



ANGEL BROKING LIMITED

Our Company was originally incorporated on August 8, 1996 as M. BNL Securities Private Limited, a private limited company, under the Companies Act, 1956, with the RoC. Thereafter, our Company was converted from a private limited company to a deemed public company, pursuant to Section 43A of the Companies Act, 1956, and consequently, the term "private" was deleted by the RoC from the name of our Company with effect from March 15, 1997. Thereafter, our Company was converted from a deemed public company to a private limited company and consequently, the name of our Company was changed to M. BNL Securities Private Limited and the term "private" was added by the RoC to the name of our Company with effect from June 17, 2003. Subsequently, the name of our Company was changed to Angel Infra Private Limited pursuant to a special resolution passed by our Shareholders on March 15, 2005 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on March 31, 2005. Further, the name of our Company was changed to Angel Global Capital Private Limited pursuant to a special resolution passed by our Shareholders on December 16, 2008 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on January 22, 2009. Thereafter, the name of our Company was changed to Angel Broking Private Limited pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited), and such change was approved pursuant to a special resolution passed by our Shareholders on May 2, 2012 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on May 16, 2012. Subsequently, our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by the Shareholders of our Company on June 22, 2018 and the name of our Company was changed to Angel Broking Limited. A fresh certificate of incorporation consequent to the conversion of the Company to a public limited company was issued by the RoC on June 28, 2018. For further details, please see the section entitled "History and Certain Corporate Matters" on page 165.

Registered Office: G-1, Ground Floor, Akuriti Trade Centre, Road No. 7, MIDC, Andheri (East), Mumbai 400 093; **Tel:** +91 22 4000 3600; **Fax:** +91 22 2835 8811

Corporate Office: Unit 601, 6th Floor, Akuriti Star, Central Road, MIDC, Andheri (East), Mumbai 400 093; **Tel:** +91 22 3935 7600; **Fax:** +91 22 3935 7699

Contact Person: Naheed Patel, Company Secretary and Compliance Officer

E-mail: investors@angelbroking.com; **Website:** www.angelbroking.com

Corporate Identity Number: U67120MH1996PLC101709

PROMOTERS OF OUR COMPANY: DINESH D. THAKKAR, ASHOK D. THAKKAR AND SUNITA A. MAGNANI

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF ANGEL BROKING LIMITED ("OUR COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) AGGREGATING UP TO ₹ 6,000.00 MILLION COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 3,000.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 208.35 MILLION BY ASHOK D. THAKKAR AND OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 31.25 MILLION BY SUNITA A. MAGNANI (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS"), OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 1,200.02 MILLION BY IFC (THE "INVESTOR SELLING SHAREHOLDER") AND OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 1,560.38 MILLION BY THE INDIVIDUAL SELLING SHAREHOLDERS (TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS") AGGREGATING UP TO ₹ 3,000.00 MILLION (THE "OFFER FOR SALE", TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER WILL CONSTITUTE AT LEAST [●] % OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL*.

* Subject to requirements of the SEBI ICDR Regulations, if the Company and the Investor Selling Shareholder, in consultation with the BRLMs, decide to increase the Offer size between the filing of this Draft Red Herring Prospectus with SEBI and the Red Herring Prospectus with the RoC, any such increase in the Offer size shall not exceed ₹ 300.00 million and such increase in Offer size will be achieved by increasing the number of Equity Shares to be sold by the Investor Selling Shareholder in the Offer.

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE INVESTOR SELLING SHAREHOLDER AND THE BRLMs, AND WILL BE ADVERTISED IN: (I) ALL EDITIONS OF ENGLISH NATIONAL DAILY NEWSPAPER, [●], (II) ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER, [●], AND (III) THE MUMBAI EDITION OF THE MARATHI NEWSPAPER, [●] (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges by issuing a press release, and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), this is an Offer for at least 25.00% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made in accordance with Regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), through the Book Building Process wherein not more than 50.00% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs"), provided that our Company, in consultation with the BRLMs may, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, please see the section entitled "Offer Procedure" on page 388.

RISK IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Offer Price (determined and justified by our Company in consultation with the Investor Selling Shareholder and the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process and as stated in the section entitled "Basis for the Offer Price" on page 106) 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 active or sustained trading of the Equity Shares or the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in respect of the Offer. In making an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), and SEBI does not guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the Bidders is invited to the section entitled "Risk Factors" on page 17.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received "in-principle" approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, please see the section entitled "Material Contracts and Documents for Inspection" on page 449.

BOOK RUNNING LEAD MANAGERS

REGISTRAR TO THE OFFER

<p>ICICI Securities Limited ICICI Centre H.T. Parekh Marg Churchgate Mumbai 400 020 Tel: +91 22 2288 2460 Fax: +91 22 2282 6580 E-mail: angel.ipo@icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Suyash Jain/Rupesh Khant SEBI Registration No.: INM000011179</p>	<p>Edelweiss Financial Services Limited 14th Floor, Edelweiss House Off CST Road Kalina Mumbai 400 098 Tel: +91 22 4009 4400 Fax: +91 22 4086 3610 E-mail: angelbroking.ipo@edelweissfin.com Investor Grievance E-mail: customerservice.mb@edelweissfin.com Website: www.edelweissfin.com Contact Person: Hargun Singh Dhody/ Pradeep Tewani SEBI Registration No.: INM0000010650</p>	<p>SBI Capital Markets Limited 202, Maker Tower 'E' Cuffe Parade Mumbai 400 005 Tel: +91 22 2217 8300 Fax: +91 22 2218 8332 E-mail: angelbroking.ipo@sbicaps.com Investor Grievance E-mail: investor.relations@sbicaps.com Website: www.sbicaps.com Contact Person: Karan Saverdekar SEBI Registration No.: INM000003531</p>	<p>Link Intime India Private Limited C-101, 1st floor, 247 Park Lal Bahadur Shastri Marg Vikhroli (West) Mumbai 400 083 Tel: +91 22 4918 6200 Fax: +91 22 4918 6195 E-mail: angel.ipo@linkintime.co.in Investor Grievance E-mail: angel.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058</p>

BID/OFFER PROGRAMME

BID/OFFER OPENS ON: [●]⁽¹⁾

BID/OFFER CLOSES ON: [●]⁽²⁾

- (1) Our Company in consultation with the BRLMs may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.
- (2) Our Company may, in consultation with the Investor Selling Shareholder and the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

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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 unless otherwise specified, shall have the meaning as provided below. References to any legislations, acts, regulations, rules, guidelines or policies shall be to such legislations, acts, regulations, rules, guidelines or policies 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 such provision.

The words and expressions used in this Draft Red Herring Prospectus, but not defined herein shall have the meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules, regulations and guidelines issued thereunder.

The terms not defined herein but used in the sections entitled “Statements of Tax Benefits”, “Financial Statements”, “Outstanding Litigation and Material Developments”, “Main Provisions of the Articles of Association” and “Offer Procedure – Part B” on pages 109, 210, 353, 427 and 397, respectively, shall have the meanings ascribed to such terms in these respective sections.

General Terms

Term	Description
“our Company”, “the Company” or “the Issuer”	Angel Broking Limited, a company incorporated under the Companies Act, 1956
“we”, “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company and our Subsidiaries
Subsidiaries	Subsidiaries of our Company, namely Angel Financial Advisors Private Limited, Angel Fincap Private Limited, Angel Securities Limited, Angel Wellness Private Limited and Mimansa Software Systems Private Limited

Company and Selling Shareholders Related Terms

Term	Description
Articles of Association or AoA	Articles of Association of our Company, as amended from time to time
Audit Committee	Audit committee of the Board described in the section entitled “Our Management” on page 186
AFPL	Angel Fincap Private Limited
AFAPL	Angel Financial Advisors Private limited
AIB	Angel Insurance Brokers and Advisors Private Limited
ASL	Angel Securities Limited
AWPL	Angel Wellness Private Limited
Board or Board of Directors	Board of Directors of our Company, or a duly constituted committee thereof
Corporate Office	Corporate office of our Company situated at Unit 601, 6 th Floor, Akruiti Star, Central Road, MIDC, Andheri (East), Mumbai 400 093
Corporate Social Responsibility Committee	Corporate social responsibility committee of the Board described in the section entitled “Our Management” on page 186
Director(s)	Director(s) of our Company
Equity Shares	Equity shares of our Company of face value of ₹10 each
ESOP 2018	Angel Broking Employee Stock Option Plan 2018
ESPS 2017	Angel Broking Employee Share Purchase Scheme 2017
Group Companies	Companies which are covered under the applicable accounting standards and also other companies as considered material by our Board, as identified in the section entitled “Our Group Companies” on page 204
IFC	International Finance Corporation
Individual Selling Shareholders	Amit Majumdar (jointly held with Dolly Majumdar), Ashok Popatlal Shah, Ashwin S. Thakkar, Bela Mukesh Gandhi (jointly held with Mukesh Gandhi), Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah), Chandresh Popatlal Shah, Deepak T. Thakkar, Lalit T. Thakkar, Mahesh D. Thakkar, Manjula Ramnik Gala, Mukesh Gandhi (jointly held with Bela Mukesh Gandhi), Muskaan Doultani, Nikhil H. Daxini and Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah)

Term	Description
Investor Selling Shareholder	IFC
JJAPL	Jack & Jill Apparel Private Limited
Key Management Personnel	Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, and as disclosed in the section entitled “ <i>Our Management</i> ” on page 186
Memorandum of Association or MoA	Memorandum of association of our Company, as amended from time to time
MSSPL	Mimansa Software Systems Private Limited
NMSPL	Nirwan Monetary Services Private Limited
Nomination and Remuneration Committee	Nomination and remuneration committee of the Board described in the section entitled “ <i>Our Management</i> ” on page 186
Promoter Group	Persons and entities constituting the promoter group in accordance with Regulation 2(1)(zb) of the SEBI ICDR Regulations. For details of our Promoter Group, please see the section entitled “ <i>Our Promoters and Promoter Group</i> ” on page 200
Promoters	Dinesh D. Thakkar, Ashok D. Thakkar and Sunita A. Magnani
Promoter Selling Shareholders	Ashok D. Thakkar and Sunita A. Magnani
Registered Office	Registered office of our Company situated at G-1, Ground Floor, Akruiti Trade Centre, Road No.7, MIDC, Andheri (East), Mumbai 400 093
Registrar of Companies or RoC	Registrar of Companies, Maharashtra at Mumbai situated at 100 Everest, Marine Drive, Mumbai 400 002
Restated Consolidated Financial Information	The restated consolidated statement of assets and liabilities as at June 30, 2018 and the Financial Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and the restated consolidated statements of profits and losses and restated consolidated statement of cash flows for the three month period ended June 30, 2018 and the Financial Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 of Angel Broking Limited
Restated Financial Statements	Collectively, the Restated Standalone Financial Information and the Restated Consolidated Financial Information
Restated Standalone Financial Information	The restated standalone statement of assets and liabilities as at June 30, 2018 and the Financial Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and the restated standalone statements of profits and losses and restated standalone statement of cash flows for the three month period ended June 30, 2018 and the Financial Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 of Angel Broking Limited
Selling Shareholders	Investor Selling Shareholder, Individual Selling Shareholders and Promoter Selling Shareholders
Shareholders	Shareholders of our Company who hold Equity Shares from time to time
Stakeholders’ Relationship Committee	Stakeholders’ relationship committee of the Board described in the section entitled “ <i>Our Management</i> ” on page 186
Statutory Auditors	Statutory auditors of our Company, being S. R. Batliboi & Co. LLP, Chartered Accountants

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the 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 or transfer, as the case may be, of the Equity Shares pursuant to the Offer to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted Equity Shares 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 Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 100.00 million

Term	Description
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The 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 Bid/Offer Period	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Offer 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 Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLMs
Anchor Investor Portion	Up to 60.00% 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
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, in terms of the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Escrow Collection Bank(s), Refund Bank(s) and Public Offer Bank(s)
Basis of Allotment	The basis on which Equity Shares will be Allotted to successful Bidders under the Offer. For further details, please see the section entitled " <i>Offer Procedure</i> " on page 388
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by the 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 in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in: (i) all editions of English national daily newspaper, [●], (ii) all editions of the Hindi national daily newspaper, [●], and (iii) the Mumbai edition of the Marathi newspaper, [●] (Marathi being the regional language of Maharashtra where our registered office is located), each with wide circulation, being [●]. Our Company in consultation with the Investor Selling Shareholder and the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in: (i) all editions of English national daily newspaper, [●], (ii) all editions of the Hindi national daily newspaper, [●], and (iii) the Mumbai edition of the Marathi newspaper, [●] (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation, being [●]

Term	Description
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the Bid cum Application 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
Book Running Lead Managers or BRLMs	I-Sec, Edelweiss and SBICAP
Book Building Process	Book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	The broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the websites of the Stock Exchanges
Cash Escrow Agreement	The cash escrow agreement dated [●] to be entered into between our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer, the Escrow Collection Bank and the Syndicate Members in relation to matters including, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	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 circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Confirmation of Allocation Note or CAN	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated Equity Shares, after the Anchor Investor Bid/Offer Period
Cut-off Price	The Offer Price finalised by our Company in consultation with the Investor Selling Shareholder and the BRLMs. Only Retail Individual Bidders (subject to the Bid Amount being up to ₹200,000) are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidders' address, name of the Bidders' father or husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35 or at such other website as may be prescribed by SEBI from time to time
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 websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)

Term	Description
Designated Date	The date on which funds are transferred by the Escrow Collection Bank from the Escrow Account or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, upon the finalisation of the Basis of Allotment, in consultation with the Designated Stock Exchange
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders, in relation to the Offer
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 websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	[●]
Dividend Payout Ratio	Dividend for a period divided by the net profit for that period
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated September 3, 2018, 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 Offer, including any addenda or corrigenda thereto
Edelweiss	Edelweiss Financial Services Limited
Eligible NRI	NRI eligible to invest under Schedule 3 and Schedule 4 of the FEMA Regulations, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Escrow Account	‘No-lien’ and ‘non-interest bearing’ account opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	A bank, which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with which the Escrow Account will be opened, in this case being [●]
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears 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 Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	The fresh issue of up to [●] Equity Shares aggregating up to ₹ 3,000.00 million by our Company
General Information Document/GID	The General Information Document for investing in public issues, prepared and issued in accordance with SEBI circular number CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI, as amended from time to time and suitably modified. For further details, please see the section entitled “Offer Procedure” on page 388
I-Sec	ICICI Securities Limited
Maximum RIB Allottees	The 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
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement dated [●], to be entered into between our Company and the Monitoring Agency, in relation to the responsibilities and obligations of the Monitoring Agency
Mutual Fund Portion	5.00% of the Net QIB 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 Offer Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Proceeds	Proceeds of the Fresh Issue less our Company’s share of the Offer Expenses.

Term	Description
	For further information about the use of the Offer Proceeds and the Offer Expenses, please see the section entitled “ <i>Objects of the Offer</i> ” on page 99
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidders/NIIIs	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 200,000.00 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15.00% of the Offer comprising [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident/NR	A person resident outside India, as defined under FEMA and includes NRIs, FVCIs and FPIs
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
Offer	The initial public offer of up to [●] Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share), aggregating up to ₹ 6,000.00 million, consisting of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 3,000.00 million and the Offer for Sale of up to [●] Equity Shares aggregating up to ₹ 3,000.00 million* <small>* Subject to requirements of the SEBI ICDR Regulations, if the Company and the Investor Selling Shareholder, in consultation with the BRLMs, decide to increase the Offer size between the filing of this Draft Red Herring Prospectus with SEBI and the Red Herring Prospectus with the RoC, any such increase in the Offer size shall not exceed ₹ 300.00 million and such increase in Offer size will be achieved by increasing the number of Equity Shares to be sold by the Investor Selling Shareholder in the Offer.</small>
Offer Agreement	The agreement dated September 3, 2018 entered into between our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to [●] Equity Shares by the Selling Shareholders at the Offer Price aggregating up to ₹ 3,000.00 million, consisting of an offer for sale of up to [●] Equity Shares aggregating up to ₹ 1,200.02 million by the Investor Selling Shareholder, up to [●] Equity Shares aggregating up to ₹ 208.35 million by Ashok D. Thakkar, up to [●] Equity Shares aggregating up to ₹ 31.25 million by Sunita A. Magnani, up to [●] Equity Shares aggregating up to ₹ 9.27 million by Amit Majumdar (jointly held with Dolly Majumdar), up to [●] Equity Shares aggregating up to ₹ 50.00 million by Ashok Papatlal Shah, up to [●] Equity Shares aggregating up to ₹ 83.34 million by Ashwin S. Thakkar, up to [●] Equity Shares aggregating up to ₹ 9.27 million by Bela Mukesh Gandhi (jointly held with Mukesh Gandhi), up to [●] Equity Shares aggregating up to ₹ 111.05 million by Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah), up to [●] Equity Shares aggregating up to ₹ 50.00 million by Chandresh Papatlal Shah, up to [●] Equity Shares aggregating up to ₹ 208.35 million by Deepak T. Thakkar, up to [●] Equity Shares aggregating up to ₹ 660.80 million by Lalit T. Thakkar, up to [●] Equity Shares aggregating up to ₹ 0.64 million by Mahesh D. Thakkar, up to [●] Equity Shares aggregating up to ₹ 10.42 million by Manjula Ramnik Gala, up to [●] Equity Shares aggregating up to ₹ 197.91 million by Mukesh Gandhi (jointly held with Bela Mukesh Gandhi), up to [●] Equity Shares aggregating up to ₹ 52.09 million by Muskaan Doultani, up to [●] Equity Shares aggregating up to ₹ 6.18 million by Nikhil H. Daxini and up to [●] Equity Shares aggregating up to ₹ 111.05 million by Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah)
Offer Price	The final price at which Equity Shares will be Allotted in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company in consultation with the Investor Selling Shareholder and the BRLMs on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Offer Proceeds	The proceeds of the Offer that will be available to the Company and the Selling Shareholders. For further details on use of Offer Proceeds, please see the section entitled “ <i>Objects of the Offer</i> ” on page 99
Price Band	The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including revisions thereof.

Term	Description
	The Price Band and the minimum Bid Lot for the Offer will be decided by our Company in consultation with the Investor Selling Shareholder and the BRLMs and will be advertised at least five Working Days prior to the Bid/Offer Opening Date, in: (i) all editions of English national daily newspaper, [●], (ii) all editions of the Hindi national daily newspaper, [●], and (iii) the Mumbai edition of the Marathi newspaper, [●] (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation and will be made available to the Stock Exchanges for the purposes of uploading on their respective websites
Pricing Date	The date on which our Company in consultation with the Investor Selling Shareholder and the BRLMs, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto
Public Offer Account	‘No-lien’ and ‘non-interest bearing’ account opened, in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Offer Bank	The bank(s) with which the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50.00% of the Offer comprising [●] Equity Shares which shall be allocated to QIBs (including Anchor Investors), on a proportionate basis. Our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis subject to valid Bids being received at or above the Offer Price.
QIBs / QIB Bidders / Qualified Institutional Buyers	The qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The red herring prospectus dated [●] to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account(s)	‘No-lien’ and ‘non-interest bearing’ account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount shall be made
Refund Bank(s)	[●]
Registered Brokers	The stock brokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	The registrar agreement dated September 3, 2018, entered into between our Company, the Selling Shareholders and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer or Registrar	Link Intime India Private Limited
Retail Individual Bidder(s)/Retail Individual Investor(s)/RII(s)/RIB(s)	Resident Indian individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta) and Eligible NRIs
Retail Portion	The portion of the Offer being not less than 35.00% of the Offer comprising [●] Equity Shares which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s).

Term	Description
	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 can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.
RTAs/Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
SBICAP	SBI Capital Markets Limited
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement namely, [●]
Share Escrow Agreement	The share escrow agreement dated [●] to be entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the respective portion of the offered Equity Shares by the Selling Shareholders and credit of such Equity Shares to the demat accounts of the Allottees
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Syndicate/Members of the Syndicate	The BRLMs and the Syndicate Members
Syndicate Agreement	The syndicate agreement dated [●] to be entered into between our Company, the Selling Shareholders, the Members of the Syndicate in relation to collection of Bid cum Application Forms by the Syndicate
Syndicate Members	The intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Underwriters	BRLMs and Syndicate Members
Underwriting Agreement	The underwriting agreement dated [●] to be entered into between our Company, the Selling Shareholders, the Underwriters, on or after the Pricing Date, but prior to filing the Prospectus with the RoC
Wilful Defaulter	Company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and includes any company whose director or promoter is categorised as such
Working Days	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; (b) Bid/Offer Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges. “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Technical/Industry Related Terms/Abbreviations

Term	Description
ADTO	Average Daily Turnover
AUM	Assets under Management
B15	Beyond top 15 cities
CRISIL Report	The report entitled “Assessment of broking and financial products distribution industry in India” dated August, 2018 prepared by CRISIL Research, a division of CRISIL Limited
CRISIL Research	The research division of CRISIL Limited
DKYC	Digital Know Your Customer
ELSS	Equity-linked savings scheme
F&O	Futures and options

Term	Description
LAS	Loan against shares
MOSPI	Ministry of Statistics and Program Implementation
NASDAQ	National Association of Securities Dealers Automated Quotations
NYSE	New York Stock Exchange
OECD	Organisation for Economic Co-operation and Development
PMS	Portfolio Management Services
Sub-broker	Sub-brokers and authorized persons
SIP	Systematic investment plan
T15	Top 15 cities
TRAI	The Telecom Regulatory Authority of India
UPI	Unified payments interface

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./Rupees/INR	Indian Rupees
AGM	Annual general meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AMC	Asset management company
AMFI	Association of Mutual Funds in India
AMFI Guidelines	'Revised Code of Conduct for Intermediaries of Mutual Funds' issued by AMFI read in consonance with the SEBI Master Circular for mutual funds dated July 10, 2018
AS/Accounting Standards	Accounting standards issued by the ICAI
BSE	BSE Limited
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III FPIs	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CAGR	Compounded Annual Growth Rate, calculated as $(\text{ending value}/\text{starting value})^{(1/\text{number of years})} - 1$
CCRL	CDSL Commodity Repository Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the sections, along with the relevant rules made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India under D/o IPP F. No. 5(1)/2017-FC-1 dated the August 28, 2017, effective from August 28, 2017
CPC	Code of Civil Procedure, 1908
Cr.P.C.	Code of Criminal Procedure, 1973
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number

Term	Description
DP ID	Depository Participant's Identification
DP/Depository Participant	A depository participant as defined under the Depositories Act
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Financial Year/Fiscal/ Fiscal Year/FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FIPB	Foreign Investment Promotion Board
FIR	First information report
FPI	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GAAR	General anti-avoidance rules
Gazette	Gazette of India
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
IMF	International Monetary Fund
Income Tax Act	The Income-tax Act, 1961
Ind AS	Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
Insolvency Code	Insolvency and Bankruptcy Code, 2016
IPC	Indian Penal Code, 1860
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Registration of Corporate Agents Regulations	Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015
IST	Indian Standard Time
IT	Information Technology
KYC	Know Your Customer
MCA	Ministry of Corporate Affairs, Government of India
MCX	Multi Commodity Exchange of India Limited
MIDC	Maharashtra Industrial Development Corporation
Mn/mn	Million
Mutual Funds	Mutual funds registered under the SEBI Mutual Funds Regulations
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non-Banking Financial Company
NCDEX	National Commodity & Derivatives Exchange Limited
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	Negotiable Instruments Act, 1881
NERL	National E-Repository Limited
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 60.00% by NRIs including overseas trusts, in which not less than 60.00% 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

Term	Description
	benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PFRDA	Pension Fund Regulatory and Development Authority
PFRDA Act	Pension Fund Regulatory and Development Authority Act, 2013
PFRDA (POP) Regulations	Pension Fund Regulatory and Development Authority (Point of Presence) Regulations, 2015
Prevention of Money Laundering Act	Prevention of Money Laundering Act, 2002
Regulation S	Regulations S under the Securities Act
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI Buy Back of Securities Regulations	Securities and Exchange Board of India (Back of Securities) Regulations, 1998
SEBI Certification of Associated Persons Regulations	Securities and Exchange Board of India (Certification of Associated Persons in the Securities Markets) Regulations, 2007
SEBI Depositories and Participants Regulations	Securities and Exchange Board of India (Depositories and Participants Regulations) 1996
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Intermediaries Regulations	Securities and Exchange Board of India (Intermediaries) Regulations, 2008
SEBI Intermediaries Circular on Conflicts	Circular bearing number CIR/MIRSD/5/2013 dated August 27, 2013 issued by the Securities and Exchange Board of India on General Guidelines for dealing with Conflicts of Interest of Intermediaries, Recognised Stock Exchanges, Recognised Clearing Corporations, Depositories and their Associated Persons in Securities Market
SEBI Investment Advisers Regulations	Securities and Exchange Board of India (Investment Advisers) Regulations, 2013
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI Portfolio Managers Regulations	Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993
SEBI PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
SEBI Research Analysts Regulations	Securities and Exchange Board of India (Research Analysts) Regulations, 2014
SEBI Stock Brokers and Sub-brokers Regulations	Securities and Exchange Board of India (Stock Brokers and Sub-brokers) Regulations, 1992
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Term	Description
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
Securities Act	U.S. Securities Act, 1933
SICA	The erstwhile Sick Industrial Companies (Special Provisions) Act, 1985
Stamp Act	The Indian Stamp Act, 1899
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities Transaction Tax
Systemically Important NBFC	Systemically important non-banking financial company as defined under Regulation 2(1)(zla) as a non-banking financial company registered with the RBI and having a net-worth of more than ₹ 5,000.00 million as per the last audited financial statements
TAN	Tax deduction account number
UPI	Unified Payment Interface
U.S./US/U.S.A/United States	United States of America
USD/US\$	United States Dollars
MSEI	Metropolitan Stock Exchange of India Limited
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India and all references to the “U.S.”, “US”, “U.S.A.” or “United States” are to the United States of America.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from our Restated Financial Statements. For further information, please see the section entitled “*Financial Information*” on page 210. Certain other financial information pertaining to our Group Companies is derived from their respective financial statements.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year.

The Restated Financial Statements are prepared and presented in accordance with Indian GAAP, in each case restated in accordance with the requirements of the SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2016)” issued by ICAI.

There are significant differences between Indian GAAP, 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. 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, the Indian GAAP 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.

Unless the context otherwise indicates, any percentage amounts, relating to the financial information of our Company in the sections entitled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditional and Results of Operations*” on pages 17, 148 and 327, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Financial Statements.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” are to United States Dollar, the official currency of the United States.

Except otherwise specified, our Company has presented certain numerical information in this Draft Red Herring Prospectus in “million” units. One million represents 1,000,000.00 and one billion represents 1,000,000,000.00.

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. All figures used in this Draft Red Herring Prospectus, including those that have been derived from our Restated Financial Statements, in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. However, where any figures may have been sourced from third-party industry reports, such figures may be rounded off to its first decimal to conform to their respective sources.

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.

The following table provides, for the periods indicated, information with respect to the exchange rate between the Rupee and the US\$:

(Amount in ₹ per US\$)

Currency	As on June 30, 2018	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014
1 US\$	68.58	65.04	64.84	66.33	62.59	60.10

Source: RBI Reference Rate

In the event that June 30 or March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report entitled “Assessment of broking and financial products distribution industry in India” dated August, 2018 prepared by CRISIL Research (the “**CRISIL Report**”) and publicly available information as well as other industry publications and sources. The CRISIL Report has been prepared at the request of our Company.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. We believe the industry and market data used in this Draft Red Herring Prospectus is reliable, however, it has not been independently verified by our Company, the Selling Shareholders or the BRLMs or any of their respective affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and assumptions and is subject to change based on various factors. For details in relation to the risks involving the CRISIL Report, please see the section entitled “*Risk Factors*” on page 17.

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 business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

Disclaimer of CRISIL Limited

Please see below the disclaimer of CRISIL Limited:

“CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any company / entity covered in the Report and no part of this report should be construed as an investment advice. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL’s Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL’s Ratings Division / CRIS. No part of this Report may be published / reproduced in any form without CRISIL’s prior written approval.”

In accordance with the SEBI ICDR Regulations, the section entitled “*Basis for the Offer Price*” on page 106 includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the Selling Shareholders and the BRLMs have independently verified such information.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”, based on our current plans, estimates, presumptions and expectations. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “propose”, “project”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals 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.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, including, 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, incidents of natural calamities, 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:

- General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.
- We are subject to extensive statutory and regulatory requirements and supervision, which have material influence on, and consequences for, our business operations.
- The operation of our businesses is highly dependent on information technology and we are subject to risks arising from any failure of, or inadequacies in, our IT systems.
- We rely on our broking and related services business for a substantial share of our revenue and profitability. Any reduction in our brokerage fee could have material adverse effect on our business, financial condition, cash flows, results of operations and prospects.
- There are operational risks associated with the financial services industry which, if realised, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

For details regarding factors that could cause actual results to differ from expectations, please see the sections entitled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 17, 148 and 327, 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.

There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements 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 Selling Shareholders, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the BRLMs will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

In accordance with requirements of SEBI and as prescribed under applicable law, each Selling Shareholder shall severally and not jointly ensure that the Bidders in India are informed of material developments, in relation to statements and undertakings specifically undertaken or confirmed by such Selling Shareholder in relation to themselves and their respective portion of the

Equity Shares offered in the Offer in the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. Only statements and undertakings which are specifically confirmed or undertaken by the Selling Shareholders, as the case may be, in this Draft Red Herring Prospectus shall, severally and not jointly, deemed to be statements and undertakings made by such Selling Shareholders.

SECTION II: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all 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 below are not the only ones relevant to our business, the Equity Shares and India, but also the industry and segments in which we currently operate. In addition, the risks provided in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. If any of the following risks (or a combination of them) or other risks that are not currently known or are now deemed immaterial actually occurs, our business, prospects, results of operations, cash flows and financial condition could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. Unless specified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Any Bidder seeking to invest in the Equity Shares should pay particular attention to the fact that we are subject to a regulatory environment that may differ significantly from other jurisdictions. In making an investment decision, Bidders must rely on their own examination of us and the terms of the Offer, including the merits and the risks involved. Bidders should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Please read this section in conjunction with other disclosures in this Draft Red Herring Prospectus, including the sections entitled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 148 and 327, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. If our business, results of operations or financial condition suffers, the price of the Equity Shares and the value of your investments therein could decline, and you could lose all or a part of your investments in the Equity Shares.

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 various factors, including (but not limited to) the considerations described below and those disclosed in other sections of this Draft Red Herring Prospectus, including the section entitled “Forward-Looking Statements” on page 15.

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in the section entitled “Financial Statements” on page 210.

INTERNAL RISKS

Risks Relating to our Business and the Financial Services Industry

1. *General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.*

Our business is highly dependent on economic and political conditions in India and other countries. In the past, global economic and political conditions have resulted in volatility in, and negative investor sentiment about, the Indian securities markets. In particular, our brokerage revenue accounted for 61.00% of our total revenue in Financial Year 2018 and 59.79% of our total revenue in the quarter ended June 30, 2018, and is highly dependent upon the levels of activity in the securities markets in India. Any adverse global economic and political conditions may impact, amongst others, the volume of financial assets traded, the number of listed securities and liquidity of the listed securities.

General economic and political conditions in India and globally that affect the Indian securities markets may have a material adverse effect on our business. Global economic and political conditions that may affect the Indian securities markets include macroeconomic and monetary policies, industry-specific trends, mergers and acquisitions activity, legislation and regulations relating to the financial and securities industries, household savings rate, investment in alternative financial instruments, upward and downward trends in the market, business and financial sectors, volatility in security prices, perceived lack of attractiveness of the Indian capital markets, inflation, foreign direct investment, consumer confidence, currency and interest rate fluctuations, and availability of short-term and long-term market funding sources and cost of funding. Moreover, market conditions may change rapidly due to any adverse economic and political conditions and we may not be able to respond to such changes in a timely manner, or at all. Any adverse impact of general economic or political conditions could materially adversely affect our business, financial condition, cash flows, results of operations and prospects.

Further, if inflation or real interest rates were to rise significantly, the trends towards increased financial savings might slow down or reverse, our employee costs may increase and the sales of many of our products and services may decline.

In addition, we are highly susceptible to downturns in general economic conditions and adverse market conditions as they could materially and adversely affect most aspects of our business. Such downturns and adverse market conditions affect our business, results of operations, financial condition, cash flows and prospects in various ways, including but not limited to the following:

- the volume of trading in securities that we offer in our brokerage business may be adversely affected by market movements and volatility, thereby reducing our brokerage revenues;
- the demand for third-party products that we distribute may be adversely affected by market movements and volatility, thereby reducing our commission income;
- we may face higher risk of defaults by clients or counterparties on their contractual obligations;
- we may face increased competition in all our businesses, leading to lower fee and commissions and lower income;
- our treasury operations may be affected by volatility in interest rates;
- our financing costs may increase due to the limited access to liquidity and the capital markets or volatility in interest rates, thereby restricting our ability to raise funding to develop our business; and
- we may not be able to effectively execute our business plans and strategies.

We have grown significantly in the recent past, with our total revenues increasing from ₹ 4,617.27 million in Financial Year 2015 to ₹ 7,843.89 million in Financial Year 2018 and our total revenue being ₹ 2,054.73 million in the quarter ended June 30, 2018. We believe that this growth has been largely influenced by general macroeconomic conditions and rising capital markets in India. Any adverse change in the general macroeconomic conditions or in the Indian capital markets may adversely affect our future growth.

2. *We are subject to extensive statutory and regulatory requirements and supervision, which have material influence on, and consequences for, our business operations.*

Our business activities are subject to extensive supervision and regulation by the Government and various regulatory authorities, such as SEBI, IRDAI, PFRDA, RBI, CCRL, NERL, AMFI, CDSL and the exchanges. We are yet to receive approvals from certain authorities for change in constitution and change in shareholding of our Company. For details of our business activities and registrations with various regulatory authorities, please see the sections entitled “*Our Business*” and “*Government and other Approvals*” on pages 148 and 363, respectively. Further, to undertake some of our business activities, including for the launch of new products, we may need to obtain registrations and approvals under, and comply with, regulations issued by various regulatory authorities, including, SEBI, IRDAI, PFRDA, RBI, CCRL, AMFI, CDSL and exchanges, including, NSE, BSE, MCX, MSEI and NCDEX, from time to time. Such regulations include the SEBI Portfolio Managers Regulations, the SEBI Research Analysts Regulations, the SEBI Investment Advisers Regulations, the SEBI Depository Participant Regulations and the SEBI Stock Brokers and Sub-brokers Regulations, SEBI Mutual Funds Regulations, AMFI Guidelines, IRDAI Registrations of Corporate Agents Regulations and PFRDA (POP) Regulations. Additionally, we need to ensure compliance with various statutes, such as the SCRA read with the SCRR, the SEBI Act, and various rules, regulations, notifications and circulars issued under such statutes. In addition, our business operations are subject to regulatory limits on brokerage fee rates and net worth requirements imposed by the exchanges.

Further, we are subject to various laws relating to the prevention of insider trading, front running and other conflicts of interest. Conflicts of interest may exist between, (i) our departments; (ii) us and our clients; (iii) different clients serviced by us; (iv) our employees and us; (v) our clients and our employees; (vi) our intermediaries and us; or (vii) our intermediaries and our clients. Although we have internal controls and measures in place, 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. For instance, our Company has adopted a conflict of interest policy in relation to conflicts that may arise between the Company and (i) its Subsidiaries, (ii) associates, (iii) joint ventures, (iv) Group Companies, (v) companies under the same management, and (vi) companies under significant influence of our Company.

Such controls and measures may be incorrectly implemented and fail to perform as expected. Any such failure to manage such conflicts could harm our reputation and erode client confidence in us. In addition, potential or perceived

conflicts of interest may also give rise to litigation or regulatory actions. Any of the foregoing could materially and adversely affect our business, financial condition and results of operations.

Additionally, we have adopted various policies and procedures for, among others, regulatory and statutory compliance and risk management, including a code of business conduct and ethics, a code of practice and procedure for fair disclosure of unpublished price sensitive information, an anti-bribery and anti-corruption policy, an anti-money laundering policy and vigil mechanism policy. There is no assurance that such policies would be adequate for preventing all operational risks in a timely manner, or at all, or that a regulatory, governmental, statutory or judicial authority would not deem such policies to be inadequate.

We believe that our business activities and operations are compliant with all applicable laws. However, we cannot assure you that the Government or the regulatory authorities will not take different interpretations regarding applicability of, or compliance with, the laws and regulatory framework governing our business. Moreover, there is no assurance that the Government or regulatory authorities will not take a different interpretation regarding any of our current business activities being restricted or prohibited under applicable laws or the terms of the regulatory registrations and approvals obtained by us. We may be unable to obtain, maintain or renew, or comply with the terms of, the regulatory approvals and registrations applicable to our business activities, and this may have adverse consequences for our business operations. In such an event, we may also be subject to regulatory action, including fines, suspension or termination of approvals or registrations, or restrictions on undertaking all or some of our business activities. For further details, please see the section entitled “*Regulations and Policies*” on page 161.

Our business activities are also subject to periodic inspection by various regulatory authorities, such as SEBI, RBI, IRDAI, PFRDA, CDSL and the exchanges. Any negative findings against us during such inspections may materially and adversely affect our business and results of operations. In the past, the regulatory authorities and exchanges have issued administrative warnings and adverse observations, including in relation to (i) not settling accounts as per the preferences of the clients; (ii) incomplete KYC of clients; (iii) unutilised amount of the client lying with our Company; and (iv) upload of incorrect e-mail IDs of clients on the unique client code databases, amongst others. For further details, please see the section entitled “*Outstanding Litigation and Material Developments*” on page 353.

Additionally, the laws applicable to our business continue to evolve and may be amended, revised or replaced in the future by the Government or regulatory authorities, or due to judicial decisions. For example, SEBI, from time to time, may take additional risk management measures for derivative markets by increasing margin requirements for derivative trading. Such measures may affect our trading volumes and increase trading costs, which may affect our business, financial condition and cash flows. Further, the Government and regulatory authorities also issue instructions or directions regarding conduct of our business activities. We cannot assure you that any of the foregoing will not impose onerous conditions on our business activities, or require us to change the systems, policies and procedures established by us for the purposes of compliance with the applicable laws. Any onerous conditions imposed by, or material changes required to our systems, policies and procedures may increase our compliance cost or adversely affect our business operations.

Due to the nature of business activities undertaken by us, our employees are also required to comply with various regulations, such as SEBI Insider Trading Regulations, SEBI Stock-brokers and Sub-brokers Regulations, SEBI Portfolio Managers Regulations, SEBI Research Analysts Regulations and SEBI Investment Advisers Regulations. Even though we have established an internal framework to monitor the conduct of our employees, we cannot assure you that none of our employees will violate the provisions of applicable law in the course of their employment with us or that all such violations would be detected by us in a timely manner, or at all. Any violation of applicable laws by our employees related to their employment with us may affect our business operations or reputation, or result in imposition of vicarious liability on us by the Government or regulatory authorities.

Further, data collection and storage are increasingly subject to legislation and regulations in various jurisdictions and governments are increasingly acting to protect the privacy and security of personal information. Our attempts to comply with applicable legal requirements may not be successful, and may also lead to increased costs for compliance, which may materially and adversely affect our business, financial condition, cash flows, results of operations and prospects. We could be adversely affected if legislations or regulations are expanded or amended to

require changes in our business practices, or if such legislations or regulations are interpreted or implemented in ways that negatively affect our business, financial condition, cash flows, results of operations and prospects.

3. *The operation of our businesses is highly dependent on information technology and we are subject to risks arising from any failure of, or inadequacies in, our IT systems.*

Our operations rely heavily on the effectiveness of our IT systems and their ability to record and process accurately a large number of transactions on a daily basis and in a timely manner. We have recognised, and continue to address the need to have sophisticated technology systems in place to meet our clients' requirements. A prolonged disruption of, or failure of, our information processing or communications systems would limit our ability to process transactions. This 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 flows and results of operations.

Our system for processing securities transactions is automated and we rely heavily on the ability of our trading system to handle a large number of transactions. While we regularly monitor and upgrade the capacity of our trading system, in anticipation of high volumes of transactions, we cannot assure you that we will be able to process all trading orders at a time of increased demand, including due to increased market volatility. If we are unable to efficiently process all trading orders received, we may lose clients, become subject to client complaints, litigation or regulatory action, face financial losses and may adversely affect our reputation.

Although we back up our business data regularly and have contingency disaster recovery centres for our retail brokerage and distribution businesses located at sites different from our production data centres, we cannot assure you that there will not be an unforeseen circumstance or that our disaster recovery planning is adequate for all eventualities.

The securities industry is characterized by rapidly changing technology and the future success of our business will depend in part on our ability to effectively adapt to technological advances and to emerging industry standards and practices on a cost-effective basis. Online trading platforms and mobile applications are becoming increasingly popular among clients due to their convenience and user-friendliness. We rely heavily on technology, and rely on our electronic brokerage platform and mobile apps to provide a wide range of brokerage and distribution services. If we are unable to keep up with technological changes while our competitors invest in improved or better technologies, they may be able to offer clients better products and user experience. If we are unable to effectively compete on IT-enabled offerings, it could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Our technology operations are also vulnerable to disruptions from human error, catastrophic events including natural disasters, lack of capacity 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 events, and we may not be able to adapt to the evolving technology in the industry. 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.

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.

Please see the risk factor entitled "*We face various risks due to our reliance on third-party intermediaries, sub-brokers, vendors and service providers*" on page 28.

4. We rely on our broking and related services business for a substantial share of our revenue and profitability. Any reduction in our brokerage fee could have material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

We rely on our brokerage business for a substantial share of our revenue and profitability. In Financial Years 2014, 2015, 2016, 2017 and 2018 and the quarter ended June 30, 2018, our brokerage revenue represented 74.07%, 72.06%, 67.96%, 65.07%, 61.00% and 59.79% of our total revenue, respectively.

Our brokerage business depends on trading volume, which is significantly affected by external factors, such as general economic conditions, macroeconomic and monetary policies, market conditions and fluctuations in interest rates, all of which are beyond our control. Our trading volume is also affected by the size of our client base, and the frequency at which they do business through us. We earn brokerage fee based on, among other things, the volume of trades our clients undertake through us. If we fail to maintain and increase our client base, or fail to provide better services and products to retain and attract client activity, our brokerage revenues may be adversely affected.

Our brokerage fee levels are primarily driven by competition. There is constant pressure to lower the brokerage fee in the securities industry, especially as products are standardised and offered online. If we face increased competition on our brokerage fee levels, we will have to provide additional products and services in addition to lowering our brokerage fee, to attract clients. Further, there is no assurance that we will be able to attract such clients without having to reduce our fee, which could have a material adverse effect on our business, financial condition, cash flows and results of operations.

We also offer dealer-based order placement services for our stock and commodity broking to our retail clients. The dealers have close relationships with our clients and are in a position to influence clients to trade in excess of their risk appetite. Transactions not authorized by the clients and excessive trading resulting in losses to client may result in compensation claims from clients. For further details, please see the section entitled “*Outstanding Litigation and Material Developments*” on page 353.

In addition, our brokerage business faces various additional risks, including, among others, significant changes in the technological environment, changes in client preference, restrictions or limitations on offering internet-based trading services, operational risks and regulatory changes, any of which could have a material adverse effect on our business, financial condition and results of operations. For further details, please see the risk factors entitled “*General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, results of operations and prospects*”, “*The operation of our businesses is highly dependent on information technology and we are subject to risks arising from any failure of, or inadequacies in, our IT systems*”, “*We are subject to extensive statutory and regulatory requirements and supervision, which have material influence on, and consequences for, our business operations*” and “*There are operational risks associated with the financial services industry which, if realised, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects*” on pages 17, 20, 18 and 23.

5. Our Company, some of our Directors, our Promoters, our Subsidiaries and certain Group Companies are involved in legal and other proceedings.

Our Company, some of our Directors, our Promoters, our Subsidiaries and certain Group Companies are currently involved in a number of legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable, and include amounts claimed jointly and severally from our Company along with our Promoters, our Directors, our Subsidiaries or Group Companies. The summary of pending litigation in relation to criminal proceedings, tax proceedings, arbitration matters and actions by regulatory or statutory authorities and other material pending litigation involving our Company, our Directors, our Promoters, our Subsidiaries and our Group Companies as on the date of this Draft Red Herring Prospectus has been set out below in accordance with the materiality parameters set out in the section entitled “*Outstanding Litigation and Material Developments*” on page 353.

Litigation involving our Company

Nature of cases	No. of outstanding cases	Amount involved (in ₹ million)
Criminal cases including economic offences	160	53.49
Civil cases	130	129.66

Nature of cases	No. of outstanding cases	Amount involved (in ₹ million)
Taxation matters	7	250.20
Arbitration	60	79.49
Actions by regulatory/ statutory authorities	1	Nil

Litigation involving our Promoters

Nature of cases	No. of outstanding cases	Amount involved (in ₹ million)
Criminal cases including economic offences	8	6.78
Civil cases	1	Nil
Taxation matters	-	-
Arbitration	-	-
Actions by regulatory/ statutory authorities	-	-

Litigation involving our Subsidiaries

Nature of cases	No. of outstanding cases	Amount involved (in ₹ million)
Criminal cases	2	4.77
Civil cases	2	0.43
Taxation matters	1	13.52
Arbitration	-	-
Actions by regulatory/ statutory authorities	-	-
Economic offences	-	-

Litigation involving our Directors

Nature of cases	No. of outstanding cases	Amount involved (in ₹ million)
Criminal cases including economic offences	8	6.78
Civil cases	1	Nil
Taxation matters	-	-
Arbitration	-	-
Actions by regulatory/ statutory authorities	-	-

Litigation involving our Group Companies

Nature of cases	No. of outstanding cases	Amount involved (in ₹ million)
Criminal cases	-	-
Civil cases	-	-
Taxation matters	2	0.31
Arbitration	-	-
Actions by regulatory/ statutory authorities	-	-
Economic offences	-	-

Additionally, we are often subjected to clients' complaints, grievances and lawsuits, including criminal complaints against us and our employees. These include grievances pertaining to product features, pricing, "squaring-off" of open positions, technical issues, website functionality, mis-selling or incomplete information provided, advice and research recommendation, issues with third-party distribution products and unauthorized transactions. We are also subject to the risk of misconduct by our employees, including insider trading and misuse of sensitive information.

Further, our Company has received notices from the Economic Offences Wing, Mumbai dated January 21, 2014 and March 16, 2015, in relation to submission of certain documents and clarifications in relation to the matter involving

Ajay Garg. Our Company has also addressed notices to the Economic Offences Wing, Mumbai in relation to the opening of demat accounts based on forged documentation and unauthorised transfers in such accounts.

Such complaints, lawsuits and regulatory actions are costly to defend and can materially affect our financial condition, even if we are successful in defending them or effectively redress such complaints. If we are unsuccessful in defending these suits or regulatory actions or settling these complaints or disputes, we may have to pay significant damages or penalties. We are also exposed to the risk of adverse publicity as a result of such complaints. Accordingly, even if we are successful in defending or settling them, our reputation could be materially harmed. If any of the above scenarios were to occur, they could materially and adversely affect our business, results of operations, financial condition, cash flows, prospects and our reputation. Further, we may not be able to effectively redress clients' complaints resulting from acts, omissions, or fraud by our employees, sub-brokers or personnel at our dedicated dealer helpdesks and branches in a timely manner or at all, which could adversely affect our results of operations, financial condition, cash flows, prospects and reputation.

We have a practice of providing for the probable liability that may accrue upon adjudication of litigations initiated against us, on the basis of advice received from our lawyers, advocates or consultants conducting or handling the litigation on our behalf. The advice so rendered are based on the judgement of such lawyers, advocates or consultants, which may differ from our actual liability upon adjudication of the litigations. Further, there may be litigation against us that we are unaware of and accordingly, have not been provided for by us.

In determining our provisions for income tax and our accounting for tax-related matters in general, we are required to exercise judgment. We regularly make estimates where the ultimate tax determination is uncertain. We have been, and from time to time may become, subject to tax audits, tax litigation or similar proceedings, the result of which may be materially different from that reflected in our financial statements. The assessment of additional taxes, interest and penalties in connection with such proceedings could be materially adverse to our current and future results of operations and financial condition. For further details, please see the section entitled "*Outstanding Litigation and Material Developments*" on page 353.

Decisions in any of the aforesaid proceedings adverse to our interests may have a material adverse effect on our business, future financial position and results of operations. If the courts or tribunals rule against us or our Directors, our Promoters, our Subsidiaries or our Group Companies, we may face monetary or reputational losses, or both, and may have to make provisions in our financial statements, which could increase our expenses and our liabilities.

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

We face various operational risks related to our business operations in the financial services industry, such as:

- human and systems errors, including in the confirmation, entry or settlement of transactions, due to the complexity and high volume of transactions;
- inadvertent deviations from defined processes and inadvertent errors due to the manual nature of processes;
- delay or failure to timely transfer, pledge or un-pledge securities to and from depository participants;
- failure to establish and maintain an effective controls and compliance oversight on our branch or sub-broker network;
- failure of technology in our processes, including risk management and settlement processes, causing errors or disrupting our operations;
- inadequate technology infrastructure or inappropriate systems architecture;
- failure to adequately monitor and control sub-brokers, authorised persons and personnel at our dedicated dealer helpdesks and branches;
- failure to implement sufficient information security, including cyber-security, and controls;
- failure to maintain appropriate deposits with exchanges;

- mis-selling or fraud by employees;
- fraud by sub-brokers or personnel at our dedicated dealer helpdesks and branches;
- an interruption in services by our critical service providers;
- failure to timely report transactions to concerned intermediaries;
- damage to physical assets;
- failure of our complex automated risk management systems due to incorrect or inadequate algorithms;
- inadequate due diligence, including client verification, non-adherence to anti-money laundering guidelines, KYC processes and client needs analysis, in the sales process; and
- failure to comply with other applicable laws, regulations, accounting norms or regulatory policies, including as a result of the adoption of widely followed market practices.

If any 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.

We have established a system of risk management and internal controls consisting of an organizational risk management framework, policies, risk management system tools and procedures that we consider to be appropriate for our business operations, and we have continued to enhance these systems. Our risk assessment methods depend upon historical market behaviour and statistics, the evaluation of information regarding financial markets, clients or other relevant matters that are publicly available or otherwise accessible to us. Such information may not be accurate, complete or properly evaluated. Moreover, the information and experience data that we rely on may quickly become obsolete as a result of market and regulatory developments, and our historical data may not be able to adequately reflect risks that may emerge from time to time. Inaccuracy in estimates of the level of margin to be maintained by our clients with us for the transactions undertaken by them could result in a shortfall in margins deposited by our clients with us. However, due to the inherent limitations in the design and implementation of risk management systems, including internal controls, risk identification and evaluation, effectiveness of risk control and information communication, our risk management systems and mitigation strategies may not be adequate or effective in identifying or mitigating our risk exposure in all market environments or against all types of risks in a timely manner, or at all. Further, we may not be able to completely avoid the occurrence of or timely detect any operational failure.

We also face the risk of regulatory penalties in our brokerage business from the exchanges or regulators for failures of routine operational processes. In the past, we have been, and in the future may be, penalised by the regulators and exchanges for non-compliance with regulatory rules and bye-laws relating to operational failure, including in connection with cases of operation failure beyond our control.

We may also offer a broader and more diversified range of products, services or solutions. We may not be able to fully appreciate or identify operational risks related to the new products, services or solutions introduced by us from time to time. Accordingly, any risk management measures or controls implemented by us for such new products, services or solutions may not be adequate and we may be subject to liabilities arising therefrom. Further, any failure to change our risk management measures and controls to our developing business in a timely manner could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

7. *We may fail to detect money laundering and other illegal or improper activities in our business operations on a timely basis, which may have an 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. Since, we handle large volumes of monetary transactions for a significant number of clients, the policies and procedures implemented by us for detecting and preventing the use of our brokerage platforms to facilitate money laundering activities may not comprehensively detect or eliminate instances of money laundering.

We are also required to implement effective surveillance controls and measures for ensuring that our electronic brokerage platform is not misused by our clients, sub-brokers, personnel at our dedicated dealer helpdesks or market participants to carry out manipulative trading activities. Failure of the surveillance control and measures implemented by us to detect illegal or improper activities undertaken through our platforms in a timely manner, or at all, could lead regulatory to actions against us and harm our reputation.

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 our controls and measures implemented by us are adequate to detect or eliminate every instance 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.

8. *We face significant competition in our businesses, which may limit our growth and prospects.*

The Indian securities industry is fragmented and typified by low barriers to entry. Accordingly, we face significant competition from companies seeking to attract our clients' financial assets. We compete with, amongst others, Indian and foreign brokerage houses, discount brokerage companies, public and private sector commercial banks, and asset managers. We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation, price and convenience.

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

- substantially greater financial resources;
- longer operating history than us in certain of our businesses;
- greater brand recognition among consumers;
- larger retail client base in India;
- ability to charge lower commissions;
- partnerships with e-commerce companies;
- lower cost of capital; and
- more diversified operations which allow utilisation of funds from profitable business activities to support business activities with lower, or no profitability.

Further, many of our product and service offerings in the brokerage and distribution businesses are easy to replicate. This increases the risk of competition from commercial banks and e-commerce companies to enter the market. Further, any consolidation in the Indian securities industry would also expose us to 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. 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 target new markets. 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, we use technology in almost every aspect of our business, including sales, risk management, fraud detection, client service and settlement. The Indian financial services industry (including securities industry) is undergoing rapid and significant technological and other changes. Our competitors could utilise technology, big data and innovation to simplify and improve the client experience, increase efficiencies, redesign products, improve client targeting, alter business models more effectively than or to effect disruptive changes in the Indian financial services industry. If we do not anticipate, innovate, keep pace with, and adapt to, technological and other changes impacting the Indian financial services industry, it could harm our ability to compete in the market, decrease the attractiveness of our products to clients and materially and adversely affect our business, financial condition and results of operations.

9. *We may not be able to sustain our growth or expand our client and sub-broker base.*

We have experienced significant growth over the last few years, with our total revenues increasing from ₹ 4,617.27 million in Financial Year 2015 to ₹ 7,843.89 million in Financial Year 2018 and our total revenues being ₹ 2,054.73 million in the quarter ended June 30, 2018. Our ability to sustain our growth depends on various factors, including our ability to manage our growth and expand our client and sub-broker base.

We may not be able to sustain our growth in light of competitive pressure or other factors, such as not being able to implement business strategies and development plans effectively and efficiently. Sustained growth may place significant demands on our administrative, operational and financial resources, which we may be unable to handle. 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 business is highly competitive and we need to maintain our client and sub-broker base and attract new clients in order to maintain or grow our market share. Similar to other competitors, we serve our clients and manage client relationships partially through our branches, sub-broker base, digital platforms and dedicated dealer helpdesks. As of June 30, 2018, we had over 11,000 sub-brokers and over 110 branches. We cannot assure you that we will succeed in further expanding our network due to changes in regulatory policies, difficulties in managing a large number of staff and other unforeseeable reasons. In addition, as a result of competition, we may face increased pressures on declining fee and commission rates, and will need to provide better and customized services and products to differentiate ourselves and to retain and attract clients and sub-brokers.

Further, pursuant to SEBI circular dated August 3, 2018, SEBI has discontinued sub-brokers being an intermediary to be registered with SEBI. The sub-brokers having existing registrations with SEBI will have to be registered as an 'authorised person' or 'trading member' by March 31, 2019. Our Company is facilitating the process of obtaining fresh registrations as an 'authorised person' or 'trading member' by its existing sub-brokers. In the event some of the sub-brokers surrender their registrations as a sub-broker or if they fail to obtain registration as an 'authorised person' or 'trading member' by March 31, 2019, there may be a change in the number of sub-brokers associated with the Company, which may have an adverse effect on our business and results of operation.

If we are unable to address the needs of our clients and sub-brokers by offering competitive rates, maintaining high quality client service, continuing product innovation and providing value added services, or if we otherwise fail to meet our clients' and sub-brokers' demands or expectations, we may not be able to sustain our historic growth or lose our existing base to our competitors, which may in turn have a material and adverse effect on our business, financial condition, cash flows, results of operations and prospects.

10. *If we are unable to maintain and enhance the 'Angel' brand equity, the sales of our products and services may suffer which would have a material adverse effect on our financial condition and results of operations.*

We believe that the brand we have developed, has over the years, significantly contributed to the success of our business. We also believe that maintaining and enhancing the 'Angel' brand and sub-brands, are critical to maintaining and expanding our client base. Maintaining and enhancing our brand and sub-brands may require us to make substantial investments in various areas, such as product development, marketing and brand building activities, and these investments may not be successful. Further, in the event that we are not able to maintain the quality of our service or our goodwill is affected for any reason, our business and results of operations may be adversely affected. There can be no assurance that consumers will continue to be receptive to our brand and sub-brands.

In particular, as we expand into new markets, there can be no assurance that consumers in these markets will accept our brand and sub-brands. Further, our brand and sub-brands may also be adversely affected if our public image or reputation is tarnished by any negative publicity. Maintaining and enhancing our brand and sub-brands will depend largely on our ability to anticipate, gauge and respond in a timely manner to changing trends and consumer demands and preferences, and to continue to provide high quality products and services, which we may not do successfully. If we are unable to maintain or enhance our brand image, our results of operations may suffer and our business may be affected.

11. *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 in India have been volatile in the past. They are highly sensitive and fluctuations thereof are dependent upon 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. Our finance costs were ₹ 356.63 million, ₹ 539.30 million and ₹ 946.90 million in Financial Years 2016, 2017 and 2018, respectively and ₹ 225.29 million in the quarter ended June 30, 2018. However, we charge interest at a fixed rate on our financing products, such as margin trade funding. Any volatility in interest rates may adversely affect our business due to, amongst others, reducing profitability margin on our financing products, or our financing products becoming commercially unattractive. Our net interest income from financing activities and net interest margin would be adversely impacted in case of any increase in interest rates, if the yield on our interest-earning assets does not increase simultaneously with or to the same extent as our cost of funds. 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:

- increase in the rates of interest charged on certain financing products in our product portfolio, which may require us to extend repayment period for our clients or result in higher rates of default by our clients;
- increase in defaults resulting from extension of loan maturities and higher instalments due from borrowers;
- reduction in the volume of loan disbursements as a result of a client's inability to service high interest rate payments; and
- inability to raise low cost funds as compared to some of our competitors, who may have access to lower cost deposits.

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.

12. *If research disseminated or advice provided by us contains errors, this could have a material adverse effect on our business, financial condition or results of operations.*

Our retail research team provides our retail clients with research covering over 500 Indian companies across various sectors as of June 30, 2018, in addition to macroeconomic or industry-related research. Although due care and caution is taken in issuing research recommendations, the accuracy, adequacy or completeness of such information, which is based on information obtained from sources that we consider reliable, is not guaranteed. 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 is no assurance that our assumptions, or those relied upon by us, will be accurate or not change, which may affect our accuracy of our research findings. Incorrect research findings 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.

We also provide recommendations to our clients through our research reports and our various applications and our website, which are supplemented by "ARQ", a rule based investment engine. Our recommendations, especially based on ARQ, are based on various details provided to us by the client or collected by us, our analysis of the risk profile of the clients, our market assumptions, our methodologies, our product selection and other criteria. Any errors in collection of data or analysis of the above factors, that our advice depends on, can lead to us dispensing incorrect or

inappropriate advice, which can lead to client complaints, have an adverse effect on our business prospects and harm our reputation.

13. *We could be subject to claims by clients or actions by regulators or both for alleged mis-selling.*

We sell our third-party distribution products through employees as well as intermediaries including sub-brokers, authorised persons, personnel at our dedicated dealer helpdesks and personnel at our branches, as the case may be. Our employees and intermediaries aid our clients in choosing the correct product, explaining the benefits of such product, disclosing product features and advising clients on whether to continue with a particular product or change products.

Under certain circumstances, the above processes might be considered inadequate or there might be misconduct on part of our employees or intermediaries or both. Such misconduct could include activities such as making non-compliant or fraudulent promises of high returns on investments and recommending inappropriate products or fund management strategies. Any case of mis-selling, or recurring cases of mis-selling, 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.

It is also possible that a third party aggregates a number of individual complaints against us with the intention of obtaining increased negotiating power. Further, persons have misrepresented, and in the future may misrepresent, themselves as our authorised intermediaries to defraud clients. Such aggrieved clients have filed and, in the future, may file complaints against us. This could result in significant financial losses as well as loss of our reputation.

14. *We face various risks due to our reliance on third-party intermediaries, sub-brokers, vendors and service providers.*

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 sub-brokers, authorised persons, vendors, personnel at dedicated dealer helpdesks and branches, 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, including sub-brokers;
- 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, 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.

Any of the above risks may result in litigation or regulatory action against us, which could have a material adverse effect on our business, reputation, financial condition and results of operations. Further, certain persons have in the past filed complaints against our sub-brokers. For further details, please see the section entitled "*Outstanding Litigation and Material Developments*" on page 353.

In addition, we compete with other financial institutions to attract and retain sub-brokers, authorised persons and personnel at our dedicated dealer helpdesks and at our branches, to help distribute our products and our success depends upon factors such as the amount of sales commissions and fee we pay (including due to regulatory restrictions), the range of our product offerings, our reputation, our perceived stability, our financial strength, the marketing and services we provide to such intermediaries and the strength of our relationships with them. If we are unable to attract or retain sub-brokers, authorised persons and personnel at our dedicated dealer helpdesks and at our branches, it could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

We also outsource certain of our operations to third-party service providers, including certain tasks relating to printing and storage, and rely on certain 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 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 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 otherwise 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.

15. *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 significantly rely on 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 sub-brokers 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 negligence or fraudulent 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 to regulatory action or other risks, and may adversely affect our reputation, business prospects, financial condition and results of 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 and restructured assets, which could materially and adversely affect our business prospects, financial condition and results of operations. For further details, please see the risk factor entitled “*Credit risks in our day-to-day operations may expose us to significant losses*” on page 32.

16. *Lalit T. Thakkar, one of the members of our Promoter Group and one of the Selling Shareholders, has in the past been debarred from accessing capital markets.*

SEBI had, through an order prohibited Lalit T. Thakkar, one of the members of our Promoter Group and one of the Selling Shareholders, from accessing capital markets for a period of two years from July 30, 1999, for violations under the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003.

17. *We face substantial legal and operational risks in safeguarding personal information.*

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

- our clients;
- our employees; and

- employees of our intermediaries, counterparties, vendors and other third parties.

Ensuring that our collection, use, transfer and storage of personal information complies with all applicable laws and regulations in India may result in:

- increasing our operating costs;
- affecting the development of new products or services;
- demanding significant oversight by our management; and
- requiring us to structure our businesses, operations and systems in less efficient ways.

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.

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 brokerage 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, and our registration and integration with KYC-databases like Unique Identification Authority of India (“UIDAI”) and KYC Registration Agencies like Central Registry of Securitisation Asset Reconstruction and Security Interest. Further, we have entered into an Authentication User Agency Agreement dated November 19, 2015 with UIDAI to provide Aadhar enabled services to our Company.

Our information security, including the security of our IT systems, is managed by us. 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 damage.

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, cause reputational harm or lead to regulatory sanctions, litigation or loss of business. 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.

Hackers are increasingly using powerful new tactics including evasive applications, proxies, tunnelling, encryption techniques, vulnerability exploits, buffer overflows, denial of service attacks, or distributed denial of service attacks, botnets and port scans. If we are unable to avert an attack for any significant period, we could sustain substantial revenue loss from lost sales due to the downtime of critical systems. We may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks. Moreover, we may not be able to immediately detect that such an attack has been launched, if, for example, unauthorized access to our systems was obtained without our knowledge in preparation for an attack contemplated to commence in the future. Cyber-attacks

may target us, our clients, our distribution partners, banks, depositories, exchanges, clearing houses, delivery services, e-commerce in general or the communication infrastructure on which we depend.

18. *We face certain risks related to our distribution business.*

We distribute financial products issued by third-party institutions, through our electronic brokerage platform, physical distribution network, sub-brokers, authorised persons and personnel at our dedicated dealer helpdesks and at our branches. The structure of some 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.

Although 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. For further details, please see the section entitled “*Outstanding Litigation and Material Developments*” on page 353.

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

- 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;
- the clawback of payments from the third-party providers, which is permitted in a majority of our distribution agreements under certain situations, including returns or redemption of certain products by the clients;
- credit risk related to the third-party providers;
- changing client preferences with respect to products that we distribute;
- any adverse change in the relationship with a third-party provider; and
- transition of clients to purchase products directly from such third-party providers.

Any of the above risks could have a material adverse effect on our business, financial condition and results of operations.

19. *A significant decrease in our liquidity could negatively affect our business and reduce client confidence in us.*

Our liquidity and profitability are dependent upon our timely access to, and costs associated with, raising capital. Our funding requirements historically have been met from a combination of term loans, commercial papers and working capital facilities as well as equity contributions. As a financial services company, we face certain additional regulatory restrictions on our ability to obtain financing from banks. For further information, please see the section entitled “*Regulations and Policies*” on page 161.

Maintaining adequate liquidity is crucial to 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 financing, 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, stunt the growth of our business and reduce the confidence of our clients in us, which may result in the loss of client accounts.

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 case of high market volatility or adverse movements in share prices, it is possible that clients may not 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 brokerage services, volatile markets, 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 could 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 business, results of operation and prospects.

20. *Credit risks in our day-to-day operations may expose us to significant losses.*





We may suffer significant losses from credit exposures from our clients and counterparties. Our brokerage and NBFC businesses are 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 positions in our own name and settle accounts with our clients through a trading system or through a risk management system. We are also exposed to credit risk with regard to our fixed deposits placed with banks. We are dependent on a number of parties like brokers, exchanges, banks, registrars and share transfer agents, clearing houses and other intermediaries for our transactions execution or for our day-to-day operations, or both.

If any of these counterparties do not perform their obligations due to bankruptcy, lack of liquidity, downturns in the economy, operational failure, fraud or other reasons, 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. We are also subject to the risk that our rights against these counterparties may not be enforceable in all circumstances.

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 retail clients, allowing them to trade on the basis of margins that they deposit with us. 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. We also extend short term credit to our clients through certain products and face credit risks relating to such receivables if there is an adverse market movement.

21. *We may be subject to claims with respect to our intellectual property and our efforts to protect our intellectual property may not be sufficient.*

Our intellectual property includes trademarks associated with our business, such as “ Angel Broking |  ”, “ Angel Broking”, “ ARQ” “Angel Swift” and “Angel SpeedPro”. We have registered various trademarks associated with our business, which we regard as important to our success. Our Company has a total of 17 registered trademarks, in accordance with the Trademarks Act, 1999.

Additionally, we have made an application dated July 14, 2018 for the registration of our trademark “ ANGEL BEE ”. We cannot assure you that the trademark will be registered in our name as the application is still pending.

While we have made applications for registration of the trademarks and word marks for “Angel – Securities”, “Angel – Trade”, “Angel – Gold” and “Angel”, under various classes in accordance with the Trademarks Act, 1999, but these applications have been objected to or opposed by third parties on grounds including such trademarks and word marks being deceptively similar to the trademarks and word marks registered by such third parties.

Further, competitors or other companies may challenge the validity or scope of our intellectual property. We also rely on a combination of confidentiality provisions to establish and protect our proprietary rights, including with respect to the use of our brand and sub-brands by our employees and sub-brokers. This may not provide adequate protection for our intellectual property, particularly, with respect to our name and logo.

Additionally, the applications for the registration of the “Angel – Securities”, “Angel – Trade”, “Angel – Gold” and “Angel” trademarks were contested by Angel Promoters Private Limited. For further details, please see the section entitled “*Outstanding Litigation and Material Developments – Litigation against our Company – Other matters*” on page 354. Further, our Company has entered into a trademark usage agreement dated August 23, 2018 with our Subsidiaries (namely, AFPL, AFAPL, ASL, AWPL) and our Group Company, Angel Insurance Brokers and Advisors Private Limited, to use the marks owned by our Company.

We may be required to spend significant resources to monitor and police our intellectual property rights. Effective policing of the unauthorized use of our products or intellectual property is difficult and litigation may be necessary in the future to enforce our intellectual property rights. Intellectual property litigation is not only expensive, but time-consuming, regardless of the merits of any claim, and could divert attention of our management from operating our business and harm our reputation. Despite our efforts, we may not be able to detect infringement and may lose competitive position in the market. Intellectual property rights may also be unavailable, unenforceable or limited, which could make it easier for competitors to capture market share.

In addition, we may not be able to prevent third parties from infringing our trademarks as imitation products being sold under our brand and sub-brands. If inferior quality products and services are sold by infringing our trademarks, then our brand name and reputation could be adversely affected. Further, we may not be successful in preventing those who have obtained our proprietary information through employment by us or by our manufacturing partners from using our processes to produce competing products or leaking our proprietary information.

22. *We rely on the Indian exchanges for a significant portion of our business.*

Our brokerage business relies on the Indian exchanges, such as NSE, BSE, MCX, MSEI and NCDEX, and the clearing corporations to execute and settle all our clients’ transactions. Our electronic brokerage platform and our systems for retail 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 have a material adverse effect on our business and results of operations.

To use the services of the exchanges, we are required to be registered as their members. This registration subjects us to various stock 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 could lead to fines, penalties, suspension of our registrations, and in extreme circumstances, termination of our registration. If our registration with the exchanges is terminated, we will be unable to provide brokerage services, which will have a material adverse effect on our business, financial condition and results of operations. In addition, our business operations are subject to regulatory limits on brokerage fee rates and net worth requirements imposed by exchanges.

23. *We are required to maintain various licences and permits for our business from time to time. Any failure or delay in obtaining or renewing licences or permits may adversely affect our operations.*

Our business is subject to compliance with the rules, regulations, bye-laws and circulars prescribed by SEBI, IRDAI, PFRDA, RBI, CCRL, NERL, AMFI, CDSL and exchanges, and other regulatory authorities, and the terms and conditions of the approvals, licences, 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 and when practicable and in accordance with applicable law, while certain other registrations are valid until they are suspended or cancelled by the regulator but are subject to payment of registration fee at a periodic interval. 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 licences and approvals may also be tied to conditions, some of which may be onerous to us and require substantial expenditures. There is no assurance in the future that the licences, 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 licences 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, licences 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 363.

24. *The success of our business depends on our ability to attract and retain senior management and employees in critical roles, and the loss of their services could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.*

The success of our business depends on the continued service of our senior management and various professionals and specialists, information technology specialists, relationship managers and finance professionals (including tax and accounting specialists), legal professionals, risk management specialists, compliance specialists and specialists in other control functions. As a result of ever-increasing market competition, the market demand and competition for experienced management personnel, qualified professionals and specialists has intensified. Our business and financial condition could suffer if we are unable to retain our senior management, or other high-quality personnel, including management in professional departments of business, finance, internal controls and information technology, or cannot adequately and timely replace them upon their departure.

Moreover, we may be required to increase substantially the number of our professionals and specialists in connection with any future growth plans, and we may face difficulties in doing so due to the competition in the financial services industry for such personnel. Our failure to attract, hire, retain or replace competent personnel could materially impair our ability to implement any plan for growth and expansion. Competition for quality employees among business institutions may also require us to increase compensation, which would increase operating costs and reduce our profitability.

Our businesses are dependent on our team of relationship managers who directly manage client relationships. We encourage dedicated relationship managers to service specific clients since we believe that this leads to long-term client relationships, a trust based business environment and over time, better cross-selling opportunities. Our relationship managers also have an in-depth knowledge of the products or services that we provide to their clients and have other specialised knowledge. If we lose our relationship managers to our competitors or if we are otherwise unable to retain such relationship managers, in addition to the cost incurred in replacing them, we may lose the client relationships that they helped maintain. Any such loss could have a material adverse effect of on our business and financial condition.

25. *We face additional risks as we expand our product and service offerings and grow our business.*

We will continue to expand our product offerings and business as permitted by relevant regulatory authorities and market opportunities. New product offerings in our business are required to be compliant with the complex regulatory requirements and trading validation requirements of the exchanges. Failure to consider, identify and provide for all additional risks may result in adverse financial impact on our Company. In the last few years, we have introduced various new products and services including ARQ, Angel BEE and NXT, a platform for sub-brokers. For further details, please see the section entitled “*Our Business*” on page 148.

These activities may expose us to new and increasingly challenging risks, including, but not limited to:

- we may not be successful in enhancing our risk management capabilities and IT systems to identify and mitigate the risks associated with these new products, services and businesses;
- we may be subject to stricter regulatory scrutiny, and increased credit, market, compliance and operational risks;
- we may be unable to obtain regulatory approvals for certain new products in a timely manner, or at all;
- we may have insufficient experience or expertise in offering new products and services and dealing with new counterparties and client;
- we may be unable to hire additional qualified personnel to support the offering of a broader range of products and services;

- our new products and services may not be accepted by clients or meet our profitability expectations; or
- we may be unable to obtain sufficient financing from internal and external sources to support our business expansion.

If we are unable to achieve the intended results with respect to our offering of new products and services, or manage the growth of our business, our business, financial condition, cash flows, results of operations and prospects could be materially adversely affected.

26. *Our insurance coverage could prove inadequate to cover our losses. If we were to incur a serious uninsured loss or a loss that significantly exceed the limits of our insurance policies, it could have a material adverse effect on our business, results of operations and financial condition.*

We have insurance policies providing coverage for our assets against losses from fire, burglary and certain other risks. We also maintain insurance policies against third-party liabilities, including a dealing errors policy, a group term insurance policy, a group personal accident policy and a group health insurance policy to cover the medical expenses incurred by our employees during hospitalisation. We maintain insurance coverage within a range consistent with industry practice to cover certain risks associated with our business and us. We cannot assure you that our current insurance policies will insure us fully against all risks and losses that may arise in the future. In addition, even if such losses are insured, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. In addition, our insurance policies are subject to annual review, and we cannot assure you that we will be able to renew these policies on similar or otherwise acceptable terms, if at all. If we were to incur a serious uninsured loss or a loss that significantly exceeds the limits of our insurance policies, it could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

27. *A significant portion of our revenue and income from our brokerage business is derived from relatively few clients.*

We had approximately 1.11 million brokerage clients with operational accounts as of June 30, 2018, of whom 0.45 million clients had traded on the exchanges in the preceding 12 months. The top 20.00% of our active clients, being, 0.09 million of such active clients accounted for over 85.00% of our income from our brokerage commission as of June 30, 2018. The loss or financial difficulties of such clients, or significant decreases in the overall volumes of trading from such clients, could materially and adversely affect our business, results of operation, financial condition and cash flows.

Brokerage clients who trade in high volumes are typically also sensitive to brokerage fee levels. We cannot assure you that such clients will continue to trade with us, or that we can continue to charge them the same level of brokerage fee.

If we lose such clients due to price competition or otherwise, or we have to offer them significant discounts to retain them, there could be a material and adverse effect on our business, results of operations, financial condition and cash flows. For further details, please see the risk factor entitled “*We rely on our broking and related services business for a substantial share of our revenue and profitability. Any reduction in our brokerage fee could have material adverse effect on our business, financial condition, cash flows, results of operations and prospects*” on page 21.

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

From time to time we may be contingently liable with respect to litigation and claims that arise in the normal course of operations as provided below (disclosed as per AS 29):

Particulars	(in ₹ million)			
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Guarantees:				
Bank guarantees placed at Exchanges as Margin	2,652.50	1,972.50	510.00	1,143.09
Others:				

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Claims against the Company not acknowledged at debts	57.74	58.88	79.16	35.93
Disputed Income Tax Demands not provided for	263.72	104.66	233.34	268.07
TOTAL	2,973.96	2,136.04	822.50	1,447.09

For further details, please see the section entitled “*Financial Statements*” on page 210. There can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current Financial Year or in the future. In the event that the level of contingent liabilities increase, it could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

29. *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 requires a high amount of working capital. For further details of our working capital borrowings, please see the section entitled “*Financial Information*” on page 210.

To finance such capital requirements, we have availed certain loan facilities including overdraft facilities, working capital demand loans and bank guarantees. We cannot assure you that we will be able to raise debt to meet our working capital requirements on commercially acceptable terms in a timely manner or at all. If we have to fund our working capital requirements from infusion of equity, it may result in dilution of shareholding of our existing Shareholders. Further, our Company proposes to utilize the Net Proceeds for its working capital requirements. Any delay in the Offer may have an adverse effect on our business, results of operation, cash flows and financial condition. For further details of the proposed objects of the Offer, please see the section entitled “*Objects of the Offer*” on page 99.

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

Some of our offices are on premises that have been leased by us from third parties through lease or leave and license or tenancy arrangements for fixed terms, typically for 12 to 60 months. Upon expiration of the term of the relevant agreement for each such premise, we will be required to negotiate the terms and conditions on which the lease agreement may be renewed. We cannot assure you that we will be able to renew these agreements on commercially reasonable terms in a timely manner, or at all. Further, some of our Subsidiaries and Group Companies use our Registered Office or Corporate Office as their respective registered offices. The Board authorised our Subsidiaries and our Group Companies to use our Registered Office at a meeting held on August 14, 2018 and we have entered into formal arrangements for the usage of our Corporate Office by our Subsidiaries. We cannot assure you that such premises could not have been leased to third parties on more commercially attractive terms.

Termination of our leases may occur for reasons beyond our control, such as breaches of lease agreements by the landlords of our premises which is detrimental to our operations. If we or our current or future landlords’ breach the lease agreements, we may have to relocate to alternative premises or shut down our operations at that site. Once we obtain a lease for a particular property, we incur significant expenses to install necessary furniture, fittings, lighting, security systems and air conditioning, to ensure such property is designed in line with our brand image. Relocation of any part of our operations may cause disruptions to our business and may require significant expenditure, and we cannot assure you that in such a case, we will be able to find suitable premises on commercially reasonable terms in a timely manner, if at all or we may have to pay significantly higher rent or incur additional expenses towards interiors. Occurrence of any of these factors may materially and adversely affect our business, financial condition and results of operations.

Further, some of our lease deeds for our properties may not be registered and further some of our lease deeds may not be adequately stamped and consequently, may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty. Further, we may not be able to assess or identify all risks and liabilities associated with any properties, such as faulty or disputed title, unregistered encumbrances or adverse possession rights, improperly executed, unregistered or insufficiently stamped instruments, or other defects that we may not be aware of.

In the event that these existing leases are terminated or they are not renewed on commercially acceptable terms or at all, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.

31. *We have incurred indebtedness, and may incur substantial additional indebtedness, which could adversely affect our financial condition, and/or our ability to obtain financing in the future, react to changes in our business and/or satisfy our obligations.*

As of June 30, 2018, we had outstanding long-term borrowings (including current maturities of long-term borrowings) of ₹ 93.21 million and short-term borrowings of ₹ 8,355.03 million. Our indebtedness and other liabilities could have material consequences because:

- we may not be able to repay the loans in a timely manner;
- we may be unable to obtain additional financing, should such a need arise, which may limit our ability to maintain adequate capital with the exchanges or satisfy obligations with respect to our debt;
- a portion of our financial resources must be dedicated to the payment of principal and interest on our debt, thereby reducing the funds available to use for other purposes;
- it may be more difficult for us to satisfy our obligations to the exchanges and creditors, resulting in possible defaults on, and acceleration of, such debt;
- we may be more vulnerable to general adverse economic and industry conditions;
- our ability to refinance debt may be limited or the associated costs may increase; and
- our flexibility to adjust to changing market conditions could be limited, or we may be prevented from carrying out capital spending that is necessary or important to our growth strategy and efforts to improve operating margins of our businesses.

Some of the financing arrangements entered into by us include conditions and covenants that require us to obtain lender's consents prior to carrying out certain activities and entering into certain transactions including certain actions and matters in relation to the Offer. Some of these covenants include, altering our capital structure, changing our current ownership or control, formulating a scheme of amalgamation, material change in management, undertaking guarantee obligations, declaration of dividend, and amending constitutional documents. We are also required to maintain certain financial ratios and ensure compliance with regulatory requirements. We have received consents from all relevant lenders to undertake the Offer.

A failure to observe the covenants under our financing arrangements or failure to obtain necessary waivers may lead to the suspension of any further lending commitments, termination of our credit facilities, acceleration of amounts due under such facilities, trigger cross-default provisions and the enforcement of security provided. There can be no assurance that we will be able to persuade our lenders to grant extensions or refrain from exercising such rights which may adversely affect our operations and cash flows. As a result, we may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Additionally, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing or generate sufficient cash to fund our liquidity requirements.

In addition, we may need to refinance all or a portion of our debt on or before maturity. We cannot assure you that we will be able to refinance any of our debt on commercially reasonable terms or at all. For further information, see "*Financial Indebtedness*" on page 324. Occurrence of any of the above contingencies with respect to our indebtedness could materially and adversely affect our business prospects, financial condition and results of operations.

32. *Dinesh D. Thakkar, one of our Promoters, has provided personal guarantees for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans could trigger repayment obligations on him.*

One of our Promoters, Dinesh D. Thakkar, has guaranteed certain loans availed by our Company, amounting to ₹ 15,250.00 million. As on June 30, 2018, the total amount outstanding in relation to these facilities was ₹ 6,892.07 million. As of June 30, 2018, outstanding amounts from credit facilities personally guaranteed by Dinesh D. Thakkar amounted to ₹ 6,892.07 million, which constituted 62.13% of our consolidated indebtedness as on such date.

Any default or failure by our Company to repay its loans in a timely manner or at all could trigger repayment obligations on the part of Dinesh D. Thakkar in respect of such loans. This, in turn, could have an impact on his ability to effectively service his obligations as a Promoter and a Director of our Company, thereby having an adverse effect on our business, results of operation and financial condition. Furthermore, in the event that Dinesh D. Thakkar withdraws or terminates his guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our business prospects, financial condition, results of operations and cash flows.

33. *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 and capital expenditure requirements.*

Any dividends to be declared and paid by our Company in the future are required to be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend on our Company's future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that our Company will generate sufficient revenues to cover our Company's operating expenses and, as such, pay dividends to our Shareholders in future consistent with our Company's past practices, or at all. For details pertaining to dividend declared by our Company in the past, please see the section entitled "Dividend Policy" on page 208.

34. *We rely in part on our dedicated dealer helpdesks and sub-brokers, and if our dedicated dealer helpdesks and sub-brokers cannot function successfully, our growth and success may be affected.*

In Financial Years 2014, 2015, 2016, 2017 and 2018 and the quarter ended June 30, 2018, revenue from our brokerage commission represented 74.07%, 72.06%, 67.96%, 65.07%, 61.00% and 59.79% of our total revenue, respectively. Our business strategy depends in part on the success of our relationship with our sub-brokers and personnel at our dedicated dealer helpdesks. We may not be able to identify suitable dedicated dealer helpdesks or sub-brokers or we may not correctly manage our existing relationships. Although we have developed criteria to evaluate and screen prospective dedicated dealer helpdesks and sub-brokers, we cannot be certain that the dedicated dealer helpdesks and sub-brokers we select will have the business acumen or financial resources necessary to contribute to our brokerage business.

We have a revenue-sharing system in place with our sub-brokers that has been established pursuant to agreements required by the relevant regulations. Under the terms of these agreements, which are separately negotiated with each sub-broker, we generally receive between a certain percentage of the brokerage or net revenue earned through clients introduced and serviced by our sub-brokers using our technology platforms. Any inability on our part to effectively negotiate brokerage share with the sub-brokers would result in loss in profitability, adverse financial condition and results of operations.

We compete with other financial institutions to attract and retain sub-brokers and our success is largely dependent upon factors such as the amount of sales commissions and fees we pay (including due to regulatory restrictions), the range of our product offerings, our reputation, our perceived stability, our financial strength, the marketing and services we provide to such intermediaries and the strength of our relationships with them. If we are unable to attract or retain sub-brokers, it could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Sub-brokers operate independently and, although we have control of the operations, we do not exercise absolute control over their day-to-day operations. We provide training and support to dedicated dealer helpdesks and sub-brokers and set and monitor operational standards, but there can be no assurance that our training and standards will

be effective, and the quality of operations may be diminished by various factors beyond our control. The failure of dedicated dealer helpdesks and sub-brokers to maintain our standards could adversely affect our reputation, our brand and our business, financial condition, results of operations and prospects. Further, dedicated dealer helpdesks and sub-brokers may also be subject to local laws of the states in which they are located and any non-compliances by such dedicated dealer helpdesks and sub-brokers with local laws may affect our business operations and reputation.

35. *We have entered into certain related-party transactions, and we may continue to do so in the future.*

We have entered into certain transactions with related parties, including with our Promoters, our Subsidiaries and Group Companies, for the distribution of products as well as for office expenses, data centre charges and other expenses incurred in the ordinary course of our business. For details of the related-party transactions during the last five Financial Years and the quarter ended June 30, 2018, as per the requirements under Accounting Standard—18—Related Party Disclosures, please see the section entitled “*Related Party Transactions*” on page 209. We have also paid remuneration to certain of our Directors and officers. For further details, please see the section entitled “*Our Management*” on page 186.

Certain related-party transactions also require the approval of our Shareholders in accordance with applicable laws. There can be no assurance that such transactions will be approved. There can also be no assurance that we will be able to maintain existing terms, or in case of any future transactions with related parties, that such transactions will be on terms favourable to us. While we believe that all of our related-party transactions have been conducted on an arms’ length basis and all such transactions are adequately disclosed in the section entitled “*Related Party Transactions*” on page 209 and are also approved by the Audit Committee of our Board (including whether such transactions are on an arms’ length basis), we cannot assure you that in all such transactions, we could not have achieved more favourable terms than the existing ones.

It is also likely that we will enter into related-party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

36. *Some of our Subsidiaries, Group Companies and Promoter Group entities 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.*

Our Subsidiary, ASL, our Group Companies AIB and NMSPL and our Promoter Group entity, Dartstock Broking Private Limited (erstwhile, Craftsman Apparel Private Limited) (“**DBPL**”) also operate in a similar line of business as our Company and Subsidiaries. ASL is involved in the business of share and stock brokers and is involved in the management of public and private issue of all types of securities. AIB is involved in the business of insurance and re-insurance and NMSPL is registered as an NBFC with the RBI. DBPL is authorised by its memorandum of association to undertake the business of broking, commissioning, leveraging, margin trading, financing, dealing through self or by appointing sub-dealer, sub-brokers, distributors, institutions, in India or abroad, however it has not yet commenced operations. For further details, please see the section entitled “*Our Subsidiaries*”, “*Our Group Companies*” and “*Our Promoters and Promoter Group*” on pages 182, 204 and 200, respectively.

Our Promoters may have conflicts of interest 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 impact our business, financial condition and results of operations.

37. *Our Company has issued Equity Shares at prices that may be lower than the Offer Price in the last 12 months.*

Our Company has issued 57,456,700 Equity Shares pursuant to a bonus issue on March 27, 2018, to holders of Equity Shares as of March 7, 2018, in the ratio 4:1. Further, we have allotted 174,128 Equity Shares on March 28, 2018 under ESPS 2017. For details of allottees and the price at which such Equity Shares were issued, please see the section entitled “*Capital Structure*” on page 84. The issue price at which such Equity Shares were issued may be lower than the Offer Price.

38. *This Draft Red Herring Prospectus contains information from an industry report which we have commissioned from CRISIL Limited and certain facts and statistics derived from Government and third-party sources.*

This Draft Red Herring Prospectus in the sections entitled “Risk Factors”, “Summary of Industry”, “Summary of Our Business”, “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 17, 53, 59, 119, 148 and 327 respectively, includes information that is derived from an industry report titled “Assessment of broking and financial products distribution industry in India” dated August, 2018 prepared by CRISIL Research, pursuant to an engagement with our Company. We commissioned such report for the purpose of confirming our understanding of the brokerage and third-party distribution industries in India. Such data may have been reclassified by us for the purposes of presentation. Neither we, nor any of the BRLMs, our Directors, our Promoters, nor any other person connected with the Offer has verified the information in the commissioned report. CRISIL Research has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the such information and disclaims responsibility for any errors or omissions in the information or for the results obtained from the use of such information. The commissioned report also highlights certain industry and market data, which may be subject to assumptions that may prove to be incorrect. Methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CRISIL Research’s assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the commissioned report is not a recommendation to invest or disinvest in the Equity Shares. Bidders are advised not to unduly rely on the commissioned report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

As of the date of this Draft Red Herring Prospectus, CRISIL Limited is not a related party as defined under Section 2(76) of the Companies Act, 2013, of our Company, our Promoters, our Directors or the BRLMs.

We have also derived certain facts and other statistics in this Draft Red Herring Prospectus from information provided by governments or other third-party sources. Industry sources and publications are prepared based on information as of specific dates and may no longer be current or reflect current trends. While we have taken reasonable care in the reproduction of such information, it has not been prepared or independently verified by us, the BRLMs or any of our or their respective affiliates or advisors, employees and, therefore, we cannot assure you as to the accuracy and reliability of such facts and statistics, which may not be consistent with other information. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to other statistics produced for other purposes and you should not place undue reliance on them. Furthermore, we cannot assure you that they are stated or compiled on the same basis, or with the same degree of accuracy, as similar statistics presented elsewhere. In all cases, you should consider carefully how much weight or importance you should attach to or place on such facts or statistics.

39. *Our Promoters, Directors and Key Management Personnel are interested in our Company other than reimbursement of expenses or normal remuneration or benefits.*

Our Promoters, Dinesh D. Thakkar, Ashok D. Thakkar and Sunita A. Magnani, are interested in our Company to the extent of being the Promoters of our Company and to the extent of their shareholding and dividends payable to them, if any. For further details, please see the section entitled “Our Promoters and Promoter Group” on page 200 and for further details of interest of our Directors and Key Management Personnel in us, please see the section entitled “Our Management” on page 186.

Certain of our Directors and Key Management Personnel may be regarded as interested to the extent of, among other things, remuneration, rental income, sitting fee, commission, performance bonus, long term incentives, and other perquisites and stock options for which they may be entitled to as part of their services rendered to us as an officer or an employee. Our Company has entered into an agreement of leave and license dated August 7, 2018 with our Promoter, Dinesh D. Thakkar in relation to his current residential accommodation, which is owned by our Company. Our Company has granted leave and license to Dinesh D. Thakkar for a period of 12 months commencing from April 1, 2018 to March 31, 2019, for a rental fee of ₹ 0.05 million per month. Further, Dinesh D. Thakkar has transferred and assigned his tenancy on certain commercial premises in favour of erstwhile Angel Capital and Debt Market Limited (now amalgamated with our Company) for an interest free security deposit of ₹ 7.50 million, pursuant to the memorandum of understanding dated November 20, 2007.

Further, certain of our Directors and Key Management Personnel may be regarded as interested in the Equity Shares that may be Allotted, pursuant to the Offer, to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees or promoters. Additionally, certain of our Directors and Key Management Personnel, holding our Equity Shares, may also be deemed to be interested to the extent of any dividends payable to them. In this regard, our Company has adopted a conflict of interest policy in relation to conflicts that may arise between the Company and (i) its Subsidiaries, (ii) associates, (iii) joint ventures, (iv) Group Companies, (v) companies under the same management, and (vi) companies under significant influence of our Company.

40. *Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the Shareholders of our Company.*

Our Company proposes to utilize the Net Proceeds for its working capital requirements and for general corporate purposes. For further details of the proposed objects of the Offer, please see the section entitled “*Objects of the Offer*” on page 99. At this stage, we cannot determine if we may need to utilize the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of the Shareholders of our Company through a special resolution. If any circumstances require us to vary the disclosed utilization of the Net Proceeds, there is no assurance that we would be able to obtain the approval of the Shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the Shareholders of our Company may adversely affect our business or operations.

Further, our Promoters or controlling Shareholders of our Company would be required to provide an exit opportunity to the Shareholders of our Company who do not agree with our proposal to modify the objects of the Offer, at a price and manner as prescribed by SEBI. The requirement on our Promoters and controlling Shareholders of our Company to provide an exit opportunity to dissenting Shareholders of our Company may deter the Promoters or controlling Shareholders of our Company from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling Shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity.

Accordingly, we may not be able to vary the objects of the Offer as disclosed in the section entitled, “*Objects of the Offer*” on page 99, even if such variation is in the interests of our Company without obtaining the approval of the Shareholders of the Company through a special resolution. This may restrict our Company’s ability to respond to any change in our business or financial condition by re-deploying the Net Proceeds or any unutilized portion thereof, which may adversely affect our business and results of operations.

41. *Our Company will not receive any proceeds of the Offer for Sale.*

The Offer consists of the Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Investor Selling Shareholder, Promoter Selling Shareholders and Individual Selling Shareholders have agreed to offer Equity Shares aggregating up to ₹ 3,000.00 million, held by them, in the Offer for Sale. The entire proceeds of the Offer for Sale will be respectively transferred to the Selling Shareholders and will not result in any creation of value for us or in respect of your investment in our Company.

42. *Our Promoters and Promoter Group are able to, and post-listing will continue to, exercise significant influence over us.*

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group hold 39,743,180 Equity Shares, equivalent to 55.20% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. Post-listing, our Promoters will continue to exercise significant influence over us through their shareholding after the Offer. For further details, please see the section entitled “*Main Provisions of Articles of Association*” on page 427.

Our Promoters may have interests that may be adverse to the interests of our Company and may take positions with which our other Shareholders do not agree. Any of the foregoing factors could have an adverse effect on our business, financial condition, results of operations and cash flows.

43. *We have experienced negative cash flows in the prior years.*

We have experienced negative cash flows from our operations in the recent past. In the quarter ended June 30, 2018, the net cash generated from/(used in) financing activities was ₹ (3,021.55) million. This was primarily due to net

repayments of overdraft from bank and interest paid on term loans. Further, in Financial Year 2018, the net cash generated from/(used in) operating activities was ₹ (3,092.83) million. This was primarily due to decrease in long-term loans and advances, decrease in short-term loans and advances and decrease in other bank balances. Additionally, in Financial Year 2017, the net cash generated from/(used in) operating activities was ₹ (2,101.53) million and the net cash used in investing activities was ₹ (493.38) million. The net cash generated from/(used in) operating activities was primarily due to decrease in short-term loans and advances and decrease in trade receivables. Further, the net cash generated from/(used in) investing activities was primarily due to purchase of plant and equipment or intangible assets, investments in bonds and purchase of mutual funds. Any negative cash flows in the future could adversely affect our results of operations and financial condition.

Particularly in Financial Year 2018, there was a net decrease in cash and cash equivalents amounting to ₹ (231.91) million. We cannot assure you that our net cash flows will be stable or increase in the future and may impact our business, financial condition and results of operations.

Our cash flow details are set forth in the table below for the periods mentioned therein:

Particulars	(in ₹ millions)			
	For the quarter ended June 30, 2018	For the Financial Year ended 2018	For the Financial Year ended 2017	For the Financial Year ended 2016
Net cash generated from/(used in) operating activities (i)	3,155.63	(3,092.83)	(2,101.53)	(752.48)
Net cash generated from/(used in) investing activities (ii)	0.58	471.98	(493.38)	(153.93)
Net cash generated from/(used in) financing activities (iii)	(3,021.55)	2,388.94	3,503.28	395.87
Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)	134.66	(231.91)	908.37	(510.54)
Cash and cash equivalents at the beginning of the quarter / year	1,228.86	1,460.77	552.40	1,062.94
Cash and cash equivalents at the end of the quarter / year	1,363.52	1,228.86	1,460.77	552.40

For further details, please see the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 327.

44. *Certain of our records including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past.*

Certain of our records in relation to filings under the Companies Act and Board and Shareholders resolutions related to corporate actions such as, allotment of Equity Shares, conversion of our Company from a deemed public company to a private company, changes in the MoA, notice of order of a court and details of transfers of Equity Shares made to our Promoters are not traceable. We have also been unable to trace copies of certain transfer deeds for transfers of Equity Shares made by and to our Promoters. We have conducted a search of our records and have not been able to retrieve these records and there is no regulatory action or litigation pending against us in relation to such missing records. Accordingly, for such matters, we have relied on other documents. While we continue to conduct a search for such records, we cannot assure you that such records will be available in the future or that we will not be subject to penalties which may be imposed by the RoC in this regard.

Further, our Company filed a petition before the Regional Director, Western Region, Mumbai on April 27, 2018 under Section 87 of the Companies Act, 2013 against the RoC seeking condonation of delay in filling form CHG - 1 by 831 days. The Regional Director, by way of its order dated May 30, 2018, condoned the delay. Our Company has paid a penalty of ₹ 0.05 million and filed the requisite forms with the RoC. We cannot assure you that such delays may not occur in the future, which may affect our results of operations and business prospects.

45. *Some of our Group Companies have incurred losses in the past, which may have an adverse effect on our reputation and business.*

The following table provides the details of our loss-making Group Companies which have incurred loss as per their last available audited financial statements of such Group Companies and the profit/(loss) after tax made by them during Financial Years 2018, 2017 and 2016 are as follows:

(Figures in ₹ million)

S. No.	Name of the Group Company	Profit/(Loss)		
		Financial Year 2018	Financial Year 2017	Financial Year 2016
1.	Angel Insurance Brokers and Advisors Private Limited	(0.03)	(0.03)	(0.02)
2.	Jack & Jill Apparel Private Limited	(0.03)	(0.18)	(0.94)

For further details of our loss-making Group Companies, please see “*Group Companies—Loss making Group Companies*” on page 206. There can be no assurance that our Group Companies will not incur losses in the future, which may have an adverse effect on our reputation and business.

46. ***The average cost of acquisition of our Promoter, Dinesh D. Thakkar, does not include the consideration paid in relation to the purchase of 95,000 Equity Shares by Dinesh D. Thakkar along with 380,000 Equity Shares issued pursuant to the bonus issue on March 27, 2018 to Dinesh D. Thakkar.***

The average cost of acquisition of our Promoter, Dinesh D. Thakkar, disclosed under the section entitled “- *Prominent Notes*” on page 51 does not include the consideration paid by him in relation to the purchase of 95,000 Equity Shares, along with 380,000 Equity Shares issued pursuant to the bonus issue on March 27, 2018, which constitute 0.65% of the authorised, issued and paid-up share capital of our Company. Our Company does not have the details of the consideration paid by Dinesh D. Thakkar as certain corporate records of our Company are not traceable, including the share transfer deeds and the resolutions for this transfer. For further details, please see the risk factor entitled “*Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past*” on page 42.

EXTERNAL RISKS

Risks Relating to India

47. ***Financial difficulty and other problems relating to financial institutions in India could have a material adverse effect on our business, results of operations and financial condition.***

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain 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 houses, banks, securities firms and exchanges with which we interact on a daily basis. 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. In Financial Year 2011, Indian government agencies initiated proceedings against certain financial institutions, alleging bribery in the loans and investment approval process, which impacted market sentiment. Similar developments in the future could negatively impact confidence in the financial sector and could have a material adverse effect on our business, results of operations and financial condition.

In addition, we deal with various financial institutions in our business. Any one of them could be negatively affected by financial difficulty as a result of occurrences over which we have no control. If one or more of our financial institutional counterparties or intermediaries suffers economic difficulty, this could have a material adverse effect on our business, results of operations and financial condition.

48. ***Our business may be affected by certain factors beyond our control.***

Our business may be affected by various factors that are beyond our control. Such factors may affect our business as they may have an effect on the Indian economy and consequently, may affect the investment pattern of investors in the Indian securities market. Such factors include changes in investment patterns, budget announcements, policy announcements, changes in interest rates, inadequate monsoons, health pandemics, terrorist attacks, natural calamities and other acts of violence or war, which may adversely affect worldwide financial and Indian markets. These could potentially lead to an economic recession, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India’s economy.

Further, India has, from time to time, experienced instances of civil unrest and terrorist attacks, regional or international hostilities and other acts of violence as well as other adverse social, political and economic events. India has also experienced natural calamities such as earthquakes, tsunamis, floods and droughts in the past. If such events occur and lead to overall political and economic instability, it could have a materially adverse effect on our business, financial condition and results of operations. Further, any such events that affect the functioning of our operations and IT systems could lead to a shutdown of our electronic brokerage platform, which could result in a material adverse effect on our business, financial condition and results of operations.

49. *Any adverse change in India's sovereign credit rating by an international rating agency could adversely affect our business and results of operations.*

In November 2016, Standard & Poor's, an international rating agency, reiterated its negative outlook on India's credit rating. It identified India's high fiscal deficit and heavy debt burden as the most significant constraints on its rating, and recommended the implementation of reforms and containment of deficits. Standard & Poor's affirmed its outlook on India's sovereign debt rating to "stable", while reaffirming its "BBB-" rating. In November 2017, Moody's Investor Service, Inc., another international rating agency, upgraded India's sovereign credit rating from "Baa3" to "Baa2". In April 2018, Fitch Ratings Ltd., another international rating agency, affirmed India's sovereign outlook to "stable" and affirmed its rating as "BBB-". Going forward, the sovereign ratings outlook will remain dependent on whether the Government is able to transition the economy into a high-growth environment, as well as exercise adequate fiscal restraint. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our business.

50. *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 was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to prevent such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Indian central government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset-based and turnover-based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect 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 of India if such agreement, conduct or combination has an appreciable adverse effect 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 not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or 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, financial condition, cash flows, results of operations and prospects.

51. *Changes in the accounting standards used in the reporting of our financial statements due to new pronouncements, interpretations, migration to new standards or our own decision to change accounting policies may significantly affect our financial statements for the future years, and may materially and adversely affect our financial results, financial condition or Shareholders' equity.*

The financial statements included in this Draft Red Herring Prospectus are based on our standalone and consolidated audited financial statements which are prepared in accordance with Indian GAAP and restated in accordance with the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Further, our Company will be required to prepare financial statements under Ind AS from April 1, 2019. The transition to Ind AS in India is a recent requirement and the impact of these changes to our historical financial statements prepared in accordance with Indian GAAP is currently unclear and cannot be quantified. We cannot assure you that our financial condition, results of operation and cash flow will not be presented differently under Ind AS than under Indian GAAP. Further, when we adopt Ind AS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. For further details, please see the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 327.

It is possible that in the future, changes to accounting standards or any other regulations governing us could change the current accounting treatment being followed by us. This may have a significant impact on presentation of our financial results, and may result in volatility in the financial condition or Shareholders' equity of our Company. In any such event, our profit or loss for the preceding years might not be strictly comparable with the profit or loss for the period for which such accounting policy changes are being made.

52. *If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations.*

Any change in Indian tax laws, including the upward revision to the currently applicable normal corporate tax rate of 30.00% along with applicable surcharge and cess, could affect our tax burden. Other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, if withdrawn by the statute in the future, may no longer be available to us. Any adverse order passed by the appellate authorities, tribunals or courts would have an impact on our profitability.

For instance, as of July 1, 2017, GST in India replaced taxes levied by central and state governments with a unified tax regime in respect of certain goods and services for all of India. However, given the recent introduction of the GST in India, there is no established practice regarding the implementation of, and compliance with, GST. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented.

Further, as GST is implemented, there can be no assurance that we will not be required to comply with additional procedures and/or obtain additional approvals and licenses from the Government and other regulatory bodies or that they will not impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of GST may have a material adverse effect on our business, financial condition and results of operations.

The Government has enacted the GAAR which have come into effect from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

Further, the Government has announced the union budget for the Financial Year 2019 and the Finance Act, 2018 has been passed by the Parliament which has proposed various amendments. For example, it includes allowing benefit of inflation adjustments to stocks that were unlisted till January 31, 2018, while levying long term capital gains tax.

We cannot predict whether any tax laws or regulations impacting our products will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition and results of operations.

53. *Public companies in India, including us, are required to compute income tax under the ICDS. The transition to ICDS in India is recent and we may be negatively affected by this transition.*

The Ministry of Finance of India issued a notification dated March 31, 2015 presenting the ICDS, which creates a new framework for the computation of taxable income. The ICDS was to take effect from April 1, 2015. However, in view of the representations from stakeholders, the Central Board of Direct Taxes (“CBDT”), Ministry of Finance of India, according to its press release dated July 6, 2016, had deferred the applicability of the ICDS with Financial Year 2017 being the first assessment year. The ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. For example, where ICDS-based calculations of taxable income differ from Indian GAAP or Ind AS-based concepts, the ICDS-based calculations have the effect of requiring taxable income to be recognised earlier, increasing overall levels of taxation or both. There can be no assurance that the adoption of the ICDS will not adversely affect our business, results of operation and financial condition.

54. *Bidders may have difficulty enforcing foreign judgments in India against us or our management and enforcing actions against IFC.*

We are incorporated in India. All of our Directors named herein are residents of India and substantially all of our assets and the assets of our Directors are located in India. As a result, it may not be possible for Bidders outside of India to effect service of process on us or such persons from their respective jurisdictions outside of India, or to enforce against them judgments obtained in courts outside of India predicated upon our civil liabilities or such Directors under laws other than Indian law.

Recognition and enforcement of foreign judgements are provided for under Section 13 of the Code of Civil Procedure, 1908 (“CPC”) on a statutory basis. Section 13 of the CPC provides that foreign judgements shall be conclusive regarding any matter directly adjudicated upon, except, (i) where the judgement has not been pronounced by a court of competent jurisdiction; (ii) the judgement has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgement is founded on an incorrect view of international law or a refusal to recognise the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgement was obtained were opposed to natural justice; (v) where the judgement has been obtained by fraud; or (vi) where the judgement sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgements. Section 44A of the CPC provides that where a foreign judgement has been rendered by a superior court, within the meaning of that section, in any country or territory outside India which the Indian central government has formally declared to be in a reciprocating territory, it may be enforced in India as if the judgement had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees or judgements which are not of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. The United Kingdom, Singapore and Hong Kong have been declared to be reciprocating countries under Section 44A of the CPC.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgements, other than arbitration awards, in civil and commercial matters. Therefore, a final judgement for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely on the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favour such final judgement is rendered may bring a new suit in a competent court in India based on a final judgement that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgement in the same manner as any other suit filed to enforce a civil liability in India.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action was brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgement if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgements that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgement in India is required to obtain approval from the RBI under the Indian Foreign Exchange Management Act, 1999, to execute such a judgement or to repatriate any amount recovered.

Under the provisions of the International Finance Corporation (Status, Immunities and Privileges) Act, 1958 and the United Nations (Privileges and Immunities) Act, 1947, IFC, the Investor Selling Shareholder, has certain immunities, including from legal process, search, requisition, confiscation, expropriation or any other seizure or attachment in respect of its properties and assets, in India. Additionally, all officers and employees of IFC are immune from legal process with respect to acts performed by them in their official capacity. There can be no assurance that you will be able to institute or enforce any action against IFC in India. Similar limitations may exist in other jurisdictions including in the US.

Risks Relating to the Equity Shares

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

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

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

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

56. *Bidders may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares. Recently, the Finance Act, 2018 has levied taxes on long term capital gains exceeding ₹ 0.10 million arising from the sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares.*

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain, exceeding ₹ 0.10 million, realised on the sale of the Equity Shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if securities transaction tax ("STT"), has been paid on the transaction on both the acquisition and transfer of such shares. However, the unrealized capital gains earned up to January 31, 2018 on such equity shares shall be exempt. Please note that such gains arising prior to April 1, 2018 were completely, exempt from capital gains tax. STT (at varying rates depending on the asset class and type of transaction) will be levied on and collected by an Indian stock exchange on which the equity shares are sold. As such, any gain realised on the sale of equity shares held for more than 12 months by an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be liable to capital gains tax in India. Further, any gain realised by an Indian resident or non-resident on the sale of equity shares held for a period of 12 months or less will be subject to

capital gains tax in India. Any such short-term capital gains taxes may be withheld at source with respect to a non-resident person. Capital gains arising from the sale of equity shares will be exempt from taxation or will be taxed at beneficial rates in India, in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident, provided that the seller is eligible to the treaty benefit and the transaction does not attract general anti avoidance rule. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of equity shares. STT will be levied on and collected by an Indian stock exchange on which our Equity Shares are sold. Any gain realised on the sale of Equity Shares held for more than 12 months to an Indian resident, which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India.

Further, any gain realised 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. In case of a shareholder being non-resident, capital gains arising from the sale of equity shares of an Indian company will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares and credit for the taxes paid in India are allowed to take in their country, depending on prevailing tax laws of that country.

57. *Any future issuance of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major Shareholders may adversely affect the trading price of the Equity Shares.*

After the completion of the Offer, our Promoters and members of the Promoter Group will own, directly and indirectly, approximately [●]% of our outstanding Equity Shares. Any future issuances of Equity Shares (including under the ESOP 2018 and the ESPS 2017), including to comply with the minimum public shareholding norms applicable to listed companies in India, may lead to the dilution of your shareholding in our Company, adversely affect the trading price of the Equity Shares and other adverse consequences, including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. Further, any future equity issuances by us or sales of our Equity Shares by our Promoters or other major Shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. There can be no assurance that our Company will not issue Equity Shares, or that our significant Shareholders will not dispose of, pledge or encumber their Equity Shares, in the future.

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

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by our Company. However, if the laws of the jurisdiction in which the Bidders are located in do not permit them to exercise their pre-emptive rights without filing of an offering document or registration statement by our Company with the applicable authority in such jurisdiction, Bidders will be unable to exercise their 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 the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that Bidders are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

59. *The Investor Selling Shareholder has certain rights that will terminate on the Listing Date.*

The Investor Selling Shareholder has certain rights pursuant to the Subscription, Shareholders and Share Retention Agreement dated December 7, 2007 and Put Option Agreement dated December 7, 2007 entered into between, Nirwan Monetary Services Private Limited, Dinesh D. Thakkar, Ashok D. Thakkar, Deepak T. Thakkar, Lalit T. Thakkar, Sunita A. Magnani, Nita Thakkar, Ashwin S. Thakkar, Bhavna M. Thakkar, Dinesh Thakkar (HUF), the Investor Selling Shareholder and our Company (the "SSSA"), in relation to Board composition of the Company, board composition of the key Subsidiaries, consent rights, information rights, and share retention shall stand

terminated from the Listing Date. For further details, please see the section entitled “*History and Certain Corporate Matters*” and “*Main Provisions of Articles of Association*” on pages 165 and 427, respectively.

60. *Foreign investors are subject to foreign investment restrictions under Indian laws that may limit our ability to attract foreign investors, which may have a material adverse impact on the market price of the Equity Shares.*

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, Shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms or at all.

61. *Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.*

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors’ fiduciary duties, responsibilities and liabilities, and shareholders’ rights may differ from those that would apply to a company in another jurisdiction. Shareholders’ rights under Indian law may not be as extensive and wide-spread as shareholders’ rights under the laws of other countries or jurisdictions. Bidders may face challenges in asserting their rights as shareholders in an Indian company than as shareholders of an entity in another jurisdiction.

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

The Price Band for the Equity Shares is ₹ [●] to ₹ [●] per Equity Share. For more information on the determination of the Price Band, please see the section entitled “*Basis for Offer Price*” on page 106. If the average cost of acquisition of the Equity Shares for the Selling Shareholders is lesser than the lower end of the Price Band, investors who purchase the Equity Shares in the Offer would do so at a cost that is higher than the average cost of acquisition of the Equity Shares for the Selling Shareholders even if the Equity Shares are acquired at the lower end of the Price Band.

63. *The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer. Further, the current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below the respective issue price.*

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company in consultation with the Investor Selling Shareholder and the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the Investor Selling Shareholder and the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under “*Basis for Offer Price*” on page 106 and may not be indicative of the market price for the Equity Shares after the Offer. In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, please see the section entitled “*Other Regulatory and Statutory Disclosures—Price information of past issues handled by the BRLMs*” on page 373. The factors that could affect the market price of the Equity Shares include, amongst others, broad market trends, financial performance and results of our company 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.

64. *You will not be able to sell, immediately on an Indian stock exchange, any of the Equity Shares you purchase in this Offer.*

The Equity Shares, pursuant to this Offer, will be listed on the Stock Exchanges. Pursuant to the applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares can commence. Bidders’ book entry, or ‘demat’ accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant’s demat account with

depository participant could take approximately four Working Days from the Bid/Offer Closing Date and trading in the Equity Shares, upon receipt of final listing and trading approvals from the Stock Exchanges, is expected to commence within six Working Days of the Bid/Offer Closing Date. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict Bidders' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to Bidders' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified herein. We could also be required to pay interest at the applicable rates if allotment is not made, refunds or unblocking of accounts or demat credits are not made to Bidders within the prescribed time periods.

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

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

66. ***Fluctuations in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares.***

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 period for completing conversion, or repatriating the proceeds from dividends on, or sale of the Equity Shares, may reduce the net proceeds received by overseas Bidders. Further, the period for such repatriation may also be affected by various factors outside the Bidders' control, such as receipt of any regulatory approvals required for repatriation of funds outside India.

67. ***Payments on the Equity Shares may be subject to FATCA withholding after December 31, 2018.***

Provisions under the U.S. Internal Revenue Code of 1986, as amended, (the "Code") and U.S. Treasury regulations promulgated thereunder, commonly known as "FATCA", may impose a withholding tax on certain "foreign passthru payments" made by a non-U.S. financial institution (including an intermediary) that has entered into an agreement with the U.S. Internal Revenue Service (the "IRS") to perform certain diligence and reporting obligations (each such non-U.S. financial institution, a "Participating Foreign Financial Institution"). If payments on the Equity Shares are made by a Participating Foreign Financial Institution (including an intermediary), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not a Participating Foreign Financial Institution and is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payor, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether or to what extent payments on the Equity Shares would be considered foreign passthru payments. Withholding on foreign passthru payments would not be required with respect to payments made before January 1, 2019.

The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require our Company or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as foreign passthru payments. Bidders should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

Prominent Notes:

- Our Company was originally incorporated on August 8, 1996 as M. BNL. Securities Private Limited, a private limited company, under the Companies Act, 1956, with the RoC. Thereafter, our Company was converted from a private limited company to a deemed public company, pursuant to Section 43A of the Companies Act, 1956, and consequently, the term “private” was deleted by the RoC from the name of our Company with effect from March 15, 1997. Thereafter, our Company was converted from a deemed public company to a private limited company and consequently, the name of our Company was changed to M. BNL. Securities Private Limited and the term “private” was added by the RoC to the name of our Company with effect from June 17, 2003. Subsequently, the name of our Company was changed to Angel Infin Private Limited pursuant to a special resolution passed by our Shareholders on March 15, 2005 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on March 31, 2005. Further, the name of our Company was changed to Angel Global Capital Private Limited pursuant to a special resolution passed by our Shareholders on December 16, 2008 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on January 22, 2009. Thereafter, the name of our Company was changed to Angel Broking Private Limited pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited), and such change was approved pursuant to a special resolution passed by our Shareholders on May 2, 2012 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on May 16, 2012. Subsequently, our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by the Shareholders of our Company on June 22, 2018 and the name of our Company was changed to Angel Broking Limited. A fresh certificate of incorporation consequent to the conversion of the Company to a public limited company was issued by the RoC on June 28, 2018. For further details, please see the section entitled “History and Certain Corporate Matters” on page 165.

- This offer is an initial public offer of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ 6,000.00 million comprising a Fresh Issue of up to [●] Equity Shares by our Company aggregating up to ₹ 3,000.00 million and an offer for sale of up to ₹ 1,200.02 million by the IFC pursuant to the letter dated June 21, 2018, of up to ₹ 208.35 million and ₹ 31.25 million by Ashok D. Thakkar and Sunita A. Magnani pursuant to the each of the letters dated June 19, 2018 and up to ₹ 9.27 million by Amit Majumdar (jointly held with Dolly Majumdar) pursuant to the letter dated June 20, 2018, up to ₹ 50.00 million by Ashok Papatlal Shah pursuant to the letter dated June 19, 2018, up to ₹ 83.34 million by Ashwin S. Thakkar pursuant to the letter dated June 20, 2018, up to ₹ 9.27 million by Bela Mukesh Gandhi (jointly held with Mukesh Gandhi) pursuant to the letter dated June 20, 2018, up to ₹ 111.05 million by Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah) pursuant to the letter dated June 19, 2018, up to ₹ 50.00 million by Chandresh Papatlal Shah pursuant to the letter dated June 19, 2018, up to ₹ 208.35 million by Deepak T. Thakkar pursuant to the letter dated June 20, 2018, up to ₹ 660.80 million by Lalit T. Thakkar pursuant to the letter dated June 19, 2018, up to ₹ 0.64 million by Mahesh D. Thakkar pursuant to the letter dated June 20, 2018, up to ₹ 10.42 million by Manjula Ramnik Gala pursuant to the letter dated June 20, 2018, up to ₹ 197.91 million by Mukesh Gandhi (jointly held with Bela Mukesh Gandhi) pursuant to the letter dated June 20, 2018, up to ₹ 52.09 million by Muskaan Doultani pursuant to the letter dated June 19, 2018, up to ₹ 6.18 million by Nikhil H. Daxini pursuant to the letter dated June 20, 2018 and up to ₹ 111.05 million by Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah) pursuant to the letter dated June 19, 2018*.

** Subject to requirements of the SEBI ICDR Regulations, if the Company and the Investor Selling Shareholder, in consultation with the BRLMs, decide to increase the Offer size between the filing of this Draft Red Herring Prospectus with SEBI and the Red Herring Prospectus with the RoC, any such increase in the Offer size shall not exceed ₹ 300.00 million and such increase in Offer size will be achieved by increasing the number of Equity Shares to be sold by the Investor Selling Shareholder in the Offer.*

- The Net Asset Value* per Equity Share of our Company as of June 30, 2018 was ₹ 66.05, as stated in the Restated Standalone Financial Information.
- The Net Asset Value* per Equity Share of our Company as of June 30, 2018 was ₹ 69.52, as stated in the Restated Consolidated Financial Information.

**Net Asset Value Per Equity Share = Net worth as per the restated financial information/ Number of equity shares outstanding as at the end of year/period*

- The average cost of acquisition of Equity Shares by the Promoters is as follows:

Name of the Promoter	Number of Equity Shares held by the Promoters	Average cost of acquisition of Equity Shares (₹)
Dinesh D. Thakkar	16,768,805	2.40*
Ashok D. Thakkar	3,199,920	0.99

Name of the Promoter	Number of Equity Shares held by the Promoters	Average cost of acquisition of Equity Shares (₹)
Sunita A. Magnani	750,000	6.48

* Our Company is unable to ascertain the purchase price paid for acquisition of 95,000 Equity Shares held by Dinesh D. Thakkar. The details of consideration for such Equity Shares cannot be ascertained due to the non-availability of certain corporate records of our Company pertaining to this acquisition, including the share transfer deeds and the resolutions for this transfer. These 95,000 Equity Shares, along with 380,000 Equity Shares issued pursuant to the bonus issue on March 27, 2018 constitute 0.65% of the issued, subscribed and paid-up Equity Share capital of our Company. For details, please see the risk factor entitled “-Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past” on page 42. Accordingly, 95,000 Equity Shares, along with 380,000 Equity Shares, have not been considered while calculating the average cost of acquisition of Equity Shares by Dinesh D. Thakkar.

- Except as disclosed in the sections entitled “Our Group Companies” and “Related Party Transactions” on pages 204 and 209, respectively, none of our Group Companies have any business or other interests in our Company.
- For details of transactions with our Subsidiaries and Group Companies during the last Financial Year, the nature of transactions and the cumulative value of transactions, please see the section entitled “Related Party Transactions” on page 209.
- The aggregate revenue from related party transactions and its value as a percentage of total revenue of our Company for the last five Financial Years is as follows:

Financial Year	Revenue from related party transactions (in ₹ million)*	Total Revenue (in ₹ million)	Revenue from related party transactions as a percentage of Total Revenue (%)
2018	1.86	7,843.89	0.02
2017	1.36	5,523.17	0.02
2016	1.00	4,622.70	0.02
2015	0.64	4,617.27	0.01
2014	0.11	3,488.63	0.00

* Revenue from related parties is as per Accounting Standard 18

- The net worth** of our Company as at June 30, 2018 and March 31, 2018, 2017, 2016, 2015, 2014 was ₹ 5,005.34 million, ₹ 4,749.43 million, ₹ 3,894.34 million, ₹ 3,693.03 million, ₹ 3,467.51 million and ₹ 3,145.57 million, respectively as stated in the Restated Consolidated Financial Information.
** Net worth for equity shareholders represents equity share capital + reserves and surplus (including subsidy, securities premium and surplus/deficit).
- There has been no financing arrangement whereby the members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus with SEBI.

Bidders may contact the BRLMs, who have submitted the due diligence certificate to SEBI, for any complaints, information or clarification pertaining to the Offer. For details of contact information of the Book Running Lead Managers, please see the section entitled “General Information” on page 76.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

Bidders should note that this is only a summary of the industries in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, Bidders should read this Draft Red Herring Prospectus, including the information in the sections entitled “Industry Overview”, “Our Business” and “Financial Information” on pages 119, 148 and 210, respectively. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section entitled “Risk Factors” on page 17.

Certain industry information and statistics in this section are extracted from CRISIL Report, which was commissioned by us for the purposes of this Draft Red Herring Prospectus. For further details, see “Risk Factors—Risks Relating to our Business and the Financial Services Industry — This Draft Red Herring Prospectus contains information from an industry report which we have commissioned from CRISIL Limited and certain facts and statistics derived from Government and third-party sources” on page 39.

Macroeconomic Overview

Gross Domestic Product (“GDP”)

Consumption and investment are the growth engines of any economy. In recent years, India’s growth has been firing on the consumption cylinder, while that of investment has been decelerating. GDP (at constant 2011-12 prices) grew at a compounded annual growth rate (“CAGR”) of 7.10% between Financial Years 2013 and 2018. It grew at a slower pace between Financial Years 2012 and 2014 because of sluggish income growth, persistently rising inflation, and high interest rates. Industrial output too, had weakened. Post Financial Year 2014, growth recovered with improving industrial activity, lower crude oil prices, and supportive policies. However, that was clipped in Financial Year 2017 and first half of Financial Year 2018, thanks to demonetisation, transition to the Goods and Services Tax (“GST”) regime, dwindling private investment, and slowing global growth. Real GDP growth improved in the second half of the Financial Year 2018, suggesting the economy was steadily recovering from the twin shocks of demonetisation and a bumpy transition to the GST regime.

Fundamental Growth Drivers

As per the International Monetary Fund, the Indian economy is projected to grow at a 7.90% CAGR over the next five years. Growth will be higher than many emerging as well as developed economies, such as Brazil, Russia, and China. Some of the key fundamental growth drivers include: (i) India’s population growth trajectory; (ii) demographics; (iii) urbanization; (iv) increasing demand for financial products from semi-urban and rural areas; and (iv) strong growth foreseen in household financial savings.

Structural Reforms

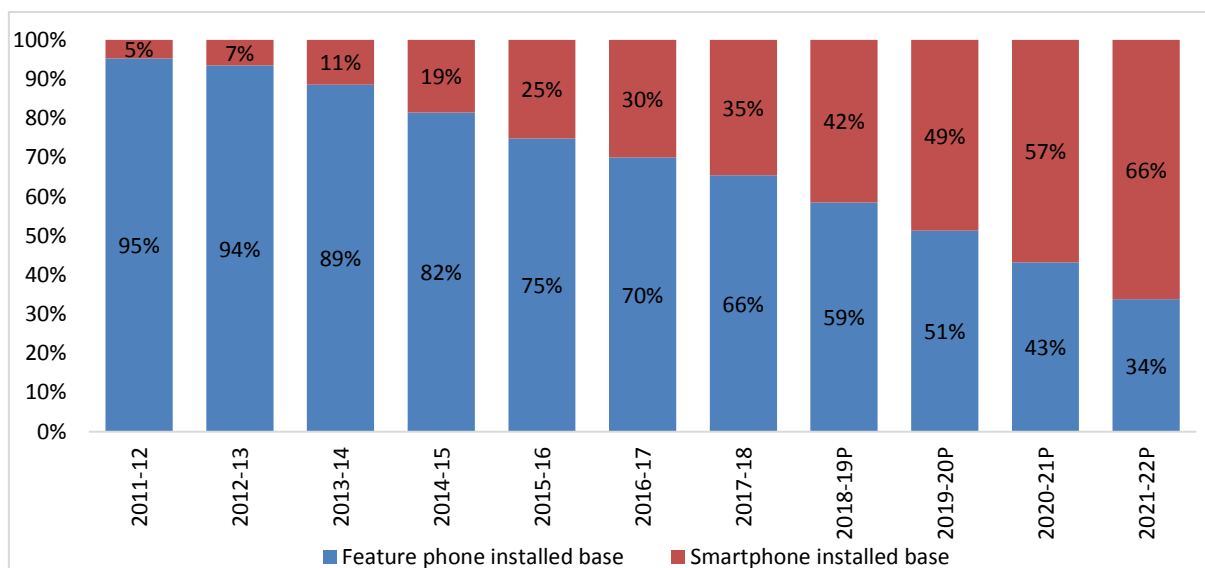
In the recent past, the Government of India has introduced wide range of structural reforms that are expected to increase the economic growth and improve the overall business environment in India, enhancing productivity and stimulating higher foreign and domestic investments. Some of the key reforms include: (i) financial inclusion; (ii) demonetization; (iii) goods and services tax; (iv) direct benefits transfer; (v) affordable housing; (vi) recapitalization package of public sector banks; and (vii) Insolvency and Bankruptcy Code, 2016.

Digitalisation

Technology is expected to play a pivotal role in taking the financial sector to the next level, by helping surmount the challenges stemming from India’s vast geography and the fact that physical footprints in smaller locations are commercially unviable. Technology also gels well with India’s demographic structure, where the median age is less than 30 years and these youth segments are technologically savvy and are at ease with using technology to conduct the entire gamut of financial transactions. With increase in smartphone penetration and faster data speeds, there is push from the consumer side for digitalisation, as they are increasingly finding these digital platforms more convenient. Digitalisation will help improve efficiency and optimise cost, and players with better mobile and digital platforms will draw more customers and will emerge out as winners in the long term.

The following graph shows the historical and projected smartphone penetration rate, each for the periods mentioned therein:

Adoption of Smartphones



Source: CRISIL Research

Consumers are increasingly finding transacting through mobile as very convenient. CRISIL Research expects the share of mobile banking and prepaid instruments to increase dramatically over the coming years. In addition to this, improved data connectivity, low digital payment penetration and proactive Government measures are expected to drive digitalisation in the country transforming it into a cashless economy.

Capital Markets

Capital markets-related entities have benefitted in the last two to three Financial Years as equity markets have given investors healthy returns. Corporates too have tapped on the growth of capital markets by raising capital through equity and debt issuances. For example, benchmark indices like Nifty 50 and S&P BSE Sensex have grown at a CAGR of 11.30% and 11.20% respectively, over the past five Financial Years to March 31, 2018. In the long term as well, Indian equity markets have given healthy returns. The amount of capital raised through equity markets was highest ever in Financial Year 2018.

The exchanges offer a variety of products to investors, sold via brokerage firms or data vendors. The following table indicates the list of products provided by exchanges:

Segments	Products and Services	Customer Group
Cash Market	Products: Equities, ETF, MF, SLBS, OFS; Services: Settlement Guarantee	Proprietary, Retail and Institutional; Participants - Domestic and Foreign
Derivatives	Products: Equity Derivatives (Index and Stock), Currency Derivatives, Interest Rate Futures, Derivatives on Global Indices and Volatility; Services: Settlement Guarantee	Proprietary, Retail and Institutional; Participants - Domestic and Foreign
Commodity	Products: Commodities (including agriculture, metals, oil, gold, etc.), Commodity derivatives, Commodity options; Services: Settlement Guarantee	Proprietary, Retail and Institutional; Participants - Domestic and Foreign
Debt Market	Products: Debt securities, Corporate bonds, Govt. securities and T bills; Services: Clearing and Settlement, Risk Management, Connect NSE, Corporate bond database	Proprietary, Retail and Institutional; Participants - Domestic and Foreign
Data and Information Vending	Products: Online Real time Data Feed, 15-Min delayed, 5 minutes, 2 minutes and 1 minute Snapshot Data, EOD data, Historical Trade & order and Corporate Data; Services: Providing data feed	Data vendors, researchers, TV channels, financial websites, software and algorithm developers

Segments	Products and Services	Customer Group
Index Services	Products: Equity Index- BSE SENSEX, NIFTY, NIFTY 100, NIFTY Bank indices etc. and Debt Index; Services: Index IP Licensing and Customized Index solution	AMCs, ETF issuers, insurer, NBFCs, investment banks, stock exchanges and AIFs

Key Trends in Equity Markets

Rising Retail and Institutional Participation

Retail individual participation, which was losing market share in turnover between Financial Years 2012 and 2015, has seen a strong revival in the past three Financial Years. The share of retail investors in the average gross traded value in NSE derivatives market increased by around 400 bps each year in Financial Years 2016 and 2017, mainly on account of strong inflows from retail investors directly and indirectly (via mutual funds and alternative investment funds).

Internet and mobile trading gaining share on account of convenience

The penetration of internet trading has been increasing, with the number of active registered subscribers on the NSE F&O platform rising from 4.15 million in Financial Year 2012 to 4.75 million in Financial Year 2016. The trading volumes through internet trading tripled during the period to ₹ 146.20 trillion from ₹ 49.00 trillion at 31.00% CAGR. Consequently, the share of internet trading in total market volumes has shot up appreciably.

Value Added Services

Apart from the usual broking services, many brokerages have created their internal platforms which advises investors on how to manage wealth, allocate assets among different asset classes and sectors within asset classes, pick specific stocks and when to exit it. This is all done by 'Robo Advisors', and they are changing the landscape of financial advisory, which till a few years back mostly needed human guidance. Robo advisors are digital platforms that provide automated, algorithm-driven financial planning services with little to no human supervision. A typical robo advisor collects information from clients about their financial situation and future goals through an online survey, and then uses the data to offer advice. CRISIL Research believes that players who are investing in such kind of robust and effective digital platform will have huge advantage over other brokers and will be able to win market share over the long term. It will also help in reducing cost and improving efficiency in the long run.

Market Share

Broking industry has become more concentrated over the years, with smaller players ceding market share to the bigger broking houses due to their superiority on the above counts. The share of the top five players in NSE's cash equity market turnover increased from 15.00% in Financial Year 2012 to 20.00% in Financial Year 2018. The top 25 brokers controlled as much as 52.00% of the NSE cash market volumes in first eleven months of Financial Year 2018, as compared with 46.00% in Financial Year 2012. In derivatives trading as well, a similar trend is visible, with the top 25 brokers accounting for 47.00% and 60.00% of trading volumes in NSE's futures and options markets, respectively, during Financial Year 2016, up from 42.00% in futures volumes and 52.00% in options volumes in Financial Year 2012.

The following table shows the share of brokers in the NSE and BSE cash equity markets:

	BSE					NSE				
	Top 5	Top 6-10	Top 11-25	Top 26-50	Remaining	Top 5	Top 6-10	Top 11-25	Top 26-50	Remaining
FY 12	15.00%	9.00%	15.00%	15.00%	45.00%	15.00%	10.00%	21.00%	16.00%	38.00%
FY 13	14.00%	8.00%	16.00%	16.00%	45.00%	14.00%	10.00%	22.00%	16.00%	37.00%
FY 14	16.00%	8.00%	16.00%	17.00%	42.00%	14.00%	11.00%	21.00%	18.00%	36.00%
FY 15	18.00%	11.00%	19.00%	17.00%	36.00%	15.00%	11.00%	20.00%	18.00%	36.00%
FY 16	21.00%	10.00%	19.00%	16.00%	34.00%	18.00%	11.00%	21.00%	17.00%	32.00%
FY 17	19.00%	10.00%	20.00%	17.00%	34.00%	18.00%	10.00%	22.00%	17.00%	32.00%
FY 18	21.00%	12.00%	22.00%	15.00%	29.00%	20.00%	11.00%	21.00%	17.00%	32.00%

Source: SEBI handbook 2016, SEBI monthly bulletin of April 2018, CRISIL Research

The following table shows the share of brokers in the NSE F&O market:

	NSE Futures					NSE Options				
	Top 5	Top 6-10	Top 11-15	Top 16-25	Remaining	Top 5	Top 6-10	Top 11-15	Top 16-25	Remaining
FY12	13.00%	9.00%	7.00%	13.00%	58.00%	22.00%	12.00%	7.00%	11.00%	48.00%
FY13	14.00%	10.00%	8.00%	11.00%	57.00%	17.00%	11.00%	10.00%	13.00%	49.00%
FY14	16.00%	11.00%	8.00%	11.00%	54.00%	19.00%	13.00%	9.00%	13.00%	46.00%
FY15	15.00%	11.00%	8.00%	12.00%	54.00%	24.00%	13.00%	10.00%	11.00%	42.00%
FY16	15.00%	11.00%	8.00%	13.00%	53.00%	24.00%	14.00%	10.00%	12.00%	40.00%

Source: NSE Factbook 2016, CRISIL Research

Commodity and Currency Broking

Currency and commodity broking are at a very nascent stage in India, and as the economy develops and customer awareness improves, volumes in these products are bound to gain traction.

Commodity Broking

Commodity turnover in Financial Year 2018 remained weak at ₹ 60 trillion. The turnover has seen a sharp fall post Financial Year 2013 due to fall in commodity prices, lower growth in price of bullion and volatility in prices prompting brokers to charge higher margins to clients. However, the segment has seen recent tailwinds in the form of revival in commodity prices and regulatory support. Allowing Category III Alternative Investment Funds (AIFs) to trade in commodity derivatives and approval to launch option trading on commodity futures to provide investors better price discovery and allow simpler risk management will support turnover of commodity exchanges.

Currency Broking

The turnover of currency derivatives market stood at ₹ 96 trillion in Financial Year 2018, with NSE accounting for 53.00% of turnover in the same period. BSE, which commenced currency derivatives operation in November 2013, is the second largest exchange with 46.00% of turnover in Financial Year 2018. Currency derivatives are used by corporates to hedge their export/import position.

Wealth Management

Depending on goals and constraints of clients, the wealth management industry provides professional investment advice, financial planning and management services that best suit their needs. It also provides value-added services such as investment in art and antiques, and help clients in philanthropic activities. The wealth management industry has been witnessing robust growth because of fresh investments from household savings going into organised financial assets, low penetration of the wealth management industry, and increasing need for customisation with clients typically asking advice for asset management, financial planning, tax planning, estate planning and succession planning. Wealth management services in India typically fall under the following categories: (i) advisory; (ii) distribution; (iii) custody, servicing and safekeeping of assets; and (iv) family office.

Financial Products Distribution

Life Insurance

CRISIL Research forecasts total premium to grow at 13.00-15.00% CAGR during Financial Years 2017 to 2022, from ₹ 4,181.00 billion in Financial Year 2017 to ₹ 7,900.00 to ₹ 8,100.00 billion by Financial Year 2022. Improving economic growth, low inflation, increase in financial savings, and growing awareness of insurance, would be the key catalysts.

General Insurance

CRISIL Research forecasts the gross direct premium for non-life insurers to grow at 15.00-20.00% CAGR over the next five years, compared with a CAGR of 17.00% between Financial Years 2012 and 2017. Consequently, the total premium (within India) is expected to grow by more than 2.5 times from the current level of ₹ 1.28 trillion (as of Financial Year 2017) and cross the ₹ 3 trillion mark by the end of Financial Year 2022. Pick-up in economic growth, higher disposable incomes, introduction of new government schemes focusing on specific segments such as crop insurance, and growing awareness of insurance, would be the key facilitators of growth. Our forecasts assume real GDP growth of 7.50-8.00% during the next 5 years, inflation continuing to stay benign during this period, and a gradual increase in insurance penetration. Distribution channels of multi-product private players is well-diversified. Brokers and other corporate agents are incrementally playing an important role in

distribution of these products. Brokers and other corporate agent’s cumulative market share in distribution have increased from ~21.00% in Financial Year 2011 to ~32.00% share in Financial Year 2017.

Portfolio Management Services

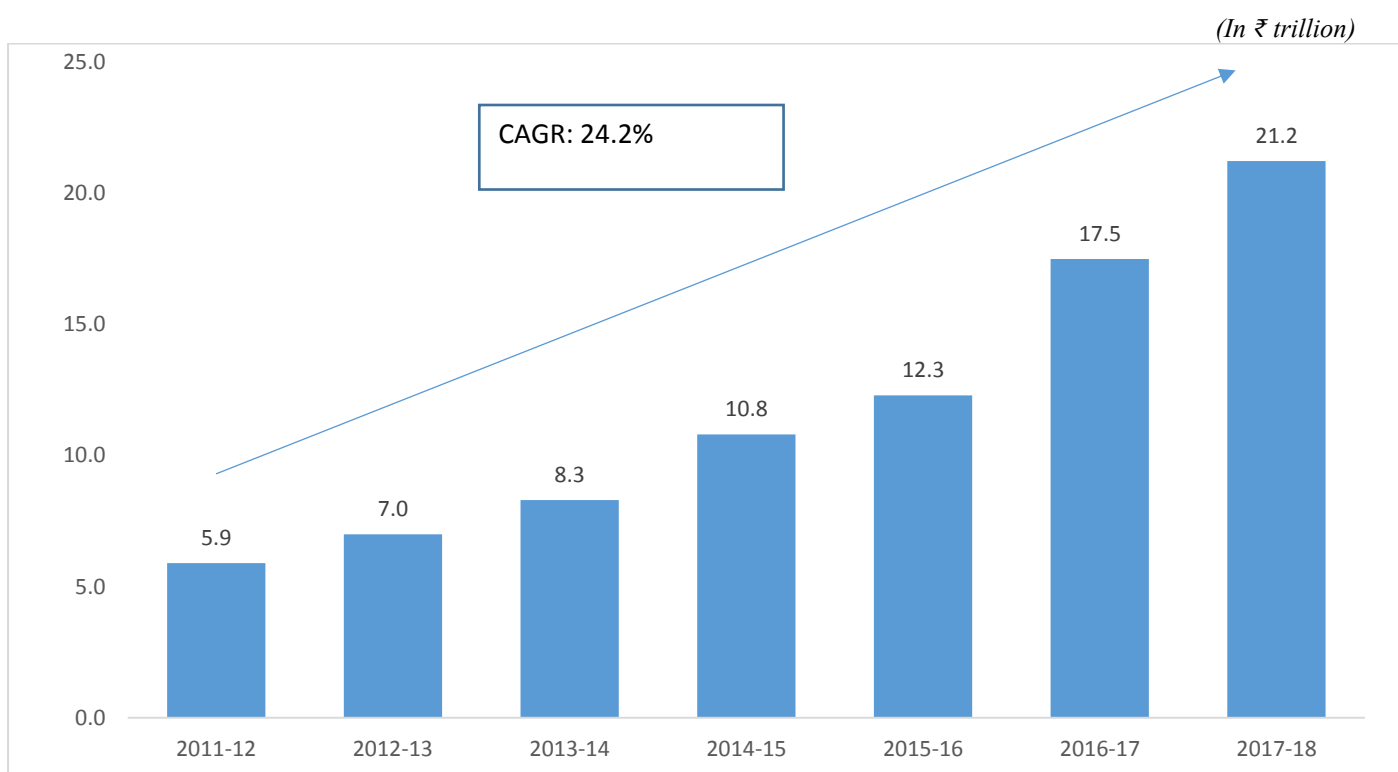
Portfolio Management Services are an investment portfolio in stocks, debt and fixed income products managed by a professional money manager, and are customised products to meet specific investment objectives. There is a freedom and flexibility to tailor customer required portfolio to address personal preferences and financial goals. The key difference between mutual fund and portfolio management services are PMS portfolios are more concentrated unlike mutual funds. Minimum investment in PMS is ₹ 2.50 million.

Most of these investment solutions provided by PMS cater to a niche customer segment, and the clients are usually HNIs or institutions. According to SEBI guidelines, only those entities which are registered with the capital market regulator for providing PMS services can only offer these products. Many asset management companies have been providing portfolio management services which are distributed by wealth management firms and brokers. Distribution commissions for these products are higher than mutual funds.

Assets under Mutual Funds

The last two years were strong for the mutual fund industry, with asset under management (AUM) surging 31.40% CAGR over Financial Year 2016 to Financial Year 2018 to cross ₹ 21 trillion, as of March 31, 2018. Growth was led by high net inflows equity funds supported by high retail participation amid buoyant capital markets.

The following shows the mutual fund AUM growth trajectory:



Source: AMFI, CRISIL Research

Loan Against Shares

The segment's outstanding grew by 22.00% CAGR between Financial Year 2012 and Financial Year 2018, mainly on account of strong growth in capital markets and increase in penetration by financial institutions. Key equity markets like BSE and NSE 50 recorded growth of CAGR 11.00-12.00% each between Financial Year 2013 and Financial Year 2018. CRISIL Research believes that the growth in this segment would largely be driven by the performance of the equity markets. Other factors likely to have a positive impact on LAS include favourable interest rates against the backdrop of a gradual recovery in the economy. Also, the nature of collateral, instant liquidity, interest only on outstanding amount etc. will aid the growth of this segment. For instance, the RBI has laid down guidelines governing LAS such as advances to be extended only to individuals, brokers etc., and only with pre-defined upper limits.

SUMMARY OF OUR BUSINESS

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. Bidders should note that this is only a summary of our business and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, Bidders should read this entire Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read the section entitled “Forward-Looking Statements”, “Risk Factors”, “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages on page 15, 17, 210 and 327 respectively. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus on page 266. We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which may not be derived from our Restated Consolidated Financial Information and may not have been subjected to an audit or review by our Statutory Auditor. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other financial services company in India. Bidders 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 industry publications and other publicly available information, including in particular, the report “Assessment of broking and financial products distribution industry in India” dated August, 2018 prepared by CRISIL Research and commissioned by us.

Overview

Our Company is one of the largest independent full-service retail broking house in India, in terms of active clients on NSE as of July 31, 2018 (*Source: CRISIL Report*). We are a technology led financial services company, that provides broking and advisory services, margin funding, loans against shares (through one of our Subsidiaries, AFPL) and financial products distribution to our clients under the brand “Angel Broking”. Our broking services are offered through (i) our online and digital platforms, and (ii) our network of more than 11,000 sub-brokers, as of June 30, 2018. We have more than 850,000 downloads of our *Angel Broking mobile app* and more than 450,000 downloads of our *Angel BEE app* as of June 30, 2018, which enables our clients to avail our services digitally. Through our network of sub-brokers and over 110 branches, we have a pan-India presence across 1,800 cities and towns, as of June 30, 2018. As at June 30, 2018, our Company managed ₹ 113,023.06 million in client assets and over 1.11 million active broking accounts.

We believe that our experience of over two decades has helped us to integrate our knowledge and expertise in the broking industry with the technology we provide to our retail clients through various platforms. We have enhanced client engagement and experience through application of technology to broking services including, launch of our mobile application for our broking services in the year 2011 and KYC authentication and complete client on-boarding through the electronic and digital medium in the year 2015 and 2016, respectively. During the quarter ended June 30, 2018, 87.25% of our revenue through our direct services and 46.49% of the revenue through our sub-brokers was provided through our online and digital platforms. This aggregates to 59.88% of our broking revenues, being earned through our online and digital platforms for the quarter ended June 30, 2018. Our primary focus is to profitably grow our retail broking, margin funding and distribution businesses through our online and digital platforms, “Angel Broking App”, “trade.angelbroking.com”, “Angel SpeedPro”, “Angel BEE”, which are powered by “ARQ”, a rule-based investment engine. We believe that we are positioned to benefit from the development of the Indian financial market, increased emphasis on digitalisation, and growth in the returns from such financial investments. We have received several awards and accolades for our services and products, including ‘Best performing retail member - Pan India 2016-17’ Award at Market Achievers Awards organised by NSE, one of the ‘Top Volume Performers in Equity Retail Segment 2016-17’ by BSE, the ‘Fulcrums of Commodity Derivatives Market’ Award by MCX in 2018 and the ‘Best Technology House of the Year’ in 2016 at the ASSOCHAM Excellence Awards.

We provide a wide range of financial services to our clients including and in relation to:

- **Broking and Advisory:** We provide broking services across equity (cash-delivery, intra-day, futures and options), commodity and currency segments, along with debt products. We facilitate participation of our clients in initial public offerings undertaken by various companies. As a part of the broking and advisory services offered by us, we also facilitate opening of demat accounts for our clients. Our Company is a member of BSE, NSE, MSEI, MCX and NCDEX in order to provide broking services. To complement our broking and advisory services, we also provide the following additional services to our clients:

- (i) *Research Services:* We have a dedicated research team which publishes research reports on a daily, weekly and monthly basis for our clients, to enable them to make informed investment decisions across equity, commodity and currency segments.
 - (ii) *Investment Advisory:* We provide investment advisory services to our retail clients with customized investment recommendations which we believe assists our clients in achieving their investment goals across various investment avenues such as equities, debt, currency, commodities, derivatives, mutual funds and insurance products.
 - (iii) *Investor Education:* Our website, www.angelbroking.com, is also a knowledge center which aims to empower investors, including our clients, with an understanding in respect of trading and investments products. As part of our investor awareness initiative, we regularly undertake sessions through various digital mediums, to enhance our retail clients' knowledge regarding our products, research and market trends.
- **Other Financial Services:** In addition to our broking and advisory services, we also provide the following financial services that may enable our clients to achieve their financial goals:
 - (i) *Margin Trading Facility:* We provide margin trading facility to our clients for leveraging their eligible collaterals by funding their requirements on the cash delivery segment of equities. Such funding is subject to exposure against margins that are mandated by the stock exchanges, with the securities forming a part of the collateral for such funding.
 - (ii) *Distribution:* We undertake distribution of third-party financial products such as mutual funds, and health and life insurance products, according to our clients' requirements. Such distribution is undertaken through both our offline channels and our digital platforms, "Angel Broking" and "Angel BEE". We believe that our distribution business helps our clients to achieve their financial and risk mitigation objectives by providing them with personal wealth management services.
 - (iii) *Loans against shares:* Through our Subsidiary, AFPL, which is registered as an NBFC, we provide loans against shares to our retail clients.

Our consolidated revenue from operations was ₹ 1937.14 million, ₹ 7,647.65 million, ₹ 5,369.23 million and ₹ 4,474.10 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017 and 2016, respectively. Further, our net profit as restated was ₹ 255.91 million, ₹ 1,079.28 million, ₹ 310.14 million and ₹ 317.24 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017 and 2016, respectively. In Financial Year 2018, our return on net worth* was 22.72%.

*Return on Net Worth (%) = Net profit as restated divided by Net worth at the end of the year/ period.

Our Strengths

We believe we have the following competitive strengths:

1. One of the largest retail broking houses with strong brand equity

Our Company is one of the largest independent full-service retail broking house in India, in terms of active clients on NSE as of July 31, 2018 (*Source: CRISIL Report*). We believe that our branch and sub-broker network, spread across 1,800 cities and towns and our online and digital platforms enable us to reach a large population of retail clients across India. Over the years, we have increased our market share in the retail broking space in India, in the cash segment from 6.24% in Financial Year 2016, to 8.84% in Financial Year 2018. Between Financial Year 2016 and Financial Year 2018, the number of our active clients increased from 0.72 million clients to 1.06 million clients. We believe that we have developed a dedicated client base due to our client-centric approach in respect of the services we provide, user-friendly online and digital interface; and the ability to provide seamless access to all segments of the stock markets. As part of our efforts to facilitate increased participation by our clients in initial public offerings, we offer our services to the clients to submit applications through the ASBA mechanism. We believe that we have the ability and infrastructure to meet the growing need for application of information technology and digitalisation to the broking industry.

The "Angel Broking" brand, established over 20 years ago, has over the years built an online and digital broking and financial services platform, with a pan-India presence. We provide our broking, margin funding, advisory and financial services through our brands "Angel Broking" and "Angel BEE", powered by "ARQ", which we believe are well-recognized brands in the retail broking industry in India and are capable of addressing the financial investment and risk

mitigation requirements of Indian retail clients. We believe that we have a strong brand presence using a targeted strategy of offering services under different brands to cater to a diverse group of clients. We believe that we are well placed to capitalise on the expected growth in the broking sector in India due to our early mover advantage in providing broking, financial and advisory services through both, our online and offline channels.

Our research reports and analysis are widely available through print, television media, online and digital platforms, “Angel Broking” and “Angel BEE” and through our sub-broker network, which enables our clients to make informed investment decisions.

2. Ensuring client satisfaction through the implementation of advanced technology and digitalisation

We remain focussed on innovation and implementation of technology across various services offered by us, which we believe has increased client satisfaction and client referrals. Our mobile based applications across the broking and advisory businesses have been consistently appreciated and awarded. We believe that we have successfully implemented technology to the broking and advisory business in India, from acquisition of clients to the settlement of trades, remittance of funds and providing our clients with necessary data and reports to ensure that our clients are provided with customised and holistic solutions.

We believe that our emphasis on providing our clients with services through technological platforms has enabled us to rationalise the cost we incur to service our clients’ needs, leading to cost-efficiency. We apply digitalisation in the client acquisition process in both the offline and online channels which we believe has enabled us to achieve standardisation in product and service delivery to our clients. We are also one of the leading independent full-service retail broking houses in terms of active clients on NSE as of July 31, 2018 (*Source: CRISIL Report*) in India which have applied a rule based investment engine, “ARQ” to our broking and advisory services. A combination of both, our fundamental knowledge of the markets and market insights; and the application of a rule based system has resulted in us being able to provide customised advice and services to our clients. We have continuously aimed to provide personalized services while giving clients the choice of where, when, and how they avail the services offered by our Company. For instance, in 2016, we have launched “ARQ”, which is rule based investment engine for our retail clients, which uses the “Modern Portfolio Theory” in order to provide our clients a convenient means to make investments. Further, we have recently launched a mobile application, “Angel BEE”, which is an aggregated advisory platform to cater to the millennial generation, providing investment advisory services to them. Further, we believe our research capabilities have, over time, gained recognition and are supplemented by “ARQ” ensuring more accuracy in our recommendations.

Our technology and innovation has been recognized over the years, through awards such as ‘Best Technology House of the Year 2016’ by ASSOCHAM and we have also received the ‘CEO Award for Digital Investing Platform of the Year 2017’ award at the BSE Commodity Equity Outlook Awards.

3. Strong client base through our online and digital platform and sub-broker network

Our broking services are offered through (i) our online and digital platforms, (ii) our network of more than 11,000 sub-brokers, as of June 30, 2018; and (iii) dedicated dealer helpdesks at our service centres in New Delhi and Mumbai. Over time, we have focussed on increasing our online and digital presence and providing our clients with a seamless experience. We believe that we have developed a strong retail client base, over time, with 1.11 million active clients as of June 30, 2018. In terms of the number of sub-brokers, our market share is 9.39% in the NSE cash segment and 11.96% in the NSE F&O segment, as of March 31, 2018.

Our online platforms, “Angel Broking”, “trade.angelbroking.com”, “Angel SpeedPro” and “Angel BEE”, powered by ARQ, allow us to provide our clients with an ability to manage their wealth and investments in an efficient and organized manner. We believe that our offline channels and our large sub-broker network, enables us to augment the reach of our electronic broking platform and also provides us with a way to increase trading volume through our electronic broking platform. Our online presence has been strengthened by the launch of “Angel BEE”, by increasing the reach of our existing distribution network. In addition to our strong online presence, our distribution business is supported by our branches and sub-broker network. Our geographical presence across 1,800 cities and towns has helped us develop a better understanding of specific needs of individuals and preferences and enabled us to tailor the services offered by us to the evolving needs of our clients. Further, we believe that our online and digital presence enables us to reach retail clients across geographies. The number of direct clients who have been acquired through our online and digital platforms has increased from 27,173 clients for the Financial Year ended March 31, 2016 to over 60,650 clients for the Financial Year ended March 31, 2018.

We believe that, over the last few years, we have increased penetration and presence in India including in certain North-Eastern states. The cost-efficiencies arising due to economies of scale and greater and concentrated brand visibility due to focused implementation of marketing and advertising initiatives, driven by our digital outreach have helped us grow our business over the years.

4. Significant market share in the cash and commodity segment

Our broking, distribution and advisory services are backed by robust infrastructure and has processed, at peak usage, approximately 0.95 million trades in a day. Our market share in the commodity segment has increased from 7.62% in Financial Year 2016 to 8.31% in Financial Year 2018 (*Source: MCX*). We had over 8.84% of market share in retail exchange turnover of the equity cash segment in Financial Year 2018.

We believe that such an increase is primarily due to quality of our investment advice offered and our trade execution abilities, combined with our focus on providing technology enabled solutions. We leverage our strong research capabilities and capitalise on proprietary analytical models to analyse information and make informed investment and trading recommendations to our clients. With our dedicated research team and experienced professionals to understand the needs of our clients, we believe that we are well-positioned to provide value added investment advice. We have also been accredited for our cash and commodity business by ASSOCHAM as being the “Best Market Analyst in Commodity Futures” in 2017 and by MCX as the “Best Commodity Broker of the Year 2016 - 2017”.

5. Track record of continuous growth and strong financial performance

Our success as a provider of financial services is built upon long standing client relationships. We believe that our clients associate the “Angel Broking” brand with knowledge, leadership, differentiated and quality services, providing solutions to strategic and financial investment requirements, sound execution capabilities of our clients’ transactions and robust governance and business policies adopted by our Company. This, we believe, enables us to retain our existing clients and develop relationships with new clients. Our Company is one of India’s largest independent full-service retail broking houses in terms of active clients on NSE as of July 31, 2018 (*Source: CRISIL Report*). As at June 30, 2018, our Company had ₹ 113,023.06 million in client assets and 1.11 million active broking accounts. Further, our broking ADTO has increased by 105.43% from ₹ 72,559.23 million as of Financial Year ended March 31, 2016 to ₹ 149,058.17 million as of quarter ended June 30, 2018.

Our total consolidated revenue and net profit as restated increased from ₹ 4,622.70 million and ₹ 317.24 million, respectively, in Financial Year ended March 31, 2016 to ₹ 7,843.89 million and ₹ 1,079.28 million in Financial Year ended March 31, 2018, respectively, representing a CAGR of 30.26% and 84.45%, respectively. As of Financial Year ended March 31, 2018, our return on net worth was 22.72%*. We also have a consistent record for paying dividend and our Dividend Payout Ratio was 18.10% in Financial Year ended March 31, 2018. While our revenues have been growing, we have focused on managing our costs by leveraging the efficiencies inherent in our technology-based business model, which we believe is evolving, scalable and asset-light.

*Return on Net Worth (%) = Net profit as restated divided by Net worth at the end of the year/ period.

As of June 30, 2018, we have a dedicated team comprising 50 members focusing on qualitative and quantitative research requirements related to the financial markets, across various segments and products based on our clients’ requirements, their risk appetite and their time horizon for investments. Our analysts publish research reports on a daily, weekly and monthly basis along with specific event-based reports, for our clients, to enable them to make informed investment decisions across equity, commodity, equity derivatives, commodity derivatives and currency derivatives segments.

6. Proven and Experienced Management Team and Execution Strength

We have a strong management team with experience in the Indian financial services and broking sectors. The quality of our management team has been significant in achieving our business results. All members of our senior management team have substantial experience. One of our Promoters, Dinesh D. Thakkar has over 25 years of experience in the broking industry and is the founder of the Angel Group. Our other Promoters, Ashok D. Thakkar and Sunita A. Magnani have over 18 years and over 13 years of experience, respectively, in the “Angel” group.

Our management team is responsible for formulating our business strategy, devising and executing marketing and sales plan, managing our service areas, diversifying our business and sector mix, ensuring strong operating and technology platforms and expanding our client relationships.

Further, our management team enables us to conceptualise and develop new services, effectively market our services, and develop and maintain relationships with various stakeholders and intermediaries including our clients and sub-broker

network. For further information relating to our management, please see the section entitled “*Our Management*” on page 186.

Our Strategies

Going forward, the following are our business strategies:

1. *Diversify and expand our retail client base*

We intend to strengthen our leadership position to become the largest retail broking firm in India, both by broking revenue and active clients. In particular, we aim to enhance our market position in the growing retail broking segment, by continuing to focus on acquiring and retaining clients, product innovation, leveraging our web and digital broking platforms and brand to acquire clients through these platforms, our branches and our extensive sub-broker network, analysing client behaviour and provide personalized recommendations. Further, we intend to expand and offer all the financial services required by our retail clients.

We aim to increase our client base, increase the number of trades and transactions, thereby increasing retail broking revenues. We intend to widen our analysts’ recommendations, create an integrated consumer behaviour engagement model, which enables us to serve our clients better and increase our engagement with them through implementation of technology, across various devices and means of communication. We also intend to diversify and increase our retail client base by catering to various clients across different age groups with digital applications such as “*Angel BEE*” which has been designed to specifically suit the needs of the millennial generation. We also believe that we will be able to increase our retail client base by providing multilingual services on our online platforms to ensure reach to a larger investor base and capitalise on the underserved client base with simplicity in advice.

We also intend to strengthen our client support systems to ensure that we are able to provide anytime, anywhere access through various modes of communication.

2. *Continuously developing implementation of technology and enhancing digital infrastructure*

We believe that we are at the forefront of application of technology and digitalisation in the broking business in India and are continuously striving to reach international standards of providing services to our clients. Given that a majority of our retail clients interact with us through our electronic broking platform, we continuously invest in the development of technology to ensure that we provide our clients with a superior, seamless and secure experience. Delivering innovative products, improving user interface across devices and ensure time optimisation for an increase in the performance and execution of trades has been and continues to be our strategy in technological development. We also intend to continue to ensure that we implement the best practices in respect of cybersecurity and increase our ability to operate with third parties to optimise our operations and provide our clients with a digital experience which is efficient and cost-effective. Our risk management framework is completely automated and we remain committed to enhance our systems to meet the growing needs and requirements of regulators, market participants and clients.

We believe that use of technology augments client relationships and enables reduction in errors and expenses, in addition to ensuring data privacy. We will continue to improve our systems to provide our clients with unified data architecture across sales, on-boarding, risk profiling, research recommendations, trade execution and settlement and generation of reports. With successful application of artificial intelligence to our investment advisory services, we believe that we will be able to implement artificial intelligence to other functions, enabling efficient and profitable growth of our business.

As our client base increases, we will have access to an increasing amount of data. We intend to continue investing in our analytical capabilities to ensure that we are able to gain actionable insights from such data while ensuring compliance with the privacy requirements of our clients. We have, and will continue to, use analytics and artificial intelligence to help us understand client preferences, design new products, identify targets for cross-selling and increase transactions with our clients.

3. *Establish a leadership position in the investment advisory space*

We provide investment advisory services through our various applications and our website, which are supplemented by “*ARQ*”, a rule based investment engine. We currently provide our clients with customized solutions to assist them achieve their investment goals across various investment asset classes such as equities, derivatives, currency and commodities, mutual funds, fixed deposits and bonds, health insurance and life insurance products. The launch of “*Angel BEE*” as the digital interface for sourcing, client acquisition and digital interaction with our clients further strengthens

our focus on technology. “*Angel BEE*” is our platform through which we provide retail wealth management and personalised investment recommendations to our clients.

We intend to continue to maintain high growth and profitability by increasing the scope and intensity of activities in our existing investment advisory business by providing such services to a wider range of clients and ensuring that other platforms of the Company are capitalised in order to efficiently manage the wealth of clients. We intend to capitalise on our existing retail client base to ensure that our wealth management business increase over time and each of our clients receive personalised and satisfactory services. We believe that our significant retail broking client base presents us with the potential to cross-sell third-party products suitable to their requirements. In particular, we believe that certain asset classes are underpenetrated among our client base and we will leverage our analytics capabilities to selectively target client based on their likelihood to purchase such products. We also intend to continue to engage with third-party providers to increase the number of products available to our clients.

Our diversification across financial products and services, coupled with our organizational structure and culture, provides us with an ability to offer various products and services from across our businesses to our expanding base of broking clients. We believe that this will position us well to increase the proportion of our clients’ total spending that we capture.

We also intend to capitalise on our digital marketing to generate client leads and introduce a number of initiatives to simplify client acquisition. This is in addition to new products that we launch regularly in line with client needs.

We believe that the increase in the purchasing power of individuals in the country and shift in the need to invest in financial products will enable us to capitalise on the same and ensure that our clients receive better returns over time.

4. *Capitalisation of the growing investable wealth in India*

According to the CRISIL Report, the financial market in India is expected to continue to grow in line with its historical trajectory, due to strong demand and supply-side drivers, such as the expected growth in the Indian economy, increasing urbanisation, increased consumerism due to higher per capita incomes, and favourable changes. This indicates market growth potential for established financial service providers in India such as us. Further, clients in India are also increasingly willing to pay a premium for higher quality of infrastructure and service, such as technology, automation and other value-added services and higher product safety.

In the last five years, there has been an increase in the amount of wealth invested in India in financial products as compared to traditional forms of investment. We intend to capitalise on these opportunities in the Indian financial market, given our experience in adopting technology and automation to service our clients. Further, we believe that the projected growth and the changes in the Indian financial market resulting from increased wealth and trading will result in an increase in the dependence of existing and new clients on financial services providers such as us. We believe that our wealth of experience, research capabilities, understanding of the financial markets, will result in us being able to capitalise on the growing investable wealth in India.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information of our Company derived from the Restated Financial Statements as at and for the quarter ended June 30, 2018 and the Financial Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

The summary of the Restated Financial Statements referred to above is presented under the sections entitled “Financial Statements” on page 210. The summary financial information presented below should be read in conjunction with the Restated Financial Statements, the notes thereto and the sections entitled “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 210 and 327, respectively.

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Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Restated Standalone Statement of Assets and Liabilities

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Equity and liabilities						
Shareholders' funds						
Share Capital	719.95	719.95	143.64	143.64	143.64	143.64
Reserves and Surplus	4,035.00	3,779.63	2,981.25	2,883.09	2,719.98	2,469.87
Non-current liabilities						
Long-Term Borrowings	10.45	11.91	4.15	-	-	250.00
Long-Term Provisions	30.23	30.23	30.05	20.58	16.18	11.11
Current liabilities						
Short-Term Borrowings	7,962.00	10,636.29	6,971.51	3,046.54	1,511.11	1,166.37
Trade Payables						
Total outstanding dues of micro and small enterprises	0.02	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises	5,035.45	6,154.16	4,430.33	2,511.55	2,099.07	2,517.69
Other Current Liabilities	1,395.91	1,381.11	845.35	679.13	863.63	777.62
Short-Term Provisions	17.77	7.99	6.24	4.24	3.66	5.07
Total	19,206.78	22,721.27	15,412.52	9,288.77	7,357.27	7,341.37
Assets						
Non-current assets						
Fixed assets						
Property plant and equipment	881.43	883.88	869.36	889.59	929.38	1,076.14
Intangible Assets	82.53	87.57	76.63	37.65	31.05	28.00
Capital Work- in-progress	-	-	-	12.57	8.80	-
Intangible assets under development	-	-	6.41	18.34	-	-
Non-Current Investments	947.90	947.90	1,009.65	1,009.65	1,009.65	1,009.65
Deferred tax asset (net)	36.94	37.91	7.46	3.69	5.78	-1.41
Long-Term Loans and Advances	265.62	251.10	118.75	115.23	397.45	434.94
Other Non-current Assets	22.58	17.64	23.20	21.15	19.44	16.05
Current assets						
Inventories	-	-	0.83	0.73	0.69	0.55
Trade Receivables	1,367.96	1,570.63	8,544.44	4,375.06	2,653.93	1,980.94
Cash and Bank balances	7,003.20	8,759.45	4,538.67	2,608.34	2,160.43	2,306.65
Short-Term Loans and Advances	8,380.84	9,938.91	96.97	129.29	99.69	62.47
Other Current Assets	217.78	226.28	120.15	67.48	40.98	427.39
Total	19,206.78	22,721.27	15,412.52	9,288.77	7,357.27	7,341.37

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Restated Standalone Statement of Profit & Loss

₹ in million

Particulars	For the Quarter ended		For the Year Ended			
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Revenue						
Revenue from Operations	1,868.34	7,340.24	4,541.86	3,639.25	3,445.71	2,344.42
Other Income	109.90	182.37	172.20	173.80	198.23	216.12
Total Revenue (A)	1,978.24	7,522.61	4,714.06	3,813.05	3,643.94	2,560.54
Expenses						
Employee Benefits Expense	326.95	1,151.02	1,094.78	909.08	720.64	782.37
Depreciation and Amortisation Expenses	28.98	124.94	96.93	96.91	123.42	93.23
Finance Costs	211.37	887.07	504.10	286.65	186.73	136.05
Other Expenses	1,020.84	3,869.83	2,737.97	2,124.70	2,046.56	1,451.73
Total Expenses (B)	1,588.14	6,032.86	4,433.78	3,417.34	3,077.35	2,463.38
Profit before tax and material adjustments (C=A-B)	390.10	1,489.75	280.28	395.71	566.59	97.16
Tax expense						
- Current tax	133.85	516.45	86.86	134.21	199.38	28.59
- Deferred Tax charge / (credit)	0.97	(34.29)	(3.78)	2.09	12.02	(5.44)
- Taxes for earlier years	(0.09)	(10.91)	(9.78)	4.57	(6.26)	0.72
Total Tax expense (D)	134.73	471.25	73.30	140.87	205.14	23.87
Net Profit as restated	255.37	1,018.50	206.98	254.84	361.45	73.29
Earnings per equity share [Nominal value of ₹ 10 each fully paid]						
- Basic	3.55	14.18	2.88	3.55	5.03	1.02
- Diluted	3.55	14.18	2.88	3.55	5.03	1.02

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Restated Standalone Statement of Cash Flow Statement

₹ in million

Particulars	For the Quarter Ended		For the Year Ended			
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
(i) Cash flow from operating activities						
Restated Profit before tax	390.10	1,489.74	280.28	395.71	566.59	97.16
Adjustments for :						
- Interest income on fixed deposits with banks free from charge	-	-	(0.43)	(1.58)	(0.29)	(18.67)
- Interest on fixed deposits with banks	(25.26)	(72.84)	(38.48)	(4.17)	-	-
- Interest income on inter corporate deposits	(1.71)	(6.58)	(4.90)	(7.04)	(56.77)	(29.38)
- Interest income on bond	-	(9.10)	-	-	-	-
- Income from lease of property	(2.08)	(8.32)	(36.32)	(36.32)	(36.32)	(35.86)
- Dividend from long term investments	-	(0.16)	(42.97)	(25.06)	(22.47)	(22.47)
- Dividend from current investments	-	(6.60)	-	-	-	-
- Profit/loss on redemption of mutual fund/bonds	-	(5.25)	-	-	-	-
- Interest on income tax refund	-	-	-	(63.39)	(8.06)	-
- Dividend from investment in mutual funds	-	-	-	-	(0.17)	(0.71)
- Contingent provision against standard asset no longer required	-	-	-	-	(1.00)	-
- Provision for gratuity	0.92	(0.24)	12.73	9.16	8.41	2.54
- Provision for compensated absences	3.70	0.10	7.42	4.06	2.50	0.24
- Depreciation and amortisation expenses	28.98	124.94	96.93	96.91	123.42	93.23
- Interest on term loan	-	-	-	21.65	37.43	32.56
- Interest on loan secured against security	-	-	86.74	10.14	-	-
- Interest expense on inter corporate deposits	-	4.98	14.18	26.94	-	-
- Interest on bank overdraft	204.52	835.61	376.92	193.56	115.32	53.81
- Interest on Income tax	-	6.55	(0.42)	0.48	3.42	0.63
- Commercial Paper Charges	-	-	-	-	-	3.36
- Fixed assets written off	-	4.97	0.72	3.48	9.78	10.18
- Profit on sale of Shares	(4.64)	-	-	-	-	-
- Profit / (Loss) on Sale of property plant and equipment/intangible assets (net)	(0.37)	-	(0.67)	3.43	(1.58)	0.97
- Bad Debts written off (net)	36.93	83.83	34.85	47.92	34.58	27.04
- Insurance claim received	-	-	-	-	-	(2.31)
Operating profit before working capital changes	631.09	2,441.63	786.58	675.88	774.79	212.32
Changes in working capital:						
- Increase / (decrease) in trade payables	(1,118.69)	843.52	1,918.78	412.48	(418.62)	757.99
- Increase / (decrease) in other current liabilities and Short-term provisions	14.69	396.11	158.98	55.06	(170.11)	(1,071.20)
- (Increase) / decrease in long-term loans and advances	(26.22)	(136.20)	4.49	(11.25)	16.63	14.45
- (Increase) / decrease in other non-current assets	(4.93)	12.06	(2.05)	(1.71)	(3.39)	69.19
- (Increase) / decrease in inventories	-	0.83	(0.10)	(0.03)	(0.15)	0.27
- (Increase) / decrease in trade receivables	165.75	6,919.34	(4,204.25)	(1,769.03)	(707.56)	(561.21)
- (Increase) / decrease in other bank balances	1,929.21	(3,291.69)	(1,272.02)	(910.94)	209.32	(265.65)
- (Increase) / decrease in short term loans and advances	1,558.07	(9,827.06)	32.32	(29.60)	(37.22)	114.27
- (Increase) / decrease in other current assets	8.50	(64.49)	(27.00)	(33.13)	401.60	(398.34)
Cash generated (used in) / from operations	3,157.47	(2,705.95)	(2,604.27)	(1,612.27)	65.29	(1,127.91)
- Direct taxes paid (net of refunds)	(116.90)	(475.99)	(84.66)	217.60	(167.62)	(36.06)
Net cash generated (used in) / from operating activities (i)	3,040.57	(3,181.94)	(2,688.93)	(1,394.67)	(102.33)	(1,163.97)
(ii) Cash flow from investing activities						
Purchase of property plant and equipment/intangible assets	(21.50)	(75.07)	(93.34)	(94.30)	(58.43)	(40.97)
Proceeds from sale of property plant and equipment and intangible assets	0.37	1.36	2.11	1.55	2.49	5.56
Investment in fixed deposit free from charge	-	-	(19.24)	(90.00)	-	-
Proceeds from fixed deposit free from charge	-	-	99.62	-	-	-
Proceeds from Insurance Claim	-	-	-	-	-	2.31
Cash and cash equivalent acquired pursuant to scheme of merger	-	111.28	-	-	-	-
Purchase of Mutual Fund Units	-	(330.00)	-	-	-	-
Redemption of Mutual Fund Units	-	544.95	-	-	-	-
Purchase of Bonds	-	(270.01)	-	-	-	-
Redemption of Bonds	-	294.22	-	-	-	-
Proceeds from sale of Shares	4.64	-	-	-	-	-
Interest received on fixed deposits with banks	25.26	72.84	13.26	12.39	(14.91)	20.57
Interest received on inter corporate deposits	1.71	6.58	4.90	7.04	56.77	29.38
Interest received on bonds	-	8.47	-	-	-	-
Income from lease property	2.08	8.32	36.32	36.32	36.32	35.86
Dividend received on long term investment	-	6.76	42.98	25.05	22.47	22.47
Dividend income on mutual funds	-	-	-	-	0.17	0.71
Net cash generated from / (used in) investing activities (ii)	12.56	379.70	86.61	(101.95)	44.88	75.89
(iii) Cash flow from financing activities						
Proceeds/(repayments) from/of overdraft from bank (net)	(2,674.30)	3,595.40	3,574.98	1,732.72	124.94	148.44
Proceeds from working capital loan	-	-	350.00	-	-	-
Proceeds from Issue of Commercial Papers/NCD	-	-	-	-	-	496.64
Repayment of Commercial Papers/NCD	-	-	-	-	-	(500.00)
Proceeds from unsecured loan	-	-	-	-	219.80	-
Proceeds from Vehicle Loan	-	-	5.00	-	-	(70.89)
Repayments of Vehicle Loan	(1.34)	(5.06)	-	-	-	-
Proceeds from unsecured loans	-	-	-	-	-	-
Repayments of unsecured loans	-	-	-	(250.00)	-	-
Proceeds from intercorporate deposits	-	3,454.78	17,105.75	22,239.04	-	-
Repayment of intercorporate deposits	-	(3,454.78)	(17,105.75)	(22,436.34)	-	-
Proceeds from issue of Equity Shares	-	10.92	-	-	-	-
Interest paid on term loan	-	-	-	(21.65)	(37.43)	(32.56)
Interest paid on loan secured against security	-	-	(86.74)	(10.14)	-	-
Interest on intercorporate deposits	-	(4.98)	(14.18)	(26.94)	-	-
Interest paid on bank overdraft	(204.52)	(835.61)	(379.21)	(191.37)	(115.42)	(55.46)
Interim dividend paid	-	(195.35)	(97.68)	(80.44)	(63.20)	(68.95)
Dividend distribution tax paid	-	(39.77)	(11.15)	(11.29)	(8.14)	(7.91)
Net cash generated from / (used in) financing activities (iii)	(2,880.16)	2,525.54	3,341.02	943.59	120.55	(90.69)
Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)	172.97	(276.70)	738.70	(553.03)	63.10	(1,178.77)
Cash and cash equivalents at the beginning of the quarter/year	791.19	1,067.89	329.19	882.22	819.12	1,997.89
Cash and cash equivalents at the end of the quarter/year	964.16	791.19	1,067.89	329.19	882.22	819.12

Cash and cash equivalents at the end of the quarter/year comprises of						
Cash on hand	0.49	0.40	0.63	0.59	0.76	0.75
Balance with scheduled banks in current accounts	613.67	529.54	627.26	308.37	881.46	818.37
Demand deposits (less than 3 months maturity)	-	180.00	440.00	-	-	-
Cheques on hand	350.00	81.25	-	20.23	-	-
	964.16	791.19	1,067.89	329.19	882.22	819.12

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Restated Consolidated Statement of Assets and Liabilities

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES						
Shareholders' Funds						
Share Capital	719.95	719.95	143.64	143.64	143.64	143.64
Reserves & Surplus	4,285.39	4,029.48	3,750.70	3,549.39	3,323.87	3,001.93
Non-current Liabilities						
Long Term Borrowings	64.83	72.60	77.34	87.70	49.30	250.00
Long Term Provisions	34.92	34.93	35.04	25.14	19.52	13.92
Deferred Tax Liability (Net)	-	-	4.82	9.71	-	4.63
Current Liabilities						
Short Term Borrowings	8,355.03	11,150.24	7,624.35	3,481.86	2,455.27	2,080.37
Trade Payables						
Total outstanding dues of micro and small enterprises	0.02	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises	5,035.01	6,146.49	5,314.43	3,231.87	2,669.01	3,030.92
Other Current Liabilities	1,440.60	1,503.87	1,065.73	847.69	1,069.06	1,056.45
Short Term Provisions	28.92	16.59	12.43	20.68	12.10	13.56
TOTAL	19,964.67	23,674.15	18,028.48	11,397.68	9,741.77	9,595.42
ASSETS						
Non-current Assets						
Fixed Assets						
Property plant and equipments	1,060.86	1,066.44	1,144.19	1,171.42	1,167.68	1,286.37
Intangible Assets	85.98	91.60	83.67	47.39	43.53	31.09
Capital Work in progress	-	-	-	12.64	8.80	18.38
Intangible assets under development	-	-	6.41	18.34	-	-
Non Current Investments	0.00	0.00	0.00	0.00	0.00	0.00
Deferred Tax Asset (Net)	28.79	29.33	-	-	0.59	-
Long Term Loans and Advances	314.40	304.55	204.00	190.24	479.11	521.54
Other Non-current Assets	37.14	32.08	37.58	32.41	30.70	27.31
Current Assets						
Current Investments	73.72	56.22	495.18	-	-	5.80
Inventories	0.56	0.57	1.82	1.51	0.88	0.72
Trade Receivables	1,371.20	1,584.63	8,581.89	4,459.26	2,684.53	2,053.96
Cash and Bank Balances	7,456.79	9,273.84	6,175.83	4,376.12	3,584.10	3,521.22
Short Term Loans and Advances	9,314.13	11,004.76	1,129.25	951.49	1,603.49	1,648.55
Other Current Assets	221.10	230.13	168.66	136.86	138.36	480.48
TOTAL	19,964.67	23,674.15	18,028.48	11,397.68	9,741.77	9,595.42

Restated Consolidated statement of Profit & Loss

₹ in million

Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
REVENUE						
Revenue from Operations	1,937.14	7,647.65	5,369.23	4,474.10	4,470.06	3,274.87
Other Income	117.59	196.24	153.94	148.60	147.21	213.76
Total Revenue (A)	2,054.73	7,843.89	5,523.17	4,622.70	4,617.27	3,488.63
EXPENSES						
Employee Benefits Expense	360.10	1,245.01	1,248.87	1,055.27	844.78	946.09
Depreciation and Amortisation Expenses	33.38	145.29	135.21	130.14	149.60	106.28
Finance Costs	225.29	946.90	539.30	356.63	384.14	184.97
Other Expenses	1,039.57	3,919.76	3,120.72	2,561.17	2,542.92	2,066.88
Total Expenses (B)	1,658.34	6,256.96	5,044.10	4,103.21	3,921.44	3,304.22
Profit before tax and material adjustments (C=A-B)	396.39	1,586.93	479.07	519.49	695.83	184.41
Tax Expense						
- Current tax	140.03	553.13	175.63	180.33	246.21	68.08
- Less : Minimum Alternative Tax Credit Entitlement	-	-	-	-	(4.29)	(2.87)
- Deferred Tax charge / (credit)	0.54	(34.16)	(4.89)	10.30	16.55	0.59
- Taxes for earlier years	(0.09)	(11.32)	(10.54)	6.53	(5.09)	1.15
- Corporate Dividend Tax of a subsidiary	-	-	8.73	5.08	3.81	3.81
Total Tax expense (D)	140.48	507.65	168.93	202.24	257.19	70.76
Net Profit as restated	255.91	1,079.28	310.14	317.24	438.64	113.65
Earnings Per Equity Share (Nominal Value of ₹ 10 each)						
- Basic	3.55	15.03	4.32	4.42	6.11	1.58
- Diluted	3.55	15.03	4.32	4.42	6.11	1.58

Restated Consolidated Statement of Cash Flow Statement

₹ in million

Particulars	For the	For the Year Ended				
	quarter ended	March 31,	March 31,	March 31, 2016	March 31,	March 31,
	June 30, 2018	2018	2017		2015	2014
(i) Cash flow from operating activities						
Restated Profit before tax	396.39	1,586.93	479.07	519.49	695.83	184.41
Adjustments for :						
Depreciation and Amortisation Expenses	33.38	145.28	135.21	130.14	149.60	106.28
Interest Expenses	218.58	908.00	512.31	319.25	348.29	129.39
Commercial Paper Charges	-	-	-	-	-	3.36
Interest on Fixed Deposits received	(29.47)	(82.39)	(83.17)	(27.07)	(19.79)	(74.53)
Interest on bonds	-	-	(0.56)	-	-	-
Interest on Income Tax Refund received	(1.34)	(2.11)	(0.02)	(67.71)	(8.99)	-
Income from Lease Property	(0.16)	(0.63)	(0.63)	(0.63)	(0.63)	-
Dividend Income on Current Investments	(0.76)	(8.76)	(7.91)	(7.41)	(2.75)	(8.80)
Dividend Income on Long Term Investments	-	(0.16)	(0.07)	(0.19)	(0.09)	(0.09)
Fixed Assets Written Off (Net)	-	-	0.80	3.48	10.09	10.82
(Profit) / Loss on Sale of property plant and equipment / intangible assets (net)	(0.37)	-	(0.79)	3.93	(1.49)	1.00
Insurance claim received	-	-	-	-	-	(2.31)
Bad Debts Written Off	36.93	83.99	38.95	52.45	50.87	33.48
Loans Written Off	-	-	-	-	0.09	0.82
MTM Loss on Perpetual Bonds	-	-	2.00	-	-	-
Profit on Redemption of Mutual Funds/ Bonds	(0.21)	(10.16)	-	-	(0.21)	-
Profit/loss on redemption shares	(9.28)	-	-	-	-	-
Write Back of Provision for Non Performing Assets	(0.27)	(0.41)	(1.90)	-	(0.36)	-
Write back of Contingent provision against standard assets	-	-	-	(2.19)	(1.00)	-
Loss Assets Written Off	-	4.97	3.19	0.95	-	0.46
Cenvat credit written off	-	0.48	1.91	-	-	-
Contingent Provisions against Standard Assets	-	-	0.42	-	0.43	1.65
Provision for Gratuity	3.07	9.28	14.70	10.74	9.37	4.47
Provision for Compensated Absences	5.63	4.78	8.54	5.31	2.76	0.70
Operating profit before working capital changes	652.12	2,639.09	1,102.05	940.54	1,232.02	391.11
Changes in working capital:						
- Increase / (decrease) in trade payables	(1,111.47)	831.37	2,082.56	562.86	(361.91)	569.30
- Increase / (decrease) in other current liabilities and Short-term provisions	(59.65)	427.12	204.27	21.00	(263.42)	(1,374.21)
- (Increase) / decrease in long-term loans and advances	(9.85)	(100.55)	2.74	(21.84)	15.97	11.37
- (Increase) / decrease in other non-current assets	(5.07)	5.51	(5.16)	(1.71)	(3.39)	68.43
- (Increase) / decrease in inventories	0.01	1.25	(0.31)	(0.63)	(0.16)	0.09
- (Increase) / decrease in trade receivables	176.50	6,912.90	(4,161.57)	(1,827.19)	(681.44)	(609.49)
- (Increase) / decrease in other bank balances	1,951.71	(3,329.92)	(927.33)	(1,311.47)	96.80	224.12
- (Increase) / decrease in short term loans and advances	1,690.90	(9,880.56)	(181.38)	653.25	45.98	(544.91)
- (Increase) / decrease in other current assets	9.03	(61.46)	(26.98)	32.30	366.50	(408.33)
Deferred tax asset (net)	-	-	-	-	-	-
Cash generated (used in) / from operations	3,294.23	(2,555.25)	(1,911.11)	(952.89)	446.95	(1,672.52)
- Direct Taxes paid(net of refund)	(138.60)	(537.58)	(190.42)	200.41	(201.45)	(79.35)
Net cash generated (used in) / from operating activities	3,155.63	(3,092.83)	(2,101.53)	(752.48)	245.50	(1,751.87)
(ii) Cash flow from investing activities						
Purchase of property plant and equipment/ intangible assets	(22.15)	(70.45)	(122.35)	(169.06)	(113.65)	(94.21)
Proceeds from sale of property plant and equipment/ intangible assets	0.37	1.36	2.64	1.73	4.14	5.74
Proceeds from Insurance Claim	-	-	-	-	-	2.31
Interest received on fixed deposits with banks	29.47	82.39	85.05	(3.74)	(4.59)	106.91
Proceeds from / (Investment) in Fixed Deposits	-	-	35.97	8.91	(106.43)	6.46
Income from lease property	0.15	0.63	0.63	0.63	0.63	-
Investment in bonds	-	(4.00)	(266.60)	-	-	-
Purchase of Mutual funds	(22.05)	(28.83)	(996.68)	(1,251.10)	-	(1,255.80)
Redemption of mutual funds	4.75	481.96	759.98	1,251.10	6.01	1,330.24
Proceeds from sale of Shares	9.28	-	-	-	-	-
Dividend received on long term investment	-	0.16	0.07	0.19	0.09	0.09
Dividend income on mutual funds	0.76	8.76	7.91	7.41	2.75	8.80
Net cash generated from / (used in) investing activities	0.58	471.98	(493.38)	(153.93)	(211.05)	110.54
(iii) Cash flow from financing activities						
Proceeds from issue of Equity Share Capital	-	10.92	-	-	-	-
Proceeds/(repayments) from/of overdraft from bank (net)	(2,802.97)	3,521.14	4,134.37	789.24	432.88	410.39
Loan from Directors	-	-	-	32.50	-	-
Proceeds from Issue of Commercial Papers/NCD	-	-	-	-	-	496.62
Repayment of Commercial Papers/NCD	-	-	-	-	-	(500.00)
Interest paid on term loan	(218.58)	(908.00)	(513.53)	(329.06)	(338.93)	(129.23)
Interim dividend paid	-	(195.35)	(97.68)	(80.44)	(63.20)	(68.95)
Dividend tax paid	-	(39.77)	(11.15)	(11.29)	(8.14)	(7.91)
Corporate Dividend Tax of a subsidiary	-	-	(8.73)	(5.08)	(3.81)	(3.81)
Net cash generated from / (used in) financing activities	(3,021.55)	2,388.94	3,503.28	395.87	18.80	197.11

Particulars	For the	For the Year Ended				
	quarter ended	March 31,	March 31,	March 31,	March 31,	March 31,
	June 30, 2018	2018	2017	2016	2015	2014
Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)	134.66	(231.91)	908.37	(510.54)	53.25	(1,444.22)
Cash and cash equivalents at the beginning of the quarter / year	1,228.86	1,460.77	552.40	1,062.94	1,009.69	2,453.91
Cash and cash equivalents at the end of the quarter / year	1,363.52	1,228.86	1,460.77	552.40	1,062.94	1,009.69
Cash and cash equivalents at the end of the quarter / year comprises of						
Cash on hand	0.69	0.65	0.91	0.88	1.21	1.53
Balance with scheduled banks in current accounts	807.79	761.92	1,019.86	480.62	1,045.43	1,008.16
Demand deposits (less than 3 months maturity)	555.04	385.04	440.00	24.70	16.30	-
Cheques on hand	-	81.25	-	46.20	-	-
	1,363.52	1,228.86	1,460.77	552.40	1,062.94	1,009.69

THE OFFER

The following table summarizes the Offer details:

Offer ⁽¹⁾	Up to [●] Equity Shares aggregating up to ₹ 6,000.00 million
<i>of which:</i>	
Fresh Issue ⁽¹⁾	Up to [●] Equity Shares aggregating up to ₹ 3,000.00 million
Offer for Sale ⁽²⁾	Up to [●] Equity Shares aggregating up to ₹ 3,000.00 million
<i>of which:</i>	
Offer for Sale by IFC	Up to [●] Equity Shares aggregating up to ₹ 1,200.02 million
Offer for Sale by Ashok D. Thakkar	Up to [●] Equity Shares aggregating up to ₹ 208.35 million
Offer for Sale by Sunita A. Magnani	Up to [●] Equity Shares aggregating up to ₹ 31.25 million
Offer for Sale by Individual Selling Shareholders ⁽²⁾	Up to [●] Equity Shares aggregating up to ₹ 1,560.38 million
QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares
<i>of which</i>	
Anchor Investor Portion	Up to [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
<i>of which:</i>	
Available for allocation to Mutual Funds only (5.00% of the Net QIB Portion) ⁽⁵⁾	Up to [●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds ⁽⁵⁾	Up to [●] Equity Shares
Non-Institutional Portion ⁽³⁾	Not less than [●] Equity Shares
Retail Portion ⁽³⁾	Not less than [●] Equity Shares
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	71,995,003 Equity Shares
Equity Shares outstanding after the Offer ⁽⁵⁾	[●] Equity Shares
Utilisation of Net Proceeds	Please see the section entitled “ <i>Objects of the Offer</i> ” on page 99 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

(1) The Offer has been authorised by the Board pursuant to its resolution passed on July 11, 2018 and August 14, 2018 and the Fresh Issue has been authorised by the Shareholders pursuant to the resolution passed on July 17, 2018.

(2) The Selling Shareholders severally and not jointly, specifically confirm that their respective portion of the Equity Shares offered in the Offer for Sale are eligible for the Offer in accordance with Regulation 26(6) of the SEBI ICDR Regulations. Offer for Sale of up to ₹ 1,200.02 million by the IFC pursuant to the letter dated June 21, 2018, of up to ₹ 208.35 million and up to ₹ 31.25 million by Ashok D. Thakkar and Sunita A. Magnani pursuant to the each of the letters dated June 19, 2018 and up to ₹ 9.27 million by Amit Majumdar (jointly held with Dolly Majumdar) pursuant to the letter dated June 20, 2018, up to ₹ 50.00 million by Ashok Popatlal Shah pursuant to the letter dated June 19, 2018, up to ₹ 83.34 million by Ashwin S. Thakkar pursuant to the letter dated June 20, 2018, up to ₹ 9.27 million by Bela Mukesh Gandhi (jointly held with Mukesh Gandhi) pursuant to the letter dated June 20, 2018, up to ₹ 111.05 million by Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah) pursuant to the letter dated June 19, 2018, up to ₹ 50.00 million by Chandresh Popatlal Shah pursuant to the letter dated June 19, 2018, up to ₹ 208.35 million by Deepak T. Thakkar pursuant to the letter dated June 20, 2018, up to ₹ 660.80 million by Lalit T. Thakkar pursuant to the letter dated June 19, 2018, up to ₹ 0.64 million by Mahesh D. Thakkar pursuant to the letter dated June 20, 2018, up to ₹ 10.42 million by Manjula Ramnik Gala pursuant to the letter dated June 20, 2018, up to ₹ 197.91 million by Mukesh Gandhi (jointly held with Bela Mukesh Gandhi) pursuant to the letter dated June 20, 2018, up to ₹ 52.09 million by Muskaan Daultani pursuant to the letter dated June 19, 2018, up to ₹ 6.18 million by Nikhil H. Daxini pursuant to the letter dated June 20, 2018 and up to ₹ 111.05 million by Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah) pursuant to the letter dated June 19, 2018. Further, subject to requirements of the SEBI ICDR Regulations, if the Company and the Investor Selling Shareholder, in consultation with the BRLMs, decide to increase the Offer size between the filing of this Draft Red Herring Prospectus with SEBI and the Red Herring Prospectus with the RoC, any such increase in the Offer size shall not exceed ₹ 300.00 million and such increase in Offer size will be achieved by increasing the number of Equity Shares to be sold by the Investor Selling Shareholder in the Offer.

(3) Subject to valid Bids being received at or above the Offer Price, 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 of Bidders at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, in accordance with applicable laws. In the event of an undersubscription in the Offer, the subscription in the first instance will be met through the Equity Shares issued pursuant to the Fresh Issue and thereafter, the balance subscription in the Offer will be met on a pro rata basis in a manner proportionate to the respective portion of the Equity Shares offered in the Offer for Sale by each of the Selling

Shareholders, subject to the approval of the Stock Exchanges. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

- (4) Our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors, at the Anchor Investor Allocation Price, on a discretionary basis, in accordance with the SEBI ICDR Regulations. 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. For details, please see the section entitled "Offer Procedure" on page 388.*
- (5) Subject to valid Bids being received at, or above, the Offer Price.*

Allocation to Bidders in all categories, except the Retail Portion and the Anchor Investor Portion, if any, shall be made on a proportionate basis, subject to valid Bids, being received at or above the Offer Price. The allocation 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 allocated on a proportional basis. For details, please see the section entitled "*Offer Procedure – Basis of Allotment*" on page 417.

For further details in relation to the terms of the Offer, please see the section entitled "*Terms of the Offer*" on page 382.

GENERAL INFORMATION

Our Company was originally incorporated on August 8, 1996 as M. BNL. Securities Private Limited, a private limited company, under the Companies Act, 1956, with the RoC. Thereafter, our Company was converted from a private limited company to a deemed public company, pursuant to Section 43A of the Companies Act, 1956, and consequently, the term “private” was deleted by the RoC from the name of our Company with effect from March 15, 1997. Thereafter, our Company was converted from a deemed public company to a private limited company and consequently, the name of our Company was changed to M. BNL. Securities Private Limited and the term “private” was added by the RoC to the name of our Company with effect from June 17, 2003. Subsequently, the name of our Company was changed to Angel Infin Private Limited pursuant to a special resolution passed by our Shareholders on March 15, 2005 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on March 31, 2005. Further, the name of our Company was changed to Angel Global Capital Private Limited pursuant to a special resolution passed by our Shareholders on December 16, 2008 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on January 22, 2009. Thereafter, the name of our Company was changed to Angel Broking Private Limited pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited), and such change was approved pursuant to a special resolution passed by our Shareholders on May 2, 2012 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on May 16, 2012. Subsequently, our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by the Shareholders of our Company on June 22, 2018 and the name of our Company was changed to Angel Broking Limited. A fresh certificate of incorporation consequent to the conversion of the Company to a public limited company was issued by the RoC on June 28, 2018. For further details, please see the section entitled “*History and Certain Corporate Matters*” on page 165.

For details of the business of our Company, please see the section entitled “*Our Business*” on page 148.

Registered Office

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

G-1, Ground Floor
Akruti Trade Centre
Road No.7, MIDC
Andheri (East)
Mumbai 400 093
Tel: +91 22 4000 3600
Fax: +91 22 2835 8811
Email: investors@angelbroking.com
Website: www.angelbroking.com
Corporate Identity Number: U67120MH1996PLC101709
Registration Number: 101709

Corporate Office

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

Unit 601, 6th Floor, Akruti Star
Central Road, MIDC
Andheri (East)
Mumbai 400 093
Tel: +91 22 3935 7600
Fax: +91 22 3935 7699

Address of the RoC

Our Company is registered with the Registrar of Companies, Maharashtra, at Mumbai which is situated at the following address:

100, Everest
Marine Drive
Mumbai 400 002

Board of Directors

The Board of Directors of our Company comprises the following:

Name	Designation	DIN	Address
Dinesh D. Thakkar	Chairman and Managing Director	00004382	1401, A-Wing, Building No. 2, Raheja Classique, Oshiwara, New Link Road, Andheri (West), Mumbai 400 053
Vinay Agrawal	Director and Chief Executive Officer	01773822	F-1701, Whispering Palms, Xclusive Lokhandwala Township, Akurli Road, Kandivali (East), Mumbai 400 101
Uday Sankar Roy	Independent Director	00424332	A/1, Hemantika, 54 Hemanta Mukhopadhyay Sarani Opposite BSNL's RUSSA Telephone Exchange, Kolkata 700 029
Kamalji Sahay	Independent Director	01683762	15 Skydreamz E8 Ext., Rohit Nagar PH 1, Bawadiya Kalan, Bhopal 462 039
Anisha Motwani	Independent Director	06943493	Block No. 8, House No. 24, South Patel Nagar, Delhi 110 008
Ketan Shah	Non-Executive Director	01765743	1801/1802, F Wing, Whispering Palms Xclusive, Akurli Road, Lokhandwala Complex, Kandivali East, Mumbai 400 101

For further details of our Directors, please see the section entitled "Our Management" on page 186.

Company Secretary and Compliance Officer

Naheed Patel is the Company Secretary and the Compliance Officer of our Company. Her contact details are as follows:

Naheed Patel

Unit 601, 6th Floor, Akruti Star
Central Road, MIDC
Andheri (East)
Mumbai 400 093
Tel: +91 22 4000 3600
Fax: +91 22 2835 8811
E-mail: secretarial@angelbroking.com

Investor Grievance

Bidders may contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer, in case of any pre-Offer or post-Offer related issues, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Book Running Lead Managers

ICICI Securities Limited
ICICI Centre, H.T. Parekh Marg
Churchgate
Mumbai 400 020

Edelweiss Financial Services Limited
14th Floor, Edelweiss House
Off. C.S.T. Road
Kalina

Tel: +91 22 2288 2460
Fax: +91 22 2284 6580
E-mail: angel.ipo@icicisecurities.com
Investor Grievance E-mail: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Suyash Jain/Rupesh Khant
SEBI Registration No.: INM000011179

Mumbai 400 098
Tel: +91 22 4009 4400
Fax: +91 22 4086 3610
E-mail: angelbroking.ipo@edelweissfin.com
Investor Grievance E-mail:
customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Hargun Singh Dhody/ Pradeep Tewani
SEBI Registration No.: INM0000010650

SBI Capital Markets Limited

202, Maker Tower 'E'
Cuffe Parade
Mumbai 400 005
Tel: +91 22 2217 8300
Fax: +91 22 2218 8332
E-mail: angelbroking.ipo@sbicaps.com
Investor Grievance E-mail:
investor.relations@sbicaps.com
Website: www.sbicaps.com
Contact Person: Karan Savardekar
SEBI Registration No.: INM000003531

Syndicate Members

[•]

Indian Legal Counsel to our Company

Cyril Amarchand Mangaldas

5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400 013
Tel: +91 22 2496 4455
Fax: +91 22 2496 3666

Indian Legal Counsel to the BRLMs

Khaitan & Co

One Indiabulls Centre
13th Floor, Tower 1
841 Senapati Bapat Marg
Mumbai 400 013
Tel: +91 22 6636 5000
Fax: +91 22 6636 5050

Special International Legal Counsel to the BRLMs

Squire Patton Boggs Singapore LLP

10 Collyer Quay
#03-01/03 Ocean Financial Centre
Singapore 049315
Tel: +65 6922 8668
Fax: +65 6922 8650

Indian Legal Counsel to the Investor Selling Shareholder

Trilegal

Peninsula Business Park
17th Floor, Tower B
Ganpatrao Kadam Marg
Lower Parel (West)
Mumbai 400 013
Tel: +91 22 4079 1000
Fax: +91 22 4079 1098

Statutory Auditors to our Company

S.R. Batliboi & Co. LLP, Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar
Mumbai 400 028
Tel: +91 22 6819 8000
Fax: +91 22 6192 1000
E-mail: SRBC@srb.in
Firm Registration Number: 301003E/E300005

Registrar to the Offer

Link Intime India Private Limited

C-101, 1st floor, 247 Park
Lal Bahadur Shastri Maarg
Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 22 4918 6200
Fax: +91 22 4918 6195
E-mail: angel.ipo@linkintime.co.in
Investor Grievance E-mail: angel.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Bankers to our Company

HDFC Bank Limited

HDFC Bank House
Senapati Bapat Marg, Lower Parel (West)
Mumbai 400 013
Tel: +91 22 2498 8484
Fax: +91 22 4080 4711
E-mail: arun.bhura@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Arun Bhura

IDFC Bank Limited

Naman Chambers, C-32, G-Block
Bandra-Kurla Complex, Bandra (West)
Mumbai 400 051
Tel: +91 22 7132 5634
Fax: +91 22 2222 2362

ICICI Bank Limited

1st Floor, 122 Mistry Bhavan
Dinshaw Vachha Road
Churchgate
Mumbai 400 020
Tel: +91 22 6681 8906
Fax: +91 22 6681 8844
E-mail: pritesh.shah@icicibank.com
Website: www.icicibank.com
Contact Person: Pritesh Shah

Kotak Mahindra Bank Limited

3rd Floor, Plot No. C-27
G Block, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Tel: +91 22 6166 0367

E-mail: wbo.bkc@idfcbank.com;
amit.maheshwari@idfcbank.com
Website: www.idfcbank.com
Contact Person: Amit Maheshwari

Fax: +91 22 6713 2417
E-mail: manojkumar.gupta1@kotak.com
Website: www.kotak.com
Contact Person: Manoj Gupta

RBL Bank Limited

One Indiabulls Centre, Tower 2B
6th floor, 841, Senapati Bapat Marg
Lower Parel, Mumbai 400 013
Tel: +91 22 4302 0600
Fax: +91 22 4302 0520
E-mail: phulvinder.kaur@rblbank.com
Website: www.rblbank.com
Contact Person: Phulvinder Kaur

Yes Bank Limited

IFC Tower II, 24th Floor
Senapati Bapat Marg, Elphinstone
Mumbai 400 013
Tel: +91 22 3347 9045
Fax: +91 22 2421 4513
E-mail: meeta.bhalerao@yesbank.in
Website: www.yesbank.in
Contact Person: Meeta Bhalerao

Escrow Collection Banks, Refund Bank and Public Offer Bank

[•]

Designated Intermediaries

SCSBs

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time. For a list of branches of SCSBs named by the respective SCSBs to receive ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

RTAs

The list of the RTAs eligible to accept the Bid cum Application Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of Stock Exchanges www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

CDPs

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

Experts

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

Our Company has received written consent dated September 3, 2018, from the Statutory Auditors namely, S.R. Batliboi & Co. LLP, to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as a Statutory Auditor and in respect of their (i) examination reports, each dated August 21, 2018 on our Restated Consolidated Financial Information and our Restated Standalone Financial Information; and (ii) their report dated August 30, 2018 on the statement of tax benefits, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Monitoring Agency

Our Company shall appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 16 of the SEBI ICDR Regulations.

Appraising Entity

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

Inter-se Allocation of Responsibilities

The following table provides the inter-se allocation of responsibilities for various activities among the BRLMs for the Offer:

Sr. No.	Activity	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, size of Offer, allocation between primary and secondary, etc.	I-Sec, Edelweiss, SBICAP	I-Sec
2.	Due diligence of our Company including its operations/management/business /legal etc., drafting and design of DRHP, RHP and Prospectus, abridged prospectus and application form. Ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities	I-Sec, Edelweiss, SBICAP	I-Sec
3.	Drafting and approval of all statutory advertisements	I-Sec, Edelweiss, SBICAP	I-Sec
4.	Drafting and approval of all publicity material other than statutory advertisements, including corporate advertisements, brochures, etc.	I-Sec, Edelweiss, SBICAP	Edelweiss
5.	Appointment of Registrar to the Offer, printers, Banker(s) to the Offer, advertising agency, Monitoring Agency, etc. (including coordinating all agreements to be entered with such parties)	I-Sec, Edelweiss, SBICAP	I-Sec
6.	Preparation of road show presentation and FAQs for the road show team	I-Sec, Edelweiss, SBICAP	Edelweiss
7.	International institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> • Institutional marketing strategy • Finalizing the list and division of international investors for one-to-one meetings • Finalizing international road show and investor meeting schedules 	I-Sec, Edelweiss, SBICAP	Edelweiss
8.	Domestic institutional marketing of the Offer, which will cover, <i>inter alia</i> : <ul style="list-style-type: none"> • Finalizing the list and division of domestic investors for one-to-one meetings • Finalizing domestic road show and investor meeting schedules 	I-Sec, Edelweiss, SBICAP	I-Sec
9.	Conduct non-institutional marketing of the Offer	I-Sec, Edelweiss, SBICAP	SBICAP
10.	Conduct retail marketing of the Offer, which will cover, <i>inter-alia</i> : <ul style="list-style-type: none"> • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material 	I-Sec, Edelweiss, SBICAP	Edelweiss
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading and deposit of 1% security deposit	I-Sec, Edelweiss, SBICAP	SBICAP
12.	Managing the book and finalization of pricing in consultation with the Company and the Investor Selling Shareholder	I-Sec, Edelweiss, SBICAP	I-Sec
13.	Post-Offer activities – managing anchor book related activities and submission of letters to regulators post completion of anchor allocation, management of escrow accounts, finalisation of the basis of allotment	I-Sec, Edelweiss, SBICAP	SBICAP

Sr. No.	Activity	Responsibility	Coordinator
	based on technical rejections, post Offer stationery and preparation of CAN for Anchor Investors, essential follow-up steps including follow-up with Bankers to the Offer and Self Certified Syndicate Banks and coordination with various agencies connected with the post-Offer activity such as registrar to the offer, bankers to the offer, Self Certified Syndicate Banks etc. listing of instruments, demat credit and refunds/ unblocking of funds, intimation of allocation and dispatch of refunds to Bidders, etc., payment of the applicable STT on behalf of Selling Shareholders, redressal of investor grievances, coordination with SEBI and Stock Exchanges for refund of 1% security deposit and media monitoring including submission of media compliance report.		

Credit Rating

As this is an Offer of Equity Shares, there is no credit rating for the Offer.

Trustees

As this is an Offer of Equity Shares, the appointment of trustees is not required.

Book Building Process

The book building, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus within the Price Band, which will be decided by our Company in consultation with the Investor Selling Shareholder and the BRLMs, and advertised in: (i) all editions of English national daily newspaper, [●], (ii) all editions of the Hindi national daily newspaper, [●], and (iii) the Mumbai edition of the Marathi newspaper, [●] (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation, at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Investor Selling Shareholder and the BRLMs.

All Bidders, except Anchor Investors, can participate in the Offer only through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not permitted 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 can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

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

For further details on the method and procedure for Bidding, please see the sections entitled “Offer Structure” and “Offer Procedure” on pages 386 and 388, respectively.

Illustration of Book Building Process and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, please see the section entitled “Offer Procedure – Part B – Basis of Allocation – Illustration of Book Building Process and Price Discovery Process” on page 417.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLMs shall be responsible for bringing in the amount devolved in the event that the Syndicate Members does not fulfil their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions 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.)

Name, address, telephone number, fax number and e-mail address of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (₹ million)
[●]	[●]	[●]

The above-mentioned discloses indicative underwriting commitment and actual underwriting devolvment will be finalised after actual allocation in accordance with the provisions of the SEBI ICDR Regulations.

In the opinion of the Board of Directors, the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors/IPO Committee, at its meeting held on [●], has approved 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 Bidders procured by them. 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 in accordance with the Underwriting Agreement.

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

CAPITAL STRUCTURE

The Equity Share capital of our Company as on the date of this Draft Red Herring Prospectus is provided below.

(In ₹ million, except face value and share data)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price
A.	AUTHORIZED SHARE CAPITAL[#]		
	100,000,000 Equity Shares of face value of ₹ 10 each	1,000.00	
B.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER		
	71,995,003 Equity Shares of face value of ₹ 10 each	719.95	
C.	PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS		
	Offer of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 6,000.00 million ⁽¹⁾⁽²⁾	[●]	[●]
	<i>of which</i>		
	Fresh Issue of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 3,000.00 million ⁽¹⁾	[●]	[●]
	Offer for Sale of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹3,000.00 million ⁽²⁾	[●]	[●]
D.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER		
	[●] Equity Shares [*]	[●]	[●]
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Offer		₹ 977.09
	After the Offer		[●]

[#] For details in relation to the change in the authorized share capital of our Company, please see the section entitled "History and Certain Corporate Matters" on page 165.

^{*} Assuming full subscription in the Offer.

- (1) The Offer has been authorised by the Board pursuant to resolutions passed on July 11, 2018 and August 14, 2018 and by the Shareholders pursuant to a special resolution passed on July 17, 2018. Subject to requirements of the SEBI ICDR Regulations, if the Company and the Investor Selling Shareholder, in consultation with the BRLMs, decide to increase the Offer size between the filing of this Draft Red Herring Prospectus with SEBI and the Red Herring Prospectus with the RoC, any such increase in the Offer size shall not exceed ₹ 300.00 million and such increase in Offer size will be achieved by increasing the number of Equity Shares to be sold by the Investor Selling Shareholder in the Offer.
- (2) For details of authorizations received for the Offer for Sale, please see the section entitled "The Offer" on page 74.

Notes to the Capital Structure

1. Equity Share Capital History of our Company

(a) The history of the Equity Share capital of our Company is provided in the table below.

Date of Allotment	No. of Equity Shares Allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Nature of consideration	Nature of transaction	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
August 8, 1996	2,000	10	10	Cash	Initial subscription to the Memorandum of Association ⁽¹⁾	2,000	20,000
January 11, 1997	490,000	10	10	Cash	Preferential allotment ⁽²⁾	492,000	4,920,000
March 15, 1997	907,500	10	10	Cash	Preferential allotment ⁽³⁾	1,399,500	13,995,000
November 29, 1997	402,000	10	10	Cash	Preferential allotment ⁽⁴⁾	1,801,500	18,015,000
March 26, 1998	1,465,000	10	10	Cash	Preferential allotment ⁽⁵⁾	3,266,500	32,665,000
May 9, 1998	1,120,000	10	10	Cash	Preferential allotment ⁽⁶⁾	4,386,500	43,865,000
November 28, 2007	615,202	10	32.42	Cash	Preferential allotment ⁽⁷⁾	5,001,702	50,017,020
	6,776,921	10	-	Other than cash	Allotment pursuant to swap of equity shares ⁽⁸⁾	11,778,623	117,786,230
December 31, 2007	1,659,624	10	903.81	Cash	Preferential allotment ⁽⁹⁾	13,438,247	134,382,470
November 28, 2011	925,928	10	21.60	Cash	Preferential allotment ⁽¹⁰⁾	14,364,175	143,641,750
March 27, 2018	57,456,700	10	-	Other than cash	Bonus issue ⁽¹¹⁾	71,820,875	718,208,750
March 28, 2018	174,128	10	62.70	Cash	Allotment pursuant to ESPS 2017 ⁽¹²⁾	71,995,003	719,950,030

(1) Allotment of 1,000 Equity Shares each to Ramesh Jain and Vimla Jain. The Board resolution in relation to the initial subscription to the Memorandum of Association of our Company is not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.

(2) Allotment of 87,500 Equity Shares to Kishor N. Shah, 50,000 Equity Shares to Kamal Rathi, 50,000 Equity Shares to Manju Rathi, 50,000 Equity Shares to Pushpa Bhanji Dedhia, 50,000 Equity Shares to Shyamji K. Gala, 33,750 Equity Shares to Satish T. Kanwarjani HUF, 25,000 Equity Shares to Urmila Bhimsi Shah, 25,000 Equity Shares to Hemlata N. Shah, 18,750 Equity Shares to Satish T. Kanwarjani, 10,000 Equity Shares to Sanjiv V. Dhami, 10,000 Equity Shares to Kamini S. Dhami, 10,000 Equity Shares to Rajiv V. Dhami, 10,000 Equity Shares to Manisha C. Shah, 10,000 Equity Shares to Kesharben Nimchand Shah, 10,000 Equity Shares to Premila Narendra Shah, 10,000 Equity Shares to Rukmani Kishore Shah, 10,000 Equity Shares to Nimchand Mulji Shah, 7,500 Equity Shares to Chirag Nimchand Shah, 7,500 Equity Shares to Ranjan V. Dhami and 5,000 Equity Shares to Narendra Nimchand Shah. The Board resolution for the allotment on January 11, 1997 is not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.

(3) Allotment of 147,500 Equity Shares to Nirwan Monetary Services Private Limited, 365,000 Equity Shares to Kripa Securities Private Limited, 280,000 Equity Shares to Angel Securities Limited, 25,000 Equity Shares to Lalit T. Thakkar, 10,000 Equity Shares to Ramlal Fozdar Prajapati, 10,000 Equity Shares to Anuradha L. Thakkar, 5,000 Equity Shares to Maheshwari C. Thakkar, 10,000 Equity Shares to Meena Thakkar, 10,000 Equity Shares to Sunita A. Magnani, 10,000 Equity Shares to Deepak T. Thakkar, 5,000 Equity Shares to Bhagwani T. Thakkar, 10,000 Equity Shares to Kanta D. Thakkar, 10,000 Equity Shares to Mahesh D. Thakkar and 10,000 Equity Shares to Bhavna M. Thakkar. The Board resolution for the allotment on March 15, 1997 is not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.

(4) Allotment of 95,000 Equity Shares to Nisum Global Limited, 38,000 Equity Shares to Mahesh D. Thakkar, 34,500 Equity Shares to Anuradha L. Thakkar, 31,500 Equity Shares to Deepak T. Thakkar, 5,500 Equity Shares to Sunita A. Magnani, 24,000 Equity Shares to Bhagwani T. Thakkar, 20,000 Equity Shares to Tarachand Thakkar HUF, 19,500 Equity Shares to Kanta D. Thakkar, 13,000 Equity Shares to Meena Thakkar, 8,500 Equity Shares to Jaya Prakash Ramchandani, 15,000 Equity Shares to Ashok D. Thakkar HUF, 24,000 Equity Shares to Bhavna M. Thakkar, 27,500 Equity Shares to Satish T. Kanwarjani, 6,000 Equity Shares to Satish T. Kanwarjani HUF, 15,000 Equity Shares to Kishore Advani and 25,000 Equity Shares to Maheshwari C. Thakkar. The Board resolution and the Form-2 for the allotment on November 29, 1997 is not available. For further details, please see the section entitled "Risk Factors - Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.

- (5) Allotment of 200,000 Equity Shares to Kanta D. Thakkar, 190,000 Equity Shares to Anuradha L. Thakkar, 100,000 Equity Shares each to Suryakant Bhogilal Kothari and Praful Mansukhlal Khandav, 75,000 Equity Shares to Kamal Rathi, 50,000 Equity Shares each to Mahesh Bhuralal Kothari, Bhogilal Bhuralal Kothari, Haresh Champaklal Gandhi, Deepak Bokordas Bhatt, Bipin Mansukhlal Khandav and Rajesh Mansukhlal Khandav, 40,000 Equity Shares each to Navin Laxmichand Vira, Bhavesh Shantilal Bheda and Rajesh Haridas Kanabar, 30,000 Equity Shares each to Chimanlal Devishi Maru, Aswin C. Visharya, Virendra Mavji Savla HUF and Nizamudin Edu Khan, 25,000 Equity Shares each to Sarla Damji Bauva and Shilpa Manish Makda, 22,500 Equity Shares to Meghji Monji Furia, 20,000 Equity Shares each to Vishanji Rayshi Nagda, Lakhman Hirji Patel, Bhura Raghu Patel, Kantilal Punja Gala and Leena Mukesh Gala, 17,500 Equity Shares to Jaywanti Vallabhji Chheda, 15,000 Equity Shares each to Hitesh Pravinchandra Shah, Mohan Shankarlal Bhanushali, Hansa Kirit Pasad and Padeep Manilal Cheeda, 10,000 Equity Shares to Pravin Manganlal Thakkar HUF. The Board resolution for the allotment on March 26, 1998 is not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.
- (6) Allotment of 500,000 Equity Shares to Dinesh D. Thakkar, 460,000 Equity Shares to Lalit T. Thakkar and 160,000 Equity Shares to Maheshwari C. Thakkar. In relation to the allotment of 160,000 Equity Shares to Maheshwari C. Thakkar, the corporate records maintained with the RoC and the certificate dated August 31, 2018 issued by Alwyn D'Souza & Co., Company Secretaries, indicate that 116,000 Equity Shares due to a typographical error have been allotted to Maheshwari C. Thakkar. The Board resolution for the allotment on May 9, 1998 is not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.
- (7) Allotment of 150,000 Equity Shares to Sunita A. Magnani, 100,000 Equity Shares to Ashwin S. Thakkar, 50,000 Equity Shares to Muskaan Daultani, 129,549 Equity Shares to Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah), 114,127 Equity Shares to Rajiv Bhatia, 15,423 Equity Shares to Mukesh Gandhi, 8,903 Equity Shares each to Rajiv R. Phadke, Amit Majumdar and Vinay Agrawal, 6,246 Equity Shares to Bela Mukesh Gandhi, 5,936 Equity Shares to Ketan Shah, 5,935 Equity Shares to Nikhil H. Daxini, 4,155 Equity Shares to Pinky Kothari, 1,187 Equity Shares each to Nishita H. Mehta, Govind R. Mehta, Romi G. Mehta, Alka A. Wadhvani, Asha Govind Mehta and Roy H. Thomas.
- (8) Allotment of 1,593,794 Equity Shares to Mukesh Gandhi, 1,352,356 Equity Shares to Lalit T. Thakkar, 857,883 Equity Shares to Dinesh D. Thakkar, 451,731 Equity Shares to Deepak T. Thakkar, 453,062 Equity Shares to Nirwan Monetary Services Private Limited, 554,961 Equity Shares to Jitendra Nimchand Shah (together with Nishith Jitendra Shah), 410,952 Equity Shares to Jitendra Nimchand Shah, 402,657 Equity Shares to Bela Mukesh Gandhi, 322,484 Equity Shares to Ashok D. Thakkar, 123,388 Equity Shares to Dinesh Thakkar HUF, 82,244 Equity Shares to Hansa Bharat Shah, 74,758 Equity Shares to Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah), 44,862 Equity Shares to Ekta Bharat Shah, 29,903 Equity Shares to Jaywanti Shah, 20,032 Equity Shares to Nishith Jitendra Shah, 1,084 Equity Shares to Kanta D. Thakkar, 616 Equity Shares to Mahesh D. Thakkar, 154 Equity Shares to Jaya Prakash Ramchandani, pursuant to the swap scheme offered by our Company (formerly, Angel Infin Private Limited). For further details, please see the section entitled "History and Certain Corporate Matters" on page 165.
- (9) Allotment of 1,659,624 Equity Shares to IFC pursuant to the Board resolution dated December 31, 2007 and the Shareholder's resolution dated November 22, 2007.
- (10) Allotment of 925,928 Equity Shares to IFC pursuant to the Board resolution dated November 28, 2011 upon the conversion of 925,928 share warrants at a warrant subscription price of ₹ 21.60 per share warrant and the Shareholder's resolution dated November 22, 2007.
- (11) Allotment of 57,456,700 Equity Shares pursuant to a bonus issue in the ratio of 4:1, held by such Shareholders as on March 7, 2018, upon the allotment of 13,415,044 Equity Shares to Dinesh D. Thakkar, 10,342,208 Equity Shares to IFC, 7,149,424 Equity Shares to Lalit T. Thakkar, 4,852,248 Equity Shares to Nirwan Monetary Services Private Limited, 4,465,200 Equity Shares to Mukesh Gandhi (jointly held with Bela Mukesh Gandhi), 3,270,000 Equity Shares to Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah), 2,716,924 Equity Shares to Deepak T. Thakkar, 2,761,576 Equity Shares to Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah), 2,559,936 Equity Shares to Ashok D. Thakkar, 1,635,612 Equity Shares to Bela Mukesh Gandhi (jointly held with Mukesh Gandhi), 819,856 Equity Shares to Ashok Popatlal Shah, 819,852 Equity Shares to Chandresh Popatlal Shah, 600,000 Equity Shares to Sunita A. Magnani, 493,552 Dinesh Thakkar HUF, 400,000 Equity Shares to Ashwin S. Thakkar, 328,976 Equity Shares to Hansa Bharat Shah (jointly held with Bharat Chimanlal Shah), 200,000 Equity Shares to Muskaan Daultani, 179,448 Equity Shares to Ekta Bharat Shah (jointly held with Bharat Chimanlal Shah), 40,000 Equity Shares to Manjula Ramnik Gala, 35,612 Equity Shares each to Rajiv R. Phadke, Amit Majumdar (jointly held with Dolly Majumdar), Vinay Agrawal, 23,744 Equity Shares to Ketan Shah (jointly held with Priti K. Shah), 23,740 Equity Shares to Nikhil H. Daxini, 16,620 Equity Shares to Pinky Jain, 9,496 Equity Shares to Asha Govind Mehta (jointly held with Govind R. Mehta), 4,748 Equity Shares each to Nishita H. Mehta (jointly held with Haresh Govind Mehta), Govind R. Mehta (jointly held with Asha Govind Mehta), Romi G. Mehta (jointly held with Asha Govind Mehta) and Roy H. Thomas, 4,336 Equity Shares to Kanta D. Thakkar, 2,464 Equity Shares to Mahesh D. Thakkar, 616 Equity Shares to Jaya Prakash Ramchandani, 200,000 Equity Shares to Mantri Leasing and Finance Private Limited.
- (12) Allotment of 174,128 Equity Shares by our Company pursuant to ESPS 2017 to Vinay Agrawal.

2. Issue of Equity Shares at Price Lower than the Offer Price in the Last Year

Except as disclosed below, our Company has not issued any Equity Shares at a price which may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Offer price per Equity Share (₹)	Nature of consideration	Reason for allotment	Allottees
March 27, 2018	57,456,700	10	-	Other than cash	Bonus issue	Please see Note 1 below.
March 28, 2018	174,128	10	62.70	Cash	Allotment pursuant to ESPS 2017	Please see Note 2 below.

- (1) Allotment of 57,456,700 Equity Shares pursuant to a bonus issue in the ratio of 4:1, held by such Shareholders as on March 7, 2018, upon the allotment of 13,415,044 Equity Shares to Dinesh D. Thakkar, 10,342,208 Equity Shares to IFC, 7,149,424 Equity Shares to Lalit T. Thakkar, 4,852,248 Equity Shares to Nirwan Monetary Services Private Limited, 4,465,200 Equity Shares to Mukesh Gandhi (jointly held with Bela Mukesh Gandhi), 3,270,000 Equity Shares to Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah), 2,716,924 Equity Shares to Deepak T. Thakkar, 2,761,576 Equity Shares to Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah), 2,559,936 Equity Shares to Ashok D. Thakkar, 1,635,612 Equity Shares to Bela Mukesh Gandhi (jointly held with Mukesh Gandhi), 819,856 Equity Shares to Ashok Popatlal Shah, 819,852 Equity Shares to Chandresh Popatlal Shah, 600,000 Equity Shares to Sunita A. Magnani, 493,552 Dinesh Thakkar HUF, 400,000 Equity Shares to Ashwin S. Thakkar, 328,976 Equity Shares to Hansa Bharat Shah (jointly held with Bharat Chimanlal Shah), 200,000 Equity Shares to Muskaan Daultani, 179,448 Equity Shares to Ekta Bharat Shah (jointly held with Bharat Chimanlal Shah), 40,000 Equity Shares to Manjula Ramnik Gala, 35,612 Equity Shares each to Rajiv R. Phadke, Amit Majumdar (jointly held with Dolly Majumdar), Vinay Agrawal, 23,744 Equity Shares to Ketan Shah (jointly held with Priti K. Shah), 23,740 Equity Shares to Nikhil H. Daxini, 16,620 Equity Shares to Pinky Jain, 9,496 Equity Shares to Asha Govind Mehta (jointly held with Govind R. Mehta), 4,748 Equity Shares each to Nishita H. Mehta (jointly held with Haresh Govind Mehta), Govind R. Mehta (jointly held with Asha Govind Mehta), Romi G. Mehta (jointly held with Asha Govind Mehta) and Roy H. Thomas, 4,336 Equity Shares to Kanta D. Thakkar, 2,464 Equity Shares to Mahesh D. Thakkar, 616 Equity Shares to Jaya Prakash Ramchandani, 200,000 Equity Shares to Mantri Leasing and Finance Private Limited.

Chimanlal Shah), 40,000 Equity Shares to Manjula Ramnik Gala, 35,612 Equity Shares each to Rajiv R. Phadke, Amit Majumdar (jointly held with Dolly Majumdar), Vinay Agrawal, 23,744 Equity Shares to Ketan Shah (jointly held with Priti K. Shah), 23,740 Equity Shares to Nikhil H. Daxini, 16,620 Equity Shares to Pinkey Jain, 9,496 Equity Shares to Asha Govind Mehta (jointly held with Govind R. Mehta), 4,748 Equity Shares each to Nishita H. Mehta (jointly held with Hareesh Govind Mehta), Govind R. Mehta (jointly held with Asha Govind Mehta), Romi G. Mehta (jointly held with Asha Govind Mehta), Roy H. Thomas, 4,336 Equity Shares to Kanta D. Thakkar, 2,464 Equity Shares to Mahesh D. Thakkar, 616 Equity Shares to Jaya Prakash Ramchandani, 200,000 Equity Shares to Mantri Leasing and Finance Private Limited.

(2) Allotment of 174,128 Equity Shares by our Company pursuant to ESPS 2017 to Vinay Agrawal.

3. Issue of Equity Shares for Consideration Other than Cash or out of Revaluation Reserves

Except as disclosed below, our Company has not issued any Equity Shares, including any bonus shares, at any time and has not issued any Equity Shares for consideration other than cash since incorporation:

Date of Allotment	Name of the Shareholder	Nature of transaction	No. of Equity Shares allotted	Issue Price (₹)	Benefits accrued to our Company
November 28, 2007	Please see Note 1 below.	Allotment pursuant to swap of Equity Shares	6,776,921	-	Avail the benefits of restructuring such as, better control over operations and client servicing, expand client base, and improve geographical presence.
March 27, 2018	Please see Note 2 below	Bonus issue	57,456,700	-	Capitalisation of the sum outstanding to the credit of the securities premium account of the Company

(1) Allotment to 1,593,794 Equity Shares to Mukesh Gandhi, 1,352,356 Equity Shares to Lalit T. Thakkar, 857,883 Equity Shares to Dinesh D. Thakkar, 451,731 Equity Shares to Deepak T. Thakkar, 453,062 Equity Shares to Nirwan Monetary Services Private Limited, 554,961 Equity Shares to Jitendra Nimchand Shah (together with Nishith Jitendra Shah), 410,952 Equity Shares to Jitendra Nimchand Shah, 402,657 Equity Shares to Bela Mukesh Gandhi, 322,484 Equity Shares to Ashok D. Thakkar, 123,388 Equity Shares to Dinesh Thakkar HUF, 82,244 Equity Shares to Hansa Bharat Shah, 74,758 Equity Shares to Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah), 44,862 Equity Shares to Ekta Bharat Shah, 29,903 Equity Shares to Jaywanti Shah, 20,032 Equity Shares to Nishith Jitendra Shah, 1,084 Equity Shares to Kanta D. Thakkar, 616 Equity Shares to Mahesh D. Thakkar, 154 Equity Shares to Jaya Prakash Ramchandani, pursuant to the swap scheme offered by our Company (formerly, Angel Infin Private Limited). For further details, please see the section entitled "History and Certain Corporate Matters" on page 165.

(2) Allotment of 57,456,700 Equity Shares pursuant to a bonus issue in the ratio of 4:1, held by such Shareholders as on March 7, 2018, upon the allotment of 13,415,044 Equity Shares to Dinesh D. Thakkar, 10,342,208 Equity Shares to IFC, 7,149,424 Equity Shares to Lalit T. Thakkar, 4,852,248 Equity Shares to Nirwan Monetary Services Private Limited, 4,465,200 Equity Shares to Mukesh Gandhi (jointly held with Bela Mukesh Gandhi), 3,270,000 Equity Shares to Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah), 2,716,924 Equity Shares to Deepak T. Thakkar, 2,761,576 Equity Shares to Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah), 2,559,936 Equity Shares to Ashok D. Thakkar, 1,635,612 Equity Shares to Bela Mukesh Gandhi (jointly held with Mukesh Gandhi), 819,856 Equity Shares to Ashok Popatlal Shah, 819,852 Equity Shares to Chandresh Popatlal Shah, 600,000 Equity Shares to Sunita A. Magnani, 493,552 Dinesh Thakkar HUF, 400,000 Equity Shares to Ashwin S. Thakkar, 328,976 Equity Shares to Hansa Bharat Shah (jointly held with Bharat Chimanlal Shah), 200,000 Equity Shares to Muskaan Doultani, 179,448 Equity Shares to Ekta Bharat Shah (jointly held with Bharat Chimanlal Shah), 40,000 Equity Shares to Manjula Ramnik Gala, 35,612 Equity Shares each to Rajiv R. Phadke, Amit Majumdar (jointly held with Dolly Majumdar), Vinay Agrawal, 23,744 Equity Shares to Ketan Shah (jointly held with Priti K. Shah), 23,740 Equity Shares to Nikhil H. Daxini, 16,620 Equity Shares to Pinkey Jain, 9,496 Equity Shares to Asha Govind Mehta (jointly held with Govind R. Mehta), 4,748 Equity Shares each to Nishita H. Mehta (jointly held with Hareesh Govind Mehta), Govind R. Mehta (jointly held with Asha Govind Mehta), Romi G. Mehta (jointly held with Asha Govind Mehta), Roy H. Thomas, 4,336 Equity Shares to Kanta D. Thakkar, 2,464 Equity Shares to Mahesh D. Thakkar, 616 Equity Shares to Jaya Prakash Ramchandani, 200,000 Equity Shares to Mantri Leasing and Finance Private Limited.

Further, our Company has not issued any Equity Shares out of revaluation of reserves at any time, since incorporation.

4. History of the Equity Share Capital held by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters hold 20,718,725 Equity Shares, equivalent to 28.78 % of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding is provided below.

- Build-up of our Promoters' shareholding in our Company

The build-up of the Equity Shareholding of our Promoters since incorporation of our Company is provided in the table below:

Name of the Promoters	Date of Allotment/ Transfer	Nature of transaction	No. of Equity Shares	Face value per Equity Share (₹)	Offer price/ Transfer price per Equity Share (₹)	Nature of consideration	Percentage of the pre- Offer Equity Share capital (%)	Percentage of the post- Offer Equity Share capital (%)*
Dinesh D. Thakkar	January 14, 1997	Transfer ⁽¹⁾	2,000	10	10	Cash	0.00	[●]
	May 9, 1998	Preferential allotment ⁽²⁾	500,000	10	10	Cash	0.69	[●]
	June 30, 2003	Transfer ⁽³⁾	913,500	10	Please see Note 3 below.	Cash	1.27	[●]
	June 30, 2003	Transfer ⁽⁴⁾	595,000	10	Please see Note 4 below.	Cash	0.83	[●]
	September 12, 2007	Transfer ⁽⁵⁾	125,000	10	10	Cash	0.17	[●]
	November 20, 2007	Transfer ⁽⁶⁾	360,378	10	65	Cash	0.50	[●]
	November 28, 2007	Allotment pursuant to swap of Equity Shares ⁽⁷⁾	857,883	10	-	Other than cash	1.19	[●]
	March 27, 2018	Bonus issue ⁽⁸⁾	13,415,044	10	-	Other than cash	18.63	[●]
Total (A)			16,768,805				23.29	
Ashok D. Thakkar	September 12, 2007	Transfer ⁽⁹⁾	317,500	10	10	Cash	0.44	[●]
	November 28, 2007	Allotment pursuant to swap of equity shares ⁽¹⁰⁾	322,484	10	-	Other than cash	0.45	[●]
	March 27, 2018	Bonus issue ⁽¹¹⁾	2,559,936	10	-	Other than cash	3.56	[●]
Total (B)			3,199,920				4.45	
Sunita A. Magnani	March 15, 1997	Preferential Allotment ⁽¹²⁾	10,000	10	10	Cash	0.01	[●]
	November 29, 1997	Preferential Allotment ⁽¹³⁾	5,500	10	10	Cash	0.01	[●]
	June 30, 2003	Transfer ⁽¹⁴⁾	(15,500)	10	10	Cash	(0.02)	[●]
	November 28, 2007	Preferential Allotment ⁽¹⁵⁾	150,000	10	32.42	Cash	0.21	[●]
	March 27, 2018	Bonus issue ⁽¹⁶⁾	600,000	10	-	Other than cash	0.83	[●]
Total (C)			750,000				1.04	
Total (A+B+C)			20,718,725				28.78	

*Assuming full subscription in the Offer.

- (1) Transfer of 2,000 Equity Shares to Dinesh D. Thakkar, upon purchase of 1,000 Equity Shares each from Ramesh Jain and Vimla Jain. For the price at which such Equity Shares were transferred, we have relied on the certificate dated September 1, 2018 provided by Shirish Desai & Co., Chartered Accountants as corporate records for the same are not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.
- (2) Allotment of 500,000 Equity Shares to Dinesh D. Thakkar. The Board resolution for the allotment on May 9, 1998 is not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.
- (3) Transfer of 913,500 Equity Shares to Dinesh D. Thakkar comprising 229,500 Equity Shares transferred from Kanta D. Thakkar, 234,500 Equity Shares transferred from Anuradha L. Thakkar, 190,000 Equity Shares transferred from Maheshwari C. Thakkar, 23,000 Equity Shares transferred from Meena

Thakkar, 15,500 Equity Shares transferred from Sunita A. Magnani, 41,500 Equity Shares transferred from Deepak T. Thakkar, 29,000 Equity Shares transferred from Bhagwani T. Thakkar, 73,000 Equity Shares transferred from Mahesh D. Thakkar, 34,000 Equity Shares transferred from Bhavna M. Thakkar, 8,500 Equity Shares transferred from Jaya Prakash Ramchandani, 20,000 Equity Shares transferred from Tarachand Thakkar (HUF) and 15,000 Equity Shares transferred from Ashok D. Thakkar (HUF). For the price at which such Equity Shares were transferred, we have relied on the certificate dated September 1, 2018 provided by Shirish Desai & Co., Chartered Accountants as corporate records for the same are not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.

- (4) Transfer of 595,000 Equity Shares to Dinesh D. Thakkar, comprising 95,000 Equity Shares from Nisum Global Limited, 100,000 Equity Shares each transferred from Suryakant Bhogilal Kothari and Praful Mansukhlal Khandav, 50,000 Equity Shares each transferred from Mahesh Bhuralal Kothari, Bhogilal Kothari, Haresh Gandhi, Deepak Bhatt, Bipin Mansukhlal Khandav and Rajesh Mansukhlal Khandav. Of these, the price at which 95,000 Equity Shares were transferred from Nisum Global Limited cannot be ascertained due to the non-availability of certain corporate records of our Company pertaining to this acquisition, including the share transfer deeds and the resolutions for this transfer. Further, for the price at which the remaining Equity Shares were transferred, we have relied on the certificate dated September 1, 2018 provided by Shirish Desai & Co., Chartered Accountants as corporate records for the same are not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42 and "Risk Factors – Prominent Notes" on page 51.
- (5) Transfer of 125,000 Equity Shares to Dinesh D. Thakkar from Kamal Rathi.
- (6) Transfer of 360,378 Equity Shares to Dinesh D. Thakkar from Mukesh Gandhi. For the price at which such Equity Shares were transferred, we have relied on the certificate dated September 1, 2018 provided by Shirish Desai & Co., Chartered Accountants as corporate records for the same are not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.
- (7) Allotment of 857,883 Equity Shares to Dinesh D. Thakkar pursuant to the swap scheme offered by our Company (formerly, Angel InfIn Private Limited). For details, please see the section entitled "History and Certain Corporate Matters" on page 165.
- (8) Allotment of 13,415,044 Equity Shares to Dinesh D. Thakkar, pursuant to a bonus issue in the ratio of 4:1, held by Dinesh D. Thakkar as on March 7, 2018.
- (9) Transfer of 317,500 Equity Shares to Ashok D. Thakkar, comprising 280,000 Equity Shares transferred from Tricom Share and Stock Brokers Private Limited, 10,000 Equity Shares transferred from Kesharben Nimchand Shah, 10,000 Equity Shares transferred from Manisha C. Shah, 7,500 Equity Shares transferred from Chirag Nimchand Shah and 10,000 Equity Shares transferred from Nimchand Mulji Shah
- (10) Allotment of 322,484 Equity Shares to Ashok D. Thakkar pursuant to the swap scheme offered by our Company (formerly, Angel InfIn Private Limited). For details, please see the section entitled "History and Certain Corporate Matters" on page 165.
- (11) Allotment of 2,559,936 Equity Shares to Ashok D. Thakkar, upon the bonus issue of Equity Shares in the ratio of 4:1, held by Ashok D. Thakkar as on March 7, 2018.
- (12) Allotment of 10,000 Equity Shares to Sunita A. Magnani. The Board resolution for the allotment on March 15, 1997 is not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.
- (13) Allotment of 5,500 Equity Shares to Sunita A. Magnani. The Board resolution and the Form-2 for the allotment on November 29, 1997 is not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.
- (14) Transfer of 15,500 Equity Shares from Sunita A. Magnani to Dinesh D. Thakkar. For the transfer of such Equity Shares, we have relied on the certificate dated September 1, 2018 provided by Shirish Desai & Co., Chartered Accountants as corporate records for the same are not available. For further details, please see the section entitled "Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past" on page 42.
- (15) Allotment of 150,000 Equity Shares to Sunita A. Magnani.
- (16) Allotment of 600,000 Equity Shares to Sunita A. Magnani, pursuant to a bonus issue in the ratio of 4:1, held by Sunita A. Magnani as on March 7, 2018.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

Other than as disclosed in this Draft Red Herring Prospectus, our Promoters have not undertaken any sale of Equity Shares of our Company since incorporation.

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

- *Equity Shareholding of our Promoters and the Promoter Group*

Other than as disclosed below, none of our Promoters and the members of the Promoter Group hold any Equity Shares as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	Pre- Offer		Post- Offer	
		No. of Equity Shares	% of total Equity Shareholding	No. of Equity Shares	% of total Equity Shareholding*
Promoters					
1.	Ashok D. Thakkar	3,199,920	4.45	[●]	[●]
2.	Dinesh D. Thakkar	16,768,805	23.29	[●]	[●]
3.	Sunita A. Magnani	750,000	1.04	[●]	[●]
	Total (A)	20,718,725	28.78	[●]	[●]
Promoter Group					
1.	Deepak T. Thakkar	3,396,155	4.72	[●]	[●]
2.	Dinesh Thakkar HUF	616,940	0.86	[●]	[●]

Sr. No.	Name of the Shareholder	Pre- Offer		Post- Offer	
		No. of Equity Shares	% of total Equity Shareholding	No. of Equity Shares	% of total Equity Shareholding*
3.	Jaya Prakash Ramchandani	770	0.00	[●]	[●]
4.	Kanta D. Thakkar	5,420	0.01	[●]	[●]
5.	Lalit T. Thakkar	8,936,780	12.41	[●]	[●]
6.	Mahesh D. Thakkar	3,080	0.00	[●]	[●]
7.	Nirwan Monetary Services Private Limited	6,065,310	8.42	[●]	[●]
	Total (B)	19,024,455	26.42	[●]	[●]
	Total (A+B)	39,743,180	55.20	[●]	[●]

*Assuming full subscription to the Offer.

- *Details of Promoters' contribution and lock-in*
- (i) Pursuant to Regulations 32 and 36 of the SEBI ICDR Regulations, an aggregate of 20.00% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be locked in for a period of three years as minimum promoters' contribution from the date of Allotment, and the Promoters' shareholding in excess of 20.00% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment.
- (ii) Details of the Equity Shares to be locked-in for three years as minimum Promoters' contribution are provided in the table below:

Name of the Promoter	Date of allotment of the Equity Shares	Date of transaction and when made fully paid-up	Nature of transaction	No. of Equity Shares	Face Value (₹)	Offer/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percent age of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
Dinesh D. Thakkar	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Ashok D. Thakkar	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Sunita A. Magnani	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total							[●]	20.00%	

- (iii) The minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from each person defined as 'promoter' under the SEBI ICDR Regulations. Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter's contribution in terms of Regulation 33 of the SEBI ICDR Regulations. In this connection, we confirm the following:
- a. The Equity Shares offered for Promoters' contribution do not include (a) Equity Shares acquired in the three immediately preceding years for consideration other than cash, and revaluation of assets or capitalisation of intangible assets; or (b) the bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or bonus Equity Shares issued against Equity Shares, which are otherwise ineligible for computation of Promoters' contribution;
 - b. The Promoters' contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
 - c. Our Company has not been formed by the conversion of a partnership firm into a company; and
 - d. The Equity Shares forming part of the Promoters' contribution are not subject to any pledge or any encumbrance.

- *Other lock-in requirements:*

- (i) In addition to 20.00% of the fully diluted post-Offer shareholding of our Company held by the Promoters and locked in for three years as specified above, the entire pre-Offer Equity Share capital of our Company, (other than the Equity Shares with respect to the Offer for Sale) and any unsubscribed portion of the Offer for Sale by the Selling Shareholders will be locked-in for a period of one year from the date of Allotment.
- (ii) The Equity Shares held by the Promoters, which are locked-in may be transferred to and among the members of the Promoter Group or to any new Promoter or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.
- (iii) Pursuant to Regulation 39(a) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in for a period of three years from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans.
- (iv) Pursuant to Regulation 39(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.
- (v) The Equity Shares held by any person other than the Promoters and locked-in for a period of one year from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations.
- (vi) Any Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

5. **Shareholding Pattern of our Company**

The table below presents 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 depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number 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)		Number 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)	Total	Total as a % of (A+B+C)							
(A)	Promoters and Promoter Group	10	39,743,180	-	-	39,743,180	55.20	39,743,180	39,743,180	55.20	-	-	-	-	-	-	39,743,180
(B)	Public	26	32,251,823	-	-	32,251,823	44.80	32,251,823	32,251,823	44.80	-	-	-	-	-	-	32,251,823
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	36	71,995,003	-	-	71,995,003	100	71,995,003	71,995,003	100	-	-	-	-	-	-	71,995,003

6. Details of Equity Shareholding of the 10 largest Equity Shareholders of our Company

- As on the date of, and 10 days prior to, filing of this Draft Red Herring Prospectus is provided in the table below:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre- Offer Equity Share Capital (%)
1.	Dinesh D. Thakkar	16,768,805	23.29
2.	IFC	12,927,760	17.96
3.	Lalit T. Thakkar	8,936,780	12.41
4.	Nirwan Monetary Services Private Limited	6,065,310	8.42
5.	Mukesh Gandhi (jointly held with Bela Mukesh Gandhi)	5,581,500	7.75
6.	Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah)	4,087,500	5.68
7.	Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah)	3,251,970	4.52
8.	Deepak T. Thakkar	3,396,155	4.72
9.	Ashok D. Thakkar	3,199,920	4.45
10.	Bela Mukesh Gandhi (jointly held with Mukesh Gandhi)	2,044,515	2.84
Total		66,260,215	92.03

- Two years prior to the date of filing of this Draft Red Herring Prospectus is provided in the table below:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre- Offer Equity Share Capital (%)
1.	Dinesh D. Thakkar	3,353,761	23.34
2.	IFC	2,585,552	18.00
3.	Lalit T. Thakkar	1,812,356	12.62
4.	Nirwan Monetary Services Private Limited	1,213,062	8.45
5.	Mukesh Gandhi	1,116,300	7.77
6.	Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah)	817,500	5.69
7.	Deepak T. Thakkar	704,231	4.90
8.	Bharat Chimanlal Shah (jointly held with Hansa Barat Shah)	690,394	4.80
9.	Ashok D. Thakkar	639,984	4.45
10.	Bela Mukesh Gandhi (jointly held with Mukesh Gandhi)	408,903	2.85
Total		13,342,043	92.88

- Other than Dinesh D. Thakkar, Vinay Agrawal and Ketan Shah, none of our Directors or Key Management Personnel hold any Equity Shares of our Company. For details, please see the section entitled “- Notes to the Capital Structure” on page 85.
- All Equity Shares transferred pursuant to the Offer will be fully paid-up at the time of Allotment and there are no partly-paid up Equity Shares as on the date of this Draft Red Herring Prospectus.
- As on the date of this Draft Red Herring Prospectus, the BRLMs and their respective associates do not hold any Equity Shares in our Company. The BRLMs and their 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 receive customary compensation in the future.
- Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 232 of the Companies Act, 2013.
- Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
- No payment, direct or indirect, in the nature of discount, commission and allowance or otherwise shall be made either by us or our Promoters to the persons who are Allotted Equity Shares.
- As on the date of this Draft Red Herring Prospectus, the Equity Shares of the Company are in the dematerialised form.

14. Details of the Equity Share Capital held by the Selling Shareholders

As on the date of this Draft Red Herring Prospectus, the Selling Shareholders hold 47,103,005 Equity Shares, constituting 65.42% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company in the following manner:

Sr. No.	Name of the Selling Shareholder	Number of Equity Shares		Percentage of the pre-Offer Equity Share capital (%)	Percentage of the post-Offer Equity Share capital (%)
		Pre-Offer	Post-Offer		
Promoter Selling Shareholders					
1.	Ashok D. Thakkar	3,199,920	[●]	4.45	[●]
2.	Sunita A. Magnani	750,000	[●]	1.04	[●]
Investor Selling Shareholder					
3.	IFC	12,927,760	[●]	17.96	[●]
Individual Selling Shareholders					
4.	Amit Majumdar (jointly held with Dolly Majumdar)	44,515	[●]	0.06	[●]
5.	Ashok Popatlal Shah	1,024,820	[●]	1.42	[●]
6.	Ashwin S. Thakkar	500,000	[●]	0.69	[●]
7.	Bela Mukesh Gandhi (jointly held with Mukesh Gandhi)	2,044,515	[●]	2.84	[●]
8.	Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah)	3,251,970	[●]	4.52	[●]
9.	Chandresh Popatlal Shah	1,024,815	[●]	1.42	[●]
10.	Deepak T. Thakkar	3,396,155	[●]	4.72	[●]
11.	Lalit T. Thakkar	8,936,780	[●]	12.41	[●]
12.	Mahesh D. Thakkar	3,080	[●]	0.004	[●]
13.	Manjula Ramnik Gala	50,000	[●]	0.07	[●]
14.	Mukesh Gandhi (jointly held with Bela Mukesh Gandhi)	5,581,500	[●]	7.75	[●]
15.	Muskaan Doultani	250,000	[●]	0.35	[●]
16.	Nikhil H. Daxini	29,675	[●]	0.04	[●]
17.	Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah)	4,087,500	[●]	5.68	[●]
	Total	47,103,005	[●]	65.42	[●]

15. ESOP 2018

Pursuant to the resolutions passed by our Board on April 16, 2018 and April 26, 2018 and the Shareholders' resolution dated April 19, 2018, our Company has instituted the Angel Broking Employee Stock Option Plan 2018 ("ESOP 2018") for grant of options to eligible employees. The objective of ESOP 2018 is (i) to provide the means to enable our Company and its Subsidiaries, to attract, retain and motivate eligible employees for the business of our Company and/or its Subsidiaries; (ii) to provide additional incentives and reward opportunities to eligible employees; (iii) to enhance profitable grants of our Company and create shareholder value by aligning the interests of eligible employees with long term interests of our Company and Equity Shareholders, and (iv) to provide a wealth creating opportunity to eligible employees, amongst others. ESOP 2018 shall be administered by the Board or the Nomination and Remuneration Committee, as the case may be, and the aggregate number of options that can be granted under ESOP 2018 shall not exceed 3,290,000 options. Further, the options under each grant to an eligible employee shall not be less than 100 options and in a financial year, the aggregate number of Equity Shares granted to an eligible employee shall not exceed 1.00% of the total issued capital of the Company in any year, provided that the aggregate number of options that may be granted to each grantee under ESOP 2018 shall not exceed 20.00% of the aggregate options granted.

The eligible employees include permanent employees (including executive directors) of our Company. The vesting of

options granted under ESOP 2018 will commence one year after the date of grant of options. The exercise period for the options granted under the ESOP 2018 means the period after vesting within which an eligible employee should exercise his right to apply for Equity Shares against the vested options, in accordance with ESOP 2018. The following table provides the particulars of the options granted under ESOP 2018 as on the date of this Draft Red Herring Prospectus:

Options granted	Period		Number of options granted	
	Fiscal 2016		Not Applicable	
	Fiscal 2017		Not Applicable	
	Fiscal 2018		Not Applicable	
	Period between April 1, 2018 to till date, 2018		2,556,600	
	Total options granted		2,556,600	
The pricing formula	The Company has followed the fair market value method and the price finalised is ₹ 211.51			
Exercise price of options (in ₹)	₹ 211.51 per option			
Options vested (excluding the options that have been exercised)	Nil			
Options exercised	Nil			
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)	2,556,600			
Options forfeited/lapsed/cancelled	Nil			
Variation in terms of options	Nil			
Money realised by exercise of options	Nil			
Total number of options in force	2,556,600			
Employee wise details of options granted to:				
(i) Senior managerial personnel (i.e. Directors and Key Managerial Personnel)	Name of senior managerial personnel		Total number of options granted	
	Vinay Agrawal		444,100	
	Vineet Agrawal		168,300	
	Ketan Shah		153,300	
(ii) Any other employee who received a grant in any one year of options amounting to 5.00% or more of the options granted during the year	Name of senior managerial personnel		Total number of options granted	Percentage of total options (%)
	Vinay Agrawal		444,100	17.37
	Vineet Agrawal		168,300	6.58
	Ketan B Shah		153,300	5.99
	Santanu Syam		171,900	6.72
	Gagan Singla		179,900	7.03
	Rohit Ambosta		211,800	8.28
	Subhash Menon		149,100	5.83
	Sandeep Bhardwaj		185,300	7.24
	Vivek Shukla		128,800	5.03
(iii) Identified employees who are granted options, during any one year equal to or exceeding 1.00% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil			
Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with	Not Applicable			

Accounting Standard (AS) 20 ‘Earning Per Share’															
Where the Company has calculated the employee compensation cost using the intrinsic value of stock options, difference, if any, between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost calculated on the basis of fair value of stock options and the impact of this difference on profits and EPS of our Company	Nil														
Weighted-average exercise price and the weighted-average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock	<table border="1"> <thead> <tr> <th>Basis</th> <th>Grant</th> </tr> </thead> <tbody> <tr> <td>Exercise price (in ₹)</td> <td>211.51</td> </tr> <tr> <td>Fair value of options at the time of grant (in ₹)</td> <td>Not applicable</td> </tr> <tr> <td>Weighted average share price (in ₹)</td> <td>211.51</td> </tr> </tbody> </table>	Basis	Grant	Exercise price (in ₹)	211.51	Fair value of options at the time of grant (in ₹)	Not applicable	Weighted average share price (in ₹)	211.51						
Basis	Grant														
Exercise price (in ₹)	211.51														
Fair value of options at the time of grant (in ₹)	Not applicable														
Weighted average share price (in ₹)	211.51														
Description of the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	<p>To ascertain the reasonableness of the valuation of options, various quantitative factors of our Company were considered.</p> <table border="1"> <thead> <tr> <th>Basis</th> <th>Assumptions</th> </tr> </thead> <tbody> <tr> <td>Dividend yield (%)</td> <td>Not Applicable</td> </tr> <tr> <td>Expected volatility (in %)</td> <td>Not Applicable</td> </tr> <tr> <td>Risk-free interest rate (in %)</td> <td>Not Applicable</td> </tr> <tr> <td>Weighted average share price (in ₹)</td> <td>Not Applicable</td> </tr> <tr> <td>Exercise price (in ₹)</td> <td>Not Applicable</td> </tr> <tr> <td>Expected life of options granted (in years)</td> <td>Not Applicable</td> </tr> </tbody> </table>	Basis	Assumptions	Dividend yield (%)	Not Applicable	Expected volatility (in %)	Not Applicable	Risk-free interest rate (in %)	Not Applicable	Weighted average share price (in ₹)	Not Applicable	Exercise price (in ₹)	Not Applicable	Expected life of options granted (in years)	Not Applicable
Basis	Assumptions														
Dividend yield (%)	Not Applicable														
Expected volatility (in %)	Not Applicable														
Risk-free interest rate (in %)	Not Applicable														
Weighted average share price (in ₹)	Not Applicable														
Exercise price (in ₹)	Not Applicable														
Expected life of options granted (in years)	Not Applicable														
Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in Regulation 15 of the SEBI ESOP Regulations in respect of options granted in the last three years	Not Applicable														
Intention of the 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 Issue	Not Applicable														
Intention to sell Equity Shares arising out of “ESOP 2018” within three months after the listing of Equity Shares, by Directors, senior management personnel and employees having Equity Shares arising out of the “ESOP 2018”, amounting to more than 1.00% of the issued capital (excluding outstanding warrants and conversions)	Not applicable														

16. ESPS 2017

Pursuant to the resolution passed by our Board on August 17, 2017 and the Shareholders’ resolution dated March 27, 2018, our Company has instituted the Angel Broking Employee Share Purchase Scheme 2017 (“**ESPS 2017**”) for grant of Equity Shares under ESPS 2017. The objective of ESPS 2017 is (i) to provide the means to enable our Company and its Subsidiaries, to attract, retain and motivate talented and senior level employees for the business of our Company and its Subsidiaries; (ii) to provide additional incentives and reward opportunities to eligible employees; (iii) to enhance profitable

growth of our Company and create shareholder value by aligning the interests of eligible employees with long term interests of our Company and Equity Shareholders, amongst others.

The eligible employees include permanent employees (including executive directors and non-executive directors excluding the independent directors) of our Company and its Subsidiaries. An eligible employee may accept the grant of Equity Shares by submitting an application to the Nomination and Remuneration Committee in accordance with ESPS 2017. The aggregate number of Equity Shares that may be granted under ESPS 2017 shall not exceed 300,000 Equity Shares. Further, the total number of grants to an eligible employee, shall not be less than 10 Equity Shares and in a financial year, the aggregate number of Equity Shares granted to an eligible employee shall not exceed 1.00% of the total issued capital of the Company. As of the date of this Draft Red Herring Prospectus, 174,128 Equity Shares have been allotted under ESPS 2017 at a price of ₹ 62.70 per Equity Share to Vinay Agrawal and the diluted EPS as of June 30, 2018 of such Equity Shares is ₹ 3.55. Further, Vinay Agrawal has confirmed that he has no intention to sell such Equity Shares acquired pursuant to ESPS 2017 within three months after the date of listing of the Equity Shares, pursuant to the Offer.

17. None of the members of the Promoter Group, our Promoters, our Directors or their immediate relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus with SEBI.
18. As on the date of the filing of this Draft Red Herring Prospectus, the total number of our Shareholders are 36.
19. Neither our Company, nor the Directors have entered into any buy-back, safety net and/or standby arrangements for purchase of Equity Shares from any person. Further, the BRLMs have not entered into any buy-back, safety net and/or standby arrangements for purchase of Equity Shares from any person.
20. Any oversubscription to the extent of 10.00% of the Offer can be retained for the purposes of rounding off to the nearest multiple of minimum allotment lot.
21. Other than with respect to the Offer for Sale, our Promoters and the members of the Promoter Group will not participate in the Offer.
22. There have been no financing arrangements whereby the Promoters, the members of the Promoter Group, the Directors and their relatives have financed the purchase by any other person of securities of our Company, during a period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
23. 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 a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws.
24. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
25. Our Company shall comply with such disclosure and accounting norms as may be specified by the SEBI from time to time.
26. Our Company shall ensure that transactions in the Equity Shares by our Promoters and the members of the Promoter Group between the date of registering of the Red Herring Prospectus with RoC and the date of closure of the Offer shall be intimated to the Stock Exchanges within 24 hours of such transaction.
27. No person connected with the Offer, including, but not limited to, the BRLMs, the members of the Syndicate, our Company, the Directors, the Promoters, the members of the Promoter Group, Group Companies, the Subsidiaries and the Selling Shareholders shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.
28. Other than as disclosed in this Draft Red Herring Prospectus, there are no outstanding warrants, options or right to convert debentures, loans or other instruments convertible into Equity Shares as on the date of this Draft Red Herring Prospectus which would entitle any person to receive any Equity Shares after the Offer.
29. Other than the Equity Shares proposed to be allotted to the eligible employees pursuant to ESOP 2018 or ESPS 2017, as the case may be, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or qualified institutions placement, or otherwise.
30. Other than the Equity Shares proposed to be allotted to the eligible employees pursuant to ESOP 2018 or ESPS 2017, as the case may be, there will not be any 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 the filing of this Draft Red Herring

Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges.

31. In terms of Rule 19(2)(b)(i) of the SCRR, this is an Offer for at least 25.00% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50.00% of the Offer shall be allocated on a proportionate basis to QIBs. Our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue and an Offer for Sale by the Selling Shareholders.

The Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale. The Selling Shareholders shall reimburse the Company for the Offer expenses incurred by the Company on behalf of the Selling Shareholders, upon the successful completion of the Offer. Other than the listing fee and the expenses in relation to all corporate advertisements (other than Offer related advertisements, which shall be borne exclusively by our Company), all other expenses in relation to the Offer shall be shared amongst the Company and the Selling Shareholders, in proportion to the proceeds received for the Fresh Issue and the respective Equity Shares being offered by them in the Offer. All expenses incurred in relation to the Offer (other than the listing fees) shall be shared pro rata by the Selling Shareholders in proportion to the Equity Shares offered by them in the Offer. All such expenses shall be directly deducted from the Public Offer Account, and to the extent the expenses are attributable to the Selling Shareholders and have been paid by the Company, such expenses will be reimbursed to the Company by the Selling Shareholders, directly from the Public Offer Account. Provided, if the Offer is withdrawn by the Company, or is not completed for any reason, all Offer related costs and expenses will be exclusively borne by the Company and the Selling Shareholders will not reimburse any such amounts paid.

The Fresh Issue

The Net Proceeds from the Fresh Issue will be utilised towards the following objects:

1. To meet working capital requirements; and
2. General corporate purposes.

The details of the Net Proceeds are provided in the following table:

<i>(In ₹ million)</i>	
Particulars	Estimated Amount
Gross proceeds of the Fresh Issue	Up to 3,000.00
Less: Offer related expenses*	[●]
Net Proceeds	[●]

* To be finalised upon determination of the Offer Price. Other than the listing fee and the expenses in relation to all corporate advertisements (other than Offer related advertisements, which shall be borne exclusively by our Company), all other expenses in relation to the Offer shall be shared amongst the Company and the Selling Shareholders, in proportion to the proceeds received for the Fresh Issue and the respective Equity Shares being offered by them in the Offer, upon the successful completion of the Offer, in accordance with applicable law.

Our Memorandum of Association enables us to undertake our existing activities, and the activities for which the funds are being raised by our Company in the Offer.

Additionally, our Company expects to achieve the benefits of listing of the Equity Shares on the Stock Exchanges. Our Company expects to receive the benefits of enhancement of our Company's brand name and the creation of a public market for the Equity Shares in India.

Utilisation of Net Proceeds

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

<i>(In ₹ million)</i>	
Particulars	Amount
To meet working capital requirements	Up to 2,300.00
General corporate purposes*	[●]

* To be finalised upon determination of the Offer Price.

Requirement of funds

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the BRLMs or appraised by any bank, financial institution or any other external agency. These fund requirements are based on the current circumstances of our business and our Company may have to revise its estimates, from time to time, on account of various factors beyond our control, such as market conditions, competition, costs of providing service and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. Accordingly, if our Company is unable to utilise any portion of the Net Proceeds towards the

stated objects of the Offer, as per the estimated schedule of utilisation, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the aforementioned objects in accordance with the applicable law. Further, subject to applicable laws, in the event of any increase in the actual utilisation of funds earmarked for the objects of the Fresh Issue, such additional funds will be met by way of means available to us, including from internal accruals and any additional equity or debt arrangements or both.

Means of Finance

The entire requirements of funds for the objects detailed above are intended to be funded from the Net Proceeds. Accordingly, our Company confirms that it is not required to make firm arrangement of finance through verifiable means towards at least 75.00% of the stated means of finance, excluding the amount to be raised through the Offer. For further details, please see the section entitled “*Risk Factors - Our Company will not receive any proceeds from the Offer for Sale*” on page 41.

Schedule of Utilisation of Net Proceeds

We propose to deploy the Net proceeds for the aforesaid purposes in accordance with the estimated schedule provided in the table below:

<i>(In ₹ million)</i>		
Particulars	Amount	Estimated Utilisation for the Financial Year ended March 31, 2019
To meet working capital requirements	2,300.00	2,300.00
General corporate purposes [#]	[●]	[●]

[#] To be finalised upon determination of the Offer Price.

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned object of the Offer, as per the estimated schedule of utilisation specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the aforementioned object, in accordance with applicable law.

Details of the utilisation and deployment of Net Proceeds

1. To meet working capital requirements

Our business is working capital intensive and we avail a majority of our working capital in the ordinary course of our business from various banks and financial institutions. As of June 30, 2018, on a standalone basis, our Company’s sanctioned working capital facilities in form of short term borrowings was ₹ 20,296.29 million and bank guarantees placed at exchanges as margin was ₹ 2,702.50 million. As of June 30, 2017, on a standalone basis, our Company’s outstanding working capital facilities in form of short term borrowings was ₹ 7,962.00 million and bank guarantees placed at exchanges as margin was ₹ 2,652.50 million. For further details, please see the section entitled “*Financial Indebtedness*” on page 324.

Our Company requires additional working capital for funding its working capital requirements in the Financial Year 2019. The funding of the working capital requirements of our Company will lead to a consequent increase in our profitability. Further, in accordance with the SEBI circular dated June 13, 2017 regarding the comprehensive review of margin trading facility (the “**Margin Trading Facility Circular**”), our Company is not permitted to raise further indebtedness for the purposes of margin trading if our total indebtedness exceeds five times of the net worth as calculated in accordance with the Margin Trading Facility Circular.

Basis of estimation of working capital requirement

The details of our Company’s working capital on a standalone basis as at March 31, 2018 and June 30, 2018 and source of funding of the same are provided in the table below:

<i>(In ₹ million)</i>			
Sr. No.	Particulars	Amount	
		As at March 31, 2018	As at June 30, 2018
I.	Current Assets		
	Inventories	-	-
	Trade receivables	1,570.63	1,367.96
	Short term loans and advances (loans for margin trading facility)	9,778.85	8,119.38
	Short term loans and advances (others)	160.06	261.46
	Fixed deposits (under lien with stock exchanges, for bank guarantees)	7,564.26	6,234.27

Sr. No.	Particulars	Amount	
		As at March 31, 2018	As at June 30, 2018
	Other current assets	226.28	217.78
	Total current assets (A)	19,300.08	16,200.85
II.	Current Liabilities		
	Trade payables	6,154.16	5,035.47
	Other current liabilities	1,381.11	1,395.91
	Short-term provisions	7.99	17.77
	Total current liabilities (B)	7,543.26	6,449.15
III.	Total Working Capital Requirements (A - B)	11,756.82	9,751.70
IV.	Means of Finance		
1.	Short-term borrowings	10,636.29	7,962.00
2.	Net Proceeds from the Offer	-	-
3.	Internal Accruals	1,120.53	1,789.70
	Total Means of Finance	11,756.82	9,751.70

The details of our Company's expected working capital requirements for the Financial Year 2019 and funding of the same are as provided in the table below:

(In ₹ million)

Sr. No.	Particulars	Amount
		As at March 31, 2019
I.	Current Assets	
	Inventories	-
	Trade receivables	2,692.98
	Short term loans and advances (loans against margin trade)	11,445.16
	Short term loans and advances (others)	160.06
	Fixed deposits (under lien with stock exchanges, bank guarantees)	7,926.77
	Other current assets	226.28
	Total current assets (A)	22,451.25
II.	Current Liabilities	
	Trade payables	7,505.88
	Other current liabilities	1,494.93
	Short-term provisions	7.99
	Total current liabilities (B)	9,008.80
III.	Total Working Capital Requirements (A - B)	13,442.45
IV.	Proposed Funding Pattern	
1.	Short-term borrowings	9,500.00
2.	Net Proceeds from the Offer	2,300.00
3.	Internal accruals	1,642.45
	Total	13,442.45

Assumptions for working capital requirements

Element of Working Capital	For the year ending March 31, 2018	For the year ending March 31, 2019	Basis for Assumption
Trade receivables	0.60	0.60	Times of cash ADTO
Short-term loans and advances (loan against margin trade)	3.76	2.55	Times of cash ADTO
Fixed deposits (under lien with stock exchanges, for bank guarantees)	6.88	5.65	Percentage of total ADTO
Trade payables	5.60	5.35	Percentage of total ADTO

Element of Working Capital	For the year ending March 31, 2018	For the year ending March 31, 2019	Basis for Assumption
Other current liabilities as a percentage of operating expenses	27.51	25	Percentage of total operating expenses

Client Book Calculations

(In ₹ million)

Client Book Calculations	For the year ending March 31, 2018	For the year ending March 31, 2019
Trade receivables	1,570.63	2,692.98
Short-term loans and advances (loan against margin trade)	9,778.85	11,445.16
Cash delivery ADTO	2,598.60	4,488.30
Trade receivables	0.60	0.60
Short-term loans and advances (loan against margin trade)	3.76	2.55

Fixed deposits (under lien with stock exchanges, for bank guarantees)

Fixed deposits (under lien with stock exchanges, for bank guarantees)	For the year ending March 31, 2018	For the year ending March 31, 2019
Turnover (ADTO) (In ₹ million)		
Cash Delivery	3,330.82	3,541.89
Derivatives	88,840.55	111,413.49
Commodities	15,083.88	22,682.47
Currency	2,632.23	2,659.02
Sum Turnover	109,887.48	140,296.87
Fixed deposits (under lien with stock exchanges, for bank guarantees) as a percentage of ADTO	6.88	5.65

Trade Payable Calculations

(In ₹ million)

Trade Payable Calculations	For the year ending March 31, 2018	For the year ending March 31, 2019
Sum turnover	109,887.48	140,296.87
Trade payable	6,154.16	75,058.82
Creditors (as a percentage to sum turnover)	5.60	5.35

Other Current Liabilities Calculations

(In ₹ million)

Other Current Liabilities Calculations	For the year ending March 31, 2018	For the year ending March 31, 2019
Total operating expenses (employee benefits expenses + other expenses)	5,020.85	5,979.71
Other current liabilities	1,381.11	1,494.93
Percentage of other current liabilities to total operating expenses	27.51	25.00

Pursuant to the certificate dated August 24, 2018, Shirish Desai & Co., Chartered Accountants, has compiled the working capital calculations and estimations.

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned object of the Offer, as per the estimated schedule of utilisation specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the aforementioned object, in accordance with applicable law.

2. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating up to ₹ [●] million towards general corporate purposes, subject to such utilisation not exceeding 25.00% of the gross proceeds of the Fresh Issue (the “**Gross Proceeds**”), in compliance with Regulation 4(4) of the SEBI ICDR Regulations, including but not limited to strategic initiatives,

partnerships and joint ventures, meeting exigencies which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board, will have flexibility in utilising any surplus amounts. To the extent our Company is unable to utilise any portion of the Net Proceeds of the Offer, our Company shall deploy the Net Proceeds in the subsequent Financial Years, in accordance with applicable law.

Offer Expenses

The total Offer related expenses are estimated to be approximately ₹ [●] million. The Offer related expenses comprise listing fee, underwriting fee, selling commission and brokerage, fee payable to the BRLMs, legal counsels, Registrar to the Offer, Bankers to the Offer including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. The Selling Shareholders shall reimburse the Company for the Offer expenses incurred by the Company on behalf of the Selling Shareholders, upon the successful completion of the Offer. Other than the listing fee and the expenses in relation to all corporate advertisements (other than the Offer related advertisements, which shall be borne exclusively by our Company), all other expenses in relation to the Offer shall be shared amongst the Company and the Selling Shareholders, in proportion to the proceeds received for the Fresh Issue and the respective Equity Shares being offered by them in the Offer. All expenses incurred in relation to the Offer (other than the listing fees) shall be shared pro rata by the Selling Shareholders in proportion to the Equity Shares offered by them in the Offer. All such expenses shall be directly deducted from the Public Offer Account, and to the extent any expenses attributable to the Selling Shareholders have been paid by our Company, they will be reimbursed to our Company by the Selling Shareholders, directly from the Public Offer Account. Provided if the Offer is withdrawn by the Company or is not completed for any reason, all Offer related expenses shall be exclusively borne by the Company and the Selling Shareholders will not reimburse any such amounts paid. The break-up for the estimated Offer Expenses are as follows:

Activity	Estimated amount ⁽¹⁾ (₹ in million)	As a % of total estimated Offer related expenses ⁽¹⁾	As a % of Offer size ⁽¹⁾
Payment to the BRLMs (including underwriting fee, brokerage and selling commission)	[●]	[●]	[●]
Commission and processing fee for SCSBs and Bankers to the Offer ⁽²⁾	[●]	[●]	[●]
Brokerage and selling commission for members of the Syndicate, Registered Brokers, RTAs and CDPs ^{(3) (4)}	[●]	[●]	[●]
Fee payable to Registrar to the Offer	[●]	[●]	[●]
Printing and stationery expenses			
Advertising and marketing expenses			
Others:	[●]	[●]	[●]
i. Listing fee;			
ii. SEBI, BSE and NSE processing fee;			
iii. Fee payable to legal counsels; and			
iv. Miscellaneous.			
Total estimated Offer Expenses	[●]	[●]	[●]

(1) Will be completed after finalisation of the Offer Price.

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders 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 GST and other applicable taxes)
Portion for Non-Institutional Investors*	[●]% of the amount Allotted (plus applicable GST and other applicable taxes)

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

(3) Processing fees payable to the SCSBs on the portion for Retail Individual Bidders 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 Bidders*	₹ [●] per valid application (plus applicable GST and other applicable taxes)
Portion for Non-Institutional Investors*	₹ [●] per valid application (plus applicable GST and other applicable taxes)

* For each valid application.

Selling commission on the portion for Retail Individual Bidders and the portion for Non-Institutional Investors which are procured by Syndicate Members (including their sub Syndicate Members) would be as follows:

Portion for Retail Individual Bidders*	[●]% of the Amount Allotted (plus applicable GST and other applicable taxes)
--	--

Portion for Non-Institutional Investors*	[●]% of the Amount Allotted (plus applicable GST and other applicable taxes)
--	--

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

(4) Bidding Charges payable to the Registered Brokers, RTAs and CDPs on the portion for Retail Individual Investors and Non-Institutional Investors which are directly procured by the Registered Broker or RTAs or CDPs and submitted to SCSB for processing, would be as follows:

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

* Based on valid applications.

* Amount of bidding charges payable to Registered Brokers, RTAs / CDPs shall be determined on the basis of applications which have been considered eligible for the purpose of Allotment. In order to determine to which RTAs / CDPs the commission is payable to, the terminal from which the bid has been uploaded will be taken into account.

Interim Use of Net Proceeds

Our Company shall deposit the Net Proceeds, pending utilisation by depositing the same with scheduled commercial banks included in Second Schedule of RBI Act. In accordance with Section 27 of the Companies Act, 2013, we confirm that we shall not use the Net Proceeds, or any part thereof, for buying, trading or otherwise dealing in any shares of any listed company.

Bridge Financing Facilities

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

Monitoring Agency

Our Company shall appoint a Monitoring Agency in relation to the Offer prior to filing of the Red Herring Prospectus in accordance with Regulation 16(1) of the SEBI ICDR Regulations. Our Board will monitor the utilization of the Net Proceeds. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 18(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee, the uses and applications of the Net Proceeds. The report submitted by the Monitoring Agency will be placed before the Audit Committee, so as to enable the Audit Committee to make appropriate recommendations to our Board. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor.

Further, according to Regulation 32 of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges, on a quarterly basis, a statement on material deviations, if any, in the utilization of the proceeds of the Offer from the objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results after review by the Audit Committee and its explanation in the Director's report in the Annual Report.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by 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 ("**General Meeting Notice**") shall specify the prescribed details, provide Shareholders with the facility to vote by electronic means and shall be published in accordance with the Companies Act, 2013. The General Meeting Notice shall simultaneously be published in the newspapers, one in English and one in Marathi, being the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, at a price and in such manner as may be prescribed by SEBI in Chapter VI-A of the SEBI ICDR Regulations.

Appraising Entity

The objects of the Offer for which the Net Proceeds will be utilized have not been appraised by any bank or financial institution.

Other Confirmations

No part of the Net Proceeds will be paid by us as consideration to our Promoters and Promoter Group, Group Companies, the Directors or Key Management Personnel, except in the normal course of business and in compliance with applicable law.

Further, our Company has not entered into, and does not intend to enter into any arrangement, or agreements with Promoters, Promoter Group, Group Companies, Directors and Key Management Personnel in relation to the utilization of the Net Proceeds.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company in consultation with the Investor Selling Shareholder and the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and is justified on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Bidders should also see the sections entitled “Our Business”, “Risk Factors”, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “Financial Statements” on pages 148, 17, 327 and 210, respectively, to have an informed view before making an investment decision. The trading price of Equity Shares could decline due to factors mentioned in the section entitled “Risk Factors” on page 17 and you may lose all or part of your investments.

Qualitative Factors

We believe that some of the qualitative factors which form the basis for computing the Offer Price are as follows:

- One of the largest retail broking houses with strong brand equity
- Ensuring client satisfaction through the implementation of advanced technology and digitalisation
- Strong client base through our online and digital platform and sub-broker network
- Significant market share in the cash and commodity segment
- Track record of continuous growth and strong financial performance
- Proven and experienced management team and execution strength

For further details, please see the section entitled “Our Business - Our Strengths” on page 149.

Quantitative Factors

Certain information presented below, relating to our Company, is based on the Restated Financial Statements. For details, please see the section entitled “Financial Statements” on page 210.

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

1. Basic and Diluted Earnings Per Share (“EPS”), as adjusted for changes in capital:

As per Restated Consolidated Financial Information:

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year 2018	15.03	15.03	3
Financial Year 2017	4.32	4.32	2
Financial Year 2016	4.42	4.42	1
Weighted Average	9.69	9.69	
Quarter ended June 30, 2018*	3.55	3.55	

* Not annualised

As per Restated Standalone Financial Information:

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year 2018	14.18	14.18	3
Financial Year 2017	2.88	2.88	2
Financial Year 2016	3.55	3.55	1
Weighted Average	8.64	8.64	
Quarter ended June 30, 2018*	3.55	3.55	

* Not annualised

Notes:

- (1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.
- (2) The figures disclosed above are based on the restated financial information of our Company.
- (3) The face value of each Equity Share is ₹ 10.
- (4) Earnings per Share (₹) = Net profit as restated /Weighted Average No. of equity shares.
- (5) Basic EPS and Diluted EPS calculations are in accordance with the relevant accounting standard.
- (6) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in the section entitled “Financial Statements” on page 210.

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

Particulars	P/E (Standalone)		P/E (Consolidated)	
	P/E at the Floor Price	P/E at the Cap Price	P/E at the Floor Price	P/E at the Cap Price
P/E ratio based on Basic EPS for Financial Year 2018	[●]	[●]	[●]	[●]
P/E ratio based on Diluted EPS for Financial Year 2018	[●]	[●]	[●]	[●]

Industry P/E ratio

Particulars	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	33.46	Edelweiss Financial Services Limited	1.00
Lowest	16.54	JM Financial Limited	1.00
Average	25.00		

Note: The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section.

3. Average Return on Net Worth (“RoNW”), as adjusted for changes in capital

As per Restated Consolidated Financial Information of our Company:

Particulars	RoNW %	Weight
Financial Year 2018	22.72	3
Financial Year 2017	7.96	2
Financial Year 2016	8.59	1
Weighted Average	15.45	
Quarter ended June 30, 2018*	5.11	

*Not annualised

As per Restated Standalone Financial Information of our Company:

Particulars	RoNW %	Weight
Financial Year 2018	22.64	3
Financial Year 2017	6.62	2
Financial Year 2016	8.42	1
Weighted Average	14.93	
Quarter ended June 30, 2018*	5.37	

*Not annualised

Notes:

- Weighted average RoNW = Aggregate of year-wise weighted RoNW% divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
- Return on Net Worth (%) = Net profit as restated divided by Net worth at the end of the year/ period.
- Net worth for ratios mentioned represents equity share capital + reserves and surplus (including subsidy, securities premium and surplus/ (deficit)

4. Minimum Return on Increased Net Worth after the Offer needed to maintain Pre-Offer EPS for Financial Year 2018:

Particulars	At Floor Price	At Cap Price
<i>To maintain pre-Offer Basic EPS</i>		
On Consolidated basis	[●]%	[●]%
On Standalone basis	[●]%	[●]%
<i>To maintain pre-Offer Diluted EPS</i>		
On Consolidated basis	[●]%	[●]%
On Standalone basis	[●]%	[●]%

5. Net Asset Value per Equity Share of face value of ₹ 10 each

- (i) Net asset value per Equity Share as per the Restated Consolidated Financial Information as on June 30, 2018 and March 31, 2018: ₹ 69.52 and ₹ 66.13
- (ii) Net asset value per Equity Share as per the Restated Standalone Financial Information as on June 30, 2018 and March 31, 2018: ₹ 66.05 and ₹ 62.65
- (iii) After the Offer:
- (a) At the Floor Price: ₹ [●]
- (b) At the Cap Price: ₹ [●]
- (iv) Offer Price: ₹ [●]

Notes:

(1) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

(2) Net Asset Value Per Equity Share = $\frac{\text{Net worth as per the restated financial information}}{\text{Number of equity shares outstanding as at the end of year/period}}$

(3) Net worth has been computed by aggregating share capital and reserves and surplus as per the restated financial information. There is no revaluation reserve or miscellaneous expenditure (to the extent not written off).

6. Comparison of Accounting Ratios with Listed Industry Peers

Name of Company	Face Value (₹ Per Share)	Closing price on August 7, 2018 (₹)	Total revenue, for the Financial Year 2018 (in ₹ million)	Diluted EPS (₹) ⁽¹⁾	NAV ⁽⁴⁾ (₹ per Share)	P/E ⁽²⁾	RONW ⁽³⁾ for the Financial Year 2018 (%)
Angel Broking Limited [#]	10.00	-	7,843.89	15.03	66.13	-	22.72
Peer Group							
ICICI Securities Limited	5.00	360.60	18,593.30	17.31	25.89	20.83	66.86
Geojit Financial Services Limited	1.00	77.70	3,679.50	3.03	23.41	25.64	13.14
IIFL Holdings Limited	2.00	687.45	38,541.62	28.55	158.81	24.08	17.99
Edelweiss Financial Services Limited	1.00	327.95	86,186.20	9.80	72.75	33.46	13.34
Motilal Financial Services Limited	1.00	923.60	27,696.80	36.81	154.96	25.09	24.07
JM Financial Limited	1.00	129.20	32,348.86	7.81	50.80	16.54	14.81

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual audited financial statements of the respective company for Financial Year 2018, as available on the website of NSE.

[#] Based on the Restated Consolidated Financial Information for the year ended March 31, 2018.

Notes :

(1) Diluted EPS refers to the Diluted EPS sourced from the publicly available financial results of the respective company for the year ended March 31, 2018.

(2) P/E Ratio has been computed based on the closing market price of equity shares on the NSE on August 7, 2018, divided by the Diluted EPS provided under Note 1 above.

(3) RoNW is computed as net profit as restated divided by closing net worth. Net worth has been computed as sum of share capital and reserves and surplus (including capital reserve and excluding debenture redemption reserve, if any).

(4) NAV is computed as the closing net worth divided by the closing outstanding number of equity shares as of March 31, 2018.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

The Board of Directors
Angel Broking Limited
6th Floor, Ackruti Star, Central Road, MIDC
Andheri (E), Mumbai – 400 093

Dear Sirs,

Statement of Possible Tax Benefits available to Angel Broking Limited and its shareholders under the Indian tax laws

1. We hereby confirm that the enclosed Annexure, prepared by Angel Broking Limited [formerly Angel Broking Private Limited] ('the Company'), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ('the Act') as amended by the Finance Act 2018, i.e. applicable for the Financial Year 2018-19 relevant to the assessment year 2019-20, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and/or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. The benefits discussed 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 individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
3. We do not express any opinion or provide any assurance as to whether:
 - i) the Company or its shareholders will continue to obtain these benefits in future;
 - ii) the conditions prescribed for availing the benefits have been/would be met with; and
 - iii) the revenue authorities/courts will concur with the views expressed herein.
4. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta

Partner
Membership Number: 48749
Place of Signature: Mumbai
Date: August 30, 2018

Annexure

Annexure to the Statement of Possible Tax Benefits available to the Company and its shareholders under the Indian tax laws

I. Special tax benefits available to the Company and its shareholders:

There are no special tax benefits available to the Company and its shareholders.

II. Other general tax benefits available to the Company:

1. Depreciation:

As per the provisions of section 32 of the Act, the Company is eligible to claim depreciation on tangible and specified intangible assets (held if any) as explained in the said section and the relevant Income Tax Rules there under. The depreciation rate in respect of Motor Cars is 15%, Office Equipments is 15%, Furniture & Fixtures is 10%, Computers is 40%, Buildings (others) is 10% and Intangible Assets is 25%.

2. Deduction in respect of expenses towards amalgamation/demerger:

Under section 35DD of the Act, for any expenditure incurred wholly and exclusively for the purpose of amalgamation or demerger, the Company is eligible for deduction of an amount equal to one-fifth of the expenditure for each of the five successive years beginning with the year in which the amalgamation or demerger takes place.

3. Preliminary Expenses:

Under section 35D of the Act, the Company will be entitled to the deduction equal to one-fifth of the preliminary expenditure of the nature specified in the said section, being expenditure incurred on present issue, such as underwriting commission, brokerage and other charges and advertisement of prospectus by way of amortization over a period of five successive years, subject to stipulated limits.

4. Section 10(34) of the Act – Income by way of dividends referred to in section 115-O of the Act:

Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt under section 10(34) read with section 115-O of the Act (i.e. dividend on which Dividend Distribution Tax (“DDT”) is paid by the domestic company). Such income is also exempt from tax while computing book profits for the purpose of determination of liability under the Minimum Alternate Tax provisions.

As per section 115BBDA of the Act, if the aggregate of dividend income during the year is in excess of Rs. 1 million, then such excess dividend shall be chargeable to tax @ 10% (plus applicable surcharge and health & education cess). However, provisions of section 115BBDA of the Act are not applicable to a domestic company, a fund or institution or trust or any university or other educational institution or any hospital or other medical institution referred to in sub clause (iv) or sub-clause (v) or sub clause (vi) or sub-clause (via) of section 10(23C) of the Act or a trust/institution registered under section 12A or section 12AA of the Act. No deduction in respect of any expenditure or allowance shall be allowed under any provisions of this Act in computing its income by way of dividends referred to in section 115BBDA (1) of the Act.

However, in view of the provisions of section 14A of the Act, any expenditure incurred in relation to earning such dividend income which is exempt shall not be tax deductible.

Also, as per section 94(7) of the Act, losses arising from sale/transfer of shares, where such shares are purchased within three months prior to the record date and sold/transferred within three months from the record date, will be disallowed to the extent such loss does not exceed the amount of dividend claimed exempt.

Further, as per section 94(8) of the Act, if an investor purchases units within three months prior to the record date for entitlement of bonus, and is allotted bonus units without any payment on the basis of holding original units on the record date and such person sells/ redeems the original units within nine months of the record date, then the loss arising from sale/ redemption of the original units will be ignored for the purpose of computing income chargeable to tax and the amount of loss ignored shall be regarded as the cost of acquisition of the bonus units.

5. Section 115-O of the Act:

As per section 115-O of the Act, tax on distributed profits of domestic companies is chargeable to tax @ 15% (plus applicable surcharge and health & education cess). Further, the net distributed profits shall be increased to such amounts as would, after reduction of the tax on such increased amounts at the specified rate, be equal to the net distributed profits.

As per sub-section (1A) to section 115-O of the Act, the domestic company will be allowed to set-off the dividend received from its subsidiary company during the financial year against the dividend distributed by it, while computing the DDT if:

- a) the dividend is received from its domestic subsidiary and the subsidiary has paid the DDT payable on such dividend;
- b) the dividend is received from a foreign subsidiary, the Company has paid tax payable under section 115BBD of the Act.

However, the same amount of dividend shall not be taken into account for reduction more than once.

6. Deduction under section 80G of the Act:

As per the provisions of section 80G of the Act, deduction equal to 100% or 50%, as the case may be, on sums paid as donations to certain specified funds/Charitable trust/entities is allowable while computing total income of the Company. It is subject to the fulfillment of the conditions specified in said section.

7. Deduction under section 80JJAA of the Act:

The Company can avail deduction under section 80JJAA of Act in respect of employment of new employee (who have been employed for a minimum period of 240 days during the year) @ 30% of additional employee cost incurred in the course of such business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided.

8. Capital Gains:

(i) Capital assets may be categorized into short term capital assets or long term capital assets based on the period of holding. Capital assets being shares listed in a recognised Stock Exchange in India held for a period of more than 12 months and shares (other than listed) held for more than 24 months are considered as long term capital assets. Consequently, capital gains arising on sale of these assets held for more than 12 months/24 months as the case may be are considered as Long Term Capital Gains (“LTCG”). Capital gains arising on sale of these assets held for 12 months/24 months or less are considered as Short Term Capital Gains (“STCG”).

(ii) Section 48 of the Act prescribes the mode of computation of capital gains and provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains.

However, in respect of long term capital gains, section 48 provides for substitution of cost of acquisition/improvement with indexed cost of acquisition/improvement, which adjusts the cost of acquisition/improvement by a cost inflation index as prescribed from time to time. Such indexation benefit would not be available on bonds and debentures.

(iii) However, no more exemption for the LTCG arising from listed equity shares is available from assessment year 2019 – 20 (Section 10(38) and 112A of the Act – applicable from assessment year 2019 – 20).

LTCG arising from transfer of listed equity shares or units of equity oriented fund or units of business trust, are exempt from income-tax under section 10(38) of the Act till March 31, 2018. Thereafter, fourth proviso to section 10(38) was inserted by the Finance Act, 2018, which state that any LTCG arising from transfer of equity share in a Company/unit of mutual fund or business trust, made on or after April 1, 2018 would not be exempt i.e. LTCG will be taxable and new section 112A was introduced in the Act.

Section 112A of the Act provide that any LTCG arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust shall be taxed @ 10% of such capital gains. The tax on capital gains shall be levied if the capital gains exceeds Rs. 0.1 million. This concessional rate of 10% will be applicable if Securities Transaction Tax (“STT”) has been paid on both acquisition and transfer of such capital asset, in case of equity shares, and paid at the time of transfer in case of unit of equity oriented fund or a unit of a business trust.

Though the tax rate has been kept at 10% but it shall be charged on the capital gains as computed without giving the benefit of indexation to the investor.

Provision of section 112A will override section 112 of the Act.

(iv) If condition specified under section 112A is not satisfied, then LTCG will be taxable in accordance with section 112 of the Act i.e. the tax on capital gains on transfer of listed shares, where the transaction is not chargeable to STT, held as long term capital assets will be the lower of:

- (a) 20% (plus applicable surcharge and health & education cess) of the capital gains as computed after indexation of the cost; or
- (b) 10% (plus applicable surcharge and health & education cess) of the capital gains as computed without indexation.

- (v) In accordance with section 111A of the Act, the tax on capital gains arising from the transfer of a short term asset being an equity share in a company or a unit of an equity oriented fund, is chargeable to tax @ 15% (plus applicable surcharge and health & education cess) where such transaction is chargeable to STT. If the provisions of section 111A of the Act are not applicable to the STCG, in case of non chargeability to STT, then the tax will be chargeable as a part of the total income and the tax rates would be applicable at the rate of 30% to the company (plus applicable surcharge and health & education cess).
- (vi) As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against STCG as well as LTCG. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. However, long term capital loss arising during a year is allowed to be set-off only against LTCG. Balance loss, if any, shall be carried forward and set-off against LTCG arising during subsequent eight assessment years.

As per section 71 of the Act, short term capital loss or long term capital loss for the year cannot be set-off against income under any other heads for the same year.

The short term/long term capital loss cannot be carried forward unless the return of income is filed within the time limit prescribed under section 139(1) of the Act.

- (vii) As per the provisions of Section 36 (1) (xv) of the Act, the amount of Securities Transaction Tax paid by an assessee in respect of taxable securities transactions offered to tax as "Profits and gains of Business or profession" shall be allowable as a deduction against such Business Income. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

9. **Bad debts written off:**

Under section 36(1)(vii) of the Act, any bad debt or part thereof written off as irrecoverable in the accounts is allowable as a deduction from the total income.

10. **Expenses relating to exempt income:**

Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income (i.e. dividend/exempt LTCG) is not atax deductible expenditure.

11. **Tax Rate:**

The tax rate applicable to the Company is @ 30%. Surcharge would be levied @ 7% where the total income exceeds Rs. 10 million but not exceeding Rs. 100 million. Where the total income exceeds Rs. 100 million, surcharge shall be levied @ 12%. The health & education cess would be levied @ 4% on income tax plus surcharge.

III. **General Tax Benefits to the Shareholders of the Company:**

A) **Residents:**

1. Capital assets may be categorized into short term capital assets or long term capital assets based on the period of holding. Capital assets being shares listed in a recognised Stock Exchange in India held for a period of more than 12 months and shares (other than listed) held for more than 24 months are considered as long term capital assets. Consequently, capital gains arising on sale of these assets held for more than 12 months/24 months as the case may be are considered as LTCG. Capital gains arising on sale of these assets held for 12 months/24 months or less are considered as STCG.
2. No more exemption for the LTCG arising from listed equity shares is available from assessment year 2019 – 20 under Section 10(38) and 112A of the Act is applicable from assessment year 2019 – 20.

LTCG arising from transfer of listed equity shares or units of equity oriented fund or units of business trust, are exempt from income-tax under section 10(38) of the Act till March 31, 2018. Thereafter, fourth proviso to section 10(38) was inserted by the Finance Act, 2018, which states that any LTCG arising from transfer of equity share in a Company/unit of mutual fund or business trust, made on or after April 1, 2018 would not be exempt i.e. LTCG will be taxable and new section 112A was introduced in the Act.

Section 112A of the Act provides that any LTCG arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust shall be taxed @ 10% of such capital gains. The tax on capital gains shall be levied if the capital gains exceeds Rs. 0.1 million. This concessional rate of 10% will be applicable if STT has been paid on both acquisition and transfer of such capital asset, in case of equity shares, and paid at the time of transfer in case of unit of equity oriented fund or a unit of a business trust.

Though the tax rate has been kept @ 10% but it shall be charged on the capital gains as computed without giving the benefit of indexation to the investor.

Provision of section 112A will override section 112 of the Act.

3. If condition specified under section 112A is not satisfied, then LTCG will be taxable in accordance with section 112 of the Act i.e. the tax on capital gains on transfer of listed shares, where the transaction is not chargeable to STT, held as long term capital assets will be the lower of:
 - (a) 20% (plus applicable surcharge and health & education cess) of the capital gains as computed after indexation of the cost; or
 - (b) 10% (plus applicable surcharge and health & education cess) of the capital gains as computed without indexation.
4. In accordance with section 111A of the Act, the tax on capital gains arising from the transfer of a short term asset being an equity share in a company or a unit of an equity oriented fund, is chargeable to tax @ 15% (plus applicable surcharge and health & education cess) where such transaction is chargeable to STT. If the provisions of section 111A of the Act are not applicable to the STCG, in case of non chargeability to STT, then the tax will be chargeable as a part of the total income and the tax rates would depend on the income slab (plus applicable surcharge and health & education cess).
5. Under section 54F Act and subject to the conditions specified therein, LTCG arising to an individual or a Hindu Undivided Family (“HUF”) on transfer of shares of the Company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for the construction of a residential house property within a period of 3 years after the date of such transfer.

If only a part of the net consideration is so invested, so much of the capital gains as bears to the whole of the capital gain the same proportion as the cost of the new residential house bears to the net consideration shall be exempt.

6. If an individual or HUF receives any property, which includes shares, without consideration, the aggregate fair market value of which exceeds Rs.0.05 million, the whole of the fair market value of such property will be considered as income in the hands of the recipient. Similarly, if an individual or HUF receives any property, which includes shares, for consideration which is less than the fair market value of the property by an amount exceeding Rs. 0.05 million, the fair market value of such property as exceeds the consideration will be considered as income in the hands of the recipient.
7. Dividends earned on shares of the Company are exempt from tax in accordance with and subject to the provisions of section 10(34) read with section 115-O of the Act. However, as per section 94(7) of the Act, losses arising from sale/transfer of shares, where such shares are purchased within three months prior to the record date and sold within three months from the record date, will be disallowed to the extent such loss does not exceed the amount of dividend claimed exempt.
8. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income (i.e. dividend/exempt long-term capital gains) is not tax deductible expenditure.
9. Under section 36(1)(xv) of the Act, STT paid by a shareholder in respect of taxable securities transactions entered into in the course of its business, would be allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head “Profits and gains of business or profession”.
10. As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against STCG as well as LTCG. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. However, long term capital loss arising during a year is allowed to be set-off only against LTCG. Balance loss, if any, shall be carried forward and set-off against LTCG arising during subsequent eight assessment years.

As per section 71 of the Act, short term capital loss or long term capital loss for the year cannot be set-off against income under any other heads for the same year.

11. Where an individual or a Hindu undivided family receives from any person or persons on or after the 1st day of October, 2009, any moveable property, (which includes inter alia, shares & securities being capital asset of the assessee), without consideration or for a consideration which is less than the aggregate fair market value by an amount exceeding fifty thousand rupees, the aggregate fair market value of such shares/ securities or the difference between

aggregate fair market value and such consideration shall be chargeable to income-tax under the head Income from other sources as per the provisions of section 56(2)(vii) of Act subject to exemptions as provided in the section. The Finance Act 2018 has further amended section 56(2)(x) to provide that no adjustments shall be made in a case where the variation between stamp duty value and the sale consideration is not more than five percent of the sale consideration. These amendments will take effect from 1st April, 2019 and will, accordingly, apply in relation to the assessment year 2019-20 and subsequent assessment years.

12. The short term/long term capital loss cannot be carried forward unless the return of income is filed within the time limit prescribed under section 139(1) of the Act.
13. No income tax is deductible at source (“TDS”) from income by way of capital gains arising to resident shareholders under the present provision of the Act.

Tax Rates

For Individuals, HUFs, Body of Individuals (“BOI”) and Association of Persons (“AOP”):

Slab of income (Rs.)	Rate of tax (%)
Upto 0.25 million	Nil
0.25 million to 0.5 million	5
0.5 million to 1 million	20
Above 1 million	30

Notes:

- (i) In respect of senior citizens resident in India (who is 60 years of age or more at any time during the year but less than 80 years of age), the basic exemption limit is Rs. 0.3 million.
- (ii) In respect of super senior citizens resident in India (who is 80 years of age or more at any time during the year), the basic exemption limit is Rs. 0.5 million.
- (iii) Surcharge is to be levied on individuals, HUF, BOI, AOP and artificial juridical person @ 10% where the total income exceeds Rs. 5 million but not exceeding Rs. 10 million. Where the total income exceeds Rs. 10 million, surcharge shall be levied @ 15%.
- (iv) Further, health & education cess will be levied @ 4% on income tax and surcharge. It is payable by all categories of taxpayers.

B) Non-Residents:

1. Capital assets may be categorized into short term capital assets or long term capital assets based on the period of holding. Capital assets being shares listed in a recognised Stock Exchange in India held for a period of more than 12 months and shares (other than listed) held for more than 24 months are considered as long term capital assets. Consequently, capital gains arising on sale of these assets held for more than 12 months/24 months as the case may be are considered as LTCG. Capital gains arising on sale of these assets held for 12 months/24 months or less are considered as STCG.
2. No more exemption for the LTCG arising from listed equity shares is available from assessment year 2019 – 20 (Section 10(38) and 112A of the Act – applicable from assessment year 2019 – 20).

LTCG arising from transfer of listed equity shares or units of equity oriented fund or units of business trust, are exempt from income-tax under section 10(38) of the Act till March 31, 2018. Thereafter, fourth proviso to section 10(38) was inserted by the Finance Act, 2018, which state that any LTCG arising from transfer of equity share in a Company/unit of mutual fund or business trust, made on or after April 1, 2018 would not be exempt i.e. LTCG will be taxable and new section 112A was introduced in the Act.

Section 112A of the Act provide that any LTCG arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust shall be taxed @ 10% of such capital gains. The tax on capital gains shall be levied if the capital gains exceeds Rs. 0.1 million. This concessional rate of 10% will be applicable if STT has been paid on both acquisition and transfer of such capital asset, in case of equity shares, and paid at the time of transfer in case of unit of equity oriented fund or a unit of a business trust.

Though the tax rate has been kept @ 10% but it shall be charged on the capital gains as computed without giving the benefit of indexation to the investor.

Provision of section 112A will override section 112 of the Act.

3. If condition specified under section 112A is not satisfied, then LTCG will be taxable in accordance with section 112 of the Act i.e. the tax on capital gains on transfer of listed shares, where the transaction is not chargeable to STT, held as long term capital assets will be the lower of:
 - (a) 20% (plus applicable surcharge and health & education cess) of the capital gains as computed after indexation of the cost; or
 - (b) 10% (plus applicable surcharge and health & education cess) of the capital gains as computed without indexation.
4. In accordance with section 111A of the Act, the tax on capital gains arising from the transfer of a short term asset being an equity share in a company or a unit of an equity oriented fund, is chargeable to tax @ 15% (plus applicable surcharge and health & education cess) where such transaction is chargeable to STT. If the provisions of section 111A of the Act are not applicable to the STCG, in case of non chargeability to STT, then the tax will be chargeable chargeable as a part of the total income and the tax rates would depend on the income slab (plus applicable surcharge and health & education cess).
5. In accordance with section 48, capital gains arising out of transfer of capital assets being shares in the company shall be computed by converting the cost of acquisition, expenditure in connection with such transfer and the full value of the consideration received or accruing as a result of the transfer into the same foreign currency as was initially utilised in the purchase of the shares and the capital gains computed in such foreign currency shall be reconverted into Indian currency, such that the aforesaid manner of computation of capital gains shall be applicable in respect of capital gains accruing/arising from every reinvestment thereafter in, and sale of, shares and debentures of, an Indian company including the Company.
6. Under section 54F of the Act and subject to the conditions specified therein, LTCG arising to an Individual or a HUF on transfer of shares of the Company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for the construction of a residential house property within a period of 3 years after the date of such transfer.

If only a part of the net consideration is so invested, so much of the capital gains as bears to the whole of the capital gain the same proportion as the cost of the new residential house bears to the net consideration shall be exempt.

7. Dividends earned on shares of the Company are exempt in accordance with and subject to the provisions of section 10(34) read with section 115-O of the Act. However, as per section 94(7) of the Act, losses arising from sale/transfer of shares, where such shares are purchased within three months prior to the record date and sold within three months from the record date, will be disallowed to the extent such loss does not exceed the amount of dividend claimed exempt.
8. Further, as per section 94(8) of the Act, if an investor purchases units within three months prior to the record date for entitlement of bonus, and is allotted bonus units without any payment on the basis of holding original units on the record date and such person sells/ redeems the original units within nine months of the record date, then the loss arising from sale/ redemption of the original units will be ignored for the purpose of computing income chargeable to tax and the amount of loss ignored shall be regarded as the cost of acquisition of the bonus units.
9. However, as per the provisions of Section 195 of the Act, any income by way of capital gains payable to non-residents may be subject to withholding of tax at the rate under the domestic tax laws or under the tax laws or under the Double Taxation Avoidance Agreement (“DTAA”), whichever is beneficial to the assessee, unless a lower withholding tax certificate is obtained from the tax authorities. However, the non -resident investor will have to furnish a certificate (containing the prescribed particulars) of his being a tax resident in a country outside India, to get the benefit of the applicable DTAA and such other document as may be prescribed as per the provision of section 90(4) of Act.

C) Non-Resident Indians:

Further, a Non-Resident Indian has the option to be governed by the provisions of Chapter XII-A of the Act which reads as under:

1. In accordance with section 115E of the Act, income from investment or income from LTCG on transfer of assets other than specified asset shall be taxable @ of 20% (plus applicable surcharge and health & education cess). Income by way of LTCG in respect of a specified asset (as defined in section 115C (f) of the Act), shall be chargeable @ 10% (plus applicable surcharge and health & education cess).
2. In accordance with section 115F of the Act, subject to the conditions and to the extent specified therein, LTCG arising from transfer of shares of the Company acquired out of convertible foreign exchange, and on which STT is not payable, shall be exempt from capital gains tax, if the net consideration is invested within six months of the date of transfer in any specified new asset.

3. In accordance with section 115G of the Act, it is not necessary for a Non-Resident Indian to file a return of income under section 139(1) of the Act, if his total income consists only of investment income earned on shares of the Company acquired out of convertible foreign exchange or income by way of LTCG earned on transfer of shares of the Company acquired out of convertible foreign exchange or both, and the TDS has been deducted from such income under the provisions of Chapter XVII-B of the Act.
4. In accordance with the provisions of section 115H of the Act, when Non-Resident Indians become assessable as resident in India, they may furnish a declaration in writing to the Assessing Officer along with their return of income for that year under section 139 of the Act to the effect that the provisions of Chapter XII-A of the Act shall continue to apply to them in relation to such investment income derived from the specified assets (which do not include shares in an Indian company) for that year and subsequent assessment years until such assets are transferred or converted into money.
5. In accordance with section 115-I of the Act, where a Non-Resident Indian opts not to be governed by the provisions of Chapter XII-A of the Act for any assessment year, his total income for that assessment year (including income arising from investment in the Company) will be computed and tax will be charged according to the other provisions of the Act. For the purpose of aforesaid clauses "Non-Resident Indian" means an Individual, being a citizen of India or a person of Indian origin who is not a "resident". A person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.
6. LTCG arising from transfer of listed equity shares or units of equity oriented fund or units of business trust to a Non-Resident Indian, are exempt from income-tax under section 10(38) of the Act till March 31, 2018. Thereafter, fourth proviso to section 10(38) was inserted by the Finance Act, 2018, which state that any LTCG arising from transfer of equity share in a Company/unit of mutual fund or business trust, made on or after April 1, 2018 would not be exempt i.e. LTCG will be taxable and new section 112A was introduced in the Act.

Section 112A of the Act provide that any LTCG arising from transfer of an equity share, or a unit of an equity oriented fund or a unit of a business trust shall be taxed @ 10% of such capital gains. The tax on capital gains shall be levied if the capital gains exceeds Rs. 0.1 million. This concessional rate of 10% will be applicable if STT has been paid on both acquisition and transfer of such capital asset, in case of equity shares, and paid at the time of transfer in case of unit of equity oriented fund or a unit of a business trust.

Though the tax rate has been kept @ 10% but it shall be charged on the capital gains as computed without giving the benefit of indexation to the investor.

Provision of section 112A will override section 112 of the Act.

7. If condition specified under section 112A is not satisfied, then LTCG will be taxable in accordance with section 112 of the Act i.e. the tax on capital gains on transfer of listed shares, where the transaction is not chargeable to STT, held as long term capital assets will be the lower of:
 - (a) 20% (plus applicable surcharge and health & education cess) of the capital gains as computed after indexation of the cost; or
 - (b) 10% (plus applicable surcharge and health & education cess) of the capital gains as computed without indexation.
8. In accordance with section 111A of the Act, the tax on capital gains arising from the transfer of a short term asset being an equity share in a company or a unit of an equity oriented fund, is chargeable to tax @ 15% (plus applicable surcharge and health & education cess) where such transaction is chargeable to STT. If the provisions of section 111A of the Act are not applicable to the STCG, in case of non chargeability to STT, then the tax will be chargeable as a part of the total income and the tax rates would depend on the income slab (plus applicable surcharge and health & education cess).
9. Under section 54F Act and subject to the conditions specified therein, LTCG arising to an Individual or a HUF on transfer of shares of the company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for the construction of a residential house property within a period of 3 years after the date of such transfer.

If only a part of the net consideration is so invested, so much of the capital gains as bears to the whole of the capital gain the same proportion as the cost of the new residential house bears to the net consideration shall be exempt.

10. However, as per the provisions of Section 195 of the Act, any income by way of capital gains payable to non-residents may be subject to withholding of tax at the rate under the domestic tax laws or under the tax laws or under the Double

Taxation Avoidance Agreement (“DTAA”), whichever is beneficial to the assessee, unless a lower withholding tax certificate is obtained from the tax authorities. However, the non-resident investor will have to furnish a certificate (containing the prescribed particulars) of his being a tax resident in a country outside India, to get the benefit of the applicable DTAA and such other document as may be prescribed as per the provision of section 90(4) of Act.

D) Foreign Institutional Investors (“FIIs”):

1. In accordance with section 10(34) of the Act, dividend income declared, distributed or paid by the Company (referred to in section 115-O of the Act) will be exempt from tax in the hands of FIIs. However, it is pertinent to note that Section 14A of the Act restricts claims for deduction of expenses incurred in relation to exempt income. Thus, any expenses incurred to earn the dividend income are not an allowable expenditure.
2. Long-term capital gains (as defined under section 2(29B) of the Act) accruing to the shareholders of the Company on sale of the Company’s shares in a transaction carried out through a recognized stock exchange in India, and where such transaction is chargeable to securities transaction tax (“STT”), is exempted from tax as per provisions of Section 10(38) of the Act. Consequent to the withdrawal of exemption under clause (38) of section 10 of the Act, such long term capital gain will become taxable in the hands of FIIs also. As in the case of domestic investors, the FIIs will also be liable to tax on such long term capital gains only in respect of amount of such gains exceeding one lakh rupees.
3. Under section 115AD(1)(b)(iii) of the Act, income by way of LTCG arising from the transfer of shares held in the Company (other than those exempt under section 10(38) of the Act) will be chargeable to tax @ 10% (plus applicable surcharge and health & education cess). The benefit of indexation of cost and of foreign fluctuations is not available to FIIs. The filing of return under section 139(1) for income computed under Section 115AD is mandatory. Further, where the Gross Total Income (GTI) of the members includes any income on which tax has been paid as per special rates provided under Section 115AD, then the GTI shall be reduced by the amount of such income and deduction under chapter VIA shall be allowed in respect of reduced GTI.
4. STCG arising on transfer of the shares of the Company will be chargeable to tax @ 15% (plus applicable surcharge and health & education cess) if such transaction is chargeable to STT.
5. Under section 115AD(1)(b)(ii) of the Act, income by way of STCG arising from the transfer of shares held in the Company not covered under section 111A of the Act will be chargeable to tax @ 30% (plus applicable surcharge and health & education cess).
6. As per the provisions of section 90 of the Act, the Non-Resident shareholder has an option to be governed by the provisions of the tax treaty, if they are more beneficial than the domestic law wherever India has entered into DTAA with the relevant country for avoidance of double taxation of income.
7. Under section 196D (2) of the Act, no TDS will be deducted in respect of income by way of capital gain arising from the transfer of securities referred to in section 115AD of the Act.

E) Persons carrying on business or profession in shares and securities.

Under section 36(1)(xv) of the Act, STT paid by a shareholder in respect of taxable securities transactions entered into in the course of its business, would be allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head “Profits and gains of business or profession”.

F) Mutual Funds:

1. Under section 10(23D) of the Act, exemption is available in respect of income (including capital gains arising on transfer of shares of the Company) of a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992 or such other Mutual fund set up by a public sector bank or a public financial institution or authorized by the Reserve Bank of India and subject to the conditions as the Central Government may specify by notification.
2. As per section 196 of the Act, no TDS is to deducted from any income payable to a Mutual Fund specified under section 10(23D) of the Act.

G) Venture Capital Companies/Funds:

In terms of section 10(23FB) of the Act, income of the following is exempt from income tax:

- (a) Venture capital company which has been granted a certificate of registration under the Securities and Exchange Board of India Act, 1992; and
- (b) Venture Capital Fund, operating under a registered trust deed or a venture capital scheme made by Unit Trust of India, which has been granted a certificate of registration under the Securities and Exchange Board of India Act, 1992, from investment in a Venture Capital Undertaking,

However, exemption available under the Act is subject to investment in domestic company whose shares are not listed and which is engaged in certain 'specified' business/industry.

IV. Benefits available under the Wealth Tax Act, 1957:

The Finance Act, 2015 has abolished the levy of wealth tax under the Wealth Tax Act, 1957, therefore wealth tax is not leviable in respect of any assessment year on or after April 1, 2016.

V. Benefits available under Gift Tax Act, 1958:

Gift tax is not leviable in respect of any gift made on or after October 1, 1998.

VI. General Anti-Avoidance Rule (“GAAR”)

In terms of Chapter X-A of the Act, GAAR may be invoked notwithstanding anything contained in the Act. As per the GAAR provisions, any arrangement entered into by the Company where the main purpose of the arrangement is to obtain a tax benefit and subject to fulfilment of one of the four specified conditions may be declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be inter-alia denial of applicable tax benefits. The said provisions are applicable from April 1, 2017.

Notes:

- 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 any indirect tax law benefits or 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 2019 – 20. 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.
- In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile.
- No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise specified, all of the information and statistics disclosed in this section are extracted from an industry report entitled “Assessment of broking and financial products distribution industry in India” dated August 2018 prepared by CRISIL Research. For further information, please see the section entitled “Risk Factors—Risks Relating to our Business and the Financial Services Industry—This Draft Red Herring Prospectus contains information from an industry report which we have commissioned from CRISIL Limited and certain facts and statistics derived from Government and third-party sources” on page 39. The information presented in this section, including forecasts and projections, have not been prepared or independently verified by us, our Directors, our Promoters, the BRLMs or any of our or their respective advisors.

CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any company / entity covered in the Report and no part of this report should be construed as an investment advice. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL’s Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL’s Ratings Division / CRIS. No part of this Report may be published / reproduced in any form without CRISIL’s prior written approval.

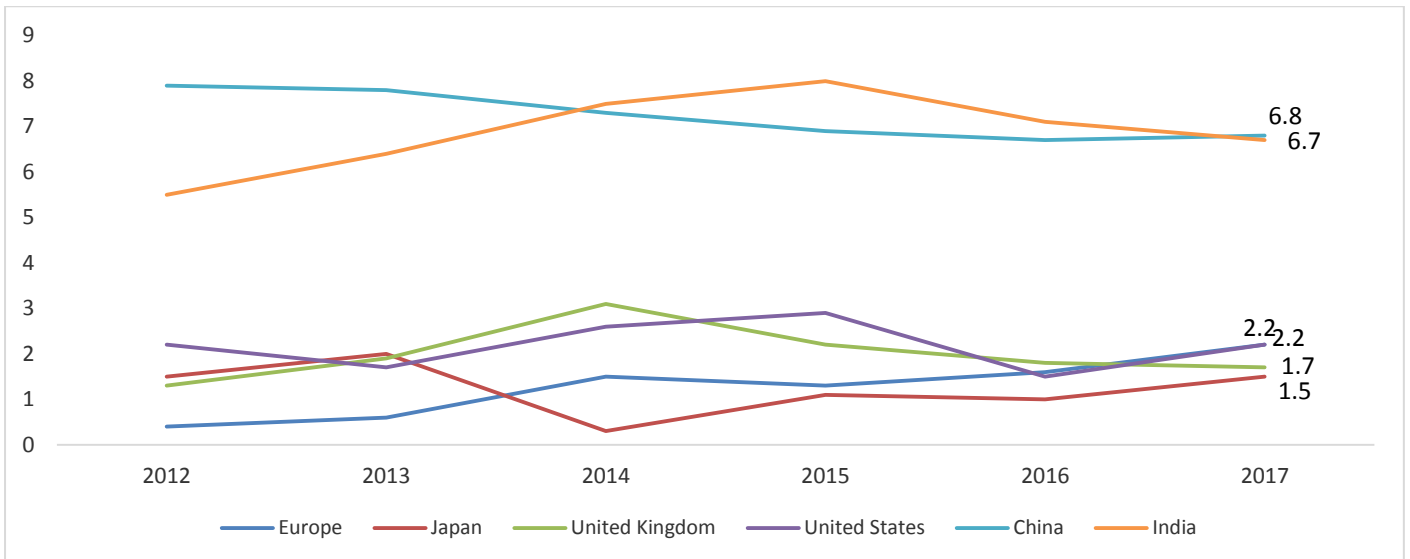
Macroeconomic Overview

Gross Domestic Product (“GDP”)

Consumption and investment are the growth engines of any economy. In recent years, India’s growth has been firing on the consumption cylinder, while that of investment has been decelerating. GDP (at constant 2011-12 prices) grew at a compounded annual growth rate (“CAGR”) of 7.10% between Financial Years 2013 and 2018. It grew at a slower pace between Financial Years 2012 and 2014 because of sluggish income growth, persistently rising inflation, and high interest rates. Industrial output too, had weakened. Post Financial Year 2014, growth recovered with improving industrial activity, lower crude oil prices, and supportive policies. However, that was clipped in Financial Year 2017 and first half of Financial Year 2018, thanks to demonetisation, transition to the Goods and Services Tax (“GST”) regime, dwindling private investment, and slowing global growth. Real GDP growth improved in the second half of the Financial Year 2018, suggesting the economy was steadily recovering from the twin shocks of demonetisation and a bumpy transition to the GST regime.

India is one of the fastest-growing major economies (GDP growth, % year on year)

India is one of the fastest-growing economies in the world. Over the past three Financial Years, there has been a gradual improvement in India’s macroeconomic story because of which the growth-inflation mix has improved, and durably so. Both fiscal and monetary policies are more prudent, focusing on raising the quality of growth and not just the rate of growth. The Government has adopted an inflation-targeting framework that provides an institutional framework for inflation control, while modernising central banking. Fiscal policy has managed to stay mildly growth-focused, while managing a gradual reduction in the deficit. The upshot is that India’s macroeconomic variables are a lot more stable, and the economy is pretty resilient to a global shock.



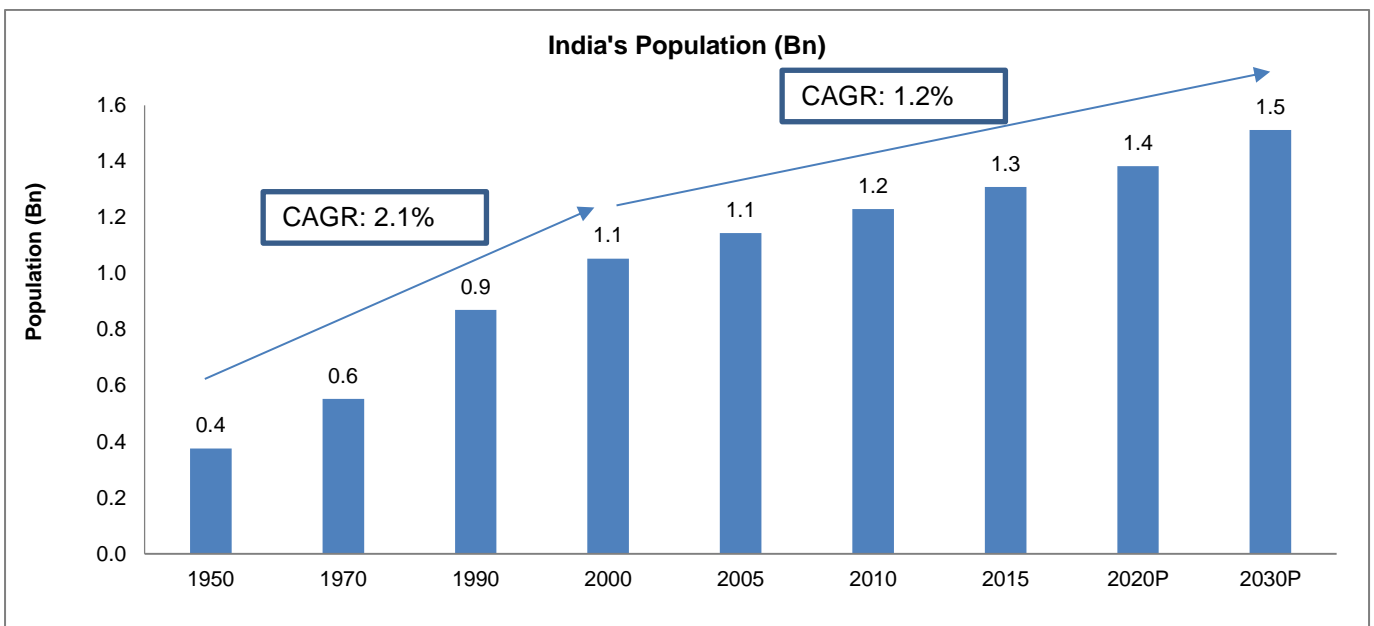
Source: IMF, CRISIL Research

Note: GDP growth is based on constant prices

Fundamental Growth Drivers

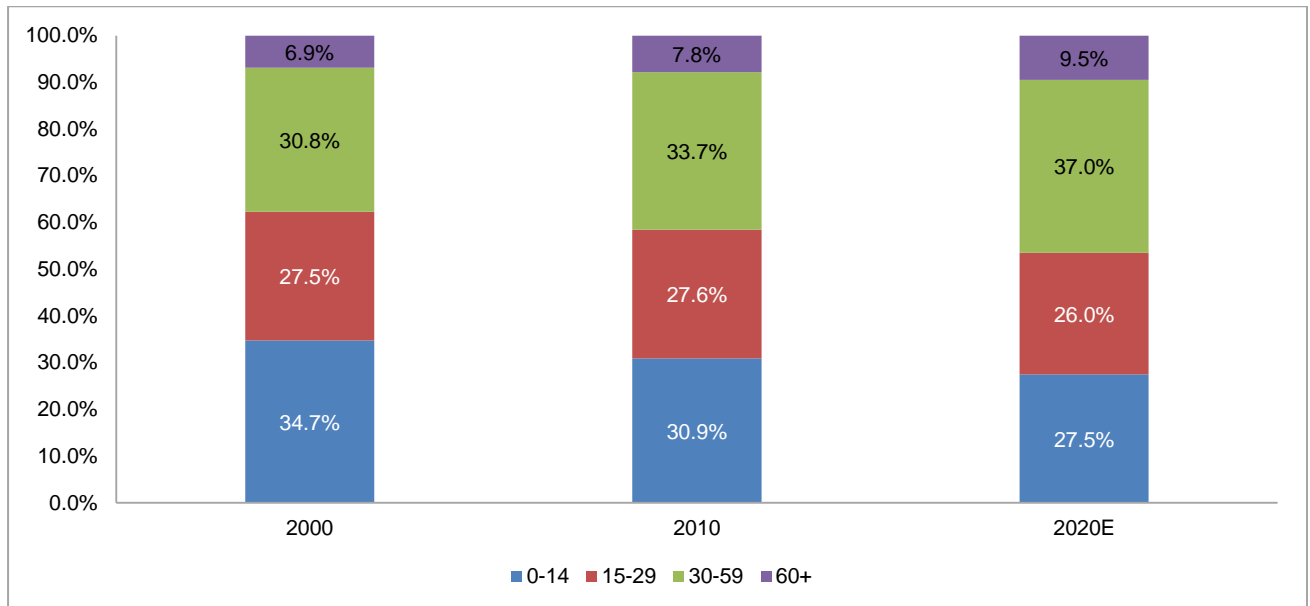
As per the International Monetary Fund, the Indian economy is projected to grow at a 7.90% CAGR over the next five years. Growth will be higher than many emerging as well as developed economies, such as Brazil, Russia, and China. Some of the key fundamental growth drivers are described below:

- India's Population Growth Trajectory:** As per Census 2011, India's population was about 1.2 billion, and comprised nearly 246.00 million households. The population, which grew nearly 18.00% between 2001 and 2011, is expected to increase about 11.00% between 2011 and 2025, to 1.4 billion.



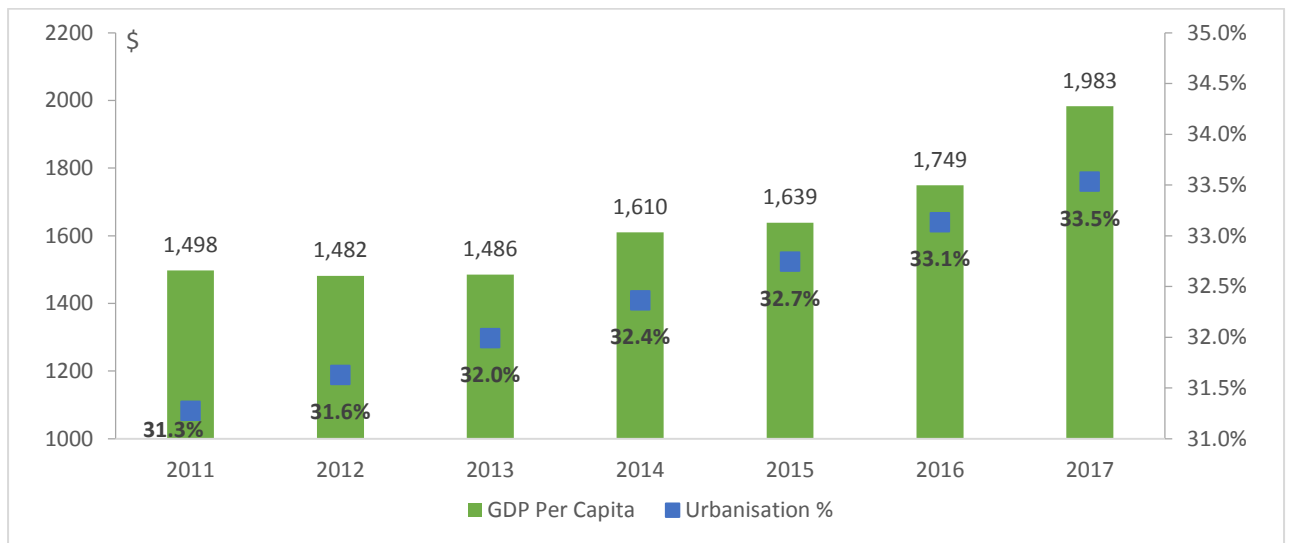
Source: United Nations Department of Economic and Social affairs, CRISIL Research

- Demographics:** Currently, India is one of the nations with the highest young population, with a median age of 28 years. 90.00% of Indians will still be below the age of 60 by calendar year 2020 and CRISIL Research expects that 63.00% of this demographic are between the ages of 15-59. Comparatively, the US, China and Brazil had 74.00%, 62.00% and 78.00% of their population below the age of 60 (as of calendar year 2012). The following is India's demographic dividend:



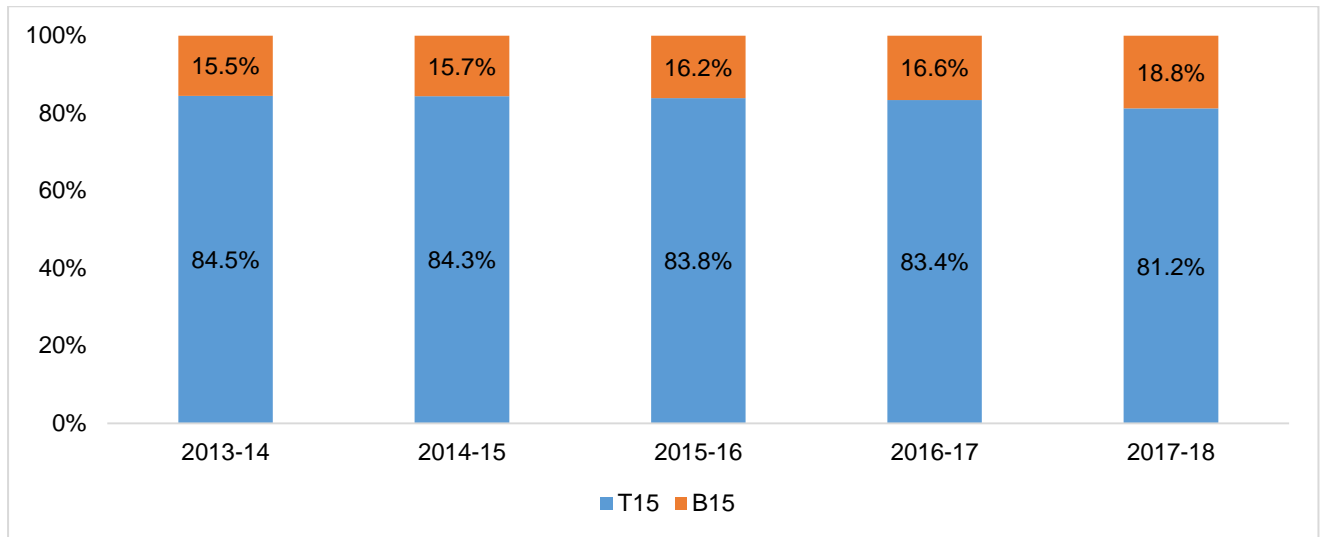
Source: United Nations Department of Economic and Social affairs, CRISIL Research

- Urbanisation:** India has a very low urbanisation rate compared with its Asian peers such as China, Japan and Thailand. The share of urban population rose steadily from 28.80% in 2004 to an estimated 33.50% in 2017. CRISIL Research expects the urbanisation to accelerate, translating into 2.00-2.50% CAGR in the urban population between 2017 and 2022, compared with overall population growth of 1.20% during the same period. Further, the increase in urbanisation will also aid the increase in per-capita GDP, as also suggested during the previous five years. The following depicts the trend in urbanisation of population:



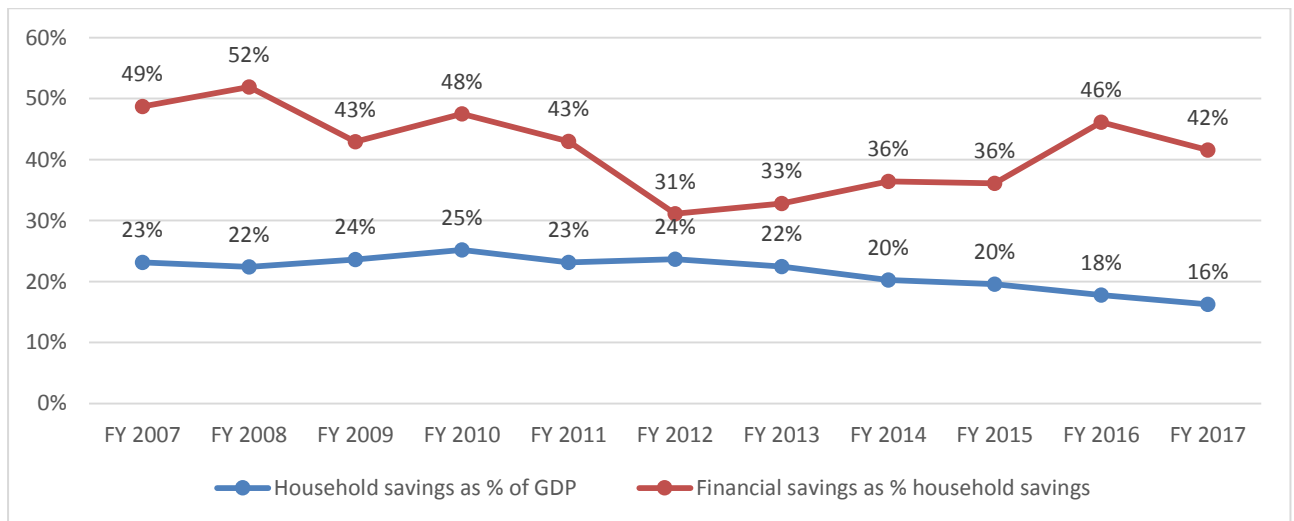
Source: United Nations Department of Economic and Social affairs, IMF

- Increasing demand for financial products from semi-urban and rural areas:** With increasing financial literacy, mobile penetration, awareness and Jan Dhan bank accounts have led to an increase in the demand for financial products from non-metro cities. CRISIL Research expects technology to progressively reduce the cost of reaching out to smaller markets; this, along with higher awareness, should continue to lead to strong growth in the smaller markets. The following depicts the composition trends of overall mutual funds in T15 and B15 AUMs:



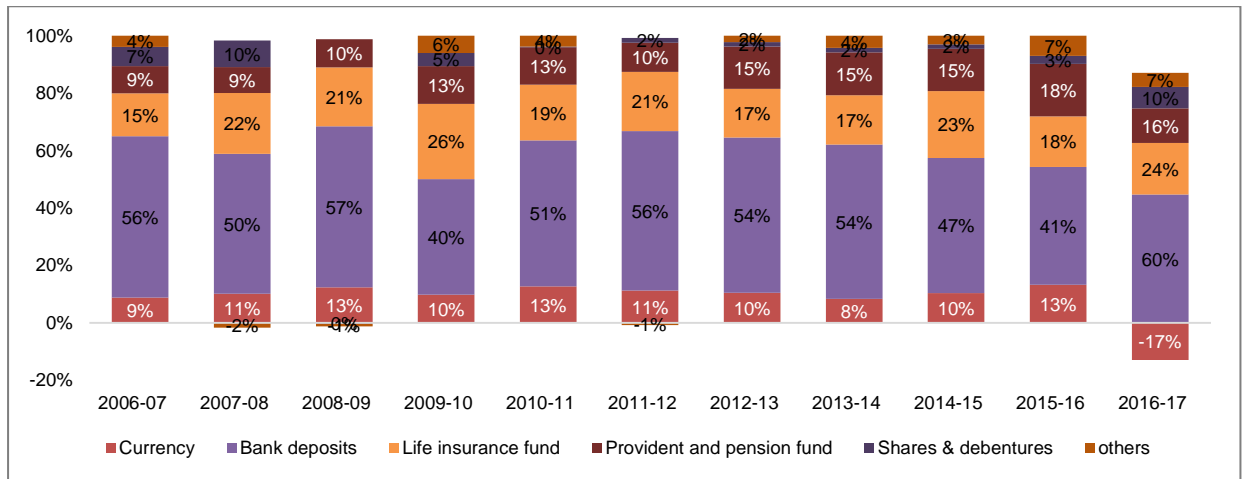
Source: AMFI, CRISIL Research

- Strong Growth foreseen in household financial savings:** India has historically been, and is expected to continue to be, a high savings economy. With rising income and inflation under control, the household savings rate (household savings as a percentage of GDP) is likely to increase gradually. Though the share of household savings has remained subdued since 2011-12, the proportion of financial savings has increased significantly during the period. As of Financial Year 2017, the quantum of household financial savings was ₹ 10.3 trillion. Over the long term too, the RBI is committed to keep inflation low and range bound. Lower inflation gives an impetus to overall savings, as people can save more. The following depicts trends in household savings and financial savings:



Source: MOSPI, RBI, CRISIL Research

Bank deposits and shares accounted for 60.00% and 10.00% of financial savings, respectively, as of 2016-17. With lower currency in the market and high digitalisation post-demonetisation, the share of currency declined drastically in 2016-17 and investments in capital markets have increased. The following depicts the incremental savings in shares, mutual funds and deposits post demonetisation:

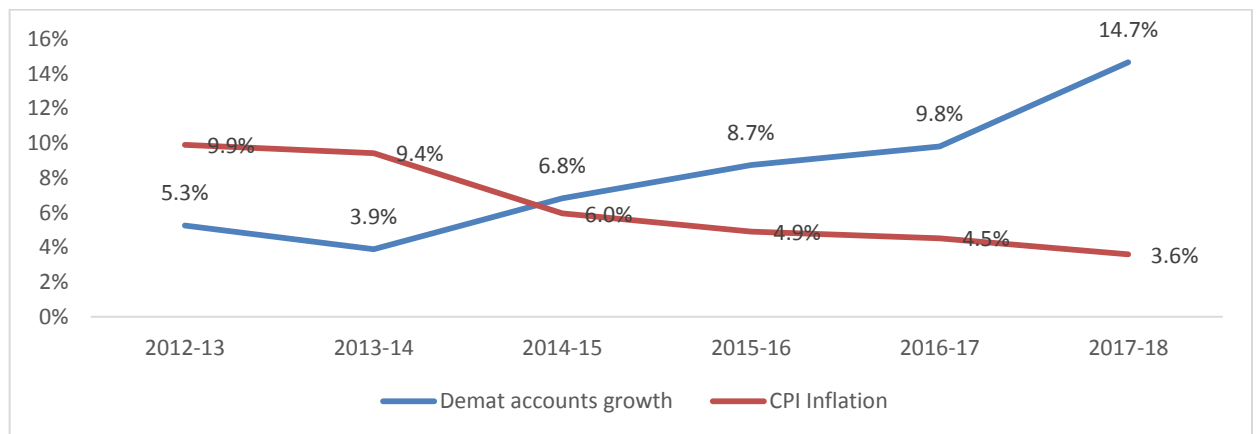


Note: Data for 2014-15 and 2015-16 are provisional and that for 2016-17 is based on preliminary estimates.

Shares and Debentures include investment in shares and debentures of credit / non-credit societies and investment in MFs (other than Specified Undertaking of the UTI).

Source: RBI, CRISIL Research

The following depicts the benign inflation aiding investments in financial products:



Source: CDSL, NSDL, MOSPI, RBI, CRISIL Research

Structural Reforms

In the recent past, the Government of India has introduced wide range of structural reforms that are expected to increase the economic growth and improve the overall business environment in India, enhancing productivity and stimulating higher foreign and domestic investments. Some of the key reforms are described below:

- **Financial Inclusion:** The Government has undertaken certain key initiatives to promote financial inclusion in the country. Few of the key reforms are described below:
 - **Pradhan Mantri Jan-Dhan Yojana (“PMJDY”):** Under PMJDY, the Government’s mission is to ensure that every household in India has a bank account and can access their account anywhere and can have access to all financial services like savings and deposit accounts, remittance, credit and insurance affordably.
 - **Pradhan Mantri Jeevan Jyoti Bima Yojana (“PMJJBY”):** The PMJJBY is a one-year life insurance scheme that offers coverage for death at a very reasonable premium. It provides life insurance coverage of ₹ 200,000 in exchange for an annual premium of ₹ 330 per member, which is renewable every year.
 - **Pradhan Mantri Suraksha Bima Yojana (“PMSBY”):** The PMSBY is an accident insurance policy that provides a coverage of ₹ 200,000 for accidental death and full disability, in exchange for an annual premium of ₹ 12.00 per member. Over 100.00 million people have registered for the PMJJBY and PMSBY insurance schemes.
- **Demonetization:** On November 8 2016, the Government of India announced the demonetisation of ₹ 500 and ₹ 1000 notes in order to curb black money, corruption, counterfeit currency and terrorism funding. After demonetisation, as a

result of a lower amount of currency in circulation, the reliance on cash-based transactions has reduced, nudging the economy towards digital payments.

- **Goods and Services Tax:** The GST, which was introduced on July 1, 2017, is a single indirect tax that replaced multiple cascading taxes levied by the central and state governments. In addition to streamlining the tax system, the GST enables business decisions to be taken based on supply chain efficiency, instead of state-wise tax arbitrage.
- **Direct Benefits Transfer:** The Government launched the DBT scheme, with an aim to transfer Government subsidies and payments directly into the bank accounts of beneficiaries which has helped to cut out middlemen and enabled better targeting of subsidies. The DBT scheme has been able to become more effective with the help of Jan Dhan accounts. In Financial Year 2017, an estimated ₹ 746 billion in funds were transferred through the DBT scheme, as compared to approximately ₹ 618 billion in Financial Year 2016. The Government was targeting to cover all the 534 schemes (including 300 cash schemes, over 200 in-kind schemes, and many other services) under DBT by March 2018.
- **Affordable Housing:** The Government has been propelling the housing sector, with a vision of housing for all by 2022. Some of the schemes implemented by the Government are the Pradhan Mantri Awas Yojana, tax incentives for affordable housing and the introduction of a regulatory authority for the benefit of buyers and developers.
- **Recapitalization Package of public sector banks:** In October 2017, the Government announced a ₹ 2.11 trillion recapitalization package for public sector banks, as a major initiative towards revitalising these institutions, which are grappling with large portfolios of non-performing assets and inadequate capital, and to help them focus on credit growth.
- **Insolvency and Bankruptcy Code, 2016:** The Insolvency and Bankruptcy Code, 2016 is a key long-term initiative that structurally strengthens the identification and resolution of insolvencies in India and enhances the credit enforcement structure. Internationally, bankruptcy recovery rates have improved significantly after the implementation of bankruptcy reforms, as tabulated below:

Country	Year of bankruptcy reform	Pre-reforms		The 5-year Period Post-Reforms	
		Recovery Rate (%)	Time (Years)	Recovery Rate (%)	Time (Years)
Brazil	2005	0.20	10.0	17.00	4.00
Russia	2009	28.20	3.80	42.80	2.00
China	2007	31.50	2.40	36.10	1.70
India	2016	26.00	4.30	-	-

Source: World Bank

Digitalisation

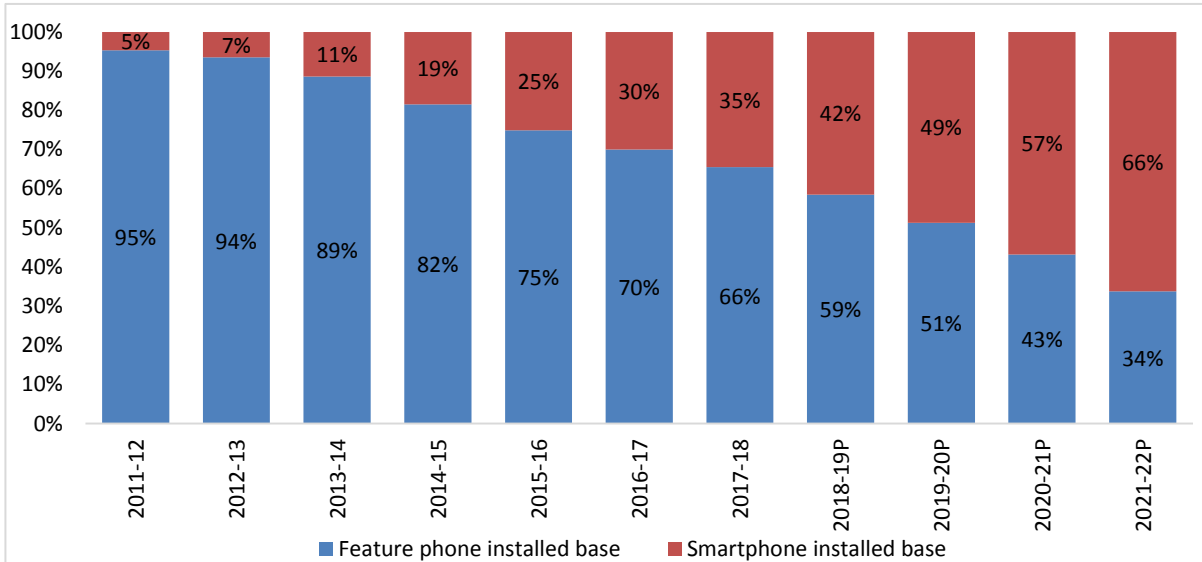
Technology is expected to play a pivotal role in taking the financial sector to the next level, by helping surmount the challenges stemming from India's vast geography and the fact that physical footprints in smaller locations are commercially unviable. Technology also gels well with India's demographic structure, where the median age is less than 30 years and these youth segments are technologically savvy and are at ease with using technology to conduct the entire gamut of financial transactions. With increase in smartphone penetration and faster data speeds, there is push from the consumer side for digitalisation, as they are increasingly finding these digital platforms more convenient. Digitalisation will help improve efficiency and optimise cost, and players with better mobile and digital platforms will draw more customers and will emerge out as winners in the long term.

- **Pradhan Mantri Jan-Dhan Yojana ("PMJDY"):** PMJDY is a Government mission towards financial inclusion of every Indian to ensure every household in India has a bank account and can access their accounts anywhere, and can have access to all financial services such as savings and deposit accounts, remittance, credit and insurance affordably. More than 314.00 million Jan Dhan accounts (as of March 2018) have been opened over the past three years. More than 236.00 million Rupay cards have been issued to these accounts, a step forward to help Indians access money anywhere, anytime and transact digitally.
- **Aadhaar Programme:** Aadhaar is the world's largest biometric ID system, with over 1.2 billion unique identification accounts as of June 19, 2018 and has over 99.00% of Indians aged 18 and above enrolled. Data collection is done by the Unique Identification Authority of India (UIDAI), which comes under the Ministry of Electronics and Information Technology. The implementation of the Aadhaar programme enables the completion of an electronic KYC and the download of digital signatures. With an individual's bank account, driving license and mobile numbers linked, an Aadhaar card is the most important identification card and has several key benefits.

- Mobile and internet penetration:** With higher mobile penetration, improved connectivity, faster and cheaper data speed has led India to shift from being a cash-dominated economy to a digital one, supported by Aadhaar and bank account penetration. India has about 1.20 billion mobile users, of which 35.00% use smartphones. CRISIL Research expects the share of smartphone usage to increase dramatically in coming years. The total number of internet users in the country is more than 400.00 million.

The following graph shows the historical and projected smartphone penetration rate, for the periods mentioned therein:

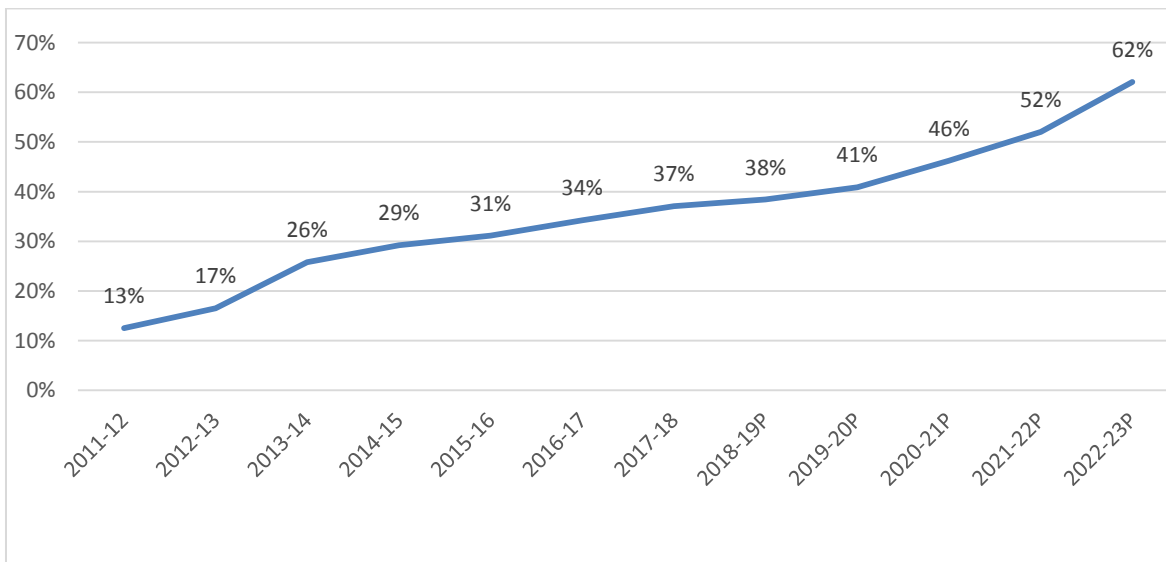
Adoption of Smartphones



Source: CRISIL Research

The following graph shows the proportion of mobile data subscribers in India, for the periods mentioned therein:

Mobile Data Subscribers as a Proportion of Overall Subscribers

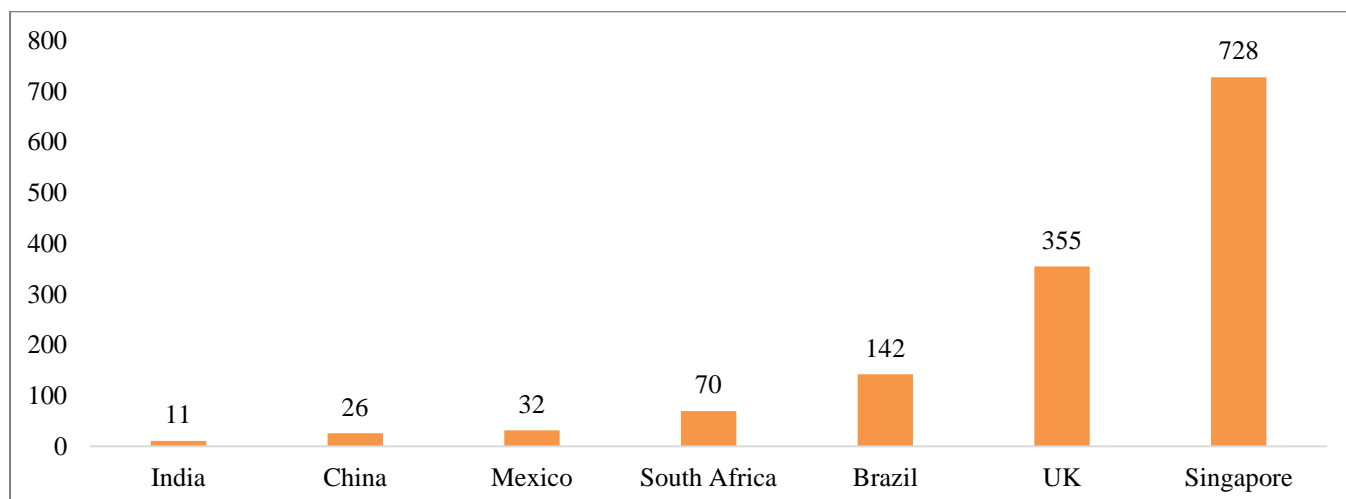


Source: TRAI, CRISIL Research

Consumers are increasingly finding transacting through mobile as very convenient. CRISIL Research expects the share of mobile banking and prepaid instruments to increase dramatically over the coming years. In addition to this, improved data connectivity, low digital payment penetration and proactive Government measures are expected to drive digitalisation in the country transforming it into a cashless economy.

According to a Niti Aayog report, digital payments and per-capita transactions in India are one of the lowest compared with similar countries as indicated in the following graph. The Government has taken multiple initiatives to give a fillip to digitalisation in the country. This includes biometric identification of all Indian citizens with the Aadhaar programme, financial

inclusion through 'Jan Dhan Yojana', launch of Aadhar-enabled payment systems and giving a push to online tax filings. The following depicts the number of non-cash payments transactions per capita, per annum:



Source: NITI Aayog Report (Jan 2017)

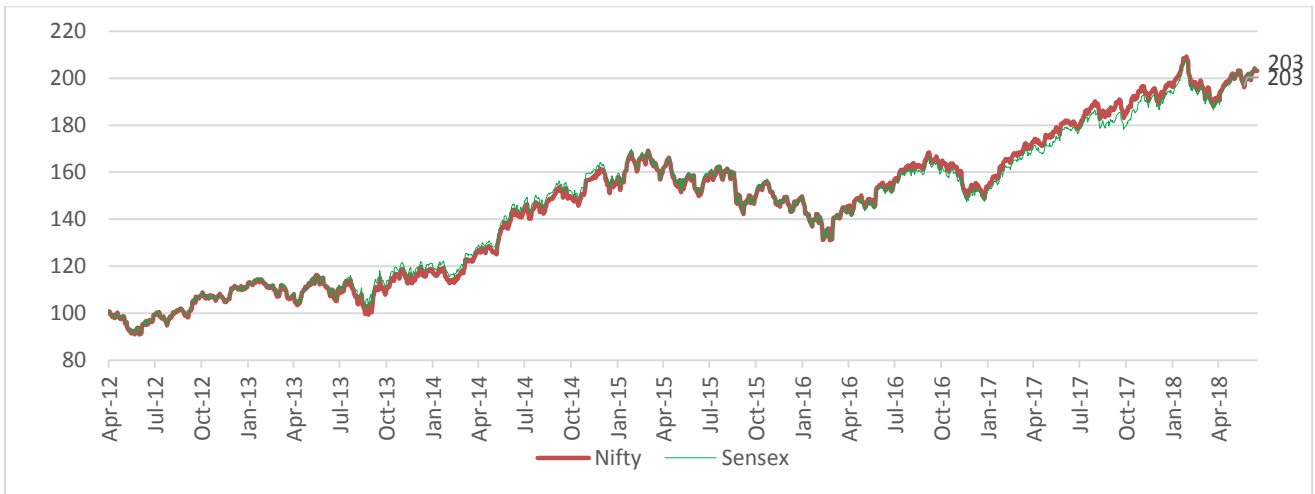
Capital Markets

Overview

Capital markets-related entities have benefitted in the last two to three Financial Years as equity markets have given investors healthy returns. Corporates too have tapped on the growth of capital markets by raising capital through equity and debt issuances. For example, benchmark indices like Nifty 50 and S&P BSE Sensex have grown at a CAGR of 11.30% and 11.20% respectively, over the past five Financial Years to March 31, 2018. In the long term as well, Indian equity markets have given healthy returns. The amount of capital raised through equity markets was highest ever in Financial Year 2018. The following factors explain the uptrend of capital markets in India:

- Establishment of a stable union government in 2014;
- A stable macroeconomic environment;
- Falling interest rate cycle and benign inflation in India, and a low interest rate environment globally;
- Continued inflows from domestic institutional investors and foreign portfolio investor;
- Implementation of structural reforms such as bankruptcy code, power sector reforms, and GST having raised hopes of a sustained pick-up in economic growth in the years ahead; and
- Increasing proportion of savings moving to financial assets, given the diminishing attractiveness of real estate and gold.

As per CRISIL Research estimates, revenue of Indian brokerages surged more than 40.00% year on year in Financial Year 2018 to reach ₹ 200 billion, driven by a more than 70.00% increase in the average daily turnover in equity (cash and derivatives of NSE and BSE) markets. The following depicts the growth in Indian equity markets indexed to 100, as on April 1, 2012:



Source: BSE, NSE, CRISIL Research Equity markets

Evolution of the Indian broking industry

Till 1994, trading on the stock market in India was based on the open outcry system where the communication between professionals on a stock exchange was on a trading floor. It involved shouting and the use of hand signals to transfer information primarily about buy and sell orders.

With the establishment of the NSE in 1994, India entered the era of screen-based trading. Within a short span of time, screen-based trading had replaced the open outcry system on all the stock exchanges in the country. This kind of screen-based trading system adopted in India is referred to as the open electronic limit order book market system. In this present market scenario, market participants expect better efficiency, dissemination of information and better use of technology which would reduce cost.

With the evolution of technology and artificial intelligence, trades can now take place through a machine based on some algorithm. This AI based buying and selling platform has changed the law of supply and demand and it is now possible to easily estimate individualized demand and supply curves and thus individualized pricing. Furthermore, AI machines reduce information asymmetry in the market and thus making markets more efficient. The following depicts the evolution of the Indian broking industry:

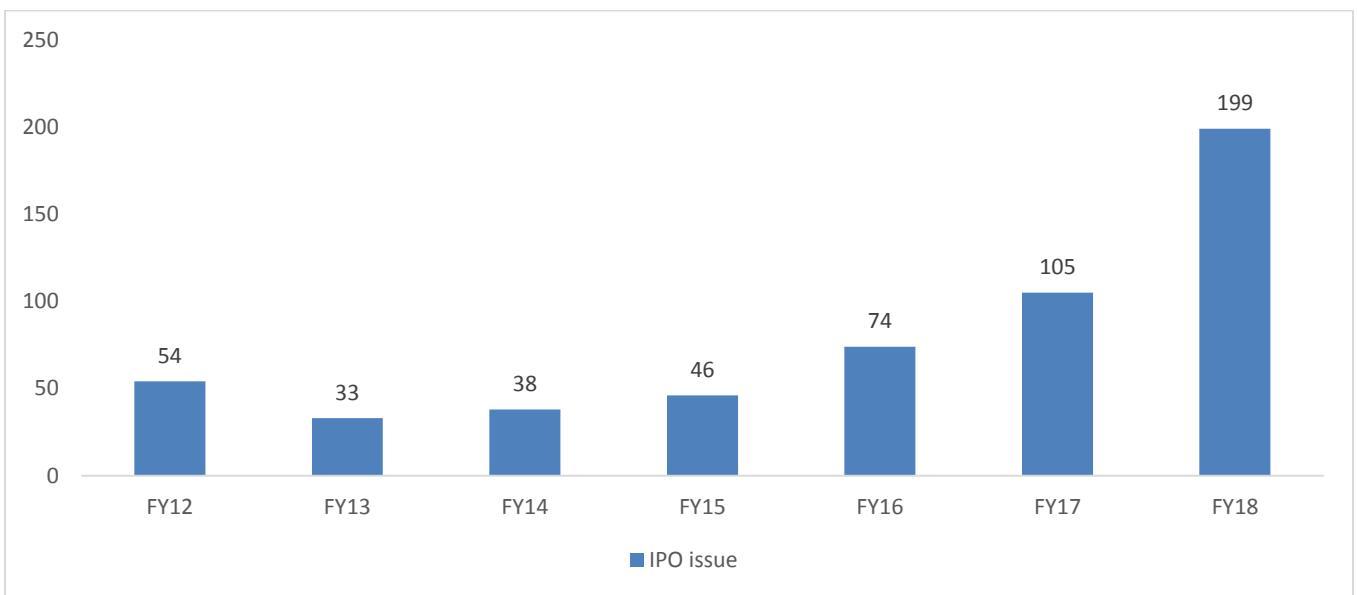


The exchanges offer a variety of products to investors, sold via brokerage firms or data vendors. The following table indicates the list of products provided by exchanges:

Segments	Products and Services	Customer Group
Cash Market	Products: Equities, ETF, MF, SLBS, OFS; Services: Settlement Guarantee	Proprietary, Retail and Institutional; Participants - Domestic and Foreign
Derivatives	Products: Equity Derivatives (Index and Stock), Currency Derivatives, Interest Rate Futures, Derivatives on Global Indices and Volatility; Services: Settlement Guarantee	Proprietary, Retail and Institutional; Participants - Domestic and Foreign
Commodity	Products: Commodities (including agriculture, metals, oil, gold, etc.), Commodity derivatives, Commodity options; Services: Settlement Guarantee	Proprietary, Retail and Institutional; Participants - Domestic and Foreign

Segments	Products and Services	Customer Group
Debt Market	Products: Debt securities, Corporate bonds, Govt. securities and T bills; Services: Clearing and Settlement, Risk Management, Connect NSE, Corporate bond database	Proprietary, Retail and Institutional; Participants - Domestic and Foreign
Data and Information Vending	Products: Online Real time Data Feed, 15-Min delayed, 5 minutes, 2 minutes and 1 minute Snapshot Data, EOD data, Historical Trade & order and Corporate Data; Services: Providing data feed	Data vendors, researchers, TV channels, financial websites, software and algorithm developers
Index Services	Products: Equity Index- BSE SENSEX, NIFTY, NIFTY 100, NIFTY Bank indices etc. and Debt Index; Services: Index IP Licensing and Customized Index solution	AMCs, ETF issuers, insurer, NBFCs, investment banks, stock exchanges and AIFs

Further, primary markets continue to surge as companies look to mobilise resources through issues. In Financial Year 2018, more than ₹ 800 billion was raised through 199 IPOs, mainly on account of higher liquidity in markets and private equity players exiting their holdings. The following depicts the trends in the number of issues through primary markets:



Source: SEBI, BSE, NSE, CRISIL Research

Market Structure

CRISIL Research estimates the equity broking industry (including cash and derivatives) to be around ₹ 200 billion as of Financial Year 2018. The industry grew at 24.00% CAGR over the last five Financial Years, mainly aided by rising trading turnover and increasing retail investor participation. The broking industry can be mainly divided into two major groups namely full service brokerage and discount brokerage:

- **Full-service brokers:** These brokers offer a wide range of services like offline and online trading, demat accounts, investment advisory and other customized services.
- **Discount brokers:** These brokers offer services at low and fixed brokerage fees, irrespective of size of order and provide such services via an online platform. Discount brokers typically do not provide any additional facilities and services such as physical offices, research reports and relationship managers. Currently, there are more than 15 discount brokers in India.

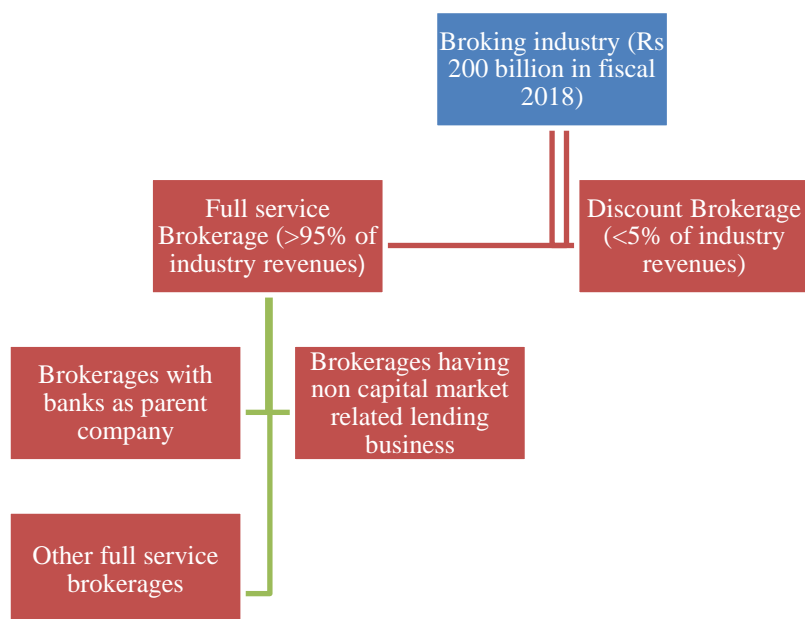
Many discount brokerages are at nascent stage and are gaining traction slowly in the Indian market, despite being present for last few years, due to the following reasons:

- Low penetration of equities amongst retail customers;
- Low “ticket size” and frequency of trading of average retail investors, making them indifferent to benefits of low brokerage;
- Absence of technologically savvy investors indulging in Algo trading, and the requirement of hand holding by investors; and

- Absence of supporting infrastructure like data availability, advance Algo trading platforms, etc. in India.

Full service brokerages can be further divided based on the parent company and line of businesses. Most of the large broking houses are either subsidiaries of banks or have been in business for several years. Large players have also seen a transformation in their business profiles over the last few years. While most players have diversified into related fee-based activities such as mutual fund distribution and capital markets lending, some of them have entered into the next level of diversification by acquiring a non-banking finance company licence and are now focusing on growing their non-capital market credit books. In the long term, the success of these entities in the lending business would be dependent upon their ability to manage the liability-side of the book and manage risk effectively. There are also a set of non-bank and non-NBFC brokers that exclusively focus on broking, distribution and capital market lending business. Angel Broking is one of the largest independent full-service retail broking houses in India on the basis of active clients on NSE.

The Indian brokerage sector can be classified in terms of type of brokerage service, nature of parent company and business diversification. The following chart sets forth the market structure:



The key points of difference between institutional broking and retail broking are as follows:

Parameter	Institutional broking	Retail broking
Number of investors	Low	High
Average ticket size	High	Low to moderate
Brokerage	About 20-30 bps lower than retail	Brokerage rates depend upon volumes and relationship with broker
Type of trades	Majorly Block trades	Small to moderate quantities
Technical Support	Requires high technical support, systems like algo trading, co-locations, automation of trades, etc.	Requires low to moderate technical support; some retail investors also engage in facilities like Algo trading, etc.
Industry analysis	Requires high level of industry and company analysis	May or may not require company analysis
Frequency of trades	Low	High to low
Bargaining power with brokerage house	High	Low

Key Trends in Equity Markets

Rising Retail and Institutional Participation

Retail individual participation, which was losing market share in turnover between Financial Years 2012 and 2015, has seen a strong revival in the past three Financial Years. The share of retail investors in the average gross traded value in NSE derivatives market increased by around 400 bps each year in Financial Years 2016 and 2017, mainly on account of strong inflows from retail investors directly and indirectly (via mutual funds and alternative investment funds).

The following table provides for the share of institutional, retail and proprietary investors in NSE equity derivatives market:

Financial Year	Institutional		Retail		Proprietary	
	Average gross traded value (₹ billion)	% to average gross turnover	Average gross traded value (₹ billion)	% to average gross turnover	Average gross traded value (₹ billion)	% to average gross turnover
2012	84,756.00	16.20	211,454.00	40.50	226,285.00	43.30
2013	90,962.00	17.30	192,925.00	36.70	241,663.00	46.00
2014	105,097.00	16.50	227,920.00	35.80	303,840.00	47.70
2015	128,471.00	11.60	415,814.00	37.40	567,845.00	51.10
2016	138,310	10.7	518,764.00	40.00	639,443.00	49.30
2017	267,081	14.2	826,350.00	43.80	793,975.00	42.10

Note: Trading values calculated as buy side + sell side turnover.

Source: NSE Annual reports from Financial Year 2012 to Financial Year 2017, CRISIL Research

The following table provides for the share of investments in NSE cash market:

Financial Year	Proprietary	FPI	Mutual Funds	Banks	Others
2013	23.00%	21.00%	4.00%	0.44%	51.00%
2014	23.00%	23.00%	4.00%	0.41%	50.00%
2015	21.00%	21.00%	4.00%	0.48%	53.00%
2016	21.00%	22.00%	5.00%	0.43%	51.00%
2017	17.00%	20.00%	6.00%	0.42%	57.00%
2018	18.00%	16.00%	7.00%	0.49%	58.00%

Note: Others includes retail and corporate investors

Source: SEBI, CRISIL Research

The following table provides for the share of investments in NSE derivative market:

Financial Year	Proprietary	FPI	Mutual Funds	Others
2013	46.00%	16.00%	0.15%	38.00%
2014	48.00%	15.00%	0.13%	37.00%
2015	51.00%	11.00%	0.25%	37.00%
2016	49.00%	12.00%	0.45%	39.00%
2017	42.00%	14.00%	0.40%	44.00%
2018	42.00%	11.00%	0.46%	46.00%

Note: Others includes retail and corporate investors

Source: SEBI, CRISIL Research

Internet and mobile trading gaining share on account of convenience

The penetration of internet trading has been increasing, with the number of active registered subscribers on the NSE F&O platform rising from 4.15 million in Financial Year 2012 to 4.75 million in Financial Year 2016. The trading volumes through internet trading tripled during the period to ₹ 146.20 trillion from ₹ 49.00 trillion at 31.00% CAGR. Consequently, the share of internet trading in total market volumes has shot up appreciably. The following are the key factors aiding this growth:

- **Growing mobile usage and penetration:** The total number of internet users in India is more than 480.00 million in Financial Year 2018. Of this, more than 400.00 million subscribers are mobile subscribers.
- **Lower brokerage and fees:** Retail traders trading online get discounts in brokerage; discount brokerages have also adopted internet trading models.
- **Flexibility and convenience:** Internet trading allows for greater control on transactions and reduces waiting time of calling broker and placing order.
- **Handy tools:** Multiple tools like stock screener, yield calculator, technical indicators, charting tools, etc. are offered to investors.
- **Real-time data and news feed:** Mostly all key brokerages provide subscribers with real-time data and live news feeds. They also provide facilities such as advisors and recommendation reports.

The following table provides the increasing share of internet trading in overall volumes for NSE segment:

NSE cash internet statistics	FY12	FY13	FY14	FY15	FY16
Clients (in million)	6.15	6.27	6.87	6.36	9.46

NSE cash internet statistics	FY12	FY13	FY14	FY15	FY16
Trading value (₹ trillion)	6.00	5.80	6.30	10.10	10.30
Share in overall trading	21.30%	21.50%	22.30%	23.20%	24.20%
NSE F&O internet	FY12	FY13	FY14	FY15	FY16
Clients (in million)	4.15	3.83	4.12	4.70	4.75
Trading value (₹ trillion)	49.10	59.10	76.50	116.10	146.20
Share in overall trading	15.70%	18.70%	20.00%	20.90%	22.60%

Source: NSE Factbook 2016, CRISIL Research

Note: Trading value calculated as buy side + sell side turnover

The following tables provide the increasing share of mobile trading for NSE and BSE based on total turnover:

Segment	FY12	FY13	FY14	FY15	FY16	FY17	FY18
NSE Mobile (cash)	0.10%	0.40%	0.70%	1.10%	2.20%	3.50%	5.10%
NSE Mobile (derivatives)	0.00%	0.20%	0.30%	0.50%	1.00%	1.60%	2.00%

Source: SEBI handbook 2016, NSE, CRISIL Research

Segment	FY12	FY13	FY14	FY15	FY16	FY17	F9M18
BSE Mobile (cash)	0.00%	0.00%	0.20%	0.50%	1.10%	2.20%	3.00%

Source: SEBI handbook 2016, CRISIL Research

Competitive Scenario

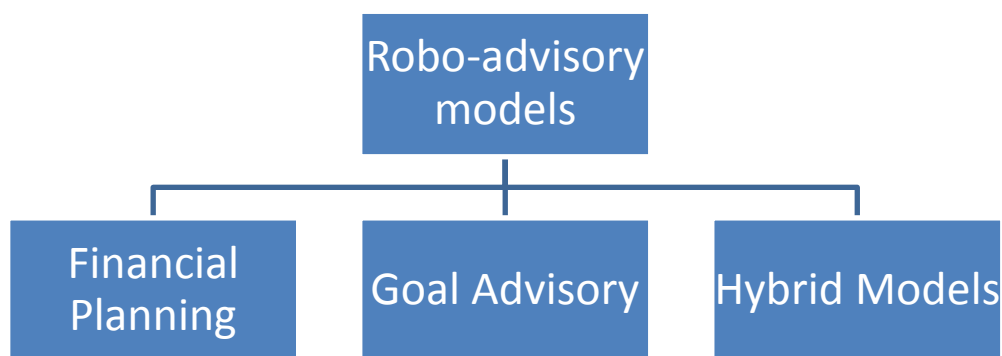
The broking industry is highly competitive, with more than 300 players having more than one active client on the NSE as of March 2018. Brokerages compete with each other on the following factors:

- Ease of transacting and convenience;
- Range of products and services offered;
- Additional services such as research being offered;
- Brokerage fee, account opening costs, and transparency in costs;
- Brand strength;
- Strength of online presence;
- Technology platform; and
- Existing client base.

Value Added Services

Apart from the usual broking services, many brokerages have created their internal platforms which advises investors on how to manage wealth, allocate assets among different asset classes and sectors within asset classes, pick specific stocks and when to exit it. This is all done by 'Robo Advisors', and they are changing the landscape of financial advisory, which till a few years back mostly needed human guidance. Robo advisors are digital platforms that provide automated, algorithm-driven financial planning services with little to no human supervision. A typical robo advisor collects information from clients about their financial situation and future goals through an online survey, and then uses the data to offer advice. CRISIL Research believes that players who are investing in such kind of robust and effective digital platform will have huge advantage over other brokers and will be able to win market share over the long term. It will also help in reducing cost and improving efficiency in the long run.

The following is the classification of robo-advisory models:



- **Financial Planning:** These platforms hopes to take over all the personal-finance decisions of the investors and functions as an integrated platform for both advice as well as execution. In this type of platform investors use it by mapping out their income, expenses and savings and set their financial goals for different years. The platform in turn arrives at a customized asset allocation – through algorithm driven programs.
- **Goal Advisory:** These platforms helps investors to make the right decision even before they get into the stage of financial planning. These platforms uses big-data analytics to arrive at some results.
- **Hybrid Models:** These platforms are the online distribution platforms that experiments with the ‘robo’ elements to offer some value added services to their investors.

Market Share

Broking industry has become more concentrated over the years, with smaller players ceding market share to the bigger broking houses due to their superiority on the above counts. The share of the top five players in NSE’s cash equity market turnover increased from 15.00% in Financial Year 2012 to 20.00% in Financial Year 2018. The top 25 brokers controlled as much as 52.00% of the NSE cash market volumes in first eleven months of Financial Year 2018, as compared with 46.00% in Financial Year 2012. In derivatives trading as well, a similar trend is visible, with the top 25 brokers accounting for 47.00% and 60.00% of trading volumes in NSE’s futures and options markets, respectively, during Financial Year 2016, up from 42.00% in futures volumes and 52.00% in options volumes in Financial Year 2012.

The following table shows the share of brokers in the NSE and BSE cash equity markets:

	BSE					NSE				
	Top 5	Top 6-10	Top 11-25	Top 26-50	Remaining	Top 5	Top 6-10	Top 11-25	Top 26-50	Remaining
FY12	15.00%	9.00%	15.00%	15.00%	45.00%	15.00%	10.00%	21.00%	16.00%	38.00%
FY13	14.00%	8.00%	16.00%	16.00%	45.00%	14.00%	10.00%	22.00%	16.00%	37.00%
FY 14	16.00%	8.00%	16.00%	17.00%	42.00%	14.00%	11.00%	21.00%	18.00%	36.00%
FY15	18.00%	11.00%	19.00%	17.00%	36.00%	15.00%	11.00%	20.00%	18.00%	36.00%
FY16	21.00%	10.00%	19.00%	16.00%	34.00%	18.00%	11.00%	21.00%	17.00%	32.00%
FY17	19.00%	10.00%	20.00%	17.00%	34.00%	18.00%	10.00%	22.00%	17.00%	32.00%
FY18	21.00%	12.00%	22.00%	15.00%	29.00%	20.00%	11.00%	21.00%	17.00%	32.00%

Source: SEBI handbook 2016, SEBI monthly bulletin of April 2018, CRISIL Research

The following table shows the share of brokers in the NSE F&O market:

	NSE Futures					NSE Options				
	Top 5	Top 6-10	Top 11-15	Top 16-25	Remaining	Top 5	Top 6-10	Top 11-15	Top 16-25	Remaining
FY12	13.00%	9.00%	7.00%	13.00%	58.00%	22.00%	12.00%	7.00%	11.00%	48.00%
FY13	14.00%	10.00%	8.00%	11.00%	57.00%	17.00%	11.00%	10.00%	13.00%	49.00%
FY14	16.00%	11.00%	8.00%	11.00%	54.00%	19.00%	13.00%	9.00%	13.00%	46.00%
FY15	15.00%	11.00%	8.00%	12.00%	54.00%	24.00%	13.00%	10.00%	11.00%	42.00%
FY 16	15.00%	11.00%	8.00%	13.00%	53.00%	24.00%	14.00%	10.00%	12.00%	40.00%

Source: NSE Factbook 2016, CRISIL Research

Clients

On the basis of active clients on NSE, our Company is one of the largest independent full-service retail broking houses in India. The following table shows the active clients on NSE (comparing our Company with listed* players):

	FY14 (‘000)	FY15 (‘000)	FY16 (‘000)	FY17 (‘000)	FY18 (‘000)	As on June 2018 (‘000)	As on July 2018 (‘000)	Share as on March 31, 2018	Share as on June 30, 2018	Share as on July 31, 2018	CAGR (FY14- 18)
ICICI Securities Limited	501	595	560	618	798	798	820	9.6%	9.3%	9.5%	12.4%

	FY14 (‘000)	FY15 (‘000)	FY16 (‘000)	FY17 (‘000)	FY18 (‘000)	As on June 2018 (‘000)	As on July 2018 (‘000)	Share as on March 31, 2018	Share as on June 30, 2018	Share as on July 31, 2018	CAGR (FY14- 18)
HDFC Securities Limited	279	348	408	483	602	602	635	7.3%	7.1%	7.4%	21.3%
Axis Securities Limited	77	120	184	259	405	395	393	4.9%	4.6%	4.5%	51.3%
Angel Broking Limited	140	160	171	230	364	382	389	4.4%	4.5%	4.5%	26.9%
Kotak Securities Limited	223	268	247	274	369	382	389	4.5%	4.5%	4.5%	13.4%
Motilal Oswal Securities Ltd	123	153	166	207	308	316	320	3.7%	3.7%	3.7%	25.8%
India Infoline Limited	235	286	263	198	225	230	233	2.7%	2.7%	2.7%	-1.1%
SBI Cap Securities Limited	68	114	126	169	214	212	211	2.6%	2.5%	2.4%	33.0%
Religare Securities Limited	116	130	120	121	144	143	143	1.7%	1.7%	1.7%	5.5%
Reliance Securities Limited	93	114	97	83	123	125	127	1.5%	1.5%	1.5%	7.2%
Edelweiss Broking Limited	24	47	77	75	105	108	114	1.3%	1.3%	1.3%	45.1%
Total	4,288	5,092	5,170	5,951	8,290	8,539	8,635	100%	100%	100%	17.9%

Note: Active clients are clients having executed at least 1 trade in previous 1 year; ‘*’ above are the players who are directly listed or their parent is listed in India; Source: NSE, CRISIL Research

The following table shows the monthly increment in active clients of listed players at NSE:

Listed Players	Monthly incremental active Clients (‘000)					Rank based on monthly incremental active clients				
	FY15	FY16	FY17	FY18	4M FY19	FY15	FY16	FY17	FY18	4M FY19
HDFC Securities Ltd.	5.7	5	6.3	9.9	8.1	2	2	1	4	1
Angel Broking Private Limited	1.7	0.9	4.9	11.1	6.4	10	6	3	3	2
ICICI Securities Limited	7.8	-2.9	4.8	15	5.5	1	11	4	1	3
Kotak Securities Ltd.	3.8	-1.8	2.2	7.9	5.1	5	9	7	6	4
Motilal Oswal Securities Ltd.	2.5	1.1	3.4	8.4	3	7	4	6	5	5
Edelweiss Broking Limited	2	2.5	-0.2	2.5	2.2	8	3	9	9	6
India Infoline Ltd.	4.2	-1.9	-5.4	2.3	1.8	3	10	11	10	7
Reliance Securities Limited	1.8	-1.4	-1.2	3.3	1	9	8	10	8	8
Religare Securities Ltd.	1.1	-0.8	0	1.9	-0.3	11	7	8	11	9
SBI Cap Securities Limited	3.8	1	3.6	3.7	-0.7	4	5	5	7	10
Axis Securities Limited	3.6	5.3	6.2	12.1	-3	6	1	2	2	11

Source: NSE, CRISIL Research

Note: Players are arranged in the ascending order of their rank in 4M FY19

Most of the full service brokers offer several brokerage plans to their retail clients (for example, flat brokerage plan versus variable brokerage plan where traded turnover and brokerage rates are inversely related). Institutional brokerage rates are far lower than the retail rates and mainly depends on the quality of research reports and trade execution.

The following table shows the brokerage rates of full service brokers to retail investors:

Segment (on transaction value)	Indicative brokerage rate
Equity cash delivery	0.30-0.50%
Equity cash intraday	0.030-0.10%
Equity futures	0.030-0.05%
Equity options (₹, per lot)	50.00-75.00
Commodity futures	0.05-0.1%
Currency futures	0.03-0.05%
Currency options (₹, per lot)	10.00-25.00

Source: CRISIL Research

Many of the discount brokers offer free equity delivery, few others charge up to ₹ 20.00 per order executed. For equity intraday, commodity F&O and currency F&O, they typically charge ₹ 20.00 or 0.01% per order executed whichever is lower.

Revenue

The following table shows the revenue trends (comparing our Company with listed* players):

(Rs million)	FY14	FY15	FY16	FY17	FY18	FY16-18 CAGR	FY17-18 YoY
ICICI Securities	4960	7554	6604	7756	10243	24.5%	32.1%
Kotak Securities	3439	5917	5719	7424	9054	25.8%	22.0%
Motilal Oswal	2648	4449	4510	5516	NA	NA	NA
India Infoline	3233	4726	4254	4412	5069	9.2%	14.9%
HDFC Securities	2039	3374	3116	4211	5960	38.3%	41.5%
Angel Broking	2592	3330	3145	3600	4785	23.3%	32.9%
Edelweiss	1565	2458	2375	3012	NA	NA	NA
JM Financial	942	1453	1347	1614	2188	27.5%	35.6%
Axis Securities	485	1010	1058	1450	1706	27.0%	17.7%
Reliance Securities	913	1263	958	1385	NA	NA	NA
SBI Capital Securities	470	730	758	1113	NA	NA	NA
Aditya Birla Money	627	1012	914	969	1249	16.9%	28.9%
Industry	82743	127628	117068	139800	200000	30.7%	43.1%

Note: Revenues are based on player disclosures. Brokerage may include income from commodity broking and other brokerage-related activities such as depository services. '*' above are the players who are directly listed or their parent is listed in India
NA: Not Available Source: Company reports, CRISIL Research

Growth Drivers

The key growth drivers are summarized below:

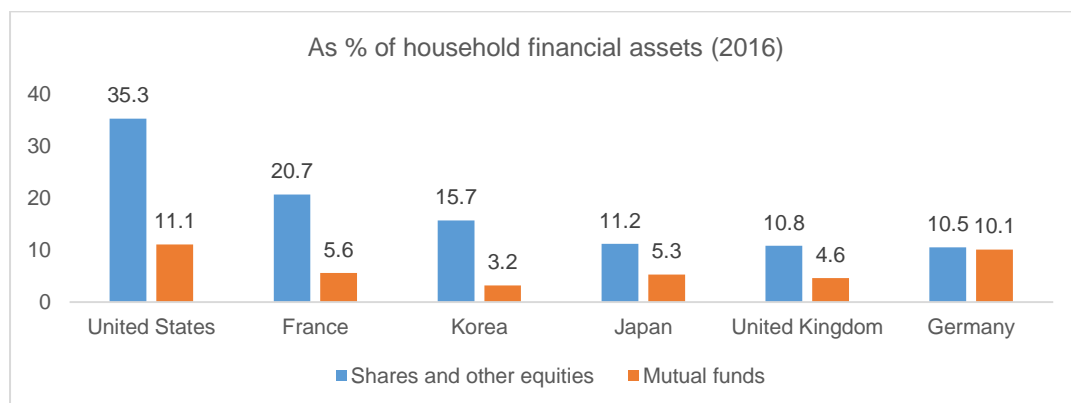
Favourable Demographics

As per the Regional Human Development Report of the United Nations (dated April 2016), India's working age population will grow from 0.86 billion in 2015 to over a billion by 2050. This will lead to an increase in the working age population between 2015 and 2040 from 66.00% to 68.00% of the country's total population. This clearly highlights that contrary to other G3 and Asian countries, India's working population has not peaked and will continue to grow for the next three decades.

Low penetration and favourable Government policies

Demonetisation (in November 2016), a reduction in cash transactions due to the implementation of GST from July 2017, and the Benami Transaction Act has funnelled a huge proportion of household cash savings to financial assets. The latter includes direct investments in shares and debentures and inflows in mutual funds. In addition, the falling interest rate cycle, coupled with low returns from traditional investment instruments such as gold and real estate, has led to a shift in retail investor interest to capital markets.

The following depicts the proportion of shares and mutual funds in household financial savings of few developed economies:



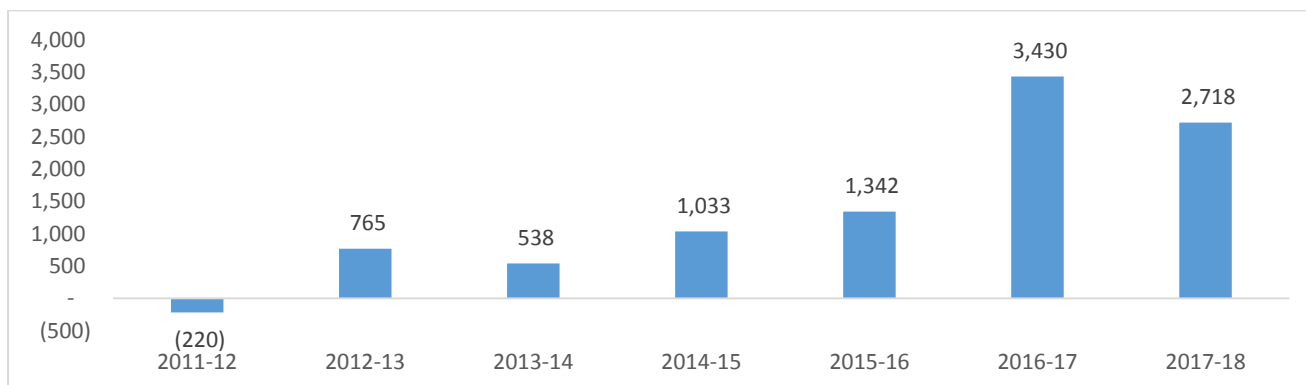
Source: OECD

Strengthening of equity net inflows

Net inflows increased significantly in Financial Year 2017 as a low interest environment globally saw heightened investor interest in Indian markets. In addition, a falling interest rate cycle led to higher issuance of corporate bonds. However in last quarter of Financial Year 2018, increase in inflation, fiscal deficit and global uncertainties led to higher outflows in fixed income instruments as compared to Financial Year 2017. Flows in equity funds continued to remain strong in Financial Year 2018 supported by retail participation.

The following depicts the trends in net inflows in mutual fund industry:

(In ₹ billion)

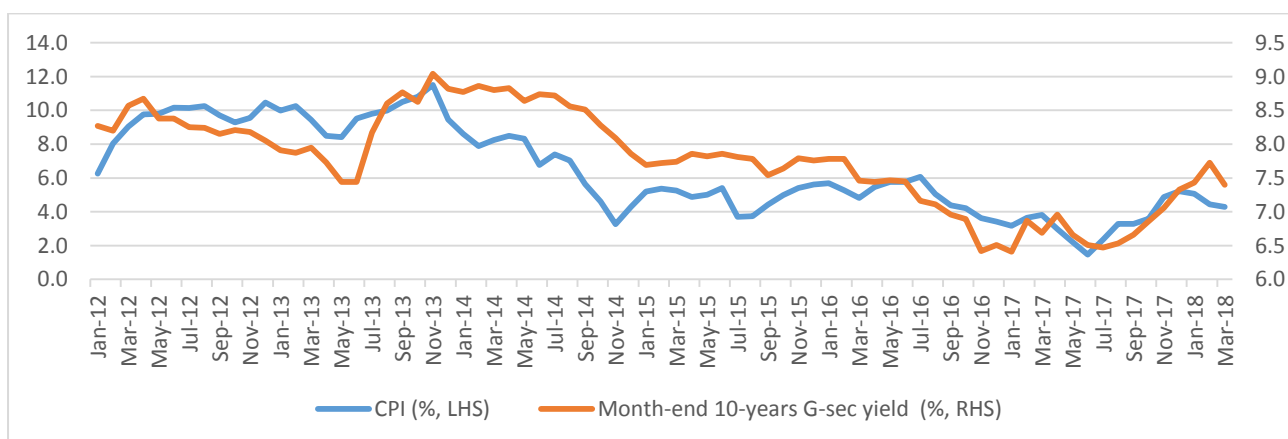


Source: AMFI, CRISIL Research

Interest Rate Cycles

In addition to stable growth, interest rates have fallen, led by proactive measures by the Government or RBI and exogenous factors such as the decline in global commodity prices. India's inflation average fell to sub 4.00% in Financial Year 2018 from 6.00% in Financial Year 2015, and from double-digit rates in the preceding five years. The decrease in inflationary pressures is also reflected in the fall in interest rates in the country. The RBI's benchmark lending rate (Repo) stands at 6.00%, the lowest since October 2010. Furthermore, benign inflationary pressures would diminish the attractiveness of gold and real estate – which represent physical savings of households – as investment alternatives will all lead to increase in the share of financial savings, which would further aid the capital markets industry. Empirically too strong inverse correlation have been witnessed between adoption of equities and inflation.

The following depicts the inflation and interest rates in India:



Source: RBI, CRISIL Research

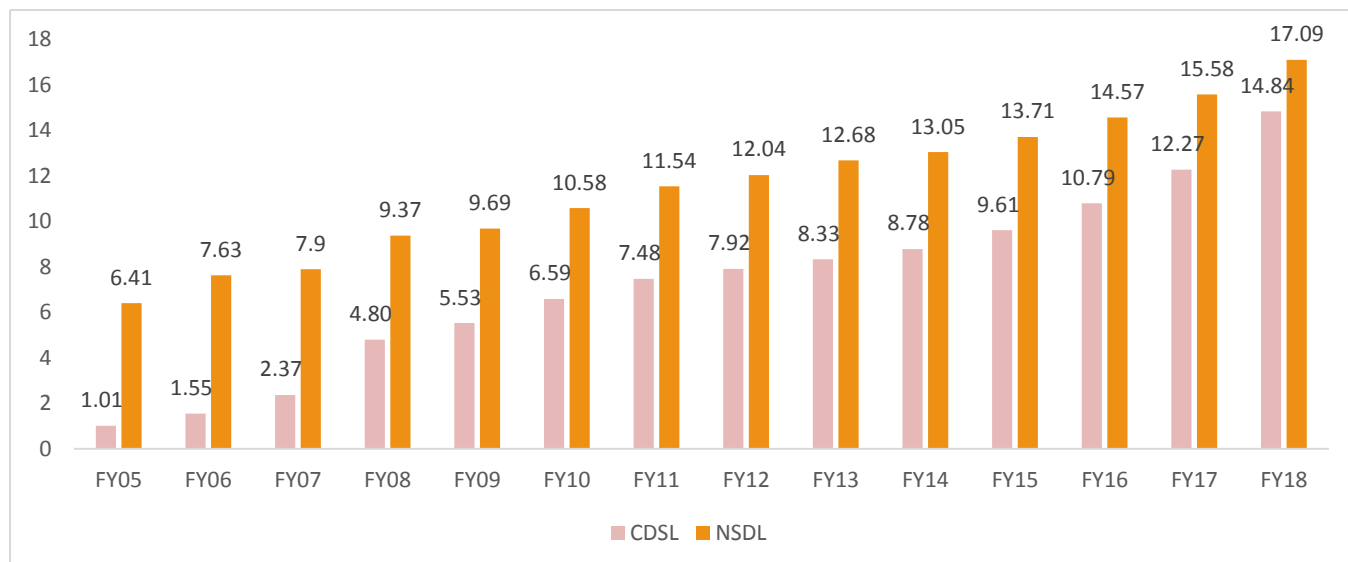
Increase in dematerialised trading

As of March 31, 2018, there were 14.84 million and 17.09 million demat accounts at the CDSL and the NSDL, respectively. The number of demat accounts with CDSL and NSDL rose at 11.00% and 6.00% CAGR, respectively, between Financial Years 2012 and 2018, which again indicates the rising popularity of direct equity investments. A total of 10,628 and 19,635 companies had signed up for dematerialisation at the CDSL and the NSDL, respectively, by the end of Financial Year 2018.

Between Financial Years 2005 and 2018, there has been a high growth in the number of demat accounts, in both CDSL as well as NSDL. During this period, the number of accounts in CDSL and NSDL have grown at a CAGR of 23% and 7.8%, respectively.

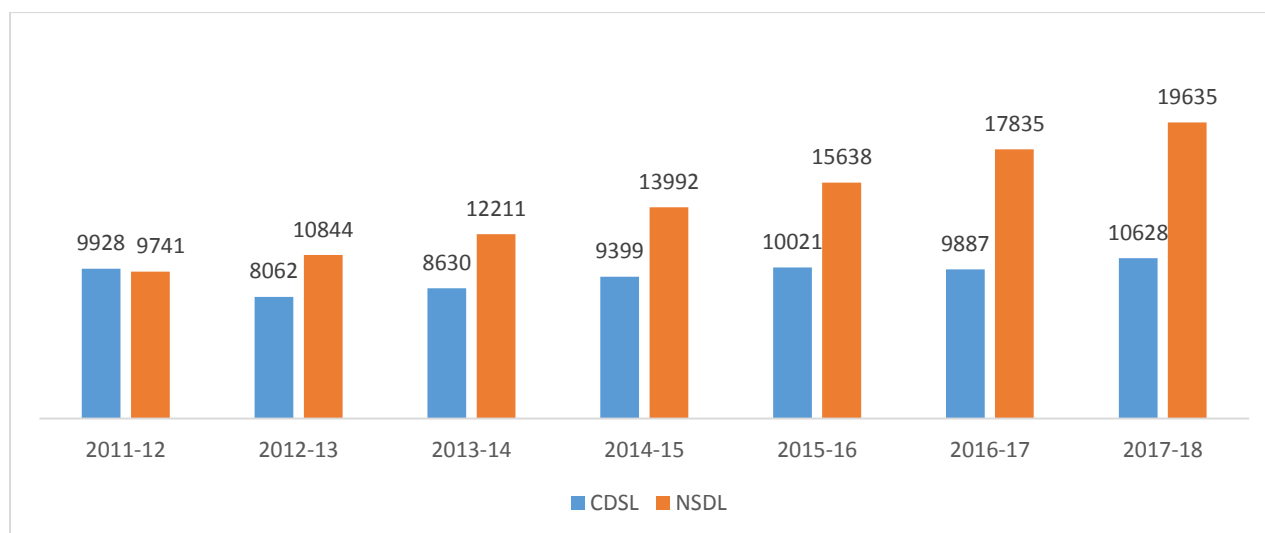
The following table shows the number of demat accounts:

(in millions)



Source: SEBI, CDSL, NSDL, CRISIL Research

The following depicts the number of companies having shares in demat:



Source: SEBI, CDSL, NSDL, CRISIL Research; NSDL 2017-18 number is as of Feb-18

Technology advancement

Rapid advances in technology has reduced both transaction time and costs. At the same time, brokers have been able to improve their reach and increase penetration by investing in online trading platforms, thereby allowing customers to virtually carry out transactions on their own online without interacting with the broker. Technological advancement along with rapid increase in smartphone penetration are tailwinds for the broking business.

Margin Trade Funding

SEBI on June 2017 had issued a comprehensive framework on margin trading facility (MTF) which includes disclosure norms and eligibility criteria for brokers that needs to be provided to its clients. For providing MTF, an eligible corporate broker (one

who at least have ₹ 30 Mn of net worth), may use his own funds, borrow from banks or NBFCs, issue commercial paper or take unsecured long term loans from their promoters/directors. According to SEBI guidelines, MTF is available for Group 1 securities and those which meet conditions for inclusion in the derivatives segment of the stock exchanges. The total exposure of the broker towards MTF should not exceed the borrowed funds and 50.00% of his net worth, they also cannot have more than 10.00% of its overall MTF exposure to any single client. This will help boost broking industry's cash trading volumes apart from helping large full service brokers earn MTF fees.

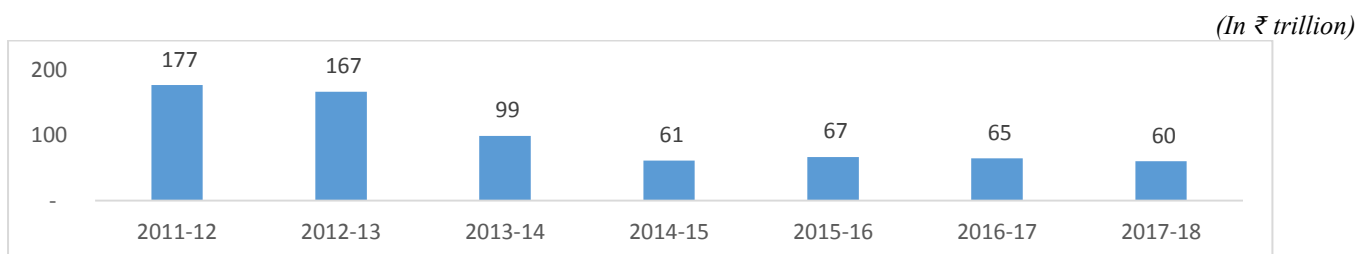
Commodity and Currency Broking

Currency and commodity broking are at a very nascent stage in India, and as the economy develops and customer awareness improves, volumes in these products are bound to gain traction.

Commodity Broking

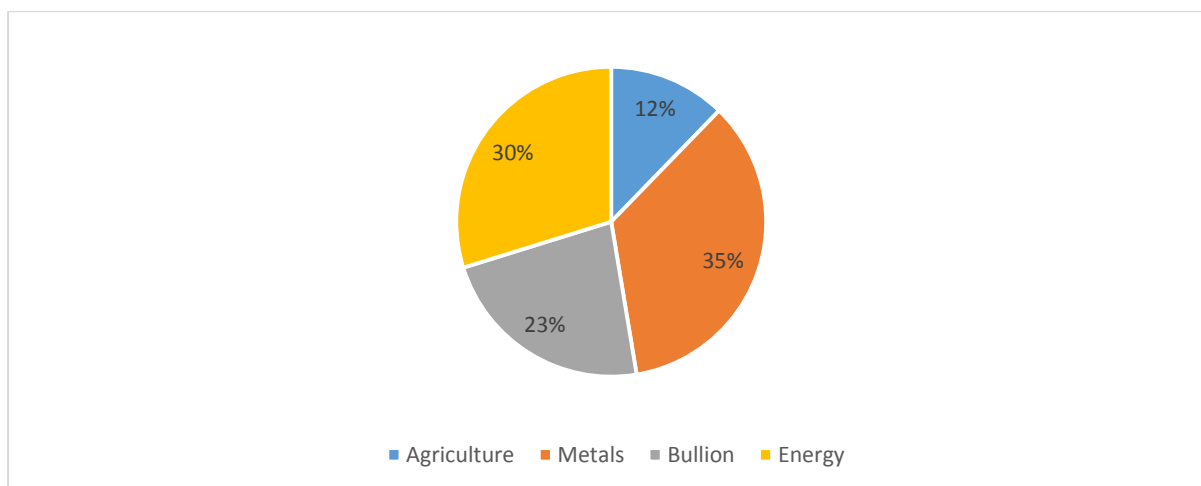
Commodity turnover in Financial Year 2018 remained weak at ₹ 60 trillion. The turnover has seen a sharp fall post Financial Year 2013 due to fall in commodity prices, lower growth in price of bullion and volatility in prices prompting brokers to charge higher margins to clients. However, the segment has seen recent tailwinds in the form of revival in commodity prices and regulatory support. Allowing Category III Alternative Investment Funds (AIFs) to trade in commodity derivatives and approval to launch option trading on commodity futures to provide investors better price discovery and allow simpler risk management will support turnover of commodity exchanges.

The following depicts the trends in turnover of commodity futures exchanges:



Source: SEBI, CRISIL Research

The following depicts the share of sub-segments in commodity futures market (In Financial Year 2018):

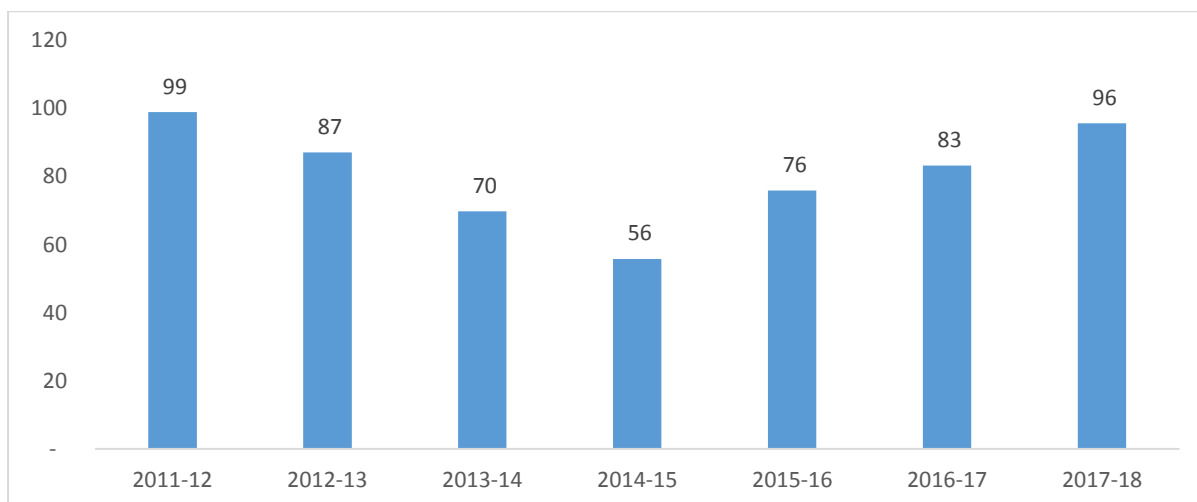


Source: SEBI, CRISIL Research

Currency Broking

The turnover of currency derivatives market stood at ₹ 96 trillion in Financial Year 2018, with NSE accounting for 53.00% of turnover in the same period. BSE, which commenced currency derivatives operation in November 2013, is the second largest exchange with 46.00% of turnover in Financial Year 2018. Currency derivatives are used by corporates to hedge their export/import position.

The following depicts the trend in turnover of currency derivatives market:



Source: SEBI, CRISIL Research

Market Capitalization of few key global brokers (as reported in the company reports)

Category	Market Cap as of (USD Bn)	June 2017	June 2016	June 2015	June 2014	June 2013	June 2012	June 2011	June 2010	CAGR
Full Service brokers	Charles Schwab Corp	51.2	29.7	38.0	30.7	23.7	14.1	16.8	14.2	20%
	TD AmeriTrade Holding Corp*	22.0	16.5	9.4	8.7	5.1	4.2	4.6	4.2	27%
	E – Trade Financial Corp	8.0	4.3	6.1	4.4	2.9	1.7	3.0	2.3	19%
	TOTAL	81.2	50.5	53.5	43.8	31.7	20.0	24.4	20.7	22%
Discount brokers	Interactive Brokers Group Inc	2.5	2.3	2.7	1.3	0.8	0.7	0.7	0.7	20%
	TOTAL	2.5	2.3	2.7	1.3	0.8	0.7	0.7	0.7	20%
Banks	JP Morgan	320	223	249	216	198	135	159	145	12%
	Citi Bank	123	123	166	143	146	80	121	109	2%
	Morgan Stanley	78	47	73	61	46	29	44	32	14%
	Goldman Sachs	85	59	89	72	67	45	67	67	3%
	TOTAL	606	452	577	492	457	289	391	353	8%

Note - * indicates data as on March for the given year

Source: Company reports, CRISIL Research

Wealth Management

Depending on goals and constraints of clients, the wealth management industry provides professional investment advice, financial planning and management services that best suit their needs. It also provides value-added services such as investment in art and antiques, and help clients in philanthropic activities. The wealth management industry has been witnessing robust growth because of fresh investments from household savings going into organised financial assets, low penetration of the wealth management industry, and increasing need for customisation with clients typically asking advice for asset management, financial planning, tax planning, estate planning and succession planning.

Wealth management services in India typically fall under the following categories:

- **Advisory:** Includes the provision of advice on investment, financial planning and tax-related matters depending on the client's requirement. Given that the fee-based advisory model is still at a nascent stage in India, the industry typically operates on commissions from transactions.

- **Distribution:** Includes the provision of transaction-based services with coverage focused on specific products like mutual funds, ETFs, portfolio management services, alternative investment funds, tax-free bonds and fixed deposits. Besides wealth management firms, brokerage firms also offer these services.
- **Custody, servicing and safekeeping of assets:** Includes the management, administration and oversight of the investment process, but excludes the investment planning, investment decision and execution itself.
- **Family office:** Includes the provision of wealth management and succession planning solutions to large businesses and families. The wealth manager typically charges a fixed fee plus a percentage of assets managed.

Growth Drivers

The growth of the wealth management segment will also be driven by multiple factors as detailed below:

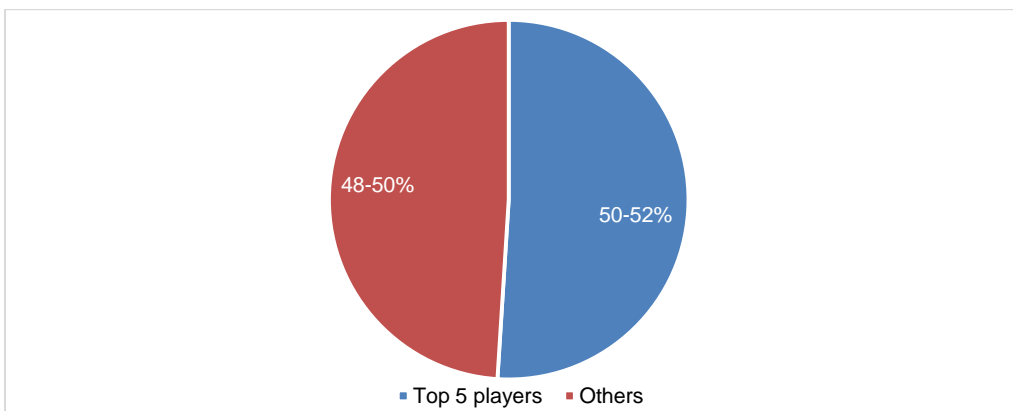
- **Low penetration of organized wealth management:** The wealth management market (assets under advisory) in India is about ₹ 9.5 trillion, which is only ~6.00% of the country’s GDP. In the established markets, advised wealth as a percentage of GDP is much higher at 60.00-75.00%. The increase in penetration of wealth management companies into Tier II and III cities will also help drive growth given more than 40.00% of the ultra-high-net individual live in non-metros and their wealth is majorly managed by independent financial advisors (IFAs) and Chartered Accountants.
- **Increasing population of affluent clients with rising income levels:** India is one of the world’s fastest growing ultra-high-net-worth Individual (UHNWI) population both in terms of the number of individuals and the wealth levels. The rise in UHNWI population has been partly driven by e-commerce start-ups and rising income levels.
- **Increase in wealth allocated towards financial products:** Individuals and investors are increasingly moving away from traditional physical investments such as real estate and gold and making higher allocations into financial assets such as equity, bonds and alternate investments, thereby creating higher potential for wealth products. This coupled with ease in accessibility of different investment products on one platform will also help drive growth.

Competitive Scenario

The organised wealth management industry is highly concentrated with the top five players together accounting for 50.00% of the industry’s assets under advice, and top 10 players accounting for around 90.00% of the overall industry.

Over the years, there have been a few foreign bank exits such as Morgan Stanley Private Wealth Management, UBS Wealth Management, and HSBC Private Bank. The remaining foreign banks leverage on their offshore non-resident Indian (NRI) client bases and their existing onshore clients. Domestic players account for approximately 65.00% of the overall wealth management industry, while the rest is managed by foreign banks and MNCs.

The following depicts the top 5 players which had 50.00-52.00% market share as of March 31, 2017:



Source: CRISIL Research

Recent developments

SEBI’s 2013 guidelines had allowed distributors to set up a separate division to offer advisory services. However, SEBI’s recent and third consultation paper which came on January 2, 2018 stated that a SEBI-registered adviser cannot offer mutual fund

distribution services and a distributor cannot offer advisory services. If this gets implemented then it will cause severe changes in business model of all wealth management companies.

Key challenges

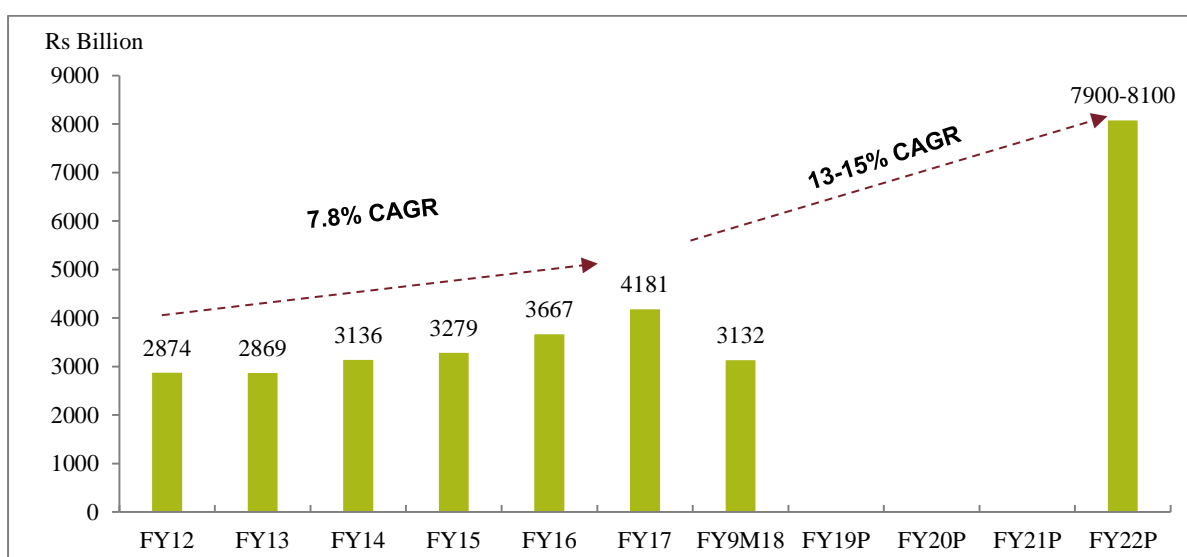
Ability to attract and retain experienced advisors, investments in technology and penetration of digital advice, ability to understand customer needs in an ever-changing environment and offer customised solutions and establishing trust with clients are the key challenges faced by the industry. Also, going forward, passive fund managers and discount brokers could pose a challenge.

Financial Products Distribution

Life Insurance

CRISIL Research forecasts total premium to grow at 13.00-15.00% CAGR during Financial Years 2017 to 2022, from ₹ 4,181.00 billion in Financial Year 2017 to ₹ 7,900.00 to ₹ 8,100.00 billion by Financial Year 2022. Improving economic growth, low inflation, increase in financial savings, and growing awareness of insurance, would be the key catalysts.

The following depicts the expected growth in total premium over the next five years:



Source: IRDAI, Life Insurance Council, CRISIL Research

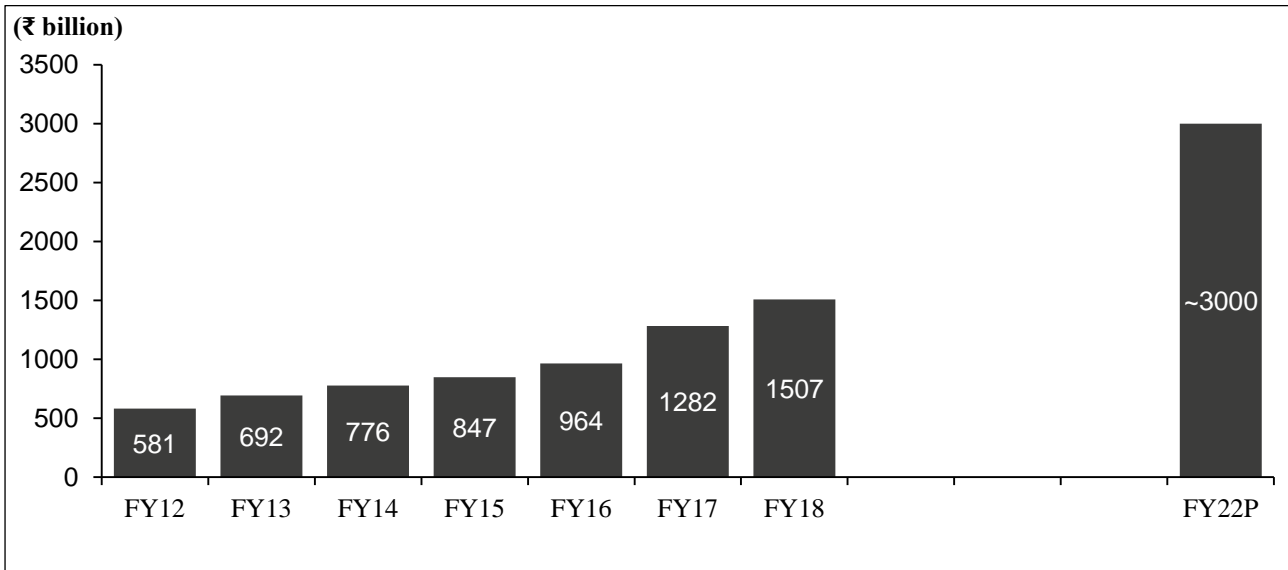
CRISIL Research believes the share of the life insurance products in total financial savings will increase, driven by growth of both linked and non-linked products. Also, the following tailwinds would support growth:

- Life insurance as a long-term investment plan and not merely as a protection scheme; and
- Better product proposition by private players with diversification of products, thereby catering to individuals with varying risk-taking abilities.

General Insurance

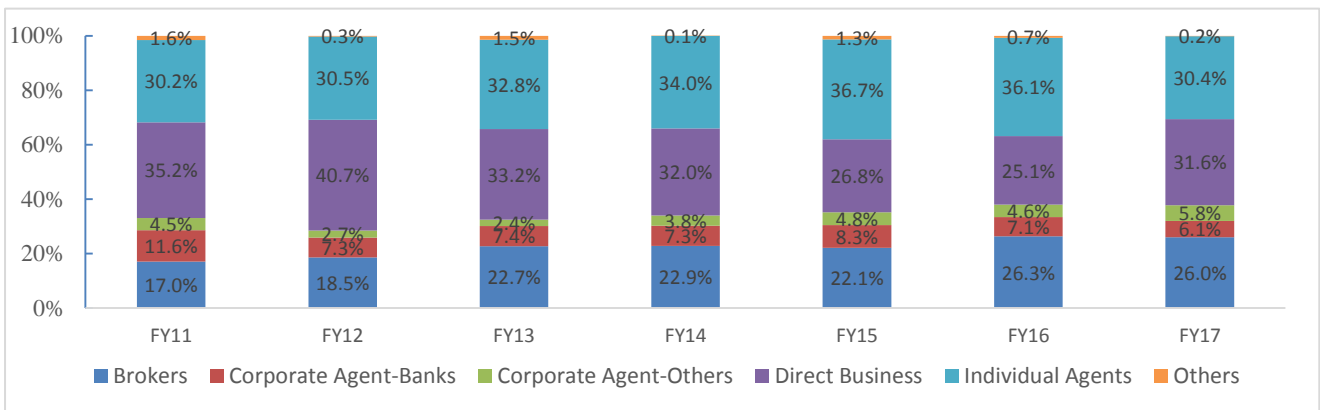
CRISIL Research forecasts the gross direct premium for non-life insurers to grow at 15.00-20.00% CAGR over the next five years, compared with a CAGR of 17.00% between Financial Years 2012 and 2017. Consequently, the total premium (within India) is expected to grow by more than 2.5 times from the current level of ₹ 1.28 trillion (as of Financial Year 2017) and cross the ₹ 3 trillion mark by the end of Financial Year 2022. Pick-up in economic growth, higher disposable incomes, introduction of new government schemes focusing on specific segments such as crop insurance, and growing awareness of insurance, would be the key facilitators of growth. Our forecasts assume real GDP growth of 7.50-8.00% during the next 5 years, inflation continuing to stay benign during this period, and a gradual increase in insurance penetration. Distribution channels of multi-product private players is well-diversified. Brokers and other corporate agents are incrementally playing an important role in distribution of these products. Brokers and other corporate agent's cumulative market share in distribution have increased from ~21.00% in Financial Year 2011 to ~32.00% share in Financial Year 2017.

The following depicts the projected growth in gross direct premium over the next five years:



Projected; Source: IRDAI, CRISIL Research

The following shows the distribution mix trend for the industry:



Source: IRDAI, CRISIL Research

Portfolio Management Services

Portfolio Management Services are an investment portfolio in stocks, debt and fixed income products managed by a professional money manager, and are customised products to meet specific investment objectives. There is a freedom and flexibility to tailor customer required portfolio to address personal preferences and financial goals. The key difference between mutual fund and portfolio management services are PMS portfolios are more concentrated unlike mutual funds. Minimum investment in PMS is ₹ 2.50 million.

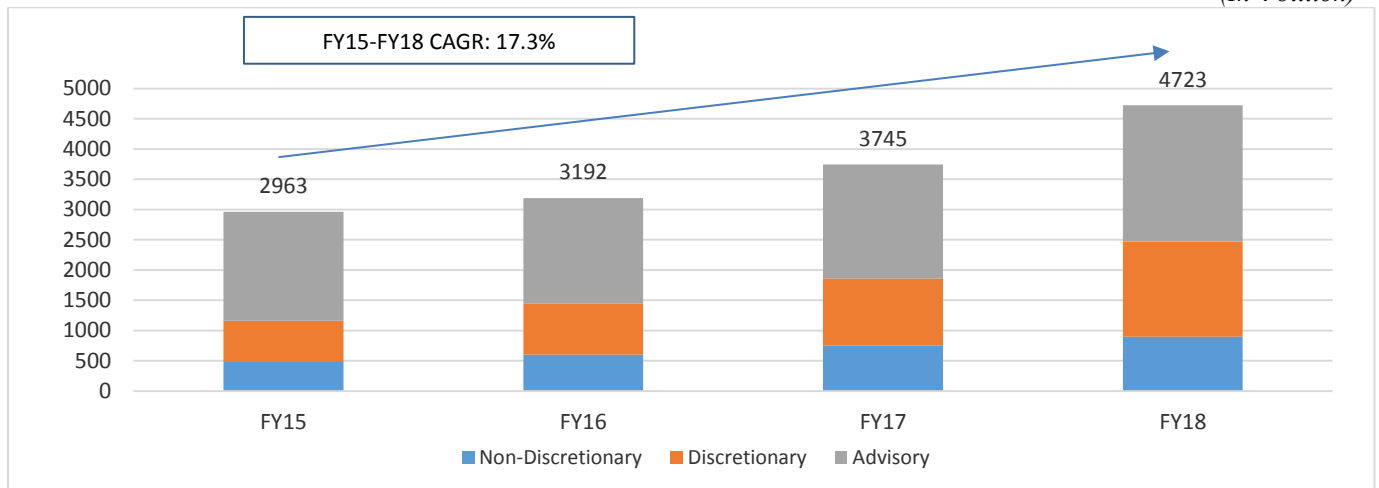
Most of these investment solutions provided by PMS cater to a niche customer segment, and the clients are usually HNIs or institutions. According to SEBI guidelines, only those entities which are registered with the capital market regulator for providing PMS services can only offer these products. Many asset management companies have been providing portfolio management services which are distributed by wealth management firms and brokers. Distribution commissions for these products are higher than mutual funds.

Broadly, these are the following types of PMS:

- **Discretionary PMS:** Where the investment is at discretion of the fund manager and client has no say in the investment process.
- **Non-Discretionary PMS:** Where managers involve the client in the decision making process. Non-discretionary clients are usually institutional clients such as pension funds, insurance companies and HNIs.
- **Advisory PMS:** Where managers advise their clients about investing.

The following depicts that the PMS flows grew at a strong pace over past few years:

(In ₹ billion)



Source: SEBI, CRISIL Research

Note: EPFO/PF funds excluded from the discretionary portfolio

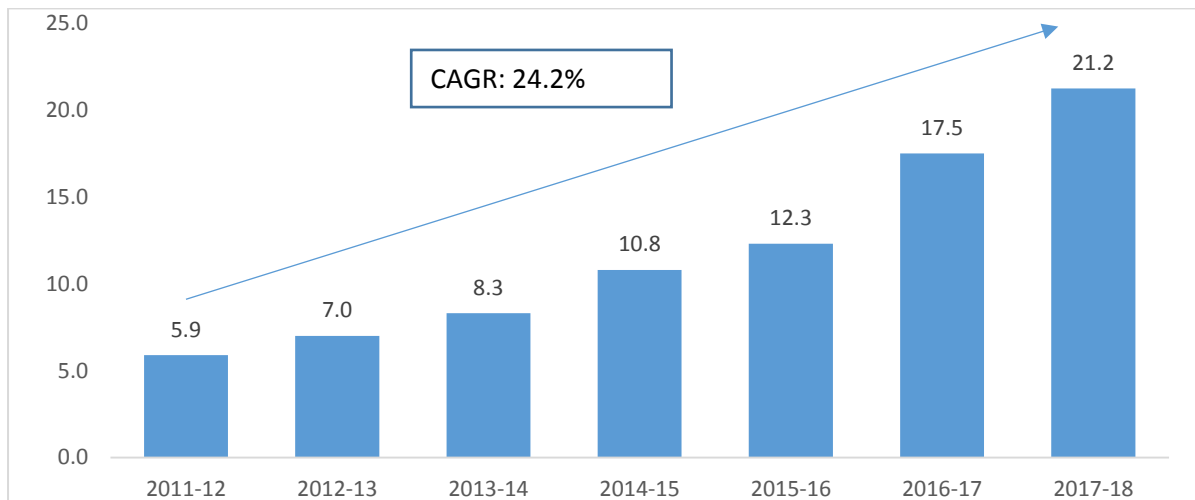
Note: PMS amounts excludes contribution by funds from EPFOs / PFs which is ₹ 6,311 bn, ₹ 7,262 bn, ₹ 8,560 bn and ₹ 9,948 bn in Financial Year 2015, Financial Year 2016, Financial Year 2017 and Financial Year 2018 respectively

Assets under Mutual Funds

The last two years were strong for the mutual fund industry, with asset under management (AUM) surging 31.40% CAGR over Financial Year 2016 to Financial Year 2018 to cross ₹ 21 trillion, as of March 31, 2018. Growth was led by high net inflows equity funds supported by high retail participation amid buoyant capital markets.

The following shows the mutual fund AUM growth trajectory:

(In ₹ trillion)



Source: AMFI, CRISIL Research

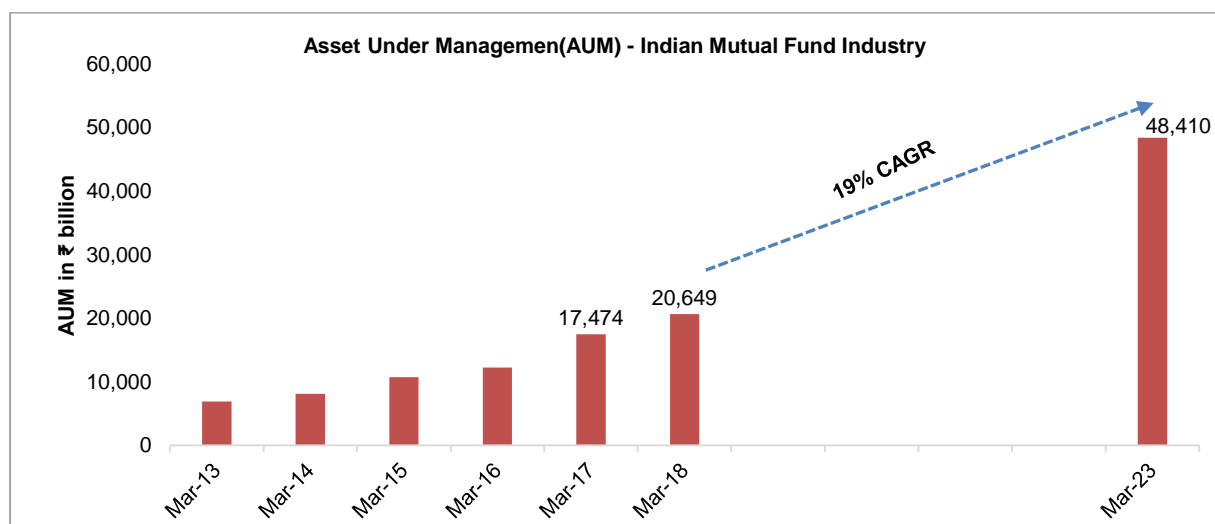
Financial inclusion, investor education and investor-friendly regulations to boost mutual fund penetration

CRISIL Research's analysis shows that the industry's AUM will grow from ₹ 20.6 trillion (excluding gold ETFs and fund of funds) as of March 2018 to ₹ 48.40 trillion by March 2023, clocking a robust CAGR of 19.00%.

A pick-up in economic growth, growing investor base, higher disposable income and investable surplus, increasing financial savings and government schemes focusing on increasing awareness, ease of investing, digitalisation, and perception of mutual funds as long-term wealth creators, and increasing geographical penetration will be key facilitators of growth.

CRISIL Research's forecasts assume average real GDP growth of 7.50-8.00% during the next five financial years, a gradual pick-up in corporate earnings, benign inflation, a stable political and geopolitical environment in the next five years and a consistent increase in mutual fund penetration as well as fresh inflows. Any negative surprises on these counts would lead to gyrations in the equity and debt markets, thereby impacting mutual funds.

The following depicts the growth in AUM over the next five years:



Source: AMFI, CRISIL Research

Note: P – Projection; AUM does not include Gold ETFs and fund of funds

The following are the key trends in the key mutual fund distributors' revenue over last five years:

(In ₹ million)

Company	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17	5 year CAGR
NJ IndiaInvest	1,141.00	1,242.00	1,487.00	3,034.00	3,261.00	4,427.00	31.10%
HDFC Bank Limited	1,306.00	1,609.00	1,585.00	3,290.00	2,610.00	3,965.00	24.90%
ICICI Bank Limited	546.00	866.00	1,179.00	2,480.00	1,697.00	2,797.00	38.60%
Axis Bank Limited	592.00	841.00	943.00	3,041.00	1,403.00	2,485.00	33.20%
Kotak Mahindra Bank	503.00	856.00	991.00	2,550.00	1,664.00	1,987.00	31.60%
Citibank N.A	1,290.00	1,653.00	1,812.00	2,290.00	1,407.00	1,850.00	7.50%
State Bank of India	308.00	364.00	290.00	694.00	621.00	1,788.00	42.20%
ICICI Securities Limited	440.00	568.00	752.00	1,591.00	1,114.00	1,726.00	31.40%
IIFL Wealth Management	234.00	699.00	1,300.00	2,861.00	1,435.00	1,574.00	46.40%
Standard Chartered Bank	845.00	882.00	895.00	1,438.00	862.00	1,195.00	7.20%
Angel Broking Limited	8.10	6.70	7.00	7.00	7.80	15.70	14.10%
Others	11629.00	14298.00	14786.00	24169.00	20,495.00	26,194.00	17.60%
Total	18844.00	23886.00	26027.00	47446.00	36,577.00	50,004.00	21.60%

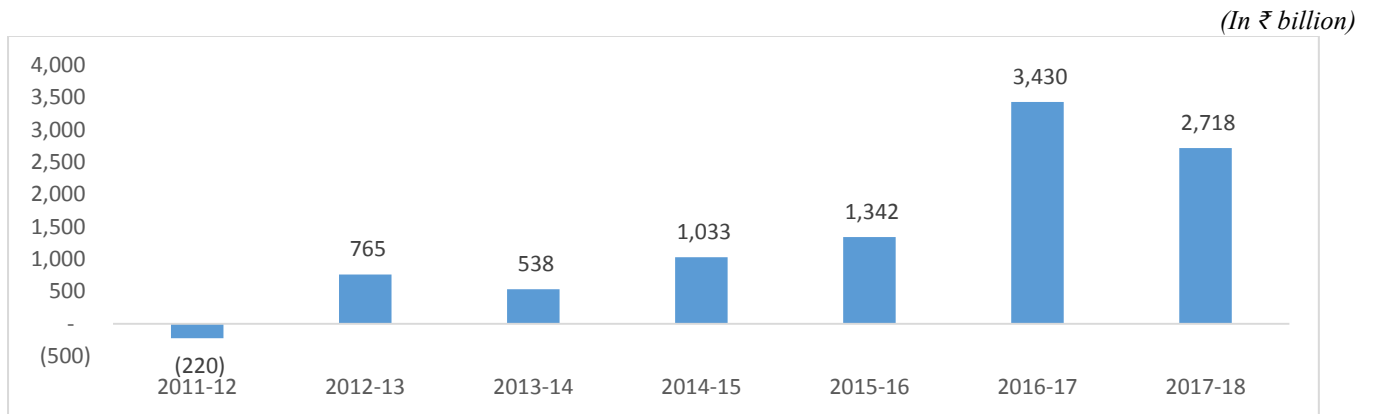
Source: AMFI, CRISIL Research

Growth Drivers

Strengthening of Equity net inflows

Apart from the strong fundamentals and favourable macros, key factors that are aiding financial product distribution industry are large and increase in share of working population, rise in household income, increase in shift to financial savings, higher awareness of financial products, higher retail participation in equities, tax benefits on ELSS (on investment up to ₹ 0.15 Mn under Section 80CCE of the Income Tax Act, 1961) and NPS (additional tax benefit of ₹ 50,000 under section 80CCD) and increase in penetration of financial products in tier 2 and tier 3 cities.

Flows in equity funds continued to remain strong in Financial Year 2018 supported by retail participation. The following depicts the trends in net inflows in mutual fund industry:

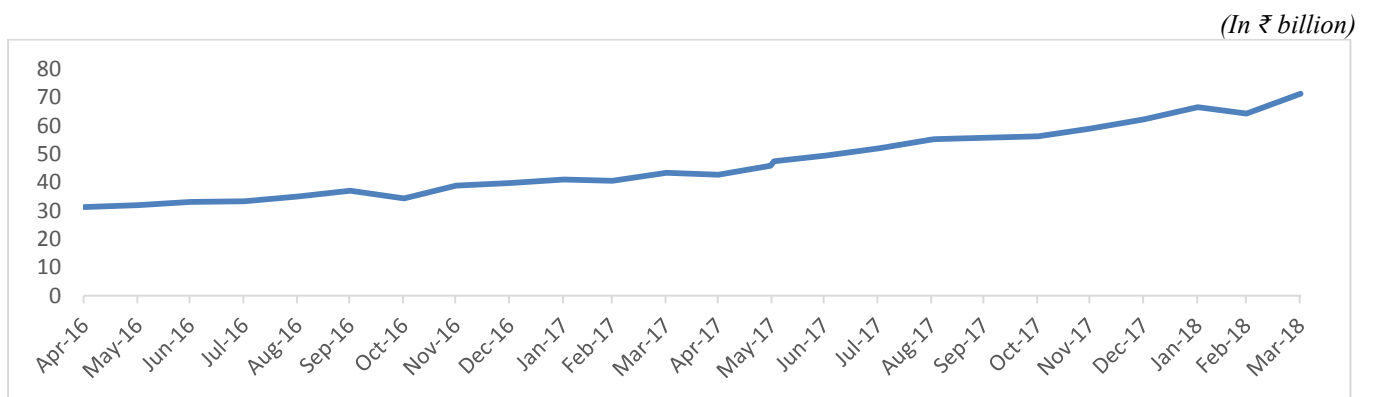


Source: AMFI, CRISIL Research

Higher contribution through SIPs

The asset management industry collected ~₹ 672.00 billion in Financial Year 2018 from SIP accounts compared to ₹ 439.00 billion in Financial Year 2017. This comprises ~50.00% of net inflow into equity funds for the year. The industry currently has 21.10 million SIP folios. The rise in SIP investments will enhance investment-related discipline in times of market volatility.

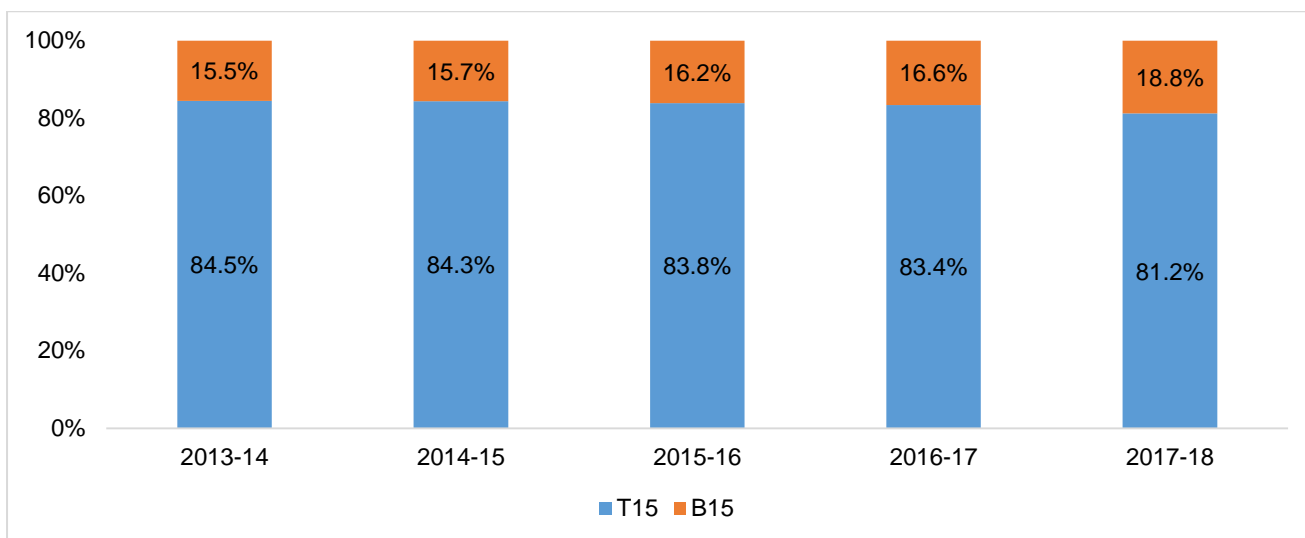
The following depicts the SIP contribution trending up



Source: AMFI

Higher growth in B15 assets can be attributed partly to the SEBI's 2012 directive, allowing AMC's to charge an additional expense of 30 bps in B15 locations (currently to top 30 cities). This allows fund houses to pay out higher commissions to the distributors in under-penetrated regions, incentivising them to attract more investors in these locations.

Penetration in Tier II and Tier III Cities



Source: AMFI, CRISIL Research

Recent developments

SEBI's 2013 guidelines allowed distributors to set up a separate division to offer advisory services. However, SEBI's recent and third consultation paper which came on January 2, 2018 states that banks, NBFCs, LLPs and any entity who is registered as an investment advisor, should not provide any distribution services of financial products, either directly or indirectly through their holding company or subsidiary. SEBI has also proposed that existing entities engaged in providing execution services will have to decide whether they want to advise or distribute financial products by March 31, 2019. If this gets implemented then it will cause severe changes in business model of all distributors as well as wealth management companies. Pursuant to a new circular dated February 2, 2018, SEBI has reduced the number of cities where fund house can pay higher distribution fees to their brokers. Mutual fund houses are now allowed to charge additional total expense ratio of up to 30 bps from beyond top 30 cities compared to 15 earlier.

Impact of LTCG tax: Equity will continue to be a preferred investment option for long-term financial planning

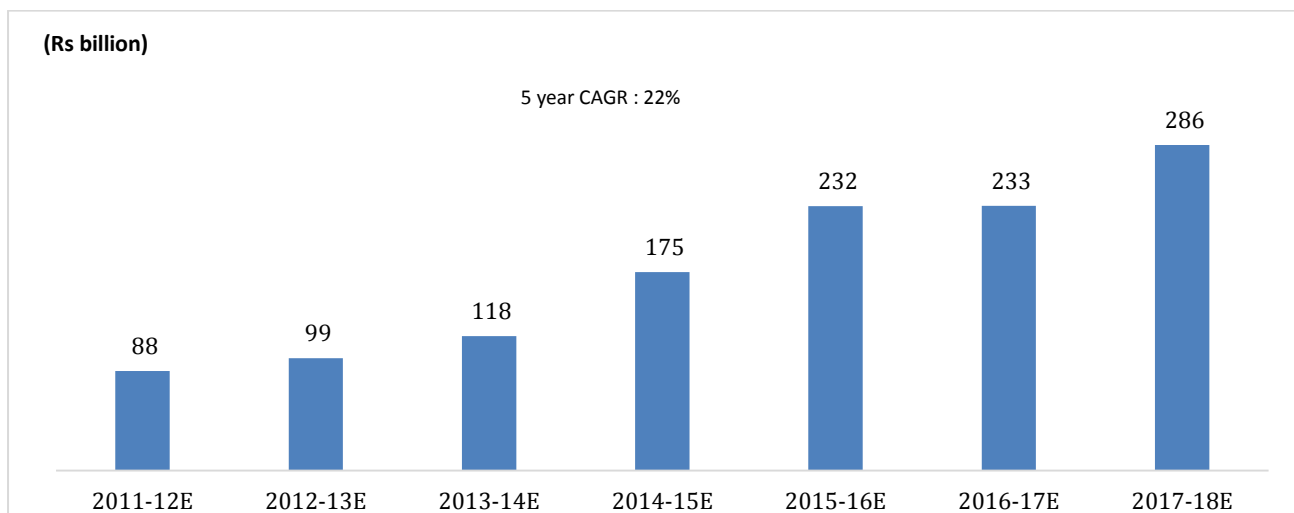
Government introduced long term capital gains tax (LTCG) in equities and will tax equity investments at 10.00% without indexation for an investment horizon of more than one year, subject to threshold capital gains of over ₹ 0.10 million per assessee per year. The latest rule is applicable for incremental investment gains from February 1, 2018. This had a short term negative impact on the equity market. Taxation on equity linked savings schemes (ELSS) will change from exempt exempt exempt (EEE) to exempt exempt tax (EET), thus reducing its investment attractiveness. Further, dividends paid from equity funds will be taxed 10.00%, which will provide a level playing field between growth and dividend plans. Regardless, equity will continue to be a preferred investment option for long-term financial planning.

The budget also included fund of funds (FoFs) that invest in an underlying fund which is listed on an exchange and which invests more than 90.00% in equity shares as an equity-oriented fund, thus putting it under the LTCG rule for equity-oriented funds. This will provide a boost to FoFs, especially in the light of evolving intermediation landscape in India.

Loan Against Shares

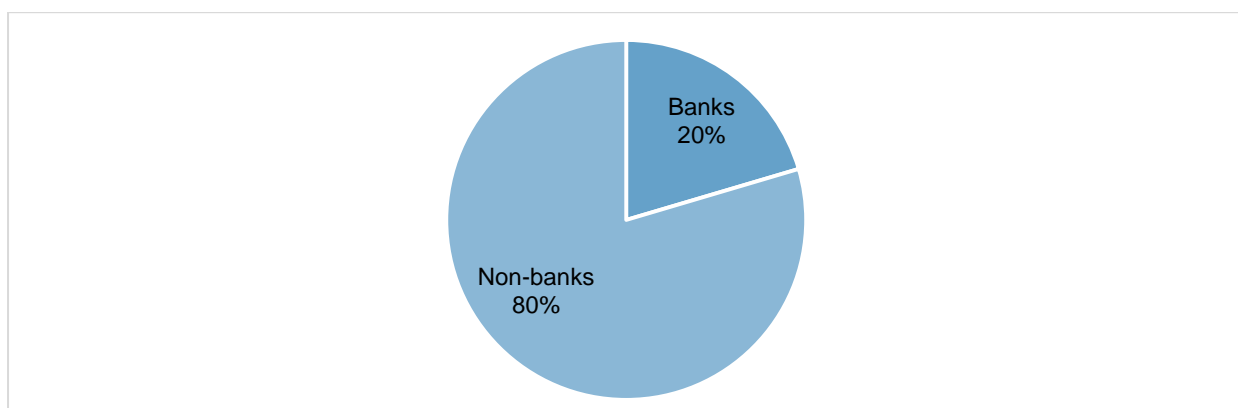
The segment's outstanding grew by 22.00% CAGR between Financial Year 2012 and Financial Year 2018, mainly on account of strong growth in capital markets and increase in penetration by financial institutions. Key equity markets like BSE and NSE 50 recorded growth of CAGR 11.00-12.00% each between Financial Year 2013 and Financial Year 2018. CRISIL Research believes that the growth in this segment would largely be driven by the performance of the equity markets. Other factors likely to have a positive impact on LAS include favourable interest rates against the backdrop of a gradual recovery in the economy. Also, the nature of collateral, instant liquidity, interest only on outstanding amount etc. will aid the growth of this segment. For instance, the RBI has laid down guidelines governing LAS such as advances to be extended only to individuals, brokers etc., and only with pre-defined upper limits.

The following depicts the trend in LAS growth over the last six years:



Note: The above market size is as per outstanding at the end of the year and not disbursements during the year
 Source: RBI, CRISIL Research

The following depicts the LAS market share in Financial Year 2018:



Source: RBI, CRISIL Research, Industry

Growth Drivers

Performance of Equity Markets

An expected improvement in the macroeconomic scenario, combined with likely earnings growth (gradual recovery across key sectors), would drive a rebound in the equity markets, which in turn would drive the growth in the LAS segment. As the economy rebounds, stronger demand and improving profitability would drive the earnings growth, boosting the performance of the equity markets.

Instant liquidity and easy to borrow

Loans against shares, debentures or bonds are usually taken by individuals to meet contingencies or urgent personal needs and the loan processing in this segment is typically simple and quick. This also provides the customer with instant liquidity without selling of securities or without losing out on any of the benefits on the securities. While the securities are pledged in favour of the bank, dividends, bonuses, or any other benefit on the pledged shares shall accrue only to the customer and not the bank.

Interest accrues only on outstanding amount

The bank creates a current account in the customer’s name with the loan amount as the limit. The customer, who can withdraw money from the account as and when needed, will be charged only on the amount utilised, for the period that it is utilised.

Exhaustive list of approved securities

Every bank has an extensive list of shares and mutual funds that can be kept as collateral. Hence, the customer is offered a loan against an exhaustive list of securities.

Liquid nature of collateral and high collateral cover

The collateral in this segment is highly liquid in nature and is usually based on banks'/non-banking financial institutions' approved list of shares. Also, the minimum margin stipulation of 50 per cent makes it more attractive for banks and Non-banks to lend to this segment.

OUR BUSINESS

Some of the information in the following section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read the section entitled “Forward-Looking Statements” on page 15 for a discussion of the risks and uncertainties related to those statements and the section entitled “Risk Factors” on page 17 for a discussion of certain risks 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.

Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus on page 210. We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which may not be derived from our Restated Consolidated Financial Information and may not have been subjected to an audit or review by our Statutory Auditor. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other financial services company in India. Bidders 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 industry publications and other publicly available information, including in particular, the report “Assessment of broking and financial products distribution industry in India” dated August, 2018 prepared by CRISIL Research and commissioned by us.

Overview

Our Company is one of the largest independent full-service retail broking house in India in terms of active clients on NSE as of July 31, 2018 (*Source: CRISIL Report*). We are a technology led financial services company, that provides broking and advisory services, margin funding, loans against shares (through one of our Subsidiaries, AFPL) and financial products distribution to our clients under the brand “Angel Broking”. Our broking services are offered through (i) our online and digital platforms, and (ii) our network of more than 11,000 sub-brokers, as of June 30, 2018. We have more than 850,000 downloads of our *Angel Broking mobile app* and more than 450,000 downloads of our *Angel BEE app* as of June 30, 2018, which enables our clients to avail our services digitally. Through our network of sub-brokers and over 110 branches, we have a pan-India presence across 1,800 cities and towns, as of June 30, 2018. As at June 30, 2018, our Company managed ₹ 113,023.06 million in client assets and over 1.11 million active broking accounts.

We believe that our experience of over two decades has helped us to integrate our knowledge and expertise in the broking industry with the technology we provide to our retail clients through various platforms. We have enhanced client engagement and experience through application of technology to broking services including, launch of our mobile application for our broking services in the year 2011 and KYC authentication and complete client on-boarding through the electronic and digital medium in the year 2015 and 2016, respectively. During the quarter ended June 30, 2018, 87.25% of our revenue through our direct services and 46.49% of the revenue through our sub-brokers was provided through our online and digital platforms. This aggregates to 59.88% of our broking revenues, being earned through our online and digital platforms for the quarter ended June 30, 2018. Our primary focus is to profitably grow our retail broking, margin funding and distribution businesses through our online and digital platforms, “Angel Broking App”, “trade.angelbroking.com”, “Angel SpeedPro”, “Angel BEE”, which are powered by “ARQ”, a rule-based investment engine. We believe that we are positioned to benefit from the development of the Indian financial market, increased emphasis on digitalisation, and growth in the returns from such financial investments. We have received several awards and accolades for our services and products, including ‘Best performing retail member - Pan India 2016-17’ Award at Market Achievers Awards organised by NSE, one of the ‘Top Volume Performers in Equity Retail Segment 2016-17’ by BSE, the ‘Fulcrums of Commodity Derivatives Market’ Award by MCX in 2018 and the ‘Best Technology House of the Year’ in 2016 at the ASSOCHAM Excellence Awards.

We provide a wide range of financial services to our clients including and in relation to:

- **Broking and Advisory:** We provide broking services across equity (cash-delivery, intra-day, futures and options), commodity and currency segments, along with debt products. We facilitate participation of our clients in initial public offerings undertaken by various companies. As a part of the broking and advisory services offered by us, we also facilitate opening of demat accounts for our clients. Our Company is a member of BSE, NSE, MSEI, MCX and NCDEX in order to provide broking services. To complement our broking and advisory services, we also provide the following additional services to our clients:
 - (i) **Research Services:** We have a dedicated research team which publishes research reports on a daily, weekly and monthly basis for our clients, to enable them to make informed investment decisions across equity, commodity and currency segments.

- (ii) *Investment Advisory*: We provide investment advisory services to our retail clients with customized investment recommendations which we believe assists our clients in achieving their investment goals across various investment avenues such as equities, debt, currency, commodities, derivatives, mutual funds and insurance products.
 - (iii) *Investor Education*: Our website, www.angelbroking.com, is also a knowledge center which aims to empower investors, including our clients, with an understanding in respect of trading and investments products. As part of our investor awareness initiative, we regularly undertake sessions through various digital mediums, to enhance our retail clients' knowledge regarding our products, research and market trends.
- **Other Financial Services**: In addition to our broking and advisory services, we also provide the following financial services that may enable our clients to achieve their financial goals:
 - (i) *Margin Trading Facility*: We provide margin trading facility to our clients for leveraging their eligible collaterals by funding their requirements on the cash delivery segment of equities. Such funding is subject to exposure against margins that are mandated by the stock exchanges, with the securities forming a part of the collateral for such funding.
 - (ii) *Distribution*: We undertake distribution of third-party financial products such as mutual funds, and health and life insurance products, according to our clients' requirements. Such distribution is undertaken through both our offline channels and our digital platforms, "Angel Broking" and "Angel BEE". We believe that our distribution business helps our clients to achieve their financial and risk mitigation objectives by providing them with personal wealth management services.
 - (iii) *Loans against shares*: Through our Subsidiary, AFPL, which is registered as an NBFC, we provide loans against shares to our retail clients.

Our consolidated revenue from operations was ₹ 1937.14 million, ₹ 7,647.65 million, ₹ 5,369.23 million and ₹ 4,474.10 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017 and 2016, respectively. Further, our net profit as restated was ₹ 255.91 million, ₹ 1,079.28 million, ₹ 310.14 million and ₹ 317.24 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017 and 2016, respectively. In Financial Year 2018, our return on net worth was 22.72%*.

*Return on Net Worth (%) = Net profit as restated divided by Net worth at the end of the year/ period.

Our Strengths

We believe we have the following competitive strengths:

1. One of the largest retail broking houses with strong brand equity

Our Company is one of the largest independent full-service retail broking house in India, in terms of active clients on NSE as of July 31, 2018 (*Source: CRISIL Report*). We believe that our branch and sub-broker network, spread across 1,800 cities and towns and our online and digital platforms enable us to reach a large population of retail clients across India. Over the years, we have increased our market share in the retail broking space in India, in the cash segment from 6.24% in Financial Year 2016, to 8.84% in Financial Year 2018. Between Financial Year 2016 and Financial Year 2018, the number of our active clients increased from 0.72 million clients to 1.06 million clients. We believe that we have developed a dedicated client base due to our client-centric approach in respect of the services we provide, user-friendly online and digital interface; and the ability to provide seamless access to all segments of the stock markets. As part of our efforts to facilitate increased participation by our clients in initial public offerings, we offer our services to the clients to submit applications through the ASBA mechanism. We believe that we have the ability and infrastructure to meet the growing need for application of information technology and digitalisation to the broking industry.

The "Angel Broking" brand, established over 20 years ago, has over the years built an online and digital broking and financial services platform, with a pan-India presence. We provide our broking, margin funding, advisory and financial services through our brands "Angel Broking" and "Angel BEE", powered by "ARQ", which we believe are well-recognized brands in the retail broking industry in India and are capable of addressing the financial investment and risk mitigation requirements of Indian retail clients. We believe that we have a strong brand presence using a targeted strategy of offering services under different brands to cater to a diverse group of clients. We believe that we are well placed to capitalise on the expected growth in the broking sector in India due to our early mover advantage in providing broking, financial and advisory services through both, our online and offline channels.

Our research reports and analysis are widely available through print, television media, online and digital platforms, "Angel Broking" and "Angel BEE" and through our sub-broker network, which enables our clients to make informed investment decisions.

2. Ensuring client satisfaction through the implementation of advanced technology and digitalisation

We remain focussed on innovation and implementation of technology across various services offered by us, which we believe has increased client satisfaction and client referrals. Our mobile based applications across the broking and advisory businesses have been consistently appreciated and awarded. We believe that we have successfully implemented technology to the broking and advisory business in India, from acquisition of clients to the settlement of trades, remittance of funds and providing our clients with necessary data and reports to ensure that our clients are provided with customised and holistic solutions.

We believe that our emphasis on providing our clients with services through technological platforms has enabled us to rationalise the cost we incur to service our clients' needs, leading to cost-efficiency. We apply digitalisation in the client acquisition process in both the offline and online channels which we believe has enabled us to achieve standardisation in product and service delivery to our clients. We are also one of the leading independent full-service retail broking houses in terms of active clients on NSE as of July 31, 2018 (*Source: CRISIL Report*) in India which have applied a rule based investment engine, "ARQ" to our broking and advisory services. A combination of both, our fundamental knowledge of the markets and market insights; and the application of a rule based system has resulted in us being able to provide customised advice and services to our clients. We have continuously aimed to provide personalized services while giving clients the choice of where, when, and how they avail the services offered by our Company. For instance, in 2016, we have launched "ARQ", which is rule based investment engine for our retail clients, which uses the "Modern Portfolio Theory" in order to provide our clients a convenient means to make investments. Further, we have recently launched a mobile application, "Angel BEE", which is an aggregated advisory platform to cater to the millennial generation, providing investment advisory services to them. Further, we believe our research capabilities have, over time, gained recognition and are supplemented by "ARQ" ensuring more accuracy in our recommendations.

Our technology and innovation has been recognized over the years, through awards such as 'Best Technology House of the Year 2016' by ASSOCHAM and we have also received the 'CEO Award for Digital Investing Platform of the Year 2017' award at the BSE Commodity Equity Outlook Awards.

3. Strong client base through our online and digital platform and sub-broker network

Our broking services are offered through (i) our online and digital platforms, (ii) our network of more than 11,000 sub-brokers, as of June 30, 2018; and (iii) dedicated dealer helpdesks at our service centres in New Delhi and Mumbai. Over time, we have focussed on increasing our online and digital presence and providing our clients with a seamless experience. We believe that we have developed a strong retail client base, over time, with 1.11 million active clients as of June 30, 2018. In terms of the number of sub-brokers, our market share is 9.39% in the NSE cash segment and 11.96% in the NSE F&O segment, as of March 31, 2018.

Our online platforms, "Angel Broking", "trade.angelbroking.com", "Angel SpeedPro" and "Angel BEE", powered by ARQ, allow us to provide our clients with an ability to manage their wealth and investments in an efficient and organized manner. We believe that our offline channels and our large sub-broker network, enables us to augment the reach of our electronic broking platform and also provides us with a way to increase trading volume through our electronic broking platform. Our online presence has been strengthened by the launch of "Angel BEE", by increasing the reach of our existing distribution network. In addition to our strong online presence, our distribution business is supported by our branches and sub-broker network. Our geographical presence across 1,800 cities and towns has helped us develop a better understanding of specific needs of individuals and preferences and enabled us to tailor the services offered by us to the evolving needs of our clients. Further, we believe that our online and digital presence enables us to reach retail clients across geographies. The number of direct clients who have been acquired through our online and digital platforms has increased from 27,173 clients for the Financial Year ended March 31, 2016 to over 60,650 clients for the Financial Year ended March 31, 2018.

We believe that, over the last few years, we have increased penetration and presence in India including in certain North-Eastern states. The cost-efficiencies arising due to economies of scale and greater and concentrated brand visibility due to focused implementation of marketing and advertising initiatives, driven by our digital outreach have helped us grow our business over the years.

4. Significant market share in the cash and commodity segment

Our broking, distribution and advisory services are backed by robust infrastructure and has processed, at peak usage, approximately 0.95 million trades in a day. Our market share in the commodity segment has increased from 7.62% in Financial Year 2016 to 8.31% in Financial Year 2018 (*Source: MCX*). We had over 8.84% of market share in retail exchange turnover of the equity cash segment in Financial Year 2018.

We believe that such an increase is primarily due to quality of our investment advice offered and our trade execution abilities, combined with our focus on providing technology enabled solutions. We leverage our strong research capabilities and capitalise on proprietary analytical models to analyse information and make informed investment and trading recommendations to our clients. With our dedicated research team and experienced professionals to understand the needs of our clients, we believe that we are well-positioned to provide value added investment advice. We have also been accredited for our cash and commodity business by ASSOCHAM as being the “Best Market Analyst in Commodity Futures” in 2017 and by MCX as the “Best Commodity Broker of the Year 2016 - 2017”.

5. Track record of continuous growth and strong financial performance

Our success as a provider of financial services is built upon long standing client relationships. We believe that our clients associate the “Angel Broking” brand with knowledge, leadership, differentiated and quality services, providing solutions to strategic and financial investment requirements, sound execution capabilities of our clients’ transactions and robust governance and business policies adopted by our Company. This, we believe, enables us to retain our existing clients and develop relationships with new clients. Our Company is one of India’s largest independent full-service retail broking houses in terms of active clients on NSE as of July 31, 2018 (*Source: CRISIL Report*). As at June 30, 2018, our Company had ₹ 113,023.06 million in client assets and 1.11 million active broking accounts. Further, our broking ADTO has increased by 105.43% from ₹ 72,559.23 million as of Financial Year ended March 31, 2016 to ₹ 149,058.17 million as of quarter ended June 30, 2018.

Our total consolidated revenue and net profit as restated increased from ₹ 4,622.70 million and ₹ 317.24 million, respectively, in Financial Year ended March 31, 2016 to ₹ 7,843.89 million and ₹ 1,079.28 million in Financial Year ended March 31, 2018, respectively, representing a CAGR of 30.26% and 84.45%, respectively. As of Financial Year ended March 31, 2018, our return on net worth was 22.72%*. We also have a consistent record for paying dividend and our Dividend Payout Ratio was 18.10% in Financial Year ended March 31, 2018. While our revenues have been growing, we have focused on managing our costs by leveraging the efficiencies inherent in our technology-based business model, which we believe is evolving, scalable and asset-light.

*Return on Net Worth (%) = Net profit as restated divided by Net worth at the end of the year/ period.

As of June 30, 2018, we have a dedicated team comprising 50 members focusing on qualitative and quantitative research requirements related to the financial markets, across various segments and products based on our clients’ requirements, their risk appetite and their time horizon for investments. Our analysts publish research reports on a daily, weekly and monthly basis along with specific event-based reports, for our clients, to enable them to make informed investment decisions across equity, commodity, equity derivatives, commodity derivatives and currency derivatives segments.

6. Proven and Experienced Management Team and Execution Strength

We have a strong management team with experience in the Indian financial services and broking sectors. The quality of our management team has been significant in achieving our business results. All members of our senior management team have substantial experience. One of our Promoters, Dinesh D. Thakkar has over 25 years of experience in the broking industry and is the founder of the Angel Group. Our other Promoters, Ashok D. Thakkar and Sunita A. Magnani have over 18 years and over 13 years of experience, respectively, in the “Angel” group.

Our management team is responsible for formulating our business strategy, devising and executing marketing and sales plan, managing our service areas, diversifying our business and sector mix, ensuring strong operating and technology platforms and expanding our client relationships.

Further, our management team enables us to conceptualise and develop new services, effectively market our services, and develop and maintain relationships with various stakeholders and intermediaries including our clients and sub-broker network. For further information relating to our management, please see the section entitled “Our Management” on page 186.

Our Strategies

Going forward, the following are our business strategies:

1. Diversify and expand our retail client base

We intend to strengthen our leadership position to become the largest retail broking firm in India, both by broking revenue and active clients. In particular, we aim to enhance our market position in the growing retail broking segment, by continuing to focus on acquiring and retaining clients, product innovation, leveraging our web and digital broking platforms and brand to acquire clients through these platforms, our branches and our extensive sub-broker network, analysing client behaviour and provide personalized recommendations. Further, we intend to expand and offer all the financial services required by our retail clients.

We aim to increase our client base, increase the number of trades and transactions, thereby increasing retail broking revenues. We intend to widen our analysts' recommendations, create an integrated consumer behaviour engagement model, which enables us to serve our clients better and increase our engagement with them through implementation of technology, across various devices and means of communication. We also intend to diversify and increase our retail client base by catering to various clients across different age groups with digital applications such as "Angel BEE" which has been designed to specifically suit the needs of the millennial generation. We also believe that we will be able to increase our retail client base by providing multilingual services on our online platforms to ensure reach to a larger investor base and capitalise on the underserved client base with simplicity in advice.

We also intend to strengthen our client support systems to ensure that we are able to provide anytime, anywhere access through various modes of communication.

2. *Continuously developing implementation of technology and enhancing digital infrastructure*

We believe that we are at the forefront of application of technology and digitalisation in the broking business in India and are continuously striving to reach international standards of providing services to our clients. Given that a majority of our retail clients interact with us through our electronic broking platform, we continuously invest in the development of technology to ensure that we provide our clients with a superior, seamless and secure experience. Delivering innovative products, improving user interface across devices and ensure time optimisation for an increase in the performance and execution of trades has been and continues to be our strategy in technological development. We also intend to continue to ensure that we implement the best practices in respect of cybersecurity and increase our ability to operate with third parties to optimise our operations and provide our clients with a digital experience which is efficient and cost-effective. Our risk management framework is completely automated and we remain committed to enhance our systems to meet the growing needs and requirements of regulators, market participants and clients.

We believe that use of technology augments client relationships and enables reduction in errors and expenses, in addition to ensuring data privacy. We will continue to improve our systems to provide our clients with unified data architecture across sales, on-boarding, risk profiling, research recommendations, trade execution and settlement and generation of reports. With successful application of artificial intelligence to our investment advisory services, we believe that we will be able to implement artificial intelligence to other functions, enabling efficient and profitable growth of our business.

As our client base increases, we will have access to an increasing amount of data. We intend to continue investing in our analytical capabilities to ensure that we are able to gain actionable insights from such data while ensuring compliance with the privacy requirements of our clients. We have, and will continue to, use analytics and artificial intelligence to help us understand client preferences, design new products, identify targets for cross-selling and increase transactions with our clients.

3. *Establish a leadership position in the investment advisory space*

We provide investment advisory services through our various applications and our website, which are supplemented by "ARQ", a rule based investment engine. We currently provide our clients with customized solutions to assist them achieve their investment goals across various investment asset classes such as equities, derivatives, currency and commodities, mutual funds, fixed deposits and bonds, health insurance and life insurance products. The launch of "Angel BEE" as the digital interface for sourcing, client acquisition and digital interaction with our clients further strengthens our focus on technology. "Angel BEE" is our platform through which we provide retail wealth management and personalised investment recommendations to our clients.

We intend to continue to maintain high growth and profitability by increasing the scope and intensity of activities in our existing investment advisory business by providing such services to a wider range of clients and ensuring that other platforms of the Company are capitalised in order to efficiently manage the wealth of clients. We intend to capitalise on our existing retail client base to ensure that our wealth management business increase over time and each of our clients receive personalised and satisfactory services. We believe that our significant retail broking client base presents us with the potential to cross-sell third-party products suitable to their requirements. In particular, we believe that certain asset classes are underpenetrated among our client base and we will leverage our analytics capabilities to selectively target client based on their likelihood to purchase such products. We also intend to continue to engage with third-party providers to increase the number of products available to our clients.

Our diversification across financial products and services, coupled with our organizational structure and culture, provides us with an ability to offer various products and services from across our businesses to our expanding base of broking clients. We believe that this will position us well to increase the proportion of our clients' total spending that we capture.

We also intend to capitalise on our digital marketing to generate client leads and introduce a number of initiatives to simplify client acquisition. This is in addition to new products that we launch regularly in line with client needs.

We believe that the increase in the purchasing power of individuals in the country and shift in the need to invest in financial products will enable us to capitalise on the same and ensure that our clients receive better returns over time.

4. Capitalisation of the growing investable wealth in India

According to the CRISIL Report, the financial market in India is expected to continue to grow in line with its historical trajectory, due to strong demand and supply-side drivers, such as the expected growth in the Indian economy, increasing urbanisation, increased consumerism due to higher per capita incomes, and favourable changes. This indicates market growth potential for established financial service providers in India such as us. Further, clients in India are also increasingly willing to pay a premium for higher quality of infrastructure and service, such as technology, automation and other value-added services and higher product safety.

In the last five years, there has been an increase in the amount of wealth invested in India in financial products as compared to traditional forms of investment. We intend to capitalise on these opportunities in the Indian financial market, given our experience in adopting technology and automation to service our clients. Further, we believe that the projected growth and the changes in the Indian financial market resulting from increased wealth and trading will result in an increase in the dependence of existing and new clients on financial services providers such as us. We believe that our wealth of experience, research capabilities, understanding of the financial markets, will result in us being able to capitalise on the growing investable wealth in India.

Our Business

Our principal business includes broking and advisory services, margin funding, and distribution of financial products which are complemented by our research services and investment advisory. The table below provides our revenue from each of our principal businesses:

(in ₹ million)

Description	Quarter ended June 30, 2018		Year ended March 31,									
			2018		2017		2016		2015		2014	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Brokerage Revenue (A)	1,228.43	63.41	4,784.59	62.56	3,594.10	66.94	3,141.57	70.22	3,326.99	74.43	2,584.16	78.91
- Online and digital channels	735.53	37.97	2,400.14	31.38	1,368.27	25.48	841.01	18.80	727.93	16.28	537.27	16.41
- Offline channels	492.90	25.44	2,384.45	31.18	2,225.83	41.46	2,300.56	51.42	2,599.06	58.14	2,046.89	62.50
Other Operating Income (B)*	708.71	36.59	2,863.06	37.44	1,775.13	33.06	1,332.53	29.78	1,143.07	25.57	690.71	21.09
Total (A+B)	1,937.14	100.00	7,647.65	100.00	5,369.23	100.00	4,474.10	100.00	4,470.06	100.00	3,274.87	100.00

*Other operating income includes interest from lending activities, income from depository operations, portfolio management services fees, income from distribution activity, membership fees from gym, personal training fees, surplus from cafeteria (net), income from software consultancy charges, interest on margin trading facility, interest received on fixed deposits with stock exchanges (current investment), profit on error trade, delayed payment charges, other gym income and profit / (loss) on sale of shares

I. Broking and Advisory

A. Broking services

We are one of the largest independent full-service retail broking house in India in terms of active clients on NSE as of July 31, 2018 (Source: CRISIL Report). Our clients trade in equities in the cash-delivery, cash-intraday, futures and options, indices – derivatives segment through various order types, including market orders, stop loss orders and valid till cancelled orders. We also facilitate participation in initial public offerings. Our brokerage revenue was ₹ 1,228.43 million, ₹ 4,784.59 million, ₹ 3,594.10 million, ₹ 3,141.57 million, ₹ 3,326.99 million, ₹ 2,584.16 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017, 2016, 2015 and 2014, respectively.

The following table shows our ADTO for broking services and our market share for the periods indicated:

(in ₹ million)

	Quarter ended June 30, 2018	Year ended March 31,				
		2018	2017	2016	2015	2014
ADTO - Overall	149,058.17	123,103.78	93,347.16	72,559.23	66,991.39	64,704.35
ADTO – Cash	18,506.46	16,792.90	9,109.07	6,429.88	6,968.17	3,917.54
Market Share - Cash ⁽¹⁾	10.26%	8.84%	6.72%	6.24%	6.42%	6.21%
ADTO – Commodity	17,368.49	14,202.33	15,542.11	13,099.64	11,431.16	16,423.51
Market Share - Commodity ⁽¹⁾	9.23%	8.31%	8.40%	7.62%	8.16%	7.13%

⁽¹⁾ Market share is the ratio of our ADTO to the sum of the retail ADTO on NSE, BSE and MCX

1. Products

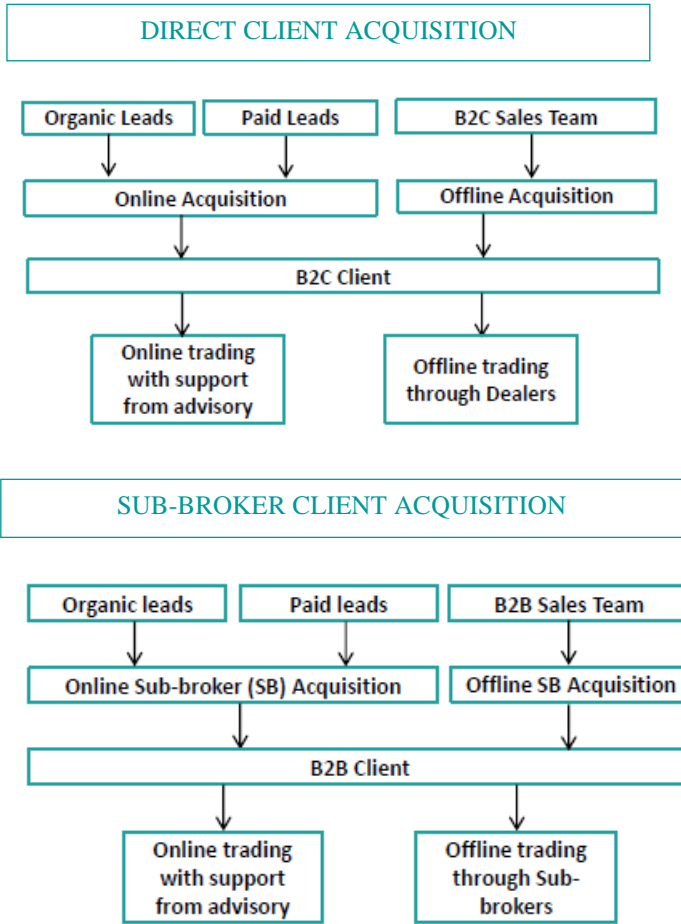
Our broking business primarily comprises broking services that we offer to retail clients trading in equities, equity derivatives, commodities and currency derivatives. As of June 30, 2018, the products for which we offer our broking services to our clients to trade in are as follows:

- *Equities*: Stocks listed on BSE and NSE.
- *Equity Derivatives*: Futures and options related to indices and stocks listed on the Stock Exchanges.
- *Currency*: Derivatives and future and options in U.S. Dollar, Euros, British Pound and the Japanese Yen.
- *Commodities*: Commodities futures and options listed on MCX and NCDEX.

2. Client Acquisition

Our broking business is anchored by our retail clients, to whom we offer products and services through (i) our online and digital platforms, (ii) our network of more than 11,000 sub-brokers, as of June 30, 2018; (iii) over 110 of our branches, and (iv) dedicated dealer helpdesks at our service centres in New Delhi and Mumbai. In order to avail broking services, our clients are required to open a trading and demat account. The entire process for opening the accounts is seamless with a paperless KYC processes.

Acquisition of clients is done either directly by us or through our exclusive sub-broker network. This may be done through organic leads, paid leads or dedicated sales team through both online and offline channels.



A standardised digital sales pitch is made to our clients based on their specific interests and familiarity with the stock markets. The sales pitch aims to provide clients with details of the products and services offered by our Company. Further, we have entered into agreements with various banks and financial institutions to enable us to provide our clients with greater flexibility in the use of their existing bank accounts with our online systems. We are currently integrated with five banking companies to enable our clients to seamlessly transfer funds on a real-time basis. We have also entered into arrangements with various third parties to provide our clients with incentives upon opening of accounts with us.

3. Platforms

We provide our broking services through various web, digital and exe. platforms, (i) “*trade.angelbroking.com*”; (ii) “*Angel Broking*”, (iii) “*Angel BEE*”, and (iv) “*Angel SpeedPro*” which are all powered by “*ARQ*”.

(i). *Angel Broking – Mobile Application and Website*

a. Angel Broking – Mobile Application

The Angel Broking mobile application provides a platform for our clients’ trading and investment requirements and is powered by ARQ, a rule based investment engine. The application enables clients to maintain a comprehensive portfolio management for an individual and family members. Through the Angel Broking mobile application, our clients may trade in equity, futures and options, currencies, commodities across stock exchanges, make investments in initial public offerings and make investments in mutual funds. The application provides live market updates of up to 250 scrips enabling our clients to make real-time trading decisions and execute such trades in a seamless manner. Research from our research and investment advisory teams, powered by ARQ, provides our users with personalised investment advice. The application provides approximately 110 technical chart indicators and overlays to help clients analyse different aspects of the securities.

The application is supported by payment gateways and digital bank integration with over 40 banks, being one of the first to integrate UPI based payments. Detailed analytical reports like security holdings, ledger report, funds, depository transactions, auction details, trade history, summary of profit and loss and contract notes may also be accessed from the application. It provides “one tap access” to portfolios and reports using a one-time password.

b. Angel Broking - Trade.AngelBroking.com

Our website, ‘*trade.angelbroking.com*’, is a web-based trading platform with a simplified interface to meet clients’ investment needs. Clients may invest in multiple investment classes using a single platform including equities, mutual funds, commodities, currency, bonds and in initial public offerings. It is a secure and robust platform which uses technology backed by robust infrastructure and dedicated disaster management system, powered by ARQ. On the website, clients can manage their investments, create watch lists, track stocks with technical chart indicators and make scheduled investments.

On the website, clients may execute trades on a real time basis across stock exchanges including NSE, BSE and MCX and participate in initial public offerings, using ASBA facility. Our Company also provides clients with an auto pay-out facility to the bank account mapped by the client.

(ii). *Angel BEE*

Angel BEE is a digital platform, developed with an aim to fulfil the financial requirements of our clients, with a focus on millennials, by inculcating investment discipline and providing avenues for independent financial management. It offers instant, “on-the-go”, paperless and personalized solutions through which clients can manage their financial portfolio. Activation of an account by a client on Angel BEE is a paperless and seamless process.

All mutual fund recommendations through Angel BEE are based on ARQ, our rule based investment engine which identifies the funds under various categories such as equity, debt, balanced and ELSS. Angel BEE provides details of these schemes along with their past performance, to enable clients to make an informed decision while selecting the mutual funds in which they may invest. It also provides scheme ratings from ARQ and various independent rating agencies which can be leveraged in selecting the mutual funds that may be most suited to a client’s investment objectives. Further, “Big Savings Account” is another feature of Angel BEE, which permits clients to invest their free funds into liquid assets, as against the maintaining the same in their savings bank account. It also provides real time withdrawal option, up to a certain limit, without any charges.

On the “*Angel BEE*” application, a client can also aggregate their investments, which are made through other sources thereby enabling our clients to view their consolidated investment portfolio, maintain a record of the holdings and view the profit and loss statement. On being given specific permissions, “*Angel BEE*” is capable of auto-reading all the transactions from the clients’ CAMS statement and can display the consolidated details in their portfolio. The application also has the ability to showcase spending trends, withdrawals, and cash and online spends across various bank accounts for our clients.

(iii). *SpeedPro*

SpeedPro is an application trading platform that enhances a clients' trading experience further, with faster execution of trades combining seamless execution and monitoring of positions across various exchanges such as NSE, BSE, and MCX and investing in multiple asset classes. Client receive instant calls, alerts and advisory from Angel real time, may place multi-leg and bracket orders, and track stocks with the help of in-built technical charts with over 70 indicators. All trades and portfolios can be tracked easily and reports of the same may be received with ease. *SpeedPro* is a trading software which provides clients with a single window trading experience along with trade monitoring capabilities. It is a secure, robust platform with one-click installation and is designed to meet traders' requirements.

(iv). *NXT, the Next Gen Platform for Sub-Brokers*

NXT is a platform which uses technology to help our sub-brokers to be an integral part of the digital ecosystem and effectively utilise the business opportunities that are generated through our various marketing initiatives. It is an advanced digital marketing and client relationship management tool, that helps the sub-brokers digitally market their services on various social and professional networks, integrate the leads into our robust lead management system, effective engage and service clients through dashboards, track client stock performances, cross-sell mutual funds and other financial products.

Digital marketing enables our business partners to effectively utilise their social and professional networks to obtain details of potential clients from their networks. NXT offers support in terms of sharing qualified posts, tracking assistance and converting potential clients into active clients. The leads generated through digital marketing are integrated in the lead management system which tracks client's generation and client acquisition. The Digital KYC process can be completed from the lead management system, which makes the process expeditious. Additionally, our sub-brokers are able to track their business through various parameters such as revenue generated, client acquisition and mutual funds AUM and compare their performance with their peers.

Additionally, NXT offers "*Customised ARQ*", an extension of the rule based investment engine. Sub-brokers are empowered to design their own ARQ advisory, based on the clients' risk profile, allowing them to provide clients a diversified portfolio with asset allocation across various financial asset classes.

Further, NXT provides a feature "*Integrated Platform for Equity and Mutual Funds*", enabling sub-brokers to offer a streamlined experience to their clients, by providing them with services such as goal planning, long term portfolio building, tracking the clients' SIP calendar and populating potential information, which may be discussed by our sub-brokers with their clients.

NXT also provides "*Dormancy Prediction*", which is a tool to predict the clients' behaviour and trading patterns.

B. *Research and Investment Advisory services*

We also provide research and investment advisory services to our clients.

1. Research services

As of June 30, 2018, we have a dedicated team comprising 50 members who cater to quantitative and qualitative research requirements relating to the stock market such as fundamental, technical, derivatives, commodities, and mutual funds. Research is conducted on stocks, commodities and currencies traded on the stock exchanges, across various sectors based on our clients need, risk appetite and time horizon. Our analysts publish research reports on daily, weekly, monthly and quarterly basis. Apart from these, specific event-based reports and advisory services are also provided to our clients, which enable them to make informed investment decisions across equity – cash delivery and intra-day, equity derivatives, commodity derivatives and currency derivatives segments.

We aim at identifying stocks based on market trends and rule based algorithms to provide clients with specific research inputs, which complement the investment objectives of our clients and enhance the value of their portfolios. Currently, "*Angel Top Picks*" is the flagship equity product from our fundamental research desk, delivering outperformance against BSE100 since its launch (October 2015). Our reports are extensive in coverage, analyzing all key data points and events, thereby helping our clients understand them better.

We also have a dedicated research team that covers commodity and currency research such as the bullion, base metals, energy and agriculture, on a real time basis, analyzing events that impact demand and supply along with price movements. On the currencies front, we cover all the major currencies, including the U.S. Dollar.

2. Investment Advisory services

We provide our investment advisory services through our dedicated team of equity advisors and through our mobile based applications, such as “*Angel Broking*” and “*Angel BEE*”.

(i). Angel Equity Advisory

The Angel Equity Advisory is focused on identifying short-term trading strategies in equity cash, equity futures and options, currency and commodities segments, based on technical analysis. We have a dedicated team with considerable experience in capital markets possessing profound understanding of market dynamics and key price drivers, which enables them to generate short-term recommendations. We are generally focused on the Top500 stocks, as we believe that these are most liquid and therefore form a basis for our technical analysis study.

(ii). ARQ Advisory

ARQ is a rule based investment engine which applies artificial intelligence to create a predictive investment recommendations supported by machine learning, cutting-edge cognitive technology, and deep industry insight. ARQ provides customized investment advisory services, across asset classes such as equity, debt and gold, upon examining the clients risk appetite and advising them on asset allocation by leveraging the Modern Portfolio Theory, to recommend investments specific to each individual client.

ARQ stock strategies are based on alpha-generating algorithms that take into account multiple fundamental and quantitative factors, to identify stocks which are best suited for the clients’ needs. Prior to recommending investment strategies, these strategies are tested for not only their return potential but also to evaluate and minimize the risks involved, in order to generate index-beating risk-adjusted returns. ARQ is also capable of prompting clients to rebalance their portfolio and diversify their investments based on the clients’ requirements.

ARQ also provides ratings to all the listed companies based on various parameters including the size of the company, market capitalization, revenue, asset base, operating and financial parameters including financial ratios and returns ratios. We believe that ARQ ratings assist an investor to make investment decisions based on the company’s fundamentals and governance framework.

We believe, that ARQ provides clients with a superior experience which is user-friendly and seamless. While ARQ does not require any minimum investment commitment, clients who have a trading account with us, may also invest in relevant products recommended by ARQ, through our web and mobile based applications.

3. Investor Education

Our website, www.angelbroking.com, is a knowledge center which aims to empower our clients with knowledge in respect of trading and investments. We also regularly enhance the knowledge of our retail clients on our products, research and market trends, through various digital initiatives. Additionally, we conduct periodic sessions with retail investors to impart education regarding investments in equity, equity derivatives, commodities and currency products.

We also have a dedicated team that is aimed at only educating our clients on futures and options. Our team reaches out to clients, who are interested in this segment and helps them to understand the market dynamics of the segment. This team is certified by National Institute of Securities Market and is trained in the derivatives segment.

We also have an active blog to provide clients with an understanding of securities and financial matters including those of stock markets, guidance to fundamental and technical research, personal finance and the economy. We regularly conduct webinars and publish educational videos on our website on matters such as reasons for investing in the equities, commodity and currency markets, basics of trading, advanced trading techniques and derivatives trading.

II. *Other financial services*

In addition to our broking and advisory services, we also provide margin funding facilities, non-margin trading facility designated client lending, distribution of third-party mutual funds, life and health insurance products.

A. *Margin Trading Facility and Non-Margin Trading Facility Designated Client Lending*

We provide margin trading facility to our clients to enable them to leverage their eligible collaterals, by funding their requirements in the cash delivery segment of equities. Such funding is subject to exposure against margins,

which are mandated by the Stock Exchanges, with the margin money and underlying securities forming part of the collateral, for such funding. We provide margin funding for up to 77.50% of the purchase value by the client. Securities purchased by clients, against the margin funding facility availed from us, are retained in the client pool demat account of the company, maintained specifically for the purpose of margin trading. Margin calls are made if there is a shortfall of margin by 50.00% or more, in the margin funded portfolio, for which margins are required to be replenished immediately by transferring funds or collateralizing additional eligible securities. In order to avail margin trading facility services, our clients are required to enter into margin trading facility agreement, along with a power of attorney in our favour to operate their demat accounts.

On a standalone basis, our clients availed loans for margin trading facility and trade receivables has grown from ₹ 4,375.06 million as of Financial Year ended March 31, 2016 to ₹ 11,349.48 million as of Financial Year ended 2018. This funding is exclusive to our broking clients only, who intend to leverage their collaterals to participate further in the markets. As of June 30, 2018, our margin trading facility book of ₹ 8,119.38 million was spread over 82,086 clients, with the average exposure of ₹ 00.10 million per client.

B. *Distribution Activity*

Our distribution business primarily consists of the distribution of third party mutual funds, and life and health insurance products to our clients. We earn commissions from third parties for the distribution of their products, which may be in the form of recurring commissions for longer-term products. Our income from distribution activity was ₹ 30.76 million, ₹ 125.56 million, ₹ 69.93 million, ₹ 40.98 million, ₹ 42.42 million and ₹ 25.25 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017, 2016, 2015 and 2014, respectively.

1. Mutual Funds

We follow an “open-source” distribution model, pursuant to which we distribute mutual funds of third parties irrespective of their affiliation or size. As of June 30, 2018, we distributed 36 mutual funds schemes. We also provide our clients with a range of tools and information, including ratings (including third party ratings), and historical performance, to identify the right funds to invest in. The commissions that we receive from such third-party funds are linked to the contribution to their AUM from our distribution.

The AUM of the mutual funds distributed by us was ₹ 3,935.86 million, ₹ 2,185.21 million, ₹ 1,240.56 million, ₹ 1,340.05 million and ₹ 1,121.48 million in Financial Years 2018, 2017, 2016, 2015 and 2014, respectively, and our revenue from mutual fund distribution was ₹ 13.98 million, ₹ 41.10 million, ₹ 17.19 million, ₹ 8.88 million, ₹ 14.10 million and ₹ 7.05 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017, 2016, 2015 and 2014, respectively.

2. Life and Health Insurance

One of our subsidiaries, Angel Financial Advisors Private Limited is registered as a Corporate (Composite) Agent with IRDAI and distributes various types of life insurance policies such as term insurance plans, traditional savings plans and unit-linked insurance plans. We currently distribute life insurance products of Aditya Birla Sun Life Insurance Company Limited, ICICI Prudential Life Insurance Corporation Limited and HDFC Standard Life Insurance Company Limited. The commissions that we receive on the distribution of these products are linked to, among other things, their premiums.

In terms of general insurance, we offer health insurance products. We currently distribute health insurance products of Apollo Munich Health Insurance Company Limited and CignaTTK Health Insurance Company Limited and general insurance products of Bajaj Allianz Life Insurance Company Limited.

Our revenue from distribution of insurance products was ₹ 14.66 million, ₹ 78.98 million, ₹ 49.33 million, ₹ 31.85 million, ₹ 28.11 million and ₹ 17.82 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017, 2016, 2015 and 2014, respectively.

C. *Loans against Shares*

We offer, through our Subsidiary, AFPL, loans against shares as per our approved list of securities, based on margin regulations prescribed by RBI. The total interest from lending activities was ₹ 41.34 million, ₹ 171.15 million, ₹ 140.38 million, ₹ 177.51 million, ₹ 437.81 million and ₹ 172.61 million for quarter ended June 30, 2018 and in Financial Years 2018, 2017, 2016, 2015 and 2014 respectively.

Digitalisation and Information Technology

Digitalisation and information technology has revolutionised the securities and financial markets. We also believe that various Government initiatives such as Jan Dhan Yojna, Aadhaar and Rajiv Gandhi Equity Savings Scheme are aimed towards financial inclusion and digitalisation of financial services, along with easier access and acceptance to provide platform for exponential growth of digital financial services in India. We have recognised, and continue to address, the need to have sophisticated technology systems in place to meet our clients' requirements, provide personalised services, reduce costs for client acquisition, reduce costs of servicing clients and maintain and enhance a robust risk management system. We have, towards such endeavour, a dedicated information technology team that continues to develop and maintain our information technology systems to enhance our systems and innovate information technology for the securities industry. We have three co-located data centres, have outsourced the core order management systems to third parties and have invested in high-performance trading software which are developed by our in-house team. Our technology infrastructure is aimed at ensuring that our trading and information systems are up-to-date, reliable and secure.

We maintain our technology by undertaking regular audit of our applications and website to test for errors, vulnerabilities, data validation, hacking, authentication and authorisation. Such audit enables us to identify and rectify any errors or vulnerabilities in order to provide our clients with a secure and seamless experience.

We are committed to the ongoing development, maintenance and use of information technology in various business activities. We expect technology developments to greatly improve client service quality and provision of customized value-added products and services. We also expect technology developments to improve our trading, execution and clearing capabilities, improve our sales targeting, aid us in effectively managing our risks and improve our overall efficiency and productivity.

Risk Management

We have an established risk management policy for all our businesses to manage and mitigate the risks, we are exposed to. The objective of our risk management framework is to regulate transactions undertaken by our clients and pre-empt various types of risks we, or our clients, are likely to face. The policy is aimed at (i) ensuring identification, measurement and mitigation of risks; (ii) providing processes and precautions that may be adapted to contain such risk; and (iii) ensuring systematic responses are adopted to address any risks that may materialise.

We have broadly classified the policy into nature of the risks, their identification, the manner in which such risks are addressed; and the responsibility to mitigate such risks. Please see the section entitled "*Risk Factors*" on page 17 for details on the risks related to our business and the financial services industry.

Risk Management Committee

We have also constituted a Risk Management Committee comprising our Directors and senior management personnel, which frames and reviews risk management processes and controls. The Risk Management Committee's terms of reference include (i) monitoring and reviewing the risk management plan of our Company; (ii) identification and management of risk; (iii) monitor compliance of the risk management policy; and (iv) review and respond to business and external risks.

Compliance

Our Board, through the Audit Committee, oversees our compliance framework. We have adopted various policies and procedures related to internal compliance, including a code of practice and procedure for fair disclosure of unpublished price sensitive information, an anti-bribery and anti-corruption policy, an anti-money laundering policy and vigil mechanism policy. These policies have been adopted to ensure compliance with relevant laws and applicable regulatory guidelines issued by the relevant regulatory, statutory and enforcement authorities, from time to time. We have a standard process of identifying and addressing compliance risks and regularly review our policies and procedures related to internal compliance.

Client Support

We support our clients through our mobile applications, our online web based platform, service centres and through our network of sub-brokers. We have entered into various arrangements with our sub-brokers for providing broking services and client support to our clients through sub-brokers. We also have a centralized support team, branches and self-support tools on our website to provide our clients with the services that are required. Our verification processes ensure a swift and secure client experience. We have a strong team to monitor the quality of our client interactions to ensure that interactions are reviewed and improved on a regular basis.

We also have a fraud detection team which, through various parameters, prevent frauds in respect of client accounts through unique systems and processes. Our robust complaint management system helps us resolve the complaints and queries within a

defined turnaround time. The number of complaints received from clients in relation to our business operations by NSE per traded client has decreased over time from 0.24% in Financial Year 2014 to 0.02% for the quarter ended June 30, 2018.

Competition

We compete, directly or indirectly, with various companies in the financial services industry, including Indian and foreign brokers and discount brokers. For risks in relation to competition faced by us, please see the section “*Risk Factors - We face significant competition in our businesses, which may limit our growth and prospects*” on page 25.

Employees

We believe that our human resources are an important contributor to the success of our business. As of June 30, 2018, we had over 3,500 full-time employees. We believe in attracting, training and retaining young talent to build a strong base of knowledge and expertise for the future.

We offer our employees continuous education programmes aimed at diversifying their knowledge and experience and capitalising on their potential. We have also received certification as a “Great Place To Work” from The Great Place to Work Institute for the period between April, 2017 and March, 2018 and for the period between March, 2018 and February, 2019.




Property

Our Registered Office is situated at Andheri, Mumbai. As of June 30, 2018, our operations were spread over 110 branches in India. Most of our branch offices are operated primarily through leased premises, whilst some are owned by our Company.


Insurance

We have insurance policies providing coverage for our assets against losses from fire, burglary and certain other risks. We also maintain insurance policies against third-party liabilities, including a dealing errors policy, a group term insurance policy, a group personal accident policy and a group health insurance policy to cover the medical expenses incurred by our employees during hospitalisation. Although we believe we are adequately insured, we could suffer from losses due to unforeseeable circumstances or adverse situations which may not be insurable. For details in relation to the risks in relation to inadequate insurance, please see the section entitled, “*Risk Factors – Our insurance coverage could prove inadequate to cover our losses. If we were to incur a serious uninsured loss or a loss that significantly exceed the limits of our insurance policies, it could have a material adverse effect on our business, results of operations and financial condition*” on page 35.

Intellectual Property

Our intellectual property includes trademarks associated with our business, such as “ Angel Broking | ARQ”, “ Angel Broking”, “ ARQ”, “*Angel Swift*” and “*Angel SpeedPro*”. We have registered various trademarks associated with our business, which we regard as important to our success. Our Company has a total of 17 registered trademarks, in accordance with the Trade Marks Act, 1999.

While we have made applications for registration of the trademarks and word marks for “*Angel - Securities*”, “*Angel – Trade*”, “*Angel – Gold*” and “*Angel*”, under various classes in accordance with the Trade Marks Act, 1999, these applications have been objected to or opposed by third parties on grounds including such trademarks and word marks being deceptively similar to the trademarks and word marks registered by such third parties. Additionally, we have made an application dated July 14, 2018 for

the registration of our trademark “”. We cannot assure you that the trademark will be registered in our name as the application is still pending. Additionally, our brand slogan “*Service Truly Personalized*”, has currently not been registered by us as a word mark.

REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations in India, which are applicable to us. 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 the applicable regulations provided below may not be exhaustive, and are only intended to provide general information to the Bidders and are neither designed nor intended to substitute for professional legal advice. For details of certain key government approvals obtained by us, please see the section entitled "Government and Other Approvals" on page 363.

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.

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 stock brokers, 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, stock brokers, sub-brokers, 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:

SCRA

The SCRA was enacted to prevent undesirable transactions in securities by regulating the business of dealing in securities, by 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 recognised stock exchanges the powers to make bye laws for regulation and control of contracts for, or relating to, the purchase or sale of securities.

SCRR

The SCRR provides, among other things, the requirements with respect to listing of securities on a recognised stock exchange, the manner of submitting applications for recognition of stock exchanges, and the qualifications for membership of a recognised stock exchange. It also empowers SEBI to appoint persons to inspect the books of accounts and other documents to be maintained and preserved by every member of a recognised stock exchange, in terms of these rules.

SEBI Stock Brokers and Sub-brokers Regulations

The SEBI Stock Brokers and Sub-brokers Regulations provide that no person shall act as stock broker, clearing member or sub-broker unless he holds a certificate granted by SEBI under these regulations. The SEBI Stock Brokers and Sub-brokers Regulations, lay down, amongst other things, the eligibility criteria, the conditions for grant of certificate to a stock broker, clearing member or sub-broker and their general obligations and responsibilities. Further, every stock broker, clearing member or sub-broker is required to abide by the code of conduct as specified under the SEBI Stock Brokers and Sub-brokers Regulations.

Pursuant to the SEBI circular dated August 3, 2018, SEBI has decided to discontinue with sub-brokers as intermediaries to be registered with SEBI. Accordingly, no fresh registration shall be granted to any person to act as a sub-broker and all registered sub-brokers shall have time until March 31, 2019, to migrate to act as an 'Authorised Person' and/or a trading member. A sub-broker who does not migrate to act as an 'Authorised Person' and/or a trading member shall be deemed to have surrendered their registration with SEBI as a sub-broker with effect from March 31, 2019. Upon the successful migration from a sub-broker to an 'Authorised Person', the certificate of registration as a sub-broker granted by SEBI shall stand withdrawn.

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 dated December 16, 2016 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 stock brokers based on the inspection policy specified by SEBI.

SEBI Portfolio Managers Regulations

The SEBI Portfolio Managers Regulations provide that no person shall act as a portfolio manager unless he holds a certificate granted by SEBI under these regulations. The SEBI Portfolio Managers Regulations, lay down, amongst other things, the eligibility criteria, conditions for grant of certificate to a portfolio manager and its general obligations and responsibilities. Further, every portfolio manager is required to abide by the code of conduct as specified under the SEBI Portfolio Managers Regulations at all times.

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 at all times.

SEBI Mutual Funds Regulations and AMFI Guidelines

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.

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.

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 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 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 Stock Brokers and Sub-brokers Regulations, the SEBI Portfolio Managers Regulations, the SEBI Investment Advisers Regulations and the SEBI Research Analysts Regulations.

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.

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.

RBI Act

The RBI Act provides for registration criteria for a non-banking financial company. Further, it provides for a specific maintenance of percentage of assets by every non-banking financial company and creation of a reserve fund. The Reserve Bank of India Act regulates the issue of a prospectus or advertisement soliciting deposits of money from the public by any non-banking financial corporation. It lays down the powers and duties of an auditor to ensure non-banking financial company furnishes all statements, information and particulars as required by law. RBI has the power to file winding up petition against a non-banking financial company and impose appropriate penalties in cases of failure of registration of a non-banking financial company.

SEBI Intermediaries Circular on Conflicts

The SEBI Intermediaries Circular on Conflicts 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.

Prevention of Money Laundering Act

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.

PFRDA (POP) Regulations

PFRDA, in order to regulate and encourage an independent, strong and effective distribution channel for National Pension System, has framed PFRDA (POP) Regulations. The PFRDA (POP) Regulations provides, amongst others, the eligibility and procedure for obtaining the certificate of registration to carry on business as point of presence. Further, every point of presence is required to adhere to a code of conduct prescribed under the PFRDA (POP) Regulations. PFRDA has powers to conduct inspection of point of presence to, ensure, amongst others, that the books of accounts are being maintained in the manner required under applicable law.

IRDAI Registration of Corporate Agents Regulations

Corporate agents are granted a certificate of registration by IRDAI in accordance with the IRDAI Registration of Corporate Agents Regulations. A corporate agent is permitted to act as a corporate agent for a maximum of three life, three general and three health insurers and is required to adopt a board policy on the same. The corporate agents are required to adhere to a code of conduct on soliciting and servicing of insurance policies as prescribed by these regulations. IRDAI has the power to inspect records of corporate agents, and review performance of their activities and initiate disciplinary action, in case of deficiencies.

Laws relating to employment

The following is an indicative list of labour laws applicable to the business and operations of Indian companies as may be applicable in each state:

- Employees’ Compensation Act, 1923;

- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- various Shops and Establishments acts.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated on August 8, 1996 as M. BNL. Securities Private Limited, a private limited company, under the Companies Act, 1956, with the RoC. Thereafter, our Company was converted from a private limited company to a deemed public company, pursuant to Section 43A of the Companies Act, 1956, and consequently, the term “private” was deleted by the RoC from the name of our Company with effect from March 15, 1997. Thereafter, our Company was converted from a deemed public company to a private limited company and consequently, the name of our Company was changed to M. BNL. Securities Private Limited and the term “private” was added by the RoC to the name of our Company with effect from June 17, 2003. Subsequently, the name of our Company was changed to Angel Infin Private Limited pursuant to a special resolution passed by our Shareholders on March 15, 2005 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on March 31, 2005. Further, the name of our Company was changed to Angel Global Capital Private Limited pursuant to a special resolution passed by our Shareholders on December 16, 2008 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on January 22, 2009. Thereafter, the name of our Company was changed to Angel Broking Private Limited pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited), and such change was approved pursuant to a special resolution passed by our Shareholders on May 2, 2012 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on May 16, 2012. Subsequently, our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by the Shareholders of our Company on June 22, 2018 and the name of our Company was changed to Angel Broking Limited. A fresh certificate of incorporation consequent to the conversion of the Company to a public limited company was issued by the RoC on June 28, 2018.

Changes in the Registered Office of our Company

Except as disclosed below, there has been no change in the Registered Office of our Company:

Date of change	Details of change	Reason for change
June 1, 2005	From 47, Tamarind Lane, Raja Bahadur Mansion, Fort, Mumbai 400 001 to G-1, Ground Floor, Akruiti Trade Centre, Road No. 7, MIDC, Andheri (East), Mumbai 400 093	Administrative convenience

Main Objects of our Company

The main objects of our Company as contained in the Memorandum of Association are provided below:

So long as the Company is engaged in stock broking as a member of any recognized Stock Exchange in India, it will engage itself in only such business as a member of a recognized Stock Exchange is permitted to engage in under the Securities and Contracts (Regulation) Rules, 1957, and the Rules, Bye-laws and Regulations of the Stock exchange. Subject to the foregoing the objects for which the Company is established are:

- To carry on the business of shares and stock brokers and dealers, sub-brokers, underwriters and sub-underwriters, agents and brokers for subscribing to and for the sale and purchase of securities, stocks, shares, debentures, debentures-stocks, bonds, units of Certificates of Mutual Funds, Savings, Certificates, Commercial Paper, Certificate of deposit, debt instrument, distribution of home loans, deposits, money market instruments, participation certificates in respect of any loans, deposits or securities global or any other deposit receipts and any other instrument of paper evidencing any right to any security debt or property of any nature whatsoever and whether transferable or not and treasury bills, Government Securities or other financial instruments of obligations of anybody corporate, authority whether Central, State or Local undertaking whether public or private and provisional documents relating thereto and to deal with or speculate in share and securities and to do option and further trading and all types of financing like arbitrage, share financing including margin funding.*
- To undertake and provide advisory, consultancy and procedural services for portfolio management and maintenance to act as investment analysts, investment advisors and investment bankers to manage funds of any individuals or Company in various avenues like growth funds, income funds risk funds, tax exempt funds, pension and superannuation.*
- To act a depository participant and undertake all the activities, functions and obligations of the depository participant and such other activities which are incidental or ancillary thereto in India and abroad.*

Amendments to the Memorandum of Association of our Company

The amendments to the Memorandum of Association of our Company since its incorporation are provided below:

Date of Shareholders' resolution	Particulars
August 23, 1996	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised Equity Share capital of our Company from 100,000 Equity Shares amounting to ₹ 1.00 million to 500,000 Equity Shares amounting to ₹ 5.00 million.
December 7, 1996	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised Equity Share capital of our Company from 500,000 Equity Shares amounting to ₹ 5.00 million to 2,000,000 Equity Shares amounting to ₹ 20.00 million.
Please see Note 1 below	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised Equity Share capital of our Company from 2,000,000 Equity Shares amounting to ₹ 20.00 million to 3,000,000 Equity Shares amounting to ₹ 30.00 million.
Please see Note 2 below	Clause I of the Memorandum of Association was amended to reflect the change in the name of our Company from M. BNL. Securities Private Limited to M. BNL. Securities Limited, upon the conversion from a private limited company to a deemed public company.
November 11, 1997	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised Equity Share capital of our Company from 3,000,000 Equity Shares amounting to ₹ 30.00 million to 5,000,000 Equity Shares amounting to ₹ 50.00 million.
March 31, 2003	Clause I of the Memorandum of Association was amended to reflect the change in the name of our Company from M. BNL. Securities Limited to M. BNL. Securities Private Limited, upon the conversion from a deemed public company to a private limited company. The word "private" was inserted in the name of our Company by the RoC with effect from June 17, 2003.
March 15, 2005	Clause I of the Memorandum of Association was amended to reflect the change in the name of our Company from M. BNL. Securities Private Limited to Angel Infin Private Limited. A fresh certificate of incorporation dated March 31, 2005 was issued.
August 30, 2007	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised Equity Share capital of our Company from 5,000,000 Equity Shares amounting to ₹ 50.00 million to 15,000,000 Equity Shares amounting to ₹ 150.00 million.
December 16, 2008	Clause I of the Memorandum of Association was amended to reflect the change in the name of our Company from Angel Infin Private Limited to Angel Global Capital Private Limited. A fresh certificate of incorporation dated January 22, 2009 was issued.
November 29, 2011	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised Equity Share capital of our Company from 15,000,000 Equity Shares amounting to ₹ 150.00 million to 16,000,000 Equity Shares amounting to ₹ 160.00 million.
May 2, 2012	Clause I of the Memorandum of Association was amended to reflect the change in the name of our Company from Angel Global Capital Private Limited to Angel Broking Private Limited pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited). A fresh certificate of incorporation dated May 16, 2012 was issued.
March 16, 2012	<p>Clauses III (A), III (B) and III (C) of the Memorandum of Association were altered and replaced, pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited), by the following clauses:</p> <p>“(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:</p> <p><i>So long as the Company is engaged in stock broking as a member of any recognized Stock Exchange in India, it will engage itself in only such business as a member of a recognized Stock Exchange is permitted to engage in under the Securities and Contracts (Regulation) Rules, 1957, and the Rules, Bye-laws and Regulations of the Stock exchange. Subject to the foregoing the objects for which the Company is established are:</i></p> <ol style="list-style-type: none"> <i>To carry on the business of shares and stock brokers and dealers, sub-brokers, underwriters and sub-underwriters, agents and brokers for subscribing to and for the sale and purchase of securities, stocks, shares, debentures, debentures stocks, bonds, units of Certificates of Mutual Funds, Savings, Certificates, Commercial Paper, Certificate of deposit, debt instrument,</i>

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	<p><i>distribution of home loans, deposits, money market instruments, participation certificates in respect of any loans, deposits or securities global or any other deposit receipts and any other instrument of paper evidencing any right to any security debt or property of any nature whatsoever and whether transferable or not and treasury bills, Government Securities or other financial instruments of obligations of any body corporate, authority whether Central, State or Local undertaking whether public or private and provisional documents relating thereto and to deal with or speculate in share and securities and to do option and further trading and all types of financing like vyaj badla business, arbitrage, share financing including margin funding.</i></p> <p>2. <i>To undertake and provide advisory, consultancy and procedural services for portfolio management and maintenance to act as investment analysts, investment advisors and investment bankers to manage funds of any individuals or Company in various avenues like growth funds, income funds risk funds, tax exempt funds, pension and super annuation funds, and to pass on the benefits of portfolio investments to the investors as dividend bonus, interest to provide complete range of personal financial services, to act as financial consultants, management consultants, business consultants, advisors, counselors for investment planning, estate planning, tax planning an matters connected thereto.</i></p> <p>3. <i>To act as depository participant and undertake all the activities, functions and obligations of the depository participant and such other activities which are incidental or ancillary thereto in India and abroad.</i></p> <p>(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:</p> <p>1. <i>To appoint sub-brokers, agents, sub-underwriters, franchisees for furthering the above business, to act as managers or advisors or consultants tot eh issue of any of the securities aforesaid and to promote the formation and mobilisation of capital.</i></p> <p>2. <i>To provide financial services, custodial services, advisory and counselling services and facilities of every description capable of being provided by share and stock brokers, share and stock jobbers, share dealers, investment or fund managers and to arrange and sponsor public and private issues or placement of shares and loan capital and to negotiate and underwrite such issues.</i></p> <p>3. <i>To purchase or otherwise acquire as a going concern any partnership or sole proprietorship business dealing in shares and securities as a member of the Stock Exchange and all or any of the movable or immovable properties relating to or used in connection with the said business or otherwise acquire stock broking card in any other manner.</i></p> <p>4. <i>To guarantee the payment or performance of any debts, contracts or obligations or become security for any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money, and generally to act as agents for the collection, receipt or payment of money, an generally to act as agents for and render services to customers and others and to give guarantees and indemnities.</i></p> <p>5. <i>To insure or guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments of every description, as well as the fulfillment of contracts and other trading and commercial transactions of every description, whether at home or abroad, and to indemnify and person against the same, and to guarantee the payment of money secured by or payable under or in respect of any debentures, debenture-stocks, bon, mortgage, charge, security, contract or obligation of any person, persons or body corporate or bodies corporate or corporations, or any authority, supreme, municipal local or otherwise.</i></p> <p>6. <i>To enter into contracts, agreements and arrangements with any other company firm or person for the carrying out by such other company, film or person on behalf of the Company the objects for which the Company is formed.</i></p>

Date of Shareholders' resolution	Particulars
	<p>7. <i>To manage to carry on business, to buy, underwrite, to buy, underwrite, invest in and acquire and hold, lease, sell and deal in stocks, debenture-stock, bonds, mortgage, charge, security, contract or obligation of any persons, persons or body corporate or bodies corporate or corporation or any authority, supreme, municipal, local or otherwise, and to act as bankers, financiers, shroffs, traders, commission agents, technical consultants, financial consultants, managers to the issue of shares, debentures, bonds and securities or in any other capacity in any part of the world, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise.</i></p> <p>8. <i>To acquire the goodwill of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purpose to undertake the liabilities of any company, association, partnership or person.</i></p> <p>9. <i>To Subscribe, acquire or takeover membership, dealership, directorship, permits or to become a member of anyone or more stock exchanges, whether in India or outside, subsidise and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company.</i></p> <p>10. <i>To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which the Company is authorised to carry on.</i></p> <p>11. <i>To form, promote, subsidise, organize, and assist or aid in forming, promoting, subsidising, organizing or aiding companies, or partnerships having similar objects or all kinds for the purpose of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly the objects thereof and to acquire and hold shares, stocks or securities issued by or other obligations of any such Company.</i></p> <p>12. <i>To enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in about to carry on or engage in any business or transaction which this company is authorised to carry on or engage, to lend money, to guarantee the contracts of or otherwise assist any such person and to take or otherwise acquire shares and securities of any such company.</i></p> <p>13. <i>To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase for fully or partly paid up shares or otherwise of the undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.</i></p> <p>14. <i>To invest and deal with the moneys not immediately required of the Company in or upon any stock, debentures, debenture stock, bonds, obligations, and securities issued or guaranteed by any company or corporation and debentures, debenture stock, bonds, obligations, and securities issued or guaranteed by any government, sovereign ruler, commissioner public body or authority, supreme, municipal, local or otherwise or any other securities or in shares of any Company (other than the shares of the Company) and in such manners as may from time to time be determined and to vary and transpose and such investment.</i></p> <p>15. <i>Subject to the provisions of Section 58-A and directives of the Reserve Bank of India Issued in this behalf, to borrow or raise money, or receive money on deposit either with or without security or secured by liquid or fixed assets, issue of Bonds, convertible or non-convertible debentures, debenture-stock, perpetual or terminable, payable or otherwise and issue at par or at a premium or discount or by mortgage, hypothecation, pledge, or other security charged on the undertaking on all or any of the assets present or future of the Company including uncalled capital.</i></p>

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	<p>16. To advance, deposit or lend, with or without security money, securities, assets and property to or with such persons, firms, companies or corporations and on such terms as may seem expedient to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable instruments, not amounting to Banking Business within the meaning of Banking Regulation Act of 1949.</p> <p>17. To draw, make, accept, endorse discount, execute, retire, issue and negotiate promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments.</p> <p>18. To guarantee or become liable for the payment of money, debentures, debenture-stock, bonds, or securities or for the performance of any obligations.</p> <p>19. To purchase, take on lease or in exchange or otherwise acquire for the purpose of the business of the Company, improve, manage, develop, cultivate, work, sell, exchange, surrender, lease, mortgage, charge, convert turn to account, dispose of and deal with moveable and immoveable property and rights and privileges of all kinds and in particular lands, buildings, easements, mortgages, debentures, produce, concessions, options, contracts, patents license, machinery plant, stock-in-trade, business concerns and undertaking and claims, privileges, concessions and choose in-action of all kinds.</p> <p>20. To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respects of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.</p> <p>21. To apply for, purchase or otherwise acquire any trade marks, patents, Brevets D'Inventions, licenses, concessions, protection, rights, privileges and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any Invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licenses, privileges in respect of or otherwise, turn to account the property, encourage and spend money in making experiments, test, improvement of all inventions, patents and rights, which the Company may acquire or propose to acquire.</p> <p>22. To sell or dispose of or transfer the business, property and the undertakings of the Company or any part thereof for such consideration as the Company may think fit.</p> <p>23. To accept payment for any property, or rights sold or otherwise dispose off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid up shares of any company or corporation with or without preferred or deferred right in respect of dividend or repayment of capital or otherwise or in debentures, debenture-stock or other security of any company or corporation or partly in one mode and partly in another and generally on such terms as the Company may adopt.</p> <p>24. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company.</p> <p>25. To pay all preliminary expenses of any company promoted by the Company or any company, in which the Company is or may contemplate being interest including such preliminary expenses all or any part of the goods and expenses of owners of the business or property acquired by the Company.</p> <p>26. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting scholarships, prizes, rewards, and donations by holding and establishing competitions exhibitions etc. for any of the purposes of the company and by providing and furnishing or securing to any members of customers of the company or to any subscribers to or purchasers or processors of any publications of the company, any conveniences, advantages, benefits, or special privileges</p>

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	<p><i>which may seem expedient either gratuitously or otherwise or any other means found necessary or essential.</i></p> <p>27. <i>To insure the whole or any part of the property, undertaking, contracts, guarantees or obligations of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.</i></p> <p>28. <i>To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.</i></p> <p>29. <i>To do necessary suitable or proper for the accompaniment of any of the purpose or the attainment of any of the objects, or the furtherance of any of the powers herein before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, things or things incidental or appurtenant to or growing out of connected with the aforesaid business or powers or any part thereof provided the same be not inconsistent with the law of the Union of India.</i></p> <p>30. <i>In the event of winding up, to distribute among the members in specio any property or assets of the Company or any proceeds of sales or disposal of any property of the Company subject to the provisions of the Companies Act, in the event of winding up.</i></p> <p>31. <i>To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences calculated to benefit employees ex-employees of the Company (including the directors) or dependents or connections of such persons and to grant gratuities, bonuses, pensions and allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, objects, fund or institution.</i></p> <p>32. <i>To establish and maintain local registers agencies and branch places of business and procure the company to be recognised and carry on business in any part of the world.</i></p> <p>33. <i>To purchase, otherwise acquire, erect, maintain or reconstructs house, offices, workshops and building, premises plans, implements, patterns, stock-in-trade, patents, patent rights, trademarks convenient to be use in or above the trade or business aforesaid.</i></p> <p>34. <i>To take part in the formation, supervision or control of the business or operations of any company or undertaking having similar objects and for that purpose to act as an issue House, Registrars and Share Transfer Agents, Financial Advisers or Technical Consultants or in any other capacity and to appoint and remunerate Director, Administrators or Accountants or other Experts or Agents and to provide specialized services in investor relations relating to above object.</i></p> <p>35. <i>To receive money on deposit at interest or otherwise for fixed periods, and to lend money on any terms that may be thought fit and particularly to customers or other persons or corporation having dealings, with the defined by the Banking Regulation Act, 1949 or any statutory modification thereof, subject to the provisions of Section 58 A and directives of the Reserve Bank of India.</i></p> <p>36. <i>To employ experts to investigate and examine into the conditions, management, prospects, value, character and circumstances of any business, concerns and undertaking and generally of any assets, property of rights.</i></p> <p>37. <i>To obtain any provisional order or Act of the Government for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution.</i></p>

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	<p>38. To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts.</p> <p>39. To enter into any arrangements with any governments or authorities that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, any rights, privileges, licenses and concessions, which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concession.</p> <p>40. To procure the recognition of the Company under the laws or regulations of any other foreign country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.</p> <p>41. To refer to or agree to refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representative, or between the Company and third parties to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.</p> <p>42. To apply for promote, and obtain any status, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Company's interest.</p> <p>43. To invest in and acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any State or Central Government, Public Body or authority, Municipal, Local or otherwise, whether in India or elsewhere.</p> <p>44. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.</p> <p>45. To dedicate, present or otherwise either voluntarily or for value any property of the company deemed to be national public or local interest to any national trust, public body, museum, corporation or any authority or any trustees for or on behalf of any of the same for the public.</p> <p>46. To enter into agreement, contract or undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures, materials, articles, and things belonging to any other company, firm, institution or person or persons, by means of delivery by hand or otherwise.</p> <p>47. To acquire and hold one or more memberships in Stock Exchanges (SE), Over the Counter Exchange (OTC) Security Exchange in India or any part of the world and to secure rights and privileges from such memberships.</p> <p>(C) OTHER OBJECTS:</p> <p>NIL”</p>
Please see Note 3 below	Clause V of the Memorandum of Association was amended pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited) to reflect the increase in the authorised Equity Share capital of our Company from 16,000,000 Equity Shares amounting to ₹ 160.00 million to 42,000,000 Equity Shares amounting to ₹ 420.00 million.
October 9, 2017	Clause V of the Memorandum of Association was amended pursuant to an order of the Regional Directors, Registrar of Companies, Mumbai dated December 11, 2017 approving the scheme of amalgamation between our Company and Angel Commodities Broking Private Limited to reflect

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	the increase in the authorised Equity Share capital of our Company from 42,000,000 Equity Shares amounting to ₹ 420.00 million to 46,500,000 Equity Shares amounting to ₹ 465.00 million.
March 6, 2018	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised Equity Share capital of our Company from 46,500,000 Equity Shares amounting to ₹ 465.00 million to 100,000,000 Equity Shares amounting to ₹ 1,000.00 million.
June 22, 2018	<p>Clause I of the Memorandum of Association was amended to reflect the change in the name of our Company from Angel Broking Private Limited to Angel Broking Limited, upon the conversion from a private limited company to a public limited company. A fresh certificate of incorporation dated June 28, 2018 was issued.</p> <p>Clauses III (A), III (B) and III (C) of the Memorandum of Association were altered and replaced by the following clauses:</p> <p>“(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:</p> <p><i>So long as the Company is engaged in stock broking as a member of any recognized Stock Exchange in India, it will engage itself in only such business as a member of a recognized Stock Exchange is permitted to engage in under the Securities and Contracts (Regulation) Rules, 1957, and the Rules, Bye-laws and Regulations of the Stock exchange. Subject to the foregoing the objects for which the Company is established are:</i></p> <ol style="list-style-type: none"> <i>1. To carry on the business of shares and stock brokers and dealers, sub-brokers, underwriters and sub-underwriters, agents and brokers for subscribing to and for the sale and purchase of securities, stocks, shares, debentures, debentures-stocks, bonds, units of Certificates of Mutual Funds, Savings, Certificates, Commercial Paper, Certificate of deposit, debt instrument, distribution of home loans, deposits, money market instruments, participation certificates in respect of any loans, deposits or securities global or any other deposit receipts and any other instrument of paper evidencing any right to any security debt or property of any nature whatsoever and whether transferable or not and treasury bills, Government Securities or other financial instruments of obligations of anybody corporate, authority whether Central, State or Local undertaking whether public or private and provisional documents relating thereto and to deal with or speculate in share and securities and to do option and further trading and all types of financing like arbitrage, share financing including margin funding.</i> <i>2. To undertake and provide advisory, consultancy and procedural services for portfolio management and maintenance to act as investment analysts, investment advisors and investment bankers to manage funds of any individuals or Company in various avenues like growth funds, income funds risk funds, tax exempt funds, pension and superannuation.</i> <i>3. To act a depository participant and undertake all the activities, functions and obligations of the depository participant and such other activities which are incidental or ancillary thereto in India and abroad.</i> <p>(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:</p> <ol style="list-style-type: none"> <i>1. To appoint sub-brokers, agents, sub-underwriters, franchisees for furthering the above business, to act as managers or advisors or consultants to the issue of any of the securities aforesaid and to promote the formation and mobilisation of capital.</i> <i>2. To provide financial services, custodial services, advisory and counseling services and facilities of every description capable of being provided by share and stock brokers, share and stock jobbers, share dealers, investment or fund managers and to arrange and sponsor public and private issues or placement of shares and loan capital and to negotiate and underwrite such issues.</i> <i>3. To purchase or otherwise acquire as a going concern any partnership or sole proprietorship business dealing in shares and securities as a member of the Stock Exchange and all or any of the movable or immovable properties relating to or used in connection with the said business or otherwise acquire stock broking card in any other manner.</i>

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	<p>4. To guarantee the payment or performance of any debts, contracts or obligations or become security for any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money, and generally to act as agents for the collection, receipt or payment of money, and generally to act as agents for and render services to customers and others and to give guarantees and indemnities.</p> <p>5. To insure or guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments of every description, as well as the fulfillment of contracts and other trading and commercial transactions of every description, whether at home or abroad, and to indemnify and person against the same, and to guarantee the payment of money secured by or payable under or in respect of any debentures, debenture-stocks, bon, mortgage, charge, security, contract or obligation of any person, persons or body corporate or bodies corporate or corporations, or any authority, supreme, municipal local or otherwise.</p> <p>6. To enter into contracts, agreements and arrangements with any other company firm or person for the carrying out by such other company, firm or person on behalf of the Company the objects for which the Company is formed.</p> <p>7. To manage to carry on business, to buy, underwrite, to buy, underwrite, invest in and acquire and hold, lease, sell and deal in stocks, debenture-stock, bonds, mortgage, charge, security, contract or obligation of any persons, persons or body corporate or bodies corporate or corporation or any authority, supreme, municipal, local or otherwise, and to act as bankers, financiers, shroffs, traders, commission agents, technical consultants, financial consultants, managers to the issue of shares, debentures, bonds and securities or in any other capacity in any part of the world, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise.</p> <p>8. To acquire the goodwill of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purpose to undertake the liabilities of any company, association, partnership or person.</p> <p>9. To Subscribe, acquire or takeover membership, dealership, directorship, permits or to become a member of anyone or more stock exchanges, whether in India or outside, subsidise and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company.</p> <p>10. To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which the Company is authorised to carry on.</p> <p>11. To form, promote, subsidise, organize, and assist or aid in forming, promoting, subsidising, organizing or aiding companies, or partnerships having similar objects or all kinds for the purpose of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly the objects thereof and to acquire and hold shares, stocks or securities issued by or other obligations of any such Company.</p> <p>12. To enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in about to carry on or engage in any business or transaction which this company is authorised to carry on or engage, to lend money, to guarantee the contracts of or otherwise assist any such person and to take or otherwise acquire shares and securities of any such company.</p> <p>13. To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase for fully or partly paid up shares or otherwise of the undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up or by sate or purchase (for fully or partly paid up shares or otherwise)</p>

Date of Shareholders' resolution	Particulars
	<p><i>of all the shares or stock of this or any other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.</i></p> <p>14. <i>To invest and deal with the moneys not immediately required of the Company in or upon any stock, debentures, debenture stock, bonds, obligations, and securities issued or guaranteed by any company or corporation and debentures, debenture stock, bonds, obligations, and securities issued or guaranteed by any government, sovereign ruler, commissioner public body or authority, supreme, municipal, local or otherwise or any other securities or in shares of any Company (other than the shares of the Company) and in such manners as may from time to time be determined and to vary and transpose and such investment.</i></p> <p>15. <i>To advance, deposit or lend, with or without security money, securities, assets and property to or with such persons, firms, companies or corporations and on such terms as may seem expedient to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable instruments, not amounting to Banking Business within the meaning of Banking Regulation Act, 1949.</i></p> <p>16. <i>To draw, make, accept, endorse discount, execute, retire, issue and negotiate promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments.</i></p> <p>17. <i>To guarantee or become liable for the payment or money, debentures, debenture-stock, bonds, or securities or for the performance of any obligations.</i></p> <p>18. <i>To purchase, take on lease or in exchange or otherwise acquire for the purpose of the business of the Company, improve, manage, develop, cultivate, work, sell, exchange, surrender, lease, mortgage, charge, convert turn to account, dispose of and deal with moveable and immoveable property and rights and privileges of all kinds and in particular lands, buildings, easements, mortgages, debentures, produce, concessions, options, contracts, patents license, machinery plant, stock-in-trade, business concerns and undertaking and claims, privileges, concessions and choose in-action of all kinds.</i></p> <p>19. <i>To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respects of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.</i></p> <p>20. <i>To apply for, purchase or otherwise acquire any trade marks, patents, Brevets D'Inventions, licenses, concessions, protection, rights, privileges and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any Invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licenses, privileges in respect of or otherwise, turn to account the property, encourage and spend money in making experiments, test, improvement of all inventions, patents and rights, which the Company may acquire or propose to acquire.</i></p> <p>21. <i>To sell or dispose of or transfer the business, property and the undertakings of the Company or any part thereof for such consideration as the Company may think fit.</i></p> <p>22. <i>To accept payment for any property, or rights sold or otherwise dispose off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid up shares of any company or corporation with or without preferred or deferred right in respect of dividend or repayment of capital or otherwise or in debentures, debenture-stock or other security of any company or corporation or partly in one mode and partly in another and generally on such terms as the Company may adopt.</i></p> <p>23. <i>To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company.</i></p>

Date of Shareholders' resolution	Particulars
	<p>24. To pay all preliminary expenses of any company promoted by the Company or any company, in which the Company is or may contemplate being interest including such preliminary expenses all or any part of the goods and expenses of owners of the business or property acquired by the Company.</p> <p>25. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting scholarships, prizes, rewards, and donations by holding and establishing competitions exhibitions etc. for any of the purposes of the company and by providing and furnishing or securing to any members of customers of the company or to any subscribers to or purchasers or processors of any publications of the company, any conveniences, advantages, benefits, or special privileges which may seem expedient either gratuitously or otherwise or any other means found necessary or essential.</p> <p>26. To insure the whole or any part of the property, undertaking, contracts, guarantees or obligations of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.</p> <p>27. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.</p> <p>28. To do necessary suitable or proper for the accompaniment of any of the purpose or the attainment of any of the objects, or the furtherance of any of the powers herein before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, things or things incidental or appurtenant to or growing out of connected with the aforesaid business or powers or any part thereof provided the same be not inconsistent with the law of the Union of India.</p> <p>29. In the event of winding up, to distribute among the members in specie any property or assets of the Company or any proceeds of sales or disposal of any property of the Company subject to the provisions of the Companies Act, in the event of winding up.</p> <p>30. To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences calculated to benefit employees ex-employees of the Company (including the directors) or dependents or connections of such persons and to grant gratuities, bonuses, pensions and allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, objects, fund or institution.</p> <p>31. To establish and maintain local registers agencies and branch places of business and procure the company to be recognised and carry on business in any part of the world.</p> <p>32. To purchase, otherwise acquire, erect, maintain or reconstructs house, offices, workshops and building, premises plans, implements, patterns, stock-in-trade, patents, patent rights, trademarks convenient to be use in or above the trade or business aforesaid.</p> <p>33. To take part in the formation, supervision or control of the business or operations of any company or undertaking having similar objects and for that purpose to act as an issue House, Registrars and Share Transfer Agents, Financial Advisers or Technical Consultants or in any other capacity and to appoint and remunerate Director, Administrators or Accountants or other Experts or Agents and to provide specialized services in investor relations relating to above object.</p> <p>34. To receive money on deposit at interest or otherwise for fixed periods, and to lend money on any terms that may be thought fit and particularly to customers or other persons or</p>

Date of Shareholders' resolution	Particulars
	<p><i>corporation having dealings, with the defined by the Banking Regulation Act, 1949 or any statutory modification thereof, subject to the provisions of Section 73, Section 74 and Section 76 of the Companies Act, 2013 or any other statutory modifications and directives of the Reserve Bank of India.</i></p> <p>35. <i>To employ experts to investigate and examine into the conditions, management, prospects, value, character and circumstances of any business, concerns and undertaking and generally of any assets, property of rights.</i></p> <p>36. <i>To obtain any provisional order or Act of the Government for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution.</i></p> <p>37. <i>To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts.</i></p> <p>38. <i>To enter into any arrangements with any governments or authorities that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, any rights, privileges, licenses and concessions, which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concession.</i></p> <p>39. <i>To procure the recognition of the Company under the laws or regulations of any other foreign country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.</i></p> <p>40. <i>To refer to or agree to refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representative, or between the Company and third parties to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.</i></p> <p>41. <i>To apply for promote, and obtain any status, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Company's interest.</i></p> <p>42. <i>To invest in and acquire and hold shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any State or Central Government, Public Body or authority, Municipal, Local or otherwise, whether in India or elsewhere.</i></p> <p>43. <i>To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.</i></p> <p>44. <i>To dedicate, present or otherwise either voluntarily or for value any property of the company deemed to be national public or local interest to any national trust, public body, museum, corporation or any authority or any trustees for or on behalf of any of the same for the public.</i></p> <p>45. <i>To enter into agreement, contract or undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures, materials, articles, and things belonging to any other company, firm, institution or person or persons, by means of delivery by hand or otherwise.</i></p> <p>46. <i>To acquire and hold one or more memberships in stock exchanges, Over the Counter Exchange (OTC) Security Exchange in India or any part of the world and to secure rights and privileges from such memberships.”</i></p>

⁽¹⁾ The Shareholders' resolution in relation to the amendment to Clause V of the Memorandum of Association of the Company is not available. For further

details, please see the section entitled “Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past” on page 42.

- (2) The term “private” was deleted by the RoC from the name of our Company with effect from March 15, 1997. The Shareholders’ resolution in relation to the change in the name of our Company is not available. For further details, please see the section entitled “Risk Factors – Certain of our records, including in relation to share transfer to one of our Promoters, are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past” on page 42.
- (3) Pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited).

Major Events and Milestones of our Company

The table below provides the key events in the history of our Company:

Year	Particulars
1996	Our Company was incorporated as a private limited company
2001	Our Company developed a web-enabled back office
2004	Angel Capital and Debt Market Limited (now amalgamated with our Company) launched internet trading platform Angel Commodities Broking Private Limited (now amalgamated with our Company) instituted commodity broking
2006	Our Company crossed the 100,000 mark in unique trading accounts Angel Broking Limited (erstwhile group company of our Company, which became a subsidiary of our Company, now amalgamated with our Company) launched portfolio management services Our Company expanded its network by creating a network of 2,500 sub-brokers
2007	Angel Capital and Debt Market Limited (now amalgamated with our Company) registered as a member of NSE Our Company inducted IFC as an investor AFAPL acted as a corporate insurance agent, by providing life insurance business on behalf of Birla Sun Life Insurance Company Limited Our Company crossed the benchmark of 200,000 unique trading accounts
2008	Our Company crossed the 500,000 mark in unique trading accounts
2009	Angel Broking Limited (erstwhile subsidiary of our Company, now amalgamated with our Company) was registered with AMFI as a mutual fund advisor
2011	Our Company launched a mobile application
2015	Our Company launched e-KYC services
2016	Our Company undertook digital transformation activity Our Company launched a hyper intelligent investment engine, ARQ Our Company deployed chat bots on Facebook and Twitter Our Company launched a new client activation ‘Trade in One Hour’ service Our Company launched d-KYC services
2017	Our Company’s ADTO crossed the ₹100,000.00 million mark Our Company introduced UPI in investing Our Company entered into a Memorandum of Understanding with the Andhra Pradesh Electronics and IT Agency for creating a ‘use case repository’ and participating in events like hackathons

Awards, Accreditations and Accolades received by our Company

The table below provides the key awards, accreditations and accolades received by our Company:

Year	Particulars
2005	Angel Broking Limited (erstwhile group company of our Company, which became a subsidiary of our Company, now amalgamated with our Company) was awarded the ‘Major Volume Driver’ award by BSE for 2004-2005
2006	Angel Broking Limited (erstwhile group company of our Company, which became a subsidiary of our Company, now amalgamated with our Company) was awarded the ‘Major Volume Driver’ award by BSE for 2005-2006
2007	Angel Broking Limited (erstwhile group company of our Company, which became a subsidiary of our Company, now amalgamated with our Company) was awarded the ‘Major Volume Driver’ award by BSE for 2006-2007
2008	Angel Broking Limited (erstwhile subsidiary of our Company, now amalgamated with our Company) was awarded the ‘Major Volume Driver’ award by BSE for 2007-2008
2009	Angel Broking Limited (erstwhile subsidiary of our Company, now amalgamated with our Company) was awarded the ‘Major Volume Driver’ award by BSE for 2008-2009 Angel Broking Limited (erstwhile subsidiary of our Company, now amalgamated with our Company) was awarded the ‘Broking House with Largest Distribution Network’ award at the Dun and Bradstreet Equity Broking Awards 2009
2010	Angel Broking Limited (erstwhile subsidiary of our Company, now amalgamated with our Company) was awarded the ‘Top Volume Performer in Equity’ for the year 2009-2010 by BSE

Year	Particulars
2011	Angel Commodities Broking Private Limited (now amalgamated with our Company) was awarded the 'Broker with Best Commodity Research' award at the Financial Leadership Awards 2011 organised by Bloomberg and UTV
	Angel Broking Limited (erstwhile subsidiary of our Company, now amalgamated with our Company) was awarded the 'Best Contribution in Investor Education and Category Enhancement – Equity Broking' award at the Financial Leadership Awards 2011 organised by Bloomberg and UTV
	Angel Broking Limited (erstwhile subsidiary of our Company, now amalgamated with our Company) was awarded the 'Best Retail Broking House' award and the 'Fastest Growing Equity Broking House (Large Firms)' at the BSE IPF – D&B Equity Broking Awards 2011
	Angel Broking Limited (erstwhile subsidiary of our Company, now amalgamated with our Company) was recognised as one of the 'Top Ten Performers in Equity Segment' for the year 2010-2011 by BSE
2012	Angel Commodities Broking Private Limited (now amalgamated with our Company) was awarded the 'Broker with Best Commodity Research' award at the Financial Leadership Awards 2012 organised by Bloomberg and UTV
2013	Our Company was awarded the 'Top Ten Performer in Equity Segment (Retail Trading)' award by BSE
	Our Company was awarded the 'Largest Distribution Network' award and the 'Best Retail Equity Broking House' award at the BSE IPF – D&B Equity Broking Awards 2013
2014	Our Company was presented a certificate of appreciation for being among the 'Top Performing Members in New Client Enrollments' for the year 2013-2014 by NSE
	Our Company was recognised as one of the 'Top Ten Performers in Equity Segment (Retail)' for the year 2013-2014 by BSE
	Our Company was awarded the 'Largest Distribution Network' award at the BSE – D&B Equity Broking Awards 2014
	Our Company was recognised as one of the 'Top Three Clients Traded Members in Equity' by BSE
2015	Our Company was awarded the 'Best Equity Broking House – Distribution Network' award at the Dun & Bradstreet – BSE Equity Broking Awards 2015
	Our Company was recognised as one of the 'Top Ten Performers in Equity Segment (Retail)' for the year 2014-2015 by BSE
	Our Company was awarded the 'Star HR Practitioner' award at the IWP Awards organised by Banking Frontiers and Deloitte
2016	Our Company was presented a certificate of appreciation for being among the top was performing members in currency futures for the year 2015-2016 by NSE
	Our Company was recognised for its online integrated campaign 'Angel Broking #BudgetPeCharcha' at the Fox Glove Awards 2016
	Our Company was conferred the status of 'Master Brand' for a period of two years (November 24, 2016 to November 23, 2018), presented by CMO Asia
	Our Company was awarded as the 'Best Technology House of the Year' award at the Assocham Excellence Awards
	The "Angel Broking App" was awarded the 'Best Mobile Trading App' award at the Global Marketing Excellence Awards
	"ARQ" was awarded the 'Launch of the Year' award at the Global Marketing Excellence Awards
2017	"ARQ" was awarded the 'Award for Technology Effectiveness' award at the Global Marketing Excellence Awards
	Our Company was awarded the 'Fintech Trading Platform of the Year' award at MONEYTECH Awards 2017 presented by BusinessEx.com
	Our Company was awarded as the 'Best Market Analyst in Commodity Futures' award at the Assocham Excellence Awards
	Our Company was awarded the 'Best Multichannel Campaign by/for a Financial Services/Banking Company' award for the launch campaign of "ARQ" at the Master of Marketing Awards 2017 organised by Inkspell
	Our Company was recognised as being one of the 'Top Volume Performers in Equity Retail Segment 2016-2017' by BSE
	Our Company was awarded the 'Best Performing Retail Member – Pan India' award at the Market Achievers Awards 2017 organised by NSE
	Our Company was awarded the 'CEO Award for Digital Investing Platform of the Year 2017' award at the BSE Commodity Equity Outlook Awards organised by Tefla's
	Our Company was awarded the 'CEO Award for Base Metals Category 2017' award at the BSE Commodity Equity Outlook Awards organised by Tefla's
	Our Company was certified as a 'Great Workplace' after the successful assessment conducted by Great Place to Work Institute, India for a period between April, 2017 and March, 2018
	Our Company was awarded the 'Most Trusted Financial Brand' for reliability and customer satisfaction for the year 2016-2017 by WCRC Leaders Asia
	Our Company was awarded at the BFSI Digital Innovation Awards in the analytics category organised by Express Computers
	Angel Commodities Broking Private Limited (now amalgamated with our Company) was awarded the 'Commodity Broker of the Year' award for the year 2016-2017 by MCX
2018	Our Company was awarded the 'Fulcrums of Commodity Derivatives Market' award by MCX
	Our Company was certified as a 'Great Workplace' after the successful assessment conducted by Great Place to Work Institute, India for a period between March, 2018 and February, 2019
	Our Company was awarded the 'CEO Award for Best Trading Platform of the year 2018 in India' award and "Angel BEE" was awarded the 'CEO Award for Best Mobile App for Mutual Fund Investments of the year 2018' at the BSE Commodity Equity Outlook Weekend 2018 organised by Tefla's

Corporate Profile of our Company

For further details of our business activities, geographical presence, growth, standing of our Company with reference to prominent competitors in connection with our products, services, managerial competence, major suppliers and customers, environmental issues, if any, please see the sections entitled “*Our Management*”, “*Our Business*”, “*Industry Overview*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Financial Statements*”, on pages 186, 148, 119, 327 and 210, respectively.

Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has five Subsidiaries. For further details, please see the section titled “*Our Subsidiaries*” on page 182.

Capital-raising Activities through Equity and Debt

For details regarding our Company’s capital-raising activities through equity and debt, as applicable, please see the sections entitled “*Capital Structure*”, “*Financial Indebtedness*”, and “*Financial Statements*” on pages 84, 324 and 210, respectively.

Number of Shareholders

As on the date of this Draft Red Hearing Prospectus, our Company has 36 shareholders.

Time and Cost Over-runs

There have been no time and cost over-runs in the development or construction of any of the projects or establishments of our Company.

Defaults or Re-scheduling of Borrowings and Conversions of Loans into Equity

There have been no defaults or rescheduling of the borrowings of our Company with financial institutions or banks. None of the loans have been converted into Equity Shares.

Lock-outs or Strikes

There have been no lock-outs or strikes at any time in our Company.

Injunctions or Restraining Orders

Our Company is not presently operating under any injunction or restraining order.

Details regarding Acquisition of Business/Undertakings/Mergers and Amalgamation

Except as detailed below, our Company has not acquired any business or undertaking, or undertaken any mergers or amalgamations:

(i) *Scheme of amalgamation of Angel Commodities Broking Private Limited with our Company*

The scheme of amalgamation of Angel Commodities Broking Private Limited (“**ACBPL**”), an erstwhile wholly owned subsidiary of our Company, with our Company (the “**ACBPL Scheme**”) was approved by our Board and the board of directors of ACBPL on August 17, 2017. Further, the ACBPL Scheme was approved by the Shareholders and creditors of our Company and the shareholders and creditors of ACBPL on October 9, 2017. The appointed date of the ACBPL Scheme was April 1, 2017 (the “**ACBPL Scheme Appointed Date**”).

Our Company was carrying on commodity broking business through ACBPL since the SEBI Stock Brokers and Sub-brokers Regulations required a segregation of the stock broking and commodity broking business. The SEBI Stock Brokers and Sub-brokers Regulations were subsequently amended to permit a single entity to carry on the business of stock broking and commodity broking. Accordingly, ACBPL was amalgamated into our Company pursuant to the ACBPL Scheme to achieve business and administrative synergies, reduce administrative costs and avoid duplication of efforts. The Regional Directors, Ministry of Corporate Affairs, Western Region approved the ACBPL Scheme,

pursuant to its order dated December 11, 2017 (the “**ACBPL Order**”). The ACBPL Scheme was effective from December 11, 2017.

Subsequently, ACBPL stood merged with and vested in our Company on a going concern basis with effect from the ACBPL Scheme Appointed Date. Since ACBPL was a wholly owned subsidiary of our Company, no consideration was payable pursuant to the ACBPL Scheme. Upon amalgamation of ACBPL with our Company, the equity shares of ACBPL vested with our Company stood automatically cancelled. Accordingly, ACBPL stands dissolved, without being wound up, in accordance with the ACBPL Order.

(ii) ***Scheme of arrangement and amalgamation of Angel Broking Limited (erstwhile wholly owned subsidiary of our Company) with our Company (erstwhile Angel Global Capital Private Limited)***

The scheme of amalgamation of Angel Broking Limited (“**ABL**”), an erstwhile wholly owned subsidiary of our Company, with our Company (erstwhile Angel Global Capital Private Limited) (the “**ABL Scheme**”) was approved by our Board and the board of directors of ABL on September 21, 2011. Further, the shareholders of ABL and our Company (except IFC) issued dispensation letters dated September 22, 2011, approving the ABL Scheme and waiving the right to receive notices for any general meeting approving the ABL Scheme. IFC, in its capacity as a shareholder of our Company, issued a dispensation letter dated October 31, 2011. The High Court of Bombay, approved the ABL Scheme, pursuant to its order dated March 2, 2012. The appointed date of the ABL Scheme was April 1, 2012 (the “**ABL Scheme Appointed Date**”). Further, the ABL Scheme was effective from the date on which the certified true copy of the order of the High Court of Bombay dated March 2, 2012 (the “**HC Order**”) was filed with the RoC by ABL and our Company, being March 31, 2012.

Subsequently, the undertaking of ABL was transferred to and vested in our Company on a going concern basis with effect from the ABL Scheme Appointed Date. Since, ABL was a wholly owned subsidiary of our Company, no consideration was payable pursuant to the ABL Scheme. Upon amalgamation of ABL with our Company, the equity shares of ABL which vested with our Company stood automatically cancelled. ABL stood dissolved, without being wound up, in accordance with the HC Order. Further, pursuant to the ABL Scheme, the name of our Company changed from Angel Global Capital Private Limited to Angel Broking Private Limited.

(iii) ***Sale of shares of Angel Broking Limited (erstwhile group company of our Company), Angel Capital and Debt Market Limited, Angel Commodities Broking Private Limited, Angel Securities Limited and Mimansa Software Systems Private Limited (“Operating Companies”) under a swap scheme offered by our Company (formerly, Angel Infin Private Limited)***

Our Company proposed to acquire equity shares of the Operating Companies from the existing shareholders of the Operating Companies and to offer equity shares of our Company as a consideration to the shareholders of the Operating Companies under a share swap arrangement and cash for fractional shareholdings (the “**Restructuring**”) pursuant to an offer letter dated April 17, 2007.

The rationale of the Restructuring was to restructure the Angel group into a holding company structure wherein our Company would be the holding company of the Operating Companies, to achieve better control over the operations and client service, expand client base and improve geographical presence. The offer for sale of shares was valid between April 17, 2007 and May 16, 2007. Pursuant to the Restructuring, 615,202 Equity Shares were allotted for cash consideration and 6,776,921 Equity Shares were allotted for consideration other than cash to the shareholders of the Operating Companies.

Change in the activities of our Company

There has been no change in the activities of our Company during the past five years which may have had a material effect on our financial condition, including discontinuance of any of the lines of our business, loss of agencies or any such factors.

Strategic or Financial Partners

As on the date of this Draft Red Herring Prospectus, except as disclosed in the section entitled “*Our Business*”, on page 148, our Company does not have any strategic or financial partners.

Shareholders’ Agreements

Except as provided below, as on the date of this Draft Red Herring Prospectus, our Company has not entered into or is aware of any Shareholders’ agreements that are subsisting:

Subscription, Shareholders and Share Retention Agreement dated December 7, 2007 and Put Option Agreement dated December 7, 2007 entered into between, Nirwan Monetary Services Private Limited, Dinesh D. Thakkar, Ashok D. Thakkar, Deepak T. Thakkar, Lalit T. Thakkar, Sunita A. Magnani, Nita Thakkar, Ashwin S. Thakkar, Bhavna M. Thakkar, Dinesh Thakkar (HUF) (collectively, the “Sponsor Shareholders”), International Finance Corporation and our Company (formerly, Angel Infin Private Limited) (collectively, the “Parties”).

IFC, our Company and the Sponsor Shareholders entered into a Subscription, Shareholders and Share Retention Agreement dated December 7, 2007 (the “**SSSA**”) and Put Option Agreement dated December 7, 2007 (the “**Put Option Agreement**”), pursuant to which IFC has subscribed to 1,659,624 Equity Shares and 925,928 fully paid warrants (the “**Warrants**”), for a total consideration of ₹ 1,520.00 million.

In order to regulate their relationship and the respective rights and obligations as Shareholders of our Company, the SSSA provides certain rights to IFC, including but not limited to, (i) right to appoint one nominee director on our Board and on the board of Key Subsidiaries (as defined in the SSSA), subject to the holding of IFC being at least 5.00% in our Company, (ii) pre-emptive rights and anti-dilution rights in the event our Company issues further Equity Shares, subject to certain exceptions; (iii) tag along rights; (iv) free transferability, subject to right of first refusal to the benefit of the Sponsor Shareholders in the event of proposed transfer of Equity Shares by IFC to a competitor; (v) right of prior written consent of IFC for any transfer or creation of encumbrance on the Equity Shares held by the Sponsor Shareholders in our Company for as long as the holding of IFC being at least 5.00% or more in our Company or prior to a Qualified IPO (as defined in the SSSA), where such transfer results in the Sponsor Shareholders holding less than 51.00% of the aggregate voting share capital and cede Control (as defined in the SSSA), (vi) information rights, and (vii) affirmative voting rights in relation to certain fundamental matters including as amendment of charter documents of our Company, any change in rights and privileges of IFC, being the holder of Equity Shares, undertaking any reduction of capital, undertaking any sale or liquidation event other than Qualified IPO (as defined in the SSSA) or change in the primary business of our Company.

Further, the Put Option Agreement confers the right on IFC to sell, and an obligation on the Sponsor Shareholders to purchase from IFC, under such option, all Equity Shares held by IFC, during the period beginning from June 30, 2013 and ending on the date of consummation of a Qualified IPO (as defined in the SSSA).

The rights exercisable by IFC under the SSSA and the Put Option Agreement (together, the “**IFC Agreement**”) shall immediately terminate (i) following the Qualified IPO; or (ii) upon IFC ceasing to hold less than 5.00% of the paid-up Equity Share capital of our Company, subject to terms included in the IFC Agreement, except that our Company has agreed to comply with IFC’s policy covenants as adopted by our Board on July 11, 2018 and August 26, 2018.

The Parties have entered into an amendment agreement to SSSA dated September 3, 2018, (the “**Amendment to SSSA**”). Pursuant to the Amendment to SSSA, IFC has agreed and provided irrevocable consent to our Company to undertake any activities and execute any documentation that is required for successful consummation of the Offer.

Pursuant to the Amendment to SSSA, the Parties have agreed that all rights of IFC under the SSSA and Part B of the Articles of Association shall automatically stand terminated from the date of commencement of listing and trading of the Equity Shares on a recognised stock exchange in India, except that our Company has agreed to comply with IFC’s policy covenants as adopted by our Board on July 11, 2018 and August 26, 2018. For details regarding Part B of the Articles of Association, please see the section entitled “*Main Provisions of the Articles of Association*” on page 427.

Guarantees

As on the date of this Draft Red Herring Prospectus, our Promoter Selling Shareholders have not given any guarantee to any third parties.

OUR SUBSIDIARIES

Unless otherwise specified, all information in this section is as of the date of this Draft Red Herring Prospectus.

Our Company has the following Subsidiaries:

- (i) Angel Financial Advisors Private Limited;
- (ii) Angel Fincap Private Limited;
- (iii) Angel Securities Limited;
- (iv) Angel Wellness Private Limited; and
- (v) Mimansa Software Systems Private Limited.

Details of our Subsidiaries:

1. Angel Financial Advisors Private Limited

Corporate Information:

AFAPL was incorporated on July 9, 1996, at Mumbai under the Companies Act, 1956 as a private limited company and its registered office is situated at G-1, Ground Floor, Akruti Trade Centre, Road No. 7, MIDC, Andheri (East), Mumbai 400 093. The CIN of AFAPL is U51900MH1996PTC100820. AFAPL is involved in the business of all kinds of advisory, canvassing, agency, broking and distribution services relating to capital market instruments. Further, AFAPL solicits insurance business as a corporate agent.

Capital Structure:

The capital structure of AFAPL is as follows:

Particulars	Number of equity shares of ₹ 10 each
Authorised capital	25,000,000
Issued, subscribed and paid-up capital	25,000,000

Shareholding Pattern:

The shareholding pattern of AFAPL is as follows:

Sr. No.	Name of the shareholders	Number of equity shares of ₹ 10 each	Shareholding (%)
1.	Our Company*	25,000,000	100.00

*Includes one equity share each, jointly held by Dinesh D. Thakkar, Deepak T. Thakkar, Mahesh D. Thakkar, Lalit T. Thakkar, Ashok D. Thakkar and Meena Thakkar, with our Company, respectively.

2. Angel Fincap Private Limited

Corporate Information:

AFPL was incorporated on February 27, 1996, at New Delhi under the Companies Act, 1956 as a private limited company. Its registered office was subsequently shifted to G-1, Ground Floor, Akruti Trade Centre, Road No. 7, MIDC, Andheri (East), Mumbai 400 093. The CIN of AFPL is U67120MH1996PTC245680. AFPL is involved in the business of acquiring, buying, selling, investing, holding, dealing and speculating all types of securities and negotiable instruments by original subscription including underwriting and sub-underwriting of such subscription, tender, purchase, exchange or otherwise. Further, AFPL acts as counsellor in investment and capital markets, finance brokers and assists in financing or financing lease operators and to vyaj badla businesses. AFPL is registered as a NBFC with the RBI and is permitted to carry on the business of a non-banking financial institution without accepting public deposits under the RBI Act, 1934.

Capital Structure:

The capital structure of AFPL is as follows:

Particulars	Number of equity shares of ₹ 10 each
Authorised capital	7,500,000

Particulars	Number of equity shares of ₹ 10 each
Issued, subscribed and paid-up capital	5,516,400

Shareholding Pattern:

The shareholding pattern of AFPL is as follows:

Sr. No.	Name of the shareholders	Number of equity shares of ₹ 10 each	Shareholding (%)
1.	Our Company*	5,516,400	100.00

* Includes one equity share each, jointly held by Dinesh D. Thakkar, Ashok D. Thakkar, Deepak T. Thakkar, Vijay Thakkar, Rahul Thakkar and Mahesh D. Thakkar, with our Company, respectively.

3. Angel Securities Limited

Corporate Information:

ASL was incorporated on November 2, 1993, at Mumbai under the Companies Act, 1956 as Angel Securities Private Limited, a private limited company. Its name was changed to Angel Securities Limited, consequent to the conversion from a private limited company to a public limited company and a fresh certificate of incorporation was issued by the RoC on February 23, 1996. The registered office of ASL is situated at G-1, Ground Floor, Akruiti Trade Centre, Road No. 7, MIDC, Andheri (East), Mumbai 400 093. The CIN of ASL is U67120MH1993PLC074847. ASL is involved in the business of share and stock brokers and is involved in the management of public and private issue of all types of securities. Additionally, ASL carries on the business of buying, selling, acquiring, inverting, speculating, holding, subscribing, underwriting, pledging or otherwise dealing in all types of money market instruments and securities of any company or person in India or elsewhere. It further acts as consultant, counsel and advisor for managing finance, asset money and investment portfolio of any entity or provides specialized services to investors.

Capital Structure:

The capital structure of ASL is as follows:

Particulars	Number of equity shares of ₹ 10 each
Authorised capital	6,000,000
Issued, subscribed and paid-up capital	5,500,300

Shareholding Pattern:

The shareholding pattern of ASL is as follows:

Sr. No.	Name of the shareholders	Number of equity shares of ₹ 10 each	Shareholding (%)
1.	Our Company*	5,500,300	100.00

* Includes one equity share each, jointly held by Lalit T. Thakkar, Deepak T. Thakkar, Dinesh D. Thakkar, Ashok D. Thakkar, Ashwin S. Thakkar and Dinesh Thakkar HUF with our Company, respectively.

4. Angel Wellness Private Limited

Corporate Information:

AWPL was incorporated on April 18, 2011 at Mumbai under the Companies Act, 1956 as a private limited company, having its registered office situated at Unit 601, 6th Floor, Akruiti Star, Central Road, MIDC, Andheri (East) Mumbai 400 093. The CIN of AWPL is U92412MH2011PTC216367. AWPL is involved in the business of establishing, managing, acquiring, buying, selling, and developing health centers, fitness centers, health spas, gymnasiums, health clubs, swimming pools, jogging parks, yoga centers, spiritual centers and research centers for all age groups in India or elsewhere to appoint franchisees for the above and carry out all other related activities including opening of branches in India and elsewhere.

AWPL shall cease to be a subsidiary of our Company pursuant to the closing of the share purchase agreement dated July 27, 2018 entered into between our Company and Dinesh D. Thakkar, Ashok D. Thakkar, Sunita A. Magnani, Ashwin S. Thakkar, Lalit T. Thakkar, Mukesh Gandhi, Bharat Shah (together with Hansa Bharat Shah), Nishith Jitendra Shah (together with Jitendra Nimchand Shah), Deepak T. Thakkar, Chandrakant Thakkar, Mahesh D. Thakkar, Tarachand Thakkar, Amit Thakkar and Muskaan Doultani (the “Acquirers”) and AWPL, in relation to the sale of 100.00% of the total issued and paid up equity share capital of AWPL held by our Company to the Acquirers. The total consideration for this share purchase agreement is ₹ 125.00 million. In case of failure to receive the said

consideration from the proceeds from the Offer for Sale, this share purchase agreement shall stand terminated.

Capital Structure:

The capital structure of AWPL is as follows:

Particulars	Number of equity shares of ₹ 10 each
Authorised capital	12,500,000
Issued, subscribed and paid-up capital	12,500,000

Shareholding Pattern:

The shareholding pattern of AWPL is as follows:

Sr. No.	Name of the shareholders	Number of equity shares of ₹ 10 each	Shareholding (%)
1.	Our Company*	12,500,000	100.00

*Includes one equity share each, jointly held by Dinesh D. Thakkar, Ashok D. Thakkar, Mahesh D. Thakkar, Lalit T. Thakkar, Kanta D. Thakkar and Vijay Thakkar with our Company, respectively.

5. Mimansa Software Systems Private Limited

Corporate Information:

MSSPL was incorporated on December 17, 1997, at Mumbai under the Companies Act, 1956 as a private limited company, having its registered office situated at G-1, Ground Floor, Akruiti Trade Centre, Road No. 7, MIDC, Andheri (East), Mumbai 400 093. The CIN of MSSPL is U67120MH1997PTC112516. MSSPL is involved in the business of consulting, advising and providing services and solutions in relation to e-business, e-commerce, enterprise resource planning, customer relationship management, decision support systems, web services, transmission of data in electronic form, e-mail services, data processing systems, varied software and hardware systems and technology related services including providing consultancy service for the above activities.

Capital Structure:

The capital structure of MSSPL is as follows:

Particulars	Number of equity shares of ₹ 10 each
Authorised capital	500,000
Issued, subscribed and paid-up capital	10,000

Shareholding Pattern:

The shareholding pattern of MSSPL is as follows:

Sr. No.	Name of the shareholders	Number of equity shares of ₹ 10 each	Shareholding (%)
1.	Our Company*	10,000	100.00

*Includes one equity share each, jointly held by Dinesh D. Thakkar, Ashok D. Thakkar, Deepak T. Thakkar, Lalit T. Thakkar, Mahesh D. Thakkar and Rahul Thakkar with our Company, respectively.

Accumulated Profits or Losses of our Subsidiaries

There are no accumulated profits or losses of any of our Subsidiaries, not accounted for, by our Company.

Interest of the Subsidiaries in our Company

Other than AFPL, AFAPL and MSSPL, none of our Subsidiaries have any business interest in our Company:

- (i) AFPL provides loans against its shares to its clients, who are common with our Company’s clients;
- (ii) MSSPL provides software development services to our Company; and
- (iii) AFAPL provides third-party wealth and insurance products to its clients, who are common with our Company’s clients.

For further details, please see the section entitled “Related Party Transactions” on page 209.

Transactions with our Subsidiaries

There are no sales or purchases between our Company and our Subsidiaries where such sales or purchases exceed in value in the aggregate 10.00% of the total sales or purchases of our Company.

Common Pursuits

Other than ASL, none of our Subsidiaries conduct business similar to that conducted by our Company. Our Company has adopted necessary procedures and practices as permitted by law to address any conflicting situations as and when they arise.

Other Confirmations

1. None of our Subsidiaries are listed on any stock exchange in India or abroad nor have they been refused listing of their securities on any recognised stock exchange(s) in India or abroad and no penalty or suspension has been imposed by such exchange(s). Additionally, none of our Subsidiaries have failed to meet the listing requirements of any recognized stock exchanges in India or abroad.
2. None of our Subsidiaries fall under the definition of sick companies under SICA, under the Insolvency Code and none of them is under winding up.

OUR MANAGEMENT

Board of Directors

In terms of the Articles of Association and subject to the provisions of the Companies Act, 2013, our Company is required to have not less than three Directors and not more than 15 Directors, provided that our Company may appoint more than 15 Directors after passing a special resolution. As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors.

The following table provides details regarding our Board as on the date of the Draft Red Herring Prospectus:

Name, designation, address, occupation, nationality, term and DIN	Age (years)	Other directorships
<p>Name: Dinesh D. Thakkar</p> <p>Designation: Chairman and Managing Director</p> <p>Address: 1401, A-Wing, Building No. 2, Raheja Classique, Oshiwara, New Link Road, Andheri West, Mumbai 400 053</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Five years with effect from January 1, 2015, liable to retire by rotation</p> <p>DIN: 00004382</p>	56	<ul style="list-style-type: none"> • Angel Fincap Private Limited • Angel Insurance Brokers and Advisors Private Limited • Angel Wellness Private Limited • Mimansa Software Systems Private Limited
<p>Name: Vinay Agrawal</p> <p>Designation: Director and Chief Executive Officer</p> <p>Address: F-1701, Whispering Palms, Xxclusive Lokhandwala Township, Akurli Road, Kandivali East, Mumbai 400 101</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: Five years with effect from January 1, 2015, liable to retire by rotation</p> <p>DIN: 01773822</p>	41	<ul style="list-style-type: none"> • Angel Fincap Private Limited • Angel Insurance Brokers and Advisors Private Limited • Mimansa Software Systems Private Limited

Name, designation, address, occupation, nationality, term and DIN	Age (years)	Other directorships
<p>Name: Uday Sankar Roy</p> <p>Designation: Independent Director</p> <p>Address: A/1, Hemantika, 54 Hemanta Mukhopadhyay Sarani Opposite BSNL's RUSSA Telephone Exchange, Kolkata 700 029</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Term: Five years with effect from May 14, 2018</p> <p>DIN: 00424332</p>	69	<ul style="list-style-type: none"> • Accutime Logistics Private Limited • Apodis Hotels & Resorts Limited
<p>Name: Kamalji Sahay</p> <p>Designation: Independent Director</p> <p>Address: 15 Skydreamz E8 Ext., Rohit Nagar PH 1, Bawadiya Kalan, Bhopal 462 039</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Term: Five years with effect from May 14, 2018</p> <p>DIN: 01683762</p>	66	<ul style="list-style-type: none"> • CAMS Insurance Repository Services Limited
<p>Name: Anisha Motwani</p> <p>Designation: Independent Director</p> <p>Address: Block No. 8, House No. 24, South Patel Nagar, Delhi 110 008</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Term: Five years with effect from May 14, 2018</p> <p>DIN: 06943493</p>	55	<ul style="list-style-type: none"> • Abbott India Limited • India Shelter Finance Corporation Limited • L&T Investment Management Limited • PNB MetLife India Insurance Company Limited • Prataap Snacks Limited

Name, designation, address, occupation, nationality, term and DIN	Age (years)	Other directorships
<p>Name: Ketan Shah</p> <p>Designation: Non-Executive Director</p> <p>Address: 1801/1802, F Wing, Whispering Palms Xclusive, Akurli Road, Lokhandwala Complex, Kandivali East, Mumbai 400 101</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: With effect from May 11, 2018, liable to retire by rotation</p> <p>DIN: 01765743</p>	47	-

Relationship between our Directors

None of our Directors are related to each other.

Brief biographies of Directors

Dinesh D. Thakkar is the Chairman and Managing Director of our Company. He has cleared the Higher Secondary Certificate Examination from the Maharashtra State Board of Secondary and Higher Secondary Education. He has over 25 years of experience in the broking industry. He is also one of the Promoters of our Company. He has been a Director on our Board since October 23, 2007.

Vinay Agrawal is a Director and Chief Executive Officer of our Company. He holds a bachelor's degree in commerce from University of Mumbai. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India. He has over 18 years of experience in the broking industry. He has been a Director on our Board since October 23, 2007.

Uday Sankar Roy is an Independent Director of our Company. He holds a bachelor's degree in science and a master's degree in science from Ravenshaw College, Cuttack, Utkal University. He has over 37 years of experience in the banking industry. Previously, he has worked with the State Bank of India Life Insurance Company Limited. He is a life member of the Indian Institute of Banking and Finance. He has been a Director on our Board since May 14, 2018.

Kamalji Sahay is an Independent Director of our Company. He holds a bachelor's degree in arts, a master's degree in arts and has cleared the pre-university examination in arts from Patna University. He has over 39 years of experience in the insurance industry. Previously, he has worked with Life Insurance Corporation of India, Star Union Dai-ichi Life Insurance Company Limited and General Insurance Corporation of India. He is also a partner at Dronacharya Businessminds LLP. He has been a Director on our Board since May 14, 2018.

Anisha Motwani is an Independent Director of our Company. She holds a bachelor's degree in science from Sophia Girls College, Ajmer, University of Jaipur and a master's degree in business administration from the University of Rajasthan. She has several years of experience in management consultancy. Previously, she has worked with DDB Mudra Private Limited, McCann Erickson (India) Private Limited, TLG India Private Limited, Euro RSG Advertising Private Limited, Max New York Life Insurance Company Limited and General Motors India Private Limited. She is a partner at Storm the Norm Ventures. She has previously been engaged with the World Bank as a short term consultant. She has been a Director on our Board since May 14, 2018.

Ketan Shah is a Non-Executive Director of our Company. He holds a bachelor's degree in commerce from the University of Bombay. He has over 25 years of experience in the broking and financial services industry. Previously, he has worked with Kishore Narottamdas Amerchand and KNA Securities Private Limited. He has been a Director on our Board since May 11, 2018.

Confirmations

1. None of our Directors is, or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on the Stock Exchanges.
2. Other than as disclosed in the section “*Other Regulatory and Statutory Disclosures*”, none of our Directors are involved in any venture which is in the same line of business as our Company.
3. None of our Directors is, or was a director of any listed company which has been, or was delisted from any recognised stock exchange.
4. Other than as disclosed in the section entitled “*Legal and Other Information*” on page 353, no proceedings and investigations have been initiated by SEBI against any company, the board of directors of which also comprise of any of the Directors of our Company.
5. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce such Director to become, or to help such Director to qualify as a Director, or otherwise for services rendered by him or her or by the firm or the company in which he or she is interested, in connection with the promotion or formation of our Company.

Terms of appointment of Executive Directors

Dinesh D. Thakkar

Dinesh D. Thakkar was appointed as the Chairman and Managing Director of our Company pursuant to the resolution passed by the Board on December 30, 2009. He was re-appointed as the Managing Director of our Company, pursuant to the Board resolution dated December 16, 2014 and the Shareholder’s resolution dated September 30, 2015, with effect from January 1, 2015 for a period of five years. The terms of his appointment, pursuant to his appointment letter dated January 1, 2015 are detailed below:

(in ₹ million)

Particulars	Remuneration
Gross Salary	20.00 per annum, in the range of 20.00 to 30.00 per annum with such increments each year, as may be decided by the Board, based on factors such as merit and the performance of the Company for the year
Basic Salary	8.00 per annum
House Rent Allowance	4.00 per annum
Perquisites	As may be determined from time to time
Annual Performance Linked Incentive Scheme	As per the policy of the Company
Company car with chauffeur	Provided by our Company for official use
Group Accident insurance policy	As per the rules of our Company
Performance linked bonus	As per the Company policy
Provident Fund	As per the rules of our Company
Superannuation Fund	As per the rules of our Company
Gratuity Fund	As per the rules of our Company

Vinay Agrawal

Vinay Agrawal is a director of our Company and was appointed as the Chief Executive Officer of our Company, pursuant to the resolution passed by the Board on December 16, 2014, with effect from January 1, 2015 for a period of five years. He has been associated with our Company since 2000. The terms of his appointment, pursuant to his appointment letter dated January 1, 2015 are detailed below:

(in ₹ million)

Particulars	Remuneration
Gross Salary	9.00 per annum
Basic Salary	3.60 per annum
House Rent Allowance	1.80 per annum
Medical Allowance	0.015 per annum
Other Allowance	3.58 per annum
Annual Performance Linked Incentive Scheme	As per the policy of the Company

Particulars	Remuneration
Group Accident Insurance Policy	As per the rules of the Company

He is also entitled to a Company owned and maintained chauffeur driven car.

Payment or benefit to Directors of our Company

Remuneration to Non-Executive Directors and Independent Directors:

No remuneration, sitting fee or commission has been paid to the Non-Executive Directors and Independent Directors during Financial Year 2018.

The Independent Directors are entitled to receive a sitting fee of ₹ 100,000 per sitting for attending meetings of the Board and a sitting fee of ₹ 40,000 per sitting for attending meetings of any of its committees pursuant to a resolution of our Board dated May 14, 2018, within the limits prescribed under the Companies Act, 2013.

Remuneration to Executive Directors:

The remuneration paid to the Executive Directors during Financial Year 2018 is provided in the table below:

Dinesh D. Thakkar

<i>(in ₹ million)</i>	
Particulars	Remuneration
Gross Salary	18.30
Perquisites	0.08

Additionally, gratuity is payable to him in accordance with the Gratuity Act, 1972. Dinesh D. Thakkar is entitled to additional benefits, as may be decided by the Company from time to time.

Vinay Agrawal

<i>(in ₹ million)</i>	
Particulars	Remuneration
Gross Salary	14.13
Perquisites	0.13

Additionally, gratuity is payable in accordance with the Gratuity Act, 1972. Vinay Agrawal is entitled to additional benefits, as may be decided by the Company from time to time.

Pursuant to ESPS 2017, 174,128 Equity Shares have been allotted to Vinay Agrawal and pursuant to ESOP 2018, 444,100 options have been granted to him.

No sitting fee or commission has been paid to our Executive Directors in Financial Year 2018.

Arrangement or understanding with major Shareholders, customers, suppliers or others

There is no arrangement or understanding with major Shareholders, customers, suppliers or others, pursuant to which any of our Directors have been appointed on our Board or as a member of the senior management.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification Equity Shares.

The following Directors hold Equity Shares in our Company, as of the date of filing this Draft Red Herring Prospectus:

Name of Director	Number of Equity Shares	Shareholding (%)
Dinesh D. Thakkar	16,768,805	23.29
Vinay Agrawal	218,643	0.30
Ketan Shah (jointly with Priti K. Shah)	29,680	0.04

Interest of Directors

All Directors may be deemed to be interested to the extent of fee payable to them for attending meetings of our Board or a committee thereof, other remuneration and reimbursement of expenses payable to them under our Articles of Association, and the remuneration paid to them for services rendered as an officer or employee of our Company.

The Directors may also be regarded as interested in Equity Shares held by them, if any, or that may be subscribed by and allotted to their relatives, or the entities with which they are associated as promoters, directors, partners, proprietors or trustees or to the companies, firms and trust, in which they are interested as directors, members, partners and trustees, pursuant to the Offer and to the extent of any dividend payable to them and other distributions in respect of the Equity Shares.

Certain of our Directors, excluding Independent Directors, may also be regarded as interested in relation to the stock options granted to them under the employee stock option plans instituted by our Company. For details, please see the section entitled “*Capital Structure*” on page 84.

Other than Dinesh D. Thakkar, none of our Directors may be deemed to be interested in the contracts, transactions, agreements or arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective capacity. For further details, please see the section entitled “*Risk Factors – Our Promoters, Directors and Key Management Personnel are interested in our Company other than reimbursement of expenses or normal remuneration or benefits*” on page 40.

Other than Dinesh D. Thakkar, who resides at the property owned by our Company, none of our Directors have any interest in any property acquired by our Company two years prior to the date of this Draft Red Herring Prospectus, or proposed to be acquired by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery. For further details, please see the section entitled “*Risk Factors – Our Promoters, Directors and Key Management Personnel are interested in our Company other than reimbursement of expenses or normal remuneration or benefits*” on page 40.

Other than Dinesh D. Thakkar, none of our Directors have any interest in the promotion of our Company.

Except as stated in this section and the sections entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Related Party Transactions*” on pages 327 and 209 respectively, and to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

Except as disclosed in this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors.

Except as disclosed below, no loans and advances have been availed by the Directors from our Company as on the date of this Draft Red Herring Prospectus:

(amount in ₹ million)

Nature of the loan	Loan granted to	Amount of loan	Interest on the loan or advance, as applicable	Amount outstanding
Loan granted	Vinay Agrawal	7.50	-	6.25
Salary advance	Dinesh D. Thakkar	5.00	-	3.00

Except as disclosed in this section and the section entitled “*Related Party Transactions*” on page 209 and in the ordinary course of business, none of the beneficiaries of loans, and advances and sundry debtors are related to the Directors of our Company. Further, except in respect of statutory benefits upon termination of their employment in our Company or on retirement, no officer of our Company, including our Directors, have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment or retirement.

Bonus or profit sharing plans

None of the Directors are party to any bonus sharing plan, other than the performance linked incentives given to such Directors. Further, none of our Directors are party to any profit sharing plan of our Company.

Changes in our Board in the last three years

The changes in our Board in the last three years are as follows:

Name	Date of appointment/change/cessation	Reason for change
Sita Ramaswami	March 22, 2016	Resignation as the Nominee Non-Executive Director
Ketan Shah	May 11, 2018	Appointment as a Non-Executive Director

Name	Date of appointment/ change/cessation	Reason for change
Lalit T. Thakkar	May 11, 2018	Resignation as a Director
Anisha Motwani	May 14, 2018	Appointment as an Independent Director
Kamalji Sahay	May 14, 2018	Appointment as an Independent Director
Uday Sankar Roy	May 14, 2018	Appointment as an Independent Director

Borrowing Powers of Board

In accordance with our Articles of Association and subject to the provisions of the Companies Act, 2013, the Board may, from time to time, at its discretion, by a resolution passed at a meeting of the Board, borrow any sum of money for the purpose of our Company and the Board may secure repayment of such money in such manner and upon such terms and conditions in all respects as it thinks fit. Pursuant to a resolution of the Shareholders of our Company dated July 17, 2018, in accordance with Section 180(1)(c) of the Companies Act, 2013, our Board is authorised to borrow up to an amount ₹ 25,000.00 million, notwithstanding that the aggregate of the sum of the monies previously borrowed by our Company along with the monies proposed to be borrowed does not exceed the aggregate paid-up share capital of our Company and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013, and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and committees thereof, and formulation and adoption of policies. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

Currently, our Board has six Directors comprising four Non-Executive Directors, including three Independent Directors, one of them being a woman Director and two Executive Directors.

Committees of the Board

In addition to the committees of the Board detailed below, our Board of Directors may, from time to time, constitute committees for various functions.

Audit Committee

The members of the Audit Committee as on date of filing of the Draft Red Herring Prospectus are:

1. Uday Sankar Roy, *Chairman*;
2. Kamalji Sahay; and
3. Vinay Agrawal.

The Audit Committee was constituted by a meeting of the Board of Directors held on July 16, 2014 and was last re-constituted by the Board of Directors at their meeting held on May 14, 2018. The terms of reference of the Audit Committee were revised pursuant to Board resolution May 14, 2018. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations, and its terms of reference include the following:

- a) Overseeing our Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending to the Board, the appointment, re-appointment, and replacement, remuneration, and terms of appointment of the statutory auditor and the fixation of audit fee;
- c) Reviewing and monitoring the auditor's independence and performance and the effectiveness of audit process;
- d) Approving payments to the statutory auditors for any other services rendered by statutory auditors;
- e) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (i) Matters required to be stated in the Director's responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;

- (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) Qualifications and modified opinions in the draft audit report.
- f) Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
 - g) Scrutiny of inter-corporate loans and investments;
 - h) Review the financial statements, in particular, the investment made by the unlisted subsidiary;
 - i) Valuation of undertakings or assets of our Company, wherever it is necessary;
 - j) Evaluation of internal financial controls and risk management systems;
 - k) Approval of any transactions of the Company with Related Parties, including any subsequent modifications thereof;
 - l) Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed Issue by the Company;
 - m) Evaluating undertakings or assets of our Company, wherever necessary;
 - n) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
 - o) Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;
 - p) 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;
 - q) Discussion with internal auditors on any significant findings and follow up thereon;
 - r) 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;
 - s) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - t) 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;
 - u) Approval of appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - v) Reviewing the functioning of the whistle blower mechanism, in case the same is existing;
 - w) Carrying out any other functions as provided under the Companies Act 2013, the SEBI Listing Regulations and other applicable laws; and
 - x) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time.

The powers of the Audit Committee include the following:

- a) To investigate activity within its terms of reference;

- b) To seek information from any employees;
- c) To obtain outside legal or other professional advice; and
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee shall mandatorily review the following information:

- a) Management discussion and analysis of financial condition and result of operations;
- b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- c) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses;
- e) The appointment, removal and terms of remuneration of the chief internal auditor; and
- f) Statement of deviations:
 - (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 - (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations

The Audit Committee is required to meet at least four times in a year, and not more than 120 days are permitted to elapse between two meetings in accordance with the terms of the SEBI Listing Regulations.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

1. Uday Sankar Roy, *Chairman*;
2. Kamalji Sahay;
3. Anisha Motwani;
4. Dinesh D. Thakkar; and
5. Ketan Shah.

The Nomination and Remuneration Committee was constituted by a meeting of the Board of Directors held on May 14, 2018. The scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations. The terms of reference of the Nomination and Remuneration Committee include:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of independent directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identify persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. Our Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- e) Analysing, monitoring and reviewing various human resource and compensation matters;
- f) Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- g) Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

- h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- i) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- j) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
 - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
- k) Determine whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
- l) Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

1. Kamalji Sahay, *Chairman*;
2. Anisha Motwani; and
3. Vinay Agrawal.

The Stakeholders' Relationship Committee was constituted by our Board of Directors at their meeting held on May 14, 2018. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations. The terms of reference are as follows:

- a) Redressal of grievances of Shareholders, debenture holders and other security holders, including complaints related to the transfer of shares.
- b) Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities.
- c) Issue of duplicate certificates and new certificates on split/consolidation/renewal.
- d) Non-receipt of declared dividends, balance sheets of our Company, annual report or any other documents or information to be sent by our Company to its Shareholders.
- e) Carrying out any other function as prescribed under the SEBI Listing Regulations, Companies Act, 2013, Companies (Amendment) Act, 2017, to the extent applicable and the rules and regulations made thereunder, each as amended or other applicable law.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee as of date of filing of this Draft Red Hearing Prospectus are:

1. Dinesh D. Thakkar, *Chairman*;
2. Vinay Agrawal; and
3. Kamalji Sahay.

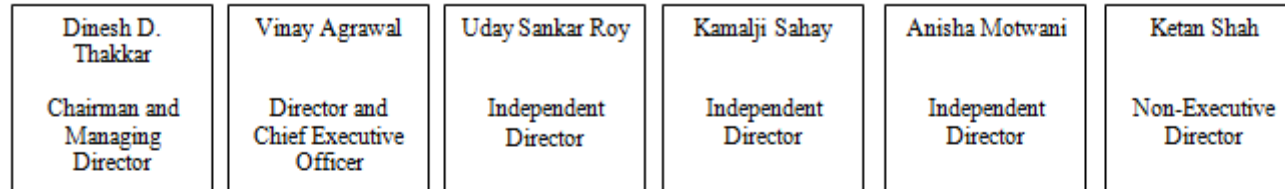
The Corporate Social Responsibility Committee was constituted by our Board of Directors at their meeting held on April 7, 2014 and was last re-constituted by the Board of Directors at their meeting held on May 14, 2018. The terms of reference of the Corporate Social Responsibility Committee of our Company were revised pursuant to the Board Resolution dated May 14, 2018 and include the following:

- a) Formulating and recommending to the Board the corporate social responsibility policy of the Company, including any amendments thereto in accordance with Schedule VII of the Companies Act, 2013, Companies (Amendment) Act, 2017, to the extent applicable and the rules made thereunder.

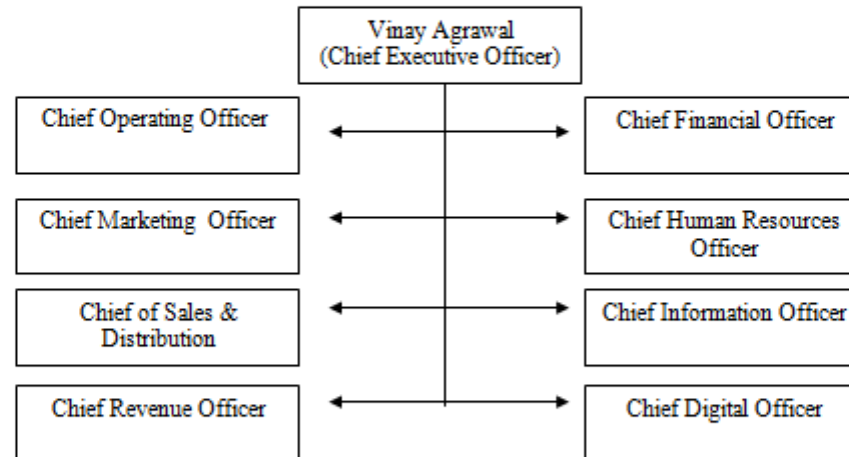
- b) Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes.
- c) Recommending the amount of corporate social responsibility policy expenditure for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company.
- d) Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required.
- e) Delegating responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities.
- f) Reviewing and monitoring the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes.
- g) Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.

Management Organisation Chart

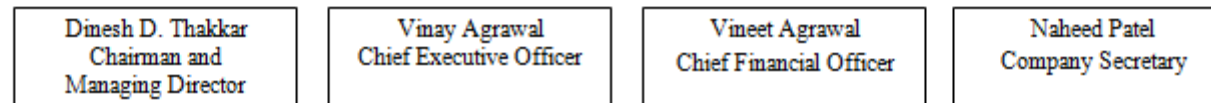
BOARD OF DIRECTORS



MANAGEMENT



KEY MANAGERIAL PERSONNEL



Key Management Personnel

Brief Biographies of Key Management Personnel

The details of the Key Management Personnel of our Company are as follows:

Dinesh D. Thakkar

For details, please see the section entitled “*Our Management - Board of Directors - Brief Biographies*” on page 188.

Vinay Agrawal

For details, please see the section entitled “*Our Management - Board of Directors - Brief Biographies*” on page 188.

Vineet Agrawal

Vineet Agrawal, aged 44 years, is the Chief Financial Officer of our Company. He holds a bachelor’s degree of commerce from the University of Calcutta. He is an associate of the Institute of Chartered Accountants of India, an associate of the Institute of Company Secretaries of India and an associate of the Institute of Cost and Works Accountants of India. He has several years of experience in the manufacturing, financial and telecommunication sectors. He heads the treasury, corporate finance, accounts, secretarial, statutory and management reporting, taxation, audit, business finance, commercial and controlling teams in our Company. Previously, he has worked with Kitply Industries Limited, Reliance Communications Limited, Bharti Airtel Limited, Suzlon Energy Limited, Secure Meters Limited and Bergwerff Organic (India) Private Limited. He has been associated with our Company since September 22, 2015. During the last Financial Year, he was paid a compensation of ₹ 9.51 million.

Naheed Patel

Naheed Patel, aged 36 years, is the Company Secretary and Compliance Officer of our Company. She holds a bachelor’s degree of laws and a bachelor’s degree of commerce from the University of Mumbai. She has obtained the diploma in business management from Prin. L. N. Welingkar Institute of Management Development & Research. She is an associate of the Institute of Company Secretaries of India. She has over 9 years of experience in the secretarial, accounts and finance departments. She is responsible for the secretarial function in our Company. Previously, she has worked at Decimal Point Analytics Private Limited and Ananta Landmarks Private Limited. She has been associated with our Company since September 1, 2016. During the last Financial Year, she was paid a compensation of ₹ 1.29 million.

All the Key Management Personnel are permanent employees of our Company.

Relationship between the Key Management Personnel

None of the Key Management Personnel are related to each other.

Shareholding of Key Management Personnel

Other than as disclosed in the section entitled “- *Shareholding of Directors in our Company*” on page 191, none of our Key Management Personnel hold any Equity Shares in our Company.

Bonus or profit sharing plans

None of the Key Management Personnel are party to any bonus plans other than the performance linked incentives given to such Key Management Personnel. Further, none of the Key Management Personnel are party to any profit sharing plan of our Company.

Interests of Key Management Personnel

Except Dinesh D. Thakkar and Vinay Agrawal and Vineet Agrawal, none of the Key Management Personnel 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 and reimbursement of expenses incurred by them in the ordinary course of business. The Key Management Personnel may also be deemed to be interested in Equity Shares held by them,

including any stock options, the dividend payable to them and other distributions in respect of Equity Shares held by them in our Company, if any. For details, please see this section and the section entitled “- *Interest of Directors*” on page 191.

None of the Key Management Personnel have been paid any consideration of any nature from our Company, other than their remuneration.

Except as disclosed in the section entitled “*Related Party Transactions*” on page 209 and in the ordinary course of business, none of the beneficiaries of loans, and advances and sundry debtors of our Company are related to our Key Management Personnel. Further, the Key Management Personnel of our Company have not entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Except as disclosed above and in the section entitled “- *Interest of Directors*” on page 191, none of our Key Management Personnel have any other interest in our Company.

Arrangement or understanding with major Shareholders, customers, suppliers or others

There is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any Key Management Personnel was selected as a Director or a member of the senior management.

Other than as disclosed in the section entitled “- *Interest of Directors*” on page 191, no loans or advances have been availed by the Key Management Personnel from our Company.

Changes in the Key Management Personnel

The changes in the Key Management Personnel in the last three years are as follows:

Name	Date of change	Reason for change
Vineet Agrawal	September 22, 2015	Appointment as Chief Financial Officer
Sangeeta Shetty	January 9, 2016	Resignation as Company Secretary
Poonam Tanwani	March 21, 2016	Appointment as Company Secretary
Poonam Tanwani	June 9, 2016	Resignation as Company Secretary
Naheed Patel	September 1, 2016	Appointment as Company Secretary

Payment or Benefit to officers of our Company

No non-salary related amount or benefit has been paid or given or is intended to be paid or given to any of our Company’s employees including the Key Management Personnel within the two years preceding the date of filing of this Draft Red Herring Prospectus, other than the Equity Shares allotted under ESPS 2017 and options granted under ESOP 2018. For details, please see the section entitled “*Capital Structure – ESPS 2017*” and “*Capital Structure – ESOP 2018*” on page 94.

Employees Stock Option Scheme

Our Company has instituted the Angel Broking Employee Stock Option Plan 2018. As on the date of this Draft Red Herring Prospectus, 2,376,600 options have been granted. For details, please see the section entitled “*Capital Structure – ESOP 2018*” on page 94.

Employees Stock Purchase Scheme

Our Company has instituted the Angel Broking Employee Share Purchase Scheme 2017. As on the date of this Draft Red Herring Prospectus, 174,128 Equity Shares have been allotted pursuant to ESPS 2017. For details, please see the section entitled “*Capital Structure – ESPS 2017*” on page 96.

OUR PROMOTERS AND PROMOTER GROUP

Dinesh D. Thakkar, Ashok D. Thakkar and Sunita A. Magnani are the Promoters of our Company. As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 20,718,725 Equity Shares, equivalent to 28.78% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. Our Promoters will continue to hold [●]% of the post-Offer paid-up Equity Share capital of our Company.

Details of our Promoters



Dinesh D. Thakkar, aged 56 years, is the Promoter of our Company. He is the Chairman and Managing Director of our Company. He is a resident of India. For details, please see section entitled “*Our Management - Brief Biographies of Directors*” on page 188.

The driving licence number of Dinesh D. Thakkar is MH02 20100156545. He has made an application for obtaining voter identification number.



Ashok D. Thakkar, aged 49 years, is the Promoter of our Company. He resides at Room No. 7, Hazari Bhavan, Dr. R. P. Road, Mulund (West), Mumbai 400 080. He is a resident of India. He holds a bachelor’s degree in engineering (in the production branch) from the University of Bombay. He has been associated with AFPL as “Director (Operations)” for the last 18 years.

He does not have a driving licence. His voter identification number is NNX3949328.



Sunita A. Magnani, aged 41 years, is the Promoter of our Company. She resides at Survey No. 9/1, Santa Monica, Flat No. 1002, Opposite Runwal Mall, California Undri, Pune City, Mohammadwadi, Pune 411 060. She is a resident of India. She holds a bachelor’s degree in commerce from the University of Bombay. She has been associated with our Company for the last 13 years as a “Business Head”.

The driving licence number of Sunita A. Magnani is MH03199652523. She has made an application for obtaining a voter identification number.

Our Company confirms that the permanent account number, bank account number and passport number of our Promoters will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Interest of our Promoters

Interest in promotion of our Company

Our Promoters are interested in our Company to the extent that they have promoted our Company.

Interests of Promoters in property of our Company

Other than Dinesh D. Thakkar, none of our Promoters are interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the date of filing of this Draft Red Herring Prospectus with SEBI. Our Company has entered into an agreement of leave and license dated August 7, 2018 with our Promoter, Dinesh D. Thakkar in relation to his current residential accommodation, which is owned by our Company, for a period of 12 months commencing from April 1, 2018 to March 31, 2019 for a licence fee of ₹ 0.05 million per month. For details, please see the section entitled “*Risk Factors – Our Promoters, Directors and Key Management Personnel are interested in our Company other than reimbursement of expenses or normal remuneration or benefits*” on page 40.

Further, none of our Promoters are interested in any transaction entered or proposed to be entered by our Company for the acquisition of land, construction of building or supply of machinery.

Business Interests

1. None of our Promoters are interested as a member of a firm or a company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise, by any person either to induce any of them to become, or to qualify any of them to become a director, or otherwise for services rendered by it or by such firm or company in connection with the promotion or formation of our Company.
2. Except as disclosed in the sections entitled “*Related Party Transactions*” and “*Financial Statements*” on pages 209 and 210 respectively, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of filing of this Draft Red Herring Prospectus, nor does our Company propose to enter into any such contracts, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments are intended to be made to them or have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them as on the date of this Draft Red Herring Prospectus.

Our Promoters are also interested in our Company, to the extent of their shareholding in our Company, the dividends paid and any other distributions in respect of the Equity Shares held by them. For details regarding the shareholding of our Promoters in our Company, please see the section entitled “*Capital Structure*” on page 84.

Further, one of our Promoters, Dinesh D. Thakkar, is interested in our Company to the extent of sitting fee and remuneration received by him in his capacity as the Managing Director and Chairman of our Company. For details, please see the section entitled “*Our Management*” on page 186.

Related Party Transactions

1. For details of related party transactions, as per Accounting Standard 18, please see the section entitled “*Related Party Transactions*” on page 209.
2. Except for ASL, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.
3. Except as disclosed in the section entitled “*Related Party Transactions*” on page 209 and in the ordinary course of our business, our Promoters are not related to any sundry debtors of our Company. Further, except as disclosed in the section entitled “*Our Management*” on page 186, none of our Promoters are beneficiaries or related to beneficiaries of any loans granted, and advances provided by our Company.

Payment or Benefits to Promoters or Promoter Group

Except as disclosed in the sections entitled “*Related Party Transactions*” on page 209 regarding related party transactions, entered into during the last five Financial Years and “*Our Promoters and Promoter Group – Interest of our Promoters*” on page 200 and in the ordinary course of our business:

- (i) there has been no payment or benefit to our Promoters during the two years prior to the filing of this Draft Red Herring Prospectus;
- (ii) there is no intention to pay or give any benefit to our Promoters or Promoter Group as on the date of filing of this Draft Red Herring Prospectus;
- (iii) except as disclosed in the section entitled “*Our Subsidiaries*” on page 182, in respect of AWPL, our Company has not entered into any contract in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of contracts, agreements or arrangements which are proposed to be made with them; and
- (iv) there has been no payment or benefit to the Promoter Group during the two years prior to the filing of this Draft Red Herring Prospectus, other than the use of the Registered Office or Corporate Office of our Company as the registered office of certain entities of the Promoter Group and the use of the “Angel” logo by certain entities of the Promoter Group.

Companies with which our Promoters have disassociated in the last three years

Except as provided below, our Promoters have not disassociated themselves from any other companies during the preceding three years:

Name of the Promoters	Name of the entity	Date of disassociation	Reasons for disassociation
Dinesh D. Thakkar	Angel Securities Limited	March 29, 2016	Resignation
	Dartstock Broking Private Limited (erstwhile, Craftsman Apparel Private Limited)	February 2, 2017	Resignation
Ashok D. Thakkar	Angel Securities Limited	March 29, 2016	Resignation

Confirmations

1. Our Promoters and members forming a part of the Promoter Group have not been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI or any other government authority.
2. There are no violations of securities laws committed by our Promoters and members forming a part of the Promoter Group in the past and no proceedings for violation of securities laws are pending against them.
3. Our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.
4. Our Promoters have not taken any unsecured loans which may be recalled by the lenders at any time.

Promoter Group

In addition to the Promoters of our Company, the following individuals and entities constitute the Promoter Group of our Company:

1. ***Natural persons forming part of the Promoter Group***

The natural persons who constitute the Promoter Group, are as follows:

- (i). Ashok Magnani
- (ii). Bhagwani T. Thakkar
- (iii). Bhavesh Thakkar
- (iv). Chandrakant Thakkar
- (v). Deepak T. Thakkar
- (vi). Dinesh Chandwani
- (vii). Haresh Magnani
- (viii). Harish Chandwani
- (ix). Jaya Prakash Ramchandani
- (x). Jyoti Chandwani
- (xi). Jyotiben Lalwani
- (xii). Kajal Dhanwani
- (xiii). Kanhaiya Magnani

- (xiv). Kanta D. Thakkar
- (xv). Lalit T. Thakkar
- (xvi). Madan Magnani
- (xvii). Mahesh D. Thakkar
- (xviii). Manohar Magnani
- (xix). Meena Adwani
- (xx). Meena Khimnani
- (xxi). Meena Thakkar
- (xxii). Mohini Nenwani
- (xxiii). Naina Kotwani
- (xxiv). Nanki Chandwani
- (xxv). Prem Kotwani
- (xxvi). Priyaben Lalwani
- (xxvii). Raaj Magnani
- (xxviii). Rajkumar Magnani
- (xxix). Shantiben Kotwani
- (xxx). Shobraj Thakkar
- (xxxii). Shyam Magnani
- (xxxiii). Tarachand Thakkar
- (xxxiv). Vijay Thakkar
- (xxxv). Vinay Thakkar

2. ***Entities forming part of Promoter Group***

The entities which constitute the Promoter Group, are as follows:

- (i). Angel Insurance Brokers and Advisors Private Limited
- (ii). DA Lady Apparels Private Limited
- (iii). Dartstock Broking Private Limited (erstwhile, Craftsman Apparel Private Limited)
- (iv). Dinesh Thakkar HUF
- (v). Jack & Jill Apparel Private Limited
- (vi). Nirwan Monetary Services Private Limited

OUR GROUP COMPANIES

In accordance with the SEBI ICDR Regulations, Group Companies includes such companies which are covered under applicable accounting standards and such other companies as are considered material by the Board. Pursuant to a resolution of our Board dated August 14, 2018, for the purposes of disclosure in connection with the Offer, a company shall be considered material and disclosed as a ‘Group Company’ in this Draft Red Herring Prospectus in the event such company (a) is considered to be a related party of our Company in accordance with the Accounting Standard 18 in the Restated Financial Statements of our Company (except such companies that are consolidated in accordance with the applicable accounting standards and our Promoters) or (b) a material adverse change in such companies, can lead to a material adverse effect of the Company, its revenue and profitability.

For avoidance of doubt, it is hereby clarified that our Subsidiaries, which have been consolidated in the Restated Consolidated Financial Information, have not been considered as Group Companies for the purpose of disclosure in this Draft Red Herring Prospectus. Unless otherwise specified, all information in this section is as of the date of this Draft Red Herring Prospectus. Further, it is clarified that the companies that have ceased to be related parties of the Company in terms of Accounting Standard 18, as confirmed by the Board, shall not be considered as “Group Companies”.

Based on the above, the following are our Group Companies:

- (i) Angel Insurance Brokers and Advisors Private Limited;
- (ii) Jack & Jill Apparel Private Limited; and
- (iii) Nirwan Monetary Services Private Limited.

A. *The details of our Group Companies*

The details of our Group Companies are provided below:

1. **Angel Insurance Brokers and Advisors Private Limited**

Corporate Information

AIB is a private limited company and was incorporated on July 26, 2007 at Mumbai under the Companies Act, 1956. AIB is authorized by its memorandum of association to be involved in the business of insurance and re-insurance.

Interest of our Promoters

One of our Promoters, Dinesh D. Thakkar, holds 9,900 equity shares, amounting to 99.00% of the issued, subscribed and paid up capital of AIB.

Financial Performance

The financial information derived from the audited financial results of AIB for Financial Years 2018, 2017 and 2016 are provided below:

Particulars	(Figures in ₹ million except per share data)		
	For Financial Year		
	2018	2017	2016
Equity capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation)	(0.17)	(0.14)	(0.11)
Sales/Turnover (Income)	0.00	0.00	0.00
Profit/(Loss) after tax	(0.03)	(0.03)	(0.02)
Earnings per share (Basic)	(3.20)	(2.94)	(2.16)
Earnings per share (Diluted)	(3.20)	(2.94)	(2.16)
Net asset value per share	(6.72)	(3.52)	(0.58)

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three Financial Years.

2. Jack & Jill Apparel Private Limited

Corporate Information

JJAPL is a private limited company and was incorporated on October 13, 2005 at Mumbai under the Companies Act, 1956. JJAPL is involved in the business of garments.

Interest of our Promoters

Our Promoters, Dinesh D. Thakkar and Sunita A. Magnani hold 5,000 equity shares and 10,000 equity shares, amounting to 0.09% and 0.18% of the issued, subscribed and paid up capital of JJAPL, respectively.

Financial Performance

The financial information derived from the audited financial results of JJAPL for Financial Years 2018, 2017 and 2016 are provided below:

(Figures in ₹ million except per share data)

Particulars	For Financial Year		
	2018	2017	2016
Equity capital	56.52	56.52	56.52
Reserves and surplus (excluding revaluation)	(59.04)	(59.01)	(56.58)
Sales/Turnover (Income)	13.33	7.24	16.66
Profit/(Loss) after tax	(0.03)	(0.18)	(0.94)
Earnings per share (Basic)	(0.01)	(0.17)	(0.17)
Earnings per share (Diluted)	(0.01)	(0.17)	(0.17)
Net asset value per share	(0.44)	(0.44)	(0.01)

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three Financial Years.

3. Nirwan Monetary Services Private Limited

Corporate Information

NMSPL is a private limited company and was incorporated on November 16, 1995 at Mumbai under the Companies Act, 1956. NMSPL is registered as an NBFC with the RBI.

Interest of our Promoters

Dinesh D. Thakkar and Ashok D. Thakkar (jointly held with Meena Thakkar) hold 140,000 equity shares and 200,000 equity shares, amounting to 11.84% and 16.92% of the issued, subscribed and paid up capital of NMSPL.

Financial Performance

The financial information derived from the audited financial results of NMSPL for Financial Years 2018, 2017 and 2016 are provided below:

(Figures in ₹ million except per share data)

Particulars	For Financial Year		
	2018	2017	2016
Equity capital	11.82	11.82	11.82
Reserves and surplus (excluding revaluation)	86.54	65.84	57.96
Sales/Turnover (Income)	0.76	8.37	4.86
Profit/(Loss) after tax	20.73	7.88	6.89
Earnings per share (Basic)	17.53	6.67	5.83
Earnings per share (Diluted)	17.53	6.67	5.83
Net asset value per share	83.20	65.69	59.03

There are no significant notes of the auditors in relation to the aforementioned financial statements for the last three Financial Years.

B. Group Companies having negative net-worth

Except as disclosed below, none of our Group Companies have negative net-worth:

- (i) Angel Insurance Brokers and Advisors Private Limited; and
- (ii) Jack & Jill Apparel Private Limited.

C. Group Companies under winding up

No winding up petition has been filed under the Companies Act against any of our Group Companies.

D. Group Companies which are sick companies

Except as disclosed below, none of our Group Companies fall under the definition of sick companies under the erstwhile SICA:

- (i) Angel Insurance Brokers and Advisors Private Limited; and
- (ii) Jack & Jill Apparel Private Limited.

There are no adverse factors in relation to the Group Companies mentioned above.

Further, there are no corporate insolvency resolution process has been initiated against any of our Group Companies under the Insolvency and Bankruptcy Code, 2016 or any other applicable law.

E. Loss making Group Companies:

The following table provides the details of our Group Companies which have incurred loss in the last Financial Year and profit/loss made by them in the last three Financial Years:

(Figures in ₹ million)

S. No.	Name of the Group Company	Profit/(Loss)		
		Financial Year 2018	Financial Year 2017	Financial Year 2016
1.	Angel Insurance Brokers and Advisors Private Limited	(0.03)	(0.03)	(0.02)
2.	Jack & Jill Apparel Private Limited	(0.03)	(0.18)	(0.94)

There are no adverse factors related to our Group Companies in relation to losses incurred by them in the immediately preceding three years prior to the date of this Draft Red Herring Prospectus.

For further details, please see the sections entitled “Risk Factors - Some of our Group Companies have incurred losses in the past, which may have an adverse effect on our reputation and business.” on page 42, respectively.

F. Defunct Group Companies

None of the Group Companies have remained defunct and no application has been made to the registrar of companies for striking off the name of any of our Group Companies during the five years preceding the date of filing this Draft Red Herring Prospectus.

Interest of Group Companies in our Company

(a) In the promotion of our Company

None of our Group Companies have any interest in the promotion in our Company.

(b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Draft Red Herring Prospectus with SEBI

None of our Group Companies are interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus.

(c) **In transactions for acquisitions of land, construction of building and supply of machinery**

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

(d) **In the business of our Company**

Except in the ordinary course of business and as disclosed in the section “*Related Party Transactions*” on page 209, none of our Group Companies have any business or other interests in our Company.

Common Pursuits among the Group Companies and our Company

NMSPL, one of the group companies of our Company and AFPL, one of the Subsidiaries of our Company are registered as NBFCs with the RBI. However, none of these companies have any common pursuits with the Company.

Related Business Transactions within the Group Companies and Significance on the Financial Performance of our Company

Other than the transactions disclosed in the section entitled “*Related Party Transactions*” on page 209 and in the ordinary course of business, there are no other related business transactions within the Group Companies.

Transactions with Group Companies

There are no sales or purchases between our Company and our Group Companies where such sales or purchases exceed in value in the aggregate 10.00% of the total sales or purchases of our Company.

Other Confirmations

1. None of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies have failed to meet the listing requirements of any recognised stock exchange(s) in India or abroad. Further, no penalty has been imposed on any of our Group Companies by such exchanges.
2. None of our Group Companies have availed of any unsecured loans which may be recalled by the lenders at any time. Further, our Company has not availed any unsecured loans from our Group Companies.

For details in connection with Group Companies from which our Promoters have disassociated during the last three years, please see the section entitled “*Our Promoters and Promoter Group*” on page 200.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend distribution policy of our Company was approved and adopted by our Board at its meeting dated April 16, 2018.

Declaration of dividend, if any, will depend on a number of factors, including but not limited to the future expansion plans and capital requirements, results of operations, earnings, accumulated profit of previous years, balance in general reserves, liquidity, applicable taxes including dividend distribution tax payable by our Company, general financial conditions, general economic conditions, contractual obligations, applicable Indian legal restrictions and other factors considered by our Board of Directors. The Articles of Association also provides discretion to our Board to declare and pay interim dividends.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. Our past practices with respect to the declaration of dividends are not necessarily indicative of our future dividend declaration. For further details, please see section entitled “*Financial Indebtedness*” on page 324.

The dividends declared by our Company on Equity Shares in the last five Financial Years and as on the date of the filing of this Draft Red Herring Prospectus have been provided below:

Sr. No.	Date of Declaration	Number of Equity Shares	Rate of dividend on the Equity Shares (%)	Amount of dividend paid on Equity Shares (in ₹ million)	Dividend distribution tax (in ₹ million)
1.	July 23, 2013	14,364,175	16.00	22.98	3.91
2.	November 12, 2013	14,364,175	16.00	22.98	3.91
3.	March 18, 2014	14,364,175	16.00	22.98	0.09
4.	September 10, 2014	14,364,175	16.00	22.98	0.09
5.	March 23, 2015	14,364,175	28.00	40.22	8.04
6.	September 22, 2015	14,364,175	28.00	40.22	3.11
7.	March 21, 2016	14,364,175	28.00	40.22	8.19
8.	September 14, 2016	14,364,175	34.00	48.84	9.94
9.	February 22, 2017	14,364,175	34.00	48.84	1.21
10.	August 17, 2017	14,364,175	34.00	48.84	9.94
11.	November 22, 2017	14,364,175	34.00	48.84	9.94
12.	February 26, 2018	14,364,175	68.00	97.68	19.89
13.	July 11, 2018	71,995,003	9.00	64.80	13.32

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the quarter ended June 30, 2018 and the last five Financial Years, as per the requirements under accounting standard 18 and as reported in the Restated Financial Statements, please see the section entitled “*Financial Statements*” on page 210.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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Report of auditors on the restated standalone statement of assets and liabilities as at June 30, 2018, March 31, 2018, 2017, 2016, 2015 and 2014 and restated standalone statements of profits and losses and restated standalone statement of cash flows for the three month period ended June 30, 2018 and each of the years ended March 31, 2018, 2017, 2016, 2015, and 2014 of Angel Broking Limited (collectively, the "Restated Standalone Financial Information")

The Board of Directors
Angel Broking Limited
6th Floor, Ackruti Star, Central Road, MIDC
Andheri (E), Mumbai - 400 093

Dear Sirs / Madams,

1. We have examined the Restated Standalone Financial Information of Angel Broking Limited (formerly known as Angel Broking Private Limited) ('the Company') as at June 30, 2018, March 31, 2018, 2017, 2016, 2015 and 2014 and for the three month period ended June 30, 2018 and each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014, annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs.10 each ("IPO"). The Restated Standalone Financial Information, which have been approved by the Board of Directors of the Company, have been prepared by the Company in accordance with the requirements of:
 - a) sub-section (1) of Section 26 of Chapter III of The Companies Act, 2013 (the "Act"); and
 - b) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

Management Responsibility for the Restated Standalone Financial Information

2. The preparation of Restated Standalone Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 13 below. The Management's responsibility includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act and the ICDR Regulations.

Auditors Responsibility

3. We have examined such Restated Standalone Financial Information taking into consideration:
 - a) the terms of reference and our engagement agreed with you vide our engagement letter dated July 27, 2018, requesting us to carry out work on such Restated Standalone Financial Information, proposed to be included in the DRHP of the Company in connection with the Company's proposed IPO;
 - b) the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note"); and
 - c) the requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist the Company in meeting its responsibilities in relation to compliance with the Act and the ICDR Regulations in connection with the IPO.
4. The Company proposes to make an IPO which comprises a fresh issue of equity shares of Rs.10 each by the Company and an offer for sale by certain shareholders of existing equity shares of Rs.10 each, at such premium, arrived at by a book building process (referred to as the "Issue"), as may be decided by the Board of Directors of the Company.

Restated Standalone Financial Information as per audited financial statements

5. The Restated Standalone Financial Information have been compiled by the management from the audited interim standalone financial statements of the Company as at and for the three month period ended June 30, 2018 and as at and for each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014 which have been approved by the Board of Directors at their meeting held on August 14, 2018, May 11, 2018, August 24, 2017, September 15, 2016, June 24, 2015 and July 16, 2014 respectively.
6. For the purpose of our examination, we have relied on Auditors' reports issued by us dated August 14, 2018 on the audited interim standalone financial statements as at and for the three month period ended June 30, 2018 and the Auditors' Reports issued by us dated May 20, 2018 on the standalone financial statements of the Company as at for the year ended March 31, 2018, as referred in Para 5 above.
7. The audits of standalone financial statements of the Company for the financial years ended March 31, 2017, 2016, 2015 and 2014 were conducted and reported upon by the Price Waterhouse & Co Bangalore LLP, Chartered Accountants ("Previous Auditors"), and accordingly reliance has been placed on the Restated Standalone Financial Information examined by them as at and for the years ended March 31, 2017, 2016, 2015, and 2014. The financial information included for these years are based solely on the reports dated August 24, 2017, September 15, 2016, June 24, 2015 and July 16, 2014 submitted by the Previous Auditors. Previous Auditors have also confirmed that the Restated Standalone Financial Information:
 - a. have been made after incorporating adjustments for change in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
 - b. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
 - c. do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Standalone Financial Information in the respective financial years and do not contain any qualification requiring adjustments.
8. In accordance with the requirements of Section 26 of Part I of Chapter III of the Act, the ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:
 - a) The Restated Standalone Statement of Assets and Liabilities of the Company, including as at March 31, 2017, 2016, 2015 and 2014 examined and reported upon by the Previous Auditors, on which reliance has been placed by us and as at June 30, 2018 and March 31, 2018, examined by us, as set out in Annexure I to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Restated Statement on Adjustments to Audited Standalone Financial Statements in Annexure IV of the Restated Standalone Financial Information.
 - b) The Restated Standalone Statement of Profit and loss, including for each of the years ended March 31, 2017, 2016, 2015 and 2014 examined and reported upon by the Previous Auditors, on which reliance has been placed by us and for the three months ended June 30, 2018 and for the year ended March 31, 2018 examined by us, as set out in Annexure II to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Restated Statement on Adjustments to Audited Standalone Financial Statement in Annexure IV of the Restated Standalone Financial Information.
 - c) The Restated Standalone Statement of Cash flows, including for each of the years ended March 31, 2017, 2016, 2015 and 2014 examined and reported upon by the Previous Auditors, on which reliance has been placed by us and and for the three months ended June 30, 2018 and for the year ended March 31, 2018 examined by us, as set out in Annexure III to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully

described in the Restated Statement on Adjustments to Audited Standalone Financial Statement in Annexure IV of the Restated Standalone Financial Information.

- d) Based on the above and according to the information and explanations given to us, we further report that:
- i) Restated Standalone Financial Information have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
- ii) Restated Standalone Financial Information have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;
- iii) Restated Standalone Financial Information do not contain any extra-ordinary items that need to be disclosed separately in the Restated Standalone Financial Information and do not contain any qualification requiring adjustments;
- iv) There are no qualifications in the auditors' reports on the audited standalone financial statements of the Company as at June 30, 2018, March 31, 2018, 2017, 2016, 2015 and 2014 and for the three month period ended June 30, 2018 and each of the years ended March 31, 2018, 2017, 2016, 2017 and 2014 which require any adjustments to the Restated Standalone Financial Information; and
- v) Other audit qualifications included in the Annexure to the auditors' report issued under Companies (Auditor Report) Order 2016, 2015 and 2003 as applicable, on the financial statements for each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014, which do not require any corrective adjustment to the Restated Standalone Financial Information, are as follows:

For the year ended March 31, 2018

Clause VII (a)

Undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, sales-tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases of payment of goods and service tax and income tax. As informed, the provisions of sales tax, wealth tax, value added tax, excise duty and customs duty are currently not applicable to the Company.

Clause VII (c)

According to the records of the Company, the dues of income-tax on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax demand	69,49,802	AY 2005-06	High Court, Mumbai
Income Tax Act, 1961	Income Tax demand	8,79,32,130	AY 2008-09	High Court, Mumbai
Income Tax Act, 1961	Income Tax demand	2,85,646	AY 2009-10	CIT (Appeals)
Income Tax Act, 1961	Income Tax demand	19,63,096	AY 2010-11	ITAT, Mumbai
Income Tax Act, 1961	Income Tax demand	75,29,396	AY 2012-13	CIT (Appeals)

As informed, the provisions of sales tax, wealth tax, value added tax, excise duty and customs duty are currently not applicable to the Company.

For the year ended March 31, 2017

Clause VII (a)

According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues in respect of service tax though there has been a slight delay in few cases, and is regular in depositing statutory dues, including income tax, labour welfare fund and stamp duty, provident fund, employees' state insurance, service tax, professional tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

Clause VII (b)

According to the information and explanation given to us and the records of the Company examined by us, the particulars of dues of income tax as at March 31, 2017 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax demand	8,79,32,130	2008-09	Honorable High Court
Income Tax Act, 1961	Income Tax demand	4,03,895*	2009-10	CIT (Appeals)
Income Tax Act, 1961	Income Tax demand	12,78,98,823	2009-10	CIT (Appeals)

*Includes Rs 403,895 paid under protest

For the year ended March 31, 2016

Clause VII (a)

According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, stamp duty and professional tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, service tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

Clause VII (b)

According to the information and explanation given to us and the records of the Company examined by us, the particulars of dues of income tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax demand	22,71,09,002	2008-09	Honorable High Court

Income Tax Act, 1961	Income Tax demand	4,03,895*	2009-10	CIT (Appeals)
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*Includes Rs 403,895 paid under protest

Clause X

During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, except note 31 to the financial statements, we had neither come across any instances of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the Management.

For the year ended March 31, 2015

Clause VII (a)

According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, service tax and other material statutory dues, as applicable, with the appropriate authorities.

Clause VII (b)

According to the information and explanation given to us and the records of the Company examined by us, the particulars of dues of income tax as at March 31, 2015 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax demand	22,71,09,002	2008-09	Honorable Bombay High Court

For the year ended March 31, 2014

Clause IX (a)

According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, service tax and stamp duty, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance and other material statutory dues, as applicable, with the appropriate authorities.

Clause IX (b)

According to the information and explanation given to us and the records of the Company examined by us, the particulars of dues of income tax as at March 31, 2014 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax demand	22,71,09,002	2008-09	Bombay High Court

Other Financial Information

9. At the Company's request, we have also examined the following restated statements, set out in the Annexures, and proposed to be included in the DRHP, prepared by the Management and approved by the Board of Directors of the Company on August 14, 2018 and annexed to this report as at and for the three month period ended June 30, 2018 and as at and for each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014. In respect of the years ended March 31, 2017, 2016, 2015 and 2014, such standalone financial information have been included based on the reports submitted by the Previous Auditors and relied upon by us:
- i. Restated Standalone Statement of Share Capital, enclosed as Annexure VI;
 - ii. Restated Standalone Statement of Reserves and Surplus, enclosed as Annexure VII;
 - iii. Restated Standalone Statement of Long Term Borrowings, enclosed as Annexure VIII;
 - iv. Restated Standalone Statement of Long Term Provisions, enclosed as Annexure IX;
 - v. Restated Standalone Statement of Short Term Borrowings, enclosed as Annexure X;
 - vi. Restated Standalone Statement of Trade Payables, enclosed as Annexure XI;
 - vii. Restated Standalone Statement of Other Current Liabilities, enclosed as Annexure XII;
 - viii. Restated Standalone Statement of Short Term Provisions, enclosed as Annexure XIII;
 - ix. Restated Standalone Statement of Fixed Assets, enclosed as Annexure XIV;
 - x. Restated Standalone Statement of Non-Current Investments, enclosed as Annexure XV;
 - xi. Restated Standalone Statement of Deferred Tax Asset (net), enclosed as Annexure XVI;
 - xii. Restated Standalone statement of Long Term Loans and Advances, enclosed as Annexure XVII;
 - xiii. Restated Standalone statement of Other Non-Current Assets, enclosed as Annexure XVIII;
 - xiv. Restated Standalone statement of Inventories, enclosed as Annexure XIX;
 - xv. Restated Standalone statement of Trade Receivables, enclosed as Annexure XX;
 - xvi. Restated Standalone statement of Cash and Bank Balances, enclosed as Annexure XXI;
 - xvii. Restated Standalone statement of Short Term Loans and Advances, enclosed as Annexure XXII;
 - xviii. Restated Standalone statement of Other Current Assets, enclosed as Annexure XXIII;
 - xix. Restated Standalone statement of Revenue from Operations, enclosed as Annexure XXIV;
 - xx. Restated Standalone statement of Other Income, enclosed as Annexure XXV;
 - xxi. Restated Standalone statement of Employee Benefit Expense, enclosed as Annexure XXVI;
 - xxii. Restated Standalone statement of Finance Cost, enclosed as Annexure XXVII;
 - xxiii. Restated Standalone statement of Other Expenses, enclosed as Annexure XXVIII;
 - xxiv. Restated Standalone statement of Related Party Disclosures, enclosed as Annexure XXIX;
 - xxv. Restated Standalone statement of Additional Information, enclosed as Annexure XXX;
 - xxvi. Restated Standalone statement of Dividend, enclosed as Annexure XXXI;
 - xxvii. Restated Standalone statement of Accounting Ratios, enclosed as Annexure XXXII;
 - xxviii. Restated Standalone statement of Capitalisation, enclosed as Annexure XXXIII;
 - xxix. Restated Standalone statement of Tax Shelter, enclosed as Annexure XXXIV;
10. According to the information and explanations given to us and also as per reliance placed on the examination reports for the years ended March 31, 2017, 2016, 2015 and 2014 submitted by the Previous Auditors, in our opinion, the Restated Standalone Financial Information and the above restated statements contained in Annexures VI to XXXIV accompanying this report, read with Restated Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making adjustments and regroupings as considered appropriate and disclosed in Annexure IV and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, the ICDR Regulations and the Guidance Note.

11. This report should not in any way be construed as a reissuance or redating of any of the previous audit reports issued by us or by the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the management and for inclusion in the DRHP to be filed with SEBI, National Stock Exchange of India Limited and BSE Limited in connection with the proposed IPO of the Company and is not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For S. R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No. 048749
Place: Mumbai
Date: August 21, 2018

Angel Broking Limited (Formerly known as Angel Broking Private Limited)							
Annexure I - Restated Standalone Statement of Assets and Liabilities							
₹ in million							
Particulars	Annexure	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Equity and liabilities							
Shareholders' funds							
Share Capital	VI	719.95	719.95	143.64	143.64	143.64	143.64
Reserves and Surplus	VII	4,035.00	3,779.63	2,981.25	2,883.09	2,719.98	2,469.87
Non-current liabilities							
Long-Term Borrowings	VIII	10.45	11.91	4.15	-	-	250.00
Long-Term Provisions	IX	30.23	30.23	30.05	20.58	16.18	11.11
Current liabilities							
Short-Term Borrowings	X	7,962.00	10,636.29	6,971.51	3,046.54	1,511.11	1,166.37
Trade Payables	XI						
Total outstanding dues of micro and small enterprises		0.02	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises		5,035.45	6,154.16	4,430.33	2,511.55	2,099.07	2,517.69
Other Current Liabilities	XII	1,395.91	1,381.11	845.35	679.13	863.63	777.62
Short-Term Provisions	XIII	17.77	7.99	6.24	4.24	3.66	5.07
Total		19,206.78	22,721.27	15,412.52	9,288.77	7,357.27	7,341.37
Assets							
Non-current assets							
Fixed assets							
Property plant and equipment	XIV	881.43	883.88	869.36	889.59	929.38	1,076.14
Intangible Assets	XIV	82.53	87.57	76.63	37.65	31.05	28.00
Capital Work- in-progress	XIV-3	-	-	-	12.57	8.80	-
Intangible assets under development	XIV-4	-	-	6.41	18.34	-	-
Non-Current Investments	XV	947.90	947.90	1,009.65	1,009.65	1,009.65	1,009.65
Deferred tax asset (net)	XVI	36.94	37.91	7.46	3.69	5.78	(1.41)
Long-Term Loans and Advances	XVII	265.62	251.10	118.75	115.23	397.45	434.94
Other Non-current Assets	XVIII	22.58	17.64	23.20	21.15	19.44	16.05
Current assets							
Inventories	XIX	-	-	0.83	0.73	0.69	0.55
Trade Receivables	XX	1,367.96	1,570.63	8,544.44	4,375.06	2,653.93	1,980.94
Cash and Bank balances	XXI	7,003.20	8,759.45	4,538.67	2,608.34	2,160.43	2,306.65
Short-Term Loans and Advances	XXII	8,380.84	9,938.91	96.97	129.29	99.69	62.47
Other Current Assets	XXIII	217.78	226.28	120.15	67.48	40.98	427.39
Total		19,206.78	22,721.27	15,412.52	9,288.77	7,357.27	7,341.37
Summary of significant accounting policies							
V							
The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexure V, Annexures to the Restated Standalone Financial Information appearing in Annexures VI to XXX and Restated Statement on Adjustments to Audited Standalone Financial Statements appearing in Annexure IV.							
The accompanying annexures are an integral part of the financial information							
As per our report of even date							
For S. R. Batliboi & Co. LLP				For and on behalf of the Board of Directors			
Firm Registration No. : 301003E/E300005							
Chartered Accountants							
per Viren H. Mehta				Dinesh Thakkar		Vinay Agrawal	
Partner				Managing Director		Director	
Membership No. 048749				DIN : 00004382		DIN : 01773822	
				Naheed Patel		Vineet Agrawal	
				Company Secretary		Chief Financial Officer	
				Membership No: ACS22506			
Place: Mumbai				Place: Mumbai			
Date: August 21, 2018				Date: August 14, 2018			

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure II - Restated Standalone Statement of Profit & Loss

₹ in million

Particulars	Annexure	For the Quarter ended	For the Year Ended				
		June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Revenue							
Revenue from Operations	XXIV	1,868.34	7,340.24	4,541.86	3,639.25	3,445.71	2,344.42
Other Income	XXV	109.90	182.37	172.20	173.80	198.23	216.12
Total Revenue (A)		1,978.24	7,522.61	4,714.06	3,813.05	3,643.94	2,560.54
Expenses							
Employee Benefits Expense	XXVI	326.95	1,151.02	1,094.78	909.08	720.64	782.37
Depreciation and Amortisation Expenses	XIV	28.98	124.94	96.93	96.91	123.42	93.23
Finance Costs	XXVII	211.37	887.07	504.10	286.65	186.73	136.05
Other Expenses	XXVIII	1,020.84	3,869.83	2,737.97	2,124.70	2,046.56	1,451.73
Total Expenses (B)		1,588.14	6,032.86	4,433.78	3,417.34	3,077.35	2,463.38
Profit before tax and material adjustments (C=A-B)		390.10	1,489.75	280.28	395.71	566.59	97.16
Tax expense							
- Current tax		133.85	516.45	86.86	134.21	199.38	28.59
- Deferred Tax charge / (credit)		0.97	(34.29)	(3.78)	2.09	12.02	(5.44)
- Taxes for earlier years		(0.09)	(10.91)	(9.78)	4.57	(6.26)	0.72
Total Tax expense (D)		134.73	471.25	73.30	140.87	205.14	23.87
Net Profit as restated		255.37	1,018.50	206.98	254.84	361.45	73.29
Earnings per equity share [Nominal value of ₹ 10 each fully paid]	XXX-4						
- Basic		3.55	14.18	2.88	3.55	5.03	1.02
- Diluted		3.55	14.18	2.88	3.55	5.03	1.02

Summary of significant accounting policies

V

The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexure V, Annexures to the Restated Standalone Financial Information appearing in Annexures VI to XXX and Restated Statement on Adjustments to Audited Standalone Financial Statements appearing in Annexure IV.

The accompanying annexure are an integral part of the financial information

As per our report of even date

For S. R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

For and on behalf of the Board of Directors

per Viren H. Mehta
Partner
Membership No. 048749

Dinesh Thakkar
Managing Director
DIN : 00004382

Vinay Agrawal
Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: August 21, 2018

Place: Mumbai
Date: August 14, 2018

Particulars	For the Quarter Ended		For the Year Ended			
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
(i) Cash flow from operating activities						
Restated Profit before tax	390.10	1,489.74	280.28	395.71	566.59	97.16
Adjustments for :						
- Interest income on fixed deposits with banks free from charge	-	-	(0.43)	(1.58)	(0.29)	(18.67)
- Interest on fixed deposits with banks	(25.26)	(72.84)	(38.48)	(4.17)	-	-
- Interest income on inter corporate deposits	(1.71)	(6.58)	(4.90)	(7.04)	(56.77)	(29.38)
- Interest income on bond	-	(9.10)	-	-	-	-
- Income from lease of property	(2.08)	(8.32)	(36.32)	(36.32)	(36.32)	(35.86)
- Dividend from long term investments	-	(0.16)	(42.97)	(25.06)	(22.47)	(22.47)
- Dividend from current investments	-	(6.60)	-	-	-	-
- Profit/loss on redemption of mutual fund/bonds	-	(5.25)	-	-	-	-
- Interest on income tax refund	-	-	-	(63.39)	(8.06)	-
- Dividend From investment in mutual funds	-	-	-	-	(0.17)	(0.71)
- Contingent provision against standard asset no longer required	-	-	-	-	(1.00)	-
- Provision for gratuity	0.92	(0.24)	12.73	9.16	8.41	2.54
- Provision for compensated absences	3.70	0.10	7.42	4.06	2.50	0.24
- Depreciation and amortisation expenses	28.98	124.94	96.93	96.91	123.42	93.23
- Interest on term loan	-	-	-	21.65	37.43	32.56
- Interest on loan secured against security	-	-	86.74	10.14	-	-
- Interest expense on inter corporate deposits	-	4.98	14.18	26.94	-	-
- Interest on bank overdraft	204.52	835.61	376.92	193.56	115.32	53.81
- Interest on Income tax	-	6.55	(0.42)	0.48	3.42	0.63
- Commercial Paper Charges	-	-	-	-	-	3.36
- Fixed assets written off	-	4.97	0.72	3.48	9.78	10.18
- Profit on sale of Shares	(4.64)	-	-	-	-	-
- Profit / (Loss) on Sale of property plant and equipment/intangible assets (net)	(0.37)	-	(0.67)	3.43	(1.58)	0.97
- Bad Debts written off (net)	36.93	83.83	34.85	47.92	34.58	27.04
- Insurance claim received	-	-	-	-	-	(2.31)
Operating profit before working capital changes	631.09	2,441.63	786.58	675.88	774.79	212.32
Changes in working capital:						
- Increase / (decrease) in trade payables	(1,118.69)	843.52	1,918.78	412.48	(418.62)	757.99
- Increase / (decrease) in other current liabilities and Short-term provisions	14.69	396.11	158.98	55.06	(170.11)	(1,071.20)
- (Increase) / decrease in long-term loans and advances	(26.22)	(136.20)	4.49	(11.25)	16.63	14.45
- (Increase) / decrease in other non-current assets	(4.93)	12.06	(2.05)	(1.71)	(3.39)	69.19
- (Increase) / decrease in inventories	-	0.83	(0.10)	(0.03)	(0.15)	0.27
- (Increase) / decrease in trade receivables	165.75	6,919.34	(4,204.25)	(1,769.03)	(707.56)	(561.21)
- (Increase) / decrease in other bank balances (Refer Annexure XXI-1)	1,929.21	(3,291.69)	(1,272.02)	(910.94)	209.32	(265.65)
- (Increase) / decrease in short term loans and advances	1,558.07	(9,827.06)	32.32	(29.60)	(37.22)	114.27
- (Increase) / decrease in other current assets	8.50	(64.49)	(27.00)	(33.13)	401.60	(398.34)
Cash generated (used in) / from operations	3,157.47	(2,705.95)	(2,604.27)	(1,612.27)	65.29	(1,127.91)
- Direct taxes paid (net of refunds)	(116.90)	(475.99)	(84.66)	217.60	(167.62)	(36.06)
Net cash generated (used in) / from operating activities (i)	3,040.57	(3,181.94)	(2,688.93)	(1,394.67)	(102.33)	(1,163.97)
(ii) Cash flow from investing activities						
Purchase of property plant and equipment/intangible assets	(21.50)	(75.07)	(93.34)	(94.30)	(58.43)	(40.97)
Proceeds from sale of property plant and equipment and intangible assets	0.37	1.36	2.11	1.55	2.49	5.56
Investment in fixed deposit free from charge	-	-	(19.24)	(90.00)	-	-
Proceeds from fixed deposit free from charge	-	-	99.62	-	-	-
Proceeds from Insurance Claim	-	-	-	-	-	2.31
Cash and cash equivalent acquired pursuant to scheme of merger (refer Annexure XXX-11)	-	111.28	-	-	-	-
Purchase of Mutual Fund Units	-	(330.00)	-	-	-	-
Redemption of Mutual Fund Units	-	544.95	-	-	-	-
Purchase of Bonds	-	(270.01)	-	-	-	-
Redemption of Bonds	-	294.22	-	-	-	-
Proceeds from sale of Shares	4.64	-	-	-	-	-
Interest received on fixed deposits with banks	25.26	72.84	13.26	12.39	(14.91)	20.57
Interest received on inter corporate deposits	1.71	6.58	4.90	7.04	56.77	29.38
Interest received on bonds	-	8.47	-	-	-	-
Income from lease property	2.08	8.32	36.32	36.32	36.32	35.86
Dividend received on long term investment	-	6.76	42.98	25.05	22.47	22.47
Dividend income on mutual funds	-	-	-	-	0.17	0.71
Net cash generated from / (used in) investing activities (ii)	12.56	379.70	86.61	(101.95)	44.88	75.89
(iii) Cash flow from financing activities						
Proceeds/(repayments) from/of overdraft from bank (net)	(2,674.30)	3,595.40	3,574.98	1,732.72	124.94	148.44
Proceeds from working capital loan	-	-	350.00	-	-	-
Proceeds from Issue of Commercial Papers/NCD	-	-	-	-	-	496.64
Repayment of Commercial Papers/NCD	-	-	-	-	-	(500.00)
Proceeds from unsecured loan	-	-	-	-	219.80	-
Proceeds from Vehicle Loan	-	-	5.00	-	-	(70.89)
Repayments of Vehicle Loan	(1.34)	(5.06)	-	-	-	-
Proceeds from unsecured loans	-	-	-	-	-	-
Repayments of unsecured loans	-	-	-	(250.00)	-	-
Proceeds from intercorporate deposits	-	3,454.78	17,105.75	22,239.04	-	-
Repayment of intercorporate deposits	-	(3,454.78)	(17,105.75)	(22,436.34)	-	-
Proceeds from issue of Equity Shares	-	10.92	-	-	-	-
Interest paid on term loan	-	-	-	(21.65)	(37.43)	(32.56)
Interest paid on loan secured against security	-	-	(86.74)	(10.14)	-	-
Interest on intercorporate deposits	-	(4.98)	(14.18)	(26.94)	-	-
Interest paid on bank overdraft	(204.52)	(835.61)	(379.21)	(191.37)	(115.42)	(55.46)
Interim dividend paid	-	(195.35)	(97.68)	(80.44)	(63.20)	(68.95)
Dividend distribution tax paid	-	(39.77)	(11.15)	(11.29)	(8.14)	(7.91)
Net cash generated from / (used in) financing activities (iii)	(2,880.16)	2,525.54	3,341.02	943.59	120.55	(90.69)
Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)	172.97	(276.70)	738.70	(553.03)	63.10	(1,178.77)
Cash and cash equivalents at the beginning of the quarter/year	791.19	1,067.89	329.19	882.22	819.12	1,997.89
Cash and cash equivalents at the end of the quarter/year	964.16	791.19	1,067.89	329.19	882.22	819.12

Cash and cash equivalents at the end of the quarter/year comprises of						
Cash on hand	0.49	0.40	0.63	0.59	0.76	0.75
Balance with scheduled banks in current accounts	613.67	529.54	627.26	308.37	881.46	818.37
Demand deposits (less than 3 months maturity)	-	180.00	440.00	-	-	-
Cheques on hand	350.00	81.25	-	20.23	-	-
	964.16	791.19	1,067.89	329.19	882.22	819.12

Notes :

1. The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard-3 on 'Cash Flow Statements' notified under specified section 133 of the Companies Act,2013 read with Rule 7 of the Companies (Accounts) Rules,2014 and Companies (Accounting Standards) Amendment Rules, 2016.

The accompanying annexure are an integral part of the financial information

As per our report of even date

For S. R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

per Viren H. Mehta
Partner
Membership No. 048749

For and on behalf of the Board of Directors

Dinesh Thakkar
Managing Director
DIN : 00004382

Vinay Agrawal
Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: August 21, 2018

Place: Mumbai
Date: August 14 2018

Annexure IV-Restated Statement on Adjustments to Audited Standalone Financial Statements of Angel Broking Limited (Formerly known as Angel Broking Private Limited)

Summarized below are the restatement adjustments made to the Audited Standalone Financial Statements for the quarter ended June 30, 2018 and for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and their impact on the profit / (loss) of the Company:

₹ in million

Particulars	For the Quarter	For the Year ended				
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Profit after tax as per audited financial statement	255.37	1,018.50	206.98	254.84	389.14	64.20
(i) Impact of adjustments due to change in accounting policy						
Depreciation	-	-	-	-	41.96	(13.77)
Less: Deferred tax on above adjustment	-	-	-	-	(14.26)	4.68
Total impact of adjustments	-	-	-	-	27.70	(9.09)
Profit after adjustments	255.37	1,018.50	206.98	254.84	361.44	73.29

Restated adjustment is due to change of method of providing depreciation from written down value (WDV) to straight line method (SLM). The Company has changed method in FY 2014-15 wef April 01, 2014. Excess depreciation charged upto March 31, 2014 aggregating to ₹ 41.96 million on standalone basis was written back under depreciation in Statement of Profit of Loss for the year ended March 31, 2015. The same has been restated in financial year March 31, 2014 and to its opening reserve with corresponding impact on deferred tax. Above table explains the impact of this adjustment in standalone and consolidated financial statement for year ended March 31, 2015 and March 31, 2014.

Annexure IV (continued..)

Statement on Adjustments to Audited Standalone Financial Statements of Angel Broking Limited (Formerly known as Angel Broking Private Limited)

Notes

A) Adjustments

1	Adjustments for Audit Qualifications	Nil
2	Other Material Adjustments	Nil
3	Changes in Accounting Policy	Nil
4	Tax Adjustments	Nil
5	Opening Reserve Reconciliation	

Surplus/Deficit in the Statement of Profit and Loss as at April 1, 2013		₹ in million
Surplus/Deficit in Statement of Profit and Loss, as per audited Balance Sheet as at April 1, 2013		719.59
Adjustment on account of Restatements:-		
Adjustment on account of Change in Accounting Policy:-		28.19
Tax Adjustments		(9.58)
Surplus as per Restated Standalone Financial Information as at April 1, 2013		738.20

Annexure IV (continued..)**Statement on Adjustments to Audited Financial Statements of Angel Broking Limited (Formerly known as Angel Broking Private Limited)****B) Auditor's Comment in Company Auditor's Report Order - Non - Adjusting Items :-**

Other audit qualification included in the annexures to the audit report issued under Companies (Auditors Report) Order, 2016, 2015 and 2003 (as amended), respectively in the financial statements for the year ended March 31, 2018, 2017, 2016, 2015 and 2014 which do not require any corrective adjustments in the restated summary statements as follows :

A. For the year ended March 31, 2018

(vii) (a) Undisputed statutory dues including provident fund, employee's state insurance, income tax, service tax, sales tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities, though there has been a slight delay in a few cases of payment of goods and service tax and income tax.

As informed, the provisions of sales tax, wealth tax, value added tax, excise duty and customs duty are currently not applicable to company.

(vii) (C) According to the records of the company, the dues of income-tax on account of any dispute, are as follows:

Name of the Statute	Nature of dues	₹ in million	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand	6.95	AY 2005-06	High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	87.93	AY 2008-09	High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	0.29	AY 2009-10	CIT (Appeal)
Income Tax Act, 1961	Income Tax Demand	1.96	AY 2010-11	ITAT, Mumbai
Income Tax Act, 1961	Income Tax Demand	7.53	AY 2012-13	CIT (Appeal)

B. For the year ended March 31, 2017

(i) (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items once in two years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the said programme, no physical verification was carried out by the Management during the year. Accordingly, the discrepancies, if any, could not be ascertained and therefore, we are unable to comment on whether the discrepancies, if any, have been properly dealt with in the books of account,

(iii) The company has granted unsecured loans to five companies covered in the register maintained u/s 189 of the Act. The company has not granted any loans, secured or unsecured, to firms, or other parties covered in the register maintained u/s 189 of the Act

(iii)(b) In respect of the aforesaid loans, no schedule for repayment of principal and payment of interest has been stipulated by the company. Therefore, in absence of stipulation of repayment terms we do not make any comment on the regularity of repayment of principal and payment of interest.

(vii) (a) Undisputed statutory dues including provident fund, employee's state insurance, income tax, service tax, sales tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities, though there has been a slight delay in a few cases of payment of goods and service tax and income tax.

As informed, the provisions of sales tax, wealth tax, value added tax, excise duty and customs duty are currently not applicable to company.

(vii)(b) According to the information and explanations given to us and the records of the company examined by us, the particulars of dues of income tax as at March 31, 2017 which have not been deposited on account of dispute, are as follows:

Name of the Statute	Nature of dues	₹ in million	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand	87.93	2008-09	Honorable High Court
Income Tax Act, 1961	Income Tax Demand	0.40*	2009-10	CIT (Appeal)
Income Tax Act, 1961	Income Tax Demand	127.90	2009-10	CIT (Appeal)

* Includes ₹ 0.40 million paid under protest

Annexure IV (continued..)**Statement on Adjustments to Audited Financial Statements of Angel Broking Limited (Formerly known as Angel Broking Private Limited)****C. For the year ended March 31, 2016**

(iii) The company has granted unsecured loans to two companies covered in the register maintained u/s 189 of the Act. The company has not granted any loans, secured or unsecured, to firms, or other parties covered in the register maintained u/s 189 of the Act

(iii)(b) In respect of the aforesaid loans, no schedule for repayment of principal and payment of interest has been stipulated by the company. Therefore, in absence of stipulation of repayment terms we do not make any comment on the regularity of repayment of principal and payment of interest.

(vii)(a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues in respect of service tax though there has been a slight delay in few cases, and is regular in depositing statutory dues, including income tax, labour welfare fund and stamp duty, provident fund, employee's state insurance, service tax, professional tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(vii)(b) According to the information and explanations given to us and the records of the company examined by us, the particulars of dues of income tax as at March31, 2016 which have not been deposited on account of dispute, are as follows:

Name of the Statute	Nature of dues	₹ in million	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand	227.11	2008-09	Honorable High Court
Income Tax Act, 1961	Income Tax Demand	0.40*	2009-10	CIT (Appeal)

* Includes ₹ 0.40 million paid under protest

(x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, except note 31 to the financial statements, we have neither come across any instance of material fraud by the Company, or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the Management.

D. For the year ended March 31, 2015

(i) (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items once in two years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the said programme, no physical verification was carried out by the Management during the year. Accordingly, the discrepancies, if any, could not be ascertained and therefore, we are unable to comment on whether the discrepancies, if any, have been properly dealt with in the books of account,

(iii) The company has granted unsecured loans to three companies covered in the register maintained u/s 189 of the Act. The company has not granted any loans, secured or unsecured, to firms, or other parties covered in the register maintained u/s 189 of the Act

(vii)(a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues in respect of income tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employee's state insurance, Service tax and other material statutory dues, as applicable, with the appropriate authorities.

(vii)(b) According to the information and explanations given to us and the records of the company examined by us, the particulars of dues of income tax as at March31, 2015 which have not been deposited on account of dispute, are as follows:

Name of the Statute	Nature of dues	₹ in million	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand	227.11	2008-09	Honorable High Court

E. For the year ended March 31, 2014

(ix)(a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues in respect of income tax, service tax and stamp duty, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, employee's state insurance, Service tax and other material statutory dues, as applicable, with the appropriate authorities.

(ix)(b) According to the information and explanations given to us and the records of the company examined by us, the particulars of dues of income tax as at March31, 2014 which have not been deposited on account of dispute, are as follows:

Name of the Statute	Nature of dues	₹ in million	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demand	227.11	2008-09	Honorable High Court

1. Overview

Angel Broking Limited (Formerly known as Angel Broking Private Limited) (the 'Company') was originally incorporated on August 08, 1996, under the Companies Act, 1956. The Company has converted into public limited company wef June 28, 2018 via a certificate of incorporation, issued by Registrar of Companies, Mumbai, Maharashtra.

The Company is a member of National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), National Commodities and Derivatives Exchange Limited (NCDEX), Multi Commodity Exchange of India Limited (MCX), Metropolitan Stock Exchange of India Limited (MSEI) and a depository participant with Central Depository Services (India) Limited (CDSL). The Company is engaged in the business of stock, currency and commodity broking, margin trading facility, depository services and distribution of mutual funds, to its clients; and earns brokerage, fees, commission and interest income. The Company has also been providing portfolio management services.

2.1 Basis of preparation

The Restated Standalone Statement of Assets and Liabilities of Angel Broking Limited (formerly known as Angel Broking Private Limited) ('the Company') as at June 30, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, and March 31, 2014 and the Restated Standalone Statement of Profit and Loss and the Restated Standalone Statement of Cash flows, for the quarter ended June 30, 2018 and years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (together referred as 'Restated Standalone Financial Information') have been compiled by the Management from the Audited Interim Standalone Financial Statements as at and for the quarter ended June 30, 2018 and Audited Standalone Financial Statements for the year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 ("Audited Standalone Financial Statements") which are approved by the Board of Directors of the Company.

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention, except for derivative financial instruments which have been measured at fair value. Angel Commodities Broking Private Limited (wholly owned subsidiary) has been merged with the Company with effect from April 01, 2017, therefore previous numbers of March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 are not comparable.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of the services and the time between the provision of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The Restated Standalone Financial Information and other Standalone Financial Information have been prepared by the management in connection with the proposed listing of equity shares of the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited (together 'the stock exchanges'), in accordance with the requirements of:

- a. Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013; and
- b. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended from time to time read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the "SEBI Regulations").

2.2 Significant Accounting Policies

2.2.1 Use of estimates

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities (including contingent liability) on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which results are known / materialised. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

2.2.2 Revenue recognition

Revenue is recognised when there is reasonable certainty of its ultimate realisation / collection and when it is measurable. The Company accounts the same on accrual basis.

- a. Revenue from broking activities is accounted for on the trade date of transactions (net of service tax and goods & service tax (GST)).
- b. Revenue from Mutual Fund Distribution, Depository Income, IPO and Cross Sales Operations has been accounted on accrual basis and when there is a reasonable certainty of its ultimate collection.
- c. Delayed payment charges (Interest on late payment) are accounted on accrual basis.
- d. Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- e. Portfolio Management Fees are accounted on accrual basis as follows:
 - In case of fees based on fixed percentage of the corpus, Income is accrued as per the agreement on quarterly basis.
 - In case of premature withdrawal, flat percentage of corpus is charged.
- f. Dividend income is recognised when the right to receive dividend is established.
- g. Income from Arbitrage and trading of securities and derivatives comprises profit /loss on sale of securities held as stock-in-trade and profit/loss on equity derivative instruments. Profit/loss on sale of securities are determined based on first-in first out (FIFO) cost of securities sold.
- h. Revenue excludes service tax and GST.

2.2.3 Property plant and equipment

(i) Property plant and equipment are stated at acquisition cost, net of accumulated depreciation. Acquisition cost for this purpose includes purchase price, non refundable taxes or levies and other directly attributable costs of bringing the asset to its working condition for its intended use. Subsequent expenditure related to an item of property, plant and equipment is added to its book value only, if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

(ii) Items of property, plant and equipment that have been retired from active use and held for disposal are stated at lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

(iii) Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The Company has used the following useful life (in years) and rates to provide depreciation on the property, plant and equipment:

Assets	Useful life (in years)					Rates
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Tangible assets						
Buildings	60	60	60	60	60	1.63 %
Leasehold Improvements	Amortised over the primary period of lease					
Office Equipments	5	5	5	5	5	4.75%
Air Conditioners	5	5	5	5	5	4.75%
Computer Equipments	3 to 6	3 to 6	3 to 6	3 to 6	3 to 6	16.21%
VSAT Equipments	5	5	5	5	5	4.75%
Furniture and Fixtures	10	10	10	10	10	6.33%
Vehicles	8	8	8	8	8	9.5%

2.2.4 Intangible assets

(i) Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at the end of each financial year. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

(ii) Computer software which is not an integral part of the related hardware is classified as an intangible asset. Based on Management's evaluation, the intangible assets are amortised over the period of 5 years of useful life w.e.f April 1, 2014 earlier it was amortised over period of 10 years.

(iii) Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss when the asset is derecognised

The Company has used the following useful life (in years) and rates to amortise intangible assets:

Assets	Useful life (in years)					Rates
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Intangible assets						
Computer software	Amortised over the period of 5 years of useful life					40.00%

2.2.5 Depreciation/Amortisation

(i) Depreciation on property plant and equipment is provided on a pro-rata basis on the straight -line method over the estimated useful lives of the assets as prescribed by Schedule II to the Companies Act, 2013.

(ii) . From April 1, 2014, the Company has changed the method of providing depreciation from written down value to straight line for all tangible assets other than Building. In management's view this change provides a systematic basis of depreciation charge, representative of pattern of usage and provides greater consistency with the depreciation method used by other companies in the same industry. Thus, depreciation on tangible assets is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013.

(iii) Depreciation on additions/ deletions to property plant and equipment is provided on pro-rata basis from/ upto the date the asset is put to use/ discarded.

(iv) Till the year ended March 31, 2014, the Company used to follow depreciation rates prescribed under schedule XIV of the Companies Act, 1956, while w.e.f. April 01, 2014 rates prescribed by Schedule II to Companies Act 2013 has been followed.

2.2.6 Borrowing cost

All borrowing costs except which are eligible for capitalisation, are charged to Statement of Profit and Loss on accrual basis. Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

2.2.7 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset (property plant and equipment or intangible) may be impaired. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the statement of Profit and Loss in the period in which an asset is identified as impaired. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

2.2.8 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments (non-current investments).

Current investments are carried at lower of cost or fair value.

Long Term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

Amount of interest attributable to pre-acquisition period is reduced from cost once it is received and balance is recognised in the statement of profit and loss.

2.2.9 Inventories

The securities acquired with the intention of short term holding and trading positions are considered as "Stock-in-Trade" and disclosed as Current Assets.

The securities held as "Stock-in-Trade" under Current Assets are valued at lower of cost or market value. When stock is valued at cost, it is based on FIFO method.

2.2.10 Foreign currency transactions

i. Transactions in foreign currencies are recorded at the rate of exchange in force at the time of occurrence of the transactions.

ii. Exchange differences arising on settlement of revenue transactions are recognised in the Statement of Profit and Loss.

iii. Monetary items denominated in a foreign currency are restated using the exchange rates prevailing at the date of balance sheet and the resulting net exchange difference is recognised in the Statement of Profit and Loss.

2.2.11 Employee benefits

(i) Provident fund

The Company contributes to a recognised provident fund which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognised in the Statement of Profit and Loss.

The Company is statutorily required to maintain a provident fund as a part of retirement benefits to its employees. Each employee contributes a certain percentage of their basic salary and the Company contributes an equal amount for eligible employees. The Company makes contribution as required by The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 to Employees' Pension Scheme administered by the Regional Provident Fund Commissioner. The Company makes balance contributions to a fund administered by trustees. The funds are invested according to the rules prescribed by the Government of India.

(ii) Gratuity

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The gratuity provides for a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The liability is actuarially determined (using the Projected Unit Credit method) at the end of each period. Actuarial losses / gains are recognised in the Statement of Profit and Loss in the year in which they arise.

(iii) Compensated absences

The employees of the Company are entitled to compensated absences as per the policy of the Company. Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the period end.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

2.2.12 Current and deferred tax

- (i) Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing.
- (ii) Provision for taxation for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961.
- (iii) Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amount and there is intention to settle the assets and the liabilities on a net basis.
- (iv) Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax asset, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.
- (v) Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty of their realisation. This reasonable level of certainty would normally be achieved by examining the past record of the Company and by making realistic estimates of profits for the future. In case of carry forward losses and unabsorbed depreciation, under tax laws, all deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be raised.
- (vi) Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. At each balance sheet date, the company re-assesses unrecognised deferred tax assets, if any.
- (vii) Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing the current tax and where the deferred tax assets and liabilities relate to taxes on income levied by the same governing taxation laws.
- (viii) The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

2.2.13 Provisions and contingent liabilities

- (i) Provisions are recognised when there is a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.
- (ii) Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent assets are not recognised in the financial statements.
- (iii) Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

2.2.14 Leased assets

- (i) Assets acquired under Leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. The rentals and all other expenses of assets under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.
- (ii) Assets given on operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on straight line basis over the lease term. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

2.2.15 Cash and cash equivalents

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

2.2.16 Earnings per share

The basic earnings per share is computed by dividing the net profit/(loss) attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the period. 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

2.2.17 Employee Stock Compensation Cost

Employees (including senior executives) of the company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the fair value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

2.2.18 Segment Reporting

Identification of Segments

The company's operating businesses are organized and managed separately according to the nature of products and services provided. The analysis of geographical segments is based on the areas which major operating divisions of the company operate.

2.2.19 Commercial Paper

The difference between the redemption value and acquisition cost of Commercial Paper is amortised over the tenure of the instrument. The liability in the Balance Sheet in respect of such instruments is recognised at face value net of discount to be amortised.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure VI - Restated Standalone Statement of Share Capital

Share capital Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Authorised:						
Equity Shares of ₹ 10 each	1,000.00	1,000.00	420.00	420.00	420.00	420.00
As at June 30, 2018, March 31, 2018 : 10,00,00,000 Equity shares						
As at March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 : 4,20,00,000 Equity shares						
Issued, Subscribed and Paid Up:						
Equity Share of ₹ 10 each, fully paid up	719.95	719.95	143.64	143.64	143.64	143.64
As at June 30, 2018, March 31, 2018 : 7,19,95,003 Equity Shares						
As at March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 : 1,43,64,175 Equity Shares						
Total	719.95	719.95	143.64	143.64	143.64	143.64

VI-1 Reconciliation of number of shares:

Particulars	As at June 30, 2018		As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Equity shares of ₹ 10/- each												
Balance as at the beginning of the quarter/year	71,995,003	719.95	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64
Issued during the period – Employee Share Purchase Scheme (ESPS)	-	-	174,128	1.74	-	-	-	-	-	-	-	-
Issued during the period – Bonus issue	-	-	57,456,700	574.57	-	-	-	-	-	-	-	-
Balance as at the end of the quarter/year	71,995,003	719.95	71,995,003	719.95	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64

VI-2 Rights, preferences and restrictions attached to shares:

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of Company, the equity shareholders are eligible to receive the remaining assets of the Company after distributions of all preferential amounts, in proportion to their shareholding.

VI-3 The details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of the Shareholder	As at June 30, 2018		As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of Shares	% of Holding	No. of Shares	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Dinesh Thakkar	16,768,805	23%	16,768,805	23%	3,353,761	23%	3,353,761	23%	3,353,761	23%	3,353,761	23%
International Finance Corporation, Washington	12,927,760	18%	12,927,760	18%	2,585,552	18%	2,585,552	18%	2,585,552	18%	2,585,552	18%
Lalit Thakkar	8,936,780	13%	8,936,780	13%	1,812,356	13%	1,812,356	13%	1,812,356	13%	1,812,356	13%
Nirvan Monetary Services Private Limited	6,065,310	8%	6,065,310	8%	1,213,062	8%	1,213,062	8%	1,213,062	8%	1,213,062	8%
Mukesh Gandhi jointly with Bela Gandhi	5,581,500	8%	5,581,500	8%	1,116,300	8%	1,116,300	8%	1,116,300	8%	1,116,300	8%
Nishith Shah jointly with Jitendra Shah	4,087,500	6%	4,087,500	6%	817,500	6%	817,500	6%	817,500	6%	817,500	6%
Total	54,367,655	76%	54,367,655	76%	10,898,531	76%	10,898,531	76%	10,898,531	76%	10,898,531	76%

VI-4 Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Equity shares allotted as fully paid bonus shares by capitalization of securities premium	-	57,456,700	-	-	-
	-	57,456,700	-	-	-	-

VI-5 As per the records of the company, no securities are convertible into equity/preference shares.

VI-6 Employee stock option plans

The company provides share-based payment schemes to its employees. During the quarter ended June 30, 2018, an Employee stock option plan (ESOP) was adopted. The relevant details of the scheme and the grant are as below.

On April 26, 2018, the board of directors approved the Angel Broking Employee Stock Option Plan 2018 (Scheme 2018) for issue of stock options to the key employees and directors of the company and its subsidiaries. According to the Scheme 2018, the employee selected by the remuneration committee from time to time will be entitled to options, subject to satisfaction of the prescribed vesting conditions, viz., continuing employment of 14 months and subject to performance parameters defined in the Scheme 2018. The contractual life (comprising the vesting period and the exercise period) of options granted is 50 months. The other relevant terms of the grant are as below:

Vesting period	14 months - 10% of Grant 26 months - 20% of Grant 38 months - 30% of Grant 50 months - 40% of Grant
Exercise period	12 months
Expected life	50 months
Exercise price per share	Rs. 211.51

The details of activity under the Scheme 2018 are summarized below:

Particulars	As at June 30, 2018		As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of options	WAEP (Rs.)	No. of options	WAEP (Rs.)	No. of options	WAEP (Rs.)	No. of options	WAEP (Rs.)	No. of options	WAEP (Rs.)	No. of options	WAEP (Rs.)
Outstanding at the beginning of the period	-	-	-	-	-	-	-	-	-	-	-	-
Granted during the period	2,114,300	211.51	-	-	-	-	-	-	-	-	-	-
Forfeited during the period	-	-	-	-	-	-	-	-	-	-	-	-
Exercised during the period	-	-	-	-	-	-	-	-	-	-	-	-
Expired during the period	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding at the end of the period	2,114,300	211.51	-	-	-	-	-	-	-	-	-	-
Exercisable at the end of the period	-	-	-	-	-	-	-	-	-	-	-	-

No options were exercised during the period.

The weighted average remaining contractual life for the stock options outstanding as at June 30, 2018 is 45 months (March 31, 2018: NA). The exercise prices for options outstanding at the end of the quarter was ₹ 211.51 (March 31, 2018 - NA).

The weighted average fair value of shares granted during the period was ₹ 211.51 (March 31, 2018: Nil). Equity shares of the Company are valued using the "Comparable Company Multiple Method" i.e. comparing valuation multiples with a listed company in same business. The purpose of choosing this methodology is considering the service of the company and the industry it is in. Accurate forecast of a company in the Stock Broking space may not be possible. Hence to avoid uncertainty by making assumptions using other methodologies, the valuer found this method appropriate. The methodology used is in line with section 62 (1)(b) of The Companies Act, 2013.

Shares are valued using price earnings ratio (PE ratio) of a listed company derived based on its market price and EPS. The PE ratio derived is discounted for liquidity for the Company being unlisted. Derived discounted PE ratio is applied on the EPS to compute the value per share.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure VII - Restated Standalone Statement of Reserve and Surplus

Reserves and surplus

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Statutory Reserve Fund						
Balance as at the beginning of the quarter/year (Created in prior years under section 45-IC of the Reserve Bank of India Act, 1934)	-	-	-	-	70.59	70.59
Less: Transferred to surplus in statement of profit and loss	-	-	-	-	(70.59)	-
Balance as at the end of the quarter/year	-	-	-	-	-	70.59
General reserve						
Balance as at the beginning of the quarter/year	132.88	128.60	128.60	128.60	128.60	122.18
Add: Acquired on Merger	-	4.28	-	-	-	-
Less: Transferred to surplus in statement of profit and loss	-	-	-	-	-	6.42
Balance as at the end of the quarter/year	132.88	132.88	128.60	128.60	128.60	128.60
Securities premium						
Balance as at the beginning of the year	977.08	1,542.47	1,542.47	1,542.47	1,542.47	1,542.47
Add: Premium on issue of shares under ESPS	-	9.18	-	-	-	-
Less: Amount utilized towards issue of fully paid up bonus shares	-	(574.57)	-	-	-	-
Balance as at the end of the quarter/year	977.08	977.08	1,542.47	1,542.47	1,542.47	1,542.47
Surplus in statement of profit and loss account						
Balance as at the beginning of the quarter/year	2,669.67	1,310.18	1,212.02	1,048.91	728.21	719.59
Add: Acquired on merger (Refer Annexure XXX-11)	-	598.86	-	-	-	-
Less: Adjustment on account of merger (Refer Annexure XXX-11)	-	(22.75)	-	-	-	-
Net profit & loss acquired on merger	-	576.11	-	-	-	-
Add : Restatement adjustment of change of method	-	-	-	-	-	18.61
Add : Transferred from statutory reserve	-	-	-	-	70.59	-
Less : Useful life adjustment due to transitional provisions of schedule II	-	-	-	-	(40.00)	-
Add : Net profit for the quarter/year	255.37	1,018.50	206.98	254.84	361.45	73.29
Amount available for appropriations	2,925.04	2,904.79	1,419.00	1,303.75	1,120.25	811.49
Interim dividend	-	(195.35)	(97.68)	(80.44)	(63.20)	(68.95)
Corporate tax on interim dividend (Refer Annexure XXXI)	-	(39.77)	(11.15)	(11.29)	(8.14)	(7.91)
Transfer to general reserve	-	-	-	-	-	(6.42)
Balance of profit as at the end of the quarter/year	2,925.04	2,669.67	1,310.18	1,212.02	1,048.91	728.21
Total	4,035.00	3,779.63	2,981.25	2,883.09	2,719.98	2,469.87

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure VIII-Restated Standalone Statement of Long-term Borrowings

Long-term borrowings						₹ in million
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured						
- From Banks	-	-	-	-	-	250.00
Term loan from bank:						
- Secured against hypothecation of car	10.45	11.91	4.15	-	-	-
Total	10.45	11.91	4.15	-	-	250.00

VIII-1 Repayable in 60 monthly instalments from the date of disbursement. Creation of charge of above hypothecation for borrowing outstanding of ₹ 13.29 million as on March 31, 2018 (₹ Nil as on March 31, 2017) is pending to be created with registrar of charges.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure IX - Restated Standalone Statement of Long-term Provision

Long-term provisions

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Provision for employee benefits						
- Gratuity (Refer Annexure XXX-1)	22.52	23.24	22.13	16.52	13.20	8.86
- Compensated absences	7.71	6.99	7.92	4.06	2.98	2.25
Total	30.23	30.23	30.05	20.58	16.18	11.11

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure X- Restated Standalone Statement of Short-term Borrowings

₹ in million						
Short-term borrowings						
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured						
Overdraft / Loan against securities from banks / NBFCs (Refer Annexure X-1)	7,962.00	10,286.29	6,971.51	3,046.54	1,291.31	1,166.37
Working Capital Demand Loan (Hypothecated against book debts)	-	350.00	-	-	-	-
Unsecured :						
- Inter-corporate deposits	-	-	-	-	219.80	-
Total	7,962.00	10,636.29	6,971.51	3,046.54	1,511.11	1,166.37

X-1 Details of security of short term borrowings:

₹ in million					
Sr No	Category	June 30,2018	March 31,2018	Type of borrowing	Security
1	Secured	2,095.17	4,132.63	Overdraft from banks	Hypothecation of book debts and personal guarantee of a director.
2	Secured	3,296.90	2,968.18	Overdraft from banks	Hypothecation of current assets of the company and personal guarantee of a director.
3	Secured	246.30	652.49	Overdraft from banks	Lien on fixed deposits of the Company (Refer annexure XXI-1) and /or of It's certain subsidiaries.
4	Secured	-	989.99	Overdraft from banks	Mortgage of property and personal guarantee of a director.
5	Secured	2,323.63	1,543.00	Overdraft / Loan against securities from banks / NBFCs	Pledge of Client Securities
		7,962.00	10,286.29		

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XI - Restated Standalone Statement of Trade Payables

Trade payables							₹ in million
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	
Total outstanding dues of micro and small enterprises (*)	0.02	-	-	-	-	-	
Total outstanding dues of creditors other than micro and small enterprises							
- Trade payables- Clients	4,994.21	6,071.63	4,372.14	2,416.59	2,060.37	2,461.81	
- Trade payables - expenses	41.24	82.53	58.19	94.96	38.70	55.88	
Total	5,035.47	6,154.16	4,430.33	2,511.55	2,099.07	2,517.69	

XI.1 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Details of dues to micro and small enterprises as defined under the MSMED Act, 2006							₹ in million
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year							
Principal amount due to micro and small enterprises	0.02	-	-	-	-	-	
Interest due on above	-	-	-	-	-	-	
	0.02	-	-	-	-	-	

*No interest was paid during the quarter / previous year in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. Nil (previous year Nil) interest was accrued and unpaid at the end of the accounting period. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XII - Restated Standalone Statement of Other Current Liabilities

Other current liabilities

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Current maturities of Long-Term Borrowings :						
- From Bank (Refer Annexure VIII-1)	5.65	5.53	0.85	-	250.00	-
Book overdraft	65.89	139.81	44.12	60.10	57.19	176.65
Margin from clients	-	-	-	-	0.61	1.40
Payable to sub-brokers	743.70	723.87	519.80	415.21	370.93	374.99
Interest accrued but not due	7.89	11.82	0.17	2.46	0.27	0.37
Other liabilities						
- Statutory dues	177.82	157.85	83.44	89.30	68.08	52.38
- Employee benefits payable	34.28	77.96	3.18	3.49	10.65	10.73
- Expense payable	252.61	150.41	117.02	70.25	74.46	42.69
- Income received in advance	64.21	61.48	33.37	-	-	-
- Others	43.86	52.38	43.40	38.32	31.44	118.41
Total	1,395.91	1,381.11	845.35	679.13	863.63	777.62

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XIII - Restated Standalone Statement of Short-term Provision

₹ in million

Short-term provisions

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Provision for employee benefits						
- Gratuity (Refer Annexure XXX-1)	2.63	0.99	1.01	0.68	0.91	1.36
- Compensated absences	9.98	7.00	5.23	3.56	2.75	2.71
- Contingent Provision on Standard Assets	-	-	-	-	-	1.00
- Provision for Taxation (Net of Advance Tax & TDS ₹ 1,340.13 million [Previous Years : ₹ Nil])	5.16	-	-	-	-	-
Total	17.77	7.99	6.24	4.24	3.66	5.07

XIV.1 Fixed Assets - Property plant and equipment for June 30, 2018

₹ in million

Particular	Gross block				Depreciation				Net Block	
	As At April 1, 2018	Additions during the quarter	Disposals / adjustments during the quarter (*)	As At June 30, 2018	As At April 1, 2018	For the quarter	Disposals/ adjustments	As At June 30, 2018	As At June 30, 2018	
Buildings (Refer Annexure XIV-6 and XIV-7)	783.72	-	-	783.72	101.60	3.26	-	104.86	678.85	
Leasehold Improvements (Refer Annexure XIV-7)	36.99	0.96	-	37.95	30.07	0.46	-	30.53	7.42	
Office Equipments	180.45	1.63	-	182.08	147.48	2.89	-	150.36	31.72	
Air Conditioners	71.95	0.65	-	72.60	68.58	0.59	-	69.17	3.43	
Computer Equipments	487.42	15.62	7.88	495.16	416.28	7.89	7.88	416.30	78.86	
VSAT Equipments	2.07	-	-	2.07	2.07	-	-	2.07	-	
Furniture and Fixtures	321.89	0.27	-	322.16	259.59	5.40	-	264.99	57.16	
Vehicles (Refer Annexure VIII-1)	43.22	-	-	43.22	18.16	1.09	-	19.25	23.98	
Total	1,927.72	19.13	7.88	1,938.97	1,043.83	21.58	7.88	1,057.54	881.43	

XIV.2 Fixed Assets - Intangible Assets for June 30, 2018

₹ in million

Particulars	Gross block				Amortisation				Net Block	
	As At April 1, 2018	Additions during the quarter	Disposals / adjustments during the quarter (*)	As At June 30, 2018	As At April 1, 2018	For the quarter	Disposals/ adjustments	As At June 30, 2018	As At June 30, 2018	
Computer software	285.35	2.37	-	287.72	197.78	7.40	-	205.19	82.53	
Total	285.35	2.37	-	287.72	197.78	7.40	-	205.19	82.53	

XIV.1 Fixed Assets - Property plant and equipment for March 31, 2018

₹ in million

Particular	Gross block					Depreciation					Net Block	
	As At April 1, 2017	Additions during the year	Disposals / adjustments during the year (*)	Adjustment due to Merger (Refer Annexure XXX-11)	As At March 31, 2018	As At April 1, 2017	For the year	Disposals/ adjustments	Adjustment due to Merger (Refer Annexure XXX-11)	As At March 31, 2018	As At March 31, 2018	
Buildings (Refer Annexure XIV-6 and XIV-7)	775.39	4.90	-	3.42	783.72	88.18	13.08	-	0.33	101.60	682.12	
Leasehold Improvements (Refer Annexure XIV-7)	51.46	2.44	20.94	4.03	36.99	38.65	3.59	15.62	3.46	30.07	6.92	
Office Equipments	147.68	9.33	0.93	24.37	180.45	119.57	11.46	0.82	17.26	147.48	32.97	
Air Conditioners	67.62	0.56	1.62	5.39	71.95	63.05	2.60	1.44	4.37	68.58	3.37	
Computer Equipments	391.99	26.19	19.90	89.14	487.42	341.73	37.94	19.49	56.10	416.28	71.14	
VSAT Equipments	0.04	-	0.04	2.07	2.07	0.04	-	0.04	2.07	-	-	
Furniture and Fixtures	299.06	0.66	1.88	24.06	321.90	220.07	24.69	1.57	16.40	259.59	62.30	
Vehicles (Refer Annexure VIII-1)	19.59	-	2.72	26.36	43.22	12.18	4.47	2.72	4.24	18.16	25.06	
Total	1,752.83	44.08	48.03	178.84	1,927.72	883.47	97.83	41.70	104.23	1,043.83	883.88	

(*) The Company has written off ₹ 19.37 millions (WDV - Rs 5.31 millions) worth of assets under lease improvements, as the same were not identified during physical verification carried out during the year.

XIV.2 Fixed Assets - Intangible Assets for March 31, 2018

₹ in million

Particulars	Gross block					Amortisation					Net Block	
	As At April 1, 2017	Additions during the year	Deletions/ adjustments during the year	Adjustment due to Merger (Refer Annexure XXX-11)	As At March 31, 2018	As At April 1, 2017	For the year	Disposals/ adjustments	Adjustment due to Merger (Refer Annexure XXX-11)	As At March 31, 2018	As At March 31, 2018	
Computer software	222.44	37.41	-	25.50	285.35	145.81	27.11	-	24.86	197.78	87.57	
Total	222.44	37.41	-	25.50	285.35	145.81	27.11	-	24.86	197.78	87.57	

XIV.1 Fixed Assets - Property plant and equipment for March 31, 2017

₹ in million

Particular	Gross block				Depreciation				Net block	
	As At April 1, 2016	Additions	Deletions/ adjustments during the year	As At March 31, 2017	As At April 1, 2016	For the Year	Deletions/ Adjustments during the year	As At March 31, 2017	As At March 31, 2017	
Buildings (Refer Annexure XIV-6 and XIV-7)	764.54	10.85	-	775.39	75.36	12.83	-	88.18	687.21	
Leasehold Improvements (Refer Annexure XIV-7)	48.46	3.83	0.83	51.46	35.89	3.59	0.83	38.65	12.81	
Office Equipments	134.04	14.84	1.20	147.68	112.82	7.88	1.13	119.57	28.11	
Air Conditioners	68.57	0.97	1.92	67.62	62.59	2.37	1.92	63.05	4.57	
Computer Equipments	378.13	21.20	7.33	392.00	322.39	26.25	6.91	341.74	50.26	
VSAT Equipments	0.04	-	-	0.04	0.04	0.00	-	0.04	-	
Furniture and Fixtures	307.33	2.73	11.00	299.06	205.16	25.05	10.13	220.07	78.99	
Vehicles (Refer Annexure VIII-1)	21.11	6.25	7.77	19.59	18.38	0.77	6.97	12.18	7.41	
Total	1,722.22	60.67	30.05	1,752.84	832.63	78.74	27.89	883.48	869.36	

XIV.2 Fixed Assets - Intangible Assets for March 31, 2017										₹ in million
Particular	Gross block				Amortisation				Net block	
	As At April 1, 2016	Additions	Deletions / adjustments during the year	As At March 31, 2017	As At April 1, 2016	For the Year	Deletions/ adjustments during the year	As At March 31, 2017	As At March 31, 2017	
Computer software	165.28	57.18	0.02	222.44	127.64	18.19	0.02	145.81	76.63	
Total	165.28	57.18	0.02	222.44	127.64	18.19	0.02	145.81	76.63	

XIV.1 Fixed Assets - Property plant and equipment for March 31, 2016										₹ in million
Particular	Gross block				Depreciation				Net block	
	As At April 1, 2015	Additions	Deletions / adjustments during the year	As At March 31, 2016	As At April 1, 2015	For the Year	Deletions/ adjustments during the year	As At March 31, 2016	As At March 31, 2016	
Buildings (Refer Annexure XIV-6 and XIV-7)	764.54	-	-	764.54	62.60	12.76	-	75.36	689.18	
Leasehold Improvements (Refer Annexure XIV-7)	131.59	5.30	17.46	119.43	83.56	10.03	15.84	77.75	41.67	
Office Equipments	124.89	17.07	7.91	134.04	112.21	8.13	7.52	112.82	21.23	
Air Conditioners	71.57	1.85	4.85	68.57	61.46	5.72	4.58	62.60	5.98	
Computer Equipments	426.48	26.54	74.90	378.13	370.44	25.65	73.70	322.39	55.73	
VSAT Equipments	0.21	-	0.17	0.04	0.15	0.04	0.15	0.04	0.00	
Furniture and Fixtures	252.23	3.35	19.22	236.36	156.39	21.34	14.43	163.29	73.07	
Vehicles (Refer Annexure VIII-1)	22.77	-	1.66	21.11	18.10	1.77	1.49	18.38	2.73	
Total	1,794.28	54.11	126.17	1,722.22	864.90	85.44	117.71	832.63	889.59	

XIV.2 Fixed Assets - Intangible Assets for March 31, 2016										₹ in million
Particular	Gross block				Amortisation				Net block	
	As At April 1, 2015	Additions	Deletions / adjustments during the year	As At March 31, 2016	As At April 1, 2015	For the Year	Deletions/ adjustments during the year	As At March 31, 2016	As At March 31, 2016	
Computer software	148.59	18.07	1.38	165.28	117.54	11.47	1.38	127.63	37.65	
Total	148.59	18.07	1.38	165.28	117.54	11.47	1.38	127.63	37.65	

XIV.1 Fixed Assets - Property plant and equipment for March 31, 2015											₹ in million
Particular	Gross block				Depreciation				Net block		
	As At April 1, 2014	Additions	Deletions / adjustments during the year	As At March 31, 2015	As At April 1, 2014	Charged as at April 1, 2014, due to transitional provisions of Schedule II	For the Year	Deletions/ Adjustments during the year	As At March 31, 2015	As At March 31, 2015	
Buildings (Refer Annexure XIV-6 and XIV-7)	764.54	-	-	764.54	49.84	-	12.76	-	62.60	701.94	
Leasehold Improvements (Refer Annexure XIV-7)	135.93	-	4.34	131.59	77.06	-	9.79	3.30	83.56	48.03	
Office equipments	123.03	3.14	1.29	124.89	75.52	27.86	9.85	1.02	112.21	12.67	
Air conditioners	75.28	0.87	4.57	71.57	40.04	15.02	10.22	3.82	61.46	10.11	
Computer equipments	404.49	30.08	8.09	426.48	335.68	15.91	26.67	7.82	370.44	56.05	
VSAT equipments	0.20	0.01	-	0.21	0.11	-	0.04	-	0.15	0.06	
Furniture and fixtures	273.55	0.16	21.48	252.23	132.28	-	37.63	13.53	156.39	95.84	
Vehicles (Refer Annexure VIII-1)	25.30	-	2.53	22.77	15.64	0.43	4.15	2.12	18.10	4.67	
Total	1,802.32	34.26	42.30	1,794.28	726.18	59.22	111.11	31.61	864.90	929.38	

XIV.2 Fixed assets - Intangible assets for March 2015										₹ in million
Particular	Gross block				Amortisation				Net block	
	As At April 1, 2014	Additions	Deletions/ adjustments during the year	As At March 31, 2015	As At April 1, 2014	Useful life adjustment	For the Year	Deletions/ adjustments during the year	As At March 31, 2015	As At March 31, 2015
Computer software	133.24	15.36	0.01	148.59	105.24	-	12.31	0.01	117.54	31.05
Total	133.24	15.36	0.01	148.59	105.24	-	12.31	0.01	117.54	31.05

XIV.1 Fixed Assets - Property plant and equipment for March 31, 2014										₹ in million
Particular	Gross block				Depreciation				Net block	
	As At April 1, 2013	Additions	Deletions/ adjustments during the year	As At March 31, 2014	As At April 1, 2013	For the Year	Deletions/ Adjustments during the year	As At March 31, 2014	As At March 31, 2014	
Buildings (Refer Annexure XIV-6 and XIV-7)	759.79	4.75	-	764.54	37.42	12.41	-	49.84	714.70	
Leasehold Improvements (Refer Annexure XIV-7)	142.61	1.78	8.46	135.93	72.80	12.36	8.10	77.06	58.86	
Office Equipments	124.80	3.17	4.94	123.03	66.39	11.55	2.42	75.52	47.51	
Air Conditioners	75.32	5.37	5.41	75.28	38.55	4.26	2.77	40.04	35.24	
Computer Equipments	403.23	10.08	8.82	404.49	321.27	22.23	7.82	335.68	68.81	
VSAT Equipments	0.20	-	-	0.20	0.07	0.04	-	0.11	0.09	
Furniture and Fixtures	291.14	7.49	25.07	273.55	130.35	17.00	15.05	132.28	141.27	
Vehicles (Refer Annexure VIII-1)	26.86	-	1.56	25.30	16.26	0.80	1.42	15.64	9.66	
Total	1,823.95	32.64	54.27	1,802.32	683.11	80.65	37.58	726.18	1,076.14	

XIV.2 Fixed Assets - Intangible Assets for March 31, 2014										₹ in million
Particular	Gross block				Amortisation				Net block	
	As At April 1, 2013	Additions	Deletions / adjustments during the year	As At March 31, 2014	As At April 1, 2013	For the Year	Deletions/ adjustments during the year	As At March 31, 2014	As At March 31, 2014	
Computer software	112.62	20.68	0.06	133.24	92.71	12.58	0.05	105.24	28.00	
Total	112.62	20.68	0.06	133.24	92.71	12.58	0.05	105.24	28.00	

XIV.3 Capital work in progress							₹ in million
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	
Capital work in progress (excluding capital advances)	-	-	-	12.57	8.80	-	

XIV.4 Intangible assets under development							₹ in million
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	
Intangible assets under development	-	-	6.41	18.34	-	-	

XIV.5 There are no adjustments to fixed assets on account of borrowing costs and exchange differences. There are no revaluation of fixed assets during the quarter ended June 30, 2018 and for the year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014

XIV.6 Includes value of shares in the co-operative society, aggregating to ₹ 500/- registered in the name of the company.

XIV.7 Includes asset given on operating lease :

XIV.7 Includes asset given on operating lease :							₹ in million
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	
Gross Value	62.45	62.45	270.76	270.76	270.76	244.03	
Written Down Value	11.77	51.12	230.86	237.49	244.11	230.96	

XIV.8 Capital Commitments							₹ in million
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	
Capital commitment for purchase of fixed assets	2.68	-	-	-	-	-	

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XV-Restated Standalone Statement of Non Current Investments

Particulars	Face value ₹	As at June 30, 2018		As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
		Quantity (Nos.)	Amount	Quantity (Nos.)	Amount	Quantity (Nos.)	Amount	Quantity (Nos.)	Amount	Quantity (Nos.)	Amount	Quantity (Nos.)	Amount
		₹ in million											
Quoted (at cost, trade):													
Equity shares in BSE Ltd of ₹ 2/- each fully paid up	2	-	-	5,700	0.00	5,700	0.00	-	-	-	-	-	-
Unquoted: (at cost, other than trade)													
Investments in Equity shares of subsidiaries: (Fully paid up)													
-Angel Financial Advisors Private Limited	10	25,000,000	250.00	25,000,000	250.00	25,000,000	250.00	25,000,000	250.00	25,000,000	250.00	25,000,000	250.00
-Angel Commodities Broking Private Limited (Refer Annexure XXX-11)	10	-	-	-	-	3,900,000	61.75	3,900,000	61.75	3,900,000	61.75	3,900,000	61.75
-Angel Securities Limited	10	5,500,300	67.12	5,500,300	67.12	5,500,300	67.12	5,500,300	67.12	5,500,300	67.12	5,500,300	67.12
-Mimansa Software Systems Private Limited	10	10,000	0.10	10,000	0.10	10,000	0.10	10,000	0.10	10,000	0.10	10,000	0.10
-Angel Fincap Private Limited	10	5,516,400	505.68	5,516,400	505.68	5,516,400	505.68	5,516,400	505.68	5,516,400	505.68	5,516,400	505.68
-Angel Wellness Private Limited	10	12,500,000	125.00	12,500,000	125.00	12,500,000	125.00	12,500,000	125.00	12,500,000	125.00	12,500,000	125.00
Others (other than trade):													
Equity shares in BSE Ltd of ₹ 1/- each fully paid up (Inclusive of Bonus Shares)	1	-	-	-	-	-	-	11,401	0.00	11,401	0.00	11,401	0.00
Equity Shares in Hubtown Limited (Represents ownership of Premises as a member in co-operative society)	350	1	0.00	1	0.00	1	0.00	1	0.00	1	0.00	1	0.00
Total			947.90		947.90		1,009.65		1,009.65		1,009.65		1,009.65
Aggregate amount of quoted investments			-		0.00		0.00		-		-		-
Market value of quoted investments			-		4.31		5.57		-		-		-
Aggregate amount of unquoted investments			947.90		947.90		1,009.65		1,009.65		1,009.65		1,009.65

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XVI - Restated Standalone Statement of Deferred Tax Assets (net)

Deferred tax assets (net)						₹ in million
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Deferred tax assets						
- Difference between book and tax depreciation	21.61	21.55	-	-	-	-
- Due to transitional provisions of Schedule II	-	-	-	-	19.21	-
- Provision for gratuity	8.79	8.47	8.01	5.95	4.80	3.32
- Provision for Compensated absences	6.18	4.89	4.55	2.64	1.95	1.61
- Provision for lease equalisation	-	2.52	2.27	2.46	2.19	1.33
- Amalgamation expenses	0.36	0.48	-	-	-	-
- Advance Income	-	-	11.55	-	-	-
- Provision for bonus	-	-	3.14	-	-	-
Total deferred tax assets (A)	36.94	37.91	29.52	11.05	28.15	6.26
Deferred tax liabilities						
- Difference between book and tax depreciation	-	-	22.06	7.36	22.37	7.67
Total deferred tax liabilities (B)	-	-	22.06	7.36	22.37	7.67
Net deferred tax assets (A) - (B)	36.94	37.91	7.46	3.69	5.78	(1.41)

Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XVII-Restated Standalone Statement of Long Term Loans & Advances

Long-term loans and advances

₹ in million

Particulars	As at	As at	As at	As at	As at	As at
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Unsecured - considered good						
Advances recoverable in cash or in kind :						
Prepaid expenses	-	-	-	-	-	0.04
Security deposits						
- Security deposits - Stock exchanges (Refer Annexure XVII-1)	218.67	188.37	35.03	36.73	30.43	29.93
- Security deposits - Premises	36.30	33.25	38.12	40.37	35.20	51.22
- Security deposits - Others	10.65	17.78	15.03	15.57	15.79	16.86
Advance payment of taxes and tax deducted at source	-	11.70	30.57	22.56	316.03	336.89
(Net of provision for taxation (March 31, 2018: ₹ 1,229.92 million, March 31, 2017 : ₹ 634.43 million, March 31, 2016 : ₹ 557.90 million), March 31, 2015 : ₹ 658.86 million, March 31, 2014 : ₹ 460.46 million)						
Total	265.62	251.10	118.75	115.23	397.45	434.94

XVII-1 The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XVIII - Restated Standalone Statement of Other Non-current Assets

Other non-current assets

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Unsecured - considered good						
Long term deposits with banks (Refer Annexure XVIII-1 and XVIII-2)	21.20	16.52	23.20	21.15	19.44	16.05
Accrued interest on fixed deposit	1.38	1.12	-	-	-	-
Total	22.58	17.64	23.20	21.15	19.44	16.05

XVIII-1 Breakup of deposits

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Fixed deposits under lien with stock exchanges	18.70	16.52	23.20	21.15	19.44	16.05
Fixed deposits with government authorities	2.50	-	-	-	-	-

XVIII-2 The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements.

Inventories							₹ in million
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	
Equity shares (Refer Annexure XIX-1)	-	-	0.83	0.73	0.69	0.55	
Total	-	-	0.83	0.73	0.69	0.55	

XIX-1 Details of closing stock of shares (lower of cost or net realisable value):

₹ in million

Particulars	Face value	As at June 30, 2018		As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	₹	Quantity (nos.)	Amount	Quantity (nos.)	Amount	Quantity (nos.)	Amount	Quantity (nos.)	Amount	Quantity (nos.)	Amount	Quantity (nos.)	Amount
Schrader Duncan Limited :													
Valuation based on lower of cost or net realisable value	10	-	-	-	-	10,401	0.83	10,401	0.73	10,401	0.69	10,401	0.55
Cost		-	-	-	-	-	2.25	-	2.25	-	2.25	-	2.25

₹ in million						
Trade receivables						
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured, considered good						
- Outstanding for a period exceeding six months from the date they are due for payment	105.71	115.58	357.48	125.45	41.72	17.39
- Others	574.23	635.04	8,168.30	4,225.80	2,546.44	1,736.94
	-	-	-	-	-	-
Unsecured, considered good						
- Outstanding for a period exceeding six months from the date they are due for payment	1.71	2.21	7.75	8.84	8.99	34.37
- Others *	686.31	817.80	10.91	14.97	56.78	192.24
Total	1,367.96	1,570.63	8,544.44	4,375.06	2,653.93	1,980.94

* Includes ₹ 571.24 million (previous year ₹ 797.94 million receivable from stock exchanges on account of trades executed by clients on last day.

₹ in million						
Cash and bank balances						
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Cash and cash equivalents						
Cash on hand	0.49	0.40	0.63	0.59	0.76	0.75
Bank Balances	-	-	-	-	-	-
- In current accounts	613.67	529.54	627.25	308.37	881.46	818.37
- Demand deposits (less than 3 months maturity) (Refer Annexure XXI-1)	350.00	180.00	440.00	-	-	-
Cheques on hand	-	81.25	-	20.23	-	-
Other bank balances						
- Long term deposits with maturity more than 3 months but less than 12 months (Refer Annexure XXI-1)	6,039.04	7,968.26	3,470.79	2,279.15	1,278.21	1,487.53
Total	7,003.20	8,759.45	4,538.67	2,608.34	2,160.43	2,306.65

XXI-1 Breakup of deposits						
Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Fixed deposits under lien with stock exchanges	4,903.78	6,576.24	3,507.55	1,615.60	-	1.50
Fixed deposits for bank guarantees	1,330.49	988.02	393.62	573.55	1,275.89	1,242.95
Fixed deposits against credit facilities of the company represent fixed deposit	-	426.28	-	-	-	200.00
Fixed deposits with government authorities	2.00	4.95	-	-	-	-
	6,236.27	7,995.49	3,901.17	2,189.15	1,275.89	1,444.45
Fixed deposits free from charges	152.77	152.77	9.62	90.00	2.32	43.07
Total	6,389.04	8,148.26	3,910.79	2,279.15	1,278.21	1,487.52

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XXII - Restated Standalone Statement of Short-term Loans and Advances

Short-term loans and advances

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good						
Advances recoverable in cash or in kind:						
- Prepaid expenses	53.94	37.47	39.09	20.34	21.35	22.62
- Advance to employees (Refer Annexure XXIX-2)	4.11	13.38	2.58	0.96	2.09	2.57
- Advance to vendors	34.12	42.75	-	-	-	-
- Loan for margin trading facility	8,119.38	9,778.85	-	-	-	-
- Balances with service tax authorities	0.59	0.58	10.57	32.67	20.20	28.34
- Balances with GST Authorities	33.02	23.96	-	-	-	-
- Balances with subsidiary	95.69	-	-	44.30	22.50	-
- Others	39.99	41.92	44.73	31.02	33.55	8.94
Total	8,380.84	9,938.91	96.97	129.29	99.69	62.47

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XXIII - Restated Standalone Statement of Other Current Assets

Other current assets

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Unsecured, considered good						
Interest accrued on fixed deposits with banks	151.28	137.32	60.00	34.35	40.98	25.79
Margin kept with stock exchanges (*)	-	-	-	-	-	400.00
Accrued interest on margin trading facility	63.59	83.30	-	-	-	-
Accrued delayed payment charges	2.91	5.66	60.15	33.13	-	1.60
Long term deposits against arbitrations (**)	25.61	11.23	-	-	-	-
Less: Provision against arbitrations	(25.61)	(11.23)	-	-	-	-
Total	217.78	226.28	120.15	67.48	40.98	427.39

(*)Cash Margin with stock exchange represents additional base capital kept with exchanges for additional exposure requirement.

(**) Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration. In previous years 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014, such amount withheld by stock exchanges have been charged to statement of profit and account

₹ in million						
Revenue from operations						
Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Revenue:						
Brokerage	1,228.37	4,783.67	3,096.48	2,686.68	2,915.20	1,967.34
Income from depository operations	76.32	306.07	188.14	173.21	143.84	140.58
Portfolio management services fees	1.85	9.23	6.80	5.55	7.77	8.30
Income from distribution operations	16.10	46.59	20.60	9.13	14.30	7.43
Interest on margin trading facility	429.93	1,798.63	-	-	-	-
(A)	1,752.57	6,944.19	3,312.02	2,874.57	3,081.11	2,123.65
Income from other operating activities:						
Delayed payment charges	24.13	68.32	1,058.28	639.65	234.84	118.08
Interest on fixed deposits under lien with stock exchanges	91.64	327.81	171.47	125.00	129.62	102.64
(B)	115.77	396.14	1,229.74	764.65	364.46	220.72
Profit / (loss) on sale of shares	(C)					
	-	(0.09)	0.10	0.03	0.14	0.05
Total	(A) + (B) + (C)	1,868.34	7,340.24	4,541.86	3,639.25	2,344.42

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XXV-Restated Standalone Statement of Other Income

₹ in million

Particulars	Nature (Recurring/ Non- recurring)	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Other Income:							
Interest Income on:							
-Inter-corporate deposits	Recurring	1.71	6.58	4.90	7.04	56.77	29.38
-fixed deposits with banks	Recurring	25.26	72.83	38.48	4.17	0.29	18.67
-Bonds	Non recurring	-	9.10	-	-	-	-
-fixed deposits with banks free from charge	Non recurring	-	-	0.43	1.58	-	-
Lease income from Subsidiary companies	Recurring	1.92	7.69	35.86	35.86	35.86	35.86
Lease income from Director	Recurring	0.16	0.63	0.46	0.46	0.46	-
Income from business support services	Non recurring	-	-	0.20	2.10	10.90	-
Bad debts recovered	Recurring	17.55	12.61	17.92	9.86	18.71	11.44
Dividend Income on:							
-long term Investments	Recurring	-	0.16	42.97	25.06	22.47	22.47
-current Investments	Recurring	-	6.60	-	-	-	-
Profit/Loss on Redemption of mutual funds/bonds (Current investments)	Non recurring	-	5.40	-	-	-	-
Profit/Loss on Redemption/ sale of shares (Non current investments)	Non recurring	4.64	-	-	-	-	-
Profit on sale of property, plant and equipments	Non recurring	0.37	-	0.67	-	1.58	-
Interest on income tax refund	Non recurring	1.09	2.11	-	63.39	8.06	-
Income from Co-branding	Recurring	28.26	11.76	-	-	10.94	3.00
Third Party Distribution Income	Non recurring	-	-	-	-	-	59.81
Debt syndication fees	Non recurring	-	-	-	-	8.20	12.25
Dividend From Investment in mutual funds	Recurring	-	-	-	-	0.17	0.71
Contingent provision against standard asset no longer required	Non recurring	-	-	-	-	1.00	-
Miscellaneous Income	Recurring	28.93	46.90	30.31	24.28	22.82	22.53
Other income net of restatement adjustments		109.90	182.37	172.20	173.80	198.23	216.12

All items of other income are from normal business activities.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XXVI - Restated Standalone Statement of Employee Benefits Expenses

Employee benefits expense

₹ in million

Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Salaries, allowances and bonus	289.41	1,054.71	998.74	845.74	662.95	731.62
Contribution to employees' provident and other funds	14.89	56.92	56.47	48.07	37.59	38.90
Gratuity (Refer Annexure XXX-1)	2.97	7.49	12.73	9.16	8.41	2.54
Compensated absences	5.49	3.90	7.42	4.06	2.50	0.24
Training and recruitment expenses	13.93	26.10	18.93	1.52	9.18	8.68
Staff welfare expenses	0.26	1.90	0.49	0.53	0.01	0.39
Total	326.95	1,151.02	1,094.78	909.08	720.64	782.37

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XXVII - Restated Standalone Statement of Finance Costs

Finance costs

₹ in million

Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest expenses						
- On Securities	-	-	86.74	10.14	-	-
- On term loans	-	-	-	21.65	37.43	32.56
- On bank overdraft	204.52	835.62	376.92	193.56	115.32	53.81
- On Inter Corporate Deposits	-	4.98	14.18	26.94	-	-
- Others	0.40	8.73	0.20	0.59	3.46	1.09
Commercial paper charges	-	-	-	-	-	3.36
Bank guarantee and commission charges	5.49	34.87	23.89	31.96	28.32	42.65
Bank charges	0.96	2.87	2.17	1.81	2.20	2.58
Total	211.37	887.07	504.10	286.65	186.73	136.05

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XXVIII - Restated Standalone Statement of Other Expenses

₹ in million						
Other expenses						
Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Brokerage charges	608.64	2,464.03	1,552.08	1,183.62	1,318.70	769.93
Software connectivity license/maintenance Expenses	57.87	189.60	144.20	101.92	69.55	74.86
Rent for premises	11.16	66.37	82.99	81.06	85.94	101.96
Rent, rates and taxes - others	2.90	20.58	26.02	21.60	20.53	20.98
Advertisement and business promotion	174.84	422.10	402.87	244.19	135.01	65.97
- Less: Recoveries from subsidiary	-	-	-	(16.88)	-	-
Insurance (Refer Annexure XXIX-2)	0.69	1.71	8.48	3.69	4.08	4.54
Communication expenses	10.10	67.72	81.04	79.55	58.04	51.78
Printing and stationary	9.19	50.03	46.65	41.99	48.08	44.92
Travelling and conveyance	31.48	104.25	51.31	54.35	19.05	24.42
Electricity expenses (Refer Annexure XXIX-2)	8.87	48.20	49.94	57.71	51.47	63.95
Legal and professional charges	27.14	154.87	106.03	83.75	62.17	75.86
- Less: Recoveries from subsidiary	-	-	-	(23.40)	-	-
Director sitting fees	0.30	-	-	0.50	0.20	-
Administrative support services	6.98	24.37	17.59	16.77	15.00	15.77
Demat charges	5.83	38.68	32.82	34.53	35.93	16.37
Membership & subscription fees	0.40	2.74	2.24	1.35	1.78	3.21
Loss on account of error trades (net)	4.23	9.03	8.36	11.33	10.72	11.87
Corporate Social responsibility expenses (Refer Annexure XXX-8)	-	9.96	6.62	5.14	2.55	-
Repairs and maintenance:	-	-	-	-	-	-
- Buildings	2.34	7.27	9.49	11.25	6.75	3.52
- Others	4.31	14.65	14.09	13.99	13.13	10.29
Auditors' remuneration (Refer Annexure XXVIII-1)	0.70	2.53	2.90	2.88	2.49	2.23
Loss on sale of fixed assets (net)/Fixed Asset Written Off	-	4.97	0.72	6.91	9.78	11.15
Bad debts written off (net)	36.93	83.83	34.85	47.92	34.58	27.04
Office Expenses	6.41	28.82	24.18	21.22	14.74	18.50
Security Guards Expenses	1.33	6.72	4.10	5.00	4.12	5.43
Miscellaneous expenses	8.18	46.80	28.40	32.76	22.17	27.18
Total	1,020.84	3,869.83	2,737.97	2,124.70	2,046.56	1,451.73

XXVIII-1 Auditors' remuneration

₹ in million						
Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Statutory audit fees (excluding taxes)	0.63	2.53	2.70	2.70	2.43	2.15
Out of pocket expenses	0.07	-	0.08	0.06	0.07	0.08
Other certification fees	-	-	0.13	0.13	-	-
Total	0.70	2.53	2.91	2.89	2.50	2.23

Related party disclosure

(1) Names of related parties and related party relationship

List of related parties:

Sr no	Relationship	Name of the Parties
(a)	Subsidiary companies Related parties under AS 18 with whom transactions have taken place during the quarter/year	Angel Financial Advisors Private Limited Mimansa Software Systems Private Limited Angel Securities Limited Angel Fincap Private Limited Angel Wellness Private Limited Angel Commodities Broking Private Limited (upto March 31, 2017) (Refer Annexure XXX-11)
(b)	Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and - relatives of above individuals	Mr. Dinesh Thakkar - Managing Director Mr. Lalit Thakkar - Director (Till May 11, 2018) Mr. Ashok Thakkar (brother of Mr. Dinesh Thakkar) Ms. Anuradha Thakkar (wife of Mr. Lalit Thakkar) Mr. Deepak Thakkar (brother of Mr. Lalit Thakkar) Mr. Rahul Thakkar (son of Mr. Lalit Thakkar) Ms. Kanta Thakkar (wife of Mr. Dinesh Thakkar) Mr. Mahesh Thakkar (brother of Mr. Dinesh Thakkar) Ms. Sunita Magnani (sister of Mr. Lalit Thakkar) Ms. Jaya Ramchandani (sister of Mr. Lalit Thakkar) Dinesh Thakkar HUF
(c)	Key management personnel (KMP) - relatives of key management personnel	Mr. Vinay Agrawal - Director Mr. Amit Majumdar (Till December 16, 2014) Mr. Santanu Syam (Till December 16, 2014) Ms. Juhi Agrawal (wife of Mr. Vinay Agrawal)
(d)	Enterprises in which a Director is a member	Nirwan Monetary Service Private Limited Jack and Jill Apparel Private Limited Angel Insurance Brokers & Advisors Private Limited

XXX-2 Following transactions were carried out with related parties in the ordinary course of business:

₹ in million

Nature of transaction	Name of the related party	Subsidiary company						Individuals owning directly / indirectly interest in Voting Power that gives them Significant Control and Relatives of such individuals						Key management personnel & their relatives						Enterprises in which a Director is a member						Total					
		Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014
Remuneration paid	Dinesh Thakkar	-	-	-	-	-	-	5.95	18.38	14.35	19.30	20.95	20.00	-	-	-	-	-	-	-	-	-	-	-	-	5.95	18.38	14.35	19.30	20.95	20.00
	Vinay Agrawal	-	-	-	-	-	-	-	-	-	-	-	-	5.88	15.84	15.80	13.74	-	-	-	-	-	-	-	-	5.88	15.84	15.80	13.74	-	-
	Santanu Syam	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	5.95	18.38	14.35	19.30	20.95	20.00	5.88	15.84	15.80	13.74	8.14	-	-	-	-	-	-	-	11.82	34.23	30.15	33.04	29.09	20.00
Professional Fees Paid	Amit Majumdar	-	-	-	-	-	-	-	-	-	-	-	5.39	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.39	
	Vinay Agrawal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2.25	
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	7.64	
Rent Paid	Amit Majumdar	-	-	-	-	-	-	-	-	-	-	-	0.90	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.90	
Sale of Fixed Assets	Angel Commodities Broking Private Limited	-	-	-	-	-	4.37	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.37	
Exchange Obligation	Angel Fincap Private Limited	-	-	-	-	7.25	0.09	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	7.25	
Purchase of Shares	Angel Fincap Private Limited	-	-	-	-	0.09	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.09	
Sale of Shares/Investment	Angel Fincap Private Limited	-	-	-	-	0.09	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.09	
Dividend paid	Dinesh Thakkar	-	-	-	-	-	-	45.61	22.81	18.78	14.76	-	-	-	-	-	-	-	-	-	-	-	-	-	45.61	22.81	18.78	14.76	-	-	
	Vinay Agrawal	-	-	-	-	-	-	-	-	-	-	-	-	0.12	0.06	-	-	-	-	-	-	-	-	-	0.12	0.06	-	-	-	-	
	Lalit Thakkar	-	-	-	-	-	-	24.48	12.32	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	24.48	12.32	-	-	-	-	
	Dinesh Thakkar HUF	-	-	-	-	-	-	1.68	0.84	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.68	0.84	-	-	-	-	
	Kanta Thakkar	-	-	-	-	-	-	0.01	0.01	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.01	0.01	-	-	-	-	
	Ashok Thakkar	-	-	-	-	-	-	8.70	4.35	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8.70	4.35	-	-	-	-	
	Mahesh Thakkar	-	-	-	-	-	-	0.01	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.01	0.00	-	-	-	-	
	Deepak Thakkar	-	-	-	-	-	-	9.41	4.79	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9.41	4.79	-	-	-	-	
	Sunita Magnanti	-	-	-	-	-	-	2.04	1.02	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2.04	1.02	-	-	-	-	
	Jaya Ramchandani	-	-	-	-	-	-	0.00	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00	0.00	-	-	-	-	
	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	16.50	8.25	-	-	-	16.50	8.25	-	-	-	-	
	Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	-	-	-	-	-	-	91.94	46.14	18.78	14.76	-	-	0.12	0.06	0.05	0.04	-	-	16.50	8.25	-	-	-	108.56	54.45	18.83	14.80	-	-	
	Loans given	Angel Commodities Broking Private Limited	-	-	1,142.70	2,400.50	-	3.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,142.70	2,400.50	-	3.00	
		Angel Securities Limited	4.95	117.20	221.00	-	28.35	7.80	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.95	117.20	221.00	-	28.35	7.80	
Angel Financial Advisors Private Limited		-	15.80	4.25	-	-	3.70	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15.80	4.25	-	-	3.70		
Angel Fincap Private Limited		1.00	-	19,990.14	12,707.80	2,042.81	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.00	-	19,990.14	12,707.80	2,042.81	-		
Mimansa Software Systems Private Limited		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
Angel Insurance Brokers & Advisors Private Limited		-	1.40	1.10	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.40	1.10	-	-	-		
Total		80.39	199.48	67.40	45.70	77.10	28.90	-	-	-	-	-	-	-	-	-	-	-	-	16.50	8.25	-	-	-	80.39	199.48	67.40	45.70	77.10	28.90	
Repayment of Loan taken	Angel Fincap Private Limited	-	3,211.20	15,670.40	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,211.20	15,670.40	-	-	-		
Total	-	3,211.20	15,670.40	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,211.20	15,670.40	-	-	-		

XXIX-2 Following transactions were carried out with related parties in the ordinary course of business: ₹ in million

Nature of transaction	Name of the related party	Subsidiary company						Individuals owning directly / indirectly interest in Voting Power that gives them Significant Control and Relatives of such individuals						Key management personnel & their relatives						Enterprises in which a Director is a member						Total					
		Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014	Q1 2018-2019	2017-2018	2016-2017	2015-2016	2014-2015	2013-2014
Repayment of loan given	Angel Commodities Broking Private Limited	-	-	1,142.70	2,400.50	-	3.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,142.70	2,400.50	-	3.00
	Angel Securities Limited	-	117.20	221.00	22.50	5.85	7.80	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	117.20	221.00	22.50	5.85
	Angel Financial Advisors Private Limited	-	15.80	4.25	-	-	3.70	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15.80	4.25	-	3.70
	Angel Fincap Private Limited	-	-	-	19,770.34	12,927.60	2,042.81	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	19,770.34	12,927.60	2,042.81	-
	Mimansa Software Systems Private Limited	-	1.10	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.10	-	-	-
Angel Wellness Private Limited	-	109.48	67.40	45.70	77.10	63.90	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	109.48	67.40	45.70	77.10	63.90
Total		243.58	1,435.35	22,239.04	13,010.55	2,120.21																					243.58	1,435.35	22,239.04	13,010.55	2,120.21
Loan taken	Angel Fincap Private Limited	-	3,211.20	15,670.40	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,211.20	15,670.40	-	-
	Total		3,211.20	15,670.40																								3,211.20	15,670.40		
Closing balance																															
Balances with subsidiary	Angel Securities Limited	5.12	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.12	-	-	-
	Angel Financial Advisors Private Limited	4.80	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.80	-	-	-
	Angel Fincap Private Limited	2.12	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2.12	-	-	-
	Mimansa Software Systems Private Limited	1.81	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.81	-	-	-
	Angel Wellness Private Limited	81.83	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	81.83	-	-	-
Total		95.69																									95.69				
Counter Guarantees Given for Group Companies	Angel Commodities Broking Private Limited	-	-	-	-	800.00	800.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	800.00	800.00
	Angel Fincap Private Limited	-	-	-	-	500.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	500.00	-
	Total					1,300.00	800.00																						1,300.00	800.00	
Trade Payable	Mimansa Software Systems Private Limited	2.59	9.72	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2.59	9.72	-	-	-
Short-term loans and advances	Vinay Agrawal (Refer Annexure XXXI)	-	-	-	-	-	-	-	-	-	-	-	-	6.88	7.50	-	-	-	-	-	-	-	-	-	-	-	-	6.88	7.50	-	-
	Dinesh Thakkar (Refer Annexure XXXI)	-	-	-	-	-	-	4.00	5.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.00	5.00	-	-
	Angel Securities Limited	-	-	-	0.33	22.50	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.33	22.50	-
	Angel Commodities Broking Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	43.97	-
	Angel Insurance Brokers & Advisors Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.08	0.08
	Total					44.30	22.50		4.00	5.00				6.88	7.50													10.96	12.58		44.30
Long-term loans and advances	Dinesh Thakkar (Refer Annexure XVII & XXIX-4)	-	-	-	-	-	-	7.50	7.50	7.50	7.50	7.50	-	-	-	-	-	-	-	-	-	-	-	-	-	-	7.50	7.50	7.50	7.50	7.50
	Total							7.50	7.50	7.50	7.50	7.50															7.50	7.50	7.50	7.50	7.50
Short-term borrowing	Angel Fincap Private Limited	-	-	-	-	219.80	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	219.80	-
	Total					219.80																						219.80			219.80

XXIX-3 The company has borrowed overdraft facilities of ₹ 194.80 millions, which is secured against a lien on fixed deposits of Angel Financial Advisors Private Limited ("a wholly owned subsidiary"). The Company has also borrowed similar overdraft facility of ₹ 51.50 millions, which is secured by pledged of securities of Angel Securities Limited ("a wholly owned subsidiary"). Refer Annexure X for personal guarantee given by director against overdraft facilities obtained from banks.

XXIX-4 No rent is charged on property taken from one of the directors which is used as an office by the Company. ₹ 7.50 million pertains to security deposit paid against the same property.

XXX-1 Employee benefits plan

The Company is recognising and accruing the employee benefits as per Accounting Standard (AS) – 15 (revised 2005) "Employee Benefits" issued by the Institute of Chartered Accountants of India. The Company has a defined benefit gratuity plan and same is non funded.

Disclosure relating to actuarial valuation of gratuity liability

₹ in million

	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Assumptions						
Discount rate	7.92%	7.16%	6.65%	7.48%	7.99%	9.14%
Salary escalation	3.00%	3.00%	3.00%	3.00%	3.00%	2.00%
Employee turnover	Sales Employee: For Services less than 4 years :99% Thereafter:2%	Sales Employee: For Services less than 4 years :99% Thereafter:2%	Sales Employee: For Services less than 4 years :99% Thereafter:2%	Refer XXX-1.1	Refer XXX-1.1	Refer XXX-1.1
	Non Sales Employee: For Services less than 4 years :49% Thereafter:2%	Non Sales Employee: For Services less than 4 years :49% Thereafter:2%	Non Sales Employee: For Services less than 4 years :49% Thereafter:2%			
Changes in present value of defined benefit obligations are as follows						
Opening defined benefit obligation	24.23	23.14	17.20	14.11	10.22	11.81
Interest cost	0.48	2.01	1.42	1.13	0.93	0.94
Current service cost	1.43	6.22	4.18	1.69	1.20	1.84
Past Service Cost	0.00	3.01	-	-	-	-
Liability Transferred In/ Acquisitions	-	-	-	0.24	-	-
Benefit paid	(2.06)	(7.73)	(6.43)	(6.31)	(4.51)	(4.13)
Acquisition/Business combination/Divestiture	-	1.33	-	-	-	-
Actuarial loss/(gain) on obligations	1.07	(3.75)	6.78	6.34	6.27	(0.24)
Closing defined benefit obligation	25.15	24.23	23.14	17.20	14.11	10.22
Amounts to be recognised in the balance sheet						
Liability at the end of the quarter / year	25.15	24.23	23.14	17.20	14.11	10.22
Difference	25.15	24.23	23.14	17.20	14.11	10.22
Amount of liability recognised in the balance sheet	25.15	24.23	23.14	17.20	14.11	10.22
Net employee benefit expense recognised in the employee cost						
Current service cost	1.43	6.22	4.18	1.69	1.20	1.84
Interest cost	0.48	2.01	1.42	1.13	0.93	0.94
Past Service Cost	-	3.01	-	-	-	-
Net actuarial loss/(gain) on obligations	1.07	(3.75)	6.78	6.34	6.27	(0.24)
Expenses recognised in the statement of profit and loss	2.97	7.49	12.37	9.16	8.41	2.54
Movement in the liability recognised in balance sheet						
Opening net liability	24.23	23.14	17.20	14.11	10.22	11.81
Expense as above	2.97	7.49	12.37	9.16	8.41	2.54
Net Liability/(Asset) Transfer In	-	-	-	0.24	-	-
Acquisition/Business combination/Divestiture	-	1.33	-	-	-	-
Benefits paid	(2.06)	(7.73)	(6.43)	(6.31)	(4.51)	(4.13)
Amount recognised in balance sheet	25.15	24.23	23.14	17.20	14.11	10.22
Classification						
- Current	2.63	0.99	1.01	0.68	0.91	1.36
- Non-current	22.52	23.24	22.13	16.52	13.20	8.86
Experience adjustments						
Defined benefit obligation	25.15	24.23	23.14	17.20	14.11	10.22
Surplus / (deficit)	(25.15)	(24.23)	(23.14)	(17.20)	(14.11)	(10.22)
Experience adjustments on plan liabilities	3.22	(2.83)	4.74	(5.35)	(3.27)	4.03

XXX-1.1 Employee turnover data is not available for the financial year 2013-14 to 2015-16 and same was also not provided in audited financials for the respective years.

XXX-2 Segment reporting

The Company is presenting Consolidated Financial Statement and hence in accordance with AS 17 - 'Segment Reporting', segment information is disclosed in Consolidated Financial Statement

Primary segments

(i) The business segment has been considered as the primary segment for disclosure.

(ii) The company is principally engaged in the business of equity broking and related activities. Accordingly, there are no other reportable segments as per AS 17- 'Segment Reporting'.

Geographical segment:

(i) The Company operates in one geographic segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

XXX-3 Disclosure of transactions as required by Accounting Standard 19 on lease

Details of operating leases

XXX-3.1 Assets given on lease

The Company has given office premises on lease to its certain subsidiary companies on operating lease. These leases are cancellable in nature and accordingly the amount of 'Minimum Lease Rentals' for non-cancellable leases outstanding as at June 30, 2018 required to be disclosed is Rs. Nil (Previous Year Rs. Nil)

XXX-3.2 Assets taken on lease

The Company has taken office premises at certain locations on operating lease and lease rent in respect of the same have been charged under "Rent for premises" in Note 25 to the statement of the profit and loss. The agreements are executed for a period ranging from 11 months to 101 months. Rent amounting ₹ 11.16 millions, ₹ 66.37 millions, ₹ 82.99 millions, ₹ 81.06 millions, ₹ 79.49 , and ₹ 99.74 millions has been debited to the statement of profit and loss during the quarter ended June 30, 2018 and for the year ended March 31, 2018, 2017, 2016, 2015 and 2014 respectively.

XXX-3.3 With respect to non-cancellable operating leases, the future minimum lease payments are as follows:

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Not later than one year	53.46	50.20	64.95	78.74	65.98	86.04
Later than one year but not later than five years	136.16	113.86	170.39	201.19	170.45	125.45
Later than five years	4.81	13.85	22.66	26.23	45.20	14.84

XXX-4 Earning per equity share

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Profit after tax	255.37	1,018.50	206.98	254.84	361.45	73.29
Weighted average number of equity shares :						
- For basic EPS (No.)	71,995,003	71,822,783	71,820,875	71,820,875	71,820,875	71,820,875
- For diluted EPS (No.)	71,995,003	71,822,783	71,820,875	71,820,875	71,820,875	71,820,875
Nominal value of equity share	10	10	10	10	10	10
Earnings per equity share (in ₹):						
- Basic	3.55	14.18	2.88	3.55	5.03	1.02
- Diluted	3.55	14.18	2.88	3.55	5.03	1.02
(EPS for Quarter ended are not annualised)						

XXX-5 Contingent liabilities

Sr. No.	Particulars	₹ in million					
		As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
(i)	Guarantees: Bank guarantees placed at exchanges as margin	2,652.50	1,972.50	510.00	1,143.09	3,850.00	3,240.00
(ii)	Others: Claims against the company not acknowledged as debts Disputed income tax demands not provided for (Refer Annexure XXX- 5.1) [includes NIL (2016-17 ₹ 0.40 million, 2015-16 ₹ Nil, 2014-15 ₹10.00 millions, 2013-14 ₹ Nil) paid under protest]	57.31	58.45	77.11	29.30	34.96	26.05
		250.20	104.66	216.23	227.51	227.11	227.11
Total		2,960.01	2,135.61	803.34	1,399.91	4,112.07	3,493.16

XXX-5.1 Above disputed income tax demands not provided for includes:

₹ 6.65 million on account of disallowance made as deemed dividend for Assessment Year 2005-06, considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay and question of law was admitted by the Court vide order dated September 20, 2011;
₹ 87.93 million on account of disallowance made as deemed dividend for Assessment Year 2008-09, considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay and question of law was also admitted by the Court vide order dated November 28, 2016;
₹ 7.53 million on account of disallowance made as speculation loss for Assessment Year 2012-13 vide reassessment order dated December 15, 2017 passed by Assessing Officer. Company filed an appeal before CIT(A);
₹ 0.29 million on account of penalty levied by Assessing Officer for Assessment Year 2009-10 relates to erstwhile Angel Commodities Broking Private Limited. Company filed an appeal before CIT(A) and the same was dismissed. Company filed an appeal before ITAT;
₹ 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;
₹ 38.50 million on account of disallowance made as deemed dividend for Assessment Year 2010-11 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018; and
₹ 15.40 million on account of disallowance made as deemed dividend for Assessment Year 2010-11 relates to erstwhile Angel Broking Limited considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018.

Above disputed income tax demands does not include interest u/s 234B and u/s 234C of the Income Tax Act, 1961 as the same is not determinable till the final outcome. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations.

XXX-6 During the year 2015-2016, the company unearthed a fraud orchestrated by a senior personnel of the group company. The company investigated the fraud and found that the modus operandi of fraud was that certain invoices were raised by a couple of service providers without actually offering the services. On thorough investigation, it was discovered that recruitment expenses of current and previous years amounting to ₹ 15.63 millions were fraudulently invoiced to the company by those service providers. The said group company employee was immediately terminated from the company.

On conclusion of the investigation, the company fully recovered the aforementioned recruitment expenses from the said employee and accordingly during the year credited ₹ 13.91 millions- to the recruitment cost whereas ₹ 0.46 millions received towards nominal interest on the said sum was credited to miscellaneous income. Cenvat credit of ₹ 1.72 millions , which was availed pertaining to the aforesaid expenses, was also promptly reversed during the year.

XXX-7 Surrender of NBFC License:

The Company had filed letter dated March 30, 2012 regarding cancellation of Certificate of Registration (CoR) as a Non-Banking Finance Company (NBFC). Subsequently, the Company has received the order dated April 07, 2014 from the Reserve Bank of India (RBI) to effect cancellation of CoR w.e.f. April 01, 2014. Pursuant to the foregoing, the Company has :

- transferred statutory reserve fund of ₹ 70.59 million created in earlier years under Section 45-1C of the Reserve Bank of India Act, 1934 to surplus in statement of profit and loss.
- written back contingent provision on standard assets of ₹ 1.00 million.
- not made any disclosure as required by circular number RBI/2013-14/37 dated July 01, 2013 issued by the Reserve Bank of India (RBI) as applicable to NBFC.

XXX-8 Corporate social responsibility (CSR) expenses

The Company has constituted a Corporate Social Responsibility (CSR) Committee as per Section 135 and schedule VII of the Companies Act, 2013 (the Act) read with the Companies (Corporate Social Responsibility Policy) Rules 2014.

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
a. Gross amount required to be spent by the Company	-	9.96	6.62	5.14	2.52	-
b. Amount spent	-	-	-	-	-	-
In cash	-	-	-	-	-	-
(i) Construction / acquisition of any asset	-	-	-	-	-	-
(ii) On purpose of other than (i) above	-	9.96	6.62	5.14	2.55	-
Yet to be paid in cash	-	-	-	-	-	-
(i) Construction / acquisition of any asset	-	-	-	-	-	-
(ii) On purpose of other than (i) above	-	-	-	-	-	-

XXX-9 Expenditure in foreign currency

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Directors Sitting Fees	-	-	-	0.50	0.20	-
Foreign Travel	-	0.09	-	-	-	-
Other expenses	17.51	14.63	24.15	12.66	-	-
Total	17.51	14.72	24.15	13.16	0.20	-

There is no unhedged foreign currency expenditure as on June 30, 2018 (Previous Year ₹ NIL)

XXX-10 Details of Specified Bank Notes (SBN) held and transacted during the period from November 08, 2016 to December 30, 2016

a) The requirements for the disclosure regarding details of SBNs held and transacted during November 08, 2016 to December 30, 2016 where applicable for financial year ended March 31, 2017 and hence no disclosure has been made in the current year. Corresponding amounts as appearing in the audited standalone financial statement for the year ended March 31, 2017 have been disclosed in (b) herein below.

b) Details of Specified Bank Notes (SBN) held and transacted during the period from November 08, 2016 to December 30, 2016 as follows:-

₹ in million

Particulars	SBN's	Denomination note (Other than SBN)	Total
Closing balance of cash as on 08.11.2016	0.07	0.81	0.88
Add: Permitted receipts	-	0.75	0.75
Less: Permitted payments	-	0.90	0.90
Less: Amount deposited in banks	0.07	-	0.07
Closing balance of cash as on 30.12.2016	-	0.66	0.66

Specified Bank Notes (SBNs) mean the bank notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no. S.O. 3407(E), dated November 08, 2016.

XXX-11 Note on Amalgamation

The Regional Director, Western Region, Mumbai vide their order dated December 11, 2017 ("the Order"), sanctioned a scheme of amalgamation ("the scheme") under sections 233 of the Companies Act, 2013. In accordance with the scheme, Angel Commodities Broking Private Limited (transferor company) merges with the company with effect from April 01, 2017. The transferor company was engaged in the business of providing commodity broking services to its various clients and earning brokerage income. The amalgamation is expected to channelise synergies and lead to better utilization of available resources and result in greater economies of scale. The transferee company has recorded the assets (other than investment in the transferor company) and liabilities, including reserves of the transferor company vested in it pursuant to the scheme at the respective book value as appearing in the books of the transferor company as on April 01, 2017. The difference between net assets (assets less liabilities) and the reserves of the transferor company to the transferee company has been adjusted against profit and loss account as per the Order.

Particulars	As at March 31, 2017
Total Assets	1,750.21
Total liability (net of share capital)	1,711.21
Investment in transferor company	61.75
Adjusted against profit and loss account	(22.75)

XXX-12 Subsequent Events

There was no significant event after the end of the reporting period which require any adjustment or disclosure in the financial statements other than as stated below:

- The Board has declared first interim dividend on July 11, 2018 of ₹ 0.90 per equity share amounting to ₹ 64.80 million.
- on August 01, 2018, the company has granted 442,300 further Employee stock options under Scheme 2018.

The accompanying annexures are an integral part of these financial information

For and on behalf of the Board of Directors

Dinesh Thakkar
Managing Director
DIN : 00004382

Vinay Agrawal
Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: August 14, 2018

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XXXI - Restated Standalone Statement of Dividend
Break up of interim dividend paid and corporate tax on interim dividend

₹ in million

Sr No.	Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
1st	Interim Dividend Paid	-	48.84	48.84	40.22	22.98	22.98
	Corporate Tax Paid on Interim Dividend	-	9.94	9.94	3.11	0.09	3.91
	Dates of Declaration	-	17-Aug-2017	14-Sep-2016	22-Sep-2015	10-Sep-2014	23-Jul-2013
	Rate per equity share (₹)	-	3.40	3.40	2.80	1.60	1.60
2nd	Interim Dividend Paid	-	48.84	48.84	40.22	40.22	22.98
	Corporate Tax Paid on Interim Dividend	-	9.94	1.21	8.19	8.04	3.91
	Dates of Declaration	-	22-Nov-2017	22-Feb-2017	21-Mar-2016	23-Mar-2015	12-Nov-2013
	Rate per equity share (₹)	-	3.40	3.40	2.80	2.80	1.60
3rd	Interim Dividend Paid	-	97.68	-	-	-	22.98
	Corporate Tax Paid on Interim Dividend	-	19.89	-	-	-	0.09
	Dates of Declaration	-	26-Feb-2018	-	-	-	18-Mar-2014
	Rate per equity share (₹)	-	6.80	-	-	-	1.60
Total Interim Dividend Paid		-	195.36	97.68	80.44	63.20	68.95
Total Corporate Tax Paid on Interim Dividend		-	39.77	11.15	11.29	8.14	7.91

Dividend distribution tax is computed after considering credit available as per Section 115 O of Income Tax Act, 1961.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XXXII-Restated Standalone Statement of Accounting Ratios

₹ in million

Sr. No.	Particulars	For the quarter ended		For the year ended			
		June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
1	Restated Profit / (Loss) after Tax (₹ in millions)	255.37	1,018.50	206.98	254.84	361.45	73.29
2	Net Profit / (Loss) available to Equity Shareholders (₹ in millions)	255.37	1,018.50	206.98	254.84	361.45	73.29
3	Weighted average number of Equity Shares outstanding during the year	71,995,003	71,822,783	71,820,875	71,820,875	71,820,875	71,820,875
4	Number of Equity Shares outstanding at the end of the year	71,995,003	71,822,783	71,820,875	71,820,875	71,820,875	71,820,875
5	Net Worth for Equity Shareholders (₹ in millions)	4,754.95	4,499.58	3,124.89	3,026.73	2,863.63	2,613.51
6	Accounting Ratios:						
	Basic & Diluted Earnings / (Loss) per Share (₹) (2)/(3)	3.55	14.18	2.88	3.55	5.03	1.02
	Return on Net Worth for Equity Shareholders(2)/(5)	5.37%	22.64%	6.62%	8.42%	12.62%	2.80%
	Net Asset Value Per Share (₹) (5)/(4)	66.05	62.65	43.51	42.14	39.87	36.39

Note:

1. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the quarter/year.

2. Net worth for ratios mentioned in note D is = Equity share capital + Reserves and surplus (including Subsidy, Securities Premium and Surplus/ (Deficit)

3. The above ratios have been computed on the basis of the Restated Standalone Financial Information- Annexure I & Annexure II.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)

Annexure XXXIII-Restated Standalone Statement of Capitalisation

₹ in million

Particulars	Pre-Issue as at June 30, 2018	Post-Issue
Debt:		
Long term borrowings	10.45	[•]
Short term borrowings	7,962.00	[•]
Current portion of Secured long term borrowings, included in Other Current Liabilities	5.65	[•]
Total debt (A)	7,978.10	[•]
Shareholders Funds:		
Equity Share Capital	719.95	[•]
Reserves and Surplus	4,035.00	[•]
Total Shareholders Funds (B)	4,754.95	[•]
Total Debt/Equity Ratio (A/B)	1.68	[•]

Notes:

i) The above has been computed on the basis of the Restated Standalone Financial Information - Annexure I & Annexure II.

ii) The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement

Angel Broking Limited (Formerly known as Angel Broking Private Limited)
Annexure XXXIV - Restated Standalone Statement of Tax Shelter

₹ in million

Particulars	For The Quarter	For The Year Ended				
	Ended	As at	As at	As at	As at	As at
	As at June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
A Restated Profit before taxation	390.10	1,489.75	280.28	395.71	566.59	97.16
B Tax at applicable Rates	34.94%	34.61%	34.61%	34.61%	33.99%	32.45%
C Tax thereon at the above rate	136.29	515.57	97.00	136.95	192.58	31.52
Adjustment						
D Permanent differences						
Net Disallowances / (Allowances) under the Income Tax Act, 1961						
i. Disallowance u/s 14A of the Income Tax Act, 1961	-	0.14	0.62	5.05	5.22	16.63
ii. Corporate Social Responsibility (50%)	-	4.98	3.31	2.57	1.28	-
iii. Maintenance Charges	0.09	-	1.58	0.57	0.09	-
iv. Society Charges	-	-	0.09	1.31	1.38	1.07
v. Insurance Charges	-	-	0.55	0.33	0.18	0.20
vi. Interest on Income Tax	-	6.55	-	0.48	3.42	0.63
vii. Interest on TDS	0.02	-	0.04	0.11	0.02	0.07
viii. Dividend Income	-	(6.76)	(42.97)	(25.06)	(22.64)	(23.18)
ix. HP - 30% Annual Value	(0.60)	(2.42)	(10.03)	(10.46)	(10.03)	(9.90)
x. Expenses u/s 35DD	(0.35)	(0.39)	(0.45)	(0.45)	(0.45)	(0.45)
xi. Lease Equilisation provision reversed of LY	(7.22)	(6.61)	(7.10)	(6.44)	(4.10)	(4.71)
xii. Wealth tax provision	-	-	-	-	0.05	-
xiii. Contingent provision against standard asset written back	-	-	-	-	(1.00)	-
xiv. 40(a) Disallowances - FA written off	-	-	0.72	6.91	9.78	10.18
xv. Insurance Claim Received for Ludhiana Office	-	-	-	-	-	(2.31)
xvi. Profit on sale of asset	(0.37)	-	(0.67)	-	(1.58)	-
xvii. Expenditure incurred on increase in authorised share capital	-	5.08	-	-	-	-
xviii. Amalgamation expenses	-	1.73	-	-	-	-
Loss on sale of fixed assets	-	4.97	-	-	-	-
Profit on redemption of MF/bonds	(4.64)	(0.15)	-	-	-	-
MTM loss disallowed LY and shown as income in CY	-	(0.15)	-	-	-	-
Total permanent differences	(13.06)	6.97	(54.31)	(25.08)	(18.38)	(11.77)
E Timing Difference						
i. Difference between book and tax depreciation	1.47	(3.31)	(35.87)	(17.96)	9.06	(26.45)
ii. <u>Deductions u/s 43B of the Income Tax Act, 1961</u>						
- Bonus	-	(8.19)	9.08	-	-	-
-stamp duty	-	-	-	25.12	11.97	7.72
iii. <u>Statutory Liabilities</u>						
Provision for Gratuity	0.92	(0.24)	6.30	2.84	8.41	(1.59)
Provision for Leave encashment	3.70	0.10	5.55	1.79	2.50	(1.41)
iv. <u>Perceived Income</u>						
Prepaid DP income	-	-	33.36	-	-	-
v. Lease Equilisation	-	7.22	6.57	7.10	6.44	4.10
vi. 40(a) Disallowances - Adhoc provision made (TDS not deducted)	-	-	-	-	-	20.38
vii. 40(a) Disallowances - Loss on Sale of Fixed Assets	-	-	-	-	-	0.97
viii. 40(a) Disallowances of LY, allowed in CY as TDS is deducted & deposited	-	-	-	-	-	(1.02)
ix. Disallowances u/s 40(a)(ia) - TDS not deducted L.Y. Paid in CY	-	-	-	(1.72)	-	-
Total timing differences	6.09	(4.42)	24.99	17.17	38.38	2.70
F Net Adjustments (D+E)	(6.98)	2.55	(29.31)	(7.91)	20.00	(9.07)
G Tax Expenses / (Savings) thereon (FxB)	(2.44)	0.88	(10.14)	(2.74)	6.80	(2.93)
H Tax Liability (C+G)	133.85	516.45	86.86	134.21	199.38	28.59
I Net Tax Liability (Higher of H and I)	133.85	516.45	86.86	134.21	199.38	28.59
J Total Current Tax	133.85	516.45	86.86	134.21	199.38	28.59
K Taxable Profit before Taxation and after adjustments as Restated (A+F, restricted to zero)	383.13	1,492.30	250.97	387.80	586.59	88.09
L Total Tax Liability after Tax impact of adjustments	133.85	516.45	86.86	134.21	199.38	28.59

Report of auditors on the restated consolidated statement of assets and liabilities as at June 30, 2018, March 31, 2018, 2017, 2016, 2015 and 2014 and restated consolidated statements of profits and losses and restated consolidated statement of cash flows for the three month period ended June 30, 2018 and each of the years ended March 31, 2018, 2017, 2016, 2015, and 2014 of Angel Broking Limited (collectively, the "Restated Consolidated Financial Information")

The Board of Directors
Angel Broking Limited
6th Floor, Ackruti Star, Central Road, MIDC
Andheri (E), Mumbai – 400 093

Dear Sirs / Madams,

1. We have examined the Restated Consolidated Financial Information of Angel Broking Limited (formerly "Angel Broking Private Limited") ('the Company') and its subsidiaries (collectively referred to as 'the Group') as at June 30, 2018, March 31, 2018, 2017, 2016, 2015 and 2014, and for the three month period ended June 30, 2018 and for each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014, annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), prepared by the Company in connection with its proposed Initial Public Offer of equity shares of face value of Rs.10 each ("IPO"). The Restated Consolidated Financial Information, which have been approved by the Board of Directors of the Company, have been prepared by the Company in accordance with the requirements of:
 - a) sub-section (1) of Section 26 of Chapter III of The Companies Act, 2013 (the "Act"); and
 - b) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992;

Management Responsibility for the Restated Consolidated Financial Information

2. The preparation of Restated Consolidated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 13 below. The Management's responsibility includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Act and the ICDR Regulations.

Auditors Responsibility

3. We have examined such Restated Consolidated Financial Information taking into consideration:
 - a) the terms of reference and our engagement agreed with you vide our engagement letter dated July 27, 2018, requesting us to carry out work on such Restated Consolidated Financial Information, proposed to be included in the DRHP of the Company in connection with the Company's proposed IPO;
 - b) the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note"); and
 - c) the requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist the Company in meeting its responsibilities in relation to compliance with the Act and the ICDR Regulations in connection with the IPO.
4. The Company proposes to make an IPO which comprises a fresh issue of equity shares of Rs.10 each by the Company and an offer for sale by certain shareholders of existing equity shares of Rs.10 each, at such premium, arrived at by a book building process (referred to as the "Issue"), as may be decided by the Board of Directors of the Company.

Restated Consolidated Financial Information as per audited consolidated financial statements

5. The Restated Consolidated Financial Information have been compiled by the management from the audited interim consolidated financial statements of the Group as at and for the three month period ended June 30, 2018 and the audited consolidated financial statements for each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014 which have been approved by the Board of Directors at their meeting held on August 14, 2018, May 11, 2018, August 24, 2017, September 15, 2016, September 22, 2015 and November 03, 2014, respectively.

6. For the purpose of our examination, we have relied on Auditors' reports issued by us dated August 14, 2018 on the audited interim consolidated financial statements of the Group as at and for the three month period ended June 30, 2018 and the Auditors' Reports issued by us dated May 20, 2018 as at and for the year ended March 31, 2018 respectively, as referred in Para 5 above. The accompanying consolidated financial statements included information in relation to the Company's subsidiaries as listed below:

Name of the entity	Relationship
Angel Fincap Private Limited	Subsidiary
Angel Securities Limited	Subsidiary
Angel Financial Advisors Private Limited	Subsidiary
Angel Wellness Private Limited	Subsidiary
Mimansa Software Systems Private Limited	Subsidiary

As indicated in our audit report referred to above, we did not audit the financial statements of certain subsidiaries as mentioned below:

Name of the entity	Relationship	Name of the auditor	Year / Period
Angel Wellness Private Limited	Subsidiary	R.R. Falod & Co.	As at and for the three months period ended June 30, 2018 and as at and for the year ended March 31, 2018
Mimansa Software Systems Private Limited	Subsidiary	R.R. Falod & Co.	As at and for the three months period ended June 30, 2018 and as at and for the year ended March 31, 2018

These financial statements included the following amounts with respect to such subsidiaries and were audited by other auditors, whose reports have been provided to us by the management. Accordingly, our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of other auditors.

Particulars	Three months ended June 30, 2018 (Rs. in million)	Year ended March 31, 2018 (Rs. in million)
Total Assets	199.64	197.77
Total Revenue	15.74	66.66
Net Cash Outflow	10.45	3.18

7. The audits of consolidated financial statements of the Group for the financial years ended March 31, 2017, 2016, 2015 and 2014 were conducted and reported upon by Price Waterhouse & Co Bangalore LLP, Chartered Accountants ("Previous Auditors"), and accordingly reliance has been placed on the Restated Consolidated Financial Information examined by them as at and for the years ended March 31, 2017, 2016, 2015, and 2014. The financial information included for these years are based solely on the reports dated August 24, 2017, September 15, 2016, September 22, 2015 and November 03, 2014 submitted by Previous Auditors'. Previous Auditors have also confirmed that the Restated Consolidated Financial Information:
- have been made after incorporating adjustments for change in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
 - have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
 - do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information in the respective financial years and do not contain any qualification requiring adjustments.
8. In accordance with the requirements of Section 26 of Part I of Chapter III of the Act, the ICDR Regulations, the Guidance Note and terms of our engagement agreed with you, we report that:

- a) The Restated Consolidated Statement of Assets and Liabilities, including as at March 31, 2017, 2016, 2015 and 2014 examined and reported upon by the Previous Auditors, on which reliance has been placed by us and as at June 30, 2018 and March 31, 2018, examined by us, as set out in Annexure I to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Restated Statement on Adjustments to Audited Consolidated Financial Statements in Annexure IV of the Restated Consolidated Financial Information.
- b) The Restated Consolidated Statement of Profit and loss, including for each of the years ended March 31, 2017, 2016, 2015 and 2014 examined and reported upon by the Previous Auditors, on which reliance has been placed by us and as at June 30, 2018 and March 31, 2018, examined by us, as set out in Annexure II to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Restated Statement on Adjustments to Audited Consolidated Financial Statement in Annexure IV of the Restated Consolidated Financial Information.
- c) The Restated Consolidated Statement of Cash flows, including for each of the years ended March 31, 2017, 2016, 2015 and 2014, examined and reported upon by the Previous Auditors, on which reliance has been placed by us and as at June 30, 2018 and March 31, 2018, examined by us, as set out in Annexure III to this report, have been arrived at after making adjustments and regroupings/reclassifications as in our opinion, were appropriate and more fully described in the Restated Statement on Adjustments to Audited Consolidated Financial Statement in Annexure IV of the Restated Consolidated Financial Information.
- d) Based on the above and according to the information and explanations given to us, we further report that:
- i) Restated Consolidated Financial Information have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;
 - ii) Restated Consolidated Financial Information have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;
 - iii) Restated Consolidated Financial Information do not contain any extra-ordinary items that need to be disclosed separately in the Restated Consolidated Financial Information and do not contain any qualification requiring adjustments; and
 - iv) There are no qualifications in the auditors' reports on the audited consolidated financial statements of the Group as at June 30, 2018, March 31, 2018, 2017, 2016, 2015 and 2014 and for the three month period ended June 30, 2018 and for each of the years ended March 31, 2018, 2017, 2016, 2017 and 2014 which require any adjustments to the Restated Consolidated Financial Information.
 - v) Other audit qualifications included in the Annexure to the auditors' report issued under Companies (Auditor Report) Order 2015, on the financial statements for year ended March 31, 2015, which do not require any corrective adjustment to the Restated Consolidated Financial Information, are as follows:

For the year ended March 31, 2015

Clause VII (a)

In our opinion, and according to the information and explanations given to us and the records of the Holding Company and its subsidiary Angel Commodities Broking Private Limited ('ACBPL') examined by us, are generally regular in depositing undisputed statutory due In respect of Income tax, though there has been a slight delay in few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees state insurance, service tax and other material statutory dues, as applicable, with the appropriate authorities.

In case of Angel Fincap Private Limited ('AFPL'), a subsidiary of the company and audited by us, in our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular In depositing the undisputed statutory dues In respect of provident fund, income tax and professional tax, though there has been a slight delay in few cases, and is regular in depositing undisputed statutory dues, including service tax and employee state insurance corporation with the appropriate authorities.

Clause VII (b)

According to the information and explanation given to us and the records of the Holding Company and its subsidiaries Angel Commodities Broking Private Limited and Angel Securities Limited examined by us, the particulars of dues income tax as at March 31, 2015 which have not been deposited on account of a dispute are as follows:

Name of the Company	Relationship	Name of the Statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Angel Broking Limited	Holding Company	The Income Tax Act, 1961	Income tax Demand	227,109,002	AY 2008-09	Bombay High Court
Angel Commodities Broking Private Limited	Subsidiary	The Income Tax Act, 1961	Income tax Demand	35,997	AY 2005-06	Income tax Appellate Tribunal
Angel Commodities Broking Private Limited	Subsidiary	The Income Tax Act, 1961	Income tax Demand	12,619,300	AY 2010-11	Commissioner of Income Tax (Appeal)
Angel Securities Limited	Subsidiary	The Income Tax Act, 1961	Income tax Demand	7,374,450	AY 2008-09	Bombay High Court
Angel Securities Limited	Subsidiary	The Income Tax Act, 1961	Income tax Demand	19,433,613	AY 2010-11	Commissioner of Income Tax (Appeal)

Other Financial Information

9. At the Company's request, we have also examined the following restated statements, set out in the Annexures, and proposed to be included in the DRHP, prepared by the Management and approved by the Board of Directors of the Company on August 14, 2018 and annexed to this report as at and for the three month ended June 30, 2018, and as at and for each of the years ended March 31, 2018, 2017, 2016, 2015 and 2014. In respect of the years ended March 31, 2017, 2016, 2015 and 2014 such consolidated financial information have been included based on the reports submitted by the Previous Auditors and relied upon by us:
- i. Restated Consolidated Statement of Share Capital, enclosed as Annexure VI;
 - ii. Restated Consolidated Statement of Reserves and Surplus, enclosed as Annexure VII;
 - iii. Restated Consolidated Statement of Long Term Borrowings, enclosed as Annexure VIII;
 - iv. Restated Consolidated Statement of Long Term Provisions, enclosed as Annexure IX;
 - v. Restated Consolidated Statement of Deferred Tax Liability, enclosed as Annexure X
 - vi. Restated Consolidated Statement of Short Term Borrowings, enclosed as Annexure XI;
 - vii. Restated Consolidated Statement of Trade Payables, enclosed as Annexure XII;
 - viii. Restated Consolidated Statement of Other Current Liabilities, enclosed as Annexure XIII;
 - ix. Restated Consolidated Statement of Short Term Provisions, enclosed as Annexure XIV;
 - x. Restated Consolidated Statement of Fixed Assets, enclosed as Annexure XV;
 - xi. Restated Consolidated Statement of Non-Current Investments, enclosed as Annexure XVI;
 - xii. Restated Consolidated Statement of Long Term Loans and Advances, enclosed as Annexure XVII;
 - xiii. Restated Consolidated Statement of Other Non-Current Assets, enclosed as Annexure XVIII;
 - xiv. Restated Consolidated Statement of Current Investments, enclosed as Annexure XIX;

- xv. Restated Consolidated Statement of Inventories, enclosed as Annexure XX;
 - xvi. Restated Consolidated Statement of Trade Receivables, enclosed as Annexure XXI;
 - xvii. Restated Consolidated Statement of Cash and Bank Balances, enclosed as Annexure XXII;
 - xviii. Restated Consolidated Statement of Short Term Loans and Advances, enclosed as Annexure XXIII;
 - xix. Restated Consolidated Statement of Other Current Assets, enclosed as Annexure XIV;
 - xx. Restated Consolidated Statement of Revenue from Operations, enclosed as Annexure XXV;
 - xxi. Restated Consolidated Statement of Other Income, enclosed as Annexure XXVI;
 - xxii. Restated Consolidated Statement of Employee Benefit Expense, enclosed as Annexure XXVII;
 - xxiii. Restated Consolidated Statement of Finance Cost, enclosed as Annexure XXVIII;
 - xxiv. Restated Consolidated Statement of Other Expenses, enclosed as Annexure XXIX;
 - xxv. Restated Consolidated Statement of Related Party Disclosures, enclosed as Annexure XXX;
 - xxvi. Restated Consolidated Statement of Additional Information, enclosed as Annexure XXXI;
 - xxvii. Restated Consolidated Statement of Dividend, enclosed as Annexure XXXII;
 - xxviii. Restated Consolidated Statement of Accounting Ratios, enclosed as Annexure XXXIII;
 - xxix. Restated Consolidated Statement of Capitalisation, enclosed as Annexure XXXIV;
10. According to the information and explanations given to us, and also as per reliance placed on the examination reports for the years ended March 31, 2017, 2016, 2015 and 2014, submitted by the Previous Auditors, in our opinion, the Restated Consolidated Financial Information and the above restated statements contained in Annexures VI to XXXIV accompanying this report, read with Restated Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making adjustments and regroupings as considered appropriate and disclosed in Annexure IV subject to our comments on segment reporting as stated in paragraph 8 (g) (ii) above and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act, the ICDR Regulations and the Guidance Note.
11. This report should not in any way be construed as a reissuance or redating of any of the previous audit reports issued by us or by the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the management and for inclusion in the DRHP to be filed with SEBI, National Stock Exchange of India Limited, BSE Limited and Registrar of Companies, Maharashtra at Mumbai, in connection with the proposed IPO of the Company and is not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For S. R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No. 048749

Place: Mumbai
Date: August 21, 2018

Annexure I - Restated Consolidated Statement of Assets and Liabilities

₹ in million

Particulars	Annexure	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES							
Shareholders' Funds							
Share Capital	VI	719.95	719.95	143.64	143.64	143.64	143.64
Reserves & Surplus	VII	4,285.39	4,029.48	3,750.70	3,549.39	3,323.87	3,001.93
Non-current Liabilities							
Long Term Borrowings	VIII	64.83	72.60	77.34	87.70	49.30	250.00
Long Term Provisions	IX	34.92	34.93	35.04	25.14	19.52	13.92
Deferred Tax Liability (Net)	X	-	-	4.82	9.71	-	4.63
Current Liabilities							
Short Term Borrowings	XI	8,355.03	11,150.24	7,624.35	3,481.86	2,455.27	2,080.37
Trade Payables	XII						
Total outstanding dues of micro and small enterprises		0.02	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises		5,035.01	6,146.49	5,314.43	3,231.87	2,669.01	3,030.92
Other Current Liabilities	XIII	1,440.60	1,503.87	1,065.73	847.69	1,069.06	1,056.45
Short Term Provisions	XIV	28.92	16.59	12.43	20.68	12.10	13.56
TOTAL		19,964.67	23,674.15	18,028.48	11,397.68	9,741.77	9,595.42
ASSETS							
Non-current Assets							
Fixed Assets							
Property plant and equipments	XV	1,060.86	1,066.44	1,144.19	1,171.42	1,167.68	1,286.37
Intangible Assets	XV	85.98	91.60	83.67	47.39	43.53	31.09
Capital Work in progress	XV-3	-	-	-	12.64	8.80	18.38
Intangible assets under development	XV-4	-	-	6.41	18.34	-	-
Non Current Investments	XVI	0.00	0.00	0.00	0.00	0.00	0.00
Deferred Tax Asset (Net)	X	28.79	29.33	-	-	0.59	-
Long Term Loans and Advances	XVII	314.40	304.55	204.00	190.24	479.11	521.54
Other Non-current Assets	XVIII	37.14	32.08	37.58	32.41	30.70	27.31
Current Assets							
Current Investments	XIX	73.72	56.22	495.18	-	-	5.80
Inventories	XX	0.56	0.57	1.82	1.51	0.88	0.72
Trade Receivables	XXI	1,371.20	1,584.63	8,581.89	4,459.26	2,684.53	2,053.96
Cash and Bank Balances	XXII	7,456.79	9,273.84	6,175.83	4,376.12	3,584.10	3,521.22
Short Term Loans and Advances	XXIII	9,314.13	11,004.76	1,129.25	951.49	1,603.49	1,648.55
Other Current Assets	XXIV	221.10	230.13	168.66	136.86	138.36	480.48
TOTAL		19,964.67	23,674.15	18,028.48	11,397.68	9,741.77	9,595.42

Summary of significant accounting policies

V

The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexure V, Annexures to the Restated Consolidated Financial Information appearing in Annexures VI to XXXI and Restated Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure IV.

The accompanying annexures are an integral part of financial information

As per our report of even date

For S. R. Batliboi & Co. LLP

Firm Registration No. : 301003E/E300005

Chartered Accountants

For and on behalf of the Board of Directors

per Viren H. Mehta

Partner

Membership No. 048749

Dinesh Thakkar

Managing Director

DIN : 00004382

Vinay Agrawal

Director

DIN : 01773822

Naheed Patel

Company Secretary

Membership No. ACS 22506

Vineet Agrawal

Chief Financial Officer

Place : Mumbai

Date : August 21, 2018

Place : Mumbai

Date : August 14, 2018

Annexure II - Restated Consolidated statement of Profit & Loss

₹ in million

Particulars	Annexure	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
REVENUE							
Revenue from Operations	XXV	1,937.14	7,647.65	5,369.23	4,474.10	4,470.06	3,274.87
Other Income	XXVI	117.59	196.24	153.94	148.60	147.21	213.76
Total Revenue (A)		2,054.73	7,843.89	5,523.17	4,622.70	4,617.27	3,488.63
EXPENSES							
Employee Benefits Expense	XXVII	360.10	1,245.01	1,248.87	1,055.27	844.78	946.09
Depreciation and Amortisation Expenses	XV	33.38	145.29	135.21	130.14	149.60	106.28
Finance Costs	XXVIII	225.29	946.90	539.30	356.63	384.14	184.97
Other Expenses	XXIX	1,039.57	3,919.76	3,120.72	2,561.17	2,542.92	2,066.88
Total Expenses (B)		1,658.34	6,256.96	5,044.10	4,103.21	3,921.44	3,304.22
Profit before tax and material adjustments (C=A-B)		396.39	1,586.93	479.07	519.49	695.83	184.41
Tax Expense							
- Current tax		140.03	553.13	175.63	180.33	246.21	68.08
- Less : Minimum Alternative Tax Credit Entitlement		-	-	-	-	(4.29)	(2.87)
- Deferred Tax charge / (credit)		0.54	(34.16)	(4.89)	10.30	16.55	0.59
- Taxes for earlier years		(0.09)	(11.32)	(10.54)	6.53	(5.09)	1.15
- Corporate Dividend Tax of a subsidiary		-	-	8.73	5.08	3.81	3.81
Total Tax expense (D)		140.48	507.65	168.93	202.24	257.19	70.76
Net Profit as restated		255.91	1,079.28	310.14	317.24	438.64	113.65
Earnings Per Equity Share (Nominal Value of ₹ 10 each)	XXXI-4						
- Basic		3.55	15.03	4.32	4.42	6.11	1.58
- Diluted		3.55	15.03	4.32	4.42	6.11	1.58

Summary of significant accounting policies

V

The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexure V, Annexures to the Restated Consolidated Financial Information appearing in Annexures VI to XXXI and Restated Statement of Adjustments to Audited Consolidated Financial Statements appearing in Annexure IV.

The accompanying annexures are an integral part of financial information

As per our report of even date

For S. R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

For and on behalf of the Board of Directors

per Viren H. Mehta
Partner
Membership No. 048749

Dinesh Thakkar
Managing Director
DIN : 00004382

Vinay Agrawal
Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No. ACS 22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : August 21, 2018

Place : Mumbai
Date : August 14, 2018

Annexure III - Restated Consolidated Statement of Cash Flow Statement

₹ in million

Particulars	For the quarter ended	For the Year Ended				
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
(i) Cash flow from operating activities						
Restated Profit before tax	396.39	1,586.93	479.07	519.49	695.83	184.41
Adjustments for :						
Depreciation and Amortisation Expenses	33.38	145.28	135.21	130.14	149.60	106.28
Interest Expenses	218.58	908.00	512.31	319.25	348.29	129.39
Commercial Paper Charges	-	-	-	-	-	3.36
Interest on Fixed Deposits received	(29.47)	(82.39)	(83.17)	(27.07)	(19.79)	(74.53)
Interest on bonds	-	-	(0.56)	-	-	-
Interest on Income Tax Refund received	(1.34)	(2.11)	(0.02)	(67.71)	(8.99)	-
Income from Lease Property	(0.16)	(0.63)	(0.63)	(0.63)	(0.63)	-
Dividend Income on Current Investments	(0.76)	(8.76)	(7.91)	(7.41)	(2.75)	(8.80)
Dividend Income on Long Term Investments	-	(0.16)	(0.07)	(0.19)	(0.09)	(0.09)
Fixed Assets Written Off (Net)	-	-	0.80	3.48	10.09	10.82
(Profit) /Loss on Sale of property plant and equipment /intangible assets (net)	(0.37)	-	(0.79)	3.93	(1.49)	1.00
Insurance claim received	-	-	-	-	-	(2.31)
Bad Debts Written Off	36.93	83.99	38.95	52.45	50.87	33.48
Loans Written Off	-	-	-	-	0.09	0.82
MTM Loss on Perpetual Bonds	-	-	2.00	-	-	-
Profit on Redemption of Mutual Funds/ Bonds	(0.21)	(10.16)	-	-	(0.21)	-
Profit/loss on redemption shares	(9.28)	-	-	-	-	-
Write Back of Provision for Non Performing Assets	(0.27)	(0.41)	(1.90)	-	(0.36)	-
Write back of Contingent provision against standard assets	-	-	-	(2.19)	(1.00)	-
Loss Assets Written Off	-	4.97	3.19	0.95	-	0.46
Cenvat credit written off	-	0.48	1.91	-	-	-
Contingent Provisions against Standard Assets	-	-	0.42	-	0.43	1.65
Provision for Gratuity	3.07	9.28	14.70	10.74	9.37	4.47
Provision for Compensated Absences	5.63	4.78	8.54	5.31	2.76	0.70
Operating profit before working capital changes	652.12	2,639.09	1,102.05	940.54	1,232.02	391.11
Changes in working capital:						
- Increase / (decrease) in trade payables	(1,111.47)	831.37	2,082.56	562.86	(361.91)	569.30
- Increase / (decrease) in other current liabilities and Short-term provisions	(59.65)	427.12	204.27	21.00	(263.42)	(1,374.21)
- (Increase) / decrease in long-term loans and advances	(9.85)	(100.55)	2.74	(21.84)	15.97	11.37
- (Increase) / decrease in other non-current assets (Refer Annexure XVIII-1)	(5.07)	5.51	(5.16)	(1.71)	(3.39)	68.43
- (Increase) / decrease in inventories	0.01	1.25	(0.31)	(0.63)	(0.16)	0.09
- (Increase) / decrease in trade receivables	176.50	6,912.90	(4,161.57)	(1,827.19)	(681.44)	(609.49)
- (Increase) / decrease in other bank balances (Refer Annexure XXII-1)	1,951.71	(3,329.92)	(927.33)	(1,311.47)	96.80	224.12
- (Increase) / decrease in short term loans and advances (Refer Annexure XXIII-1)	1,690.90	(9,880.56)	(181.38)	653.25	45.98	(544.91)
- (Increase) / decrease in other current assets	9.03	(61.46)	(26.98)	32.30	366.50	(408.33)
Deferred tax asset (net)	-	-	-	-	-	-
Cash generated (used in) / from operations	3,294.23	(2,555.25)	(1,911.11)	(952.89)	446.95	(1,672.52)
- Direct Taxes paid(net of refund)	(138.60)	(537.58)	(190.42)	200.41	(201.45)	(79.35)
Net cash generated (used in) / from operating activities	3,155.63	(3,092.83)	(2,101.53)	(752.48)	245.50	(1,751.87)
(ii) Cash flow from investing activities						
Purchase of property plant and equipment/ intangible assets	(22.15)	(70.45)	(122.35)	(169.06)	(113.65)	(94.21)
Proceeds from sale of property plant and equipment/ intangible assets	0.37	1.36	2.64	1.73	4.14	5.74
Proceeds from Insurance Claim	-	-	-	-	-	2.31
Interest received on fixed deposits with banks	29.47	82.39	85.05	(3.74)	(4.59)	106.91
Proceeds from / (Investment) in Fixed Deposits	-	-	35.97	8.91	(106.43)	6.46
Income from lease property	0.15	0.63	0.63	0.63	0.63	-
Investment in bonds	-	(4.00)	(266.60)	-	-	-
Purchase of Mutual funds	(22.05)	(28.83)	(996.68)	(1,251.10)	-	(1,255.80)
Redemption of mutual funds	4.75	481.96	759.98	1,251.10	6.01	1,330.24
Proceeds from sale of Shares	9.28	-	-	-	-	-
Dividend received on long term investment	-	0.16	0.07	0.19	0.09	0.09
Dividend income on mutual funds	0.76	8.76	7.91	7.41	2.75	8.80
Net cash generated from / (used in) investing activities	0.58	471.98	(493.38)	(153.93)	(211.05)	110.54
(iii) Cash flow from financing activities						
Proceeds from issue of Equity Share Capital	-	10.92	-	-	-	-
Proceeds/(repayments) from/of overdraft from bank (net)	(2,802.97)	3,521.14	4,134.37	789.24	432.88	410.39
Loan from Directors	-	-	-	32.50	-	-
Proceeds from Issue of Commercial Papers/NCD	-	-	-	-	-	496.62
Repayment of Commercial Papers/NCD	-	-	-	-	-	(500.00)
Interest paid on term loan	(218.58)	(908.00)	(513.53)	(329.06)	(338.93)	(129.23)
Interim dividend paid	-	(195.35)	(97.68)	(80.44)	(63.20)	(68.95)
Dividend tax paid	-	(39.77)	(11.15)	(11.29)	(8.14)	(7.91)
Corporate Dividend Tax of a subsidiary	-	-	(8.73)	(5.08)	(3.81)	(3.81)
Net cash generated from / (used in) financing activities	(3,021.55)	2,388.94	3,503.28	395.87	18.80	197.11

Particulars	For the quarter ended	For the Year Ended				
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)	134.66	(231.91)	908.37	(510.54)	53.25	(1,444.22)
Cash and cash equivalents at the beginning of the quarter / year	1,228.86	1,460.77	552.40	1,062.94	1,009.69	2,453.91
Cash and cash equivalents at the end of the quarter / year	1,363.52	1,228.86	1,460.77	552.40	1,062.94	1,009.69
Cash and cash equivalents at the end of the quarter / year comprises of						
Cash on hand	0.69	0.65	0.91	0.88	1.21	1.53
Balance with scheduled banks in current accounts	807.79	761.92	1,019.86	480.62	1,045.43	1,008.16
Demand deposits (less than 3 months maturity)	555.04	385.04	440.00	24.70	16.30	-
Cheques on hand	-	81.25	-	46.20	-	-
	1,363.52	1,228.86	1,460.77	552.40	1,062.94	1,009.69

Notes :

- The above Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard 3 (AS 3) 'Cash Flow Statements' as specified in Companies (Accounting Standards) Rules, 2006 and as amended.

The accompanying annexures are an integral part of financial information

As per our report of even date

For S. R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

For and on behalf of the Board of Directors

per Viren H. Mehta
Partner
Membership No. 048749

Dinesh Thakkar
Managing Director
DIN : 00004382

Vinay Agrawal
Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No. ACS 22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: August 21, 2018

Place: Mumbai
Date: August 14, 2018

Annexure IV-Restated Statement on Adjustments to Audited Consolidated Financial Statements of Angel Broking Limited

Summarized below are the restatement adjustments made to the Audited Consolidated Financial Statements for the quarter ended June 30, 2018 and years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014 and their impact on the profit / (loss) of the Company:

₹ in million

Particulars	For the Quarter ended	For the Year ended				
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Profit after tax as per audited Financial Statements	255.91	1,079.28	310.14	317.24	469.51	103.35
(i) Impact of adjustments due to changes in accounting policy						
Depreciation	-	-	-	-	46.75	(15.60)
Less: Deferred tax on above adjustment	-	-	-	-	(15.89)	5.30
Total Impact of Adjustments	-	-	-	-	30.86	(10.30)
Profit after adjustments	255.91	1,079.28	310.14	317.24	438.65	113.65

Restated adjustment is due to change of method of providing depreciation from written down value (WDV) to straight line method (SLM). The Company has changed method in FY 2014-15 w.e.f. April 01, 2014. Excess depreciation charged upto March 31, 2014 aggregating to ₹ 46.75 million on consolidated basis was written back under depreciation in Statement of Profit of Loss for the year ended March 31, 2015. The same has been restated in financial year March 31, 2014 and to its opening reserve with corresponding impact on deferred tax. Above table explains the impact of this adjustment in standalone and consolidated financial statement for year ended March 31, 2015 and March 31, 2014.

Note on Segment Reporting :

During the Financial Year ended March 31, 2018, pursuant to SEBI circular no. CIR/MRD/DP/54/2017 dated June 13, 2017, the Company provided margin trading facility ("MTF") to its customers which is incidental to its main business of broking. During the Financial Year ended March 31, 2018, in its audited consolidated financial statements, the Company has allocated the revenue generated in form of interest income from MTF and corresponding assets under financing and investing activities segment. Whilst such interest income and corresponding assets have been allocated under the finance and investing activities segment, the related interest cost remained allocated to the broking and related services segment, in the audited consolidated financial statements for the Financial Year ended March 31, 2018.

With effect from April 1, 2018, the revenue generated in the form of interest income from MTF and corresponding assets the has been allocated by the Company under broking and related services segment and effect of the same has been reflected in the audited interim consolidated financial statements for the quarter ended June 30, 2018 and consequently given effect in the Restated Consolidated Financial Information for the Financial Year ended March 31, 2018. Accordingly, the segment details reported in the Restated Consolidated Financial Information for the year ended March 31, 2018 (Refer Annexure XXXI - 2) differ from those reported in the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2018 which was adopted by the Board of Directors of the Company on May 11, 2018. The Company continues to provide similar funding for non-MTF designated customers and levies delayed payment charges for such funding and the income and expense from delayed payment charges are accordingly allocated under the broking and related services segment.

₹ in million

Particulars	Finance and Investing activities		Broking and Related services	
	Amounts reported in the RSS	Amounts as per audited Financial Statements adopted by the Board of Directors	Amounts reported in the RSS	Amounts as per audited Financial Statements adopted by the Board of Directors
Segment Revenue				
External Revenue	171.55	1,970.18	7,613.06	5,814.43
Inter - Segment Revenue	4.99	4.99	42.15	42.15
Total Revenue	176.54	1,975.17	7,655.21	5,856.58
Segment Results				
Segment Results	70.60	1,869.23	1,550.53	(248.10)
Profit before tax	70.60	1,869.23	1,550.53	(248.10)
Income taxes (Current and Deferred tax)				
Profit after tax				
Other Information				
Segment Assets	1,416.15	11,278.29	21,981.75	12,119.61
Segment Liabilities	529.28	529.28	18,234.60	18,234.60
Capital Expenditure (including capital work-in-progress)	0.02	0.02	75.07	75.07
Segment Depreciation and Amortization	6.70	6.70	124.96	124.96
Segment non-cash expense other than Depreciation	0.67	0.67	103.13	103.13

Annexure IV (continued..)

Statement on Adjustments to Audited Consolidated Financial Statements of Angel Broking Limited (Formerly known as Angel Broking Private Limited)

Notes

A) Adjustments

1	Adjustments for Audit Qualifications	Nil
2	Other Material Adjustments	Nil
3	Changes in Accounting Policy	Nil
4	Tax Adjustments	Nil
5	Opening Reserve Reconciliation	
	Surplus/Deficit in the Statement of Profit and Loss as at April 1, 2013	₹ in million

Surplus/Deficit in Statement of Profit and Loss, as per audited Balance Sheet as at April 1, 2013	1,147.73
Adjustment on account of Restatements:-	
Adjustment on account of Change in Accounting Policy:-	31.15
Tax Adjustments	(10.59)
Surplus as per Restated Consolidated Financial Information as at April 1, 2013	1,168.29

Annexure IV (continued..)**Statement on Adjustments to Audited Financial Statements of Angel Broking Limited (Formerly known as Angel Broking Private Limited)****B) Auditor's Comment in Company Auditor's Report Order - Non - Adjusting Items :-**

Other Audit Qualification included in the Annexure to the audit reports issued under Companies (Auditors Report) Order, 2016, 2015 and 2003 (as amended), respectively in the financial statements for the year ended March 31, 2018, 2017, 2016, 2015 and 2014 which do not require any corrective adjustments in the restated summary statements as follows:

Statement on Adjustments to Audited Financial Statements of Angel Broking Limited (Formerly known as Angel Broking Private Limited)**A. For year ended March 31, 2015**

(i) (b) The fixed assets of the Holding Company and its Subsidiaries incorporated in India are physically verified by the Management according to a phased programme designed to cover all the items once in two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the said programme, no physical verification was carried out by the management during the year. Accordingly, the discrepancies, if any could not be ascertained and therefore, we are unable to comment on whether the discrepancies, if any, have been properly dealt with in the books of accounts.

In case of Angel Wellness Private Limited (AWPL) and Mimansa Software Systems Private Limited (MSSPL), the subsidiaries of the Company, audited by another firm of chartered accountants, who vide their report dated June 23, 2015 have reported as follows: "The fixed assets are physically verified by Management according to a phased programme designed to cover all the items once in two years which, in our opinion, is reasonable having regard to size of the Company and the nature of its assets. Pursuant to the said programme, no physical verification was carried out by the management during the year. Accordingly, the discrepancies, if any could not be ascertained and therefore, we are unable to comment on whether the discrepancies, if any, have been properly dealt with in the books of accounts.

(iii) The Holding Company, and its subsidiary Angel Fincap Private Limited (AFPL), have granted unsecured loans, to four companies covered in the register maintained under section 189 of the Act.

(b) According to the information and explanations given to us and the records of the Holding Company and its subsidiaries Angel Commodities Broking Private Limited and Angel Securities Limited examined by us, the particulars of dues of income tax as at March 31, 2015 which have not been deposited on account of a dispute are as follows:

Name of the Company	Relationship	Name of the Statute	Nature of Dues	₹ in million	Period to which the Amount relates	Forum where the dispute is pending
ABL	Holding Company	The Income Tax Act 1961	Income Tax Demand	227.11	A.Y 2008-09	Bombay High Court
ACBPL	Subsidiary	The Income Tax Act 1961	Income Tax Demand	0.04	A.Y 2005-06	Income Tax Appellate Tribunal
ACBPL	Subsidiary	The Income Tax Act 1961	Income Tax Demand	12.62	A.Y 2010-11	Commissioner of Income Tax
ASL	Subsidiary	The Income Tax Act 1961	Income Tax Demand	7.37	A.Y 2008-09	Bombay High Court
ASL	Subsidiary	The Income Tax Act 1961	Income Tax Demand	19.43	A.Y 2010-11	Commissioner of Income Tax

(viii) The Holding Company and all its subsidiaries incorporated in India audited by us except AFAPL, have no accumulated losses as at the end of the financial year and they have not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.

(vii) (a). In our opinion, and according to the information and explanations given to us and the records of the Holding Company and its subsidiary Angel Commodities Broking Private Limited (ACBPL) examined by us, are generally regular in depositing undisputed statutory due in respect of income tax, though there has been a slight delay in few cases, and is regular in depositing undisputed statutory dues, including provident fund, employees state insurance, service tax and other material statutory dues, as applicable, with the appropriate authorities.

In case of Angel Fincap Private Limited (AFPL), a subsidiary of the company and audited by us, in our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing the undisputed statutory dues in respect of provident fund, income tax and professional tax, though there has been a slight delay in few cases, and is regular in depositing undisputed statutory dues, including service tax and employee state insurance corporation with the appropriate authorities.

Annexure V -Restated Summary of Significant Accounting Policies

1. Background

1.1 The Company and nature of its operations

Angel Broking Limited ("ABL" or the 'Company') is the holding Company of Angel Group. The Company has converted into public limited company wef 28th June 2018 via a certificate of incorporation issued by Registrar of Companies, Mumbai, Maharashtra.

Angel Broking Limited (Formerly known as Angel Broking Private Limited) ('ABL' or the 'Company') is a diversified financial services company and along-with its subsidiaries is primarily engaged in the business of stock, commodity and currency broking, Institutional broking, margin trading facility, depository services and distribution of mutual funds, lending as a Non-Banking Finance Company (Non - deposit accepting) and corporate agents of insurance companies. The Company through its other subsidiaries, is engaged in offering health and allied fitness services, software consultancy and annual maintenance services.

The Company is a member of National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), National Commodities and Derivatives Exchange Limited (NCDEX), Multi Commodity Exchange of India Limited (MCX), Metropolitan Stock Exchange of India Limited (MSEI) and a depository participant with Central Depository Services (India) Limited (CDSL). The Company is engaged in the business of stock, currency and commodity broking, margin trading facility, depository services and distribution of mutual funds, to its clients; and earns brokerage, fees, commission and interest income. The Company has also been providing portfolio management services.

2.1 Basis of preparation

The Restated Consolidated Statement of Assets and Liabilities of Angel Broking Limited (formerly Known as Angel Broking Private Limited) (the 'ABL' or 'the Company') as at June 30, 2018, March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015, and March 31, 2014 and the Restated Consolidated Statement of Profit and Loss and the Restated Consolidated Statement of Cash flows, for the quarter ended June 30, 2018 and years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 (together referred as 'Restated Consolidated Financial Information') and other Consolidated Financial Information have been compiled by the Management from the Audited Interim Consolidated Financial Statements as at and for the quarter ended June 30, 2018 and Audited Consolidated Financial Statements for the year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 ("Audited Consolidated Financial Statements") which are approved by the Board of Directors of the Company.

These Consolidated Financial Statements are prepared in accordance with the principles and procedures prescribed by Accounting Standard (AS-21) "Consolidated Financial Statements", notified under Section 133 of the Companies Act, 2013. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these consolidated financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The accounting policies adopted in the preparation of these consolidated financial statements are consistent with those of the previous years. For regrouping of revenue and assets from Margin Trading Facility ('MTF') to Broking and Related services, refer annexure IV.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of the services and the time between the provision of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The Restated Consolidated Financial Information and other Consolidated Financial Information have been prepared by the management in connection with the proposed listing of equity shares of the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited (together 'the stock exchanges'), in accordance with the requirements of:

- a. Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013; and
- b. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended from time to time read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together referred to as the "SEBI Regulations").

2.2 Significant Accounting Policies

2.2.1 Principles of Consolidation

The Restated Consolidated Financial Statements relate to Angel Broking Limited and its subsidiaries (hereinafter collectively referred to as the Group"). The subsidiaries considered in the consolidated financial statements are summarised below.

Name of the Subsidiary	Country of Incorporation	As at June 30,	% voting power held as at March 31,				
		2018	2018	2017	2016	2015	2014
Angel Financial Advisors Private Limited (AFAPL)	India	100	100	100	100	100	100
Angel Securities Limited (ASL)	India	100	100	100	100	100	100
Angel Commodities Broking Private Limited (ACBPL)	India	NA	NA	100	100	100	100
Mimansa Software Systems Private Limited (MSSPL)	India	100	100	100	100	100	100
Angel Fincap Private Limited (AFPL)	India	100	100	100	100	100	100
Angel Wellness Private Limited (AWPL)	India	100	100	100	100	100	100

The Consolidated Financial Statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like to like items of assets, liabilities, income and expenses, after eliminating intra-group balances/transactions and resulting unrealized profits or losses in accordance with the Accounting Standard (AS-21) "Consolidated Financial Statements" as referred in the Companies (Accounting Standards) Rules, 2006.

These Consolidated Financial Statements have been prepared using uniform accounting policies for similar transactions and other events in similar circumstances and are prepared to the extent possible, in the same manner as the Company's Standalone Financial Statements.

Minority interest if any, includes Equity capital, share of reserves and share of profit (loss) for the year as per AS 21.

Annexure V - Restated Summary of Significant Accounting Policies

2.2.2 Use of estimates

The presentation of consolidated financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities (including contingent liability) on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which results are known / materialised. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

2.2.3 Revenue recognition

Revenue is recognised when there is reasonable certainty of its ultimate realisation / collection and when it is measurable. The Company accounts the same on accrual basis.

- a. Revenue from broking activities is accounted for on the trade date of transactions (net of service tax and goods & services tax (GST)).
- b. Revenue from Mutual Fund Distribution, Depository Income, IPO and Cross Sales Operations has been accounted on accrual basis and when there is a reasonable certainty of its ultimate collection.
- c. Delayed payment charges (Interest on late payments) are accounted on accrual basis.
- d. Portfolio Management Fees are accounted on accrual basis as follows:
-In case of fees based on fixed percentage of the corpus, Income is accrued as per the agreement on quarterly basis.
-In case of premature withdrawal, flat percentage of corpus is charged.
- e. Dividend income is recognised when the right to receive dividend is established.
- f. Interest income from financing activities is recognised on an accrual basis, except interest on non-performing assets is recognised on receipt basis as per Master direction Non-Banking financial company Non-systemically important Non-deposit taking company (Reserve Bank) Directions, 2016.
- g. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- h. Membership fees (net of service tax and rebates) is recognised as income on receipt of the fees subject to commencement of subscription period. Further, fees receivable from customers as at the year end has been recognised as income for the year.
- i. Personal training fees is recognised as income on receipt of fees. Also, fees receivable as at the year end has been recognised as income for the year.
- j. Revenue from software consultancy charges are accounted for on accrual basis.
- k. Syndication fees are accrued based on completion of assignments in accordance with terms of understanding.
- l. Income from Arbitrage and trading of securities and derivatives comprises profit /loss on sale of securities held as stock-in-trade and profit/loss on equity derivative instruments. Profit/loss on sale of securities are determined based on first-in first out (FIFO) cost of securities sold.
- m. Revenue excludes service tax / value added tax / GST.

2.2.4 Property plant and equipment

Property plant and equipment are stated at acquisition cost, net of accumulated depreciation. Acquisition cost for this purpose includes purchase price, non refundable taxes or levies and other directly attributable costs of bringing the asset to its working condition for its intended use. Subsequent expenditure related to an item of property, plant and equipment is added to its book value only, if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of property, plant and equipment that have been retired from active use and held for disposal are stated at lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the consolidated Statement of Profit and Loss.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statement of profit and loss when the asset is derecognized.

The Company has used the following useful life (in years) and rates to provide depreciation on the Property plant and equipment.

Assets	Useful life (in years)					Rates
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Property, plant and equipments						
Buildings	60	60	60	60	60	1.63 %
Leasehold Improvements	Amortised over the primary period of lease					
Office Equipments	5	5	5	5	5	4.75%
Air Conditioners	5	5	5	5	5	4.75%
Computer Equipments	3 to 6	3 to 6	3 to 6	3 to 6	3 to 6	16.21%
VSAT Equipments	5	5	5	5	5	4.75%
Gym Equipments	10	10	10	10	10	6.33%
Furniture and Fixtures	10	10	10	10	10	6.33%
Vehicles	8	8	8	8	8	9.5%

Annexure V -Restated Summary of Significant Accounting Policies**2.2.5 Intangible assets**

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at the end of each financial year. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Computer software which is not an integral part of the related hardware is classified as an intangible asset. Based on Management's evaluation, the intangible assets are amortised over the period of 5 years of useful life w.e.f April 1, 2014 earlier it was amortised over period of 10 years.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Consolidated Statement of Profit and Loss.

Goodwill on consolidation and acquired on amalgamation / acquisition of business is tested for impairment on the balance sheet date and impairment loss if any, is recognised in the consolidated statement of profit and loss.

The Company has used the following useful life (in years) and rates to amortise Intangible assets.

Assets	Useful life (in years)					Rates
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Intangible assets						
Computer software	Amortised over the period of 5 years of useful life					40.00%

2.2.6 Depreciation/Amortisation

i. Depreciation on property plant and equipment is provided on a pro-rata basis on the straight -line method over the estimated useful lives of the assets as prescribed by Schedule II to the Companies Act, 2013.

ii. From April 1, 2014, the Company has changed the method of providing depreciation from written down value to straight line for all tangible assets other than Building. In management's view this change provides a systematic basis of depreciation charge, representative of pattern of usage and provides greater consistency with the depreciation method used by other companies in the same industry. Thus, depreciation on tangible assets is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013.

iii. Depreciation on additions/ deletions to property plant and equipment is provided on pro-rata basis from/ upto the date the asset is put to use/ discarded.

iv. Till the year ended March 31, 2014, the Company used to follow depreciation rates prescribed under schedule XIV of the Companies Act, 1956, while w.e.f. April 01, 2014 rates prescribed by Schedule II to Companies Act 2013 has been followed.

2.2.7 Borrowing cost

All borrowing costs except which are eligible for capitalisation, are charged to the Consolidated Statement of Profit and Loss, on accrual basis. Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

2.2.8 Impairment of assets

The Group assesses at each balance sheet date whether there is any indication that an asset (property plant and equipment or intangible) may be impaired. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the statement of Consolidated Profit and Loss in the year in which an asset is identified as impaired. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

2.2.9 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments (non-current investments).

Current investments are carried at lower of cost or fair value.

Long Term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

Amount of interest attributable to pre-acquisition period is reduced from cost once it is received and balance is recognised in the consolidated statement of profit and loss.

Annexure V -Restated Summary of Significant Accounting Policies**2.2.10 Inventories**

The securities acquired with the intention of short term holding and trading positions are considered as "Stock-in-Trade / Inventories" and disclosed as Current Assets.

The securities held as "Stock-in-Trade / Inventories" under Current Assets are valued at lower of cost or market value. When stock is valued at cost, it is based on FIFO method.

2.2.11 Foreign currency transactions

i. Transactions in foreign currencies are recorded at the rate of exchange in force at the time of occurrence of the transactions.

ii. Exchange differences arising on settlement of revenue transactions are recognised in the Consolidated Statement of Profit and Loss.

iii. Monetary items denominated in a foreign currency are restated using the exchange rates prevailing at the date of balance sheet and the resulting net exchange difference is recognised in the Consolidated Statement of Profit and Loss.

2.2.12 Employee benefits**i. Provident fund**

The Group contributes to a recognised provident fund which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognised in the Consolidated Statement of Profit and Loss.

The Company is statutorily required to maintain a provident fund, as a part of retirement benefits to its employees. Each employee contributes a certain percentage of their basic salary and the Company contributes an equal amount for eligible employees. The Company makes contribution as required by The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 to Employees' Pension Scheme administered by the Regional Provident Fund Commissioner. The Company makes balance contributions to a fund administered by trustees. The funds are invested according to the rules prescribed by the Government of India.

ii. Gratuity

The Group provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The gratuity provides for a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognised in the Consolidated Statement of Profit and Loss in the year in which they arise.

iii. Compensated absences

The employees of the Group are entitled to compensated absences as per the policy of the Company. Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Consolidated statement of profit and loss and are not deferred. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

2.2.13 Current and deferred tax

i. Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing.

ii. Provision for taxation for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961.

iii. Current tax assets and liabilities are offset when there is a legally enforceable rights to set off the recognised amount and there is intention to settle the assets and the liabilities on a net basis.

iv. Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax asset, on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

v. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty of their realisation. This reasonable level of certainty would normally be achieved by examining the past record of the Group and by making realistic estimates of profits for the future. In case of carry forward losses and unabsorbed depreciation, under tax laws, the deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be raised.

vi. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted on the balance sheet date. At each balance sheet date, the Group re-assesses unrecognised deferred tax assets, if any.

vii. Deferred tax assets and liabilities are offset when there is a legally enforceable rights to set off assets against liabilities representing the current tax and where the deferred tax assets and liabilities relate to taxes on income levied by the same governing taxation laws.

viii. Minimum Alternative Tax (MAT) Credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period.

Annexure V - Restated Summary of Significant Accounting Policies

2.2.14 Provisions and contingent liabilities

i. Provisions are recognised when there is a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

ii. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent assets are not recognised in the financial statements.

iii. In respect of a subsidiary which is a Non- Banking finance Company, contingent provisions on standard assets, provisions for non - performing assets and classification of assets is made in line with "Non - systematic important Non-Banking Financial (Non-Deposit accepting or holding) Companies Prudential norms (Reserve Bank) Directions,2015 "(NBFC Direction, 2015).

iv. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

2.2.15 Leased assets

(i) Assets acquired under Leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as Operating Leases. The rentals and all other expenses of assets under operating leases are charged to the Consolidated Statement of Profit and Loss on a straight-line basis over the period of the lease.

(ii) Assets given on operating leases are included in fixed assets. Lease income is recognised in the Consolidated Statement of Profit and Loss on straight line basis over the lease term. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Consolidated Statement of Profit and Loss.

2.2.16 Cash and cash equivalents

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

2.2.17 Earnings per share

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

2.2.18 Employee Stock Compensation cost:

Employees (including senior executives) of the company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the fair value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

2.2.19 Segment reporting

Segments are identified based on the nature of services provided by the Group. Inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated expenses/income".

2.2.20 Commercial Paper

The difference between the redemption value and acquisition cost of Commercial Paper is amortised over the tenure of the instrument. The liability in the Balance Sheet in respect of such instruments is recognised at face value net of discount to be amortised.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)

Annexure VI - Restated Consolidated Statement of Share Capital

Share Capital

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Authorised: Equity Shares of ₹ 10 each As at June 30, 2018, March 31, 2018 :10,00,00,000 Equity Shares As at March 31, 2017, March 31, 2016, March 31, 2015 , March 31, 2014 : 4,20,00,000 Equity shares	1,000.00	1,000.00	420.00	420.00	420.00	420.00
Issued, Subscribed and Paid Up: Equity Share of ₹ 10 each , fully paid up As at June 30, 2018, March 31, 2018 : 7,19,95,003 Equity Shares As at March 31, 2017, March 31, 2016, March 31, 2015 , March 31, 2014 :1,43,64,175 Equity Shares	719.95	719.95	143.64	143.64	143.64	143.64
Total	719.95	719.95	143.64	143.64	143.64	143.64

VI-1 Reconciliation of number of shares:

Particulars	₹ in million											
	As at June 30, 2018		As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Issued, Subscribed and Paid-up: Equity Shares of ₹ 10/- each												
Balance as at the beginning of the quarter/ year	71,995,003	719.95	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64
Issued during the period – Bonus issue	-	-	57,456,700	574.57	-	-	-	-	-	-	-	-
Issued during the period – Employee Share Purchase Scheme (ESPS)	-	-	174,128	1.74	-	-	-	-	-	-	-	-
Balance as at the end of the quarter/ year	71,995,003	719.95	71,995,003	719.95	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64	14,364,175	143.64

VI-2 Rights, preferences and restrictions attached to shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Director is subject to the approval of the shareholder in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity shareholder are eligible to receive the remaining assets of the Company after distributions of all preferential amounts, in proportion to their shareholding.

VI-3 The details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Name of the Shareholder	As at June 30, 2018		As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Dinesh Thakkar	16,768,805	23%	16,768,805	23%	3,353,761	23%	3,353,761	23%	3,353,761	23%	3,353,761	23%
International Finance Corporation, Washington	12,927,760	18%	12,927,760	18%	2,585,552	18%	2,585,552	18%	2,585,552	18%	2,585,552	18%
Lalit Thakkar	8,936,780	13%	8,936,780	13%	1,812,356	13%	1,812,356	13%	1,812,356	13%	1,812,356	13%
Nirwan Monetary Services Pvt. Ltd.	6,065,310	8%	6,065,310	8%	1,213,062	8%	1,213,062	8%	1,213,062	8%	1,213,062	8%
Mukesh Gandhi jointly with Bela Gandhi	5,581,500	8%	5,581,500	8%	1,116,300	8%	1,116,300	8%	1,116,300	8%	1,116,300	8%
Nishith Shah Jointly with Jitendra Shah	4,087,500	6%	4,087,500	6%	817,500	6%	817,500	6%	817,500	6%	817,500	6%
Total	54,367,655	76%	54,367,655	76%	10,898,531	76%	10,898,531	76%	10,898,531	76%	10,898,531	76%

VI-4 Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Equity shares allotted as fully paid bonus shares by capitalization of securities premium	-	57,456,700	-	-	-	-
	-	-	-	-	-	-

VI-5 As per records of the company, no securities convertible into equity/preference shares.

VI-6 Employee stock option plans

The company provides share-based payment schemes to its employees. During the quarter ended June 30, 2018, an Employee stock option plan (ESOP) was adopted. The relevant details of the scheme and the grant are as below.

On April 26, 2018, the board of directors approved the Angel Broking Employee Stock Option Plan 2018 (Scheme 2018) for issue of stock options to the key employees and directors of the company and its subsidiaries. According to the Scheme 2018, the employee selected by the remuneration committee from time to time will be entitled to options, subject to satisfaction of the prescribed vesting conditions, viz., continuing employment of 14 months and subject to performance parameters defined in the Scheme 2018. The contractual life (comprising the vesting period and the exercise period) of options granted is 50 months. The other relevant terms of the grant are as below:

Vesting period	14 months - 10% of Grant 26 months - 20% of Grant 38 months - 30% of Grant 50 months - 40% of Grant
Exercise period	12 months
Expected life	50 months
Exercise price per share	₹ 211.51

Angel Broking Limited (Formerly known as Angel Broking Private Limited)

Annexure VI - Restated Consolidated Statement of Share Capital

Share Capital

The details of activity under the Scheme 2018 are summarized below:

Particulars	As at June 30, 2018		As at March 31, 2018		As at March 31, 2017		As at March 31, 2016		As at March 31, 2015		As at March 31, 2014	
	No. of options	WAEP (₹)	No. of options	WAEP (₹)	No. of options	WAEP (₹)	No. of options	WAEP (₹)	No. of options	WAEP (₹)	No. of options	WAEP (₹)
Outstanding at the beginning of the period	-	-	-	-	-	-	-	-	-	-	-	-
Granted during the period	2,114,300	211.51	-	-	-	-	-	-	-	-	-	-
Forfeited during the period	-	-	-	-	-	-	-	-	-	-	-	-
Exercised during the period	-	-	-	-	-	-	-	-	-	-	-	-
Expired during the period	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding at the end of the period	2,114,300	211.51	-	-	-	-	-	-	-	-	-	-
Exercisable at the end of the period	-	-	-	-	-	-	-	-	-	-	-	-

No options were exercised during the period.

The weighted average remaining contractual life for the stock options outstanding as at June 30, 2018 is 45 months (March 31, 2018: NA). The exercise prices for options outstanding at the end of the quarter was ₹. 211.51 (March 31, 2018 - NA).

The weighted average fair value of shares granted during the period was ₹. 211.51 (March 31, 2018: nil). Equity shares of the Company are valued using the "Comparable Company Multiple Method" i.e. comparing valuation multiples with a listed company in same business. The purpose of choosing this methodology is considering the service of the company and the industry it is in. Accurate forecast of a company in the Stock Broking space may not be possible. Hence to avoid uncertainty by making assumptions using other methodologies, the valuer found this method appropriate. The methodology used is in line with section 62 (1)(b) of The Companies Act, 2013.

Shares are valued using price earnings ratio (PE ratio) of a listed company derived based on its market price and EPS. The PE ratio derived is discounted for liquidity for the Company being unlisted. Derived discounted PE ratio is applied on the EPS to compute the value per share.

Annexure VII - Restated Consolidated Statement of Reserves and Surplus

Reserves and Surplus

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Statutory Reserve						
Balance as at the beginning of the quarter / year	47.32	37.03	27.43	22.73	82.80	78.61
Add: Transferred from Surplus	2.73	10.29	9.60	4.70	10.53	4.19
Less: Transferred to Surplus	-	-	-	-	(70.60)	-
Balance as at the end of the quarter / year (Created u/s 45-IC of the Reserve Bank of India act, 1934)	50.05	47.32	37.03	27.43	22.73	82.80
General Reserve						
Balance as at the beginning of the quarter / year	132.85	132.85	132.85	132.85	132.85	122.18
Add: Transfer from Surplus Account	-	-	-	-	-	10.67
Balance as at the end of the quarter / year	132.85	132.85	132.85	132.85	132.85	132.85
Capital Reserve						
Balance as at the beginning of the quarter / year	53.59	53.59	53.59	53.59	53.59	53.59
Balance as at the end of the quarter / year	53.59	53.59	53.59	53.59	53.59	53.59
Securities Premium						
Balance as at the beginning of the quarter / year	977.09	1,542.48	1,542.48	1,542.48	1,542.48	1,542.48
Add: Premium on issue of shares under ESPs	-	9.18	-	-	-	-
Less: Amount utilized towards issue of fully paid up bonus shares	-	(574.57)	-	-	-	-
Balance as at the end of the quarter / year	977.09	977.09	1,542.48	1,542.48	1,542.48	1,542.48
Surplus in Statement of Profit and Loss Account						
Balance as at the beginning of the quarter / year	2,818.63	1,984.76	1,793.04	1,572.22	1,190.21	1,147.73
Add : Restatement adjustment of change of method	-	-	-	-	-	20.56
Add : Transferred from Statutory reserve	-	-	-	-	70.60	-
Less : Useful life adjustment due to transitional provisions of Schedule II	-	-	-	-	(45.36)	-
Add: Profit for the quarter / year	255.91	1,079.28	310.14	317.25	438.64	113.65
Amount available for appropriation	3,074.54	3,064.04	2,103.18	1,889.47	1,654.09	1,281.94
Less : Appropriations						
Interim Dividend (Refer Annexure XXXII-1)	-	(195.35)	(97.68)	(80.44)	(63.20)	(68.95)
Corporate Tax on Interim Dividend (Refer Annexure XXXII-1)	-	(39.77)	(11.15)	(11.29)	(8.14)	(7.91)
Transferred to General Reserve	-	-	-	-	-	(10.67)
Transferred to Statutory Reserve (Refer Annexure VII-1)	(2.73)	(10.29)	(9.60)	(4.70)	(10.53)	(4.20)
Balance of Profit as at the end of the quarter / year	3,071.81	2,818.63	1,984.75	1,793.04	1,572.22	1,190.20
Total	4,285.39	4,029.48	3,750.70	3,549.39	3,323.87	3,001.93

VII-1

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Surplus in statement of profit and loss account includes amount being transfer made to statutory reserve maintained u/s 45IC of the Reserve Bank of India Act, 1934 by one of the subsidiary.	2.73	10.29	9.60	4.70	10.53	4.20

Annexure VIII - Restated Consolidated Statement of Long Term Borrowings

Long Term Borrowings

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured:						
Loan from bank and financial institutions						
Term Loan from bank	45.88	52.00	26.10	37.70	49.30	250.00
Secured against hypothecation of car	10.45	12.10	18.74	17.50	-	-
	56.33	64.10	44.84	55.20	49.30	250.00
Unsecured :						
Loan from Directors (Refer Annexure XXX-2)	8.50	8.50	32.50	32.50	-	-
Total	64.83	72.60	77.34	87.70	49.30	250.00

VIII-1 Nature of Security and terms of repayment for secured borrowings:

₹ in million

Sr. No	Category	June 30, 2018	March 31, 2018	Type of borrowing	Security
1	Secured	67.57	72.35	Term Loan	First & exclusive mortgage on commercial property
2	Secured	17.14	18.74	Vehicle Loan	Hypothecation of car
	Total	84.71	91.09		

VIII-2 Charge of above hypothecation for borrowing of ₹ 14.59 million outstanding as on March 31, 2018 (₹ 19.82 million outstanding as on March 31,2017) is pending to be created with Registrar of Charges.

Annexure IX - Restated Consolidated Statement of Long Term Provision

Long Term Provisions

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Provision for Employee Benefits						
- Gratuity (Refer Annexure XXXI- 1)	26.11	26.88	25.81	20.23	15.99	11.15
-Compensated Absences	8.81	8.05	9.23	4.91	3.53	2.77
Total	34.92	34.93	35.04	25.14	19.52	13.92

Annexure X- Restated Consolidated Statement of Deferred Tax Liability/Asset

Deferred Tax Liability (Net)

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Deferred Tax Liabilities						
Difference between book and tax depreciation (net)	-	-	38.94	24.90	34.11	14.62
Total Deferred Tax Liabilities (A)	-	-	38.94	24.90	34.11	14.62
Deferred Tax Asset						
Difference between book and tax depreciation (net)	10.10	9.87	-	-	-	-
Due to transitional provisions of Schedule II	-	-	-	-	21.77	-
Provision for gratuity	9.84	9.52	9.15	7.23	5.74	4.09
Provision for compensated absences	6.74	5.44	5.19	3.15	2.24	1.88
Provision for lease equalisation	-	2.52	2.31	2.58	2.36	1.45
Provision for standard assets	0.70	0.73	0.69	0.69	1.39	1.25
Provision for non-performing assets	1.05	0.77	0.76	1.54	1.20	1.32
Provision for bonus	-	-	3.92	-	-	-
Pre-received income	-	-	11.55	-	-	-
MTM Loss on Perpetual Bonds	-	-	0.55	-	-	-
Amalgamation expenses	0.36	0.48	-	-	-	-
Total Deferred Tax Asset (B)	28.79	29.33	34.12	15.19	34.70	9.99
Net Deferred Tax Liability / (Asset) (A-B)	(28.79)	(29.33)	4.82	9.71	(0.59)	4.63

X-1 Deferred Tax Assets and Deferred tax liabilities have been offset as they relate to the same governing taxation laws.

Annexure XI - Restated Consolidated Statement of Short Term Borrowings

Short Term Borrowings

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured						
Overdraft / Loan against securities from banks / NBFCs (Refer Annexure XI-1)	8,355.03	10,800.24	7,044.46	3,211.86	1,295.27	1,166.37
Working Capital Loans repayable on demand	-	-	579.89	270.00	1,160.00	914.00
Working Capital Demand Loan (Hypothecated against book debts)	-	350.00	-	-	-	-
Total	8,355.03	11,150.24	7,624.35	3,481.86	2,455.27	2,080.37

XI-1 Details of Security of Short Term Borrowings:

₹ in million					
Sr. No.	Category	June 30, 2018	March 31, 2018	Type of borrowing	Security
1	Secured	2,095.18	4,132.63	Overdraft from banks	Hypothecation of book debts and personal guarantee of a director
2	Secured	3,296.90	2,968.18	Overdraft from bank	Hypothecation of current assets of the company and personal guarantee of a director
3	Secured	246.29	652.49	Overdraft from bank	Lien on fixed deposits of the Company (Refer annexure XXII - 1) and / or of its certain subsidiaries
4	Secured	-	993.94	Overdraft from bank	Mortgage of property and personal guarantee of a director
5	Secured	3.03	-	Overdraft from banks	Mortgage of commercial property
6	Secured	2,713.63	2,053.00	Overdraft / Loan against securities from banks / NBFCs	Pledge of Client Securities
	Total	8,355.03	10,800.24		

Annexure XII - Restated Consolidated Statement of Trade Payables

Trade Payables

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Total outstanding dues of micro and small enterprises	0.02	-	-	-	-	-
Total outstanding dues of creditors other than micro and small enterprises (*)						
- Trade Payables -Clients	4,994.51	6,071.80	5,250.87	3,130.95	2,626.01	2,964.33
- Trade payables - expenses	40.50	74.69	63.56	100.92	43.00	66.59
Total	5,035.03	6,146.49	5,314.43	3,231.87	2,669.01	3,030.92

Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year / period						
Principal amount due to micro and small enterprises	0.02	-	-	-	-	-
Interest due on above		-	-	-	-	-
Total	0.02	-	-	-	-	-

* No interest was paid during the quarter / previous year in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. NIL (31 March, 2018, 31 March, 2017, 31, March 2016, 31 March, 2015, 31 March, 2014 is Rs. NIL) interest was accrued and unpaid at the end of the accounting period. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

Annexure XIII - Restated Consolidated Statement of Other Current Liabilities

Other Current Liabilities

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Current Maturities of Long Term Borrowings:						
- From Bank (Refer Annexure VIII-1 and VIII-2)	28.38	27.00	17.68	15.44	258.70	-
Book Overdraft	65.89	211.27	115.64	80.53	103.20	352.03
Advance from customers	0.12	0.60	-	-	-	-
Payable to Sub-brokers	743.69	723.86	596.70	493.09	459.86	424.69
Interest accrued but not due	11.69	17.04	4.76	5.97	15.78	6.42
Margin from Clients	-	-	-	-	0.69	2.00
Other Liabilities						
- Employee Benefits Payable	38.03	85.74	5.61	3.83	12.02	14.67
- Statutory Dues	181.35	164.96	113.76	124.73	98.89	84.04
- Expense payable	261.36	157.53	129.39	80.00	82.89	48.65
- DP Pre-received AMC Income	64.22	61.48	33.37	-	-	-
- Others	45.87	54.39	48.82	44.10	37.03	123.95
Total	1,440.60	1,503.87	1,065.73	847.69	1,069.06	1,056.45

Annexure XIV - Notes to the Restated Consolidated Statement of Short Term Provisions

Short Term Provisions

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Provision for Employee Benefits						
- Gratuity (Refer Annexure XXXI- 1)	2.83	1.14	1.14	0.83	1.03	1.56
- Compensated Absences	10.87	7.94	6.05	4.27	3.10	3.10
Provision for Taxation [Net of advance payment of taxes (June 30, 2018 ₹ 6,401.38 million) (March 31, 2018 ₹ 57.31 million) (March 31, 2016 ₹ 47.12 million)]	8.94	2.12	-	11.65	-	-
Less : MAT credit set off	-	-	-	(2.80)	-	-
Contingent Provision on Standard Assets	-	-	-	-	-	1.00
Provision as per NBFC Guidelines						
- Contingent provision on standard assets	2.51	2.61	2.49	2.08	4.27	3.84
- Provision on sub-standard assets	1.16	0.06	0.76	0.36	0.73	2.13
- Provision on doubtful assets	-	0.93	0.01	0.00	-	-
- Provision for loss assets	2.61	1.79	1.98	4.29	2.97	1.93
Total	28.92	16.59	12.43	20.68	12.10	13.56

XIV-1 The company's NBFC Subsidiary has maintained contingent provision on standard Assets as per Master direction Non-Banking financial company Non-systemically important Non-deposit taking company (Reserve Bank) Directions, 2016.

XIV-2 Provision for non-performing assets is recognised in accordance with the Master direction Non-Banking financial company Non-systemically important Non-deposit taking company (Reserve Bank) Directions, 2016 issued by Reserve Bank of India after considering subsequent recoveries on assets classified as non-performing assets.

XIV-3 Movement of provision:

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Provision as at Current year:						
Contingent Provision on Standard Assets	-	-	-	-	-	1.00
Provision as per NBFC Guidelines						
- Contingent provision on standard assets	2.51	2.61	2.49	2.08	4.27	3.84
- Provision on sub-standard assets	1.16	0.06	0.76	0.36	0.73	2.13
- Provision on doubtful assets	-	0.93	0.01	0.00	-	-
- Provision for loss assets	2.61	1.79	1.98	4.29	2.97	1.93
	6.28	5.39	5.24	6.73	7.97	8.90
Provision as at Previous year:						
Contingent Provision on Standard Assets	-	-	-	-	1.00	-
Provision as per NBFC Guidelines						
- Contingent provision on standard assets	2.61	2.49	2.08	4.27	3.84	3.19
- Provision on sub-standard assets	0.06	0.76	0.36	0.73	2.13	3.60
- Provision on doubtful assets	0.93	0.01	0.00	-	-	-
- Provision for loss assets	1.79	1.98	4.29	2.97	1.93	-
	5.39	5.24	6.73	7.97	8.90	6.79
Net movement during the quarter / year	0.89	0.15	(1.49)	(1.24)	(0.93)	2.11

Annexure XV - Restated Consolidated Statement of Fixed Assets

Fixed Assets

XV-1 Fixed assets - Property plant and equipments for June 30,2018

₹ in million

Particular	Gross block				Depreciation				Net Block
	As At April 1, 2018	Additions during the quarter	Disposals during the quarter	As At June 30, 2018	As At April 1, 2018	For the quarter	Disposals	As At June 30, 2018	As At June 30, 2018
Buildings (Refer Annexure XV-6 and 7)	921.06	-	-	921.06	111.72	3.83	-	115.55	805.51
Leasehold Improvements (Refer Annexure XV-7)	107.95	0.97	-	108.92	71.92	0.46	-	72.38	36.54
Office Equipments	201.08	1.64	-	202.72	164.19	3.25	-	167.44	35.28
Air Conditioners	76.07	0.65	-	76.72	70.49	0.68	-	71.17	5.55
Computer Equipments	533.09	16.25	7.88	541.46	452.77	8.94	7.88	453.83	87.63
VSAT Equipments	2.07	-	-	2.07	2.07	-	-	2.07	-
Furniture and Fixtures	291.89	0.27	-	292.16	236.16	6.32	-	242.48	49.68
Vehicles (Refer Annexure VIII-2)	47.87	-	-	47.87	19.49	1.22	-	20.71	27.16
Gym equipments	26.84	0.03	-	26.87	12.67	0.69	-	13.36	13.51
Total	2,207.92	19.81	7.88	2,219.85	1,141.48	25.39	7.88	1,158.99	1,060.86

XV-2 Fixed assets - Intangible assets for June 30, 2018

₹ in million

Particulars	Gross block				Amortisation				Net Block
	As At April 1, 2018	Additions during the quarter	Disposals during the quarter	As At June 30, 2018	As At April 1, 2018	For the quarter	Disposals	As At June 30, 2018	As At June 30, 2018
Computer software	298.16	2.37	-	300.53	206.56	7.99	-	214.55	85.98
Total	298.16	2.37	-	300.53	206.56	7.99	-	214.55	85.98

XV-1 Fixed assets - Property plant and equipments for March 31,2018

₹ in million

Particular	Gross block				Depreciation				Net Block
	As At April 1, 2017	Additions during the year	Disposals / adjustments during the year (*)	As At March 31, 2018	As At April 1, 2017	For the year	Disposals/ adjustments	As At March 31, 2018	As At March 31, 2018
Buildings (Refer Annexure XV-6 and 7)	916.16	4.90	-	921.06	96.35	15.37	-	111.72	809.34
Leasehold Improvements (Refer Annexure XV-7)	126.45	2.44	20.94	107.95	83.96	3.59	15.63	71.92	36.03
Office Equipments	192.49	9.52	0.93	201.08	149.36	15.64	0.81	164.19	36.89
Air Conditioners	77.13	0.56	1.62	76.07	68.96	2.97	1.44	70.49	5.58
Computer Equipments	526.66	26.33	19.90	533.09	430.14	42.11	19.48	452.77	80.32
VSAT Equipments	2.11	-	0.04	2.07	2.11	-	0.04	2.07	-
Furniture and Fixtures	293.09	0.68	1.88	291.89	209.34	28.37	1.55	236.16	55.73
Vehicles (Refer Annexure VIII-2)	50.60	-	2.73	47.87	17.21	5.00	2.72	19.49	28.38
Gym equipments	26.84	-	-	26.84	9.91	2.76	-	12.67	14.17
Total	2,211.53	44.43	48.04	2,207.92	1,067.34	115.81	41.67	1,141.48	1,066.44

(*) The company has written off ₹ 19.37 million (WDV- ₹ 5.31 million) worth of assets under lease improvements, as the same were not identified during physical verification carried out during the year.

XV-2 Fixed assets - Intangible assets for March 31, 2018

₹ in million

Particulars	Gross block				Amortisation				Net Block
	As At April 1, 2017	Additions during the year	Disposals / adjustments during the year	As At March 31, 2018	As At April 1, 2017	For the year	Disposals/ adjustments	As At March 31, 2018	As At March 31, 2018
Computer software	260.75	37.41	-	298.16	177.08	29.48	-	206.56	91.60
Total	260.75	37.41	-	298.16	177.08	29.48	-	206.56	91.60

Annexure XV - Restated Consolidated Statement of Fixed Assets

Fixed Assets

XV-1 Fixed assets - Property plant and equipments for March 31, 2017

₹ in million

Particular	Gross block			Depreciation				Net Block	
	As At April 1, 2016	Additions during the year	Disposals/ adjustments during the year	As At March 31, 2017	As At April 1, 2016	For the year	Disposals/ adjustments	As At March 31, 2017	As At March 31, 2017
Buildings (Refer Annexure XV-6)	905.31	10.85	-	916.16	81.17	15.18	-	96.35	819.81
Leasehold Improvements (Refer Annexure XV-7)	123.45	3.83	0.83	126.45	81.13	3.67	0.84	83.96	42.49
Office Equipments	172.10	21.71	1.32	192.49	136.72	13.82	1.18	149.36	43.13
Air Conditioners	77.29	1.80	1.96	77.13	67.60	3.29	1.93	68.96	8.17
Computer Equipments	507.92	26.54	7.80	526.66	396.81	40.69	7.36	430.14	96.52
VSAT Equipments	2.11	-	-	2.11	2.11	-	-	2.11	-
Furniture and Fixtures	290.68	13.70	11.29	293.09	189.39	30.35	10.40	209.34	83.75
Vehicles	49.56	10.48	9.44	50.60	21.02	4.57	8.38	17.21	33.39
Gym equipments	26.13	0.81	0.10	26.84	7.18	2.74	0.01	9.91	16.93
Total	2,154.55	89.72	32.74	2,211.53	983.13	114.31	30.09	1,067.34	1,144.19

XV-2 Fixed assets - Intangible assets for March 31, 2017

₹ in million

Particular	Gross block			Amortisation				Net Block	
	As At April 1, 2016	Additions during the year	Disposals/ adjustments during the year	As At March 31, 2017	As At April 1, 2016	For the year	Disposals/ adjustments	As At March 31, 2017	As At March 31, 2017
Computer software	203.59	57.18	0.02	260.75	156.20	20.90	0.02	177.08	83.67
Total	203.59	57.18	0.02	260.75	156.20	20.90	0.02	177.08	83.67

XV-1 Fixed assets - Property plant and equipments for March 31, 2016

₹ in million

Particular	Gross block			Depreciation				Net Block	
	As At April 1, 2015	Additions during the year	Disposals/ adjustments during the year	As At March 31, 2016	As At April 1, 2015	For the year	Disposals/ adjustments	As At March 31, 2016	As At March 31, 2016
Buildings (Refer Annexure XV-6 and 7)	873.76	31.55	-	905.31	66.47	14.70	-	81.17	824.14
Leasehold Improvements (Refer Annexure XV-7)	136.00	5.29	17.84	123.45	87.22	10.12	16.21	81.13	42.32
Office Equipments	158.75	21.57	8.22	172.10	131.58	12.93	7.79	136.72	35.38
Air Conditioners	80.10	2.26	5.07	77.29	65.83	6.57	4.80	67.60	9.70
Computer Equipments	560.06	37.80	89.94	507.92	445.89	39.42	88.50	396.81	111.11
VSAT Equipments	2.58	-	0.47	2.11	2.52	0.04	0.45	2.11	-
Furniture and Fixtures	308.04	3.46	20.82	290.68	178.44	26.58	15.63	189.39	101.28
Vehicles	24.86	26.36	1.66	49.56	19.59	2.92	1.49	21.02	28.54
Gym equipments	25.59	0.54	-	26.13	4.52	2.66	-	7.18	18.95
Total	2,169.74	128.83	144.02	2,154.55	1,002.06	115.94	134.87	983.13	1,171.42

XV-2 Fixed assets - Intangible Assets for March 31, 2016

₹ in million

Particular	Gross block			Amortisation				Net Block	
	As At April 1, 2015	Additions during the year	Disposals/ adjustments during the year	As At March 31, 2016	As At April 1, 2015	For the year	Disposals/ adjustments	As At March 31, 2016	As At March 31, 2016
Computer software	187.02	18.06	1.49	203.59	143.49	14.20	1.49	156.20	47.39
Total	187.02	18.06	1.49	203.59	143.48	14.20	1.49	156.20	47.39

Annexure XV - Restated Consolidated Statement of Fixed Assets

Fixed Assets
XV-1 Fixed assets - Property plant and equipments for March 31, 2015

₹ in million

Particular	Gross block				Depreciation				Net Block	
	As At April 1, 2014	Additions during the year	Disposals/ adjustments during the year	As At March 31, 2015	As At April 1, 2014	Charged as at April 1, 2014, due to transitional provisions of Schedule II Refer note no 12.10	For the Year	Disposals/ adjustments	As At March 31, 2015	As At March 31, 2015
Buildings (Refer Annexure XV-6)	873.76	-	-	873.76	51.89	-	14.58	-	66.47	807.29
Leasehold Improvements (Refer Annexure XV-7)	140.33	-	4.33	136.00	80.43	-	10.10	3.31	87.22	48.78
Office Equipments	154.42	5.89	1.56	158.75	86.34	32.11	14.42	1.29	131.58	27.17
Air Conditioners	82.80	1.97	4.67	80.10	42.68	16.01	10.97	3.83	65.83	14.27
Computer Equipments	481.21	88.42	9.57	560.06	403.06	17.85	34.15	9.17	445.89	114.17
VSAT Equipments	2.72	0.01	0.15	2.58	1.74	0.74	0.19	0.15	2.52	0.06
Furniture and Fixtures	330.56	0.31	22.83	308.04	148.79	-	44.23	14.58	178.44	129.60
Vehicles	27.38	-	2.52	24.86	16.92	0.43	4.36	2.12	19.59	5.27
Gym equipments	27.07	0.19	1.67	25.59	2.03	-	2.62	0.13	4.52	21.07
Total	2,120.25	96.79	47.30	2,169.74	833.88	67.14	135.62	34.58	1,002.06	1,167.68

XV-2 Fixed assets - Intangible Assets for March 31, 2015

₹ in million

Particulars	Gross block				Amortisation				Net Block	
	As At April 1, 2014	Additions during the year	Disposals / adjustments during the year	As At March 31, 2015	As At April 1, 2014	For the year (including due to transitional provisions)	For the year	Disposals/ adjustments	As At March 31, 2015	As At March 31, 2015
Computer software	160.80	26.42	0.20	187.02	129.71	-	13.98	0.20	143.49	43.53
Total	160.80	26.42	0.20	187.02	129.71	-	13.98	0.20	143.49	43.53

XV-1 Fixed assets - Property plant and equipments for March 31, 2014

₹ in million

Particulars	Gross block				Depreciation				Net Block	
	As at April 1, 2013	Additions during the year	Deletions / Adjustments during the year	As at March 31, 2014	As at April 1, 2013	For the Year	Deletions/ Adjustments	As at March 31, 2014	As at March 31, 2014	
Buildings (Refer Annexure XV-6)	867.19	6.57	-	873.76	37.72	14.17	-	51.89	821.87	
Leasehold Improvements (Refer Annexure XV-7)	146.54	2.26	8.47	140.33	75.81	12.71	8.09	80.43	59.90	
Gym Equipments	23.24	3.83	-	27.07	0.12	1.91	-	2.03	25.04	
Office Equipments	151.23	7.34	4.15	154.42	75.23	13.63	2.52	86.34	68.08	
Air Conditioners	80.09	7.49	4.78	82.80	40.92	4.62	2.86	42.68	40.12	
Computer Equipments	477.10	13.32	9.21	481.21	387.07	24.67	8.68	403.06	78.15	
VSAT Equipments	2.72	-	-	2.72	1.85	(0.11)	-	1.74	0.98	
Furniture and Fixtures	334.68	20.59	24.71	330.56	144.52	20.39	16.12	148.79	181.77	
Vehicles	28.94	-	1.56	27.38	17.33	1.01	1.42	16.92	10.46	
TOTAL	2,111.73	61.40	52.88	2,120.25	780.57	93.00	39.69	833.88	1,286.37	

XV-2 Fixed Assets - Intangible Assets for March 31, 2014

₹ in million

Particulars	Gross block				Amortisation				Net Block	
	As at April 1, 2013	Additions during the year	Deletions during the year	As at March 31, 2014	As at April 1, 2013	For the Year	Deletions/ Adjustments	As at March 31, 2014	As at March 31, 2014	
Computer Software	137.63	23.23	0.06	160.80	116.48	13.28	0.05	129.71	31.09	
TOTAL	137.63	23.23	0.06	160.80	116.48	13.28	0.05	129.71	31.09	

Annexure XV - Restated Consolidated Statement of Fixed Assets

Fixed Assets

XV-3 Capital work in progress

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Capital work in progress (excluding capital advances)	-	-	-	12.64	8.80	18.38
TOTAL	-	-	-	12.64	8.80	18.38

XV-4 Intangible assets under development

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Intangible assets under development	-	-	6.41	18.34	-	-
TOTAL	-	-	6.41	18.34	-	-

XV-5 There are no adjustments to fixed assets on account of borrowing costs and exchange differences. There are no revaluation of fixed assets during the quarter ended June 30, 2018, and year ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.

XV-6 Includes value of shares in the co-operative society, aggregating to ₹ 500/- (PY 18-19, PY 17-18, PY 16-17 & PY15-16), (₹ 1000 in PY 14-15 &13-14) registered in the name of the company.

XV-7 Includes asset given on operating lease

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Gross Value	5.53	5.53	10.66	10.66	10.66	-
Written Down Value	3.71	3.81	8.50	9.16	8.30	-

XV-8 Capital commitments

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Capital commitment for purchase of fixed assets	2.68	-	-	-	-	-

Annexure XVI-Restated Consolidated Statement of Non Current Investments

Particulars		As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Quoted (at cost, trade):							
Equity shares in BSE Ltd of ₹ 2/- each	Amount in ₹ million	-	0.00	0.00	-	-	-
	Quantity (Nos)	-	11,400	11,400	-	-	-
	Face Value (₹)	-	2	2	-	-	-
Unquoted: (at cost, other than trade)							
Equity Shares in Hubtown Limited (Represents ownership as a member in co-operative society)	Amount in ₹ million	0.00	0.00	0.00	0.00	0.00	0.00
	Quantity (Nos)	1	1	1	1	1	1
	Face Value (₹)	350	350	350	350	350	350
Equity Shares in BSE Limited of ₹ 1 Each (Inclusive of Bonus Shares)	Amount in ₹ million	-	-	-	0.00	0.00	0.00
	Quantity (Nos)				22,802	22,802	22,802
	Face Value (₹)				1	1	1
		0.00	0.00	0.00	0.00	0.00	0.00
Total		0.00	0.00	0.00	0.00	0.00	0.00
Aggregate amount of quoted investments		-	0.00	0.00	-	-	-
Market value of quoted investments		-	8.62	11.15	-	-	-
Aggregate amount of unquoted investments		0.00	0.00	0.00	0.00	0.00	0.00

Annexure XVII - Restated Consolidated Statement of Long Term Loans and Advances

Long Term Loans and Advances

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Unsecured - considered good						
Advances recoverable in cash or in kind :						
Prepaid expenses	-	-	-	-	-	0.04
Security Deposits						
-Security Deposits - Stock Exchanges	242.17	214.37	64.47	64.92	48.18	47.68
-Security Deposit - Premises	37.33	34.28	43.84	45.98	40.91	57.23
-Security Deposits - Others	11.73	18.86	18.02	18.18	18.14	18.33
Advance Payment of Taxes and Tax Deducted at Source (Net of MAT credit utilised (June 30, 2018: NIL), (March 31, 2018: ₹ 9.38 million), (March 31, 2017: ₹ 6.00 million) and Provision for taxation (June 30, 2018 ₹ 12.48 million) (March 31, 2018 ₹ 1,257.24 million) (March 31, 2017: ₹ 878.75 million) (March 31, 2016: ₹ 641.00 million) (March 31, 2015: ₹ 1,051.46 million) (March 31, 2014: ₹ 805.90 million)	1.40	15.27	52.52	32.82	340.43	369.29
Minimum Alternative Tax (MAT) Credit Entitlement	21.77	21.77	25.15	28.34	31.45	28.97
Total	314.40	304.55	204.00	190.24	479.11	521.54

Annexure XVIII - Restated Consolidated Statement of Other Non Current Assets

Other Non-current Assets

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Unsecured - considered good						
Long term deposits with Banks /Stock Exchanges/Government authorities (Refer Annexure XVIII-1)	35.07	30.40	37.58	32.41	30.70	27.31
Accrued interest on fixed deposit	2.07	1.68	-	-	-	-
Total	37.14	32.08	37.58	32.41	30.70	27.31

Breakup of Deposits

XVIII-1	Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
	Long Term deposits under lien with stock exchanges	32.58	30.40	36.83	32.40	30.69	27.30
	Long Term deposits under lien with Other Government Authorities	2.50	-	0.75	0.01	0.01	0.01
	Total	35.08	30.40	37.58	32.41	30.70	27.31

Annexure XIX-Restated Consolidated Statement of Current Investments

Current Investments

₹ in million

Particulars	As at	As at	As at	As at	As at	As at
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Unquoted (at cost or market value whichever is lower):						
In Mutual Funds:						
- ICICI Mutual Fund Liquid Plan daily dividend						
Amount in ₹ million	-	-	213.32	-	-	-
Quantity (Nos)	-	-	2,131,726.51	-	-	-
NAV per unit	-	-	100.07	-	-	-
-ICICI Mutual Fund - Liquid plan daily dividend						
Amount in ₹ million	73.72	52.22	23.38	-	-	5.80
Quantity (Nos)	736,153.17	531,383.79	233,612.30	-	-	55,278.26
NAV per unit	100.15	100.21	100.10	-	-	100.10
-Essel Liquid Plan - Growth						
Amount in ₹ million	-	4.00	-	-	-	-
Quantity (Nos)	-	2,168.39	-	-	-	-
NAV per unit	-	1,913.47	-	-	-	-
Quoted (at cost or market value whichever is lower):						
Bonds - (9.5% Yes Bank Ltd Perpetual Bonds) (Refer note XIX-1 & 2)						
Amount in ₹ million	-	-	258.48	-	-	-
Quantity (Nos)	-	-	259.00	-	-	-
Face Value per unit	-	-	1,000.00	-	-	-
Total	73.72	56.22	495.18	-	-	5.80
Aggregate amount of quoted investments	-	-	258.48	-	-	-
Market value of quoted investments	-	-	260.47	-	-	-
Aggregate amount of unquoted investments	73.72	56.22	236.70	-	-	5.80

XIX-1 Cost of bonds includes pre acquisition interest of ₹ 6.13 millions paid at time of purchase.

XIX-2 Bonds are under lien with the banks against credit facility availed by the holding company

-	-	258.48	-	-	-
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Annexure XXI - Restated Consolidated Statement of Trade Receivables

Trade Receivables

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Secured, considered good						
- Outstanding for a period exceeding six months from the date they are due for payment	105.71	115.58	370.69	138.86	51.43	39.48
- Others	574.23	635.04	8,175.41	4,272.71	2,563.76	1,767.22
Unsecured, considered good						
- Outstanding for a period exceeding six months from the date they are due for payment	1.70	2.21	15.36	20.35	4.61	39.25
- Others	689.56	831.80	20.43	27.34	64.73	208.01
Total	1,371.20	1,584.63	8,581.89	4,459.26	2,684.53	2,053.96

Annexure XXII - Restated Consolidated Statement of Cash and Bank Balances

Cash and Bank Balances

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Cash and Cash equivalents						
Cash in hand	0.69	0.65	0.91	0.88	1.21	1.53
Balances with Banks:						
- In current accounts	807.79	761.92	1,019.86	480.62	1,045.43	1,008.16
- In Demand Deposits (less than 3 months maturity) (Refer Annexure XXII-1)	555.04	385.04	440.00	24.70	16.30	-
Cheques on hand	-	81.25	-	46.20	-	-
Other Bank Balances						
- Long term deposits with maturity more than 3 months but less than 12 months (Refer Annexure XXII-1)	6,093.27	8,044.98	4,715.06	3,823.72	2,521.16	2,511.53
Total	7,456.79	9,273.84	6,175.83	4,376.12	3,584.10	3,521.22

XXII-1 Breakup of Deposits

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Fixed Deposits under lien with Exchanges	4,903.78	6,598.74	3,922.06	2,357.80	101.50	114.00
Fixed Deposits for Bank Guarantees	1,330.49	988.02	393.62	573.55	1,498.39	1,465.45
Fixed deposits against credit facilities of the company	-	426.28	-	-	-	-
Fixed deposits under lien for credit facilities with banks	259.27	259.27	289.77	746.77	766.77	884.00
Fixed deposits with government authorities	2.00	4.95	-	-	-	-
	6,495.54	8,277.26	4,605.45	3,678.12	2,366.66	2,463.45
Fixed Deposits free from charges	152.77	152.77	109.62	145.60	154.50	48.08
Total	6,648.31	8,430.03	4,715.07	3,823.72	2,521.16	2,511.53

Annexure XXIII - Restated Consolidated Statement of Short Term Loans and Advances

Short Term Loans and Advances

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
As per NBFC Guidelines (Refer Annexure XXIII-1)						
- Inter- corporate loan	-	-	0.04	0.75	-	-
To Others	1,017.20	1,055.73	1,007.60	839.03	1,499.25	1,558.98
Unsecured, considered good						
Loans and advances recoverable in cash or in kind:						
- Advance to Employees (Refer Annexure XXX-2)	4.12	13.43	2.62	1.17	2.29	3.00
- Advance to vendors	34.91	42.89	-	-	-	-
- Prepaid Expenses	55.29	38.03	39.77	20.92	24.32	25.82
- Balances with Service Tax Authorities	0.83	24.42	29.07	47.15	39.61	46.51
- Balances with Sales Tax Authorities	-	-	0.05	-	-	0.00
- Balances with GST authorities	41.90	8.90	-	-	-	-
- Loan for margin trading facility	8,119.38	9,778.84	-	-	-	-
- Service tax unclaimed	-	-	-	6.75	-	-
- Others	40.49	42.52	50.10	35.72	38.02	14.24
Total	9,314.13	11,004.76	1,129.25	951.49	1,603.49	1,648.55

XXIII-1 Loans and advances as per NBFC Guidelines :

Sr.	Particulars	As at June 30, 2018		Total	As at March 31, 2018		Total	As at March 31, 2017		Total	As at March 31, 2016		Total	As at March 31, 2015		Total	As at March 31, 2014		Total	₹ in million
		Short Term Loans and Advances			Short Term Loans and Advances			Short Term Loans and Advances			Short Term Loans and Advances			Short Term Loans and Advances			Short Term Loans and Advances			
		Loans and advances to related parties	Other loans and advances	Loans and advances to related parties	Other loans and advances	Loans and advances to related parties	Other loans and advances	Loans and advances to related parties	Other loans and advances	Loans and advances to related parties	Other loans and advances	Loans and advances to related parties	Other loans and advances	Loans and advances to related parties	Other loans and advances	Loans and advances to related parties	Other loans and advances			
(a)	Secured Considered good																			
	Standard Assets	-	985.64	985.64	-	1,034.37	1,034.37	0.04	987.81	987.85	0.75	812.46	813.21	-	1,455.76	1,455.76	-	1,420.14	1,420.14	
	Sub Standard Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	6.93	6.93	-	20.75	20.75	
	Doubtful Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	0.11	0.11	-	0.20	0.20	
	Loss Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00	0.00	-	0.05	0.05	
	Total	-	985.64	985.64	-	1,034.37	1,034.37	0.04	987.81	987.85	0.75	812.46	813.21	-	1,462.80	1,462.80	-	1,441.14	1,441.14	
(b)	Secured Considered doubtful																			
	Standard Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Standard Assets	-	10.01	10.01	-	9.29	9.29	-	7.61	7.61	-	3.60	3.60	-	-	-	-	-	-	-
	Doubtful Assets	-	0.71	0.71	-	0.30	0.30	-	0.04	0.04	-	0.01	0.01	-	-	-	-	-	-	-
	Loss Assets	-	0.05	0.05	-	0.01	0.01	-	0.01	0.01	-	0.01	0.01	-	-	-	-	-	-	-
	Total	-	10.78	10.78	-	9.60	9.60	-	7.66	7.66	-	3.62	3.62	-	-	-	-	-	-	-
(c)	Unsecured Considered good																			
	Standard Assets	-	18.19	18.19	-	9.98	9.98	-	10.14	10.14	-	18.68	18.68	-	33.47	33.47	-	115.96	115.96	
	Sub Standard Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00	0.00	-	-	-	
	Doubtful Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Loss Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	2.97	2.97	-	1.88	1.88	
	Total	-	18.19	18.19	-	9.98	9.98	-	10.14	10.14	-	18.68	18.68	-	36.44	36.44	-	117.84	117.84	
(d)	Unsecured Considered doubtful																			
	Standard Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Standard Assets	-	0.00	0.00	-	0.00	0.00	-	0.02	0.02	-	0.00	0.00	-	-	-	-	-	-	-
	Doubtful Assets	-	0.04	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Loss Assets	-	2.56	2.56	-	1.79	1.79	-	1.97	1.97	-	4.28	4.28	-	-	-	-	-	-	-
	Total	-	2.60	2.60	-	1.79	1.79	-	1.99	1.99	-	4.28	4.28	-	-	-	-	-	-	-
(e)	Total Assets																			
	Standard Assets	-	1,003.83	1,003.83	-	1,044.35	1,044.35	0.04	997.95	997.99	0.75	831.14	831.89	-	1,489.24	1,489.24	-	1,536.10	1,536.10	
	Sub Standard Assets	-	10.01	10.01	-	9.29	9.29	-	7.63	7.63	-	3.60	3.60	-	6.93	6.93	-	20.75	20.75	
	Doubtful Assets	-	0.75	0.75	-	0.30	0.30	-	0.04	0.04	-	0.01	0.01	-	0.11	0.11	-	0.20	0.20	
	Loss Assets	-	2.61	2.61	-	1.79	1.79	-	1.98	1.98	-	4.29	4.29	-	2.97	2.97	-	1.93	1.93	
	Total	-	1,017.20	1,017.20	-	1,055.73	1,055.73	0.04	1,007.60	1,007.64	0.75	839.03	839.78	-	1,499.25	1,499.25	-	1,558.98	1,558.98	

(i) (a) Secured Loans granted by the company's subsidiary are secured by pledge of tradeable and listed securities held in the depository accounts of the clients for which Power of Attorneys are held by the company's subsidiary.
 (i) (b) Secured and unsecured loans are further classified into Standard, Sub Standard, Doubtful and Loss Assets in accordance with the Master direction Non-Banking financial company Non-systemically important Non-deposit taking company (Reserve Bank) Directions, 2016, after considering subsequent recoveries. Non performing assets are recognised at gross level and the corresponding provisions for non performing assets is disclosed under short term provisions.

(ii) All secured and unsecured loans are repayable in next twelve month and therefore classified as short term loans and advances.

(iii) The company's subsidiary has not restructured, rescheduled and rolled - over any of aforesaid loans pursuant to the Master direction Non-Banking financial company Non-systemically important Non-deposit taking company (Reserve Bank) Directions, 2016 on Restructuring of Advances to NBFC.

Annexure XXIV - Restated Consolidated Statement of Other Current Assets

Other Current Assets

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Unsecured - considered good						
Interest accrued on Fixed Deposits with Banks	154.60	141.17	101.85	103.73	72.92	48.54
Margin kept with Stock Exchanges (*)	-	-	-	-	65.44	430.34
Accrued interest on bonds (Yes Bank Bonds)	-	-	0.56	-	-	-
Interest accrued for the period before purchase of Bonds (Yes Bank Bonds)	-	-	6.12	-	-	-
Accrued Delayed Payment Charges	2.91	5.66	60.13	33.13	-	1.60
Accrued interest on margin trading facility	63.59	83.30	-	-	-	-
Long term deposits against arbitrations (**)	25.61	11.23	-	-	-	-
Less: Provision against arbitrations	(25.61)	(11.23)	-	-	-	-
Total	221.10	230.13	168.66	136.86	138.36	480.48

(*)Cash Margin with stock exchange represents additional base

(**) Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration. In previous years 31 March 2017, 31 March 2016, 31 March 2015 and 31 March 2014, such amount withheld by stock exchanges have been charged to statement of profit and account.

Annexure XXV - Restated Consolidated Statement of Revenue from Operation

Revenue from Operations

₹ in million

Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Revenue:						
Brokerage	1,228.43	4,784.59	3,594.10	3,141.57	3,326.99	2,584.16
Interest From Lending Activities	41.34	171.15	140.38	177.51	437.81	172.61
Income from Depository Operations	76.32	306.07	188.14	173.21	143.84	140.58
Portfolio Management Services Fees	1.85	9.23	6.80	5.55	7.77	8.30
Income from Distribution Activity	30.76	125.56	69.93	40.98	42.42	25.25
Membership fees from Gym	8.15	35.63	41.42	41.23	37.45	36.87
Personal Training Fees	4.10	17.62	19.13	24.22	17.96	17.12
Surplus from Cafeteria (Net) (*)	-	-	1.38	1.67	0.71	-
Income from Software Consultancy Charges	-	-	-	3.47	4.30	-
Interest on margin trading facility	429.93	1,798.63	-	-	-	-
(A)	1,820.88	7,248.48	4,061.28	3,609.41	4,019.25	2,984.89
Income from Other Operating Activities:						
Interest received on Fixed Deposits with Stock Exchanges (current investment)	91.92	330.31	238.27	217.97	208.95	152.56
Profit on error trade	-	-	-	0.07	-	0.10
Delayed payment charges	24.13	68.32	1,069.07	646.24	241.23	136.73
Other Gym Income	0.20	0.63	0.51	0.37	0.49	0.54
(B)	116.25	399.26	1,307.85	864.65	450.67	289.93
Profit / (loss) on sale of shares	(C)					
	0.01	(0.09)	0.10	0.04	0.14	0.05
Total	(A) + (B) + (C)	1,937.14	7,647.65	5,369.23	4,474.10	3,274.87

(*) Surplus/Deficit from Cafeteria (net) is arrived by netting out Income from Cafeteria and purchases and direct expenses pertaining to Cafeteria of a subsidiary.

Annexure XXVI-Restated Consolidated Statement of Other Income

Other Income

₹ in million

Particulars	Nature (Recurring/ Non-recurring)	For the quarter ended	For the year ended					
		June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	
Other Income:								
Dividend income on :								
-Long term Investments	Recurring	-	0.16	0.07	0.19	0.09	0.09	0.09
-Current investments	Recurring	0.76	8.76	7.91	7.41	2.75	8.80	8.80
Interest income on :								
-Fixed deposits with banks	Recurring	29.47	82.39	79.64	27.07	19.79	74.51	74.51
-Fixed deposits with banks free of charge	Non-recurring	-	-	3.53	-	-	-	-
-Bonds	Non-recurring	-	18.92	0.56	-	-	-	-
Lease income from Director (Refer annexure XXX)	Recurring	0.16	0.63	0.63	0.63	0.63	-	-
Bad debts recovered	Recurring	17.55	12.61	19.36	11.05	21.18	13.11	13.11
Profit/Loss on Redemption of Mutual Fund/Bonds (current investments)	Non-recurring	0.21	10.16	-	-	0.21	-	-
Profit/Loss On Redemption Of Shares (Non current investments)	Non-recurring	9.28	-	-	-	-	-	-
Profit on sale of fixed asset	Non-recurring	0.37	-	0.83	-	1.58	-	-
Cafeteria Sales Receipts (Gym)	Non-recurring	0.81	3.29	-	-	-	-	-
Third Party Distribution Income	Non-recurring	-	-	-	-	-	-	59.81
Income from co-branding	Recurring	28.26	11.76	2.50	1.87	35.03	3.00	3.00
Business support services	Non-recurring	-	-	0.20	2.10	18.17	-	-
Write back of provision on non performing asset	Non-recurring	0.27	0.41	1.90	-	0.36	-	-
Debt Syndication Fees	Non-recurring	-	-	-	-	11.60	22.00	22.00
Write back of provision on Contingent provision against standard assets	Non-recurring	0.10	-	-	2.19	1.00	-	-
Interest on income tax refund	Non-recurring	1.34	2.11	0.02	67.71	8.99	-	-
Miscellaneous Income	Recurring	29.01	45.05	36.79	28.38	25.83	32.44	32.44
Total		117.59	196.24	153.94	148.60	147.21	213.76	213.76

All items of other income are from normal business activities.

Annexure XXVII - Restated Consolidated Statement of Employee Benefits Expense

Employee Benefits Expense

₹ in million

Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Salaries, Allowances and Bonus	321.17	1,142.70	1,143.07	982.62	780.03	884.46
Contribution to Employees' Provident and other funds						
	15.90	59.15	62.32	53.92	43.25	47.09
Gratuity (Refer Annexure XXXI-1)	3.07	9.28	14.70	10.74	9.36	4.47
Compensated Absences	5.63	4.78	8.54	5.31	2.76	0.70
Training and Recruitment Expenses	14.04	26.91	19.35	1.80	9.12	8.56
Staff Welfare Expenses	0.29	2.19	0.89	0.88	0.26	0.81
Total	360.10	1,245.01	1,248.87	1,055.27	844.78	946.09

Annexure XXVIII - Restated Consolidated Statement of Finance Costs

Finance Costs

₹ in million

Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest Expenses						
- On Term Loans	1.88	7.08	5.17	27.62	38.47	32.56
- On Working Capital Loans	11.70	56.08	40.15	85.36	189.98	33.54
- On Loan against securities	-	-	86.74	10.14	-	-
- On car loan	-	-	2.10	0.43	-	-
- On Bank Overdraft	204.52	835.61	377.06	194.05	115.34	61.25
- Others	0.47	2.41	1.09	1.65	4.50	2.04
- On Income Tax	-	6.82	-	-	-	-
	218.57	908.00	512.31	319.25	348.29	129.39
Commercial Paper Charges	-	-	-	-	-	3.36
Bank Guarantee Charges	5.49	35.07	23.89	34.57	32.23	48.38
Bank Charges	1.23	3.83	3.10	2.81	3.62	3.84
Total	225.29	946.90	539.30	356.63	384.14	184.97

Annexure XXIX - Restated Consolidated Statement of Other Expenses

Other Expenses

₹ in million

Particulars	For the quarter ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Sub brokerage Charges	608.64	2,464.02	1,769.35	1,384.22	1,502.13	1,048.89
Software License/Maintenance Expenses	56.24	183.13	156.19	121.00	89.59	89.75
Rent for premises	11.60	68.54	96.38	97.04	100.18	119.06
Rent, Rates and Taxes - Others	4.10	22.25	29.75	26.68	23.43	23.13
Advertisement and Business Promotion	179.11	429.00	420.36	284.60	162.99	110.53
- Less: Recoveries from subsidiary	-	-	-	(16.88)	-	-
Insurance Expenses	0.80	1.29	9.49	4.59	4.57	5.40
Communication Expenses	10.20	69.94	84.84	86.04	83.60	90.61
Conveyance & Travelling Expenses	32.49	107.13	55.78	58.65	26.30	32.05
Printing and Stationary	9.30	50.43	64.21	63.57	85.52	89.67
Electricity	10.82	56.51	64.42	73.70	69.05	80.48
Legal and Professional Fees	30.48	163.63	121.73	126.35	140.91	148.65
- Less: Recoveries from subsidiary	-	-	-	(23.40)	-	-
Administrative support services	6.98	25.31	30.44	33.16	30.72	32.37
Directors Sitting fees	0.30	-	-	0.50	0.20	-
Corporate social responsibility expenses (Refer Annexure XXXI-7)	-	11.23	9.07	8.51	6.98	-
Loss on account of Error Trades (net)	4.23	9.03	9.22	12.36	12.36	13.42
Loss on Sale of Fixed Assets (Net)	-	4.97	0.04	3.93	0.11	1.00
Bad Debts written off	36.93	83.99	38.95	52.45	50.87	33.48
Loss assets written off	-	-	3.19	0.95	-	0.46
Provision for Non Performing Assets	-	0.22	-	-	-	-
Provision for doubtful debts	1.89	-	-	-	-	-
Contingent Provisions against Standard Assets	-	0.12	0.42	-	0.43	1.65
Membership and Subscription	0.41	3.11	2.82	1.72	2.08	4.01
Repairs and Maintenance:	-	-	-	-	-	-
- Buildings	2.51	10.18	11.21	13.94	10.14	9.59
- Others	5.32	17.48	21.15	23.44	20.82	19.09
Auditors' Remuneration (Refer Annexure XXIX-1)	0.93	3.33	4.64	4.61	3.93	3.49
Fixed Assets Written Off	-	-	0.80	3.48	10.09	10.82
Loans Written Off	-	-	-	-	0.09	0.82
Loss assets written off	0.98	-	-	-	-	-
Demat Charges	5.84	38.71	32.89	35.11	37.10	16.78
Security and Housekeeping Charges	3.66	11.95	12.93	14.04	13.20	13.82
Office Expenses	6.41	28.82	31.12	26.33	22.12	24.88
Deficit from Cafeteria (Net)	-	-	-	-	-	0.41
Centvat credit written off	-	0.48	1.91	-	-	-
Purchases of Stock in trade and other Consumables	0.62	2.04	-	-	-	-
Miscellaneous Expenses	8.78	52.92	37.42	40.48	33.41	42.57
Total	1,039.57	3,919.76	3,120.72	2,561.17	2,542.92	2,066.88

XXIX-1 Auditors' Remuneration

₹ in million

Particulars	For the year ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015	For the year ended March 31, 2014
Statutory Audit Fees	0.83	3.31	4.29	4.29	3.58	3.13
Out of Pocket Expenses	0.10	-	0.14	0.11	0.12	0.13
Other Certification Fees	-	-	0.21	0.21	0.21	0.21
Tax Audit Fees (excluding taxes)	-	-	-	-	0.02	0.02
Total	0.93	3.31	4.64	4.61	3.93	3.49

XXX-1 Related Party Disclosure

List of related parties:

Relationship	Name of the Company
Related parties under AS 18 with whom transactions have taken place during the quarter / year	
Individuals owning directly or indirectly interest in voting power that gives them prime control or significant influence -relatives of above individuals	Mr. Dinesh Thakkar - Managing Director Mr. Lalit Thakkar - Director (Till May 11, 2018) Kanta Thakkar (wife of Mr. Dinesh Thakkar) Mahesh Thakkar (brother of Mr. Dinesh Thakkar) Bhavana Thakkar (sister in law of Mr. Dinesh Thakkar) Ashok Thakkar (brother of Mr. Dinesh Thakkar) Anuradha Thakkar (wife of Mr. Lalit Thakkar) Deepak Thakkar (brother of Mr. Lalit Thakkar) Reshma Thakkar (sister in law of Mr. Lalit Thakkar) Vijay Thakkar (son of Mr. Dinesh Thakkar) Rahul Thakkar (son of Mr. Lalit Thakkar) Sunita Magnani (sister of Mr. Lalit Thakkar) Jaya Ramchandani (sister of Mr. Lalit Thakkar) Dinesh Thakkar HUF
Key Management Personnel (KMP) and their relatives -relatives of key management personnel	Vinay Agrawal Amit Majumdar (Till December 16, 2014) Shantanu Syam (Till December 16, 2014) Juhi Agrawal (wife of Mr. Vinay Agrawal)
Enterprises over which Individual having control are able to exercise significant influence with whom transactions have taken place	Nirwan Monetary Service Private Limited Jack & Jill Apparel Private Limited Angel Insurance Brokers & Advisors Private Limited

XXX-1 Related Party Disclosure

XXX-2 Following transactions were carried out with related parties in the ordinary course of business:

₹ in million

Nature of Transaction	Name of the Related Party	Key Management Personnel & Their Relatives						Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence					Individuals owning directly / indirectly interest in Voting Power that gives them Significant Control and Relatives of such individuals						Total						
		For the quarter ended	For the year ended					For the quarter ended	For the year ended				For the quarter ended	For the year ended					For the quarter ended	For the year ended					
			June 30, 2018	Mar 31, 2018	Mar 31, 2017	Mar 31, 2016	Mar 31, 2015		Mar 31, 2014	June 30, 2018	Mar 31, 2018	Mar 31, 2017		Mar 31, 2016	Mar 31, 2015	Mar 31, 2014	June 30, 2018	Mar 31, 2018		Mar 31, 2017	Mar 31, 2016	Mar 31, 2015	Mar 31, 2014	June 30, 2018	Mar 31, 2018
Interest Received	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	-	0.09	0.06	0.01	-	-	-	-	-	-	-	-	-	0.09	0.06	0.01	-	-
	Jack & Jill Apparel Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	0.10	-	-	-	-	-	-	-	-	-	-	0.10
	Angel Insurance Brokers & Advisors Private Limited	-	-	-	-	-	-	0.00	-	-	-	-	-	-	-	-	-	-	-	-	0.00	-	-	-	-
	Total	-	-	-	-	-	-	0.00	0.09	0.06	0.01	-	-	0.10	-	-	-	-	-	-	0.00	0.09	0.06	0.01	0.10
Interest on Delayed payment	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	-	0.00	0.01	0.01	0.01	0.01	-	0.01	0.01	0.01	0.01	0.01	-	0.01	0.01	0.01	0.01	0.01
	Total	-	-	-	-	-	-	-	0.00	0.01	0.01	0.01	0.01	-	0.01	0.01	0.01	0.01	0.01	-	0.01	0.01	0.01	0.01	0.01
Loans Given	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	-	87.53	34.13	11.10	-	-	-	-	-	-	-	-	-	87.53	34.13	11.10	-	-
	Jack & Jill Apparel Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	8.10	-	-	-	-	-	-	-	-	-	-	8.10
	Angel Insurance Brokers & Advisors Private Limited	-	-	-	-	-	-	-	0.05	-	-	-	-	-	-	-	-	-	-	-	0.05	-	-	-	-
	Total	-	-	-	-	-	-	-	87.58	34.13	11.10	-	-	8.10	-	-	-	-	-	-	87.58	34.13	11.10	-	8.10
Loan Taken / Repayment of Loan Given	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	-	87.53	34.09	10.35	-	-	-	-	-	-	-	-	-	87.53	34.09	10.35	-	-
	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Lalit Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jack & Jill Apparel Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	87.53	34.09	10.35	-	-	8.10	-	-	-	-	-	-	87.53	34.09	42.85	-	8.10
Remuneration Paid	Ashok Thakkar	0.90	3.59	3.60	3.60	3.60	3.60	-	-	-	-	-	-	-	-	-	-	-	-	0.90	3.59	3.60	3.60	3.60	3.60
	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	5.95	18.38	14.35	19.30	20.95	20.00	5.95	18.38	14.35	19.30	20.95
	Lalit Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	2.20	9.36	8.00	8.00	8.00	2.20	9.36	8.00	8.00	8.00	8.00
	Vijay Thakkar	0.75	2.74	2.50	2.27	1.80	1.20	-	-	-	-	-	-	-	-	-	-	-	-	0.75	2.74	2.50	2.27	1.80	1.20
	Santanu Shyam	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8.14
	Vinay Agrawal	5.88	15.84	15.80	13.74	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.88	15.84	15.80	13.74	-
	Total	7.52	22.16	21.90	19.62	13.54	4.80	-	-	-	-	-	-	8.14	27.75	22.35	27.30	28.95	28.00	15.66	49.91	44.25	46.92	42.49	32.80
Professional Fees Paid	Amit Majumdar	-	-	-	-	6.46	5.39	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6.46
	Vinay Agrawal	-	-	-	-	2.25	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2.25
	Sunita Magnani	-	-	-	-	-	-	-	-	-	-	-	-	0.71	2.79	2.76	2.75	2.70	2.70	0.71	2.79	2.76	2.75	2.70	2.70
	Total	-	-	-	-	8.71	5.39	-	-	-	-	-	-	0.71	2.79	2.76	2.75	2.70	2.70	0.71	2.79	2.76	2.75	2.70	8.09
Dividend paid	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	45.61	22.81	18.78	-	-	-	45.61	22.81	18.78	-	-
	Vinay Agrawal	-	0.12	0.06	0.05	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.12	0.06	0.05	-	-
	Lalit Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	24.48	12.32	-	-	-	-	24.48	12.32	-	-	-
	Dinesh Thakkar HUF	-	-	-	-	-	-	-	-	-	-	-	-	-	1.68	0.84	-	-	-	-	1.68	0.84	-	-	-
	Kanta Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	0.01	0.01	-	-	-	-	0.01	0.01	-	-	-
	Ashok Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	8.70	4.35	-	-	-	-	8.70	4.35	-	-	-
	Mahesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	0.01	-	-	-	-	-	0.01	-	-	-	-
	Deepak Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	9.41	4.79	-	-	-	-	9.41	4.79	-	-	-
	Sunita Magnani	-	-	-	-	-	-	-	-	-	-	-	-	-	2.04	1.02	-	-	-	-	2.04	1.02	-	-	-
	Jaya Ramchandani	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00	-	-	-	-	-	0.00	-	-	-	-
	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	-	16.50	-	-	-	-	-	-	-	-	-	-	-	16.50	-	-	-	-
	Total	-	0.12	0.06	0.05	-	-	-	18.18	-	-	-	-	-	91.94	46.14	18.78	-	-	-	110.24	46.20	18.83	-	-
Rent Received	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	0.16	0.63	0.63	0.63	0.63	0.63	-	0.16	0.63	0.63	0.63	0.63
	Total	-	-	-	-	-	-	-	-	-	-	-	-	0.16	0.63	0.63	0.63	0.63	0.63	-	0.16	0.63	0.63	0.63	0.63
Income from broking	Juhi Agrawal	-	0.00	0.01	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00	0.01	-	-	-
	Vinay Agrawal	-	0.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00	0.00	-	-	-
	Anuradha Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	0.00	0.06	0.01	-	-	-	0.00	0.06	0.01	-	-	-
	Ashok Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	0.01	0.18	0.09	-	-	-	0.01	0.18	0.09	-	-	-
	Deepak Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	0.02	0.14	0.14	-	-	-	0.02	0.14	0.14	-	-	-
	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	0.05	0.23	-	-	-	-	0.05	0.23	-	-	-	-
	Kanta Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00	-	-	-	-	-	0.00	-	-	-	-
	Rahul Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	0.02	0.12	0.00	-	-	-	0.02	0.12	0.00	-	-	-
	Tarachand Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00	-	-	-	-	-	0.00	-	-	-	-
	Jack and Jill Apparel Private Limited	-	-	-	-	-	-	0.01	0.01	-	-	-	-	-	-	-	-	-	-	0.01	0.01	-	-	-	-
	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	0.03	0.03	-	-	-	-	-	-	-	-	-	-	0.03	0.03	-	-	-	-
	Total	-	0.01	0.01	-	-	-	0.04	0.04	-	-	-	-	0.12	0.73	0.24	-	-	-	0.15	0.78	0.25	-	-	-

XXX-1 Related Party Disclosure

XXX-2 Following transactions were carried out with related parties in the ordinary course of business:

₹ in million

Nature of Transaction	Name of the Related Party	Key Management Personnel & Their Relatives						Enterprises over which Key Management Personnel / Relatives thereof are having Significant Influence					Individuals owning directly / indirectly interest in Voting Power that gives them Significant Control and Relatives of such individuals					Total																				
		For the quarter ended	For the year ended					For the quarter ended	For the year ended				For the quarter ended	For the year ended				For the quarter ended	For the year ended																			
			June 30, 2018	Mar 31, 2018	Mar 31, 2017	Mar 31, 2016	Mar 31, 2015		Mar 31, 2014	June 30, 2018	Mar 31, 2018	Mar 31, 2017		Mar 31, 2016	Mar 31, 2015	Mar 31, 2014	June 30, 2018		Mar 31, 2018	Mar 31, 2017	Mar 31, 2016	Mar 31, 2015	Mar 31, 2014	June 30, 2018	Mar 31, 2018	Mar 31, 2017	Mar 31, 2016	Mar 31, 2015	Mar 31, 2014									
Rent Paid	Amit Majumdar	-	-	-	-	0.68	0.90	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.68	0.90
	Total	-	-	-	-	0.68	0.90	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.68	0.90	
Membership fees	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04	
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04	
Personal training fees	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	0.05	0.17	0.22	0.13	-	-	-	-	-	-	0.05	0.17	0.22	0.13	-	-	-	-	-	-	-	-	-	
	Vijay Thakkar	-	-	0.04	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04	
	Poonam Vijay Thakkar	-	-	0.02	0.03	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.02	0.03	
	Hema Thakkar	-	-	0.04	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04
	Total	-	-	0.09	0.10	-	-	-	-	-	-	-	-	-	0.08	0.22	0.22	0.13	-	-	-	-	-	0.08	0.22	0.31	0.23	-	-	-	-	-	-	-	-	-		
Sales (resale)	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.02	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.02		
Income from cafeteria	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00	0.04	0.05	0.06	-	-	-	-	-	0.00	0.04	0.05	0.06	-	-	-	-	-	-	-	-	-		
	Vijay Thakkar	0.01	0.09	0.01	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.01	0.09	0.01	-	-	-	-	-	-	-	-	-	-	-		
	Total	0.01	0.09	0.01	-	-	-	-	-	-	-	-	-	-	0.00	0.04	0.05	0.08	-	-	-	-	0.02	0.13	0.06	0.08	-	-	-	-	-	-	-	-	-			
Repayment of Loan from Director's	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	-	24.00	-	-	-	-	-	-	-	-	24.00	-	-	-	-	-	-	-	-	-	-	-		
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	24.00	-	-	-	-	-	-	-	-	24.00	-	-	-	-	-	-	-	-	-	-	-		
Loan from Director's	Dinesh Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	24.00	24.00	-	-	-	-	-	-	-	-	24.00	24.00	-	-	-	-	-	-	-	-		
	Lalit Thakkar	-	-	-	-	-	-	-	-	-	-	-	-	-	8.50	8.50	8.50	8.50	-	-	-	-	-	8.50	8.50	8.50	8.50	-	-	-	-	-	-	-	-	-		
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	8.50	8.50	32.50	32.50	-	-	-	-	-	8.50	8.50	32.50	32.50	-	-	-	-	-	-	-	-			
Long-term loans and advances	Dinesh Thakkar (Refer annexure XVII)	-	-	-	-	-	-	-	-	-	-	-	-	-	7.50	7.50	7.50	7.50	-	-	-	-	-	7.50	7.50	7.50	7.50	-	-	-	-	-	-	-	-	-		
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-	7.50	7.50	7.50	7.50	-	-	-	-	-	7.50	7.50	7.50	7.50	-	-	-	-	-	-	-	-	-		
Short term loans and advances	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Dinesh Thakkar (Refer annexure XXIII)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.75	
	Angel Insurance Brokers & Advisors Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Vinay Agarwal (Refer annexure XXIII)	6.87	7.50	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	6.87	7.50	-	-	-	-	-	-	-	-	-	-	-	4.00	5.00	-	-	-	-	-	-	-	4.00	5.00	-	-	-	-	-	-	-	-	-	-	10.95	12.58	

Annexure XXXI - Restated Consolidated Statement of Additional Financial Information

XXXI-1 Employee Benefits Plan

The Company is recognizing and accruing the employee benefits as per Accounting Standard (AS) – 15 (revised 2005) "Employee Benefits" notified by Ministry of Corporate Affairs. The Company has a defined benefit gratuity plan and same is non funded.

Disclosure relating to actuarial valuation of Gratuity

₹ in million

Assumptions	Quarter ended June 30, 2018	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014
Discount Rate	7.92%	7.16%	6.65%	7.29% - 7.72%	7.90% - 8.04%	8.00% - 9.14%
Salary Escalation	3.00%	3.00%	3.00%	3.00%	3.00%	2.00%
Employee turnover	Sales Employee: For service less than 4 years: 99% Thereafter: 2%	Sales Employee: For Services less than 4 years :99% Thereafter:2%	Sales Employee: For Services less than 4 years :99% Thereafter:2%	Refer XXX-1.1	Refer XXX-1.1	Refer XXX-1.1
	Non-Sales Employee: For service less than 4 years: 49% Thereafter: 2%	Non Sales Employee: For Services less than 4 years :49% Thereafter:2%	Non Sales Employee: For Services less than 4 years :49% Thereafter:2%			
Changes in present value of defined benefit obligations are as follows :						
Opening Defined Benefit Obligation	28.02	25.62	21.06	17.02	12.71	12.99
Interest Cost	0.55	2.18	1.72	1.36	1.16	1.04
Current Service Cost	1.57	6.51	4.70	1.95	1.47	2.07
Past service cost	-	4.11	-	-	-	-
Benefit Paid	(2.15)	(8.21)	(8.44)	(6.70)	(5.05)	(4.74)
Acquisition/Business combination/Divestiture	-	1.33	-	-	-	-
Actuarial Loss/(Gain) on Obligations	0.95	(3.52)	7.90	7.43	6.74	1.36
Closing defined benefit obligation	28.94	28.02	26.95	21.06	17.02	12.71
Amounts to be recognised in the balance sheet						
Liability at the end of the quarter / year	28.94	28.02	26.95	21.06	17.02	12.71
Difference	28.94	28.02	26.95	21.06	-	12.71
Amount of Liability Recognised in the Balance Sheet	28.94	28.02	26.95	21.06	17.02	12.71
Net employee benefit expense recognised in the employee cost						
Current Service Cost	1.57	6.51	4.70	1.95	1.47	2.07
Interest Cost	0.55	2.18	1.72	1.36	1.16	1.04
Past Service Cost	-	4.11	-	-	-	-
Net Actuarial Loss/(Gain) on Obligations	0.95	(3.52)	7.90	7.43	6.74	1.36
Expenses Recognised in the Statement of Profit and Loss	3.07	9.28	14.32	10.74	9.36	4.47
Movement in the liability recognised in balance sheet						
Opening Net Liability	28.02	25.62	21.06	17.02	12.71	12.99
Expense as above	3.07	9.28	14.32	10.74	9.36	4.47
Acquisition/Business combination/Divestiture	-	1.33	-	-	-	-
Benefits paid	(2.15)	(8.21)	(8.44)	(6.70)	(5.05)	(4.74)
Amount Recognised in Balance Sheet	28.94	28.02	26.95	21.06	17.02	12.71
Classification						
- Current	2.83	1.14	1.14	0.83	1.03	1.56
- Non-current	26.11	26.88	25.81	20.23	15.99	11.15

Particulars	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
Defined benefit obligation	28.94	28.02	26.95	21.06	17.02	12.71
Surplus / (deficit)	(28.94)	(28.02)	(26.95)	(21.06)	(17.02)	(12.71)
Experience adjustments on plan liabilities	3.34	(2.45)	5.77	(4.45)	(3.39)	5.76

XXXI-1.1 Employee turnover data is not available for the financial year 2013-14 to 2015-16 and same was also not provided in audited financials for the respective years.

SEGMENT REPORTING

Primary Segments

The business segments has been considered as the primary segment for disclosure. The company's primary business comprises of following segments

Segment	Activities covered
Broking and Related Services	Broking, advisory, product distribution, margin trading facility and other fee based services
Finance and Investing Activities	Income from financing and investment income
Health and allied fitness activities	Income from fitness center operations

The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

Geographical Segment

The Company operates in one geographic segment namely "Within India" and hence no separate information for geographical segment is required.

₹ in million

Particulars	Broking and Related services					Finance and Investing activities					Health and allied fitness activities					Unallocated					Total										
	June 30,2018	March 31,2018	March 31,2017	March 31,2016	March 31,2015	June 30,2018	March 31,2018	March 31,2017	March 31,2016	March 31,2015	June 30,2018	March 31,2018	March 31,2017	March 31,2016	March 31,2015	June 30,2018	March 31,2018	March 31,2017	March 31,2016	March 31,2015	June 30,2018	March 31,2018	March 31,2017	March 31,2016	March 31,2015	March 31,2014					
Segment Revenue																															
External Revenue	1,998.33	7,613.06	5,194.85	4,245.73	4,090.03	3,178.07	41.71	171.55	265.79	241.32	461.78	256.01	13.35	57.17	62.47	67.52	56.62	54.55	1.34	2.11	0.02	67.70	8.84	-	2,054.73	7,843.89	5,523.12	4,622.26	4,617.27	3,488.63	
Inter - Segment Revenue	2.95	42.15	(39.33)	(38.97)	(31.73)	(31.06)	-	4.99	42.84	40.02	38.10	37.94	-	-	(3.51)	(1.05)	(6.37)	(6.35)	-	-	-	-	-	-	-	2.95	47.14	-	-	-	-
Total Revenue	2,001.28	7,655.21	5,155.52	4,206.76	4,058.30	3,146.97	41.71	176.54	308.63	281.34	499.88	293.95	13.35	57.17	58.96	66.47	50.25	48.20	1.34	2.11	0.02	67.70	8.84	-	2,057.68	7,891.02	5,523.12	4,622.26	4,617.27	3,488.63	
Segment Results																															
Segment Results	384.07	1,550.53	300.66	352.84	619.01	44.14	19.47	70.60	205.86	111.34	137.47	142.95	(8.49)	(29.48)	(27.47)	(12.40)	(22.74)	(18.28)	1.34	(4.71)	0.02	67.70	8.84	-	396.39	1,586.94	479.07	519.49	742.59	168.81	
Profit before tax	384.07	1,550.53	300.66	352.84	619.01	44.14	19.47	70.60	205.86	111.34	137.47	142.95	(8.49)	(29.48)	(27.47)	(12.40)	(22.74)	(18.28)	1.34	(4.71)	0.02	67.70	8.84	-	396.39	1,586.94	479.07	519.49	742.59	168.81	
Income taxes (Current and Deferred tax)																															
Profit after tax																															
Profit before tax																															
Income taxes (Current and Deferred tax)																															
Profit after tax																															
Other Information																															
Segment Assets	18,535.53	21,981.75	16,329.97	10,019.49	7,134.33	7,053.77	1,156.96	1,416.15	1,404.23	1,086.01	2,034.44	1,873.04	177.49	176.56	187.10	183.85	161.09	175.36	94.69	99.69	106.78	99.46	412.08	456.01	19,964.67	23,674.15	18,028.08	11,388.81	9,741.94	9,558.18	
Segment Liabilities	14,453.67	18,234.60	13,397.61	7,294.04	4,969.96	5,343.14	407.57	529.28	597.12	285.51	1,230.88	1,028.64	89.14	158.72	134.16	106.44	73.57	71.68	8.94	2.12	4.83	9.72	-	-	14,959.33	18,924.72	14,133.73	7,695.78	6,274.41	6,443.44	
Capital Expenditure (including capital work-in-progress)	15.09	75.07	106.39	134.77	95.35	59.93	-	0.02	-	-	16.38	18.41	0.65	0.33	15.96	34.31	1.90	11.49	-	-	-	-	-	-	15.74	75.42	122.35	169.08	113.63	89.83	
Segment Depreciation and Amortization	28.99	124.96	116.30	111.62	87.44	115.03	1.67	6.70	6.57	6.18	3.43	-	2.72	13.63	12.35	12.34	11.97	6.84	-	-	-	-	-	-	33.28	145.28	135.22	130.15	102.85	121.87	
Segment non-cash expense other than Depreciation	45.44	103.13	66.31	74.34	22.27	15.55	0.00	0.67	2.11	2.35	0.45	4.31	0.19	0.17	0.23	0.17	0.11	0.04	-	-	-	-	-	-	45.63	103.96	68.64	76.86	22.83	19.90	

Annexure XXXI - Restated Consolidated Statement of Additional Financial Information

XXXI-3 Disclosure of transactions as required by Accounting Standard 19 on lease

Details of Operating Leases

XXXI-3.1 Assets Given on Lease

The Company has given office premises on lease to its certain subsidiary companies on operating lease. These leases are cancellable in nature and accordingly the amount of 'Minimum Lease Rentals' for non-cancellable leases outstanding as at June 30, 2018 required to be disclosed is (June 30, 2018: ₹ Nil), (March 31, 2018: ₹ Nil), (March 31, 2017: ₹ Nil) (March 31, 2016: ₹ Nil) (March 31, 2015: ₹ Nil) (March 31, 2014: Nil)

XXXI-3.2 Assets Taken on Lease

The Company has taken office premises at certain locations on operating lease and lease rent in respect of the same have been charged under Rent, Rates and Taxes' in annexure XXIX. The agreements are executed for a period ranging from 11 months to 182 months. Rent amounting ₹ 11.60 millions, ₹ 68.54 millions, ₹ 96.38 millions, ₹ 97.04 millions, ₹ 98.33 millions, ₹ 116.89 millions has been debited to the statement of profit and loss during the quarter ended June 30, 2018 and year ended March 31, 2018, 2017, 2016, 2015 and 2014 respectively.

XXXI-3.3 With respect to non-cancellable operating leases, the future minimum lease payments are as follows:

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Not later than one year	54.21	51.42	71.67	86.81	81.17	95.55
Later than one year and not later than five years	136.16	113.86	178.13	213.90	188.51	147.25
Later than five years	4.81	13.85	24.44	26.68	46.28	15.92

Initial direct costs are charged to the Consolidated Statement of Profit and Loss.

Annexure XXXI - Restated Consolidated Statement of Additional Financial Information

XXXI-4 Earning Per Equity Share

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Profit After Tax	255.91	1,079.28	310.14	317.24	438.64	113.65
Weighted Average number of Equity Shares:						
- For Basic EPS (Nos.)	71,995,003	71,822,783	71,820,875	71,820,875	71,820,875	71,820,875
- For Diluted EPS (Nos.)	71,995,003	71,822,783	71,820,875	71,820,875	71,820,875	71,820,875
Face Value of Equity Share	10	10	10	10	10	10
Earnings Per Equity Share: (in ₹)						
- Basic	3.55	15.03	4.32	4.42	6.11	1.58
- Diluted	3.55	15.03	4.32	4.42	6.11	1.58
(EPS for Quarter ended are not annualised)						

During the year 2018, the company has issued 5,74,56,700 bonus shares thereby increasing the number of equity shares to 7,19,95,003 shares. Accordingly, basic and diluted earning per share presented above has been adjusted in line with the accounting Standard (AS)-20 "Earning per share".

XXXI-5 Contingent Liabilities

Particulars	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
(a) Guarantees:						
Bank guarantees placed at Exchanges as Margin	2,652.50	1,972.50	510.00	1,143.09	2,995.00	2,885.00
(b) Others:						
Claims against the Company not acknowledged at debts	57.74	58.88	79.16	35.93	43.67	32.80
Disputed Income Tax Demands not provided for (Refer XXXI-5.1)	263.72	104.66	233.34	268.07	266.57	270.46
Includes ₹ NIL for March, 2018, ₹ 0.40 million for March 31, 2017, ₹ 10.25 million for March 31, 2016, ₹ 16.56 million for March 31, 2015 and ₹ 16.56 million for March 31, 2014 Paid under protest						
TOTAL	2,973.96	2,136.04	822.50	1,447.09	3,305.24	3,188.26

XXXI-5.1 Above disputed income tax demands not provided for includes:

Above disputed income tax demands not provided for includes:

- ₹ 6.65 million on account of disallowance made as deemed dividend for Assessment Year 2005-06, considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay and question of law was admitted by the Court vide order dated September 20, 2011;
- ₹ 87.93 million on account of disallowance made as deemed dividend for Assessment Year 2008-09, considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay and question of law was also admitted by the Court vide order dated November 28, 2016;
- ₹ 7.53 million on account of disallowance made as speculation loss for Assessment Year 2012-13 vide reassessment order dated December 15, 2017 passed by Assessing Officer. Company filed an appeal before CIT(A);
- ₹ 0.29 million on account of penalty levied by Assessing Officer for Assessment Year 2009-10 relates to erstwhile Angel Commodities Broking Private Limited. Company filed an appeal before CIT(A) and the same was dismissed. Company filed an appeal before ITAT;
- ₹ 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;
- ₹ 38.50 million on account of disallowance made as deemed dividend for Assessment Year 2010-11 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018; and
- ₹ 15.40 million on account of disallowance made as deemed dividend for Assessment Year 2010-11 relates to erstwhile Angel Broking Limited considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018.

Above disputed income tax demands does not include interest u/s 234B and u/s 234C of the Income Tax Act, 1961 as the same is not determinable till the final outcome. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations.

XXXI-6 Surrender of NBFC License:

The Company had filed letter dated March 30, 2012 regarding cancellation of Certificate of Registration (CoR) as a Non-Banking Finance Company (NBFC). Subsequently, the Company has received the order dated April 07, 2014 from the Reserve Bank of India (RBI) to effect cancellation of CoR w.e.f. April 01, 2014. Pursuant to the foregoing, the Company has :

- i. transferred statutory reserve fund of ₹ 70.59 million created in earlier years under Section 45-IC of the Reserve Bank of India Act, 1934 to surplus in statement of profit and loss.
- ii. written back contingent provision on standard assets of ₹ 1.00 million.
- iii. not made any disclosure as required by circular number RBI/2013-14/37 dated July 01, 2013 issued by the Reserve Bank of India (RBI) as applicable to NBFC.

XXXI-7 Corporate social responsibility (CSR) expenses

	₹ in million					
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
a. Gross amount required to be spent by the Company	-	11.23	9.07	8.50	6.91	-
b. Amount spent						
In Cash						
(i) Construction / acquisition of any asset	-	-	-	-	-	-
(ii) On purpose of other than (i) above	-	11.23	9.07	8.50	6.91	-
Yet to be paid in Cash						
(i) Construction / acquisition of any asset	-	-	-	-	-	-
(ii) On purpose of other than (i) above	-	-	-	-	-	-

Annexure XXXI - Restated Consolidated Statement of Additional Financial Information

XXXI-8 Expenditure in foreign currency

₹ in million

Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
Foreign Travel	-	0.09	-	-	-	-
Directors Sitting Fees	-	-	-	0.50	0.20	-
Other expenses	17.51	14.63	24.15	12.66	-	-
Total	17.51	14.72	24.15	13.16	0.20	-

XXXI-9 Disclosures relating to Specified Bank Notes* (SBNs) held and transacted during the period from November 8, 2016 to December 30, 2016.

Particulars	SBN's	Denomination note (Other than SBN)	Total
Closing balance of cash as on 08.11.2016	0.59	0.89	1.48
Add: Permitted receipts	-	1.76	1.76
Less: Permitted payments	-	1.06	1.06
Less: Amount deposited in banks	0.59	0.56	1.15
Closing balance of cash as on 30.12.2016	-	1.03	1.03

XXXI-9.1 Specified Bank Notes (SBNs) mean the bank notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no. S.O. 3407(E), dated the 8th November, 2016.

XXXI-10 Note on Amalgamation

The Regional Director, Western Region, Mumbai vide their order dated December 11, 2017 ("the Order"), sanctioned a scheme of amalgamation ("the scheme") under sections 233 of the Companies Act, 2013. In accordance with the scheme, Angel Commodities Broking Private Limited (transferor company) merges with the company with effect from April 01, 2017. The transferor company was engaged in the business of providing commodity broking services to its various clients and earning brokerage income. The amalgamation is expected to channelize synergies and lead to better utilization of available resources and result in greater economies of scale. The transferee company has recorded the assets (other than investment in the transferor company) and liabilities, including reserves of the transferor company vested in it pursuant to the scheme at the respective book value as appearing in the books of the transferor company as on April 01, 2017. The difference between net assets (assets less liabilities) and the reserves of the transferor company to the transferee company has been adjusted against profit and loss account as per the Order.

₹ in million

Particulars	As at March 31, 2017
Total Assets	1,750.21
Total liability (net of share capital)	1,711.21
Investment in transferor company	61.75
Adjusted against profit and loss account	(22.75)

XXXI-11 Note on Amalgamation

There was no significant event after the end of the reporting period which require any adjustment or disclosure in the financial statements other than as stated below:

- The Board has declared first interim dividend on July 11, 2018 of Rs. 0.90 per equity share amounting to ₹ 64.80 million
- on August 11, 2018, the company has granted 442,300 further Employee stock options under Scheme 2018.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)

Annexure XXXI - Restated Consolidated Statement of Additional Financial Information

XXXI-12 Details of additional information required as per Schedule III of the Companies Act, 2013 for Consolidated Financial Statements.

Sr no	Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities as on June 30, 2018		Net Assets, i.e., total assets minus total liabilities as on March 31, 2018		Net Assets, i.e., total assets minus total liabilities as on March 31, 2017		Share in profit or loss (*) for the year ended June 30, 2018		Share in profit or loss (*) for the year ended March 31, 2018		Share in profit or loss (*) for the year ended March 31, 2017	
		As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
	Parent												
	Angel Broking Limited	95%	4,754.94	95%	4,499.58	80%	3,102.13	99%	254.14	94%	1,016.16	42%	132.12
	Subsidiaries												
	Indian												
1	Angel Commodities Broking Private Limited	NA	NA	NA	NA	15%	603.14	NA	NA	NA	NA	42%	130.40
2	Angel Financial Advisors Private Limited	1%	56.87	1%	63.78	1%	22.22	-2%	(6.40)	4%	44.46	5%	14.89
3	Angel Fincap Private Limited	5%	246.62	5%	232.99	5%	181.54	6%	14.78	5%	51.94	18%	55.32
4	Angel Securities Limited	1%	54.81	1%	51.33	1%	49.89	1%	3.83	0%	2.90	1%	3.26
5	Angel Wellness Private Limited	-3%	(127.49)	-2%	(117.18)	-2%	(80.66)	-3%	(8.73)	-3%	(30.05)	-6%	(20.02)
6	Mimansa Software Systems Private Limited	0%	19.59	0%	18.94	0%	16.08	-1%	(1.72)	-1%	(6.11)	-2%	(5.82)
	Total		5,005.33		4,749.43		3,894.34		255.91		1,079.28		310.14

Sr no	Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities as on March 31, 2016		Net Assets, i.e., total assets minus total liabilities as on March 31, 2015		Net Assets, i.e., total assets minus total liabilities as on March 31, 2014		Share in profit or loss (*) for the year ended March 31, 2016		Share in profit or loss (*) for the year ended March 31, 2015		Share in profit or loss (*) for the year ended March 31, 2014	
		As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
	Parent												
	Angel Broking Limited	81%	3,003.97	82%	2,840.86	82%	2,590.77	70%	222.60	61%	267.77	15%	17.26
	Subsidiaries												
	Indian												
1	Angel Commodities Broking Private Limited	15%	541.26	15%	512.65	16%	506.55	25%	80.08	10%	42.37	39%	44.44
2	Angel Financial Advisors Private Limited	0%	9.43	0%	(9.04)	-1%	(35.54)	6%	20.52	6%	28.32	16%	17.93
3	Angel Fincap Private Limited	4%	133.56	3%	110.04	1%	42.02	0%	1.11	25%	108.41	3%	3.63
4	Angel Securities Limited	1%	48.03	1%	44.63	2%	57.40	1%	4.52	1%	4.24	42%	48.28
5	Angel Wellness Private Limited	-2%	(57.13)	-1%	(44.51)	-1%	(26.60)	-4%	(12.62)	-3%	(11.53)	-11%	(12.72)
6	Mimansa Software Systems Private Limited	0%	13.91	0%	12.88	0%	10.97	0%	1.03	0%	(0.93)	-5%	(5.18)
	Total		3,693.03		3,467.51		3,145.57		317.24		438.64		113.65

(*) Profit or Loss after tax expenses

The accompanying annexures are an integral part of financial information

For S. R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

For and on behalf of the Board of Directors

per Viren H. Mehta
Partner
Membership No. 048749

Dinesh Thakkar
Managing Director
DIN : 00004382

Vinay Agrawal
Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No. ACS 22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : August 21, 2018

Place : Mumbai
Date : August 14, 2018

Annexure XXXII - Restated Consolidated Statement of Dividend

XXXII-1 Break Up Of Interim Dividend paid and Corporate Tax on Interim Dividend.

₹ in million

Sr No.	Particulars	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014
1st	Interim Dividend Paid	-	48.84	48.84	40.22	22.98	22.98
	Corporate Tax Paid on Interim Dividend (refer XXXII-2)	-	9.94	9.94	3.11	0.09	3.91
	Dates of Declaration	NA	17-Aug-2017	14-Sep-2016	22-Sep-2015	10-Sep-2014	23-Jul-2013
	Rate per equity share (₹)	-	3.40	3.40	2.80	1.60	1.60
2nd	Interim Dividend Paid	-	48.84	48.84	40.22	40.22	22.98
	Corporate Tax Paid on Interim Dividend (refer XXXII-2)	-	9.94	1.21	8.19	8.04	3.91
	Dates of Declaration	NA	22-Nov-2017	22-Feb-2017	21-Mar-2016	23-Mar-2015	12-Nov-2013
	Rate per equity share (₹)	-	3.40	3.40	2.80	2.80	1.60
3rd	Interim Dividend Paid	-	97.68	-	-	-	22.98
	Corporate Tax Paid on Interim Dividend (refer XXXII-2)	-	19.89	-	-	-	0.09
	Dates of Declaration	NA	26-Feb-2018	-	-	-	18-Mar-2014
	Rate per equity share (₹)	-	6.80	-	-	-	1.60
	Total Interim Dividend Paid	-	195.35	97.68	80.44	63.20	68.95
	Total Corporate Tax Paid on Interim Dividend (refer XXXII-2)	-	39.77	11.15	11.29	8.14	7.91

XXXII-2 Dividend distribution tax is computed after considering credit available as per Section 115 O of the Income Tax Act,1961.

Annexure XXXIII-Restated Consolidated Statement of Accounting Ratios

Sr. No.	Particulars	For the quarter ended		For the year ended			
		June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
1	Restated Profit / (Loss) after Tax (₹ in millions)	255.91	1,079.28	310.14	317.24	438.64	113.65
2	Net Profit / (Loss) available to Equity Shareholders (₹ in millions)	255.91	1,079.28	310.14	317.24	438.64	113.65
3	Weighted average number of Equity Shares outstanding during the year (Refer Note xx below)	71,995,003	71,822,783	71,820,875	71,820,875	71,820,875	71,820,875
4	Number of Equity Shares outstanding at the end of the year (Refer Note xx below)	71,995,003	71,822,783	71,820,875	71,820,875	71,820,875	71,820,875
5	Net Worth for Equity Shareholders (₹ in millions)	5,005.34	4,749.43	3,894.34	3,693.03	3,467.51	3,145.57
6	Accounting Ratios:						
	Basic & Diluted Earnings / (Loss) per Share (₹) (2)/(3)	3.55	15.03	4.32	4.42	6.11	1.58
	Return on Net Worth for Equity Shareholders(2)/(5)	5.11%	22.72%	7.96%	8.59%	12.65%	3.61%
	Net Asset Value Per Share (₹) (5)/(4)	69.52	66.13	54.22	51.42	48.28	43.80

Note:

1. Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the quarter / year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the quarter / year.

2. Net worth for ratios mentioned in note D is = Equity share capital + Reserves and surplus (including Subsidy, Securities Premium and Surplus/ (Deficit)

3. The above ratios have been computed on the basis of the Restated Consolidated Financial Information- Annexure I & Annexure II.

Angel Broking Limited (Formerly known as Angel Broking Private Limited)

Annexure XXXIV-Restated Consolidated Statement of Capitalisation

Particulars	₹ in million	
	Pre-Issue as at June 30, 2018	Post-Issue
Debt:		
Long term borrowings	64.83	[•]
Short term borrowings	8,355.03	[•]
Current portion of Secured long term borrowings, included in Other Current Liabilities	-	[•]
Total debt (A)	8,419.86	[•]
Shareholders Funds:		
Equity Share Capital	719.95	[•]
Reserves and Surplus	4,285.39	[•]
Total Shareholders Funds (B)	5,005.34	[•]
Total Debt/Equity Ratio (A/B)	1.68	[•]

Notes:

- i) The above has been computed on the basis of the Restated Consolidated Financial Information - Annexure I & Annexure II.
- ii) The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

FINANCIAL INDEBTEDNESS

As on June 30, 2018, the aggregate outstanding amounts of our Company, comprising fund-based borrowings in the form of long-term borrowings (including current maturities of long-term borrowings) and short-term borrowings and non-fund based borrowings in the form of bank guarantees placed at exchanges as margin, were ₹ 7,978.10 million and ₹ 2,652.50 million, respectively. Further, the aggregate outstanding borrowings of our Subsidiaries, namely Angel Fincap Private Limited and Angel Wellness Private Limited were ₹ 391.03 million and ₹ 79.11 million, respectively, as on June 30, 2018.

Our Company avails loans in the ordinary course of business for the purposes of meeting its working capital requirements, amongst other things. Further, our Company avails loans, from time to time, for the use of vehicles.

As on June 30, 2018, the aggregate outstanding borrowings of our Company on a standalone basis are as follows:

<i>(in ₹ million)</i>		
Category of borrowing	Sanctioned amount	Outstanding amount
Banks		
Fund Based		
<i>Overdraft/ Loan against securities from banks/ NBFCs</i>	19,196.29	7,962.00
<i>Working Capital Demand loan (Hypothecated against book debts) ⁽¹⁾</i>	1,100.00	-
<i>Term loan from banks – secured against hypothecation of car</i>	27.32	16.10
Non Fund Based		
<i>Bank Guarantees⁽²⁾ placed at exchanges as margin</i>	2,702.50	2,652.50
Total	23,026.11	10,630.60

(1) Includes working capital demand loans availed as a sub-limit of overdraft facilities.

(2) Includes overdraft facilities, availed as a sub-limit of bank guarantees.

Our fund based facilities include overdrafts and loans against securities availed from commercial banks and NBFCs, working capital demand loans (hypothecated against book debts) and vehicle loans (secured by hypothecation of cars).

Principal terms of the borrowings availed by our Company:

Our Company has entered into certain facility agreements (the “**Facility Agreements**”) with commercial banks and NBFCs. The details provided below are indicative of the terms and conditions of the Facility Agreements.

1. Interest

In terms of the Facility Agreements entered into by our Company, the interest rate levied is typically a certain percentage of spread over and above the marginal cost of funds (“**MCLR**”) of the concerned lender or as may be mutually agreed between the parties. The interest rate on vehicle loans availed by us are typically between 7.90% p.a. to 9.13% p.a.

2. Tenor

The tenor of the working capital demand loans pursuant to the Facility Agreements ranges from 3 days to 12 months. The overdraft facilities availed by the Company typically have a tenor of 12 months. The tenor of vehicle loans is typically 60 months.

3. Security

In terms of our Company’s borrowings where security needs to be created, our Company is typically required to:

- (a) create a pari passu first charge on the current and future receivables of our Company;

- (b). create lien on fixed deposits;
- (c). pledge client's securities;
- (d). mortgage of the immovable commercial property of the Company;
- (e). creation of charge on the current assets of our Company;
- (f). provide personal guarantee by one of our Promoters in certain cases; and
- (g). hypothecate vehicles.

4. *Repayment*

The working capital demand loans are repayable as bullet repayment at the time of maturity. The overdraft facilities availed by our Company are repayable on demand by the banks. The vehicle loans availed by us are repayable as per the repayment schedule agreed upon at the time of disbursement.

5. *Pre-payment*

Pre-payment of indebtedness incurred by our Company is permitted by subject to the prior written permission of the lenders and the payment of pre-payment charges, in accordance with the Facility Agreement.

6. *Key Covenants*

In relation to the facilities availed by our Company, certain corporate actions for which our Company requires prior written consent of the lenders include:

- (a). change in the capital structure of our Company;
- (b). amendment to the constitutional documents of our Company;
- (c). change in control of our Company;
- (d). modifications or amendments to the constitution and ownership of our Company; and
- (e). pre-payment of any indebtedness incurred by our Company.

7. *Events of Default*

In terms of the facilities availed by our Company, the following, amongst others, constitute as an event of default:

- (a). our Company is unable to pay, on the due date, any amount payable;
- (b). our Company has made any material misrepresentation of facts, including without limitation, in relation to the security;
- (c). our Company has, voluntarily or compulsorily become the subject of the proceedings under any bankruptcy or insolvency law;
- (d). the security tendered to the lender has become, wholly or partially invalid or unenforceable for any reason, or prejudicial for any reason; and
- (e). our Company has, for any reason, ceased or been unable to carry on the business or the appointment of a receiver or a liquidator of the assets of our Company, or if our Company fails to maintain the financial covenants as stipulated.

8. *Consequences of occurrence of events of default*

In terms of our Facility Agreements, the following, among others, are the consequences of occurrence of events of default:

- (a). suspension or cancellation of the sanctioned facilities in terms of the Facility Agreements;
- (b). declaration that all amounts payable by our Company with respect to the facilities are due and payable immediately;
- (c). the lender taking possession of the assets comprising the security, if any;
- (d). appointing certain persons to inspect and examine the workings of our Company and/or its assets, including its premises and reporting the same to the lender; and
- (e). exercising any, or all, rights and recourse conferred upon the lender under, or pursuant to, the Facility Agreements, any other contracts or agreements or under law.

This is an indicative list and there may be additional terms under the borrowing arrangement entered into by our Company.

Bank Guarantees placed at exchanges as margin

In addition to the above, our Company from time to time, avails bank guarantees from various banks. As of June 30, 2018, the amount of bank guarantees placed at exchanges as margin availed was ₹ 2,652.50 million, and in certain cases, includes overdraft facilities as a sub-limit of these. These bank guarantees placed at exchanges as margin are typically valid for 12 months from the date of sanction. The commission rate on such bank guarantees placed at exchanges as margin ranges from 0.65% to 0.85%, per annum. Our Company is required to provide collaterals to the extent of cash margin of 50% of the quantum of bank guarantee placed at exchanges as margin being issued. This margin is typically in the form of term deposits.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Information as at and for the quarter ended June 30, 2018 and the Financial Years ended March 31, 2018, 2017 and 2016, including the related notes, schedules and annexures. The Restated Consolidated Financial Information as provided in the section entitled "Financial Information" on page 210, are based on audited consolidated financial information as prepared and presented in accordance with Indian GAAP, in each case restated in accordance with the requirements of the SEBI ICDR Regulations.

Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

The following discussion and analysis contain forward-looking statements that involve risks and uncertainties. Our actual results may differ from those anticipated in these forward-looking statements as a result of one or a number of factors, including those provided in the sections entitled "Forward-Looking Statements" and "Risk Factors" on pages 15 and 17, respectively.

Overview

Our Company is one of the largest independent full-service retail broking house in India in terms of active clients on NSE as of July 31, 2018 (*Source: CRISIL Report*). We are a technology led financial services company, that provides broking and advisory services, margin funding, loans against shares (through one of our Subsidiaries, AFPL) and financial products distribution to our clients under the brand "*Angel Broking*". Our broking services are offered through (i) our online and digital platforms, and (ii) our network of more than 11,000 sub-brokers, as of June 30, 2018. We have more than 850,000 downloads of our *Angel Broking mobile app* and more than 450,000 downloads of our *Angel BEE app* as of June 30, 2018, which enables our clients to avail our services digitally. Through our network of sub-brokers and over 110 branches, we have a pan-India presence across 1,800 cities and towns, as of June 30, 2018. As at June 30, 2018, our Company managed ₹ 113,023.06 million in client assets and over 1.11 million active broking accounts.

We believe that our experience of over two decades has helped us to integrate our knowledge and expertise in the broking industry with the technology we provide to our retail clients through various platforms. We have enhanced client engagement and experience through application of technology to broking services including, launch of our mobile application for our broking services in the year 2011 and KYC authentication and complete client on-boarding through the electronic and digital medium in the year 2015 and 2016, respectively. During the quarter ended June 30, 2018, 87.25% of our revenue through our direct services and 46.49% of the revenue through our sub-brokers was provided through our online and digital platforms. This aggregates to 59.88% of our broking revenues, being earned through our online and digital platforms for the quarter ended June 30, 2018. Our primary focus is to profitably grow our retail broking, margin funding and distribution businesses through our online and digital platforms, "*Angel Broking App*", "*trade.angelbroking.com*", "*Angel SpeedPro*", "*Angel BEE*", which are powered by "*ARQ*", a rule-based investment engine. We believe that we are positioned to benefit from the development of the Indian financial market, increased emphasis on digitalisation, and growth in the returns from such financial investments. We have received several awards and accolades for our services and products, including 'Best performing retail member - Pan India 2016-17' Award at Market Achievers Awards organised by NSE, one of the 'Top Volume Performers in Equity Retail Segment 2016-17' by BSE, the 'Fulcrums of Commodity Derivatives Market' Award by MCX in 2018 and the 'Best Technology House of the Year' in 2016 at the ASSOCHAM Excellence Awards.

We provide a wide range of financial services to our clients including and in relation to:

- **Broking and Advisory:** We provide broking services across equity (cash-delivery, intra-day, futures and options), commodity and currency segments, along with debt products. We facilitate participation of our clients in initial public offerings undertaken by various companies. As a part of the broking and advisory services offered by us, we also facilitate opening of demat accounts for our clients. Our Company is a member of BSE, NSE, MSEL, MCX and NCDEX in order to provide broking services. To complement our broking and advisory services, we also provide the following additional services to our clients:
 - (i) **Research Services:** We have a dedicated research team which publishes research reports on a daily, weekly and monthly basis for our clients, to enable them to make informed investment decisions across equity, commodity and currency segments.

- (ii) *Investment Advisory*: We provide investment advisory services to our retail clients with customized investment recommendations which we believe assists our clients in achieving their investment goals across various investment avenues such as equities, debt, currency, commodities, derivatives, mutual funds and insurance products.
 - (iii) *Investor Education*: Our website, www.angelbroking.com, is also a knowledge center which aims to empower investors, including our clients, with an understanding in respect of trading and investments products. As part of our investor awareness initiative, we regularly undertake sessions through various digital mediums, to enhance our retail clients' knowledge regarding our products, research and market trends.
- **Other Financial Services**: In addition to our broking and advisory services, we also provide the following financial services that may enable our clients to achieve their financial goals:
 - (i) *Margin Trading Facility*: We provide margin trading facility to our clients for leveraging their eligible collaterals by funding their requirements on the cash delivery segment of equities. Such funding is subject to exposure against margins that are mandated by the stock exchanges, with the securities forming a part of the collateral for such funding.
 - (ii) *Distribution*: We undertake distribution of third-party financial products such as mutual funds, and health and life insurance products, according to our clients' requirements. Such distribution is undertaken through both our offline channels and our digital platforms, "Angel Broking" and "Angel BEE". We believe that our distribution business helps our clients to achieve their financial and risk mitigation objectives by providing them with personal wealth management services.
 - (iii) *Loans against shares*: Through our Subsidiary, AFPL, which is registered as an NBFC, we provide loans against shares to our retail clients.

Our consolidated revenue from operations was ₹ 1937.14 million, ₹ 7,647.65 million, ₹ 5,369.23 million and ₹ 4,474.10 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017 and 2016, respectively. Further, our net profit as restated was ₹ 255.91 million, ₹ 1,079.28 million, ₹ 310.14 million and ₹ 317.24 million for the quarter ended June 30, 2018 and in Financial Years 2018, 2017 and 2016, respectively. In Financial Year 2018, our return on net worth was 22.72%*.

*Return on Net Worth (%) = Net profit as restated divided by Net worth at the end of the year/ period.

Key Factors Affecting Our Results of Operations

Our results of operations and financial condition are affected by a number of important factors including:

General economic and financial services industry conditions in India

Our business and results of operations are affected by general economic conditions and trends in the financial services industry in India.

The key factors in India include, growth in GDP, change in demographic profile, rising affluence, increase in business profitability, increase in savings rate, change in investment trends, growth in financial savings, lower inflation; and increased use of online, mobile and technology-based channels.

If general economic conditions in India deteriorate or are not in line with our expectations, or if there is an impact on our business different from our expectations, our financial condition and results of operations may be materially and adversely affected. In addition, if favourable trends in the financial services industry or digitalisation slowdown or are reversed, our financial condition and results of operations may be materially and adversely affected. Please see the section entitled "Risk Factors – General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects" on page 17.

Indian equity capital markets

A significant amount of our revenue depends on the activity and trends of the Indian equity capital markets. Factors such as trading volumes, regulatory environment, interest rates, liquidity and transparency and efficient functioning of the equity capital markets in India are important for the continuous growth of our business. For example, changes in the activity of the equity markets affect the value of our clients' portfolios and their trading and investing activities, which in turn may affect the amount of brokerage fees and commissions earned from broking activities and distribution of financial products. Any development or event that affects the growth of the Indian equity capital markets may have a material impact on our financial condition and results of operations. For further details, please see the section entitled "*Risk Factors – General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects*" on page 17.

Innovation

A key part of our competitive advantage stems from our continued product innovation and maintaining our technological lead, in particular, in trading technology. The financial services industry in India has undergone a number of technological changes in recent years. In particular, trading technology such as online trading, mobile trading, application based trading and communication, high frequency trading as well as varying order types have transformed the way brokers, clients and exchanges interact. We have adapted to these changes through product and technology innovation, and in turn, this has enabled us to meet the needs of our clients and become more efficient. We deliver a fast, seamless and secure client experience through our proprietary electronic brokerage platform, Angel Broking App. Our other online platforms, "*Angel Broking*", "*trade.angelbroking.com*", "*Angel SpeedPro*" and "*Angel BEE*", powered by ARQ, allow us to provide our clients with an ability to manage their wealth and investments in an efficient and organized manner. We have also invested in improving our data analytics to better understand our clients' needs, which enables us to provide our clients with various customised products and order types that are suited to their investment objectives. Our continued investment in the IT infrastructure underlying our electronic brokerage platform augments capacity, delivers innovative products and improves the user interface across devices. We believe that our emphasis on providing our clients with services through technological platforms has enabled us to rationalise the cost we incur to service our clients' needs, leading to cost efficiency.

If we are unable to continue to invest in updating existing technology, innovate and maintain competitive advantage in technology, our business and results of operation may be adversely affected.

Please see the section entitled "*Risk Factors – We face significant competition in our businesses, which may limit our growth and prospects*" on page 25.

Our product mix and pricing strategy

Our products and services in each of our businesses have different brokerage yields, commissions, profit margins and growth prospects. For example, the commission income from our brokerage business and the interest earned from our MTF book accounted for a substantial portion of our total revenue and, as a result, our results of operations depend largely on the continued growth of such businesses. Accordingly, any material changes in our business mix, whether due to changes in our growth strategies, segment business, market conditions, clients or demand or other reasons, may affect our financial condition and results of operations.

As we seek to cross-sell to our existing client base and expanding into new markets within India, our future results of operations and financial condition could be materially affected if we cannot successfully generate and offer new products and services, cross-sell to existing clients, attract new clients and manage the new and expanded operations in an efficient manner.

We aim to maintain an optimal product mix through analysing client trends and a competitive pricing strategy by focusing on product risk management and leveraging our technological capabilities. To maintain our leadership position, we will continue to focus on achieving a better product mix and optimal pricing of our products and services in relation to our competitors and optimizing fee structures to enhance our competitiveness while maintaining our profitability.

If we are unable to maintain an optimal revenue mix, product mix and pricing strategy, our financial condition and results of operation may be adversely affected.

Competition

The Indian financial services industry is highly competitive. We face significant competition in all aspects of our business. In particular, we compete with other Indian and foreign brokerage houses, discount brokerage companies, public and private sector commercial banks, and asset managers, among others, which operate in the markets in which we conduct our business.

Our competitors may have various competitive advantages over us such as greater financial resources, wider brand recognition, broader knowledge resources, far-reaching partnerships, parentage and access to existing client base. It is also possible for our competitors to quickly adopt our business practices, scale up the services offered and set lower prices to compete with us. Mergers and acquisitions involving our competitors may create entities with even greater competitive advantages.

Any increase in competition may reduce our market share, decrease growth in our business, increase operating expenses and reduce our customer base, which could adversely affect our financial condition and results of operations.

Please see the section entitled “*Risk Factors – We face significant competition in our businesses, which may limit our growth and prospects*” on page 25.

Our expense management

Our ability to adequately manage our expenses will directly affect our results of operations. Our expenses may be impacted by macroeconomic conditions including increase in inflation, changes in laws and regulations, increased competition, introduction of technological advancement in market, personnel expenses and other factors. Personnel expense is one of the major components of our total expense. As we grow our business, we will require additional human resources including dealers and operational, management and technology staff. Changes affecting our expenses may impact our financial condition and results of operations.

Sharing of brokerage with intermediaries

As at June 30, 2018, our Company had more than 11,000 sub-brokers, which has enabled us to augment the reach of our electronic broking platform and also has provided us with a way to increase trading volume. Presence of large number of sub-brokers all across India helps us to meet with the specific needs and preferences of individuals which vary from region to region and state to state, and has also enabled us to tailor our offering to the evolving needs of our clients.

We have a revenue-sharing system in place with our sub-brokers that has been established pursuant to agreements required by the relevant regulations. Under the terms of these agreements, which are separately negotiated with each sub-broker, we generally receive a certain percentage of the brokerage or net revenue earned through clients introduced and serviced by our sub-brokers using our technology platforms. Our ability to negotiate brokerage share with the sub-brokers would result in us maintaining and augmenting our profitability financial condition and results of operations.

Significant Accounting Policies

Principles of consolidation

The Restated Consolidated Financial Information as at and for the quarter ended June 30, 2018 and the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 have been prepared on the basis of the audited consolidated financial statements (the “**Audited Consolidated Financial Information**”) in each case restated in accordance with the requirements of the SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2016)” issued by ICAI.

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention, except for derivative financial instruments which have been measured at fair value. Angel Commodities Broking Private Limited, our wholly owned subsidiary merged with the Company with effect from

April 1, 2017, and accordingly the previous numbers of March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 on a standalone basis are not comparable.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of the services and the time between the provision of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The Restated Consolidated Financial Information have been prepared by the management in connection with the proposed listing of Equity Shares on the Stock Exchanges in accordance with the requirements of: (i) Section 26 of Companies Act, 2013; and (ii) the SEBI ICDR Regulations.

Use of estimates

The presentation of consolidated financial information requires estimates and assumptions to be made that affect the reported amount of assets and liabilities (including contingent liability) on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which results are known or have materialised. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

Revenue recognition

- (a). Revenue is recognised when there is reasonable certainty of its ultimate realisation/collection and when it is measurable the Company accounts the same on accrual basis.
- (b). Revenue from broking activities is accounted for on the trade date of transactions (net of service tax and goods and service tax).
- (c). Revenue from mutual fund distribution, insurance, personal loan, depository income, subscription in IPOs and cross sales operations has been accounted on an accrual basis.
- (d). Delayed payment charges are accounted on accrual basis.
- (e). Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (f). Portfolio management fee are accounted on accrual basis as follows:
 - in case of fee based on fixed percentage of the corpus, income is accrued as per the agreement on quarterly basis.
 - in case of premature withdrawal, flat percentage of corpus is charged.
- (g). Dividend income is recognised when the right to receive dividend is established.
- (h). Interest income from financing activities is recognised on an accrual basis, except interest on non-performing assets is recognised on receipt basis as per Reserve Bank of India Prudential norms for Non-Banking Financial Companies Directions, 2015.
- (i). Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (j). Membership fee (net of service tax and GST and rebates) is recognised as income on receipt of fee subject to commencement of subscription period. Further, fee receivable from customers at the end of the year has been recognised as income for the year.
- (k). Personal training fee is recognised as income on receipt of fees. Also, fees receivable at the end of the year has been recognised as income for the year.

- (l). Revenue from software consultancy charges are accounted for on accrual basis.
- (m). Syndication fee are accrued based on completion of assignments in accordance with terms of understanding.
- (n). In respect of other heads of income, our Company accounts the same on accrual basis.
- (o). Revenue excludes service tax or value added tax or goods and services tax.

Property, plant and material

Property, plant and equipment are stated at acquisition cost, net of accumulated depreciation. Acquisition cost for this purpose includes purchase price, non-refundable taxes or levies and other directly attributable costs of bringing the asset to its working condition for its intended use. Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of property, plant and equipment that have been retired from active use and held for disposal are stated at lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the statement of profit and loss.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at the end of each Financial Year. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Computer software which is not an integral part of the related hardware is classified as an intangible asset. Based on the management's evaluation, the intangible assets are amortised over the period of five years of useful life with effect from April 1, 2014 which was earlier amortised over period of 10 years.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the consolidated statement of profit and loss.

Goodwill on consolidation and acquired on amalgamation or acquisition of business is tested for impairment on the balance sheet date and impairment loss if any, is recognised in the consolidated statement of profit and loss.

Depreciation and amortisation

- (i). Depreciation on property, plant and equipment is provided on a pro-rata basis on the straight -line method over the estimated useful lives of the assets as prescribed by Schedule II to the Companies Act, 2013.
- (ii). From April 1, 2014, our Company has changed the method of providing the depreciation from written down value to straight line method for all tangible assets other than building. In management's view this change provides a systematic basis of depreciation charge, representative of pattern of usage and provides greater consistency with the depreciation method used by other companies in the same industry. Accordingly, depreciation on tangible assets is provided on a pro-rata basis on the straight-line method

over the estimated useful lives of the assets as prescribed under Schedule II to the Companies Act, 2013.

- (iii). Leasehold improvements are amortised over the primary period of lease.
- (iv). Intangible assets are amortised over the period of five years of useful life.
- (v). Depreciation on additions or deletions to property, plant and equipment is provided on pro-rata basis from or up to the date the asset is put to use or discarded.
- (vi). Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the consolidated statement of profit and loss.
- (vii). Till the year ended March 31, 2014, the Company used to follow depreciation rates prescribed under prescribed under schedule XIV of the Companies Act, 1956, however, with effect from April 1, 2014 depreciation rates prescribed by Schedule II to Companies Act 2013 has been followed.

Assets	Useful life (in years)	
	June 30, 2018	March 31, 2018
Tangible assets		
Buildings	60	60
Leasehold Improvements	Amortised over the primary period of lease	
Office Equipments	5	5
Air Conditioners	5	5
Computer Equipments	3 to 6	3 to 6
VSAT Equipments	5	5
Furniture and Fixtures	10	10
Vehicles	8	8
Computer software	Amortised over the period of 5 years of useful life	

Borrowing costs

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

Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset (property plant and equipment or intangible) may be impaired. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments (non-current investments). Current investments are carried at lower of cost or fair value. Long term investments are carried at cost. However, provision for diminution is made to recognise a decline, other

than temporary, in the value of the investments, such reduction being determined and made for each investment individually. Amount of interest attributable to the pre-acquisition period is reduced from cost once it is received and balance is recognised in the statement of consolidated profit and loss.

Inventories

The securities acquired with the intention of short term holding and trading positions are considered as “Stock-in-Trade” and disclosed as current assets. The securities held as “Stock-in-Trade” under current assets are valued at lower of cost or market value. When stock is valued at cost, it is based on first-in-first-out method.

Foreign currency transactions

- (i). Transactions in foreign currencies are recorded at the rate of exchange in force at the time of occurrence of the transactions.
- (ii). Exchange differences arising on settlement of revenue transactions are recognised in the statement of consolidated profit and loss.
- (iii). Monetary items denominated in a foreign currency are restated using the exchange rates prevailing at the date of balance sheet and the resulting net exchange difference is recognised in the statement of consolidated profit and loss.

Employee benefits

(i) Provident fund

Our Company contributes to a recognised provident fund which is a defined contribution scheme. The contributions are accounted for on an accrual basis and recognised in the Statement of Profit and Loss.

The Company is statutorily required to maintain a provident fund as a part of retirement benefits to its employees. Each employee contributes a certain percentage of his or her basic salary and the Company contributes an equal amount for eligible employees. The Company makes contribution as required by The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 to Employees’ Pension Scheme administered by the Regional Provident Fund Commissioner. The Company makes balance contributions to a fund administered by trustees. The funds are invested according to the rules prescribed by the Government of India.

(ii) Gratuity

Our Company provides for gratuity as a defined benefit plan (the “Gratuity Plan”) covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides for a lump sum payment to vested employees at retirement, death, incapacitation; or determination of employment after a definite period, of an amount based on the respective employee’s salary and the tenure of employment. The liability is actuarially determined (using the projected unit credit method) at the end of each year. Actuarial losses or gains are recognised in the statement of consolidated profit and loss in the year in which they arise.

(iii) Compensated absences

The employees of our Company are entitled to compensated absences as per the policy of the Company. Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the leave

as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

Current and deferred tax

- (i). Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing.
- (ii). Provision for taxation for the year is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.
- (iii). Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognised amount and there is intention to settle the assets and the liabilities on a net basis.
- (iv). Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax asset, on timing differences, being the difference between taxable incomes and accounting income that originate in one year and are capable of reversal in one or more subsequent years.
- (v). Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty of their realisation. This reasonable level of certainty would normally be achieved by examining the past record of our Company and by making realistic estimates of profits for the future. In case of carry forward losses and unabsorbed depreciation, under tax laws, the deferred tax assets are recognised only to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be raised.
- (vi). Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted on the balance sheet date. At each balance sheet date, our Company re-assesses unrecognised deferred tax assets, if any.
- (vii). Deferred tax assets and liabilities are offset when there is a legally enforceable rights to set off assets against liabilities representing the current tax and where the deferred tax assets and liabilities relate to taxes on income levied by the same governing taxation laws.
Our company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

Provisions and contingent liabilities

- (i). Provisions are recognised when there is a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value.
- (ii). Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of our Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent assets are not recognised in the financial statements.
- (iii). In respect of one of our Subsidiaries, which is a non-banking financial company, contingent provisions on standard assets, provisions for non-performing assets and classification of assets is made in line with the Non-systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.
- (iv). Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Leased assets

Assets acquired under leases where a significant portion of the risks and rewards of the ownership are retained by the lessor are classified as operating leases. The rentals and all other expenses of assets under operating leases are charged to the statement of consolidated profit and loss on a straight-line basis over the period of the lease. Assets given on operating leases are included in fixed assets. Lease income is recognised in the statement of consolidated profit and loss on straight line basis over the lease term. Initial direct costs such as legal costs and brokerage costs, are recognised immediately in the statement of consolidated profit and loss.

Cash and cash equivalents

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

Earnings per share

The basic earnings per share is computed by dividing the net profit/(loss) attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. 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.

Segment reporting

Inter-segment revenue has been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses which relate to our Company as a whole and are not allocable to segments on a reasonable basis, have been included under “Unallocated expenses or income”.

The Company operates in one geographic segment namely “Within India” and hence no separate information for geographical segment is required. The business segments have been considered as the primary segment for disclosure. Our Company’s primary business comprises of following segments:

- (i). Broking and related services, which include broking, advisory, product distribution and other income incidental to broking business.
- (ii). Finance and Investing Activities, which include income from financing and investment activities;
- (iii). Health and allied fitness activities, which include income from fitness center operations;

Our Company’s primary business segments are reflected based on principal business activities, the nature of services, the differing risks and returns, the organization structure and the internal financial reporting system.

Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

During the Financial Year ended March 31, 2018, pursuant to SEBI circular no. CIR/MRD/DP/54/2017 dated June 13, 2017, the Company provided margin trading facility (“MTF”) to its customers which is incidental to its main business of broking. During the Financial Year ended March 31, 2018, in its audited consolidated financial information, the Company has allocated the revenue generated in form of interest income from MTF and corresponding assets under financing and investing activities segment. Whilst such interest income and corresponding assets have been allocated under the finance and investing activities segment, the related interest cost remained allocated to the broking and related services segment, in the audited consolidated financial information for the Financial Year ended March 31, 2018.

With effect from April 1, 2018, the revenue generated in the form of interest income from MTF and corresponding assets the has been allocated by the Company under broking and related services segment and effect of the same has been reflected in the audited special purpose interim consolidated financial information for the quarter ended June 30, 2018 and consequently given effect in the Restated Consolidated Financial Information for the Financial

Year ended March 31, 2018. Accordingly, the segment details reported in the Restated Consolidated Financial Information for the period ended March 31, 2018 (Refer Annexure XXXI – 2) differ from those reported in the audited consolidated financial information of the Company for the Financial Year ended March 31, 2018 which was adopted by the Board of Directors of the Company on May 11, 2018. The Company continues to provide similar funding for non-MTF designated customers and levies delayed payment charges for such funding and the income and expense from delayed payment charges are accordingly allocated under the broking and related services segment.

For details on our segment reporting, please see below:

(in ₹ million)

Particulars	Broking and Related services				Finance and Investing activities				Health and allied fitness activities				Unallocated			
	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016	June 30, 2018	March 31, 2018	March 31, 2017	March 31, 2016
<i>Segment Revenue</i>																
External Revenue	1,998.33	7,613.06	5,194.85	4,245.73	41.71	171.55	265.79	241.32	13.35	57.17	62.47	67.52	1.34	2.11	0.02	67.70
Inter - Segment Revenue	2.95	42.15	(39.33)	(38.97)	-	4.99	42.84	40.02	-	-	(3.51)	(1.05)	-	-	-	-
Total Revenue	2,001.28	7,655.21	5,155.52	4,206.76	41.71	176.54	308.63	281.34	13.35	57.17	58.96	66.47	1.34	2.11	0.02	67.70
<i>Segment Results</i>																
Segment Results	384.07	1,550.53	300.66	352.84	19.47	70.60	205.86	111.34	(8.49)	(29.48)	(27.47)	(12.40)	1.34	(4.71)	0.02	67.70
Profit before tax	384.07	1,550.53	300.66	352.84	19.47	70.60	205.86	111.34	(8.49)	(29.48)	(27.47)	(12.40)	1.34	(4.71)	0.02	67.70
Income taxes (Current and Deferred tax)																
Profit after tax																
<i>Other Information</i>																
Segment Assets	18,535.53	21,981.75	16,329.97	10,019.49	1,156.96	1,416.15	1,404.23	1,086.01	177.49	176.56	187.10	183.85	94.69	99.69	106.78	99.46
Segment Liabilities	14,453.67	18,234.60	13,397.61	7,294.06	407.57	529.28	597.12	285.51	89.14	158.72	134.16	106.48	8.94	2.12	4.83	9.72
Capital Expenditure (including capital work-in-progress)	15.09	75.07	106.39	134.77	-	0.02	-	-	0.65	0.33	15.96	34.31	-	-	-	-
Segment Depreciation and Amortization	28.99	124.96	116.30	111.62	1.67	6.70	6.57	6.18	2.72	13.63	12.35	12.34	-	-	-	-
Segment non-cash expense other than Depreciation	45.44	103.13	66.31	74.34	0.00	0.67	2.11	2.35	0.19	0.17	0.23	0.17	-	-	-	-

Dividend to Company's shareholders

Dividend paid to shareholders is recognised once it is approved by the shareholders in the general meeting, while interim dividend is recognised basis approval by the Board.

Basis of preparation and presentation of our restated financial statements

Our Restated Financial Statements have been prepared in accordance with SEBI ICDR Regulations and are based on audited financial statements which are prepared and presented in accordance with Indian GAAP and the Companies Act, 2013.

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956, Companies (Accounting Standards) Rules, 2006, as amended, and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of the services and the time between the provision of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. The restated consolidated summary statements have been prepared using uniform accounting policies for similar transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as our separate financial statements.

Revenues and Expenses

Our revenues and expenditures are reported in the following manner:

Revenue

Revenue: Total revenue comprises revenue from operations and other income.

Revenue from operations: Revenue from operations comprises brokerage revenue, interest from lending activities, income from depository operations, portfolio management services fee, income from distribution activities, membership fee from gymnasium, personal training fee, surplus from cafeteria, income from software consultancy charges, interest on margin trading facility and income from other operating activities. Income from other operating activities comprises delayed payment charges, interest received on fixed deposits under lien with Stock Exchanges, profit from error trade, delayed payment charges and other income from gymnasium.

Other income: Other income primarily comprises interest on fixed deposits with banks, income from co-branding, profit on redemption of mutual funds, dividend from investments in long term investments and mutual funds (current investments), profit from sale of assets, income from business support services and miscellaneous income.

Expenses

Expenses comprises employee benefit expenses, depreciation and amortisation expenses, finance costs and other expenses.

Employee benefits expense: Employee benefits expense comprises salaries, allowances and bonus, contribution to employees' provident and other funds, gratuity, compensated absences, training and recruitment expenses and staff welfare expenses.

Depreciation and amortization expenses: Depreciation and amortization expenses comprises depreciation on tangible assets and amortization of intangible assets.

Finance costs: Finance costs primarily comprises interest expenses (on term loans, working capital loans, loans against securities and against properties, car loans, bank overdraft, income tax and others), commercial paper charges, bank guarantee charges and bank charges.

Other expenses: Other expenses primarily comprises sub-brokerage charges, advertisement and business promotion, software license and maintenance expenses, conveyance and travelling expenses, legal and professional fee, printing & stationery, electricity, repairs & maintenance, bad debts written off, loss on sale of fixed assets, communication expenses, rent for premises, demat charges and miscellaneous expenses.

Our Results of Operations

The following table sets forth select financial data from our restated consolidated statement of profit and loss for the quarter ended June 30, 2018 and the Financial Years 2018, 2017 and 2016, the components of which are also expressed as a percentage of total revenue for such periods:

Particulars	For the quarter ended June 30, 2018		For the year ended March 31, 2018		For the year ended March 31, 2017		For the year ended March 31, 2016	
	Amount ₹ in million)	Percentage of Revenue (%)	Amount ₹ in million)	Percentage of Revenue (%)	Amount ₹ in million)	Percentage of Revenue (%)	Amount ₹ in million)	Percentage of Revenue (%)
REVENUE								
Revenue from Operations	1,937.14	94.28	7,647.65	97.50	5,369.23	97.21	4,474.10	96.79
Other Income	117.59	5.72	196.24	2.50	153.94	2.79	148.60	3.21
Total Revenue	2,054.73	100.00	7,843.89	100.00	5,523.17	100.00	4,622.70	100.00
EXPENSES								
Employee Benefits Expense	360.10	17.53	1,245.01	15.87	1,248.87	22.61	1,055.27	22.83
Depreciation and Amortisation Expenses	33.38	1.62	145.29	1.85	135.21	2.45	130.14	2.82
Finance Costs	225.29	10.96	946.90	12.07	539.30	9.76	356.63	7.71
Other Expenses	1,039.57	50.59	3,919.76	49.97	3,120.72	56.50	2,561.17	55.40
Total Expenses	1,658.34	80.71	6,256.96	79.77	5,044.10	91.33	4,103.21	88.76
Profit before tax and material adjustments	396.39	19.29	1,586.93	20.23	479.07	8.67	519.49	11.24
TAX EXPENSE								
Current tax	140.03	6.82	553.13	7.05	175.63	3.18	180.33	3.90
Deferred Tax	0.54	0.03	(34.16)	(0.44)	(4.89)	(0.09)	10.30	0.22
Taxes for earlier years	(0.09)	(0.00)	(11.32)	(0.14)	(10.54)	(0.19)	6.53	0.14
Corporate Dividend Tax of a subsidiary	-	-	-	-	8.73	0.16	5.08	0.11
Total Tax expense	140.48	6.84	507.65	6.47	168.93	3.06	202.24	4.37
Net Profit as restated	255.91	12.45	1,079.28	13.76	310.14	5.62	317.24	6.86

Quarter ended June 30, 2018

Total Revenue

Our total revenue for the quarter ended June 30, 2018 was ₹ 2,054.73 million. Of this brokerage revenue was ₹ 1,228.43 million. The ADTO during the quarter increased by 21.08%.

Revenue from operations

Our revenue from operations for the quarter ended June 30, 2018 was ₹ 1,937.14 million.

Other income

Our other income for the quarter ended June 30, 2018 was ₹ 117.59 million.

Total Expenses

Our total expenses for the quarter ended June 30, 2018 was ₹ 1,658.34 million.

Employee benefits expenses

Our employee benefits expenses for the quarter ended June 30, 2018 was ₹ 360.10 million.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses for the quarter ended June 30, 2018 was ₹ 33.38 million.

Finance costs

Our finance costs for the quarter ended June 30, 2018 was ₹ 225.29 million.

Other expenses

Our other expenses for the quarter ended June 30, 2018 was ₹ 1,039.57 million.

Total Tax expenses

Our total tax expenses for the quarter ended June 30, 2018 was ₹ 140.48 million.

Net profit as restated

Our net profit as restated for the quarter ended June 30, 2018 was ₹ 255.91 million.

Financial Year 2018 compared to Financial Year 2017

Revenue and Expenses

	(₹ in millions)	
	For the year ended March 31, 2018	For the year ended March 31, 2017
Revenue from Operations		
<i>Revenue</i>		
Brokerage	4,784.59	3,594.10
Interest From Lending Activities	171.15	140.38
Income from Depository Operations	306.07	188.14
Portfolio Management Services Fees	9.23	6.80
Income from Distribution Activity	125.56	69.93
Membership fees from Gym	35.63	41.42
Personal Training Fees	17.62	19.13
Surplus from Cafeteria (Net)	-	1.38
Income from Software Consultancy Charges	-	-
Interest on margin trading facility	1,798.63	-
<i>Income from Other Operating Activities:</i>		
Interest received on Fixed Deposits with Stock Exchanges (current investment)	330.31	238.27
Delayed payment charges	68.32	1,069.07
Other Gym Income	0.63	0.51
<i>Profit/(loss) on shares</i>	(0.09)	0.10
Other Income	196.24	153.94
Total Revenue (A)	7,843.89	5,523.17
<i>Expenses</i>		
Employee benefits expenses	1,245.01	1,248.87
Depreciation and amortisation expense	145.29	135.21
Finance costs	946.90	539.30
Other expenses	3,919.76	3,120.72
Total expenses (B)	6,256.96	5,044.10
Profit before tax and material adjustments (C) = (A - B)	1,586.93	479.07
Total Tax expense	507.65	168.93
Net profit as restated	1,079.28	310.14

Total Revenue

Our total revenue increased by 42.02% from ₹ 5,523.17 million in Financial Year 2017 to ₹ 7,843.89 million in Financial Year 2018 primarily due to increase in: (i) brokerage revenue, (ii) income from client funding (margin trading facility and delayed payment charges), (iii) income from depository operations, (iv) income from distribution activity, (v) interest received on fixed deposits with the Stock Exchanges, and (vi) profit on redemption of mutual funds and interest on bonds.

Revenue from operations

Our revenue from operations increased by 42.43% from ₹ 5,369.23 million in Financial Year 2017 to ₹ 7,647.65 million in Financial Year 2018 primarily due to increase in: (i) brokerage revenue, (ii) interest from lending activities, (iii) income from depository operations, and (iv) income from distribution activity. Further, our Company started margin trading facility services in Financial Year 2018 and accordingly, an increase in revenue from operations of ₹ 1,798.63 million is attributed to addition of new services being offered by our Company.

(i). *Brokerage Revenue*

Our brokerage revenue increased by 33.12% from ₹ 3,594.10 million in Financial Year 2017 to ₹ 4,784.59 million in Financial Year 2018. This increase was primarily due to an increase in our ADTO by 31.88% over the Financial Year, driven by 35.70% increase in derivatives volume and 84.35% increase in cash volumes.

(ii). *Interest from lending activities*

Our interest income from lending activities increased by 21.92% from ₹ 140.38 million in Financial Year 2017 to ₹ 171.15 million in Financial Year 2018. This increase was primarily due to increase in funding availed by clients for cash segment trades.

(iii). *Income from depository operations*

Our interest income from depository operations increased by 62.68% from ₹ 188.14 million in Financial Year 2017 to ₹ 306.07 million in Financial Year 2018. Increase in income from depository operations was on account of increase in transactions by 36.37% during the Financial Year.

(iv). *Income from distribution activity*

Our income from distribution activity increased by 79.55% from ₹ 69.93 million in Financial Year 2017 to ₹ 125.56 million in Financial Year 2018. This increase was primarily due to increase in commissions from distribution of third party products.

(v). *Fee income from portfolio management services, membership fee from gymnasium and personal training fee*

Our fee income from portfolio management services fees increased by 35.74% from ₹ 6.80 million in Financial Year 2017 to ₹ 9.23 million in Financial Year 2018 while the membership fee from gymnasium and personal training fee decreased by 13.98% from ₹ 41.42 million in Financial Year 2017 to ₹ 35.63 million in Financial Year 2018 and by 7.89% from ₹ 19.13 million in Financial Year 2017 to ₹ 17.62 million in Financial Year 2018.

Income from Other Operating Activities:

Our income from other operating activities decreased by 69.47% from ₹ 1,307.85 million in Financial Year 2017 to ₹ 399.26 million in Financial Year 2018. This decrease was primarily due to decrease in delayed payment charges. This decrease was offset by interest income generated from commencement of margin trading facility. However, interest received on fixed deposits with stock exchanges increased by 38.63% from ₹ 238.27 million in Financial Year 2017 to ₹ 330.31 million in Financial Year 2018.

Other income

Our other income increased by 27.48% from ₹ 153.94 million in Financial Year 2017 to ₹ 196.24 million in Financial Year 2018 primarily due to profit on redemption of mutual funds and interest received on bonds.

Total Expenses

Our total expenses increased by 24.05% from ₹ 5,044.10 million in Financial Year 2017 to ₹ 6,256.96 million in Financial Year 2018 primarily due to increase in finance costs, sub-brokerage charges, software expenses, travelling and conveyance expenses, and other miscellaneous expenses incurred by us.

(i). *Employee benefits expenses*

Our employee benefits expenses decreased marginally by 0.31% from ₹ 1,248.87 million in Financial Year 2017 to ₹ 1,245.01 million in Financial Year 2018.

(ii). *Depreciation and amortisation expenses*

Our depreciation and amortisation expenses increased by 7.46% from ₹ 135.21 million in Financial Year 2017 to ₹ 145.29 million in Financial Year 2018 primarily due to increase in amortisation expenses on intangible assets.

(iii). *Finance costs*

Our finance costs increased by 75.58% from ₹ 539.30 million in Financial Year 2017 to ₹ 946.90 million in Financial Year 2018 primarily due to interest paid on working capital loans and bank overdrafts, availed for client funding under

margin trading facility and meeting the higher margin requirements at exchanges, emanating from a 31.88% growth of ADTO.

(iv). *Other expenses*

Our other expenses increased by 25.60% from ₹ 3,120.72 million in Financial Year 2017 to ₹ 3,919.76 million in Financial Year 2018 primarily due to increase in sub-brokerage charges, software expenses, travelling and conveyance expenses, legal and professional fee and miscellaneous expenses. Increase in sub-brokerage charges were driven by increase in B2B client ADTO.

Total Tax expenses

Our total tax expenses increased by 200.51% from ₹168.93 million in Financial Year 2017 to ₹507.65 million in Financial Year 2018 primarily due to an increase in the profit before tax.

Net profit as restated

Our net profit as restated, increased by 248.00% from ₹ 310.14 million in Financial Year 2017 to ₹1,079.28 million in Financial Year 2018.

Financial Year 2017 compared to Financial Year 2016

Revenue and Expenses

	(₹ in millions)	
	For the year ended March 31, 2017	For the year ended March 31, 2016
Revenue from Operations		
<i>Revenue</i>		
Brokerage	3,594.10	3,141.57
Interest From Lending Activities	140.38	177.51
Income from Depository Operations	188.14	173.21
Portfolio Management Services Fees	6.80	5.55
Income from Distribution Activity	69.93	40.98
Membership fees from Gym	41.42	41.23
Personal Training Fees	19.13	24.22
Surplus from Cafeteria (Net)	1.38	1.67
Income from Software Consultancy Charges	-	3.47
Interest on margin trading facility	-	-
<i>Income from Other Operating Activities:</i>		
Interest received on Fixed Deposits with Stock Exchanges (current investment)	238.27	217.97
Profit on error trade	-	0.07
Delayed payment charges	1,069.07	646.24
Other Gym Income	0.51	0.37
<i>Profit/ (loss) on shares</i>	0.10	0.04
Other Income	153.94	148.60
Total Revenue (A)	5,523.17	4,622.70
<i>Expenses</i>		
Employee benefits expenses	1,248.87	1,055.27
Depreciation and amortisation expense	135.21	130.14
Finance costs	539.30	356.63
Other expenses	3,120.72	2,561.17
Total expenses (B)	5,044.10	4,103.21
Profit before tax and material adjustments (C) = (A - B)	479.07	519.49
Total Tax expense	168.93	202.24
Net profit as restated	310.14	317.24

Total Revenue

Our total revenue increased by 19.48% from ₹ 4,622.70 million in Financial Year 2016 to ₹ 5,523.17 million in Financial Year 2017 to primarily due to increase in: (i) brokerage revenue, (ii) income from client funding (delayed payment charges), (iii) income from distribution activity, and (iv) interest received on fixed deposits with the Stock Exchanges and banks.

Revenue from operations

Our revenue from operations increased by 20.01% from ₹ 4,474.10 million in Financial Year 2016 to ₹ 5,369.23 million in Financial Year 2017 primarily due to increase in:(i) brokerage revenue, (ii) interest income from lending activities, (iii) income from depository operations, (iv) income from distribution activity.

(i). Brokerage Revenue

Our brokerage revenue increased by 14.40% from ₹ 3,141.57 million in Financial Year 2016 to ₹ 3,594.10 million in Financial Year 2017. This increase was primarily due to an increase in our ADTO by 28.65% over the Financial Year, driven by 29.79% increase in derivatives volume and 41.67% increase in cash volumes.

(ii). Interest from lending activities

Our interest income from lending activities decreased by 20.92% from ₹ 177.51 million in Financial Year 2016 to ₹ 140.38 million in Financial Year 2017. This decrease was primarily due to decrease in funding availed by clients for cash segment trades.

(iii). Income from depository operations

Our interest income from depository operations increased by 8.62% from ₹ 173.21 million in Financial Year 2016 to ₹ 188.14 million in Financial Year 2017. Increase in income from depository operations was on account of increase in transactions by 14.99% during the Financial Year.

(iv). Income from distribution activity

Our income from distribution activity increased by 70.64% from ₹ 40.98 million in Financial Year 2016 to ₹ 69.93 million in Financial Year 2017. Increase in income from distribution activity was on account of increase in commissions from distribution of third party products.

(v). Fee income from portfolio management services, membership fee from gymnasium and personal training fee

Our fee income from portfolio management services increased by 22.52% from ₹ 5.55 million in Financial Year 2016 to ₹ 6.80 million in Financial Year 2017. The membership fee from gymnasium marginally decreased by 0.46% from ₹ 41.23 million in Financial Year 2016 to ₹ 41.42 million in Financial Year 2017 and the personal training fee decreased by 21.02% from ₹ 24.22 million in Financial Year 2016 to ₹ 19.13 million in Financial Year 2017.

Income from Other Operating Activities:

Our income from other operating activities increased by 51.26% from ₹ 864.65 million in Financial Year 2016 to ₹ 1,307.85 million in Financial Year 2017. This increase was primarily due to increase in delayed payment charges.

Other income

Our other income increased by 3.59% from ₹ 148.60 million in Financial Year 2016 to ₹ 153.94 million in Financial Year 2017 primarily due to receipt of interest on fixed deposits with banks, recovery of bad debts and miscellaneous income.

Total Expenses

Our total expenses increased by 22.93% from ₹ 4,103.21 million in Financial Year 2016 to ₹ 5,044.10 million in Financial Year 2017 primarily due to increase in employee benefits expenses, finance costs including interest expenses, and other expenses such as sub-brokerage charges, software expenses, expenses on advertisements and business promotion and miscellaneous expenses incurred by us.

Employee benefits expenses

Our employee benefits expenses increased by 18.35% from ₹ 1,055.27 million in Financial Year 2016 to ₹ 1,248.87 million in Financial Year 2017 primarily due to an increase in salaries, allowances and bonus, training and recruitment expenses and staff welfare expenses.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 3.90% from ₹ 130.14 million in Financial Year 2016 to ₹ 135.21 million in Financial Year 2017 primarily due to increase in amortisation expenses on intangible assets.

Finance costs

Our finance costs increased by 51.22% from ₹ 356.63 million in Financial Year 2016 to ₹ 539.30 million in Financial Year 2017 primarily due to interest paid on working capital loans and bank overdraft, availed for client funding and meeting the margin requirements at exchanges, emanating from a 28.65% growth of average daily turnover

Other expenses

Our other expenses increased by 21.85% from ₹ 2,561.17 million in Financial Year 2016 to ₹ 3,120.72 million in Financial Year 2017 primarily due to increase in sub-brokerage charges, software expenses, expenses on advertisements and business promotion and miscellaneous expenses incurred by us. Increase in sub-brokerage charges were driven by increase in B2B client ADTO.

Total Tax expenses

Our tax expenses decreased by 16.47% from ₹ 202.24 million in Financial Year 2016 to ₹ 168.93 million in Financial Year 2017 primarily due to credit of deferred tax charge and for taxes paid in the earlier years and a decrease in the current tax paid.

Net profit as restated

Our net profit as restated decreased by 2.24% from ₹ 317.24 million in Financial Year 2016 to ₹ 310.14 million in Financial Year 2017.

Financial Position

The following table sets forth, at the dates indicated, our summary balance sheet:

Particulars	(In ₹ million)			
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	719.95	719.95	143.64	143.64
Reserves & Surplus	4,285.39	4,029.48	3,750.70	3,549.39
Non-current Liabilities				
Long Term Borrowings	64.83	72.60	77.34	87.70
Long Term Provisions	34.92	34.93	35.04	25.14
Deferred tax liability (net)	-	-	4.82	9.71
Current Liabilities				
Short Term Borrowings	8,355.03	11,150.24	7,624.35	3,481.86
Trade Payables				
Total outstanding dues of micro and small enterprises	0.02	-	-	-
Total outstanding dues of creditors other than micro and small enterprises	5,035.01	6,146.49	5,314.43	3,231.87
Other Current Liabilities	1,440.60	1,503.87	1,065.73	847.69
Short Term Provisions	28.92	16.59	12.43	20.68
TOTAL	19,964.67	23,674.15	18,028.48	11,397.68
ASSETS				
Non-current Assets				
Fixed Assets				
• Property plant and equipments	1,060.86	1,066.44	1,144.19	1,171.42
• Intangible Assets	85.98	91.60	83.67	47.39
• Capital Work in progress	-	-	-	12.64
• Intangible assets under development	-	-	6.41	18.34
Non-Current Investments	0.00	0.00	0.00	0.00
Deferred Tax Asset (Net)	28.79	29.33	-	-
Long Term Loans and Advances	314.40	304.55	204.00	190.24
Other Non-current Assets	37.14	32.08	37.58	32.41
Current Assets				
Current Investments	73.72	56.22	495.18	-
Inventories	0.56	0.57	1.82	1.51
Trade Receivables	1,371.20	1,584.63	8,581.89	4,459.26
Cash and Bank Balances	7,456.79	9,273.84	6,175.83	4,376.12
Short Term Loans and Advances	9,314.13	11,004.76	1,129.25	951.49
Other Current Assets	221.10	230.13	168.66	136.86
TOTAL	19,964.67	23,674.15	18,028.48	11,397.68

Quarter ended June 30, 2018

Our total assets was ₹ 19,964.67 million as at June 30, 2018. Our total liabilities was ₹ 19,964.67 million as at June 30, 2018.

Financial Year 2018 compared to Financial Year 2017

Our total assets increased by 31.32% from ₹ 18,028.48 million as at March 31, 2017 to ₹ 23,674.15 million as at March 31, 2018. This increase was primarily due to an increase in long term loans and advances, deferred tax asset and current assets. The increase in long term loans and advances was on account of increase in security deposits with exchanges. The increase in current assets was on account of increase in client funding book (margin trading facility and trade receivables) and margins placed with exchanges forming part of cash in bank.

Our total liabilities increased by 31.32% from ₹ 18,028.48 million as at March 31, 2017 to ₹ 23,674.15 million as at March 31, 2018. This increase was primarily due increase in short term borrowings (to augment the working capital for client funding) and trade payables to clients, sub-brokers and others.

Financial Year 2017 compared to Financial Year 2016

Our total assets increased by 58.18% from ₹ 11,397.68 million as at March 31, 2016 to ₹ 18,028.48 million as at March 31, 2017. This increase was primarily due to an increase in intangible assets, and current assets. . The increase in current assets was on account of investments in mutual funds and bonds, trade receivables from clients and balances maintained for exchange obligations.

Our total liabilities increased by 58.18% from ₹ 11,397.68 million as at March 31, 2016 to ₹ 18,028.48 million as at March 31, 2017. This increase was primarily due increase in short term borrowings (to augment the working capital for client funding) and trade payables to clients, sub-brokers and others.

Liquidity and Capital Resources

The following table sets forth, for the periods indicated, a summary of cash flows:

Particulars	(in ₹ million)			
	For the quarter ended June 30, 2018	For the Financial Year ended 2018	For the Financial Year ended 2017	For the Financial Year ended 2016
Net cash generated (used in)/from operating activities	3,155.63	(3,092.83)	(2,101.53)	(752.48)
Net cash generated (used in)/from investing activities	0.58	471.98	(493.38)	(153.93)
Net cash generated (used in)/from financing activities	(3,021.55)	2,388.94	3,503.28	395.87

Cash generated from operating activities

Quarter ended June 30, 2018

Net cash generated from operating activities was ₹ 3,155.63 million for the quarter ended June 30, 2018.

Financial Year 2018 compared to Financial Year 2017

Net cash used in operating activities increased by 47.17% from ₹ 2,101.53 million in Financial Year 2017 to ₹ 3,092.83 million in Financial Year 2018. This change was primarily due to increase in current assets mainly in balances maintained for exchange obligations and short terms loans and advances (client funding), which was offset by corresponding decrease in trade receivables (client funding) and higher operating profit. The increase in short term loans and advances was on account of commencement of the business of providing margin trading facility during Financial Year 2018.

Financial Year 2017 compared to Financial Year 2016

Net cash used in operating activities increased by 179.28% from ₹ 752.48 million in Financial Year 2016 to ₹ 2,101.53 million in Financial Year 2017. This increase in net cash used in operating activities was primarily due to increase in current assets; trade receivables and short terms loans and advances (client funding), offset by increase in trade payables, short term provisions and tax paid.

Cash generated from investing activities

Quarter ended June 30, 2018

Net cash generated from investing activities was ₹ 0.58 million for the quarter ended June 30, 2018.

Financial Year 2018 compared to Financial Year 2017

Net cash generated from investing activities increased by 195.66% from ₹ (493.38) million in Financial Year 2017 to ₹ 471.98 million in Financial Year 2018. This increase in net cash generated from investing activities was primarily due to inflow on redemption of mutual funds and sale of bonds.

Financial Year 2017 compared to Financial Year 2016

Net cash used in investing activities increased by 220.52% from ₹ (153.93) million in Financial Year 2016 to ₹ (493.38) million in Financial Year 2017. This increase in net cash used in investing activities was primarily due to investments in bonds and mutual funds during the Financial Year 2017.

Cash generated from financing activities

Quarter ended June 30, 2018

Net cash used in financing activities was ₹ 3,021.55 million for the quarter ended June 30, 2018. This was on account of repayments of working capital facilities to the banks.

Financial Year 2018 compared to Financial Year 2017

Net cash generated from financing activities decreased by 31.81% from ₹ 3,503.28 million in Financial Year 2017 to ₹ 2,388.94 million in Financial Year 2018. This decrease in net cash generated from financing activities was primarily due to repayment of bank borrowings, higher interest outflow on working capital borrowings and higher dividend distribution.

Financial Year 2017 compared to Financial Year 2016

Net cash generated from financing activities increased by over 784.96% from ₹ 395.87 million in Financial Year 2016 to ₹ 3,503.28 million in Financial Year 2017. This increase in net cash generated from financing activities was primarily due to increase in bank borrowings offset by higher interest outflow on working capital borrowings and higher dividend distribution.

Contingent Liabilities

From time to time we may be contingently liable with respect to litigation and claims that arise in the normal course of operations as provided below (disclosed as per AS 29):

Particulars	<i>(in ₹ million)</i>			
	As at June 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
Guarantees:				
Bank guarantees placed at Exchanges as Margin	2,652.50	1,972.50	510.00	1,143.09
Others:				
Claims against the Company not acknowledged at debts	57.74	58.88	79.16	35.93
Disputed Income Tax Demands not provided for	263.72	104.66	233.34	268.07
TOTAL	2,973.96	2,136.04	822.50	1,447.09

Borrowings

As at June 30, 2018, we have long-term borrowings (including current maturities of long-term borrowings) and short-term borrowings aggregating to ₹ 8,448.24 million and total equity of ₹ 5,005.34 million representing total debt to equity ratio of 1.69.

Our short term borrowings primarily comprise of overdraft facilities, and working capital loans repayable on demand from banks; and loan against securities from NBFCs.

Transition from Indian GAAP to Ind AS

In terms of applicable laws, our Company is required to prepare their financial statements in accordance with Ind AS from Financial Year 2019. Accordingly, please see below the differences between Indian GAAP and Ind AS:

Ind AS No.	Particulars	Indian GAAP	Ind AS
Ind AS 1	Presentation of Financial Statements	<p><u>Other Comprehensive Income:</u></p> <p>There is no concept of ‘Other Comprehensive Income’ under Indian GAAP.</p>	<p><u>Other Comprehensive Income:</u></p> <p>Ind AS 1 introduces the concept of Other Comprehensive Income (“OCI”). Other comprehensive income comprises items of income and expense (including reclassification adjustments) that are not recognized in the statement of profit or loss as required or permitted by other Ind AS.</p>
		<p><u>Extraordinary items:</u></p> <p>Under Indian GAAP, extraordinary items are disclosed separately in the statement of profit and loss and are included in the determination of net profit or loss for the period.</p> <p>Items of income or expense to be disclosed as extraordinary should be distinct from the ordinary activities and are determined by the nature of the event or transaction in relation to the business ordinarily carried out by an entity.</p>	<p><u>Extraordinary items:</u></p> <p>Under Ind AS, presentation of any items of income or expense as extraordinary is prohibited.</p>
		<p><u>Change in Accounting Policies:</u></p> <p>Indian GAAP requires changes in accounting policies to be presented in the financial statements on a prospective basis (unless transitional provisions, if any, of an accounting standard require otherwise) together with a disclosure of the impact of the same, if material.</p> <p>If a change in the accounting policy has no material effect on the financial statements for the current period, but is expected to have a material effect in the later periods, the same should be appropriately disclosed.</p>	<p><u>Change in Accounting Policies:</u></p> <p>Ind AS requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise.</p>
		<p><u>Errors:</u></p> <p>Prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the statement of profit and loss in a manner that the impact on current profit or loss can be perceived.</p>	<p><u>Errors:</u></p> <p>Material prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening balance sheet.</p>
Ind AS 12	Deferred Taxes	<p>Under Indian GAAP, the Company determines deferred tax to be recognized in the financial statements with reference to the income statement approach i.e. with reference to the timing differences between profit offered for income taxes and profit as per the financial statements.</p>	<p>As per Ind AS 12 Income Taxes, deferred tax is determined with reference to the balance sheet approach i.e. based on the differences between carrying value of the assets/ liabilities and their respective tax base.</p> <p>Using the balance sheet approach, there could be additional deferred tax charge/ income on account of all Ind AS opening balance sheet Adjustments.</p>

Ind AS No.	Particulars	Indian GAAP	Ind AS
Ind AS 16	Property, plant and equipment – reviewing depreciation and residual value	Under Indian GAAP, the Company currently provides depreciation on Written Down Value (WDV) method over the useful lives of the assets estimated by the Management.	Ind AS 16 mandates reviewing the method of depreciation, estimated useful life and estimated residual value of an asset at least once in a year. The effect of any change in the estimated useful and residual value shall be taken prospectively. Ind AS 101 allows current carrying value under Indian GAAP for items of property, plant and equipment to be carried forward as the cost under Ind AS.
Ind AS 19	Accounting for Employee Benefits	Currently, under Indian GAAP the Company recognizes all short term and long term employee benefits in the profit and loss account as the services are received. For long term employee benefit, the Company applies actuarial valuation techniques to determine the liability.	Under Ind AS 19, the change in liability is split into changes arising out of service, interest cost and re-measurements and the change in asset is split between interest income and re-measurements. Changes due to service cost and net interest cost/ income need to be recognized in the income statement and the changes arising out of re-measurements are to be recognized directly in OCI.
Ind AS 24	Related Parties	Under Indian GAAP, the scope of related parties is limited. Indian GAAP covers the spouse, son, daughter, brother, sister, father and mother who may be expected to influence, or be influenced by, that individual in his/her dealings with the reporting enterprise. It covers key management personnel (KMP) of the entity only. Co-venturers or co-associates are not related to each other.	Definition of related party as per Ind AS is very wide. It includes the persons specified within the meaning of ‘relative’ under the Companies Act 2013 and that person’s domestic partner and dependents of that person’s domestic partner. It also covers KMP of the parent company as well. Two entities are related to each other in both their financial statements, if they are either co-venturers or one is a venture and the other is an associate.
Ind AS 37	Provisions, contingent liabilities and contingent assets	Under Indian GAAP discounting of provisions to present value is not permitted.	IND AS requires discounting the provisions to present value, if the effect of time value of money is material.
Ind AS 102	Share based payments	Under Indian GAAP, company has an option to account for share based payments on the basis of intrinsic value or fair value.	Under Ind AS, the share based payments have to be mandatorily accounted for basis the fair value and the same has to be recorded in the Statement of Profit or Loss over the vesting period. The fair valuation of the unvested options as on the transition date have to be adjusted against retained earnings.
Ind AS 32 / 107 / 109	Presentation and classification of Financial Instruments	Currently, under Indian GAAP, the financial assets and financial liabilities are recognised at the transaction value. The Company classifies all its financial assets and liabilities as short term or long term. Long term investments are carried at cost less any permanent diminution in the value of such investments determined on a specific identification basis. Current investments are carried at lower of cost or realisable value except for investments in mutual funds which are carried at the Net asset value declared by the	Ind AS 109 requires all financial assets and financial liabilities to be recognised on initial recognition at fair value. Financial assets have to be either classified as measured at amortized cost or measured at fair value. Where assets are measured at fair value, gains and losses are either recognized entirely in profit or loss (FVTPL), or recognized in other comprehensive income (FVOCI). Financial assets include equity and debts

Ind AS No.	Particulars	Indian GAAP	Ind AS
		<p>mutual fund in accordance with the NBFC Master Directions. Under Indian GAAP, disclosures are limited.</p> <p>Borrowings through hybrid instruments like compulsorily convertible debentures are presented as debt / equity based on their status at each reporting date.</p> <p>Financial liabilities are carried at their transaction values. Disclosures under Indian GAAP are limited.</p>	<p>investments, interest free deposits, loans, trade receivables etc.</p> <p>Disclosures under Ind AS are materially different from those prescribed under Indian GAAP.</p> <p>Under Ind AS 32, a financial liability shall be classified as debt or equity at the inception based on the underlying substance of the contractual arrangement.</p>
Ind AS 32/ 107 / 109	Subsequent Measurement of financial instruments	<p>Currently under Indian GAAP, income from loan processing fees is recognised entirely at the time of disbursement of loan in the Statement of Profit And Loss.</p> <p>Similarly, loan processing fees and other ancillary charges incurred for borrowing are recognised entirely at the time of availing the borrowing.</p> <p>All costs incurred for origination of loan portfolio are recognised in the Statement of Profit and Loss in the period in which they are incurred.</p> <p>In accordance with the NBFC Master Directions issued by the Reserve Bank of India, income on non-performing assets is recognised only on realisation basis.</p>	<p>Financial instruments classified at amortized cost and FVOCI and the related revenue (including processing fees and fees of similar nature) net of related costs have to be measured using the Effective Interest Rate (EIR) method. There are two measurement categories for financial liabilities – FVTPL and amortized cost.</p> <p>According to Ind AS 109, interest income on financial assets is recognised in accordance with EIR method on the gross carrying value pending on the stage in which the asset is categorised. In the case where the loan or an asset is considered impaired, the interest income will be accounted for at the net amount, i.e., gross carrying amount less provisions made.</p>
Ind AS 32 / 107 / 109	Financial Instruments - Impairment	<p>Under Indian GAAP, the Company assesses the provision for doubtful debts at each reporting period based on relevant information like creditworthiness of the borrower/ ability of the group to repay the dues / exceptional events like demonetisation / provisioning norms stipulated by the Reserve Bank of India.</p>	<p>The impairment methodology in Ind AS is based on expected credit losses with reference to credit risk of each financial instrument for all financial assets measured at amortized cost or FVOCI.</p>
Ind AS 109	Financial Instrument - Securitisation/ assignment of loans	<p>De-recognition of loans securitized is based on the “True Sale” criteria.</p> <p>Any loss arising on account of sale/ transfer of loan assets is required to be recognized immediately in the period in which such sale is effected whereas any profit/ premium arising on such sale is required to be amortised over the life of the securities issued or the life of the underlying loan assets.</p> <p>No adjustments are required for the obligations or benefits arising for acting as the servicing agent in the securitization / assignment transaction.</p>	<p>De-recognition of loans securitised is based on the ‘risk and reward’ model and a ‘control’ model.</p> <p>If de-recognition criteria is met, the financial asset transferred is de-recognized and difference between carrying value and consideration received shall be recognized in the statement of profit and loss. The entity also needs to recognize the interest payments that it would not give up as interest-only strip receivable (with corresponding credit to profit and loss) computed by discounting the excess interest spread (EIS) to its present value.</p> <p>If de-recognition criteria is not met, the entity shall continue to recognise the transferred asset in its entirety and shall recognise a financial liability for the consideration received. In subsequent</p>

Ind AS No.	Particulars	Indian GAAP	Ind AS
			<p>periods, the entity shall recognise any income on the transferred asset and any expense incurred on the financial liability.</p> <p>In case the entity also act as a servicing agent for the assigned loan portfolio, then servicing asset and servicing liability will be recognised upfront at their fair value for the right retained for servicing the financial asset for the service contract.</p>
Ind AS 103	Business Combinations	Under Indian GAAP, business combinations are accounted using pooling of interest method or purchase method based on fulfilment of certain conditions.	According to Ind AS 103, all assets / liabilities acquired under the business combination are measured at their fair values on the date of acquisition.
		All assets / liabilities acquired are recognised at their carrying value from the books of the amalgamating company or fair value of such assets / liabilities at the option of the Company in case of purchase method, against pooling of interest method where they are recognised at their carrying values only.	Additionally, the Company has an option under Ind AS 101 to restate any business combinations entered before the date of transition, in accordance with Ind AS 103.
Ind AS 108	Determination of Segments	Under Indian GAAP, companies are to identify two sets of segments (business and geographical), using a risks and rewards approach, with the Company's system of internal financial reporting to key management personnel serving only as the starting point for the identification of such segments.	Under Ind AS, operating segments are identified based on the financial information that is regularly reviewed by the chief operating decision-maker (CODM) in deciding how to allocate resources and in assessing performance.
		Under Indian GAAP, lease payments under an operating lease are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern of the users benefit.	Under Ind AS, lease payments under an operating lease are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless (a) another systematic basis is more representative of the time pattern of the user's benefit; or (b) the payments to the lessor are structured to increase in line with expected general inflation for cost increases. Further, Ind AS prescribes the accounting treatment for incentives received under the operating leases such as a rent free lease term. Accordingly, the benefit of such a rent-free lease term will be amortised over the lease term in accordance with the guidance given in Ind AS.

Material Contractual Obligations

As at June 30, 2018, we did not have any material contractual obligations or commercial commitments, including long-term debt, rental commitments, operating lease commitments, purchase obligations or other capital commitments, other than those as provided in the section entitled “*Financial Statements*” on page 210.

Off-Balance Sheet Arrangements

As of the date of this Draft Red Herring Prospectus, we had no off-balance sheet arrangements.

Known Trends or Uncertainties

Our business has been impacted, and we expect will continue to be impacted, by the trends identified above in “—*Key Factors Affecting our Results of Operations*” on page 328 and the uncertainties described in the section entitled “*Risk Factors*” on page 17.

Unusual or Infrequent Events or Transactions

To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no events or transactions relating to us which, in our judgment, would be considered unusual or infrequent.

Significant Economic Changes that Materially Affected or Are Likely to Affect Income from Continuing Operations

Please see the section entitled “*Risk Factors – General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects*” on page 17.

Significant Developments after June 30, 2018

According to our management, other than as disclosed in this draft red herring prospectus, there has not arisen any circumstances since June 30, 2018 which materially and adversely or are likely to affect our financial condition or results of operations:

1. Share purchase agreement dated July 27, 2018, constituting sale of 12,500,000 equity shares of Angel Wellness Private Limited for a total consideration of ₹ 125.00 million entered into between our Company and Dinesh D. Thakkar, Ashok D. Thakkar, Sunita A. Magnani, Ashwin S. Thakkar, Lalit T. Thakkar, Mukesh Gandhi, Bharat Shah (together with Hansa Bharat Shah), Nishith Jitendra Shah (together with Jitendra Nimchand Shah), Deepak T. Thakkar, Chandrakant Thakkar, Mahesh D. Thakkar, Tarachand Thakkar, Amit Thakkar and Muskaan Doultani (the “**Acquirers**”) and AWPL, in relation to the sale of 100.00% of the total issued and paid up equity share capital of Angel Wellness Private Limited to the Acquirers.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

The details of the outstanding litigation or proceedings relating to our Company, our Subsidiaries, our Promoters, our Group Companies and our Directors, as on the date of this Draft Red Herring Prospectus, are described in this section.

Except as disclosed below and in accordance with the materiality policy set out hereunder, there are no (i) outstanding criminal proceedings involving our Company, our Subsidiaries, our Group Companies, our Promoters and the Directors, (ii) outstanding actions taken by regulatory or statutory authorities involving our Company, our Subsidiaries, our Group Companies, our Promoters and the Directors, (iii) outstanding claims relating to direct and indirect taxes involving our Company, our Subsidiaries, our Group Companies, our Promoters and the Directors, and (iv) other outstanding matters involving our Company, our Subsidiaries, our Group Companies, our Promoters and the Directors, which are identified as material in terms of the materiality policy adopted by our Board (as disclosed herein below), (v) disciplinary actions taken by SEBI or a recognized stock exchange against our Promoters and Group Companies, in the last five years immediately preceding the date of this Draft Red Herring Prospectus, including any outstanding action, (vi) outstanding matters involving our Company pertaining to violations of securities law, and (vii) all outstanding matters filed against our Company which are in nature of winding up petition.

The net profit as restated of our Company as per the Restated Consolidated Financial Information of our Company for the Financial Year ended March 31, 2018, was ₹ 1,079.28 million. Our Board, at its meeting held on August 14, 2018, has considered and adopted a policy of materiality for identification of material litigation. In accordance with the SEBI ICDR Regulations and in terms of the materiality policy, adopted by our Board, (a) the outstanding litigation involving our Company, our Subsidiaries, and our Group Companies which exceed an amount which is equivalent to, or in excess of 1.00% of the net profit as restated, of our Company, as per the Restated Consolidated Financial Information for the Financial Year ended March 31, 2018, would be considered material for our Company, our Subsidiaries and our Group Companies, (b) outstanding litigation involving our Company, our Subsidiaries, our Group Companies, our Promoters and the Directors where an adverse outcome would materially and adversely affect the business, operations, financial position or reputation of our Company, irrespective of the amount involved in such litigation, would be considered material. Further, any outstanding litigation involving our Directors in their capacity as a director of our Company, which are above the materiality threshold, as applicable to such relevant entity against whom the litigation has been initiated, would be considered material

Accordingly, we have disclosed all outstanding litigation involving our Company, our Subsidiaries and our Group Companies where (i) the aggregate amount involved in such individual litigation exceeds ₹ 10.79 million (being, 1.00% or more of the net profit as restated as per the Restated Consolidated Financial Information for the Financial Year ended March 31, 2018), (ii) all other outstanding litigation which may not meet the specific threshold as set out in (i) above, but where an adverse outcome would materially and adversely affect the business, operations, financial position or reputation of our Company, irrespective of the amount involved in such litigation. Further, all outstanding litigation involving the Directors (i) which would materially and adversely affect the business, operations, financial position or reputation of our Company, irrespective of the amount involved in such litigation, and (ii) in their capacity as a director of the company, which are above the materiality threshold, as applicable to such relevant entity against whom the litigation has been initiated, would be considered as material and accordingly, shall be disclosed. Additionally, all outstanding litigation involving the Promoters which would materially and adversely affect the business, operations, financial position or reputation of our Company, irrespective of the amount involved in such litigation, would be considered as material and accordingly, has been disclosed.

Our Board has approved that outstanding dues owed by our Company to the creditors and the small scale undertakings equivalent to or exceeding 5.00% of the total outstanding dues owed as per the Restated Consolidated Financial Information for the quarter ended June 30, 2018 would be considered as material dues for our Company and accordingly, we have disclosed consolidated information of outstanding dues owed to creditors, separately giving details of the number of cases and amount for all dues where each of the dues exceed ₹ 251.75 million (being approximately equal to or in excess of 5.00% of total dues owed by our Company to creditors as at June 30, 2018).

I. Litigation involving our Company

Litigation against our Company

Criminal matters

1. Anil Agarwal (“**Complainant**”) filed a complaint against our Company (erstwhile, Angel Infin Private Limited), the erstwhile Angel Infin Private Limited, Dinesh D. Thakkar, Lalit T. Thakkar, Vinay Agrawal, Santanu Syam (the “**Accused**”) under Sections 415, 416, 417, 418, 419, 420, 425, 426, 463, 464, 465, 467, 468, 471, 477 read with Sections 34 and 120-B of the Indian Penal Code, 1860, for offences relating to cheating, mischief, forgery and criminal conspiracy before the Metropolitan Magistrate, Esplanade Court at Mumbai (the “**Magistrate**”) alleging, amongst others, fraudulent trading, overcharging of interest and brokerage and forgery of promissory notes. The Complainant alleged that due to a shortage of margin in his account maintained with our Company, the Accused deliberately sold only a part of the shares worth ₹ 1.50 million, and accordingly, violated our Company’s legal and contractual obligation to liquidate the requisite shares to the extent of the deficit margin. He further alleged that the Accused have acted in a fraudulent and dishonest manner by inducing him to sign an undated promissory note and engineered the rate of interest from 10.00% to 16.00% without his knowledge or consent.

The Complainant further alleged that high financial losses were incurred by him. The Additional Chief Metropolitan Magistrate, by an order dated April 13, 2015 (the “**Order**”), issued the process before the receipt of the report under Section 202 of the Cr.P.C. Our Company, Angel Fincap Private Limited and others through criminal application dated September 23, 2015 filed before the Bombay High Court, refuted all allegations made by the Complainant. Subsequently, the Bombay High Court through its order dated February 2, 2018 quashed the Order. The amount involved in the matter is ₹ 4.77 million. The matter is currently pending.

2. Naval Kishore Nathani (the “**Complainant**”) filed a criminal complaint (the “**Complaint**”) against our Company, Dinesh D. Thakkar, Rajani Ram Rayaka and Suresh Ram Rayaka (the “**Accused**”) under Sections 406, 419 and 420 of the IPC, before the Judicial Magistrate First Class, Gorakhpur (the “**JMFC**”) alleging that the Accused had caused wrongful loss to the Complainant and prayed that a case be registered and proceedings be initiated against the Accused. The JMFC, by its order dated April 7, 2011 (the “**Order**”), issued summons to the Accused in relation to offences allegedly committed under Sections 406, 419 and 420 of the IPC.

Further, an application was filed by Dinesh D. Thakkar under Section 205 of the Cr.P.C. before the JMFC requesting for an exemption from personally appearing before the JMFC. Additionally, he filed an application under Section 482 of Cr.P.C. before the Allahabad High Court (“**High Court**”). Pursuant to the order of the High Court dated July 11, 2011, the High Court directed Dinesh D. Thakkar to file a discharge application before the JMFC. Subsequently, an application dated August 1, 2011 under Section 245 of the Cr.P.C. was filed by Dinesh D. Thakkar before the JMFC requesting for discharging Dinesh D. Thakkar from the said criminal proceedings (the “**Discharge Application**”). The Complainant filed a complaint before the Additional Chief Judicial Magistrate, Gorakhpur (“**CJM**”), under Sections 408, 419 and 420 of the IPC, praying that the objection of the Complainant be accepted and Discharge Application be dismissed by the CJM. Dinesh D. Thakkar filed a criminal revision petition under Section 397 of the Cr.P.C. before the Allahabad High Court challenging the proceedings arising out of the Complaint and the order dated September 29, 2016. The High Court, by its order dated November 17, 2016 stayed further proceedings, only against Dinesh D. Thakkar. The matter is currently pending.

Separately, the Complainant had also filed a complaint before SEBI requesting SEBI to take cognizance of the matter.

3. Shyam Nandan Das (the “**Complainant**”) filed a complaint (the “**Complaint**”) before the Judicial Magistrate (First Class), Patna (the “**JMFC**”) against our Company and others (the “**Accused**”), alleging, amongst others, that our Company had allegedly violated Section 418 of the IPC and had assured false returns to the Complainant. Further, the Complainant alleged that our Company and its employees had caused wrongful loss to the Complainant. Subsequently, the JMFC by its order dated December 17, 2013 (the “**Order**”) directed the Complainant to file the required documents by January 21, 2014 such that summons may be issued to the Accused after the filing of the requisite documents. Our Company filed an application against the Complainant and the State of Bihar before the High Court of Patna to quash the criminal proceeding arising out of the Complaint and the Order. The amount involved in the matter is ₹ 0.50 million. The matter is currently pending.
4. Param Dev (the “**Complainant**”) filed a complaint against our Company, Dinesh D. Thakkar, our Company’s franchisee at Mandi, Himachal Pradesh and others under Sections 415, 420, 463, 464, 467, 468, 470 and 471 read with Section 120-B of the IPC before the Chief Judicial Magistrate, Mandi, Himachal Pradesh (“**CJM**”) alleging cheating, forgery, execution of unauthorised trades, forgery of the power of attorney of the Complainant and his KYC details. The CJM in accordance with Section 156(3) of the Cr.P.C., ordered the police to investigate the matter and submit a final investigation report to the CJM. Our Company, by way of its reply dated May 22, 2017 to the notice of the CJM dated May 7, 2017, stated that our Company was in the process of collecting KYC related documents. Further, our

Company, by way of its response dated July 18, 2017, to the notice dated July 10, 2017, in relation to the said complaint, informed the person in-charge at Sadar Mandi police station that the power of attorney was stamped at Hyderabad, since that was the location of the central processing unit of KYC of our Company. The amount involved in the matter is ₹ 0.29 million. The matter is currently pending.

5. Ajay Garg (the “**Complainant**”) filed a complaint under Section 200 of the Cr.P.C. before the Metropolitan Magistrate, Delhi, against our Company, Ashok D. Thakkar, Ketan Shah and erstwhile Angel Commodities Broking Private Limited (the “**Accused**”) alleging that our Company and erstwhile Angel Commodities Broking Private Limited, illegally and in an unauthorized manner, utilized the funds obtained from the Complainant in trading in the shares of certain companies. The Complainant prayed that the Accused should be prosecuted under Section 406, 409, 420, 423, 424, 427, 464, 467, 471 read with Sections 34 and 120B of the IPC. Further, the Complainant filed an application under Section 156(3) under the Cr.P.C. to issue necessary direction to the S.H.O. of the relevant police station and the Economic Offences Wing, Mumbai (“**EOW**”) for the registration of an FIR and the investigation in this regard. The EOW issued notices dated January 21, 2014 and March 16, 2015 to our Company and erstwhile Angel Commodities Broking Private Limited requesting for certain documents and clarifications in relation to the Complainant. Our Company, by way of its responses dated February 12, 2015 and April 1, 2015, respectively, provided the requisite documents and clarifications. The matter is currently pending.
6. Subsequent to the disposal of an application under Section 156(3) of the Cr.P.C. filed by Nardev Singh Tyagi by the Metropolitan Magistrate, Tis Hazari Delhi, Nardev Singh Tyagi (the “**Complainant**”) filed a complaint (the “**Complaint**”) under Section 200 of the Cr.P.C. against our Company and Dinesh D. Thakkar under Sections 406, 419, 420, 467, 471 and 506 of the IPC before the Chief Metropolitan Magistrate, Delhi (the “**Magistrate**”) alleging that our Company had without authorisation forfeited equity shares of certain entities held in the demat account of the Complainant maintained with our Company. Subsequently, evidence was led and examination-in-chief was filed on May 11, 2017, pursuant to the Complaint.

Separately, a complaint was filed by the Complainant to the Investor Grievance Cell, NSE (the “**Investor Grievance Cell**”), and our Company was requested to reply to the same in relation to the forfeiture of equity shares. Based on the reply filed by our Company, the Investor Grievance Cell dismissed the said complaint. The amount involved in the matter is ₹ 1.72 million. These matters are currently pending.

7. Inderjeet Singh, Umesh Kumar and another (the “**Complainants**”) filed a complaint (the “**Complaint**”) before the Court of Chief Metropolitan Magistrate, Delhi (the “**Magistrate**”) against our Company, Angel Capital and Debt Market Limited (erstwhile group company of our Company), through its directors, Dinesh D. Thakkar and Mukesh Gandhi under Sections 120B, 409, 420, 468, 471 and 477A of the IPC alleging criminal conspiracy, criminal breach of trust, cheating and dishonestly inducing delivery of property, forgery and falsification, alleging fabrication of accounts and misappropriation of equity shares held by the Complainants against our Company and others. The Magistrate passed an order dated February 18, 2014 for the matter to be sent for investigation under Section 202 of the Cr.P.C. The investigating officer filed a report along with documents which was perused by the Court of the Additional Chief Metropolitan Magistrate, East District, Karkardooma Courts, Delhi (the “**Court**”), which passed an order stating that there is no sufficient material on record to proceed with the matter. The Complainants subsequently filed a criminal revision petition on August 20, 2017 before the District/Sessions Judge, Karkardooma Courts, Delhi. The Special Judge, Central Bureau of Investigation had, by its order dated March 13, 2018, requested the Complainants to appear before the Court on March 16, 2018. The matter is currently pending.
8. A complaint was filed by Mohammad Jahan Khan (the “**Complainant**”) against our Company and Dinesh D. Thakkar (the “**Accused**”) before the police station at Piplani, Bhopal under Sections 406, 409, 420, 467, 468, 469, 471 and 120B of the IPC in relation to criminal breach of trust, cheating, dishonesty, forgery and criminal conspiracy committed by the Accused. Thereafter, the Complainant filed a complaint under Section 156(3) of the Cr. P.C. before the Judicial Magistrate, First Class, Bhopal (the “**JMFC**”) and the complaint, the “**Complaint**”). The Complainant alleged that there was criminal conspiracy and collusion on part of the Accused to force the Complainant to part with his shares. The Complaint was dismissed through order dated August 17, 2015 for lack of jurisdiction, which was set aside by an order of the Sessions Judge, Bhopal dated November 4, 2015, directing that an FIR be filed against the Accused. The JMFC through its order dated November 19, 2015 directed the police officials to file an FIR against the Accused. The JMFC directed the Police to file a charge sheet. During the investigation, the person in charge at the police station at Piplani, Bhopal (“**Police**”) issued a notice dated February 21, 2018 to the Accused, requesting for certain documents, which were produced by our Company before the Police. The matter was listed before the JMFC, where the JMFC again directed the Police to file a charge sheet. Further, our Company filed an application for granting interim relief in the matter before the High Court, which was allowed through an order dated March 23, 2018 (the “**Interim Order**”). Pursuant to the Interim Order, the Police was directed not to take further action against our Company.

Separately, our Company filed a petition before the High Court of Madhya Pradesh (the “**High Court**”) under Section 482 of the Cr.P.C. against the State of Madhya Pradesh and Mohammad Jahan Khan for abuse of process of the court. These matters are currently pending.

9. Sudhir Shamrao Khandurkar and Rajaram Keshavrao Botre and others filed two separate complaints against our Company and others under Section 138 of the Negotiable Instruments Act, 1881, before the Metropolitan Judicial Magistrate, Kolhapur alleging dishonour of the cheques which were issued by third parties. The aggregate amount involved in these matters is ₹ 0.45 million. These matters are currently pending.
10. An FIR dated December 29, 2011 was filed at the Manek Chowk Police Station in Ratlam, by the Ashok Hiralal HUF. Ashok Kumar Hiralal HUF (“**Complainant**”) filed a complaint before the Judicial Magistrate Court, Ratlam (the “**Magistrate**”) against our Company and another under Sections 406, 420, 467, 468 and 471 of the IPC, alleging discrepancies noticed in the Complainant’s trading account held with our Company (the “**Complaint**”). The Magistrate passed an order dismissing the Complaint. Further, a criminal revision petition under Section 397 of the Cr.P.C. was filed by the Complainant to revise the order of the trial court dismissing the claim of the Complainant. The matter is currently pending.
11. Our Company was made party to a criminal writ petition filed before the Bombay High Court by Nitin Sadanand Palekar (“**Petitioner**”) against Sujay Prakash Gore and others (the “**Respondents**”). Sujay Prakash Gore, a sub-broker at our Company, along with his father, Prakash Ganesh Gore, misappropriated shares that were held in a demat account of the Petitioner opened with our Company. The Petitioner had filed a complaint before the police station at Kandivali, where the police asked the Petitioner to obtain information from our Company and refused to register the FIR. Separately, the Petitioner had also filed a complaint before SEBI alleging misappropriation of shares of the Petitioner. Accordingly, the Petitioner filed the criminal writ petition before the Bombay High Court. The matter is currently pending.
12. Poonam Abhijit Patil filed a complaint under Section 138 of the Negotiable Instruments Act, 1881 against our Company and Kunal Kamat before the Judicial Magistrate First Class, Kolhapur (the “**JMFC**”) as Kunal Kamat, a sub-broker of our Company had issued a cheque from his personal account in favour of Poonam Abhijit Patil, which was declared dishonoured. Subsequently, the JMFC issued summons to our Company and Kunal Kamat (the “**Summons**”). Our Company filed a criminal revision petition before the Court of Sessions Judge, Kolhapur under Section 397 of the Cr.P.C. against Poonam Abhijit Patil aggrieved by the Summons (the “**Revision Petition**”). Separately, our Company also filed an application before the Sessions Judge, Kolhapur for condonation of delay under Section 5 of the Limitation Act, 1963 in relation to the filing of the Revision Petition. The matter is currently pending.
13. K. K. Chempro (India) Private Limited (the “**Complainant**”) filed a criminal complaint against Girish Salian, Amit Ghodekar and the directors of our Company (“**Respondents**”) alleging cheating, dishonesty and breach of trust by the Respondents (the “**Complaint**”). During the pendency of the Complaint, the Complainant also filed a complaint before NSE in relation to fraud and misappropriation of funds. NSE placed the matter before the Investor Grievance Redressal Panel for conciliation (the “**Conciliation**”). Pursuant to the Conciliation, our Company and Girish Salian entered into consent terms with the Complainant and the claim of the Complainant was resolved. However, the court is yet to pass an order disposing of the Complaint. The matter is currently pending.
14. Santosh Purwar, a client of our Company (“**Complainant**”), initiated arbitration before the NSE Arbitral Tribunal against our Company claiming damages in relation to alleged unauthorized trades being carried out through his trading account. Pursuant to an order dated March 24, 2014 passed by the sole arbitrator of the NSE Arbitral Tribunal, our Company was directed to pay compensation of ₹ 0.67 million to the Complainant. The Complainant also filed an FIR at the Kalpi Police Station, Uttar Pradesh, under Sections 409, 420, 467, 468 and 471 of the IPC. Further, our Company filed a criminal miscellaneous writ petition under Section 482 of the Cr.P.C. before the Allahabad High Court for quashing the criminal proceedings initiated by the Complainant. Subsequently, our Company entered into a settlement agreement with the Complainant and the claim of the Complainant was resolved. However, the court is yet to pass an order disposing of the Complaint. The matter is currently pending.
15. Mahesh Venilal Balsara (“**Complainant**”) filed an FIR before the Valsad City Police Station (“**Police Station**”) against Dinesh D. Thakkar, Mayuresh Joshi and Vinay Agrawal, and others, under Sections 406, 420, 467, 468, 506, 114, 120-B of the IPC in relation to unauthorized trades being carried out through his trading account and the trading account of his wife, Parul M. Balsara (the “**FIR**”). Dinesh D. Thakkar, Mayuresh Joshi and Vinay Agrawal filed a criminal miscellaneous application under Section 482 of the Cr.P.C. for quashing the FIR before the High Court of Gujarat (the “**High Court**”) (the “**Application**”). The High Court passed an order granting a stay on the proceedings pursuant to the FIR (the “**Stay**”). Subsequently, the High Court passed an order directing the police to carry out the investigation. Further, the High Court dismissed the Application and vacated the Stay. Our Company and others, entered into a settlement agreement with the Complainant and Parul M. Balsara and filed the same with the Police Station. However, the court is yet to pass an order disposing of the Complaint. The matter is currently pending.
16. Three separate FIRs have been filed by clients (“**Complainants**”) before certain police stations against our Company and others (“**Respondents**”) alleging cheating, impersonation, dishonesty and criminal breach of trust by our Company. In one of the matters, our Company has followed the directions as issued by the person in-charge at the

police station. These matters are currently pending.

Other matters

1. Angel Promoters Private Limited (the “**Objector**”) filed objections opposing the applications of Angel Broking Limited (erstwhile wholly owned subsidiary of our Company and subsequently amalgamated with our Company) (the “**Applicant**”), for registration of the “*Angel*”, “*Angel – Securities*”, “*Angel – Trade*” and “*Angel – Gold*” trademarks (the “**Trademarks**”) under Class 36 (Financial Services) of the Trade Marks Act, 1999 (the “**Act**”) with the Registrar of Trademarks (the “**Registrar**”). The Objector, which is engaged in the business of providing brokerage, capital investments and consultancy services, amongst others, filed oppositions under the Act with the Registrar, on the grounds that the Objector has been using the “*Angel*” trademark for its business and has registered the trademark under the Act, which is valid and subsisting. The Objector claimed that the registration of the trademarks by our Company would result in violations of certain provisions of the Act. Our Company has filed counter-statements with the Registrar. These matters are currently pending.
2. Certain persons (the “**Plaintiffs**”) have filed separate money suits against our Company before various courts in relation to, amongst others, claiming exorbitant interest from our Company and alleging unauthorized trades being carried out in trading accounts. Our Company has filed applications under Section 8 of the Arbitration and Conciliation Act, 1996 in respect of matters filed by certain of these Plaintiffs, for referring the proceedings to arbitration. The aggregate amount involved in these matters is ₹ 7.67 million. These matters are currently pending before various courts.

Consumer cases

1. Anil Kumar (the “**Complainant**”) filed a consumer complaint against our Company before the National Consumer Disputes Redressal Commission, New Delhi (the “**Commission**”) under the Consumer Protection Act, 1986, alleging deficiency of service and malpractices in business (the “**Complaint**”). A show cause notice dated May 31, 2018 was issued to our Company by the Commission. Our Company filed a reply to the show cause notice before the Commission stating that the Complainant did not fall under the definition of “consumer” under the Act and accordingly our Company requested for dismissal of the Complaint by the Commission. The aggregate amount involved in the matter is ₹ 31.48 million. The matter is currently pending.
2. Certain clients have filed 33 separate consumer complaints against our Company and others before various district and state consumer commissions alleging, amongst others, execution of unauthorised trades on behalf of the clients, deficiency in services, unethical trade practices and false guarantees of assured returns. Additionally, certain clients have also alleged that some of the sub-brokers associated with our Company have misappropriated money collected from them for investment in securities. The aggregate amount involved in these matters is ₹ 47.25 million. These matters are currently pending.

Arbitration matters

1. Certain clients of our Company have instituted 13 separate arbitration proceedings against our Company before various arbitral tribunals and appellate tribunals of the Stock Exchanges under the rules, regulations and bye-laws of the Stock Exchanges, alleging execution of unauthorised trades by our Company on behalf of these clients and wrongful squaring-off of positions by our Company. The aggregate amount involved in these matters is ₹ 16.53 million. These matters are currently pending.
2. There are (i) 14 arbitration petitions that have been filed under Section 34 of the Arbitration and Conciliation Act, 1996 (the “**Act**”) by our Company challenging awards passed in favour of our clients before various courts; (ii) 7 arbitration petitions that have been filed under Section 34 of the Act by our clients challenging awards passed in the favour of our Company before various courts; (iii) one arbitration petition filed by our client under Section 37 of the Act before the High Court of Delhi, challenging an award passed by an Appellate Arbitral Tribunal passed in favour of our Company; and (iv) one special leave petition filed by one of our clients before the Supreme Court arising out of an appeal filed under Section 37 of the Act, in relation to matters involving, *inter alia*, unauthorised trades being carried out in trading accounts, wrongful squaring of positions and non-payment of outstanding dues owed to the clients by the Company. The aggregate amount involved in these matters is ₹ 51.50 million. These matters are currently pending at different stages of adjudication.

Actions by regulatory / statutory authorities

1. SEBI, pursuant to its investigation regarding the dealings in the scrip of Sun Infoways Limited by our Company for the period between February 5, 2001 and May 2, 2001, alleged that our Company had indulged in circular and synchronised trades on behalf of its client, Heerachand Salecha (who was also a director of Sun Infoways Limited), thereby creating artificial volumes in the market for the scrip of Sun Infoways Limited. Further, SEBI issued a

summons under Section 11C of the SEBI Act on October 30, 2002, inter alia, directing our Company to appear before the investigating officer along with additional information. Our Company appeared before SEBI on December 18, 2002 and by its response dated December 23, 2002, provided the required documents and stated that there was no adverse comments from the stock exchanges, and accordingly, there was no suspicion of syndication of trades conducted by Heerachand Salecha.

Further, SEBI sought comments from our Company on January 4, 2008 regarding the allegations in the investigation report prepared by the investigating officer, including synchronised trades and the alleged violation of the provisions of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995 (the “**FUTP Regulations**”), and our Company, by way of its response dated February 12, 2008, denied all allegations. Our Company, through its reply dated July 31, 2008, denied all allegations relating to synchronised and circular trades by SEBI in its notice dated June 18, 2008 and stated that it had acted on the basis of instructions received from the client. Subsequently, the Enquiry Officer issued a recommendation on May 31, 2010 in his Enquiry Report concluding that the Company had violated the FUTP Regulations. Further, the Designated Authority appointed by SEBI, issued a show cause notice dated July 22, 2010 (the “**Notice**”), directing our Company to provide reasons for not implementing the proposed recommendation of restraining the Company from undertaking any new client, or such other action as may be considered fit in terms of the enquiry report. An addendum show cause notice dated January 3, 2012 was issued by SEBI stating that the recommendation of prohibiting the Company from taking up any new assignment for a period of one week, in respect of the charges levied against the Company may not be commensurate with the alleged violations and directed the Company to file further responses, if any, within 21 days of this addendum show cause notice. Our Company, by its letter dated March 15, 2012 filed its reply to the Notice. SEBI, by way of its order dated January 30, 2013 (the “**SEBI Order**”), prohibited our Company from undertaking any new assignment for a period of two weeks. Our Company filed an appeal dated February 7, 2013 before the Securities Appellate Tribunal (“**SAT**”) praying that, amongst other things, (i) the SEBI Order be set aside; and (ii) costs be awarded to the Company for challenging the SEBI Order. SAT, by its order dated February 8, 2013, stayed the SEBI Order until further instructions. Subsequently, SAT, by its order dated October 22, 2013 (the “**SAT Order**”), upheld the SEBI Order and granted a stay on the operation of the SAT Order for four weeks. Our Company filed an appeal under Section 15Z of the SEBI Act before the Supreme Court dated November 18, 2013 (the “**Appeal**”) against the SEBI Order and the SAT Order, alleging that the SEBI Order and the SAT Order are arbitrary, unreasonable and in violation of the principles of natural justice, amongst others, and prayed that the (i) the Appeal be admitted and allowed, and (ii) the SEBI Order and the SAT Order be set aside. The Supreme Court, by its order dated November 22, 2013 stayed the SEBI Order. The matter is currently pending.

2. In addition to the above, our Company is subject to inspection from various regulatory, statutory authorities and the stock exchanges. Accordingly, our Company receives notices, letters, orders and other correspondence in relation to various matters such as (i) inspections; (ii) non-payment of stamp duty; (iii) violation of SEBI Stock Brokers and Sub-brokers Regulations and SEBI FUTP Regulations by stock brokers and sub-brokers associated with us; (iv) violation of the AMFI Guidelines; and (v) regulatory supervision of our Company. These notices, letters, orders and other correspondences may include, amongst other things, instructions to undertake remedial action, payment of penalty for violations committed by the Company or the stock brokers and sub-brokers associated with us or result in regulatory/statutory action.

Litigation by our Company

Criminal matters

1. Our Company filed an FIR at the MIDC Police Station, Andheri on July 15, 2008 under Section 420 of the IPC (the “**FIR**”) alleging that certain fraudulent transactions caused wrongful loss in the trading account of Syed Yousuf Mohammed Mohammedul Hussaini (the “**Client**”). The Client informed our Company that his online trading account maintained with our Company was allegedly hacked and unauthorized transactions were carried out from such trading account. These transactions were allegedly carried out by Tejas V. Ahuja and the unlawful gains amounting to ₹0.61 million were credited to Tejas V. Ahuja’s ICICI Direct trading account maintained with ICICI Securities Limited, which, on observing suspicious transactions in Tejas V. Ahuja’s ICICI Direct trading account, withheld the payout of ₹ 0.61 million to him in view of any queries that may be raised by regulatory authorities. Our Company filed an application for return of property (being, the amount of ₹ 0.61 million) before the Metropolitan Magistrate, 22nd Court, Andheri, Mumbai, which was rejected. The matter is currently pending.
2. Our Company conducted an internal investigation based on a complaint received from one Surendra Prakash Kayal regarding the transfer of physical shares held by him in Arsiya International Limited and the subsequent credit of such shares to a fake account opened with our Company held in the name of one Surendra Prakash Kayal. Our Company addressed a notice dated April 23, 2013 to the Economic Offences Wing, Mumbai (“**EOW**”) in relation to the transfer of physical shares as stated above. Our Company, upon inquiry, filed an FIR with the MIDC Police Station, Andheri dated August 1, 2013 against Surendra Prakash Kayal, Samir Raju Shah and others (the “**Accused**”) under Sections 420, 465, 467, 468 and 471 read with Section 120B of the IPC, alleging that the Accused, using fabricated documents,

opened 26 bogus demat trading accounts with the Company and traded in the dematerialized equity shares of various companies, in an illegal and unauthorized manner, thereby causing loss to the rightful clients of the Company. During the course of the investigation by EOW, our Company has produced documents and participated in personal hearing before the EOW. Separately, our Company has intimated the Financial Intelligence Unit – India (“**FIU**”), by its letter dated May 15, 2013, reported suspicious transactions identified in their transactions with the clients. The matter is currently pending.

3. Our Company filed a complaint against R. Saravanan (the “**Accused**”), a sub-broker associated with our Company, before the Judicial Magistrate, Dharmapuri under Sections 406 and 420 of the IPC read with Section 200 of the Cr.P.C. in relation to criminal breach of trust, cheating and dishonesty. The Accused deposited the cheque of a client of our Company and fraudulently secured credit for the payment made in his own trading account instead of the trading account of the client. The matter is currently pending.
4. Our Company (erstwhile Angel Broking Limited, which was subsequently amalgamated with our Company) filed a complaint before the Metropolitan Magistrate, Andheri, Mumbai against Sharda Shrikant Sawant and Abhijeet Shrikant Sawant (the “**Accused**”) under Sections 406, 420, 465, 467, 468, 471, 474, 475 read with Section 120B of the IPC in relation to criminal breach of trust, cheating, dishonesty, forgery and criminal conspiracy. The Accused misappropriated funds of ₹ 0.9 million by depositing a forged bank pay-in slip in the account maintained by our Company. The matter is currently pending.
5. Our Company filed an application for return of property before the Court of Metropolitan Magistrate, Andheri in a dispute involving Nalonnil Geevarghese Chacko (“**Applicant**”) against the State of Maharashtra, Hitesh D. Shah and National Securities Depository Limited (“**Respondent**”) in relation to fraudulent transfer of shares held in a demat account opened with our Company. The matter is currently pending.
6. Our Company filed three separate FIRs against Arjeet Vishwaranjan Saxena, Sunita Satishkumar Suvarna and Bhomisingh Bhatti, in relation to a forged website, stolen cheques and vandalism at our Company’s office at Bikaner, respectively. The police investigation in such matters was concluded and the matters were presented before the relevant courts. These matters are currently pending.
7. 133 criminal complaints have been filed by our Company against customer or borrowers of our Company before various judicial forums under Section 138 of the Negotiable Instruments Act, 1881 for cheques that bounced on presentation. The aggregate amount involved in these matters is ₹ 43.58 million. These matters are currently pending.

Arbitration matters

1. Our Company had instituted 12 arbitration proceedings before various arbitral tribunals of the Stock Exchanges the rules, regulations and bye-laws of the Stock Exchanges, in relation to, *inter alia*, outstanding dues owed to our Company. The aggregate amount involved in these matters is ₹ 2.97 million. These matters are currently pending.
2. Our Company instituted 12 arbitration proceedings against our clients in relation to recovery of outstanding dues owed by these clients to the Company. In such proceedings, the awards have been passed in favour of our Company and subsequently, the clients have filed arbitration petitions before various courts under Section 34 of the Arbitration and Conciliation Act, 1996, against such awards. The aggregate amount involved in these matters is ₹ 8.49 million. These matters are currently pending.

Other matters

1. Our Company has filed 83 separate applications for execution of decrees under Order XXI, Rule 11(2) of the CPC for awards passed by arbitral tribunals in various matters to be treated as the decree of the court under the Arbitration and Conciliation Act, 1996 and to execute these awards against the respondents. The aggregate amount involved in these matters is ₹ 41.62 million. These matters are currently pending.
2. Our Company has initiated six separate civil proceedings under the CPC against various persons in relation to non-payment of outstanding dues, before the Bombay City Civil Court and the Tis Hazari Court. The aggregate amount involved in these matters is ₹ 1.64 million. The matters are currently pending.

II. Litigation involving our Subsidiaries

A. Litigation involving Angel Financial Advisors Private Limited

Except as disclosed below, there is no litigation involving Angel Financial Advisors Private Limited:

- (i). Domnic A. D’Souza (“**Complainant**”) has filed a consumer complaint with the Consumer Disputes Redressal Forum, Suburban District, Bandra, Mumbai (the “**Forum**”) against Angel Financial Advisors Private Limited (“**AFAPL**”) and

Aditya Birla Sun Life Insurance Company Limited (“**Birla Sun Life**”), alleging that he purchased an insurance policy of Birla Sun Life from AFAPL under the pretext that the next premium payable towards the insurance policy was purported to be paid by AFAPL (the “**Complaint**”). Our Company was not made party to the Complaint, though the Complainant claimed damages in relation to wrongful loss that was incurred by the Complainant in relation to investment in securities through a demat account opened with our Company. Additionally, the Complainant filed an application under Section 8 of the Arbitration and Conciliation Act, 1996 for referring the proceedings to arbitration. AFAPL filed a written statement before the Forum denying all claims of the Complainant. The amount involved in the matter is ₹ 0.43 million. The matter is currently pending.

- (ii). Angel Financial Advisors Private Limited is subject to inspection in the ordinary course of its business by regulatory authorities, such as IRDAI and receives correspondence in relation to matters, amongst others, for the alleged violation of the IRDAI Registration of Corporate Agents Regulations. Such correspondence may include, amongst other things, instructions to undertake remedial actions, to ensure compliance with applicable law and payment of penalty.

B. Litigation involving Angel Fincap Private Limited

Other than as disclosed in the section entitled “- *Litigation against our Company – Criminal matters*” on page 354, there is no litigation involving Angel Fincap Private Limited.

C. Litigation involving Angel Securities Limited

Except as disclosed in the section entitled “- *Tax proceedings*” on page 362, there is no litigation involving Angel Securities Limited.

D. Litigation involving Angel Wellness Private Limited

Except as disclosed below, there is no litigation involving Angel Wellness Private Limited:

- (i). Angel Wellness Private Limited (the “**Plaintiff**”) filed a civil suit against the Municipal Corporation of Greater Mumbai and the Assistant Engineer, K/West Ward (the “**Defendants**”) before the Bombay City Civil Court, Borivali Sub-division, at Dindoshi (the “**Court**”) seeking a permanent injunction against the Defendants and invalidating notices dated September 24, 2016 and November 19, 2016 (the “**Notices**”), issued by the Defendants under Section 53(1) of the Maharashtra Regional and Town Planning Act, 1966, (“**MRTPA**”) ordering the Plaintiff to stop the repairing work being carried out by the Plaintiff on the suit property located at Andheri (West), owned by the Plaintiff (the “**Premises**”) or to apply for retention or regularization of the work under Section 44 of the MRTPA. The Plaintiff applied for regularization of the actual construction through the developer and submitted a new plan (the “**Proposal**”). However, by way of a notice dated November 19, 2016, the Defendants rejected the Proposal and stated that prosecution by police and demolition of the alleged unauthorized construction on the Premises may be undertaken. Pursuant to this, the Plaintiff filed a notice of motion dated November 22, 2016 before the Court seeking an injunction against the Defendants, and the Court passed an ad-interim order restraining the Defendants from acting in pursuance of the Notices issued. The matter is currently pending.
- (ii). Angel Wellness Private Limited (the “**Complainant**”) filed a criminal complaint against Salman Sheikh (the “**Accused**”) under Section 200 read with Section 155 of the Cr.P.C. before the 66th Metropolitan Magistrate, Andheri (the “**Court**”) alleging offences under Sections 323, 327, 352 and 355 of the IPC in relation to an assault carried out by the Accused on one of the employees of the Complaint. On September 19, 2017, the Court ordered the police to investigate the matter under Section 202 of the Cr.P.C. The matter is still pending.

E. Litigation involving Mimansa Software Systems Private Limited

There is no litigation involving Mimansa Software Systems Private Limited.

III. Litigation involving our Promoters

A. Litigation involving Dinesh D. Thakkar

For further details of litigation involving Dinesh D. Thakkar, please see the section entitled “- *Litigation against our Company – Criminal matters*” on page 354.

- (i). Dinesh D. Thakkar, one of our Promoters (“**The Plaintiff**”), has filed a defamation suit, in his capacity as a director of one of our Subsidiaries, Angel Wellness Private Limited (“**AWPL**”), against Reshma Malik (“**Defendant**”) before the Bombay High Court. The Defendant had persistently sent derogatory e-mails and text messages to the Plaintiff, Vijay Thakkar and certain employees of AWPL, on various occasions. The Plaintiff has claimed damages of ₹ 50.00 million. The matter is currently pending.

B. *Litigation involving Ashok D. Thakkar*

Other than as disclosed in the section entitled “- *Litigation against our Company – Criminal matters*” on page 354, there is no litigation involving Ashok D. Thakkar.

C. *Litigation involving Sunita A. Magnani*

There is no litigation involving Sunita A. Magnani.

IV. *Litigation involving our Group Companies*

A. *Litigation involving Angel Insurance Brokers and Advisors Private Limited*

There is no litigation involving Angel Insurance Brokers and Advisors Private Limited.

B. *Litigation involving Jack and Jill Apparel Private Limited*

There is no litigation involving Jack and Jill Apparel Private Limited.

C. *Litigation involving Nirwan Monetary Services Private Limited*

Except as disclosed in the section entitled “- *Tax proceedings*” on page 362, there is no litigation involving Nirwan Monetary Services Private Limited.

V. *Litigation involving our Directors*

A. *Litigation involving Dinesh D. Thakkar*

Other than as disclosed in the section entitled “- *Litigation against our Company – Criminal matters*” and “- *Litigation involving our Promoters – Litigation involving Dinesh D. Thakkar*” on pages 354 and 360, respectively, there is no litigation involving Dinesh D. Thakkar.

B. *Litigation involving Vinay Agrawal*

Other than as disclosed in the section entitled “- *Litigation against our Company – Criminal matters*” on page 354, there is no litigation involving Vinay Agrawal.

C. *Litigation involving Uday Sankar Roy*

There is no litigation involving Uday Sankar Roy.

D. *Litigation involving Kamalji Sahay*

There is no litigation involving Kamalji Sahay.

E. *Litigation involving Anisha Motwani*

There is no litigation involving Anisha Motwani.

F. *Litigation involving Ketan Shah*

Other than as disclosed in the section entitled “- *Litigation against our Company – Criminal matters*” on page 354, there is no litigation involving Ketan Shah.

VI. *Outstanding dues to small scale undertakings and material creditors*

Our Company, in its ordinary course of business, has certain amounts aggregating to ₹ 4,994.51 million which are due towards small scale undertakings (micro, small and medium enterprises) and other creditors (trade payables) as on June 30, 2018. Our Company owes the following amounts, whereby material dues to creditors are identified as each creditor exceeding ₹ 251.75 million, which is 5% of the total outstanding dues as per the Restated Consolidated Financial Information owed by our Company to small scale undertakings (micro, small and medium enterprises) and other creditors (trade payables) as of June 30, 2018.

Particulars	Amount (₹ in million)
Due to small scale undertakings (micro, small and medium enterprises)	0.02

Particulars	Amount (₹ in million)
Material dues to creditors (trade payables)	-
Other dues to creditors	5,035.01
Total	5,035.03

The details pertaining to net outstanding dues towards our creditors are available on the website of our Company at <http://www.angelbroking.com/investor-relations>.

VII. Tax proceedings

We have disclosed claims relating to direct and indirect taxes involving our Company, our Subsidiaries, our Promoters, our Group Companies and the Directors, in a consolidated manner giving details of the number of cases and total amount involved in such claims:

Nature of case	Number of cases	Amount involved (in ₹ million)
Company		
Direct Tax	7	250.20*
Indirect Tax	Nil	Nil
Subsidiaries		
Direct Tax	1	13.52
Indirect Tax	Nil	Nil
Promoters		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Group Companies		
Direct Tax	2	0.31
Indirect Tax	Nil	Nil
Directors		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

* In one of the matters, the aggregate tax liability has been calculated on the disallowance of speculation loss, on the basis of the applicable tax rate, as advised by our Company's tax consultant.

VIII. Material Developments

For details of material developments since last balance sheet date, please see the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 327.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of material approvals obtained by our Company and its Subsidiaries. In view of these material approvals, (i) our Company can undertake this Offer and (ii) our Company and its Subsidiaries can undertake their current respective business activities. We have also disclosed below (i) approvals applied for but not received; and (ii) approvals for which applications are yet to be made involving our Company.

1. Approvals of our Company

- (i). Registration as a stock broker for carrying on the activities of buying, selling or dealing in securities, clearing and settlement of trades, and for carrying on such other activities as permitted by the respective stock exchanges and clearing corporations, dated July 31, 2018, issued by SEBI under the SEBI Stock Brokers and Sub-brokers Regulations. This single registration permits the Company to act as a trading member on the cash segment, derivatives segment and currency derivatives segment of NSE, BSE and MSEI, a clearing member on the derivatives segment and currency derivatives segment of NSE and MSEI, and as a trading cum clearing member with MCX and NCDEX.
- (ii). Registration as a depository participant of CDSL dated August 27, 2018, issued by SEBI under the SEBI Depositories and Participants Regulations.
- (iii). Registration as a mutual fund distributor dated May 16, 2006, issued by AMFI, read with the letter dated June 12, 2017, and September 3, 2018. The registration is valid from December 3, 2017 to December 2, 2020.
- (iv). Registration as a portfolio manager dated August 24, 2018, issued by SEBI under the SEBI Portfolio Managers Regulations.
- (v). Registration as a research analyst dated March 24, 2015, issued by SEBI under the SEBI Research Analyst Regulations. The registration is valid from March 19, 2015 to March 18, 2020.
- (vi). Registration as an investment adviser dated August 2, 2017, issued by SEBI under SEBI Investment Advisers Regulations.
- (vii). Registration as a point of presence under the National Pension System, dated April 9, 2018, issued by PFRDA under the PFRDA Act and the PFRDA (POP) Regulations.
- (viii). Registration as a repository participant dated July 12, 2018, issued by CCRL under the Bye Laws of CCRL. The registration is valid up to April 10, 2023.
- (ix). Appointed as a repository participant with NERL, pursuant to Comtrack Participant agreement executed with NCDEX (and now, NERL) dated June 7, 2011.
- (x). Registration as a ComRIS participant with MCX dated February 12, 2018.

2. Approvals of our Subsidiaries

A. *Angel Financial Advisors Private Limited*

- (i). Registration as a Corporate Agent (Composite) dated April 5, 2016, issued by IRDAI under the IRDAI Registration of Corporate Agents Regulations. The registration is valid from April 1, 2016 to March 31, 2019.

B. *Angel Fincap Private Limited*

- (i). Registration as a NBFC dated October 21, 2013, issued by the RBI to carry on the business of non-banking financial institution without accepting public deposits under the RBI Act, 1934.

C. *Angel Securities Limited*

- (i). Registration as a stock broker (as a member of BSE) dated December 31, 1997, for carrying on the activities of buying, selling or dealing in securities and carrying on such other activities as may be permitted by BSE, issued by SEBI under the SEBI Stock Brokers and Sub-brokers Regulations.
- (ii). Registration as a trading and clearing member of BSE dated September 27, 2000, for carrying on the activities of dealing in derivatives, clearing and settlement of derivatives trades and such other activities as may be permitted by BSE, issued by SEBI under the SEBI Stock Brokers and Sub-brokers Regulations.

- (iii). Registration as a stock broker (as a member of NSE) dated September 24, 2008, for carrying on the activities of buying, selling or dealing in securities and carrying on such other activities as may be permitted by NSE, issued by SEBI under the SEBI Stock Brokers and Sub-brokers Regulations.
- (iv). Registration as a trading member of NSE dated September 24, 2008, for carrying on the activities of dealing in derivatives and such other activities as may be permitted by NSE, issued by SEBI under the SEBI Stock Brokers and Sub-brokers Regulations.
- (v). Registration as a clearing member of NSE dated September 24, 2008, for carrying on the activities of clearing and settlement of derivatives trades and such other activities as may be permitted by NSE, issued by SEBI under the SEBI Stock Brokers and Sub-brokers Regulations.

3. Approvals applied for but not received

As on the date of this Draft Red Herring Prospectus, the following applications are pending:

- (i). Our Company has submitted a letter dated June 27, 2018 and e-mail dated August 29, 2018, seeking approval of SEBI for the change in shareholding pattern (without change in control) of our Company, as a portfolio manager.
- (ii). Consequent to our Company's conversion from a private limited company to a public limited company, our Company has submitted an application dated July 12, 2018 for effecting the change in name, including in relation to the certificate of registration, with NCDEX. Further, our Company is yet to receive the revised letters or certificates of registration from certain regulatory authorities, pursuant to effecting the change in name of our Company, namely, SEBI, in our capacity as a research analyst and investment adviser, and PFRDA, in our capacity as a point of presence.
- (iii). In connection with a transfer of Equity Shares (by way of gift) by one of the Shareholders of our Company, Bharat Chimanlal Shah, our Company has submitted letters each dated August 24, 2018 to CDSL, and letters each dated August 27, 2018 to SEBI and PFRDA, seeking approval for the change in shareholding (without change in control) of our Company.

4. Approvals for which applications are yet to be made

As on the date of this Draft Red Herring Prospectus, the application in relation to the following approvals are yet to be made:

- (i). In connection with allotment of Equity Shares pursuant to corporate actions, such as bonus issuance on March 27, 2018 and ESPS 2017 on March 28, 2018, resulting in change in shareholding (without change in control), our Company has intimated various regulatory authorities through its letters with the post-allotment shareholding pattern. Pursuant to these corporate actions, our Company will be seeking approval of regulatory authorities, including SEBI, in the capacity as a portfolio manager, NERL, in the capacity as repository participant, amongst others.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Offer pursuant to the resolution passed at its meeting held on July 11, 2018 and August 14, 2018 under the Companies Act, 2013 and our Shareholders approved the Fresh Issue pursuant to the special resolution passed at their meeting held on July 17, 2018. Further, the Board of Directors has taken on record the approval of the Offer for Sale by the Selling Shareholders and has approved this Draft Red Herring Prospectus pursuant to its resolution dated August 14, 2018. Further, the IPO Committee has approved this Draft Red Herring Prospectus pursuant to its resolution dated September 3, 2018.

For details on the authorisations of the Selling Shareholders in relation to the Offer, please see the section entitled “*The Offer*” on page 74.

The Equity Shares being offered by the Selling Shareholders in the Offer have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 26(6) of the SEBI ICDR Regulations and are eligible for being offered for sale in the Offer. The Promoter Selling Shareholders have confirmed with respect to the Equity Shares held by them that they are the legal and beneficial owners of the Equity Shares being offered under the Offer for Sale.

Our Company received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

The Promoter Selling Shareholders and the Individual Selling Shareholders have on their own account confirmed that they have not been prohibited or debarred from dealings in the securities market and the Equity Shares proposed to be offered and sold by them are free from any lien, encumbrance, transfer restrictions or third party rights.

Regulatory approvals received in relation to the Offer

- (i). Our Company submitted an application dated June 22, 2018, seeking approval of BSE for the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a trading member on the cash segment, derivatives segment and currency derivatives segment of BSE. In response, our Company received BSE’s approval dated June 29, 2018.
- (ii). Our Company submitted an application dated June 22, 2018, seeking approval of NSE for the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a trading member on the cash segment, derivatives segment and currency derivatives segment of NSE. In response, while NSE has noted the proposed change in shareholding through letter dated June 29, 2018, it has advised our Company to seek its prior approval upon finalization of the shareholding structure, prior to Allotment.
- (iii). Our Company submitted an application dated June 22, 2018, seeking approval of MSEI for the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a trading member on the cash segment, derivatives segment and currency derivatives segment of MSEI. In response, our Company received MSEI’s approval dated June 26, 2018.
- (iv). Our Company submitted an application dated June 22, 2018, seeking approval of MCX for the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a trading member and clearing member on the commodities derivatives segment of MCX. In response, MCX has noted the proposed change in shareholding through e-mail dated June 27, 2018.
- (v). Our Company submitted an application dated June 22, 2018, seeking approval of NCDEX for the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a trading member and clearing member on the commodities derivatives segment of NCDEX. In response, our Company received NCDEX’s no-objection dated August 21, 2018. This approval is valid till December 27, 2018.
- (vi). Our Company submitted a letter dated June 27, 2018 along with additional information on August 21, 2018, seeking approval of NERL for the change in shareholding pattern (without change in control) of our Company, as a repository participant. In response, our Company has received NERL’s confirmation dated August 24, 2018.
- (vii). Our Company submitted an application dated August 21, 2018, seeking approval of PFRDA for the change in shareholding pattern (without change in control) of our Company, as a point of presence. In response, PFRDA has noted the proposed change in shareholding through letter dated August 27, 2018.

Intimations made in relation to the Offer

- (i). Our Company submitted an application dated June 22, 2018, seeking approval of CDSL for the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a depository participant of CDSL. In response, CDSL through e-mail dated June 26, 2018 has clarified that prior approval is not required to be obtained in this regard.
- (ii). Our Company submitted a letter dated June 27, 2018, to intimate CCRL of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a repository participant registered with CCRL. Consequently, our Company sought clarification on the regulatory requirement through e-mail dated August 7, 2018. In response, CCRL through e-mail dated August 8, 2018 has clarified that a prior approval is not required to be obtained in this regard.
- (iii). Our Company submitted letters each dated June 27, 2018, to intimate SEBI of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a stock broker, depository participant, investment adviser and research analyst registered with SEBI.
- (iv). Our Company submitted a letter dated June 27, 2018, to intimate AMFI of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a mutual funds distributor registered with AMFI.
- (v). Our Company submitted a letter dated June 27, 2018, to intimate Indian Clearing Corporation Limited of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer.
- (vi). Our Company submitted a letter dated June 27, 2018, to intimate National Securities Clearing Corporation Limited (“NSCCL”) of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a clearing member on the derivatives and currency derivatives segment of NSCCL.
- (vii). Our Company submitted a letter dated June 27, 2018, to intimate Metropolitan Clearing Corporation of India Limited (“MCCL”) of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a clearing member on the derivatives and currency derivatives segment of MCCL.
- (viii). Our Company submitted a letter dated June 27, 2018, to intimate Multi Commodity Exchange Clearing Corporation Limited (“MCXCCL”) of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a clearing member of MCXCCL.
- (ix). Our Company submitted a letter dated June 27, 2018, to intimate National Commodity Clearing Limited (“NCCL”) of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a clearing member of NCCL.
- (x). Our Company submitted a letter dated June 27, 2018, to intimate MCX of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer, as a ComRIS participant.

Prohibition by SEBI or other Governmental Authorities

None of our Promoters, our Company, our Directors, the members of the Promoter Group, the Group Companies and the persons in control of our Company have been prohibited or debarred from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authorities. Each Selling Shareholder, severally and not jointly, confirms that it has not been prohibited or debarred from accessing or operating the capital markets under any order or direction passed by SEBI or any other authorities. Further, one of the members of our Promoter Group was previously debarred from accessing capital markets from 1999 to 2001. For further details, please see the section entitled “*Risk Factors – Lalit T. Thakkar, one of the members of our Promoter Group and one of the Selling Shareholders, has in the past been debarred from accessing capital markets*” on page 29.

The companies, with which our Promoters, Directors or persons in control of our Company are or were associated as promoters, directors or persons in control have not been prohibited or debarred from accessing or operating in capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except Dinesh D. Thakkar (who is associated with ASL) and Anisha Motwani (who is associated with L&T Investment Management Limited), none of our Directors or the entities that our Directors are associated with are engaged in securities market related business and are registered with SEBI and SEBI has not initiated any action against such entities.

Other than as disclosed in the section entitled “*Outstanding Litigation and Material Developments*” on page 353, there has been no action taken by SEBI against our Directors or any of the entities in which our Directors are involved in as promoters or directors.

Prohibition with respect to Wilful Defaulters

Neither our Company, nor our Promoters, relatives of our Promoters, Directors, Group Companies, nor the Selling Shareholders have been identified as a Wilful Defaulter. Further, there are no violations of securities laws committed by them in the past or are pending against them.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 26(1) of the SEBI ICDR Regulations as explained under the eligibility criteria calculated in accordance with the Restated Financial Statements:

- Our Company has had net tangible assets of at least ₹30.00 million in each of the preceding three full years (of 12 months each), of which not more than 50.00% of the net tangible assets are held in monetary assets;
- Our Company has a minimum average pre-tax operating profit of ₹150.00 million calculated on a restated and consolidated basis, during the three most profitable years out of the immediately preceding five years;
- Our Company has a net worth of at least ₹10.00 million in each of the three preceding full years (of 12 months each);
- The aggregate size of the proposed Offer and all previous issues made in the same Financial Year is not expected to exceed five times the pre-Offer net worth as per the audited balance sheet of our Company for the year ended March 31, 2018; and
- Our Company was converted into a public limited company, and consequently, a fresh certificate of incorporation dated June 28, 2018 was issued by the RoC recording the change in name of our Company to its present name. However, there has not been any corresponding change in the business activity of our Company.

Our Company's pre-tax operating profit, net worth and net tangible assets derived from the Restated Financial Statements included in this Draft Red Herring Prospectus as at, and for the last five years ended Financial Year 2018 are provided below:

(₹ in million)

	Financial Year 2018	Financial Year 2017	Financial Year 2016	Financial Year 2015	Financial Year 2014
Restated Standalone Financial Information					
Pre-tax operating profit, as restated ⁽¹⁾	1,307.38	108.08	221.91	368.36	(118.96)
Net worth ⁽²⁾	4,499.58	3,124.89	3,026.73	2,863.63	2,613.51
Net tangible assets ⁽³⁾ (A)	22,633.70	15,329.48	9,232.78	7,326.22	7,313.37
Monetary assets, as restated ⁽⁴⁾ (B)	8,914.41	4,621.87	2,663.84	2,220.85	2,348.49
Monetary assets, as restated as a percentage of net tangible assets, as restated – (B)/(A)%	39.39	30.51	28.85	30.31	32.11
Restated Consolidated Financial Information					
Pre-tax operating profit, as restated ⁽¹⁾	1,390.69	325.13	370.89	548.62	(29.35)
Net worth ⁽²⁾	4,695.84	3,840.75	3,639.45	3,413.92	3,091.98
Net tangible assets ⁽³⁾ (A)	23,582.55	17,938.40	11,331.95	9,698.24	9,564.33
Monetary assets, as restated ⁽⁴⁾ (B)	9,447.09	6,315.26	4,512.26	3,687.72	3,597.07
Monetary assets, as restated as a percentage of net tangible assets, as restated – (B)/(A)%	40.06	35.21	39.82	38.02	37.61

(1) 'Pre-tax operating profit' has been calculated as net profit before aggregate of tax and other income.

(2) 'Net worth' means the aggregate of the paid-up share capital and other equity/reserves and surplus (excluding capital reserve).

(3) The 'net tangible assets' mean the sum of all net assets of the Company, excluding intangible assets as defined in Ind AS 38 – Intangible Assets / Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.

(4) 'Monetary assets' include cash and cash equivalents, other bank balances including non-current portion of fixed deposits with banks and interest accrued thereon.

Average pre-tax operating profit based on the three most profitable years out of the immediately preceding five years, as per the Restated Consolidated Financial Information and the Restated Standalone Financial Information, being Financial Years 2015, 2016 and 2018, is ₹ 770.07 million and ₹ 632.55 million.

Financial Years 2015, 2016 and 2018 are the three most profitable years out of the immediately preceding five Financial Years in terms of our Restated Financial Statements.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted will be not less than 1,000, failing which, the entire application money shall be refunded forthwith/unblocked in the respective ASBA Accounts of the ASBA Bidders, as applicable.

Our Company is in compliance with the conditions specified in Regulation 4(2) and Regulation 4(5)(a) of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THIS DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMS, ICICI SECURITIES LIMITED, EDELWEISS FINANCIAL SERVICES LIMITED AND SBI CAPITAL MARKETS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE BIDDERS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, AND THE SELLING SHAREHOLDERS ARE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES AND FOR THEIR PORTION OF THE OFFERED SHARES, THE BRLMS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 3, 2018 WHICH READS AS FOLLOWS:

WE, THE BRLMS TO THE OFFER, STATE AND CONFIRM AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL DOCUMENTS IN CONNECTION WITH THE FINALISATION OF THIS DRAFT RED HERRING PROSPECTUS DATED SEPTEMBER 3, 2018 (“DRAFT RED HERRING PROSPECTUS”) PERTAINING TO THE SAID OFFER;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:**
 - (A) THIS DRAFT RED HERRING PROSPECTUS FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**
 - (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC; FRAMED/ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - (C) THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, (AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE), THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE “SEBI ICDR REGULATIONS”) AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THIS DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. - NOTED FOR COMPLIANCE
5. WE CERTIFY THAT WRITTEN CONSENTS FROM THE PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN, AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THIS DRAFT RED HERRING PROSPECTUS WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF THE LOCK-IN PERIOD AS STATED IN THIS DRAFT RED HERRING PROSPECTUS. - COMPLIED WITH AND NOTED FOR COMPLIANCE
6. WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITOR'S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE OFFER. - NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECTS CLAUSE OF THE COMPANY'S MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013, AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE COMPANY, AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION. - NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED OR TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. - NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER HAVE TO BE ISSUED IN DEMATERIALIZED FORM ONLY.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS:
 - (A) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND

- (B) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE OFFER. – NOTED FOR COMPLIANCE
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF THE CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THIS DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BRLMS (WHO ARE RESPONSIBLE FOR PRICING THIS OFFER), AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR.
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY REPORTED AS PER THE ACCOUNTING STANDARD 18 INCLUDED IN THE DRAFT RED HERRING PROSPECTUS AS CERTIFIED BY SHIRISH DESAI & CO., CHARTERED ACCOUNTANTS PURSUANT TO THEIR CERTIFICATE DATED AUGUST 24, 2018.
18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y(1)(A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM UNDER CHAPTER XC OF THE SEBI ICDR REGULATIONS (IF APPLICABLE) – NOT APPLICABLE.

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company or any person who has authorised the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the Offer. SEBI further reserves the right to take up at any point of time, with the BRLMs, any irregularities or lapses in this Draft Red Herring Prospectus.

The filing of this Draft Red Herring Prospectus does not absolve the respective Selling Shareholders from any liability to the extent of the statements made or confirmed by each Selling Shareholder in respect to themselves, and of their respective portion of the Equity Shares being offered by them, respectively under the Offer, under Section 34 and Section 36 of the Companies Act, 2013.

All legal requirements pertaining to the Offer 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, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30 and 32 of the Companies Act, 2013.

Caution - Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, the Directors, the Selling Shareholders 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. Anyone placing reliance on any other source of information, including our Company's website, www.angelbroking.com or the respective websites of our Promoter Group or Group Companies, Subsidiaries, the Selling Shareholders or an affiliate of our Company, would be doing so at his or her own risk. Each Selling Shareholder, their respective affiliates, directors, associates, representatives or officers accept no responsibility for any statements made, other than those specifically made or confirmed by each Selling Shareholder, in relation to itself and its respective portion of the Equity Shares being offered by it under the Offer.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement, as and when executed.

All information shall be made available by our Company, the Selling Shareholders (in respect of themselves and the Equity Shares offered by such Selling Shareholders in the Offer for Sale) and the BRLMs to the public and Bidders at large and no selective or additional information would be available for a section of the Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software or hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and 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 Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Each of the BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoters, Promoter Group, the Selling Shareholders and their respective group companies, affiliates or associates or third parties 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, the Selling Shareholders and their respective group companies, directors, officers, agents, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872), HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with the SEBI, VCFs, AIFs, FVCIs, public financial institutions, scheduled commercial banks, state industrial development corporation, permitted national investment funds, Systemically Important NBFCs, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and Eligible NRIs and FPIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to or purchase Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person in whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Mumbai only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, or any of the Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to 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 and the Prospectus prior to the RoC filing.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to 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 the RoC filing.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at Plot No. C 4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013, would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with the Registrar of Companies, Maharashtra at Mumbai situated at 100 Everest, Marine Drive, Mumbai 400 002.

Listing

Applications have been made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay without interest, all moneys received from the Bidders in pursuance of the Red Herring Prospectus as required by applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law and as disclosed in the Red Herring Prospectus. For the avoidance of doubt, no liability to make any payment to the Company for interest or refund shall accrue to any Selling Shareholder unless any default or delay, as the case may be, is caused on account of any action or omission solely and directly attributable to such Selling Shareholder and is in relation to their respective portion of the Equity Shares being sold in the Offer. All such expenses shall be directly deducted from the Public Offer Account

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at all the Stock Exchanges mentioned above are taken within six Working Days from the Bid/Offer Closing Date or such other timeline as prescribed by us. Each of the Selling Shareholders, severally and not jointly, undertakes to provide such reasonable support, information and documentation in relation to itself and extend reasonable cooperation as may be required by the Company to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges.

If our Company does not Allot Equity Shares pursuant to the Offer within six Working Days from the Bid/Offer 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 15.00% per annum for the delayed period. The Selling Shareholders shall reimburse the Company for the Offer expenses incurred by the Company on behalf of the Selling Shareholders, upon the successful completion of the Offer. Other than the listing fee and the expenses in relation to all corporate advertisements (other than the Offer related advertisements, which shall be borne exclusively by our Company), all other expenses in relation to the Offer shall be shared amongst the Company and the Selling Shareholders, in proportion to the proceeds received for the Fresh Issue and the respective Equity Shares being offered by the Selling Shareholders in the Offer.

Price information of past issues handled by the BRLMs (during the current Financial Year and two Financial Years preceding the current Financial Year)

A. I-Sec

1. Price information of past issues handled by I-Sec:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	Security and Intelligence Services (India) Limited	7,795.80	815.00	August 10, 2017	879.80	-3.29%, [+1.17%]	+3.14%, [+5.40%]	+39.12%, [+8.62%]
2.	Matrimony.Com Limited	4,974.79	985.00 ⁽¹⁾	September 21, 2017	985.00	-12.28%, [+0.62%]	-7.64%, [+3.37%]	-16.55%, [-0.27%]
3.	ICICI Lombard General Insurance Company Limited	57,009.39	661.00	September 27, 2017	651.10	+3.62%, [+6.25%]	+18.97%, [+8.17%]	+15.36%, [+4.06%]
4.	SBI Life Insurance Company Limited	83,887.29	700.00 ⁽²⁾	October 3, 2017	735.00	-7.56%, [+5.89%]	-0.07%, [+5.84%]	-2.30%, [+3.57%]
5.	Newgen Software Technologies Limited	4,246.20	245.00	January 29, 2018	254.10	-0.20%, [-5.18%]	+2.51%, [-3.51%]	-2.00%, [+1.33%]
6.	Galaxy Surfactants Limited	9,370.90	1,480.00	February 8, 2018	1,525.00	+1.14%, [-3.31%]	-0.85%, [+1.33%]	-14.68%, [+7.66%]
7.	Aster DM Healthcare Limited	9,801.40	190.00	February 26, 2018	183.00	-13.66%, [-3.77%]	-5.39%, [+1.00%]	-8.16%, [+9.21%]
8.	Sandhar Technologies Limited	5,124.80	332.00	April 2, 2018	346.10	+19.59%, [+4.96%]	+15.41%, [+4.36%]	-
9.	HDFC Asset Management Company Limited	28,003.31	1,100.00	August 6, 2018	1,726.25	-	-	-
10.	Creditaccess Grameen Limited	11,311.88	422.00	August 23, 2018	390			

(1) Discount of ₹ 98 per equity share offered to retail investors and to Eligible Employees. All calculations are based on Issue Price of ₹ 985.00 per equity share.

(2) Discount of ₹ 68 per equity share offered to Eligible Employees. All calculations are based on Issue Price of ₹ 700.00 per equity share.

Notes:

1. All data sourced from www.nseindia.com

2. Benchmark index considered is NIFTY

3. 30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day

2. Summary statement of price information of past issues handled by I-Sec:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19	3	44,439.99	-	-	-	-	-	1	-	-	-	-	-	-
2017-18	9	208,306.61	-	-	5	1	-	3	-	-	4	1	2	1
2016-17	12	160,855.45	-	-	3	4	4	1	-	1	1	7	2	1

B. Edelweiss

1. Price information of past issues handled by Edelweiss:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	Fine Organic Industries Limited	6,001.69	783.00	July 2, 2018	815.00	5.72% [6.56%]	Not Applicable	Not Applicable
2.	ICICI Securities Limited	34,801.16	520.00	April 4, 2018	435.00	-27.93% [5.44%]	-37.26% [5.22%]	Not Applicable
3.	Galaxy Surfactants Limited	9,370.88	1,480.00	February 8, 2018	1,525.00	1.14% [-3.31%]	-0.85% [1.33%]	-14.68% [7.66%]
4.	Amber Enterprises India Limited	6,000.00	859.00 ^{^^^}	January 30, 2018	1,175.00	27.15% [-5.04%]	32.56% [-2.81%]	10.68% [2.44%]
5.	Future Supply Chain Solutions Limited	6,496.95	664.00	December 18, 2017	664.00	3.50% [3.00%]	6.27% [-2.83%]	-5.20% [4.13%]
6.	Shalby Limited	5,048.00	248.00	December 15, 2017	239.70	-3.57% [3.95%]	-11.51% [0.75%]	-28.51% [4.93%]
7.	HDFC Standard Life Insurance Company Limited	86,950.07	290.00	November 17, 2017	310.00	30.16% [1.02%]	48.93% [2.11%]	74.66% [5.04%]
8.	Reliance Nippon Life Asset Management Limited	15,422.40	252.00	November 6, 2017	295.90	3.61% [-3.19%]	8.12% [2.05%]	-4.21% [1.59%]
9.	Prataap Snacks Limited	4,815.98	938.00 ^{^^}	October 5, 2017	1,270.00	25.12% [5.70%]	31.82% [5.60%]	40.99% [3.27%]
10.	ICICI Lombard General Insurance Company Limited	57,009.39	661.00	September 27, 2017	651.10	3.62% [6.25%]	18.97% [8.17%]	15.36% [4.06%]

Source: www.nseindia.com

^{^^^} Amber Enterprises India Limited - employee discount of ₹ 85 per equity share to the offer price was offered to the eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹ 859 per equity share

^{^^} Prataap Snacks Limited - employee discount of ₹ 90 per equity share to the issue price was offered to the eligible employees bidding in the employee reservation portion. All calculations are based on the issue price of ₹ 938 per equity share

Notes

1. Based on date of listing.
2. % 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.
3. Wherever 30th / 90th / 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.
4. The Nifty 50 index is considered as the benchmark index
5. Not Applicable. – Period not completed
6. Disclosure in Table-1 restricted to 10 issues.

2. Summary statement of price information of past issues handled by Edelweiss:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19*	2	40,802.85	-	1	-	-	-	1	-	-	-	-	-	-
2017-18	11	218,549.76	-	-	1	1	5	4	-	1	3	3	1	3
2016 - 17	6	123,361.22	-	-	1	1	3	1	-	-	-	3	2	1

*The information is as on the date of the document

1. Based on date of listing.
2. Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.
3. The Nifty 50 index is considered as the Benchmark Index.

For the financial year 2018-19 – 2 issues have been completed, 1 issue has completed 180 days and 1 issue has completed 90 days.

C. SBICAP

1. Price information of past issues handled by SBICAP:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	RITES Limited ⁴	4,604.40	185.00	July 2, 2018	190.00	34.97% [+6.56%]	Not Applicable	Not Applicable
2.	ICICI Securities Limited	35,148.49	520.00	April 4, 2018	435.00	-27.93% [+5.44%]	-37.26% [+5.22%]	Not Applicable
3.	Mishra Dhatu Nigam Limited ⁵	4,328.96	90.00	April 4, 2018	87.00	67.89% [+5.44%]	40.44% [+5.22%]	Not Applicable
4.	Hindustan Aeronautics Limited ⁶	41,131.33	1,215.00	March 28, 2018	1,152.00	-6.96% [+4.98%]	-25.84% [+4.86%]	Not Applicable
5.	Bharat Dynamics Limited ⁷	9,527.88	428.00	March 23, 2018	370.00	4.65% [+5.87%]	-9.78% [+7.74%]	Not Applicable
6.	H. G. Infra Engineering Limited	4,620.00	270.00	March 9, 2018	270.00	22.96% [+1.49%]	8.35% [+4.48%]	Not Applicable
7.	Amber Enterprises India Limited ⁸	5,995.99	859.00	January 30, 2018	1,175.00	27.15% [-5.04%]	-32.56% [-2.81%]	10.68% [+2.44%]
8.	Reliance Nippon Life Asset Management Limited	15,422.40	252.00	November 6, 2017	295.90	3.61% [-3.19%]	8.12% [-2.05%]	-4.21% [+1.59%]
9.	SBI Life Insurance Company Limited ⁹	83,887.29	700.00	October 3, 2017	735.00	-7.56% [+5.89%]	-0.66% [+5.84%]	-2.30% [+3.57%]
10.	Cochin Shipyard Limited ¹⁰	14,429.30	432.00	August 11, 2017	440.15	30.14% [+3.04%]	30.96% [+6.10%]	20.01% [+8.11%]

Source: www.nseindia.com

Notes:

- The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the next trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.
- The Nifty 50 index is considered as the Benchmark Index.
- The number of Issues in Table-1 is restricted to 10.
- Retail Discount and Employee Discount of ₹ 6 per Equity Share to the Offer Price
- Retail Discount and Employee Discount of ₹ 3 per Equity Share to the Offer Price
- Retail Discount and Employee Discount of ₹ 25 per Equity Share to the Offer Price
- Retail Discount and Employee Discount of ₹ 10 per Equity Share to the Offer Price
- Employee Discount of ₹ 85 per Equity Share to the Offer Price
- Employee Discount of ₹ 68 per Equity Share to the Offer Price
- Retail Discount and Employee Discount of ₹ 21 per Equity Share to the Offer Price

2. Summary statement of price information of past issues handled by SBICAP:

Financial Year *	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30 th calendar days from listing			No. of IPOs trading at premium - 30 th calendar days from listing			No. of IPOs trading at discount - 180 th calendar days from listing			No. of IPOs trading at premium - 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19	1	4,604.40	-	-	-	-	1	-	-	-	-	-	-	
2017-18	12	2,39,623.05	-	-	5	2	2	3	-	-	2	1	2	
2016-17	7	129,691.00	-	-	3	1	1	2	-	1	1	2	2	

The information is as on the date of the document

1. Based on date of listing.
2. Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.
3. The Nifty 50 index is considered as the Benchmark Index.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs as set forth in the table below:

Sr. No	Name of the BRLMs	Website
1.	I-Sec	www.icicisecurities.com
2.	Edelweiss	www.edelweissfin.com
3.	SBICAP	www.sbicaps.com

Consents

Consents in writing of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, Indian Legal Counsel to our Company, Indian Legal Counsel to the BRLMs, Indian Legal Counsel to the Investor Selling Shareholders, bankers to our Company, lenders to our Company, the BRLMs, the Syndicate Members, Escrow Collection Bank, Public Offer Bank, Refund Bank, the Registrar to the Offer, Share Escrow Agent, the Monitoring Agency 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 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, our Statutory Auditors have given their written consent for inclusion of their examination reports dated August 21, 2018 on the Restated Financial Statements of our Company and the statement of tax benefits dated August 30, 2018, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus for filing with SEBI.

Expert to the Offer

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

Our Company has received written consent dated September 3, 2018, from the Statutory Auditors namely, S.R. Batliboi & Co. LLP, to include their name as required under Section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as a Statutory Auditor and in respect of their (i) examination reports, each dated August 21, 2018 on our Restated Consolidated Financial Information and our Restated Standalone Financial Information; and (ii) their report dated August 30, 2018 on the statement of tax benefits, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Offer Expenses

For details of and in relation to the Offer Expenses, please see the section entitled “*Objects of the Offer*” on page 99.

Fee, Brokerage and Selling Commission Payable to the Syndicate Members

The total fee payable to the Syndicate Members (including underwriting commission, brokerage and selling commission and reimbursement of their out-of-pocket expense) will be as stated in the Syndicate Agreement, copies of which will be made available for inspection at the Registered Office from the date of the Red Herring Prospectus until the Bid/Offer Closing Date. For further details, please see the section entitled “*Objects of the Offer*” on page 99.

Commission payable to SCBSs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCBS, Registered Brokers, RTAs and CDPs please see the section entitled “*Objects of the Offer*” on page 99.

Fee Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer for processing of applications, data entry, printing of Allotment Advice/CAN/Refund order, preparation of refund data on magnetic tape, printing of bulk mailing register, will be as per the Registrar Agreement, a copy of which will be made available for inspection at the Registered Office on Working Days from the date of filing of the Red Herring Prospectus until the Bid/ Offer Closing Date.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

Particulars regarding capital issues by our Company, listed Group Companies or Subsidiaries during the preceding three years

Our Company has not undertaken any capital issues during the three years preceding the date of this Draft Red Herring Prospectus. None of our Group Companies or Subsidiaries are listed on any stock exchange and accordingly, the requirement to disclose the details of any capital issue made during the preceding three years does not apply to the Group Companies and the Subsidiaries.

Particulars regarding public or rights issues by our Company during the preceding last ten years

Our Company has not undertaken any public or rights issues during the ten years preceding the date of this Draft Red Herring Prospectus.

Performance vis- à-vis Objects: Last three issues of our Company

Our Company has not undertaken any public or rights issues in the preceding ten years. Accordingly, the requirement to disclose performance vis- à-vis objects in the last three issues of our Company in the preceding ten years does not apply to our Company.

Previous issues of Equity Shares otherwise than for cash

Other than as disclosed in the section entitled “*Capital Structure*” on page 84, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Commission or Brokerage paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company’s incorporation.

Performance vis- à-vis Objects: Last one issue of our Group Companies, Subsidiaries and associate companies

None of our Group Companies or our Subsidiaries have undertaken any public or rights issue in the previous ten years. Accordingly, the requirement to disclose performance vis- à-vis objects for the previous one issue does not apply to our Group Companies and our Subsidiaries. Our Company does not have any associates.

Outstanding Debentures or Bonds

There are no outstanding debentures or bonds of our Company as of the date of filing this Draft Red Herring Prospectus.

Outstanding Preference Shares or convertible instruments issued by our Company

Our Company does not have any preference shares or convertible instruments as of the date of filing this Draft Red Herring Prospectus.

Partly Paid-up Equity Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange, and accordingly, no stock market data is available for the Equity Shares.

Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the Bidders to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Bidders can contact Naheed Patel, the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 15 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 also appointed Naheed Patel, Company Secretary of our Company as the Compliance Officer for the Offer. For details, please see the section entitled “*General Information*” on page 76.

Our Company has constituted a Stakeholders’ Relationship Committee comprising Kamalji Sahay, Anisha Motwani and Vinay Agrawal as its members which is responsible for redressal of grievances of security holders of our Company. For further details on the Stakeholders’ Relationship Committee, please see the section entitled “*Our Management*” on page 186.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Disposal of investor grievances by our listed Group Companies or listed companies under the same management

As of the date of this Draft Red Herring Prospectus, none of our Group Companies and the companies under the same management as that of our Company are listed on any stock exchange and accordingly, there are no investor grievances pending against such companies.

Changes in Auditors

Other than as disclosed below, there has been no change in the statutory auditors in the last three years:

Name of the Auditors	Date of change	Date of completion of tenure	Reason for change
S. R. Batliboi & Co. LLP, Chartered Accountants	September 11, 2017	Until the conclusion of the 26 th AGM to be held in the Financial Year 2022	Appointment
Price Waterhouse & Co. Bangalore LLP Chartered Accountants	September 30, 2008	September 10, 2017	Completion of tenure under the Companies Act, 2013.

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the five years preceding the date of this Draft Red Herring Prospectus, except for the purposes of the bonus issue of Equity Shares on March 27, 2018 in the ratio of 4:1, held by such Shareholders as on March 7, 2018, as disclosed in the section entitled “*Capital Structure*” on page 84.

Revaluation of Assets

Our Company has not revalued its assets at any time in the last five years.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN or Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents or certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Offer

The Offer comprises a Fresh Issue and an Offer for Sale by the Selling Shareholders.

Ranking of the Equity Shares

The Equity Shares being issued and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the MoA and AoA and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend and other corporate benefits. The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please see the section entitled “*Main Provisions of Articles of Association*” on page 427. At any given point of time there shall be only one denomination of Equity Shares.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of Companies Act, the Memorandum of Association and Articles of Association and provisions of the SEBI Listing Regulations. For further details in relation to dividends, please see the sections entitled “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” on pages 208 and 427, respectively.

Face Value and Offer Price

The face value of each Equity Share is ₹10 and the Offer Price at the Floor Price is ₹ [●] per Equity Share and at the Cap Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the Investor Selling Shareholder and the BRLMs and advertised in: (i) all editions of English national daily newspaper, [●], (ii) all editions of the Hindi national daily newspaper, [●], and (iii) the Mumbai edition of the Marathi newspaper, [●] (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation, at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same 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 on the websites of the Stock Exchanges.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Equity 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, 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, subject to applicable laws including any RBI rules and regulations; 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 of our Company.

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, please see the section entitled “*Main Provisions of Articles of Association*” on page 427.

Option to Receive Equity Shares in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated June 28, 2018 amongst NSDL, our Company and the Registrar to the Offer;
- Agreement dated June 13, 2018 amongst CDSL, our Company and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest, read with Companies (Share Capital and Debentures) Rules, 2014, as amended. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holders, 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 Shares. Where the nominee is a minor, the holders may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Shares in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Shares by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- 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, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other 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 Offer will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company and the Investor Selling Shareholder in consultation with the BRLMs, reserve the right not to proceed with the Offer and/or any portion of the Offer for Sale after the Bid/Offer Opening Date but before the Allotment. In such an event, our

Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The Registrar to the Offer shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders (other than Anchor Investors) within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company and the Investor Selling Shareholder withdraw the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with an issue or offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Bid/Offer Programme

BID/OFFER OPENS ON	[●]*
BID/OFFER CLOSES ON (FOR QIBs)	[●]**
BID/OFFER CLOSES ON (FOR OTHER BIDDERS)	[●]

* Our Company in consultation with the BRLMs may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations

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

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer 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 [●]

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company or the Selling Shareholders or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders, 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. Each of the Selling Shareholders, severally and not jointly, undertakes to provide such reasonable support, information and documentation in relation to itself and extend reasonable cooperation as may be required by the Company to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST"))
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case, no later than 3.00 p.m. IST on Bid/Offer 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/Offer 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 this Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Our Company in consultation with the Investor Selling Shareholder and the BRLMs, reserves the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20.00% on either side. To clarify, the Floor Price can move up or down to the extent of 20.00% 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 120.00% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members. However, in case of revision in the Price Band, the Bid Lot shall remain the same.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90.00% of the Fresh Issue; and (ii) a subscription in the Offer equivalent to up to 25.00% of the post-Offer paid up Equity Share capital of our Company (the minimum number of securities as specified under Rule 19(2)(b)(i) of the SCRR) read with Regulation 41 of the SEBI ICDR Regulations, including through devolvement of Underwriters, if any, within 60 days from the date of Bid/Offer Closing Date, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law. The requirement for minimum subscription is not applicable to the Offer for Sale. In the event of an undersubscription in the Offer, the subscription in the first instance will be met through the Equity Shares offered pursuant to the Fresh Issue and thereafter, the balance subscription in the Offer will be met on a pro rata basis in a manner proportionate to the respective portion of the Equity Shares offered in the Offer for Sale by each of the Selling Shareholders, subject to the approval of the Stock Exchanges.

The Selling Shareholders agree and acknowledge that in the event that any Equity Shares are not sold in the Offer for Sale on account of under-subscription, such unsold Equity Shares shall be subject to lock-in in accordance with this Draft Red Herring Prospectus and the SEBI ICDR Regulations.

Further, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be Allotted shall be not less than 1,000, in accordance with Regulation 26(4) of the SEBI ICDR Regulations.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company, Promoters' minimum contribution and the Anchor Investor lock-in as provided in the section entitled "*Capital Structure*" on page 84 and except as provided in the Articles of Association there are no restrictions on transfer or transmission of Equity Shares and their consolidation or splitting. For details please see the section entitled "*Main Provisions of the Articles of Association*" on page 427.

OFFER STRUCTURE

Initial public offer of up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ 6,000.00 million comprising a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 3,000.00 million and an Offer for Sale of up to [●] Equity Shares by the Selling Shareholders aggregating up to ₹ 3,000.00 million. The Offer will constitute [●]% of the post- Offer paid-up Equity Share capital of our Company*.

* Subject to requirements of the SEBI ICDR Regulations, if the Company and the Investor Selling Shareholder, in consultation with the BRLMs, decide to increase the Offer size between the filing of this Draft Red Herring Prospectus with SEBI and the Red Herring Prospectus with the RoC, any such increase in the Offer size shall not exceed ₹ 300.00 million and such increase in Offer size will be achieved by increasing the number of Equity Shares to be sold by the Investor Selling Shareholder in the Offer.

The Offer is being made through the Book Building Process.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation* (2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not more than 50.00% of the Offer size shall be available for allocation to QIBs. However, up to 5.00% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion. Any unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15.00% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Bidders shall be available for allocation.	Not less than 35.00% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a). Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b). [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors	Proportionate	The allotment to each Retail Individual Investor 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, please see the section entitled “Offer Procedure – Part B – Allotment Procedure and Basis of Allotment” on page 417
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply ⁽⁴⁾	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, Mutual Funds, FPIs other than Category III FPIs, VCFs, AIFs, FVCIs registered with SEBI,	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund (subject to applicable law) with minimum corpus of ₹250.00 million, pension fund with minimum corpus of ₹250.00 million, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	institutions societies and trusts, Category III FPI registered with SEBI	
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder that is specified in the ASBA Form at the time of submission of the ASBA Form ⁽³⁾		

* Assuming full subscription in the Offer

- (1) Our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis. 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 details, please see the section entitled "Offer Structure" on page 386.
- (2) Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b)(i) of the SCRR and under the SEBI ICDR Regulations.
- (3) Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form. For details of terms of payment applicable to Anchor Investors, please see section entitled "Offer Procedure -Section 7: Allotment Procedure and Basis of Allotment" on page 417.
- (4) In case of joint Bids, the Bid cum Application Form contained only the name of the First Bidder whose name appeared as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder was required in the Bid cum Application Form and such First Bidder was deemed to have signed on behalf of the joint holders.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, as amended, notified by SEBI (the "General Information Document") included below under "Part B – 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 has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Our Company, the Selling Shareholders 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 the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process wherein not more than 50.00% of the Offer shall be allocated to QIBs on a proportionate basis, provided that our Company in consultation with the BRLMs may allocate up to 60.00% 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, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category, except 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.

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 dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the ASBA Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centers, and at our Registered Office of our Company. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FPIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FVCIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White

* Excluding electronic Bid cum Application Form

All Non-Resident Bidders will be required to attached a self-certification with the Bid cum Application Form, confirming and certifying that such Bidder is a ‘fit and proper person’ in accordance with the requirements prescribed under the SEBI Intermediaries Regulations. To be a ‘fit and proper person’, the following criteria shall be taken into consideration: (i) the Bidder’s integrity, reputation and character; (ii) the Bidder shall not have any convictions and restraint orders; (iii) the Bidder shall be competent, including having financial solvency and net worth; and (iv) the Bidder shall not be categorised as a Wilful Defaulter.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB, where the Bidder has a bank account, details of which were provided by the Bidder in his respective ASBA Form and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Who can Bid?

In addition to the category of Bidders set forth under the section “*General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue*” on page 400, any other persons eligible to Bid in the Offer under the applicable laws, rules, regulations, guidelines, and policies are also eligible to invest in the Equity Shares.

Participation by Promoters, Promoter Group, the BRLMs, the Syndicate Members and persons related to the Promoters/Promoter Group/BRLMs or the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of Bidders, 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.

Neither the BRLMs nor any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs), the Promoters and the Promoter Group can apply in the Offer under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, the Company in consultation with the 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 can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% 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 Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (Bank) (“FCNR(B)”) Accounts and eligible NRI Bidders

bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts, for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post- Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The existing individual and aggregate investment limits for an FPI in our Company are not exceeding 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government 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, other than Category III FPIs and unregulated broad based funds, which are classified as Category II FPIs by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iii) such offshore derivative instruments shall not be issued to or transferred to persons who are resident Indians or NRIs and to entities beneficially owned by resident Indians or NRIs. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it subject to the following conditions: (i) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and (ii) prior consent of FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations *inter-alia* prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25.00% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The Category I AIF and Category II AIF cannot invest more than 25.00% of the investable funds in one investee company. A Category III AIF cannot invest more than 10.00% of the investable funds in one investee company. A venture capital fund registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, 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 funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

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. Neither our Company nor the BRLMs will 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 the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies and Systemically Important NBFCs

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 are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("**Banking Regulation Act**"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10.00% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10.00% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10.00% but not exceeding 30.00% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10.00% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20.00% of the investee company's paid-up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. 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 applications.

Bids by Systemically Important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), and (iii) such other approval as may be required by the approval Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

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, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 as amended are broadly set forth below:

- (a) equity shares of a company: the lower of 10.00%* of the outstanding equity shares (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: not more than 15.00% of the respective fund in case of a life insurer or 15.00% of investment assets in case of a general insurer or reinsurer or 15.00% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company belong to: not more than 15.00% of the fund of a life insurer or a general insurer or a reinsurer or 15.00% of the investment asset, whichever is lower.

* The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000.00 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000.00 million or more but less than ₹ 2,500,000.00 million.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10.00% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds or pension funds

In case of Bids made by provident funds or pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, a certified copy of a 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 reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India, systemically important NBFCs or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250.00 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 the BRLMs reserves 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.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus. As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Center within the prescribed time;
6. 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;
7. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure the names given in the Bid cum Application Form are exactly the same as the names in which the beneficiary account is held with the DP. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
12. 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 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax 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;
13. Ensure that Demographic Details are updated, true and correct in all respects;
14. 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;
15. Ensure that the category and the investor status is indicated in the Bid cum Application Form;
16. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
17. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
18. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN 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 and PAN available in the Depository database; and
19. 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 via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹200,000 (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 fill up Bid cum Application Form such that Equity Shares bid for exceed Offer size/investment limit or maximum number of Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Anchor Investors should not bid through ASBA process;
9. Do not submit the Bid for an amount more than funds available in your ASBA Account;
10. Do not submit more than five Bid cum Application Forms per ASBA Account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
12. 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;

13. 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).
14. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
15. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Designated Intermediary;
16. Do not Bid for shares more than specified by respective Stock Exchanges for each category;
17. 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; and
18. Do not submit Bids to a Designated Intermediary unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in that location for the Designated Intermediary to deposit the Bid cum Application Forms.

The Bid cum Application Form is liable to be rejected if any of the above instructions or other instructions, as applicable, are not complied with.

Payment into Escrow Account for Anchor Investors

Our Company and the BRLMs, in its 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. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”
- (b) In case of Non-Resident Anchor Investors: “[●]”

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under Regulation 47(1) read with Schedule XIII of the SEBI ICDR Regulations, in: (i) all editions of English national daily newspaper, [●], (ii) all editions of the Hindi national daily newspaper, [●], and (iii) the Mumbai edition of the Marathi newspaper, [●] (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation.

Signing of the Underwriting Agreement and the RoC Filing

- (a) Our Company, the Selling Shareholders and the Underwriter intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.
- (b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the ‘Prospectus’. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 1.00 million or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than

three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 1.00 million or 1.00% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 2.00 million, or both.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms;
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps 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 are taken within six Working Days of the Bid/Offer Closing Date will be taken;
- our Company shall make the necessary applications to the Stock Exchanges for the Equity Shares;
- if Allotment is not made application money will be refunded/unblocked in ASBA Account within 15 days from the Bid/Offer Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at the rate of 15.00% per annum for the delayed period;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- the Promoters' contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees.
- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges.
- the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
- except for any allotment of Equity Shares, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Investor Selling Shareholder

The statements and undertakings provided below, in relation to the Investor Selling Shareholder, are statements which are specifically confirmed or undertaken by the Investor Selling Shareholder. The Investor Selling Shareholder undertakes that:

- the Equity Shares being sold by it pursuant to the Offer have been held by it for a period of at least one year prior to the date of filing this Draft Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;
- it is the legal and beneficial owner of, and has full title to, its portion of the Equity Shares being sold in the Offer;
- the Equity Shares being sold by it pursuant to the Offer are free and clear of any encumbrances and shall be in dematerialized form at the time of Allotment and shall be transferred to the eligible Bidders within the time specified under applicable law;
- the respective portion of the Equity Shares offered by the Investor Selling Shareholder in the Offer are eligible to be offered for sale pursuant to the Offer as per the provisions of Regulation 26(6) of the SEBI ICDR Regulations;
- all monies received out of the Offer shall be credited or transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and
- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges.

Undertakings by the Individual Selling Shareholders

The statements and undertakings provided below, in relation to the Individual Selling Shareholders, are statements which are specifically confirmed or undertaken by the Individual Selling Shareholders. The Individual Selling Shareholders undertake that:

- the Equity Shares being sold by them pursuant to the Offer have been held by them for a period of at least one year prior to the date of filing this Draft Red Herring Prospectus with SEBI, are fully paid-up and are in dematerialised form;
- they are the legal and beneficial owner of, and have full title to, the Equity Shares being sold in the Offer;
- the Equity Shares being sold by them pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible Bidders within the time specified under applicable law;
- they shall provide appropriate instructions and all reasonable assistance as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to Anchor Investors to the extent of the Equity Shares offered by them pursuant to the Offer;
- they shall provide such reasonable support, information and documentation and extend such reasonable cooperation as may be required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/ Offer Closing Date of the Offer and in redressal of such investor grievances that pertain to the Equity Shares held by them and being offered pursuant to the Offer;
- they shall not transfer the Equity Shares except in the Offer during the period commencing from submission of this Draft Red Herring Prospectus until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by them in the Offer;
- they shall comply with all applicable laws, in India, including the Companies Act, the SEBI ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by them in the Offer;
- that they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer, except as permitted under applicable law;
- the Individual Selling Shareholders have authorised the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale;
- all monies received out of the Offer shall be credited or transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and
- they shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from the Stock Exchanges.

Utilisation of Offer Proceeds

The Board of Directors certify that:

- all monies received out of the Offer shall be credited or transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and
- the utilisation of monies received under the Promoter's contribution, if any, shall be disclosed, and continue to be disclosed till the time any part of the Offer Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- the details of all unutilised monies out of the funds received under the Promoter's contribution, if any, shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”).

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus (“RHP”)/Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Offer and on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may see “Glossary and Abbreviations”.

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI Regulations. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI Regulations. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI Regulations, the Companies Act, 2013, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI Regulations, an Issuer can either determine the Issue Price through the Book Building Process (“Book Built Issue”) or undertake a Fixed Price Offer (“Fixed Price Issue”). An Issuer may

mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120.00% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

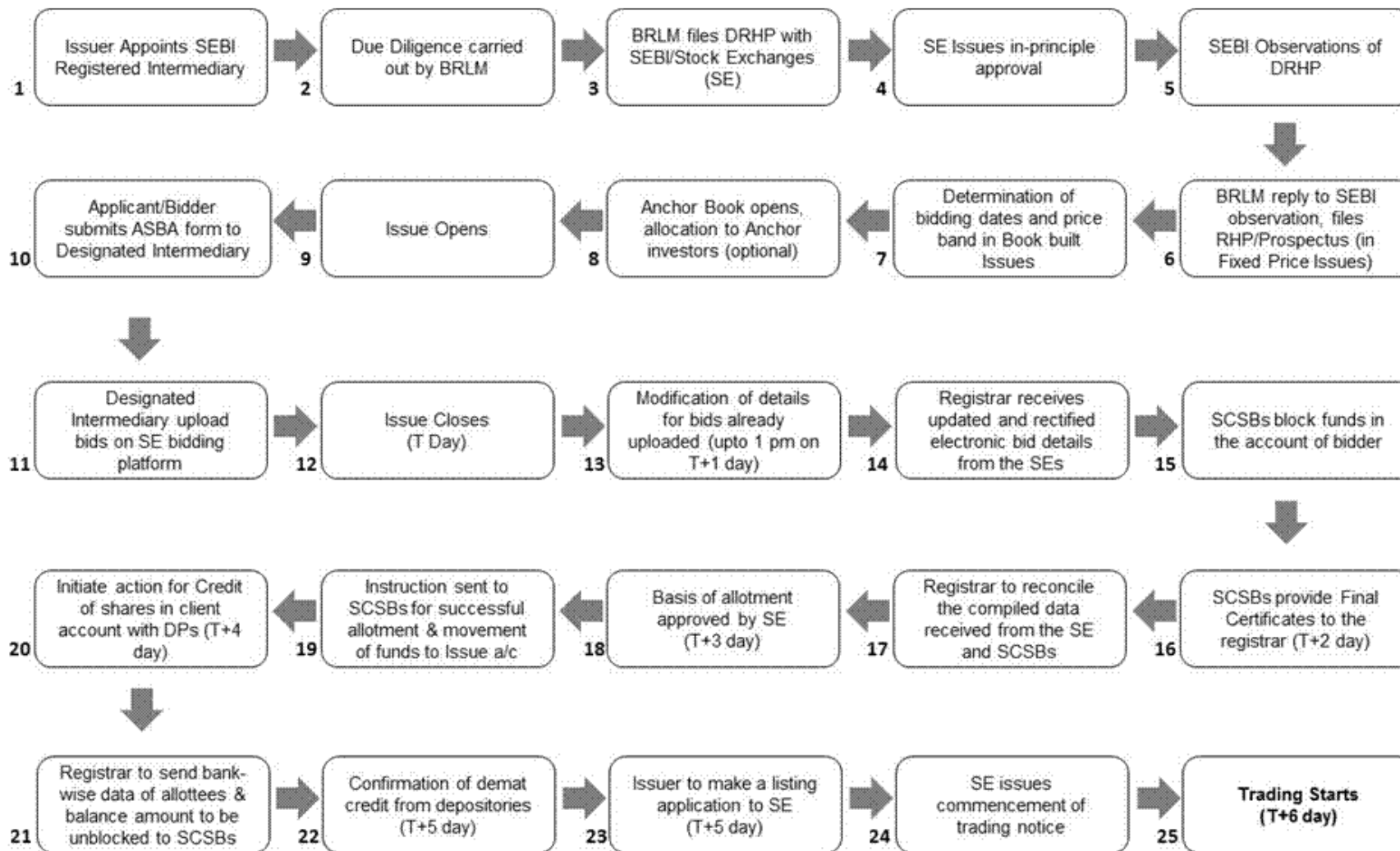
The Offer may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges, and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs:

- In case of Offer other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:
 - i. Step 7 : Determination of Offer Date and Price
 - ii. Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIBs category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) bearing the stamp of a Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the book running lead managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the relevant Designated Intermediaries, as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FPIs, on a repatriation basis	Blue

Category	Colour of the Bid cum Application Form
Anchor Investors (where applicable) & Bidders Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRI APPLYING ON A NON-REPATRIATION BASIS
Address :		Contact Details:
		CIN No

TO, THE BOARD OF DIRECTORS XYZ LIMITED	<table border="1" style="width: 100%;"> <tr><td style="text-align: center;">BOOK BUILT ISSUE</td></tr> <tr><td style="text-align: center;">ISIN :</td></tr> </table>	BOOK BUILT ISSUE	ISIN :	Bid cum Application Form No.
BOOK BUILT ISSUE				
ISIN :				

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr. / Ms. _____
SUB-BROKER'S / SUBAGENT'S STAMP & CODE	BCROW BANK/SCSB BRANCH STAMP & CODE	Address _____
		_____ Email _____
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Tel. No (with STD code) / Mobile _____
		2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	4. INVESTOR STATUS									
	<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CB <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH									
For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID										
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")										
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/-only) (In Figures)								
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 10%;">Bid Price</th> <th style="width: 10%;">Retail Discount</th> <th style="width: 10%;">Net Price</th> <th style="width: 10%;">"Cut-off" (Please tick)</th> </tr> <tr> <td style="text-align: center;">8 7 6 5 4 3 2 1</td> <td style="text-align: center;">3 2 1</td> <td style="text-align: center;">3 2 1</td> <td style="text-align: center;">3 2 1</td> </tr> </table>	Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	<input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)							
8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1							
Option 1			<input type="checkbox"/>							
(OR) Option 2			<input type="checkbox"/>							
(OR) Option 3			<input type="checkbox"/>							

7. PAYMENT DETAILS	PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
Amount paid (₹ in figure) _____ (₹ in words) _____	
ASBA Bank A/c No. _____	
Bank Name & Branch _____	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ANNEXURE PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUE (GIDIP) AND HEREBY AGREE AND CONFIRM THE BIDDERS' UNDERTAKING AT GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THIS BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upon do f Bid in Stock Exchange system)
	I/We authorize the SCSB to do all act as are necessary to make the Application in the line 1) _____ 2) _____ 3) _____	
Date : _____		

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XYZ LIMITED	Initial Public Issue - R	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No.
--------------------	---------------------------------	--	---

DPID / CLID _____	PAN of Sole / First Bidder _____
-------------------	----------------------------------

Amount paid (₹ in figures) _____	Bank & Branch _____	Stamp & Signature of SCSB Branch
ASBA Bank A/c No. _____		
Received from Mr./Ms. _____		
Telephone / Mobile _____ Email _____		

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XYZ LIMITED - INITIAL PUBLIC ISSUE - R	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 10%;">Option 1</th> <th style="width: 10%;">Option 2</th> <th style="width: 10%;">Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> </tr> <tr> <td>Amount Paid (₹)</td> <td></td> <td></td> </tr> </table>	Option 1	Option 2	Option 3	No. of Equity Shares			Bid Price			Amount Paid (₹)			Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder
Option 1	Option 2	Option 3													
No. of Equity Shares															
Bid Price															
Amount Paid (₹)															
ASBA Bank A/c No. _____			Acknowledgement Slip for Bidder												
Bank & Branch _____			Bid cum Application Form No. 												

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TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Address : _____ Contact Details: _____ CIN No _____	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIs OR FVCS, ETC APPLYING ON A REPATRIATION BASIS
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	BOOK BUILT ISSUE ISIN : _____
		Bid cum Application Form No. _____

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr./Ms. _____
		Address _____
		Email _____
		Tel. No (with STD code) / Mobile _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	2. PAN OF SOLE / FIRST BIDDER

BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS																											
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID	<input type="checkbox"/> NRI Non-Resident Indian(s) (Repatriation basis)																											
	<input type="checkbox"/> FII FII or Sub-account not a Corporate/Foreign Individual																											
	<input type="checkbox"/> FISA FII Sub-account Corporate/Individual																											
	<input type="checkbox"/> FVCI Foreign Venture Capital Investor																											
	<input type="checkbox"/> FPI Foreign Portfolio Investors																											
	<input type="checkbox"/> OTH Others (Please Specify) _____																											
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")	5. CATEGORY																											
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Bid Options</th> <th rowspan="2">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)</th> <th colspan="3">Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)</th> <th rowspan="2">"Cut-off" (Please tick)</th> </tr> <tr> <th>Bid Price</th> <th>Retail Discount</th> <th>Net Price</th> </tr> </thead> <tbody> <tr> <td>Option 1</td> <td>8 7 6 5 4 3 2 1</td> <td>3 2 1</td> <td>3 2 1</td> <td>3 2 1</td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td> <td></td> <td></td> <td></td> <td><input type="checkbox"/></td> </tr> </tbody> </table>	Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)	Bid Price	Retail Discount	Net Price	Option 1	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	<input type="checkbox"/>	(OR) Option 2					<input type="checkbox"/>	(OR) Option 3					<input type="checkbox"/>	<input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB
Bid Options			No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			"Cut-off" (Please tick)																					
	Bid Price	Retail Discount		Net Price																								
Option 1	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	<input type="checkbox"/>																							
(OR) Option 2					<input type="checkbox"/>																							
(OR) Option 3					<input type="checkbox"/>																							

7. PAYMENT DETAILS	PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>
Amount paid (₹ in figures) _____ (₹ in words) _____	
ASBA Bank A/c No. _____	
Bank Name & Branch _____	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBREVED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the line	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : _____	1) _____ 2) _____ 3) _____	

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LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Broker/SCSB/DP/RTA	Bid cum Application Form No. _____
			PAN of Sole / First Bidder _____
DPID / CLID _____			
Amount paid (₹ in figures) _____	Bank & Branch _____	Stamp & Signature of SCSB Branch	
ASBA Bank A/c No. _____			
Received from Mr./Ms. _____			
Telephone / Mobile _____	Email _____		

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XYZ LIMITED - INITIAL PUBLIC ISSUE - NR	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Amount Paid (₹)				Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder _____
	Option 1	Option 2	Option 3																
No. of Equity Shares																			
Bid Price																			
Amount Paid (₹)																			
ASBA Bank A/c No. _____																			
Bank & Branch _____																			
			Acknowledgement Slip for Bidder																
			Bid cum Application Form No. _____																

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4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT

- (a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- (b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid cum Application Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.
- (c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids/Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders.
- (d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act 2013 for fraud involving an amount of at least ₹ 1.00 million or 1.00% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than ₹ 1.00 million or 1.00% of the turnover of the Company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to ₹ 2.00 million, or both.

- (e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT

- (a) PAN (of the sole/first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim (“PAN Exempted Bidders/Applicants”). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- (c) The exemption for the PAN Exempted Bidders/Applicants 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.
- (d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.
- (e) Bids/Applications by Bidders/Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

- (a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**
- (b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- (c) Bidders/Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for other correspondence(s) related to an Offer.
- (d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants’ sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

- (a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.
- (b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (for further details Bidders may refer to Section 5.6 (e)).
- (c) **Cut-Off Price:** Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIBs and such Bids from QIBs and NIBs may be rejected.
- (d) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.
- (e) **Allotment:** The Allotment of specified securities to each RIB shall not be less than the minimum Bid Lot, subject to availability of shares in the RIB category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

- (a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹200,000.

- (b) In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.
- (c) For NRIs, a Bid Amount of up to ₹200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹200,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- (d) Bids by QIBs and NIBs must be for such minimum number of shares such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. NIBs and QIBs are not allowed to Bid at Cut-off Price.
- (e) In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by the NIBs who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- (f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹10 crores. 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 done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60.00% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- (g) A Bid cannot be submitted for more than the Offer size.
- (h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- (i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the highest number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details, Bidders may refer to Section 5.6 (e))

4.1.4.2 Multiple Bids

- (a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.
- (b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:
 - i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
 - ii. For Bids from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.
- (c) The following Bids may not be treated as multiple Bids:

- i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Offer portion in public category.
- ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
- iii. Bids by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
- iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Portion.

4.1.5 **FIELD NUMBER 5: CATEGORY OF BIDDERS**

- (a) The categories of Bidders identified as per the SEBI Regulations for the purpose of Bidding, allocation and Allotment in the Offer are RIBs, NIBs and QIBs.
- (b) Up to 60.00% of the QIB Portion can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.
- (c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.
- (d) The SEBI Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

- (a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.
- (c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- (d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

- (a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the ASBA Form. If Discount is applicable in the Offer, RIBs should indicate the full Bid Amount in the Bid cum Application Form and funds shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- (b) RIBs who Bid at Cut-off Price shall arrange to block the Bid Amount based on the Cap Price.
- (c) All Bidders (except Anchor Investors) have to participate in the Offer only through the ASBA mechanism.
- (d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 **Instructions for Anchor Investors:**

- (a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

- (b) Payments should be made either by direct credit, RTGS or NEFT.
- (c) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 Payment instructions for ASBA Bidders

- (a) Bidders may submit the ASBA Form either
 - i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - ii. in physical mode to any Designated Intermediary.
- (b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.
- (c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.
- (d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- (f) Bidders should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.
- (g) Bidders bidding through a Designated Intermediary, other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.
- (h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- (j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- (k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.
- (l) Upon submission of a completed ASBA Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the ASBA Form in the ASBA Account maintained with the SCSBs.
- (m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Bid, as the case may be.
- (n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue

Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

- (b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the ASBA Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Offer Closing Date.

4.1.7.3 **Discount** (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RIB category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Offer, Bidders may refer to the RHP/Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Offer may block the Bid Amount less Discount.

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RIB category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- (a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/ Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- (d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and/or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- (a) Bidders should ensure that they receive the Acknowledgment Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the ASBA Form.
- (b) All communications in connection with Bids made in the Offer may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder/Applicant, Bid cum Application Form number, Bidders'/Applicants' DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the investor shall also enclose a copy of the Acknowledgment Slip duly received from the Designated Intermediaries in addition to the information mentioned hereinabove.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 **INSTRUCTIONS FOR FILING THE REVISION FORM**

- (a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIBs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise

his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

- (b) RIB may revise their bids or withdraw their Bids till the Bid/Offer Closing Date.
- (c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- (d) The Bidder/Applicant can make this revision any number of times during the Bid/Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

COMMON BID REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : Contact Details: CIN No.	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS		
LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	<table border="1" style="margin-left:auto; margin-right:auto;"> <tr><td style="text-align:center;">BOOK BUILT ISSUE</td></tr> <tr><td style="text-align:center;">ISIN :</td></tr> </table>	BOOK BUILT ISSUE	ISIN :
BOOK BUILT ISSUE				
ISIN :				
		Bid cum Application Form No. 		
SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER		
		Mr./Ms. 		
		Address 		
SUB-BROKER'S / SUBAGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	Email 		
		Est. No (with STD code) / Mobile 		
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	2. PAN OF SOLE / FIRST BIDDER		
				
		3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		
		For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID		
PLEASE CHANGE MY BID				
4. FROM (AS PER LAST BID OR REVISION)				
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)		
	8 7 6 5 4 3 2 1	Bid Price Retail Discount Net Price "Cut-off" (Please tick)		
Option 1	1000000	1000000 0 1000000 1000000 <input type="checkbox"/>		
(OR) Option 2	1000000	1000000 0 1000000 1000000 <input type="checkbox"/>		
(OR) Option 3	1000000	1000000 0 1000000 1000000 <input type="checkbox"/>		
5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")				
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)		
	8 7 6 5 4 3 2 1	Bid Price Retail Discount Net Price "Cut-off" (Please tick)		
Option 1	1000000	1000000 0 1000000 1000000 <input type="checkbox"/>		
(OR) Option 2	1000000	1000000 0 1000000 1000000 <input type="checkbox"/>		
(OR) Option 3	1000000	1000000 0 1000000 1000000 <input type="checkbox"/>		
6. PAYMENT DETAILS				
Additional Amount Paid (₹ in figures) 		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>		
ASBA Bank Ac No. 				
Bank Name & Branch 				
<small>I/WE (ON BEHALF OF JOINT APPLICANT, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THE BID AND THAT I/WE AGREE TO BE BOUND BY THE GENERAL INFORMATION DOCUMENT FOR INITIAL PUBLIC ISSUES (GID) AND HEREBY AGREE AND CONFIRM THE BIDDERS UNDERTAKING AS GIVEN OVERLEAF/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BIDDING FORM GIVEN OVERLEAF.</small>				
7A. SIGNATURE OF SOLE / FIRST BIDDER	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER (a) (AS PER BANK RECORDS) <small>I/We authorize the SCSB to deal with or act on my behalf for Application to Bid here.</small>	BROKER / SCSE / DP / RTA STAMP (A date being upload of Bid in Book & online system)		
Date : 	(1) _____ (2) _____ (3) _____			
TEAR HERE				
LOGO	XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA		
		Bid cum Application Form No. 		
DPID / CLID	PAN of Sole / First Bidder			
				
Additional Amount Paid (₹)	Bank & Branch	Stamp & Signature of SCSB Branch		
				
ASBA Bank A/c No.	Received from Mr./Ms.			
				
Telephone / Mobile	Email			
				
TEAR HERE				
XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R	Option 1 Option 2 Option 3	Name of Sole / First Bidder		
No. of Equity Shares				
Bid Price		Stamp & Signature of Broker / SCSB / DP / RTA		
Additional Amount Paid (₹)				
ASBA Bank A/c No.	Acknowledgement Slip for Bidder			
Bank & Branch	Bid cum Application Form No.			
				

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANTS, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

- (a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.
- (b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIBs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIBs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- (d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the RIB does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid, where possible, shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RIB and the RIB is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIBs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after the allotment is finalised.

4.2.3 **FIELD 6: PAYMENT DETAILS**

- (a) All Bidders/Applicants are required to authorise that the full Bid Amount less Discount (if applicable) is blocked. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- (b) Bidder/Applicants may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable)) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- (c) In case the total amount (i.e., original Bid Amount less Discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, where possible, may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- (d) In case of a downward revision in the Price Band, RIBs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of Bidding may be unblocked after the finalisation of basis of allotment.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

- (a) The Issuer may mention Issue Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).
- (b) **Minimum Application Value and Bid Lot:** The Issuer in consultation with the Lead Manager may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- (c) Applications by RIBs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.
- (d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- (e) An application cannot be submitted for more than the Offer size.
- (f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- (g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
 - ii. For applications from Mutual Funds, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- (i) The following applications may not be treated as multiple Bids:
 - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Offer portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.
 - iii. Applications by Mutual Funds, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

- (a) The categories of applicants identified as per the SEBI Regulations for the purpose of Bidding, allocation and Allotment in the Offer are RIBs, individual applicants other than RIB's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- (b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.
- (c) The SEBI Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 FIELD 7: PAYMENT DETAILS

- (a) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Issue
- (b) Application Amount cannot be paid in cash, through money order, cheque, demand draft or through postal order or through stock invest.

4.3.5.1 Payment instructions for ASBA Applicants

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.2 Unblocking of ASBA Account

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

4.3.5.3 Discount (if applicable)

Applicants should refer to instructions contained in paragraphs 4.1.7.3.

4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/APPLICATION FORM/REVISION FORM

4.4.1 Bidders/Applicants may submit completed Bid cum application form/Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	1) To the Book Running Lead Managers at the locations mentioned in the Anchor Investors Application Form
ASBA Form	1) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location
	2) To the Designated Branches of the SCSBs

- (a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.
- (b) Upon submission of the Bid cum Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.
- (c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI Regulations. The Issue Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

- (a) During the Bid/Offer Period, Bidders/Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.

- (b) In case of Bidders/Applicants (excluding NIBs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).
- (c) For details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

- (a) 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.
- (b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- (c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1 p.m. on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

- (a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Offer Period.
- (b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Offer Period.

5.4 WITHDRAWAL OF BIDS

- (a) RIBs can withdraw their Bids until Bid/Offer Closing Date. In case a RIB wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- (b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalisation of basis of allotment. QIBs and NIBs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- (a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
 - i. the Bids accepted by the Designated Intermediary,
 - ii. the Bids uploaded by the Designated Intermediary, and
 - iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediary.

Any RIB whose Bid has not been considered for Allotment, due to failures on the part of the SCSB may seek redressal from the concerned SCSB within three months of the listing date in accordance with the circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018.

- (b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all information required is not provided and the Bid cum Application Form is incomplete in any respect.
- (c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- (d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

- (e) All bids by QIBs, NIBs & RIBs Bidders can be rejected on technical grounds listed herein.

5.5.1 **GROUND FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Forms can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, which have been detailed at various places in this GID:-

- (a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- (b) Bids/Applications by OCBs;
- (c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- (d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust, etc., relevant documents are not being submitted along with the Bid cum application form;
- (e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- (f) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- (g) PAN not mentioned in the Bid cum Application Form/Application Forms except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- (h) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- (i) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- (j) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;
- (k) Bids/Applications at Cut-off Price by NIBs and QIBs;
- (l) The amounts mentioned in the Bid cum Application Form/Application Forms do not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- (m) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- (n) Submission of more than five ASBA Forms/Application Forms per ASBA Account;
- (o) Bids/Applications for number of Equity Shares which are not in multiples of Equity Shares as specified in the RHP;
- (p) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- (q) Bids not uploaded in the Stock Exchanges bidding system.
- (r) Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;
- (s) Where no confirmation is received from SCSB for blocking of funds;
- (t) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
- (u) Bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the Issuer or the Registrar to the Offer;
- (v) Bids/Applications not uploaded on the terminals of the Stock Exchanges;
- (w) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 **BASIS OF ALLOCATION**

- (a) The SEBI Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP/Prospectus.
- (b) Under-subscription in any category (except QIB Portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI Regulations. Unsubscribed portion in QIB Portion is not available for subscription to other categories.
- (c) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the price band. For instance, assume a price band of ₹ 20 to ₹ 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Quantity	Subscription
500	24	500	16.70%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.70%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The issuer, in consultation with the book running lead managers, will finalise the issue price at or below such cut-off price, i.e., at or below ₹22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (“**Alternate Book Building Process**”).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIBs, NIBs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Offer. As the Issue Price is mentioned in the Fixed Price Offer therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Offer Opening Date.

In a fixed price Offer, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Bidders and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Bidder will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidder

Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Net Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIBs

Bids received from the RIBs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIBs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIBs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot (“**Maximum RIB Allottees**”). The Allotment to the RIBs will then be made in the following manner:

- (a) In the event the number of RIBs who have submitted valid Bids in the Offer is equal to or less than Maximum RIB Allottees, (i) all such RIBs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIBs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- (b) In the event the number of RIBs who have submitted valid Bids in the Offer is more than Maximum RIB Allottees, the RIBs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIBS

Bids received from NIBs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIBs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIBs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI Regulations or RHP/Prospectus. Bids received from QIBs Bidding in the QIB Portion (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Portion may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- (a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Portion may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Portion; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;
- (b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Portion, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Portion; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- (a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer in consultation with the Selling Shareholder and the BRLMs, subject to compliance with the following requirements:
 - i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii. 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 done to other Anchor Investors; and

- iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
- a maximum number of two Anchor Investors for allocation up to ₹100.00 million;
 - Minimum of 2 and maximum of 15 Anchor Investors for allocation above ₹ 100.00 million and upto ₹2500.00 million, subject to minimum allotment of ₹50.00 million per such Anchor Investor; and
 - In case of allocation above ₹2,500.00 million, a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation upto ₹2,500.00 million, and an additional 10 Anchor Investors for every additional ₹2,500.00 million or part thereof, subject to minimum Allotment of ₹50.00 million per such Anchor Investor.
- (b) An Anchor Investor shall make an application of a value of at least ₹100.00 million in the Offer.
- (c) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.
- (d) **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- (e) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIBs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- (a) Bidders may be categorized according to the number of Equity Shares applied for;
- (b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- (c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- (d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- (e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and
- (f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- (a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Offer. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.
- (b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.
- Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/Offer Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may initiate corporate action for credit to Equity Shares the beneficiary account with Depositories within six Working Days of the Bid/Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹5 lakhs but which may extend to ₹50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹50,000 but which may extend to ₹3 lakhs, or with both.

If the permissions to deal in and an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders/Applicants.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Offer involving a Fresh Issue and an Offer for Sale, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Working Days, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI Regulations comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

- (a) **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.
- (b) **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
- (c) In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- (a) **NACH**—National Automated Clearing House is a consolidated system of ECS. Payment of refunds would be done through NACH for Anchor Investors having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refunds through NACH is mandatory for Anchor Investors having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;
- (b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code (“**IFSC**”), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (c) **RTGS**—Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS.
- (d) **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Anchor Investors may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within the 15 days of the Bid/Offer Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI Regulations and the Red Herring Prospectus.
Anchor Investor Application Form	The 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 Prospectus
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is 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 done to Anchor Investors
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by ASBA Bidders/Applicants, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
Application Supported by Blocked Amount Form /ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder
ASBA Bidder	All Bidders/Applicants except Anchor Investors
Banker(s) to the Offer/Escrow Collection Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Offer
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Offer Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Offer, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Offer Opening Date

Term	Description
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective ASBA Bidders/Applicants can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI Regulations. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Offer Period
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicants should be construed to mean an Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2 nd and 4 th Saturday of a month and public holidays)
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIBs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries	Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where 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 (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer

Term	Description
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Offer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI Regulations, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RIB Allottees	The 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.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Portion (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non Institutional Bidders or NIBs	All Bidders/Applicants, including FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIBs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
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
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Bidders in a Fixed Price Issue. These include individual applicants other than Retail Individual Bidders and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Offer and certain other information

Term	Description
Public Issue Account	A Bank account opened with the Banker to the Offer to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Portion	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Offer. The RHP may be filed with the RoC at least three days before the Bid/Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI Regulations
Retail Individual Bidders/ RIBs	Investors who applies or bids for a value of not more than ₹200,000
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIBs which shall not be less than the minimum Bid Lot, subject to availability in RIB category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of ASBA Forms by Syndicate Members
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	All days other than the second and fourth Saturdays of each month, Sundays or public holidays, on which commercial banks in Mumbai are open for business; provided however, when referring to (a) announcement of Price Band; and (b) Bid/Issue Period, the term shall mean all days, excluding 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, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Accordingly, the process for FDI and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017 has notified the specific ministries handling relevant sectors.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Consolidated FDI Policy superseded all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect from August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2017 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the 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 FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders, and the BRLMs are not liable for any amendments or modifications 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 VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

The Articles of Association of our Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency between Part A and Part B, the provisions of Part B shall prevail over the provisions of Part A. However, Part B shall automatically terminate and cease to have any force and effect from the date of listing of Equity Shares of our Company on a stock exchange in India subsequent to an initial public offering of the Equity Shares of our Company without any further action by our Company or by its Shareholders. Capitalised terms used in this section have the meaning ascribed to such terms in the Articles of Association of our Company.

The main provisions of the Articles of Association of our Company are detailed below.

PART A

1. PUBLIC COMPANY

Our Company is a public company within the meaning of Section 2(71) of the Act.

2. SHARE CAPITAL AND VARIATION OF RIGHTS

- (a) The authorized Share Capital of our Company shall be such amount as set out in Clause V of the Memorandum of Association.
- (b) Subject to the provisions of the Act and the Articles, the Shares in the Capital of our Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with sanction of our 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 discount or premium, subject to compliance with the provisions of the Act, during such time and for such consideration as the Board thinks fit. Provided that the option or right to call of shares shall not be given to any person or persons except with the sanction of the Company in General Meeting.
- (c) According to the Articles of Association:
 - (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 of Association 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,
 - (A) one certificate for all his shares without payment of any charges; or
 - (B) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - (ii) Every certificate shall be under the Seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - (iii) In respect of any share or shares held jointly by several persons, our 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.
- (d) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to our Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of our Company and on execution of such indemnity as our Company deem adequate, a new certificate in lieu thereof shall be given.

Notwithstanding the foregoing provisions of this Article, the Board shall comply with applicable law including the rules or regulations or requirements of any stock exchange, or the rules made under the Securities Contracts (Regulation) Act, 1956, or any statutory modification or re-enactment thereof, for the time being in force.

These provisions shall mutatis mutandis apply to debentures of our Company.

- (e) Except as required by law, no person shall be recognised by our Company as holding any share upon any trust, and our Company shall not be bound by, or be compelled in any way to recognise (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 regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

- (f) According to the Articles of Association:
- (i) Our Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 of the Act, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act.
 - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- (g) Subject to the provisions of Section 43 of the Act and other applicable statutory provisions, our Company shall have the power to issue equity shares with voting rights or shares with differential rights as to dividend, voting or otherwise in accordance with such rules and subject to such conditions as may be prescribed. If at any time the share capital is divided into different classes of equity 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 Section 48 of the Act, and whether or not our Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting, the provisions of the Act relating to Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- (h) 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 share ranking *pari passu* therewith.
- (i) Subject to the provisions of Section 55 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as our Company before the issue of the shares may, by special resolution, determine.
- (j) The Directors may allot and issue Shares in the capital of our Company as payment for any property, goods or machinery supplied, sold or transferred or for services rendered to our Company in or about the formation or promotion of our Company or the conduct of its business and any shares so allotted may be issued as fully paid up or as partly paid-up shares otherwise for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case maybe.

Subject to the provisions of the Act, our Company may issue:

- Bonus shares to its members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.
 - Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of shares shall not be issued except with the sanction of our Company in general Meeting by a Special Resolution and subject to the provisions of the Act.
- (k) Our Company shall cause to keep a Register and Index of Members and Register and Index of Debenture holders in accordance with Section 88 of the Act respectively, and the Depositories Act, 1996 with details of shares and debentures held in any media as may be permitted by law including in any form of electronic media.

Notwithstanding anything to the contrary contained in the Articles, the Register and Index of Beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall be deemed to be the Register and Index of Members for the purposes of the Act. Our Company shall have the power to keep in any state or country outside India a part of Register of Members or Register of Debenture Holders containing the names and particulars of such members, debenture-holders or beneficial owners residing outside India.

3. DEMATERIALIZATION OF SECURITIES

- (a) Notwithstanding anything contained in the Articles, the Shareholders/debenture holders of our Company shall be entitled to dematerialise their existing shares, debentures and other securities or rematerialise the same and our Company shall offer fresh shares, debentures and other securities for subscription in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under, if any. Further, our Company and its shareholders may exercise an option to issue, deal in, hold the securities (including the shares) with a Depository in the electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and the obligations of the parties concerned and the matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or the enactment thereof.
- (b) Every Person subscribing to or holding securities of our Company shall have the option to receive security certificates or to hold the securities in dematerialized form. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted and in the manner provided by law and our Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates in respect of the securities held by the beneficial owner.
- (c) If the securities of a beneficial owner are held with a Depository, our Company shall intimate to such Depository, the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records, the names of the allottees as the beneficial owner of the security.
- (d) All shares held by Depository shall be dematerialized and shall be in fungible form. A Depository shall be deemed to be the registered owner of the securities for the purposes of effecting transfer of ownership of security on behalf of a beneficial owner. However, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it. Such voting rights shall be vested with the beneficial owner of the securities of our Company.
- (e) Our Company shall be entitled to treat the persons whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with our Company and accordingly our Company shall not (except as ordered by the Court of competent jurisdiction or as by law required) be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof but the Board shall be entitled at their sole discretion to register any share in the joint names of any two or more persons or the survivors or the survivors of them.
- (f) In case of transfer of shares, debentures and other securities, where our Company has not issued any certificate and where such shares, debentures or securities are being held in an electronic and fungible form by a Depository, the provisions of the Depositories Act, 1996 shall apply.
- (g) Notwithstanding anything in the Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on our Company by means of electronic mode or by delivery of floppies or discs or any mode as prescribed by law from time to time.
- (h) Nothing contained in Section 56 of the Act shall apply to the transfer of shares, debentures or other securities effected by the transferor or transferee, both of whom are entered as beneficial owners in the records of the Depository, provided that in respect of the shares, debentures and other securities held by the Depository on behalf of a beneficial owner, Sections 88, 89 and other applicable provisions of the Act, shall not apply.
- (i) Notwithstanding anything contained in the Articles, certificates, if required, for dematerialized shares, debentures and any other security shall be issued in the name of the Depository and all the provisions contained in the Articles in respect of the rights of a member/debenture holder of our Company shall mutatis mutandis apply to the Depository as if it were a member/debenture holder/security holder. However, notwithstanding that the Depository shall have been registered as the registered owner of a dematerialized share, debenture and any other security, the person who is the beneficial owner of such shares, debentures and other securities only shall be entitled to all the rights (other than those set out in the Articles) available in respect of the registered shares, debentures and other securities in our Company as set out in the other provisions of the Articles.
- (j) If a beneficial owner seeks to opt out of a Depository in respect of any security, the beneficial owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its records and shall inform our Company. Our Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfilment of such conditions and payment of such fees as may be specified by the regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be.

- (k) Except as specifically provided in the Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares in physical form subject to the provisions of the Depository Act, 1996 and the necessity to have distinctive numbers for securities issued by our Company shall not apply to securities held with a Depository.

4. FURTHER ISSUE OF SHARE CAPITAL

- (a) According to the Articles of Association:

- (i) Where at any time after the expiry of two years from the formation of our company or at any time after the expiry of one year from the allotment of shares in our Company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of our Company by allotment of further shares, then:

- a. such further shares shall be offered to the persons who, as on the date specified under the applicable law, are holders of the equity shares of our Company, in proportion, by sending a letter of offer subject to below mentioned conditions, as nearly as circumstances admit, to the capital paid up on these shares at that date.
- b. Such offer shall be made by a 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, will be deemed to have been declined.
- c. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice as aforesaid shall contain a statement of this right.
- d. 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 may dispose of them in such manner as they think most beneficial to our Company.
- e. such further shares shall be offered to:
 - to employees under a scheme of employees' stock option, subject to special resolution passed by our Company and subject to the rules and such other conditions, as may be prescribed under the law; or
 - to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) above or clause (e) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer, subject to the compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed in the Act and the rules made thereunder.

- (b) Notwithstanding anything contained in the preceding provision, (a) the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) above) in any manner whatsoever, if a Special Resolution to that effect is passed by our Company in a General Meeting.

- (c) Nothing in clause (c) of (i) shall be deemed:

- a. To extend the time within which the offer should be accepted; or
- b. 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.

- (d) Nothing in this Article shall apply to the increase of the subscribed capital of our Company caused by the exercise of an option attached to the debentures issued by our Company:

- a. To convert such debentures or loans into shares of our Company; or
- b. To subscribe for shares of our Company,

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by our Company in general meeting.

- (e) Notwithstanding anything contained in clause (d) above, where any debentures have been issued, or loan has been obtained from any Government by a company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in our Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to our Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing our company and the Government pass such order as it deems fit.

- (f) In determining the terms and conditions of conversion under clause (e) above, the Government shall have due regard to the financial position of our Company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.
- (g) Where the Government has, by an order made under clause (e) above, directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the Tribunal under clause (e) or where such appeal has been dismissed, the memorandum of such company shall, where such order has the effect of increasing the authorized share capital of our Company, stand altered and the authorized share capital of such company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.
- (h) Shares at the disposal of the Directors

Subject to the provisions of the Act and the Articles, the shares (including any shares forming part of any increased Capital of our Company) shall be under the control of the Directors, who may issue, allot or otherwise dispose of the same to such persons in such proportion on such terms and conditions and at such times as the Directors think fit and subject to the sanction of our Company in General Meeting with full power, to give any person the option to call for or be allotted shares of any class of our Company either (subject to the provisions of Sections 52, 53 and 54 of the Act) at a premium or at par or at discount and such option being exercisable for such time and for such consideration as the Directors think fit. The Board shall cause to be filed the return as to allotment provided for in Section 39 of the Act.

5. LIEN

- (a) According to the Articles of Association:
 - (i) Our Company shall have a first and paramount lien:
 - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
 - (ii) Our Company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.
 - (iii) Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. In respect of any partly paid equity shares of our Company, the lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such equity shares.
 - (iv) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made-

- a. unless a sum in respect of which the lien exists is presently payable; or

- b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- (v) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (vi) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (vii) 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 in reference to the sale.
- (viii) 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.

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.

A member shall exercise any voting rights in respect of the shares in regard to which the Company has exercised the right of lien.

6. CALLS ON SHARES

- (a) According to the Articles of Association:
 - (i) The Board may, 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:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
 - (ii) Each Member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to our Company, at the time or times and place so specified, the amount called on his shares.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
- (b) Further, (i) the Board shall not be given the option or right to call on shares to any person except with the sanction of our Company in a General meeting; (ii) a call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments; and (iii) all calls shall be made on a uniform basis on all shares falling under the same class.
- (c) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- (d) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (e) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- (f) 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 regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (g) In case of non-payment of such sum, all the relevant provisions of the regulations 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.
- (h) The Board:
 - (i) may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

- (iv) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, unless our Company in General Meeting shall otherwise direct, 12.00% per annum), as may be agreed upon between the Board and the member paying the sum in advance. Nothing contained in this provision shall confer on the Member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
- (i) The provisions of the Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of our Company.

7. TRANSFER OF SHARES

- (a) Our Company shall use a common form of transfer.
- (b) Our Company shall keep a “Register of Transfer” and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share. Provided further that, no registration of transfer shall be refused by the reason of the transferor being either jointly or alone, with any person or persons indebted to our Company on any account whatsoever.
- (c) Further, (i) the instrument of transfer of any share in our Company shall be executed by or on behalf of both the transferor and transferee; (ii) the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof; (iii) The instrument of transfer shall be in writing and all provisions of Section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
- (d) The Board may, subject to the right of appeal conferred by Section 58 decline to register:
 - (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (ii) any transfer of shares on which our Company has a lien.
- (e) In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless:
 - (i) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
 - (ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (iii) the instrument of transfer is in respect of only one class of shares.

Subject to the provisions of the Act, the Articles and any other applicable law for the time being in force, the Board may, at its own discretion and by giving reasons, decline to register or acknowledge any transfer of Shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of our Company but in such cases, the Board shall within 1 (one) month from the date on which the instrument of transfer was lodged with our Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration or transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to our Company on any account whatsoever except when our Company has a lien on the shares.

- (f) On giving not less than seven days’ previous notice in accordance with section 91 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:

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.

- (g) Our Company shall incur no liability whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming equitable right, title, or interest in the said shares, notwithstanding that our Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of our Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, it may have been entered or referred to in some book of our Company but our Company,

though not bound so to do, shall be at liberty to regard and attend to any notice and give effect therein if the Board shall think fit.

- (h) The provisions of the Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of our Company.

8. TRANSMISSION OF SHARES

- (a) 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 shareholder, shall be the only persons recognized by our Company as having any title to his interest in the shares.
- (b) Nothing in clause (a) above 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.
- (c) 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:
 - (i) to be registered himself as holder of the share; or
 - (ii) to make such transfer of the share as the deceased or insolvent Member could have made.
 - (iii) 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.
- (d) If the person so becoming entitled shall elects to be registered as holder of the share himself, he shall deliver or send to our Company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (e) 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.
- (f) 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 our Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.
- (g) The provisions of the Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of our Company.

No fee shall be payable to our Company, in respect of the registration of transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.

9. FORFEITURE OF SHARES

- (a) If a Member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
- (b) The notice aforesaid shall:
 - (i) 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

- (ii) 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.
- (c) 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.
- (d) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- (e) A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to our Company all monies which, at the date of forfeiture, were presently payable by him to our Company in respect of the shares. The liability of such person shall cease if and when our Company shall have received payment in full of all such monies in respect of the shares.
- (f) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of our Company, and that a share in our 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.
- (g) Our Company may receive the consideration, if any, given for the share on any sale 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. The transferee shall thereupon be registered as the holder of the share.
- (h) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- (i) The Board may, subject to the provisions of the Act, accept a surrender of any shares from or by any Member desirous of surrendering those on such terms as they think fit.
- (j) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.
- (k) The provisions of the Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of our Company.

10. ALTERATION OF CAPITAL

- (a) Our Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- (b) Subject to the provisions of the Act, our Company may, by ordinary resolution: (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (ii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and (iv) 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.
- (c) Where shares are converted into stock:
 - (i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - (ii) 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 our 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 our 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.

- (iii) such of the regulations of our Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
- (iv) Our Company may, by special resolution as prescribed in the Act, reduce in any manner and with, and subject to, any incident authorised and consent required by law: (i) its share capital; (ii) any capital redemption reserve account; (iii) any securities premium account; or (iv) any other reserve in the nature of share capital.

11. CAPITALISATION OF PROFITS

- (a) Our Company in General Meeting may, upon the recommendation of the Board, resolve:
 - (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of our Company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (ii) that such sum be accordingly set free for distribution in the manner specified in clause (b) below amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in the Articles, either in or towards:
 - (i) paying up any amounts for the time being unpaid on any shares held by such Members respectively;
 - (ii) paying up in full, unissued shares of our Company to be allotted and distributed, credited as fully paid-up, to and amongst such Members in the proportions aforesaid;
 - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii) above;
 - (iv) 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 our Company as fully paid bonus shares;
 - (v) The Board shall give effect to the resolution passed by our Company in pursuance of this Article.
- (c) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 - (i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (ii) generally do all acts and things required to give effect thereto.
- (d) The Board shall have power:
 - (i) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (ii) to authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with our company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by our 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;
- (e) Any agreement made under such authority shall be effective and binding on such Members.

12. BUY-BACK OF SHARES

Notwithstanding anything contained in the Articles but subject to the provisions of Section 68 to 70 and any other applicable provisions of the Act or any other law for the time being in force, our Company may purchase its own shares or other specified securities.

13. GENERAL MEETINGS

- (a) All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting.
- (b) The Board may, whenever it thinks fit, call an Extraordinary General Meeting. 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 our 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.

14. PROCEEDINGS AT GENERAL MEETINGS

- (a) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in Section 103 of the Companies Act.
- (b) The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of our Company.
- (c) 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 of their Members to be Chairperson of the meeting.
- (d) 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 choose one of their Members to be Chairperson of the meeting.

15. ADJOURNMENT OF MEETING

- (a) 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.
- (b) In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the general meeting shall stand adjourned to the same place and time 7 (seven) days later, provided that the agenda for such adjourned general meeting shall remain the same. The said general meeting if called by requisitionists under the Articles read with Section 100 of the Act shall stand cancelled.
- (c) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) 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.
- (e) The required quorum at any adjourned general meeting shall be the same as that required at the original general meeting.
- (f) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding the meeting, the members present shall be the quorum.
- (g) Save as aforesaid, and as provided in 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.

16. VOTING RIGHTS

- (a) Subject to any rights or restrictions for the time being attached to any class or classes of shares:
 - (i) on a show of hands, every Member present in person shall have one vote; and
 - (ii) on a poll, the voting rights of Members shall be in proportion to his share in the paid-up equity share capital of our Company.
- (b) A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 and other provisions of the Act and shall vote only once.
- (c) 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. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

- (d) 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.
- (e) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- (f) 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 our Company have been paid.
- (g) 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 or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (h) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

17. PROXY

- (a) Subject to the provisions of the Act and the Articles, any member of our Company entitled to attend and vote at a general meeting of our Company shall be entitled to appoint a proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting.
- (b) The proxy shall not be entitled to vote except on a poll.
- (c) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of our 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.
- (d) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- (e) 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:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by our Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

18. BOARD OF DIRECTORS

- (a) The number of Directors of our Company shall not be less than three and until otherwise determined by our Company in General Meeting by means of a special resolution, it shall not be more than fifteen.
- (b) Subject to Section 197 and other applicable provisions of the Act, the remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (c) 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:
 - (i) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of our Company; or
 - (ii) in connection with the business of our Company.
 - (iii) A director shall not be required to hold any qualification shares in our Company.
- (d) Our 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.
- (e) All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to our 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.

- (f) 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.
- (g) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Such person shall hold office only up to the date of the next annual general meeting of our Company but shall be eligible for appointment by our Company as a director at that meeting subject to the provisions of the Act.
- (h) Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period not less than three months from the State in which meetings of the Board are ordinary held.
- (i) The Board of Directors shall have the power to fill in a casual vacancy under section 161 of the Act.
- (j) A Director may be or become a director of any Company promoted by our Company or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such Company. Such Director before receiving or enjoying such benefits in cases in which the provisions of Section 188 of the Act are attracted will ensure that the same have been complied with.

19. POWERS OF THE BOARD

- (a) The Directors shall have the right to delegate all or any of their powers to such manager, agents or other persons as they may deem fit and may at their own discretion revoke / revoke / remove such powers, subject to the provisions of the Act.
- (b) The control and management of the business of our Company shall be vested in the Directors who in addition to the powers and authorities conferred upon them by the Memorandum of Association or Articles of Association of our Company or otherwise and may exercise all such powers and to all such acts and things as may be exercised or done by our Company or by the Articles of Association or otherwise expressly directed or required to be exercised or done by our Company in general meeting but subject nevertheless to the provisions of any statute, law and Memorandum of Association or Articles of Association and to any regulations from time to time made by the Company in general meeting provided that no regulation so made shall invalidate any prior act of the Director which would have been valid if such regulation had not been made.
- (c) Subject to the provisions of the Articles and the Act, the Directors may exercise all the powers of our Company to borrow money and to mortgage or charge its undertaking, property (both present and future)' and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability, or obligation of our Company or any third party subject, of course, to condition that the monies so borrowed may exceed the aggregate of the paid up capital of our Company and its free reserves apart from temporary loans and overdraft obtained from Company's bankers in the ordinary course amount so borrowed shall not exceed the aggregate amount of or such amounts as the Company, may at a general meeting, determine.
- (d) The payment or repayment of monies borrowed as aforesaid 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 a resolution passed at a meeting of the Board (and not circulations) by the issue of debentures debenture stock of our Company charged upon all or any part of the property of our Company, (both present and future) including its uncalled capital for the time being.
- (e) Any loan may be raised or debentures, debenture stock, bond and other securities may be issued at a discount premium or otherwise and may be assignable free from any equities between our Company and the present to whom the same may be issued on the condition that they shall be convertible into shares of and authorised denominations with privileges and condition as to redemption, surrender, drawings allotment of shares, attending (but not voting) at the general meeting, appointment of Directors or otherwise, provided that the right to allotment of or conversion into shares shall not be given except with the sanction of our Company in General Meeting by requisite majority.
- (f) Any loan may be raised or debentures, debenture stock, bond and other securities may be issued at a discount premium or otherwise and may be assignable free from any equities between our Company and the present to whom the same may be issued on the condition that they shall be convertible into shares of and authorised denominations with privileges and condition as to redemption, surrender, drawings. Allotment of shares, attending (but not voting) at the general meeting, appointment of Directors or otherwise, provided that the

right to allotment of or conversion into shares shall not be given except with the sanction of our Company in General Meeting.

20. PROCEEDINGS OF THE BOARD

- (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- (g) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- (b) 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 our Company, but for no other purpose.
- (h) The Chairperson of our 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. 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.
- (i) 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. 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.
- (j) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Members present may choose one of their Members to be Chairperson of the meeting.
- (k) A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- (l) 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, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- (m) 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.
- (n) Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then the first meeting held after such change, disclose his concern or interest in any company, companies or bodies corporate, firms or other associations of individuals which shall include the shareholding in such manner as may be prescribed under the Act and the rules framed thereunder.

21. THE SEAL

- (a) The Board may provide a seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and if the seal is provided for, the Board shall provide for the safe custody of the seal for the time being.
- (b) Subject to the provision of the Act, if a seal is required to be affixed on any instrument, it shall be affixed in the presence of any Director or key managerial person of the Company who shall also sign every instrument to which the seal of the Company is so affixed in their presence.
- (c) Any document, to which the seal of the Company is affixed, other than share certificates, shall be signed by a Director; provided that certificates of shares may be under the signatures of such persons as provided by the Companies (Share Capital and Debenture) Rules, 2014 as amended and in force from time to time. Save as

otherwise expressly provided by the Act, a document or proceeding requiring authentication by the Company may be signed by the Director, or by a key managerial person or the secretary or by any other officer authorised in that behalf by the Board and need not be under its seal.

22. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

- (a) Subject to the provisions of the Act:
 - (i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.
- (b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

23. DIVIDENDS AND RESERVE

- (a) Our Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- (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 as appear to it to be justified by the profits of our Company.
- (c) The Board may, before recommending any dividend, set aside out of the profits of our Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of our Company may be properly applied, including provision for meeting contingencies or for equalizing 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. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- (c) 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 our Company, dividends may be declared and paid according to the amounts of the shares.
- (d) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. That any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in profits or dividend subsequently declared.
- (e) 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.
- (f) The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to our Company on account of calls or otherwise in relation to the shares of our Company.
 - (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid 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.
 - (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (g) Any one 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.

- (h) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- (i) No dividend shall bear interest against our Company.
- (j) 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 our Company and if or to the extent that the same is accepted as such or acted upon by the Board.
- (k) Nothing herein shall be deemed to prohibit the capitalization of profits or reserves of our Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of our Company.
- (l) Dividends unclaimed will be dealt with according to the provisions of Sections 124 and 125 of the Act. Further, there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law provided that a recognised stock exchange may provisionally admit to dealing in the securities of the Company, provided that the Company agrees to amend the Articles of Association at its next Annual General Meeting in order to fulfill the foregoing requirements and agrees to act in the meantime strictly in accordance with the provisions of this Clause.

24. BORROWING POWERS

- (a) Subject to the provisions of the Act, the Board may from time to time, at their discretion raise or borrow or secure the payment of any sum or sums of money for and on behalf of our Company. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the Company or by other means as the Board deems expedient.
- (b) The Board of Directors shall not except with the consent of our Company by way of a special resolution, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) exceeds the aggregate of paid up capital of our Company and its free reserves.
- (c) Subject to the Act and the provisions of the Articles, any bonds, debentures, debenture-stock or other securities issued or to be issued by our 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 the Board shall consider to be for the benefit of our Company.

25. WINDING UP

- (a) Our Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

PART B

Notwithstanding anything contained in the Articles of Association, the provisions of Part B i.e. Articles 134 to 140 (both inclusive) hereof shall apply and prevail over the provisions of Part A i.e. Articles 1 to 132 (both inclusive) of the Articles to the extent to which the provisions of Part A are inconsistent with or contrary to the provisions of Part B until the commencement of listing and trading of equity shares of our Company on a recognized stock exchange in India. In case of any inconsistency between Part B and the Act, the provisions of the Act shall prevail. On the commencement of listing and trading of equity shares of our Company on a recognized stock exchange in India, the provisions of Part B shall terminate stand deleted and cease to have any force and effect.

1. CORPORATE GOVERNANCE

- (a) Board Composition of our Company:
 - (i) IFC shall have the right to nominate one (1) Director (the "IFC Director") who shall be elected to the Board, as long as IFC holds at least five percent (5.00%) of the share capital of our Company.

- (ii) The reasonable costs incurred by a non-employee Director in attending a meeting of the Board or committee or a General Meeting (including the reasonable costs of travel and attendance of an IFC Director) shall be reimbursed by our Company.
- (iii) The IFC Director will act in a personal capacity and shall be a retiring non-executive director and shall not be in charge of, or responsible for, the day to day management and/or operations of our Company. Such Director shall not be “an officer in default” as prescribed under Section 5 of the Companies Act, 1956. The aforesaid Director shall not be liable for any default or failure of our Company in complying with the provisions of any laws. Our Company shall indemnify its Directors to the maximum extent permitted under Applicable Law. If IFC exercises such right of nomination, our Company shall procure appropriate directors’ and officers’ insurance in regard to such Director at the cost and expense of our Company.
- (iv) After December 7, 2007, the Board shall constitute an audit committee and appoint the IFC Director to the audit committee. Any financial audit of our Company must be approved by the audit committee. Further, the IFC Director shall be given the option to be appointed on any other board committee constituted by the Board.
- (v) IFC may require the removal of the IFC Director at any time and shall be entitled to nominate another Person as IFC Director in place of the IFC Director so removed, and the Sponsor Shareholders shall exercise their rights in such manner so as to cause the election of the IFC Director as aforesaid.
- (vi) The quorum for a meeting of the Board, duly convened and held, shall be a majority of the Directors, including the IFC Director. However in the event the quorum for a meeting is not met due to the absence of the IFC Director, such meeting shall be deferred only once to a date which is at least fifteen (15) days from the original date of the meeting and in the second opportunity the meeting will be deemed to have a valid quorum even if such IFC Director is not present in the meeting.

(b) Board Composition of the Key Subsidiaries:

For as long as IFC holds at least five percent (5.00%) of the share capital of our Company, IFC shall have the right to nominate one (1) Director who shall be elected to the board of directors of each of the Key Subsidiaries. The provisions of the Article above (other than (i)) shall also apply to the board of directors of the Key Subsidiaries and the IFC director on such board.

(c) IFC's Consent Rights:

For as long as IFC holds at least five percent (5.00%) of the share capital of our Company, our Company shall not, and shall cause each of its Key Subsidiaries, not to take the following decisions and actions without the prior written consent of IFC, which consent shall not be unreasonably withheld:

- (i) amend or repeal our Company Documents in any way which may alter or change the rights, privileges or preferences of the IFC Shares or the IFC Warrants;
- (ii) change the designations, powers, rights, preferences or privileges, or the qualifications, limitations or restrictions of the IFC Shares or the IFC Warrants;
- (iii) authorize or undertake any reduction of capital;
- (iv) authorize or undertake any Trade Sale or Liquidation Event, or any public offering of Shares or Share Equivalents of our Company or any Key Subsidiary, other than a Qualified IPO; or
- (v) change the primary business of our Company or any Key Subsidiary.

For as long as IFC holds at least five percent (5.00%) of the share capital of our Company, the following decisions and actions shall not be taken and/or implemented by our Company or any of the Key Subsidiaries, whether at any General Meeting of its shareholders or by the Board or board of directors of any of the Key Subsidiaries or committees thereof or by resolution by circulation with respect to any of the following matters, without the prior written consent of Board or board of directors of any of the Key Subsidiaries, including the approval of the IFC Director, if appointed (subject to it satisfying the quorum for a meeting of the Board as contemplated under Article (a)(vi) above):

- (i) enter into any agreement, arrangement or transaction with any Sponsor Shareholders or any director, officer, employee, agent or shareholder of our Company or a Key Subsidiary, or any of their immediate

family members or respective Affiliates, other than any services that are negotiated on an arms-length basis in the ordinary course of business;

- (ii) remove or replace the Auditors or change the Financial Year of our Company or the Key Subsidiaries;
- (iii) approve or amend the annual business plan or budget of our Company and the Key Subsidiaries; or
- (iv) acquire or invest in one or more corporations, partnerships, associations or other business organizations or similar Persons, for total consideration in excess of two million five hundred thousand dollars (\$ 2,500,000.00) in the aggregate in any Financial Year;
- (v) directly or indirectly declare, authorize or make any Distribution on any Shares or Share Equivalents (or Shares or share equivalents of any Key Subsidiary) inconsistent with our Company Documents.

(d) Information Rights:

Our Company shall, and our Company shall cause the Key Subsidiaries, so long as IFC holds at least five percent (5.00%) of the share capital of our Company, to furnish to IFC the following information:

- (i) within one hundred twenty (120) days after the end of each Financial Year, audited financial statements (a balance sheet as of the end of such Financial Year and the related statements of income, stockholders' equity and cash flows for the Financial Year then ended) for our Company on a consolidated basis and for each of its Key Subsidiaries, audited in accordance with the Accounting Standards and certified by the Auditors, along with a consolidating statement prepared by the Auditors, and a copy of all management letters delivered by the Auditor;
- (ii) within sixty (60) days after the end of each quarter of each Financial Year, unaudited quarterly financial statements for our Company on a consolidated basis and for each of its Key Subsidiaries, prepared in accordance with the Accounting Standards;
- (iii) no later than thirty (30) days before commencement of each Financial Year, the proposed annual business plan and budget for our Company and each Key Subsidiary;
- (iv) at IFC's request, irrevocably authorize, in the form as agreed by our Company, IFC and the Sponsor Shareholders, the Auditors (whose fees and expenses shall be for the account of the our Company) to communicate directly with IFC at any time regarding our Company's financial statements (both audited and unaudited), accounts and operations, provided that our Company and the Sponsor Shareholders receive a copy of all such communications and correspondence, and provide to IFC a copy of that authorization;
- (v) no later than thirty (30) days after any change in Auditors, issue a similar authorization to the new Auditors and provide a copy thereof to IFC; and
- (vi) within three (3) Business Days after receipt of a notice from any Authority in relation to a Material Regulatory Breach provide a copy of such notice, together with any preliminary observations by our Company's management and any subsequent submissions made to the Authority thereafter;

Our Company shall promptly provide to IFC such information as IFC from time to time requests with regard to any material developments in or affecting the Operations; and

Upon IFC's request, and with reasonable prior notice to our Company, our Company shall, and shall cause its Key Subsidiaries' to, permit representatives of IFC, during normal office hours, without disruption to the ordinary conduct to, to:

- (i) visit any of the sites and premises where the business of our Company or the Key Subsidiaries is conducted;
- (ii) inspect any of the sites, facilities, plants and equipment of our Company or the Key Subsidiaries;
- (iii) have access to the books of account and all records of our Company and the Key Subsidiaries; and
- (iv) have reasonable access to those employees of our Company and the Key Subsidiaries who have or may have knowledge of matters with respect to which IFC seeks information.

(e) Share Retention:

- (i) The Sponsor Shareholders hereby agree that (i) for so long as IFC holds five percent (5.00%) or more of the share capital of our Company or (ii) prior to a Qualified IPO, they shall not, without obtaining the prior written consent of IFC, sell, transfer, assign, redeem or pledge, or in any other manner, directly or indirectly, dispose of, encumber or permit any Lien or encumbrance to exist over, any Shares in the capital of our Company held by each of them as of December 7, 2007 if, as a result of such sale, transfer, assignment, redemption, pledge, disposition or encumbrance, the aggregate number of Shares held by them, directly or indirectly in the capital of our Company would fall below fifty one per cent (51.00%) of the aggregate voting share capital of our Company now or at any time hereafter outstanding and such that they fail to retain Control of our Company, and provided further that Dinesh D. Thakkar and Dinesh Thakkar HUF, further agree that they shall not, without obtaining the prior written consent of IFC, sell, transfer, assign, redeem or pledge, or in any other manner, directly or indirectly, dispose of, encumber or permit any Lien or encumbrance to exist over, any Shares in the capital of our Company held by each of them as of December 7, 2007.
 - (ii) The Sponsor Shareholders further agree that they will take, from time to time, such action as shall be required on their part, including the exercise, to the extent permitted by law, of all of their preemptive rights under the Articles, to ensure that, at all times, they comply with the provisions of the Articles.
- (f) Material Regulatory Breach
- (i) In addition to the provisions of on Share Retention mentioned above, the Sponsor Shareholder further agree that in the event of a Material Regulatory Breach, they shall not, without obtaining the prior written consent of IFC, sell, transfer, assign, redeem or pledge, or in any other manner, directly or indirectly, dispose of, encumber or permit any Lien or encumbrance to exist over, any Shares in the capital of our Company held by them as of December 7, 2007.
 - (ii) In the event that such Material Regulatory Breach continues to occur until the earlier of (i) final adjudication by a court or a Regulatory Authority, and (ii) the date which is one (1) year after the date our Company or any of the Sponsor Shareholders first knew or should have known of the Material Regulatory Breach, the Sponsor Shareholders shall use their best efforts to identify a suitable buyer for the IFC Shares at a price acceptable to IFC.
- (g) Restrictions on Share Transfer Recordation - Notice of Transfers. Our Company covenants with IFC that, for so long as the provisions of the Articles are in force and effect:
- (i) to the extent permitted by law, it will not recognize any purported Transfer of the Shares owned by the Sponsor Shareholders (other than in a transaction in favor of IFC) unless permitted under the Articles or authorized In Writing by IFC; and
 - (ii) it shall notify IFC promptly upon receipt of any request to register or record any Transfer of the Shares or any other transaction in respect of the Shares, together with the details of such request, to the extent that such Transfer or other transaction would be inconsistent with the provisions on Share Retention.
- (h) Further Issue and Transfer of Shares:
- (i) Pre-emptive Right and Anti-Dilution:
 - a. IFC shall have the right to purchase its pro rata share of New Securities, as of immediately prior to the issuance of the New Securities on the same terms and conditions, such that IFC's shareholding in our Company prior to the issuance of New Securities is the same as its shareholding in our Company after the issuance of the New Securities.
 - b. If our Company proposes to issue New Securities, it shall give IFC written notice of its intention, describing the New Securities, their price, and their general terms of issuance, and specifying IFC's pro rata share of such issuance. IFC shall have thirty (30) days after any such notice is mailed or delivered to agree to purchase up to its pro rata share of the New Securities for the price and on the terms specified in such notice.
 - c. After the IFC Shares have been subscribed and before the date which is twelve (12) months from the date of Subscription, unless IFC shall otherwise agree, no New Securities shall be issued to any Person at a price less than the purchase price per IFC Share indicated in the Articles.
- (i) Tag-Along Rights:

- (i) Subject to the provisions of the Articles, and notwithstanding the Sponsor Shareholders' share retention obligations mentioned above, in the event that any of the Sponsor Shareholders, either directly or indirectly, proposes to Transfer any Shares of our Company held by them or a part thereof to third party transferee(s) in a single or a series of transactions, prior to a Qualified IPO, any such transfer shall be conditioned upon such third party transferees(s) agreeing to IFC's participation in such Transfer in accordance with this Article.
 - (ii) Subject to the conditions mentioned in the Articles, upon identifying third party transferee(s) to acquire Shares held by them or any part thereof, the Sponsor Shareholders shall communicate the same to IFC setting out the following details in relation to the third party transferee(s)' offer (the "Sale Notice"): (i) price per share; (ii) number of Shares proposed to be transferred (the "Transfer Shares"); (iii) identity and material information regarding the third party transferee(s); and (iv) material terms and conditions for the proposed Transfer. IFC shall have the right to participate in the proposed Transfer on the same terms and conditions set forth in the Sale Notice by notifying the Sponsor Shareholders within a period of thirty (30) days from the date of its receipt of the Sale Notice of the number of Shares it wishes to sell to the third party transferee(s).
 - (iii) IFC shall ordinarily be entitled to transfer the number of Shares obtained by multiplying the number of the Shares to be Transferred by the Sponsor Shareholders by a fraction, the numerator of which shall be (A) the number of Shares then held by IFC and the denominator of which shall be (B) the aggregate number of Shares then held by the Sponsor Shareholders and IFC. However, if the proposed Transfer would result in a change of Control of our Company, or if following the proposed Transfer the Shares and Share Equivalents held by IFC would account for less than five percent (5.00%) of the Shares and Share Equivalents then outstanding, IFC may Transfer all of the Shares and Share Equivalents held by IFC in preference to the Sponsor Shareholders.
 - (iv) The Sponsor Shareholders shall have a period of thirty (30) days from the expiration of such rights in which to sell the Transfer Shares upon terms and conditions (including the purchase price) no more favorable than those specified in the Sale Notice to the third-party transferee(s) identified in the Sale Notice. If the Sponsor Shareholders do not consummate the sale or disposition of the Transfer Shares within the thirty (30) day period from the expiration of these rights, IFC's co-sale rights shall be applicable to any subsequent disposition of the Transfer Shares by the Sponsor Shareholders until such right lapses in accordance with the terms of the Articles.
 - (v) IFC shall, if requested, represent and warrant to any person in connection with such transfer that it has good title, that there are no material lines with respect to IFC's Shares, that it has authority to enter into any agreement made by it in connection with such transfer, and that any such agreement is valid and binding upon the IFC, and it shall not be required to make any other representations and warranties.
- (j) Free Transferability of IFC Shares:
- (i) The IFC Shares shall be freely transferable, subject to a right of first refusal to the benefit of the Sponsor Shareholders only in the event of a proposed transfer of Shares by IFC to a Competitor. For the avoidance of doubt it is clarified that (a) the right of first refusal shall be available to the Sponsor Shareholders only in the event of a sale to Competitors by way of a negotiated deal that is executed other than on a stock exchange; and (b) no restrictions of any nature whatsoever shall apply if IFC transfers its Shares on a stock exchange.
 - (ii) In the event that IFC proposes to sell the IFC Shares to a Competitor, IFC shall first provide a written notice (the "Notice") to the Sponsor Shareholders stating IFC's intention to sell the IFC Shares, the number of IFC Shares proposed to be sold ("IFC Transfer Shares") and the price at which IFC proposes to sell the IFC Transfer Shares. Upon the receipt of the Notice, the Sponsor Shareholders shall have the right to buy directly or indirectly all, but not less than all, of the IFC Transfer Shares at the price specified in the Notice, such a right being exercisable by a written notice from the Sponsor Shareholders within seven (7) days from the date of receipt of the Notice indicating their consent to buy the said IFC Transfer Shares, followed by the purchase of the IFC Transfer Shares against payment of the price specified in the Notice within twenty one (21) days from the notice of consent from the Sponsor Shareholders. The failure of the Sponsor Shareholders to respond with their consent within the period of seven (7) days from the date of the Notice shall be deemed to be a refusal of the Sponsor Shareholders to acquire such number of the IFC Transfer Shares, as set out in the Notice.
 - (iii) In the event that the Sponsor Shareholders have communicated their willingness to acquire all, but not less than all, of the IFC Transfer Shares as set out in the Notice within the time period prescribed in the Articles, the Sponsor Shareholders and IFC shall take all necessary steps to cause the acquisition of such number of IFC Transfer Shares as prescribed in the Notice, within five (5)

days of the date of the acceptance of the Sponsor Shareholders to acquire the IFC Transfer Shares as set out in the Notice at the price set out in the Notice.

- (iv) The Sponsor Shareholders hereby agree and confirm that if (i) the Sponsor Shareholders are not willing to acquire all, but not less than all, of the IFC Transfer Shares prescribed in the Notice within the time-frame specified in the Articles; or (ii) the Sponsor Shareholders do not complete their transaction within the time-frame prescribed in the Articles, then IFC shall have the right to sell the IFC Transfer Shares to any person without any restrictions

(k) Terms of the IFC Warrants:

The IFC Warrants shall be issued and converted into Shares subject to the following terms and conditions:

- (i) If at the beginning of the Conversion Period the Cumulative Profits are equal to or greater than the Profit Threshold, IFC shall not be entitled to convert the IFC Warrants and they shall stand extinguished and the amount paid by IFC with respect to the IFC Warrants shall stand forfeited;
- (ii) If at the beginning of the Conversion Period, the Cumulative Profit is less than the Profit Threshold, then during the Conversion Period, IFC shall be entitled to convert a number of IFC Warrants into Shares, without any further payment such that the total number of Shares owned by IFC in our Company after conversion of the IFC Warrants shall be equal to the Adjusted Percentage Ownership. Any IFC Warrants that IFC is not entitled to convert in accordance with the aforesaid shall stand extinguished and the amount paid by IFC with respect to those IFC Warrants shall stand forfeited;
- (iii) This right to convert IFC Warrants into Shares as set out above is available only to IFC and should IFC sell its shareholding to a third party, this right will not be transferable to such third party;
- (iv) Upon IFC indicating its decision to convert the IFC Warrants into Shares at any time during the Conversion Period, our Company shall forthwith commence all corporate actions required for the conversion and in any event shall complete the conversion and issue of Shares and the other post-issue formalities as agreed amongst our Company, IFC and the Sponsor Shareholders within thirty (30) days of the said decision of IFC being communicated to our Company. The Company shall at all times reserve and keep available, out of its authorised but unissued Shares, solely for the issuance and delivery upon exercise of the IFC Warrants, such number of its duly authorised Shares as from time to time shall be issuable upon exercise of the IFC Warrants;
- (v) In the event that our Company proposes to undertake a Qualified IPO prior to the beginning of the Conversion Period, IFC and our Company shall determine in good faith IFC's entitlement to convert the IFC Warrants and in doing so the Parties shall be guided by the terms of the proposed Qualified IPO and conditions in the Relevant Market;
- (vi) In the event our Company undertakes any form of restructuring of its share capital ("Capital Restructuring"), including (i) consolidation or subdivision or splitting of its Shares; (ii) issue of bonus Shares; (iii) issue of Shares in a scheme of arrangement (including amalgamation or demerger); (iv) reclassification of Shares or variation of rights into other kinds of securities, then, the number of Shares or other securities, as the case may be, that each IFC Warrant converts into, and the exercise price for the IFC Warrants shall be adjusted accordingly in a manner that IFC is entitled to receive on exercise of the IFC Warrants, such number of Shares at such effective exercise price that IFC would have been entitled to receive on such Capital Restructuring had the IFC Warrants been exercised immediately prior to the occurrence of such Capital Restructuring;
- (vii) Subject to Applicable Law, where pursuant to a scheme of arrangement, a company issues shares, warrants or similar securities to our company's shareholders, then IFC shall be entitled to receive in lieu of the IFC Warrants, such number of warrants or similar securities issued by such company, on the same terms and conditions and with the same rights as the IFC Warrants, and at such effective price as may be set out in the scheme of arrangement;
- (viii) The warrant certificate may be split, upon surrender of the warrant certificate to our Company, for any number of new warrant certificates representing such aggregate number of warrants as was represented by the original warrant certificate;
- (ix) Upon being requested by IFC and subject to Applicable Law, on the loss, theft, destruction or mutilation of the warrant certificate, our Company shall issue, in lieu thereof, a new warrant certificate on the same terms and conditions.

The Shares issued pursuant to conversion of the IFC Warrants:

- (i) shall be credited as fully Paid Up;
- (ii) shall rank pari passu in all respects with those Shares in issue on the date of conversion of the IFC Warrants; and
- (iii) shall entitle IFC to Dividend for the complete Financial Year, if any, declared for the Financial Year of our Company in which the Shares are allotted.

Prior to the exercise of the option to convert the IFC Warrants into Shares, IFC shall not be entitled to any rights as shareholders of our Company with respect to the Shares into which the IFC Warrants are exercisable, including without limitation the right to vote, to receive Dividends, etc.

(l) Consents and Approvals; Further Assurances:

- (i) The Sponsor Shareholders, in their capacity as controlling shareholders of our Company, undertake to take such action as is necessary to prevent any amendment of the Charter and/or the taking of any action by our Company the effect of which would be to restrict or prevent the sale, transfer or disposition of any Put Shares in accordance with the provisions of the Articles.
- (ii) Each of our Company and the Sponsor Shareholders shall take all such action and do, perform, execute and deliver, in a due and expeditious manner, all acts, deeds and documents as shall be necessary from time to time to cause the effective performance of their respective obligations, and permit the effective performance of the other party's obligations, under the Articles, including registration with or notification to the appropriate Authority, if any.

(m) Termination of IFC's Rights.

IFC's rights (except any accrued rights), i.e. Board Composition of the Company, Board composition of the Key Subsidiaries, IFC's Consent Rights, IFC's Information Rights, Share Retention, Pre-emptive Right and Anti-Dilution and Tag-Along Rights and its rights (except any accrued rights) under the Articles shall terminate:

- (i) following a Qualified IPO (and in the case of an initial public offering of Shares not amounting to a Qualified IPO, the survival of the above rights shall be subject to Applicable Law); or
- (ii) if IFC holds less than five per cent (5.00%) of the total share capital of the Company.

SECTION IX: 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 or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for registration. 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 4 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated September 3, 2018 entered into between our Company, the Selling Shareholders and the BRLMs.
2. Registrar Agreement dated September 3, 2018 entered into between our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow Agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank and the Syndicate Members.
4. Share Escrow Agreement dated [●] entered into between the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate Agreement dated [●] entered into between our Company, the Selling Shareholders and the members of the Syndicate.
6. Monitoring Agency Agreement dated [●] entered into between our Company and [●].
7. Underwriting Agreement dated [●] entered into between our Company, the Selling Shareholders, and the Underwriters.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.
2. Certificate of incorporation dated August 8, 1996.
3. Fresh certificate of incorporation dated June 28, 2018 pursuant to the conversion of our Company into a public limited company.
4. Annual reports of our Company for the Financial Years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014.
5. Copy of the report entitled “*Assessment of broking and financial products distribution industry in India*” dated August, 2018 prepared by CRISIL Research and the consent letter dated August 10, 2018 issued by CRISIL Limited in respect of such reports.
6. Resolutions of the Board of Directors dated July 11, 2018 and August 14, 2018 authorising the Offer and other related matters.
7. Resolution dated July 17, 2018 passed by the Shareholders authorising the Offer and other related matters.
8. Consent Letter dated June 21, 2018 issued by the Investor Selling Shareholder in relation to the Offer for Sale for the portion of the Equity Shares offered by it.
9. Consent Letters issued by (i) Amit Majumdar (jointly held with Dolly Majumdar) dated June 20, 2018, (ii) Ashok Popatlal Shah dated June 19, 2018, (iii) Ashwin S. Thakkar dated June 20, 2018; (iv) Bela Mukesh Gandhi (jointly held with Mukesh Gandhi) dated June 20, 2018, (v) Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah) dated June 19, 2018, (vi) Chandresh Popatlal Shah dated June 19, 2018, (vii) Deepak T. Thakkar dated June 20, 2018, (viii) Lalit T. Thakkar dated June 19, 2018, (ix) Mahesh D. Thakkar dated June

- 20, 2018, (x) Manjula Ramnik Gala dated June 20, 2018, (xi) Mukesh Gandhi (jointly held with Bela Mukesh Gandhi) dated June 20, 2018, (xii) Muskaan Doultani dated June 19, 2018, (xiii) Nikhil H. Daxini dated June 20, 2018; and (xiv) Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah) pursuant to the letter dated June 19, 2018, approving the Offer for Sale for the Equity Shares offered by them.
10. Consent Letters issued by the Promoter Selling Shareholders each dated June 19, 2018 approving the Offer for Sale for the Equity Shares offered by them.
 11. Due diligence certificate dated September 3, 2018 addressed from the BRLMs to SEBI.
 12. Consent letter from the Statutory Auditors dated September 3, 2018.
 13. The Statement of Tax Benefits dated August 30, 2018 issued by the Statutory Auditors.
 14. Audited Financial Statements for the quarter ended June 30, 2018.
 15. Examination reports on the Restated Standalone Financial Information and Restated Consolidated Financial Information both dated August 21, 2018, of our Statutory Auditors, included in this Draft Red Herring Prospectus.
 16. Consents in writing of our Directors, our Company Secretary and Compliance Officer, Indian Legal Counsel to our Company, Indian Legal Counsel to the BRLMs, Indian Legal Counsel to the Investor Selling Shareholder, bankers to our Company, the BRLMs, the Syndicate Members, Escrow Collection Bank, Public Offer Bank, Refund Bank, Share Escrow Agent, lenders of our Company, the Registrar to the Offer, the Monitoring Agency to act in their respective capacities.
 17. Subscription, Shareholders and Share Retention Agreement dated December 7, 2007 and Put Option Agreement dated December 7, 2007 entered into between, Nirwan Monetary Services Private Limited, Dinesh D. Thakkar, Ashok D. Thakkar, Deepak T. Thakkar, Lalit T. Thakkar, Sunita A. Magnani, Nita Thakkar, Ashwin S. Thakkar, Bhavna M. Thakkar, Dinesh Thakkar HUF, International Finance Corporation and our Company (formerly, Angel Infin Private Limited).
 18. Amendment to the SSSA dated September 3, 2018 entered into between, Nirwan Monetary Services Private Limited, Dinesh D. Thakkar, Ashok D. Thakkar, Deepak T. Thakkar, Lalit T. Thakkar, Sunita A. Magnani, Muskaan Doultani, Ashwin S. Thakkar, Bhavna M. Thakkar, Dinesh Thakkar HUF, International Finance Corporation and our Company (formerly, Angel Infin Private Limited).
 19. Certificate dated August 24, 2018 issued by Shirish Desai & Co., Chartered Accountants, in relation to the compilation of working capital assumptions and estimates for our Company.
 20. Scheme of amalgamation of Angel Commodities Broking Private Limited and our Company.
 21. Scheme of arrangement and amalgamation of Angel Broking Limited (erstwhile wholly owned subsidiary of our Company) and our Company (erstwhile, Angel Global Capital Private Limited).
 22. Angel Broking Employee Stock Option Plan 2018.
 23. Angel Broking Employee Share Purchase Scheme 2017.
 24. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.
 25. Tripartite agreement dated June 28, 2018 among our Company, NSDL and the Registrar to the Offer.
 26. Tripartite agreement dated June 13, 2018 among our Company, CDSL and the Registrar to the Offer.
 27. SEBI observation letter no. [●] dated [●].

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations or guidelines issued by the Government or the regulations, rules 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, SCRR, the SEBI Act or rules or regulations made or guidelines issued thereunder, as the case may be. We further certify that all disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

Dinesh D. Thakkar
(Chairman and Managing Director)

Kamalji Sahay
(Independent Director)

Vinay Agrawal
(Director and Chief Executive Officer)

Anisha Motwani
(Independent Director)

Uday Sankar Roy
(Independent Director)

Ketan Shah
(Non-Executive Director)

SIGNED BY THE CHIEF FINANCIAL OFFICER

Vineet Agrawal
(Chief Financial Officer)

Place: Mumbai

Date: September 3, 2018

DECLARATION

The undersigned Investor Selling Shareholder hereby certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this Draft Red Herring Prospectus, in relation to itself and its respective portion of the Equity Shares being offered by it in the Offer for Sale are true and correct. The undersigned Investor Selling Shareholder assumes no responsibility for any other statements including statements made by the Company or any other person(s) in this Draft Red Herring Prospectus.

Signed by the Investor Selling Shareholder

Name: Nilesh Srivastava
Designation: Manager – FIG
Place: Mumbai
Date: September 3, 2018

DECLARATION

The undersigned Promoter Selling Shareholder hereby certifies that all statements, disclosures and undertakings made by him in this Draft Red Herring Prospectus, about or in relation to himself and his respective portion of the Equity Shares being offered by him in the Offer for Sale are true and correct.

Signed by Ashok D. Thakkar

Place: Mumbai
Date: September 3, 2018

DECLARATION

The undersigned Promoter Selling Shareholder hereby certifies that all statements, disclosures and undertakings made by her in this Draft Red Herring Prospectus, about or in relation to herself and her respective portion of the Equity Shares being offered by her in the Offer for Sale are true and correct.

Signed by Sunita A. Magnani

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Amit Majumdar (jointly with Dolly Majumdar)

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Ashok Popatlal Shah

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Ashwin S. Thakkar

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Bela Mukesh Gandhi (jointly with Mukesh Gandhi)

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Bharat Chimanlal Shah (jointly with Hansa Bharat Shah)

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Chandresh Popatlal Shah

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Deepak T. Thakkar

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Lalit T. Thakkar

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Mahesh D. Thakkar

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Manjula Ramnik Gala

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Mukesh Gandhi (jointly with Bela Mukesh Gandhi)

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Muskaan Doultani

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Nikhil H. Daxini

Place: Mumbai
Date: September 3, 2018

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this Draft Red Herring Prospectus, about or in relation to himself or herself and his or her respective portion of the Equity Shares being offered by him or her in the Offer for Sale are true and correct.

Signed by Nishith Jitendra Shah (jointly with Jitendra Nimchand Shah)

Place: Mumbai

Date: September 3, 2018