise</b></p> <p><b>Proxies when to be deposited</b></p>
<b>112.</b>	An instrument appointing a proxy shall be in the form as prescribed in the Rules made under section 105 of the Act.	<b>Form of proxy</b>
<b>113.</b>	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:</p> <p>Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</p>	<b>Proxy to be valid notwithstanding death of the principal</b>
<b>BOARD OF DIRECTORS</b>		
<b>114.</b>	<p>(1) The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the memorandum or a majority of them.</p> <p>(2) The number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen). The Company by a special resolution may increase the number of directors more than fifteen in compliance with the Act.</p> <p>(3) 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.</p>	<p><b>Board of Directors</b></p> <p><b>Same individual may be Chairperson and Managing Director/ Chief Executive Officer</b></p>
<b>115.</b>	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.	<b>Directors not liable to retire by rotation</b>
<b>116.</b>	(1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	<b>Remuneration of directors</b>

	<p>(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—</p> <p>(a) In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</p> <p>(b) in connection with the business of the Company.</p>	<b>Travelling and other expenses</b>
<b>117.</b>	Subject to the provisions of the Act and these Articles, the Board of Directors, may from time to time, appoint one or more of the Directors to be Managing Director or Managing Directors or other whole-time Director(s) of the Company, for a term not exceeding five years at a time and may, from time to time, (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission shall be in accordance with the relevant provisions of the Act.	<b>Appointment</b>
<b>118.</b>	Subject to the provisions of the Act, the Board shall appoint Independent Directors, who shall have appropriate experience and qualifications to hold a position of this nature on the Board.	<b>Independent Director</b>
<b>119.</b>	Subject to the provisions of section 196, 197 and 198 read with Schedule V to the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in general meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination shall be divided among the Directors equally or if so determined paid on a monthly basis.	<b>Remuneration</b>
<b>120.</b>	Subject to the provisions of these Articles, and the provisions of the Act, if any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director	<b>Payment for Extra Service</b>
<b>121.</b>	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.	<b>Execution of negotiable instruments</b>
<b>122.</b>	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.	<b>Foreign Register</b>
<b>123.</b>	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.	<b>Attendance Register of Directors</b>
<b>124.</b>	Subject to the provisions of Sections 149 & 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	<b>Appointment of additional directors</b>

	<p>the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.</p> <p>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 director at that meeting subject to the provisions of the Act.</p>	<p><b>Duration of office of additional director</b></p>
125.	<p>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.</p> <p>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.</p> <p>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.</p>	<p><b>Appointment of alternate director</b></p> <p><b>Duration of office of alternate director</b></p> <p><b>Re- appointment provisions applicable to Original Director</b></p>
126.	<p>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.</p> <p>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.</p>	<p><b>Appointment of director to fill a casual vacancy</b></p> <p><b>Duration of office of Director appointed to fill casual vacancy</b></p>
127.	<p>No director shall be eligible for appointment as director of the Company, if he possesses any of the disqualifications stipulated under the Act or is disqualified to be appointed, pursuant to any order/notice issued by any Regulatory Authority(ies).</p>	<p><b>Disqualifications for appointment of director</b></p>
<b>POWERS OF BOARD</b>		
128.	<p>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.</p>	<p><b>General Powers of the Company vested in Board</b></p>
<b>(d) PROCEEDINGS OF THE BOARD</b>		
<b>(e)</b>		
129.	<p>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.</p> <p>Provided that the gap between the two Board meetings shall not be</p>	<p><b>When meeting to be convened</b></p>

	<p>more than 120 days or such other days as may be provided under applicable law.</p> <p>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.</p> <p>The quorum for a Board meeting shall be as provided in the Act.</p> <p>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.</p> <p>At least 7 (seven) Days' written notice shall be given in writing to every Director by hand delivery or by speed-post or by registered post or by facsimile or by email or by any other electronic means, either (i) in writing, or (ii) by fax, e-mail or other approved electronic communication, receipt of which shall be confirmed in writing as soon as is reasonably practicable, to each Director, setting out the agenda for the meeting in reasonable detail and attaching the relevant papers to be discussed at the meeting and all available data and information relating to matters to be discussed at the meeting except as otherwise agreed in writing by all the Directors.</p>	<p><b>Who may summon Board meeting</b></p> <p><b>Quorum for Board Meetings</b></p> <p><b>Participation at Board meetings</b></p> <p><b>Notice of Board meetings</b></p>
<b>130.</b>	<p>(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.</p> <p>(2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>	<p><b>Questions at Board meeting how decided</b></p> <p><b>Casting vote of Chairperson at Board meeting</b></p>
<b>131.</b>	<p>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.</p>	<p><b>Directors not to act when number falls below minimum</b></p>
<b>132.</b>	<p>(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.</p> <p>(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.</p>	<p><b>Who to preside at meetings of the Board</b></p> <p><b>Directors to elect a Chairperson</b></p>
<b>133.</b>	<p>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.</p> <p>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.</p> <p>The participation of directors in a meeting of the Committee may be either in person or through video conferencing or other audio-</p>	<p><b>Delegation of powers</b></p> <p><b>Committee to conform to Board regulations</b></p> <p><b>Participation at Committee meetings</b></p>

	visual means, as may be prescribed by the Rules or permitted under law.	
<b>134.</b>	<p>(1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.</p> <p>(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.</p>	<p><b>Chairperson of Committee</b></p> <p><b>Who to preside at meetings of Committee</b></p>
<b>135.</b>	<p>(1) Subject to the provisions of the Act and directions of the Board of directors, a Committee may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>(2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.</p> <p>(3) In case of an equality of votes, the Chairperson of the Committee or Meeting shall have a second or casting vote.</p>	<p><b>Committee to meet</b></p> <p><b>Questions at Committee meeting how decided</b></p> <p><b>Casting vote of Chairperson at Committee meeting</b></p>
<b>136.</b>	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.	<b>Acts of Board or Committee valid notwithstanding defect of appointment</b>
<b>137.</b>	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.	<b>Validity of Board Resolution</b>
<b>138.</b>	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 maybe, 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.	<b>Passing of resolution by circulation</b>
<b>139.</b>	The minutes of the meeting of the Board and the Committees thereof shall be prepared and kept in accordance with the provisions of the Act and the Rules.	<b>Minutes of Board and Committee Meeting</b>
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>		
<b>140.</b>	<p>(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.</p> <p>(b) A director may be appointed as chief executive officer, manager,</p>	<p><b>Chief Executive Officer, etc.</b></p> <p><b>Director may be chief executive officer, etc.</b></p>

	company secretary or chief financial officer.	
<b>REGISTERS AND INSPECTION THEREOF AND OTHER DOCUMENTS</b>		
<b>141.</b>	<p>(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 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 11.00 a.m. to 1.00 p.m. and /or Such time as may be fixed by the Board 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.</p> <p>(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 form 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.</p> <p>(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 Section 17 of the Act. The Board, if deem fit, may waive off this fee.</p>	<b>Statutory registers</b>
<b>142.</b>	<p>(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.</p> <p>(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.</p>	<b>Foreign register</b>
<b>THE SEAL</b>		
<b>143.</b>	<p>(1) The Board shall provide for the safe custody of the seal.</p> <p>(2) The Seal shall be under the safe custody of Company Secretary or such other officer(s) as may be authorized by the Board.</p> <p>(3) The seal of the Company shall not be affixed to any instrument</p>	<b>The seal, its custody and use Affixation of seal</b>



	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.	
<b>DIVIDENDS AND RESERVE</b>		
<b>144.</b>	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.	<b>Company in general meeting may declare dividends</b>
<b>145.</b>	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.	<b>Interim dividend</b>
<b>146.</b>	<p>(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.</p> <p>(2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<p><b>Dividends only to be paid out of profits.</b></p> <p><b>Carry forward of profits</b></p>
<b>147.</b>	<p>(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.</p> <p>(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.</p> <p>(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.</p>	<p><b>Division of profits</b></p> <p><b>Payments in advance</b></p> <p><b>Dividends to be apportioned</b></p>
<b>148.</b>	<p>(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.”</p> <p>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.</p>	<p><b>Unpaid dividend account</b></p> <p><b>Unclaimed dividend</b></p>

<b>149.</b>	<p>(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.</p> <p>(2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>(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.</p>	<p><b>Dividend how remitted</b></p> <p><b>Instrument of payment</b></p> <p><b>Discharge to Company</b></p>
<b>150.</b>	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.	<b>Receipt of one holder sufficient</b>
<b>151.</b>	No dividend shall bear interest against the Company.	<b>No interest on dividends</b>
<b>152.</b>	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.	<b>Notice of Dividend</b>
<b>153.</b>	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 upon by the Board.	<b>Waiver of dividends</b>
<b>ACCOUNTS AND AUDIT</b>		
<b>154.</b>	The Company shall maintain such book of accounts and book and papers as prescribed under the provisions of the Act and the Rules. Such book of account and book and paper shall be kept at such place as prescribed under the Act or as the Board of directors think fit subject to compliance with the applicable provisions of the Act.	<b>Maintenance of book of account</b>
<b>155.</b>	<p>(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.</p> <p>(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.</p>	<p><b>Inspection by Directors</b></p> <p><b>Restriction on inspection by members</b></p>
<b>156.</b>	(1) The financial statements, book of accounts and other relevant books and papers of the Company shall be examined and audited in accordance with the provisions of the Act and the Rules.	<b>Accounts to be Audited</b>

	(2) Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Statutory Auditors shall be in accordance with the provisions of the Act and the Rules.	<b>Provisions relating to Statutory Auditors</b>
<b>157.</b>	(1) In case the Company is required to maintain cost records and/or to get the same audited, the same shall be maintained and got audited, in the manner prescribed under the provisions of the Act and the Rules.  (2) Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Cost Auditors shall be in accordance with the provisions of the Act and the Rules.	<b>Cost records and Audit</b>  <b>Provisions relating to Cost Auditors</b>
<b>158.</b>	(1) In case the Company is required to get its secretarial records audited by a Secretarial Auditor, the same shall be got audited, in the manner prescribed under the provisions of the Act and the Rules.  (2) Appointment, re-appointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Secretarial Auditors shall be in accordance with the provisions of the Act and the Rules.	<b>Secretarial Audit</b>  <b>Secretarial Auditors</b>
<b>WINDING UP</b>		
<b>159.</b>	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.	<b>Winding up of Company</b>
<b>INDEMNITY AND INSURANCE</b>		
<b>160.</b>	(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	<b>Directors and officers right to indemnity</b>

	<p>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.</p> <p>(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.</p>	<b>Insurance</b>
<b>SECRECY</b>		
<b>161.</b>	<p>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 far as may be necessary in order to comply with any of the provisions of law.</p>	<b>Secrecy</b>
<b>162.</b>	<p>No Members shall be entitled to visit or inspect the Company's Works without the permission of the Board of directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Board of director, it will be inexpedient in the interest of the Members of the Company to communicate to the public.</p>	<b>Restriction on visiting or inspecting the Company's work by the Members</b>
<b>GENERAL POWER</b>		
<b>163.</b>	<p>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.</p> <p>The Company shall from time to time comply with all the provisions as stipulated under the SEBI Listing Regulations and the rules and the regulation made by SEBI. Any provisions of these Articles which is contrary to the provisions of the SEBI Listing Regulations or rules and regulations made by SEBI or the provision of the Act, the said provision shall be deemed to be amended to the extent necessary to make it compliant with the said SEBI Listing Regulations or the rules and regulations of the SEBI or the Act. In case of any inconsistency between the provisions of these Articles, SEBI Listing Regulations, SEBI rules and regulations and the Act, the provision/compliance which is/are more onerous shall be applicable in such case, and these Articles shall be deemed amended to such extent.</p>	<b>General power and Requirement of compliance with the provisions of SEBI Listing Regulations (as amended) and the rules and regulations made by SEBI from time to time.</b>

## SECTION X: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered 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) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing. 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 and will also be available online at [www.anandrathi.com/investors](http://www.anandrathi.com/investors) from the date of the Red Herring Prospectus until the Bid/Issue 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

1. Issue Agreement dated December 14, 2024 entered amongst our Company and the BRLMs.
2. Registrar Agreement dated December 13, 2024 entered amongst our Company and the Registrar to the Issue.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered amongst our Company, the Registrar to the Issue, the BRLMs, the Syndicate members, the Escrow Collection Bank(s) and the Bankers to the Issue.
4. Syndicate Agreement dated [●] entered amongst our Company, the BRLMs, and the Syndicate Members.
5. Underwriting Agreement dated [●] entered amongst our Company, the Underwriters and the Registrar to the Issue.
6. Monitoring Agency Agreement dated [●] amongst our Company and the Monitoring Agency.

#### B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association as amended from time to time.
2. Certificate of incorporation dated November 22, 1991 under the name of 'Navratan Capital and Securities Private Limited'.
3. Fresh certificate on incorporation dated March 21, 2007 under the name 'Anand Rathi Share and Stock Brokers Limited' pursuant to change of name from Navratan Capital and Securities Limited'.
4. Fresh certificate of incorporation dated January 29, 2008 under the name of 'Navratan Capital and Securities Limited' pursuant to conversion to public limited company.
5. Resolutions of the Board dated October 15, 2024 in relation to the Issue and other related matters.
6. Resolution of the Shareholders dated October 25, 2024 authorising the Issue and other related matters.
7. Resolution of the Board dated December 14, 2024 approving this Draft Red Herring Prospectus.
8. Certified copy of the Materiality Policy of our Company adopted pursuant to a resolution of our Board dated December 12, 2024.
9. Copies of annual reports of the Company for the last 3 financial years.

10. Resolution of the Audit Committee dated December 12, 2024 approving the Key Performance Indicators.
11. Certificate on Key Performance Indicators issued by M/s. R. Kabra & Co. LLP, the Statutory Auditors dated December 14, 2024.
12. Consent letter dated December 14, 2024 from our Statutory Auditors for inclusion of their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated December 12, 2024 on our Restated Consolidated Financial Information; and (ii) the statement of special tax benefits available to our Company and our Shareholders dated December 14, 2024 included in this Draft Red Herring Prospectus.
13. Consent Letter dated December 13, 2024 from Anjana Sharma & Associates, from Practicing Company Secretary to include their name as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 to the extent and in his capacity as practicing company secretary in respect of the certificate dated December 13, 2024 issued by them in connection with *inter alia*, untraceable corporate records of our Company.
14. The examination report on the Restated Consolidated Financial Information dated December 12, 2024 of our Statutory Auditors, included in this Draft Red Herring Prospectus.
15. Consents of our Directors, our Promoters, our Company Secretary and Compliance Officer, our Chief Financial Officer, the Bankers to our Company, the legal counsel to the Company appointed for the Issue, the BRLMs, the Registrar to the Issue, as referred to in their specific capacities.
16. Tripartite agreement between our Company, NSDL and the Registrar to the Issue dated May 12, 2022.
17. Tripartite agreement between our Company, CDSL and the Registrar to the Issue dated April 26, 2006.
18. Industry Report titled '*Broking Industry in India*' prepared by CARE dated December 2024 prepared and issued by CARE, appointed by us pursuant to an engagement letter dated September 16, 2024, exclusively commissioned and paid us in connection with the Issue, which is available on the website of our Company at [www.anandrathi.com/investors](http://www.anandrathi.com/investors).
19. Engagement Letter dated September 16, 2024 appointing CARE as the industry report provider.
20. Due diligence certificate dated December 14, 2024 addressed to SEBI from the BRLMs.
21. In-principle listing approvals both dated [●] issued by BSE and NSE, respectively.
22. SEBI final observation letter no. [●] dated [●].

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of 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, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

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Pradeep Navratan Gupta  
*Chairman and Managing Director*

**Place:** Mumbai

**Date:** December 14, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of 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, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Priti Pradeep Gupta  
*Executive Director*

**Place:** Mumbai

**Date:** December 14, 2024



## DECLARATION

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### SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Roop Kishor Bhootra  
*Whole Time Director*

**Place:** Mumbai

**Date:** December 14, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of 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, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Vishal Jugal Kishore Laddha  
*Whole-time Director*

**Place:** Mumbai

**Date:** December 14, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of 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, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

---

Suresh Mannalalji Kakani  
*Independent Director*

**Place:** Mumbai

**Date:** December 14, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of 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, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

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Suresh Kishinchand Khatanhar  
*Independent Director*

**Place:** Mumbai

**Date:** December 14, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of 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, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

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Vijay Kumar Agarwal  
*Independent Director*

**Place:** Mumbai

**Date:** December 14, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of 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, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sudha Pravin Navandar  
*Independent Director*

**Place:** Mumbai

**Date:** December 14, 2024

## DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of 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, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

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Tarak Kumarpal Shah  
*Chief Financial Officer*

**Place:** Mumbai

**Date:** December 14, 2024