PROSPECTUS
Dated: September 26, 2020
Please read Sections 26 and 32 of the Companies Act, 2013
Book Built Offer

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 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 194.

Registered Office: G-1, Ground Floor, Akruti Trade Centre, Road No. 7, MIDC, Andheri (East), Mumbai 400 093; **Tel**: +91 22 6807 0100; **Fax**: +91 22 6807 0107
Corporate Office: 6th Floor, Ackruti Star, Central Road, MIDC, Andheri (East), Mumbai 400 093; **Tel**: +91 22 4000 3600; **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 19,607,835 EQUITY SHARES* OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF ANGEL BROKING LIMITED ("OUR COMPANY") FOR CASH AT A PRICE OF ₹ 306 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 296 PER EQUITY SHARE) AGGREGATING TO ₹ 6,000.00 MILLION COMPRISING A FRESH ISSUE OF 9,803,921 EQUITY SHARES* BY OUR COMPANY AGGREGATING TO ₹ 3,000.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 9,803,914 EQUITY SHARES* COMPRISING 599,173 EQUITY SHARES* AGGREGATING TO ₹ 183.35 MILLION BY ASHOK D. THAKKAR AND 147, 058 EQUITY SHARES* AGGREGATING TO ₹ 45.00 MILLION BY SUNITA A. MAGNANI (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS"), OF 3,921,636 EQUITY SHARES* AGGREGATING TO ₹ 1,200.02 MILLION BY IFC (THE "INVESTOR SELLING SHAREHOLDER") AND OF 5,136,047 EQUITY SHARES* AGGREGATING TO ₹ 1,571.63 MILLION BY THE INDIVIDUAL SELLING SHAREHOLDERS (TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS AND THE INVESTOR SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS") AGGREGATING TO ₹ 3,000.00 MILLION (THE "OFFER FOR SALE", TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER WILL CONSTITUTE 23.97%* OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE OFFER PRICE IS 30.6 TIMES THE FACE VALUE OF THE EQUITY SHARES.

** Subject to finalisation of Basis of Allotment*

In terms of Rule 19(2)(b)(ii) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), the Equity Shares issued in the Offer shall aggregate to at least such percentage of the post- Offer Equity Share capital of our Company (calculated at the Offer Price) that will be at least ₹ 4,000 million. The Offer was being made in accordance with Regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "**2009 SEBI ICDR Regulations**"), through the Book Building Process wherein not more than 50.00% of the Offer was allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**"), our Company, in consultation with the BRLMs allocated 60.00% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third was reserved for domestic Mutual Funds only, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5.00% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. Further, not less than 15.00% of the Offer was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer was available for allocation to Retail Individual Bidders in accordance with the 2018 SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Bidders, other than Anchor Investors, were mandatorily required to utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective bank account (including UPI ID for RIBs using UPI) which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or under the UPI Mechanism, as the case may be, to participate in the Offer. Anchor Investors were 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 567.

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 30.5 times the face value and the Cap Price is 30.6 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 113) 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 Prospectus. Specific attention of the Bidders is invited to the section entitled "*Risk Factors*" on page 19.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for, and confirms, that this 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 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 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 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 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 September 21, 2018 and April 16, 2019, respectively. For the purposes of the Offer, the Designated Stock Exchange is NSE. A copy of the Red Herring Prospectus was filed with the RoC and this Prospectus shall be filed with the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents that were 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 650.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
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: Arjun A Mehrotra/Rupesh Khant SEBI Registration No.: INM000011179	**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: Disha Doshi / Amitkumar Singh 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	**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

BID/OFFER PROGRAMME

BID/OFFER OPENED ON: SEPTEMBER 22, 2020(1)	BID/OFFER CLOSED ON: SEPTEMBER 24, 2020

(1) The Anchor Investor Bid/Offer Period opened and closed one Working Day prior to the Bid/Offer Opening Date, being September 21, 2020.

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This 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 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 116, 240, 527, 628 and 567, 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 216
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 6th Floor, Ackruti 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 216
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"* in terms of the 2009 SEBI ICDR Regulations on page 234
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 2009 SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, and as disclosed in the section entitled "*Our Management*" on page 216
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 "*Our Management*" on page 216
Promoter Group	Persons and entities constituting the promoter group in accordance with Regulation 2(1)(zb) of the 2009 SEBI ICDR Regulations. For details of our Promoter Group, please see the section entitled "*Our Promoters and Promoter Group*" on page 230
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, Akruti 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	Collectively, the Restated IGAAP Consolidated Financial Information and the Restated Ind-AS Consolidated Financial Information
Restated Financial Information	Collectively, the Restated Standalone Financial Information and the Restated Consolidated Financial Information
Restated IGAAP Consolidated Financial Information	The restated consolidated summary statement of assets and liabilities as at March 31, 2017 and March 31, 2016, the restated consolidated summary statement of profit and loss, the restated consolidated summary statement of cash flows for each of the years ended March 31, 2017 and March 31, 2016 with the summary statement of significant accounting policies, and other explanatory information thereon derived from audited financial statements for those respective years, prepared in accordance with Indian GAAP and restated in accordance with the 2009 SEBI ICDR Regulations, SEBI Circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and the Guidance Note on "Reports in Company Prospectuses (Revised 2016)" issued by ICAI
Restated IGAAP Standalone Financial Information	The restated standalone summary statement of assets and liabilities as at March 31, 2017 and March 31, 2016, the restated standalone summary statement of profit and loss, the restated standalone summary statement of cash flows for each of the years ended March 31, 2017 and March 31, 2016 with the summary statement of significant accounting policies, and other explanatory information thereon derived from audited financial statements for those respective years, prepared in accordance with Indian GAAP and restated in accordance with the 2009 SEBI ICDR Regulations, SEBI Circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and the Guidance Note on "Reports in Company Prospectuses (Revised 2016)" issued by ICAI
Restated Ind-AS Consolidated Financial Information	The restated consolidated summary statement of assets and liabilities as at June 30, 2020, March 31, 2020, March 31, 2019 and March 31, 2018 (Proforma), the restated consolidated summary statement of profit and loss (including other comprehensive income), the restated consolidated summary statement of cash flows and changes in equity for the three months ended June 30, 2020 and for each of the years ended March 31, 2020, March 31, 2019 and March 31, 2018 (Proforma) of our Company and its Subsidiaries together with the summary statement of significant accounting policies, and other explanatory information thereon, derived from the audited financial statements as at and for the three months ended June 30, 2020 prepared in accordance with the Ind AS 34, the audited financial statements as at and for the year ended March 31, 2020, prepared in accordance with the Ind AS and the audited consolidated financial statements as at and for the year ended March 31, 2019 and March 31, 2018 prepared in accordance with Indian GAAP and restated in accordance with the 2009 SEBI ICDR Regulations, SEBI Circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and the Guidance Note on "Reports in Company Prospectuses (Revised 2016)" issued by ICAI

Term	Description
Restated Ind-AS Standalone Financial Information	The restated standalone summary statement of assets and liabilities as at June 30, 2020, March 31, 2020, March 31, 2019 and March 31, 2018 (Proforma), the restated standalone summary statement of profit and loss (including other comprehensive income), the restated standalone summary statement of cash flows and changes in equity for the three months ended June 30, 2020 and for each of the years ended March 31, 2020, March 31, 2019 and March 31, 2018 (Proforma) of our Company together with the summary statement of significant accounting policies, and other explanatory information thereon, derived from the audited financial statements as at and for the three months ended June 30, 2020 prepared in accordance with the Ind AS 34 and as at and the audited financial statements for the year ended March 31, 2020 prepared in accordance with the Ind AS and the audited standalone financial statements as at and for the year ended March 31, 2019 and March 31, 2018 prepared in accordance with Indian GAAP and restated in accordance with the 2009 SEBI ICDR Regulations, SEBI Circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and the Guidance Note on "Reports in Company Prospectuses (Revised 2016)" issued by ICAI
Restated Standalone Financial Information	Collectively, the Restated IGAAP Standalone Financial Information and the Restated Ind-AS Standalone Financial Information
Return on Net Worth (%)	Net profit as restated divided by Net worth at the end of the year/ period
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 "*Our Management*" on page 216
Statutory Auditors	Statutory auditors of our Company, being S. R. Batliboi & Co. LLP

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
Addendum	The addendum to the Draft Red Herring Prospectus dated July 17, 2020
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, who applied under the Anchor Investor Portion in accordance with the requirements specified in the 2018 SEBI ICDR Regulations and the Red Herring Prospectus and who had Bid for an amount of at least ₹ 100.00 million
Anchor Investor Allocation Price	₹ 306 per Equity share, being the final price at which Equity Shares were allocated to the Anchor Investors in terms of the Red Herring Prospectus and this Prospectus, which was 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 was considered as an application for Allotment in terms of the Red Herring Prospectus and this Prospectus
Anchor Investor Bid/Offer Period	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors were submitted and allocation to Anchor Investors was completed, being September 21, 2020
Anchor Investor Offer Price	₹ 306 per Equity share, being the final price at which the Equity Shares were Allotted to the Anchor Investors in terms of the Red Herring Prospectus and this Prospectus, which price was equal to the Offer Price. The Anchor Investor Offer Price was decided by our Company in consultation with the BRLMs
Anchor Investor Portion	60.00% of the QIB Portion or 5,882,352 Equity Shares* which was allocated by our Company, in consultation with the BRLMs to the Anchor Investors on a discretionary basis in accordance with the 2018 SEBI ICDR Regulations.

Term	Description
	One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price ** Subject to finalisation of Basis of Allotment*
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 and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs, using the UPI Mechanism
ASBA Account	A bank account maintained by an ASBA Bidder with an SCSB and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form and includes the bank account of RIBs, which is blocked upon acceptance of a UPI Mandate Request by RIBs, using the UPI Mechanism
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 this Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, the Refund Bank, the Public Offer Account Bank and the Sponsor Bank
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 "*Offer Procedure*" on page 567
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 2018 SEBI ICDR Regulations in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries did not accept any Bids, being September 24, 2020, which was notified in: (i) all editions of English national daily newspaper, The Financial Express, (ii) all editions of the Hindi national daily newspaper, Jansatta, and (iii) the Mumbai edition of the Marathi newspaper, Navshakti (Marathi being the regional language of Maharashtra where our registered office is located), each with wide circulation
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries started accepting Bids, being September 22, 2020, which was notified in: (i) all editions of English national daily newspaper, The Financial Express, (ii) all editions of the Hindi national daily newspaper, Jansatta, and (iii) the Mumbai edition of the Marathi newspaper, Navshakti (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation
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 submitted their Bids, being September 22, 2020 to September 24, 2020
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	49 Equity Shares and in multiples of 49 Equity Shares thereafter
Bidder	Any prospective investor who made 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 accepted the Bid cum Application Forms, i.e. Designated Branches for SCSBs, Specified Locations for the Syndicate,

Term	Description
	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 XIII of the 2018 SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	The broker centres notified by the Stock Exchanges where Bidders submitted 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
Escrow and Sponsor Bank Agreement	The escrow and sponsor bank agreement dated September 11, 2020 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, being ₹ 306 per Equity Share, above which the Offer Price and Anchor Investor Offer Price was not finalised and above which no Bids were 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 as per the list available on the websites of BSE and NSE
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
COVID-19	A public health emergency of international concern, as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
Cut-off Price	The Offer Price finalised by our Company in consultation with the Investor Selling Shareholder and the BRLMs, being ₹ 306 per Equity Share. Only Retail Individual Bidders (subject to the Bid Amount being up to ₹200,000) were entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders were 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, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which collected 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=34 or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where ASBA Bidders submitted 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 respective Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which funds are transferred by the Escrow Collection Bank 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 Offer Account or the Refund Account (and in case of RIBs using UPI Mechanism, instructions issued through the Sponsor Bank), 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 were authorised to collect Bid cum Application Forms from the Bidders (other than Anchor Investors), in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders submitted the ASBA Forms to RTAs.

Term	Description
	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	NSE
Dividend Payout Ratio	Dividend for a period divided by the net profit for that period
Draft Red Herring Prospectus or DRHP	The draft red herring prospectus dated September 3, 2018, issued in accordance with the 2009 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, read with the Addendum
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 constituted an invitation to purchase the Equity Shares
Escrow Account	‘No-lien’ and ‘non-interest bearing’ account opened with the Escrow Collection Bank, Refund Bank, Public Offer Account Bank, Sponsor Bank or Banker to the Offer and in whose favour the Anchor Investors were required to 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 is opened, in this case being ICICI Bank Limited
First Bidder	The Bidder whose name is 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, being ₹ 305 per Equity Share, above which the Offer Price and the Anchor Investor Offer Price was finalised and below which no Bids were accepted
Fresh Issue	The fresh issue of 9,803,921 Equity Shares aggregating 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. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs. For further details, please see the section entitled “*Offer Procedure*” on page 567
I-Sec	ICICI Securities Limited
Monitoring Agency	ICICI Bank Limited
Monitoring Agency Agreement	The agreement dated September 11, 2020 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 196,079 Equity Shares* which were available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price * *Subject to finalisation of Basis of Allotment*
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. For further information about the use of the Offer Proceeds and the Offer Expenses, please see the section entitled “*Objects of the Offer*” on page 106
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Bidders/NIIs	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)

Term	Description
Non-Institutional Portion	The portion of the Offer being not less than 15.00% of the Offer comprising 2,941,176 Equity Shares* which was available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price ** Subject to finalisation of Basis of Allotment*
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 19,607,835 Equity Shares* of face value of ₹10 each for cash at a price of ₹ 306 per Equity Share (including a share premium of ₹ 296 per Equity Share), aggregating to ₹ 6,000.00 million, consisting of a Fresh Issue of 9,803,921 Equity Shares* aggregating to ₹ 3,000.00 million and the Offer for Sale of 9,803,914 Equity Shares* aggregating to ₹ 3,000.00 million ** Subject to finalisation of Basis of Allotment*
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 read with the amendment to the Offer Agreement dated September 11, 2020
Offer for Sale	The offer for sale of 9,803,914 Equity Shares* by the Selling Shareholders at the Offer Price aggregating to ₹ 3,000.00 million, consisting of an offer for sale of 3,921,636 Equity Shares* aggregating to ₹ 1,200.02 million by the Investor Selling Shareholder, 599,173 Equity Shares* aggregating to ₹ 183.35 million by Ashok D. Thakkar, 147,058 Equity Shares* aggregating to ₹ 45.00 million by Sunita A. Magnani, 30,309 Equity Shares* aggregating to ₹ 9.27 million by Amit Majumdar (jointly held with Dolly Majumdar), 245,097 Equity Shares* aggregating to ₹ 75.00 million by Ashok Popatlal Shah, 272,349 Equity Shares* aggregating to ₹ 83.34 million by Ashwin S. Thakkar, 112,988* Equity Shares aggregating to ₹ 34.57 million by Bela Mukesh Gandhi (jointly held with Mukesh Gandhi), 407,356 Equity Shares* aggregating to ₹ 124.65 million by Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah), 245,097 Equity Shares* aggregating to ₹ 75.00 million by Chandresh Popatlal Shah, 702,614 Equity Shares* aggregating to ₹ 215.00 million by Deepak T. Thakkar, 1,839,546 Equity Shares* aggregating to ₹ 562.90 million by Lalit T. Thakkar, 2,097 Equity Shares* aggregating to ₹ 0.64 million by Mahesh D. Thakkar, 34,043 Equity Shares* aggregating to ₹ 10.42 million by Manjula Ramnik Gala, 646,773 Equity Shares* aggregating to ₹ 197.91 million by Mukesh Gandhi (jointly held with Bela Mukesh Gandhi), 170,218 Equity Shares* aggregating to ₹ 52.09 million by Muskaan Doultani, 20,204 Equity Shares* aggregating to ₹ 6.18 million by Nikhil H. Daxini and 407,356 Equity Shares* aggregating to ₹ 124.65 million by Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah) ** Subject to finalisation of Basis of Allotment*
Offer Price	₹ 306 per Equity Share, being the final price at which Equity Shares will be Allotted in terms of the Red Herring Prospectus and this Prospectus. The Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which was decided by our Company in consultation with the BRLMs in terms of the Red Herring Prospectus and this Prospectus. The Offer Price was 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 "*Objects of the Offer*" on page 106
Price Band	The price band of a minimum price of ₹ 305 per Equity Share (Floor Price) and the maximum price of ₹ 306 per Equity Share (Cap Price) including revisions thereof.

Term	Description
	The Price Band and the minimum Bid Lot for the Offer was decided by our Company in consultation with the Investor Selling Shareholder and the BRLMs and was advertised at least two Working Days prior to the Bid/Offer Opening Date, in: (i) all editions of English national daily newspaper, The Financial Express, (ii) all editions of the Hindi national daily newspaper, Jansatta, and (iii) the Mumbai edition of the Marathi newspaper, Navshakti (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation and was made available to the Stock Exchanges for the purposes of uploading on their respective websites
Pricing Date	September 25, 2020, being the date on which our Company in consultation with the Investor Selling Shareholder and the BRLMs, finalised the Offer Price
Prospectus	This prospectus dated September 26, 2020, 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, *inter alia*, 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 Account Bank to receive monies from the Escrow Account and the ASBA Accounts on the Designated Date
Public Offer Account Bank	The bank(s) with which the Public Offer Account for collection of Bid Amounts from Escrow Account and ASBA Account will be opened, in this case being ICICI Bank Limited
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50.00% of the Offer comprising 9,803,916 Equity Shares* which was allocated to QIBs (including Anchor Investors), on a proportionate basis. Our Company in consultation with the BRLMs allocated 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. ** Subject to finalisation of Basis of Allotment*
QIBs / QIB Bidders / Qualified Institutional Buyers	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the 2018 SEBI ICDR Regulations
Red Herring Prospectus or RHP	The red herring prospectus dated September 15, 2020 to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares were offered and the size of the Offer, read along with the corrigendum dated September 17, 2020. The Red Herring Prospectus was registered with the RoC at least three days before the Bid/Offer Opening Date and has become this 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	ICICI Bank Limited
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 6,862,743 Equity Shares* which was available for allocation to Retail Individual Bidders in accordance with the 2018 SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price ** Subject to finalisation of Basis of Allotment*

Term	Description
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). QIB Bidders and Non-Institutional Bidders were 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 could 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 (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, and (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs/ mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI 2.0 mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement namely, Link Intime India Private Limited
Share Escrow Agreement	The share escrow agreement dated September 11, 2020 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 accepted Bid cum Application Forms, a list of which is available on the website of SEBI athttps://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, and updated from time to time
Sponsor Bank	ICICI Bank Limited, being a Banker to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/ or payment instructions of the RIBs using the UPI in terms of the UPI Circulars
Syndicate/Members of the Syndicate	The BRLMs and the Syndicate Members
Syndicate Agreement	The syndicate agreement dated September 11, 2020 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, Angel Broking Limited, ICICI Securities Limited, Edelweiss Securities Limited, Investec Capital Services (India) Private Limited and SBICAP Securities Limited
Underwriters	BRLMs and Syndicate Members (other than Angel Broking Limited)
Underwriting Agreement	The underwriting agreement dated September 25, 2020 entered into between our Company, the Selling Shareholders, the Underwriters
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Circular	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no.

Term	Description
	SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RIB by way of a notification in the UPI linked mobile application, as disclosed by SCSB on SEBI website and by way of a SMS directing the RIB to the UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	Process for applications by RIBs submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars
UPI PIN	The password to authenticate a UPI transaction
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 circulars issued by SEBI, including the UPI Circulars

Technical/Industry Related Terms/Abbreviations

Term	Description
ADTO	Average Daily Turnover
AUM	Assets under Management
Authorised Persons	Authorised persons
B15	Beyond top 15 cities
CRISIL Report	The report entitled "*Assessment of Capital Market, Wealth Management and Financial Products distribution in India*" dated July 2020 prepared by CRISIL Research, a division of CRISIL Limited
CRISIL Research	The research division of CRISIL Limited
d-KYC	Digital Know Your Customer
ELSS	Equity-linked savings scheme
F&O	Futures and options
MOSPI	Ministry of Statistics and Program Implementation
OECD	Organisation for Economic Co-operation and Development
PMS	Portfolio Management Services
SIP	Systematic investment plan
T15	Top 15 cities
TRAI	The Telecom Regulatory Authority of India

Conventional and General Terms or Abbreviations

Term	Description
2009 SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
2018 SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
₹/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

Term	Description
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
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 (ending value/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 along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, read with the rules, regulations, notifications, clarifications and modifications 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
DP ID	Depository Participant's Identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as Department of Industrial Policy and Promotion)
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 Non-debt Instrument Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal/ Fiscal Year/FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
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

Term	Description
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	Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as notified under Rule 3 of Companies (Indian Accounting Standard) Rules, 2015
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
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
MSEI	Metropolitan Stock Exchange of India Limited
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
NEFT	National Electronic Fund Transfer
Negotiable Instruments Act	Negotiable Instruments Act, 1881
NERL	National E-Repository Limited
NPCI	National Payments Corporation of India
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 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, 2018
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

Term	Description
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 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) 2018
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	2009 SEBI ICDR Regulations and 2018 SEBI ICDR Regulations, as applicable
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, 2020
SEBI Research Analysts Regulations	Securities and Exchange Board of India (Research Analysts) Regulations, 2014
SEBI Stock 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
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
TDS	Tax deducted at source
UIDAI	Unique Identification Authority of India
UPI	Unified Payment Interface
UPI PIN	ID created on the UPI for single window clearance mobile payment system developed by the NPCI
U.S./US/U.S.A/United States	United States of America
USD/US$	United States Dollars
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 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 Prospectus are to the page numbers of this Prospectus.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Prospectus have been derived from our Restated Consolidated Financial Information. For further information, please see the section entitled "*Financial Information*" on page 240. 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 Information for the Financial Years ended March 31, 2017 and March 31, 2016 are derived from the audited financial statements as at and for the Financial Years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Indian GAAP and restated in accordance with the 2009 SEBI ICDR Regulations, SEBI Circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and the Guidance Note on "Reports in Company Prospectuses (Revised 2016)" issued by ICAI.

The Restated Financial Information for the period ended June 30, 2020 and the Financial Years ended March 31, 2020, March 31, 2019 and March 31, 2018 (Proforma) are derived from:

(i). audited financial statements as at and for the period ended June 30, 2020 prepared in accordance with the Ind AS 34;

(ii). audited financial statements as at and for the year ended March 31, 2020, prepared in accordance with the Ind AS;

(iii). the audited consolidated financial statements as at and for the year ended March 31, 2019 prepared in accordance with Indian GAAP and adjusted using recognition and measurement principles of Ind AS and a comparative financial information for year ended March 31, 2020; and

(iv). audited financial statements as at and for the year ended March 31, 2018 prepared in accordance with Indian GAAP and have been adjusted as described in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Basis of preparation and presentation of our Restated Financial Information*" on page 508 to make them compliant with recognition and measurement under Ind AS (proforma).

Unless the context requires otherwise, the amounts and disclosures pertaining to March 31, 2018 included in this Prospectus are derived from the proforma Ind AS Financial Information included in the Restated Ind AS Standalone Financial Information and Restated Ind AS Consolidated Financial Information.

There are significant differences between Indian GAAP, Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this 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 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, the Ind AS, and the 2009 SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this 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 19, 173 and 485, respectively, and elsewhere in this Prospectus have been calculated on the basis of our Restated Financial Information.

Compliance with the 2018 SEBI ICDR Regulations and 2009 SEBI ICDR Regulations

The 2018 SEBI ICDR Regulations came into force with effect from November 10, 2018. The Draft Red Herring Prospectus was filed under the 2009 SEBI ICDR Regulations and accordingly, the Red Herring Prospectus is in compliance with, and continues to comply with the disclosure requirements prescribed under the 2009 SEBI ICDR Regulations. However, the Red Herring Prospectus is in compliance with, and has been updated for, any procedure related modifications prescribed under the 2018 SEBI ICDR Regulations.

Further, this Prospectus is in compliance with, and continues to comply with the disclosure requirements prescribed under the 2009 SEBI ICDR Regulations. However, this Prospectus complies with, and has been updated for, any procedure related modifications prescribed under the 2018 SEBI ICDR Regulations.

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 Prospectus in "million" units. One million represents 1,000,000.00 and one billion represents 1,000,000,000.00.

In this 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 Prospectus, including those that have been derived from our Restated Financial Information, 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 Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the disclosure requirements prescribed under the 2009 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, 2020	As on March 31, 2020	As on March 31, 2019	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016
1 US$	75.53	75.39	69.17	65.04	64.84	66.33

Source: www.rbi.org.in and www.fbil.org.in
In the event that 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 Prospectus has been obtained or derived from the report entitled "*Assessment of Capital Market, Wealth Management and Financial Products distribution in India*" dated July 2020 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 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 and none of these parties make any representation as to the accuracy of this information. 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 19.

The extent to which the market and industry data used in this 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 disclosure requirements prescribed under the 2009 SEBI ICDR Regulations, the section entitled "*Basis for the Offer Price*" on page 113 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 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:

- The outbreak of COVID-19, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations.

- 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.

- 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.

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

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

- 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. Change 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 19, 173 and 485, 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 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 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 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 Prospectus, including the sections entitled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 173 and 485, respectively, as well as the other financial and statistical information contained in this 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 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 Prospectus, including the section entitled "Forward-Looking Statements" on page 17.

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 240. The Restated Consolidated Financial Information for the period ended June 30, 2020 has not been annualized and accordingly, such financial information is not comparable to the Restated Consolidated Financial Information for any Financial Year.

INTERNAL RISKS

Risks Relating to our Business and the Financial Services Industry

1. The outbreak of COVID-19, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations.

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and shutdowns. These measures may have an impact on workforce and operations and the operations of our customers. There is currently substantial medical uncertainty regarding COVID-19 and no government-certified treatment or vaccine is available. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption across India. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. Our ability to meet our ongoing disclosure obligations might be adversely affected, despite our best efforts. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian economy in general.

The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown. The spread of COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees and customers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak. The extent to which COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken to contain the coronavirus or treat its impact, among others. While we believe that there has been no adverse impact on our business, cash flows, financial condition and results of operations, our ability to continue as going concern and we have not faced any business interruption on account of lockdown due to our risk management strategy, digital processes and operational protocol, there can be no assurance that there will be no impact of COVID-19 or its consequences on our business, financial condition and results of operations generally or in our sector in particular. The degree to which COVID-19 may impact our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or the ability to treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, loss of life, injuries and impact the wellbeing of our people.

Further in case the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario in India which could adversely affect the business, prospects, results of operations and financial condition of our Company.

2. ***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 income accounted for 61.34% of our total income in Financial Year 2018, 63.95% of our total income in Financial Year 2019, 66.77% of our total income in Financial Year 2020 and 72.21% of our total income for the three months ended June 30, 2020, and is highly dependent upon the levels of activity in the securities markets in India. Any adverse change in 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 income;
- 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 income increasing from ₹ 7,799.91 million in Financial Year 2018 to ₹ 7,841.13 million in Financial Year 2019 and declined to ₹ 7,547.14 million in Financial Year 2020. Our total income was ₹ 2,465.95 million for the period ended June 30, 2020.

We believe that this is on account of the change in business strategy and our business model in Fiscal 2020 and has been largely influenced by general macroeconomic conditions. Any adverse change in the general macroeconomic conditions or in the Indian capital markets may adversely affect our future growth.

3. 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 violation of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 1995 by creating an artificial price rise and false market for the period December 1995 to January 1996 in the scrip of Magan Industries Finance Limited.

4. 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. 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 173 and 539, 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 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. For instance, the SEBI Circular dated November 19, 2019 read with the SEBI Circulars dated July 31, 2020 and September 15, 2020 requires broking firms to collect margin upfront from clients for any sales in the equity segment by the clients and seeks to impose a penalty for non-collection or short-collection of upfront margin in the cash segment with effect from September 1, 2020.

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; (vii) our intermediaries and our clients or (viii) the Company and our Subsidiaries. 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.

While we ensure compliance with applicable including various acts, rules, regulations and circulars issued SEBI and other applicable regulatory authorities relating to our activities including margin trading, 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 sections entitled "*Regulations and Policies*" and "*Outstanding Litigation and Material Developments*" on pages 190 and 527.

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 527.

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 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.

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 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 527.

Litigation involving our Company

Nature of cases	No. of outstanding cases	Amount involved (in ₹ million)
Criminal cases including economic offences	153	211.69
Civil cases	113	95.31
Taxation matters	6	249.92
Arbitration	71	87.02
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	9	6.78
Civil cases	1	50
Taxation matters	Nil	Nil
Arbitration	Nil	Nil
Actions by regulatory/ statutory authorities	Nil	Nil

Litigation involving our Subsidiaries

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

Litigation involving our Directors

Nature of cases	No. of outstanding cases	Amount involved (in ₹ million)
Criminal cases including economic offences	9	6.78
Civil cases	1	50
Taxation matters	Nil	Nil
Arbitration	Nil	Nil
Actions by regulatory/ statutory authorities	Nil	Nil

Litigation involving our Group Companies

Nature of cases	No. of outstanding cases	Amount involved (in ₹ million)
Criminal cases	Nil	Nil
Civil cases	Nil	Nil

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

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 bogus demat accounts based on forged documentation and unauthorised transfers in such accounts in relation to the matter involving Surendra Prakash Kayal. Subsequently, in relation to these bogus demat accounts, we received two show cause notices dated October 31, 2015 and October 9, 2018 from SEBI alleging, amongst others, violation of certain provisions of the Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, SEBI Depositories and Participants Regulations, SEBI Stock Brokers Regulations and SEBI Intermediaries Regulations.

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, authorised persons or personnel at our dealer helpdesks and Digital Referral Associates ("**DRAs**") 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 or complaints against us that we are unaware of and accordingly, have not been disclosed 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 processes or proceedings, as the case may be, 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 527.

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.

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6. ***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 to provide a seamless digital experience to our clients. While we are compliant with the SEBI Circular on Cyber Security & Cyber Resilience framework for Stock Brokers / Depository Participants, 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. For example, there have been instances in the past of failure of software, hardware, internet and intranet links. Any failure of, or inadequacies in our IT systems would impair our ability to service our clients and execute trades on behalf of clients, which could materially and adversely affect our competitiveness, financial condition, cash 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. Further, on account of COVID-19, the majority of our workforce is working from their respective homes and accordingly, we may face difficulty in ensuring real-time connectivity and data integrity, experience difficulty in addressing significant volatility in indices with real time PMS reviews, maintaining uptime of all information technology infrastructure across all our locations and ensure adequate availability of financial resources to manage our business. While we believe that our risk management strategy and operations protocol have been successful for dealing with these issues until now, there can be no assurance we will be able to continue to do so. 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 a contingency disaster recovery centre for our retail brokerage and distribution businesses, 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 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. Due to the rapid evolution in technology and AI, trades take place through machine-based algorithms within a few microseconds. This AI-based buying and selling system has changed the mechanism of supply and demand and it is now to estimate individualised pricing, based on individualised demand and supply. If we are unable to keep up with technological changes, especially adapting to the AI based trade system while our competitors invest in improved or better technologies or entry of new players who 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, authorised persons, vendors and service providers*" on page 31.

7. ***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 2018, 2019, 2020 and for the period ended June 30, 2020, our brokerage income represented 61.34%, 63.95% and 66.77% and 72.21% of our total income, respectively.

Our brokerage business depends on number of orders executed and 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 operating revenue 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 number of orders executed, 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 income may be adversely affected.

Our brokerage fee levels are primarily driven by the competitive landscape our Company operates in. There is constant pressure on brokerage yields in the securities industry, especially as we have no exclusivity arrangements with our clients, our clients may use multiple brokerages simultaneously and the products are standardised and offered online. If we face increased competition on our brokerage fee levels, we may have to provide additional products and services in addition to lowering our brokerage fee, to attract clients. Additionally, on account of change in our business model, any reduction in the number of orders may adversely affect our business since the fee we charge is based on the number of orders executed by us. 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 call and trade services to our retail clients. Transactions not authorized by the clients resulting in losses to client may too result in compensation claims from clients. For further details, please see the section entitled "*Outstanding Litigation and Material Developments*" on page 527.

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 20, 25, 21 and 26.

8. ***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 by our authorised persons 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 authorised persons and personnel at our dealer helpdesks and DRAs;
- failure to implement sufficient information security, including cyber-security and controls;
- failure to maintain appropriate deposits with exchanges;
- fraud by employees, associates, authorised persons or through our digital and online platforms;
- fraud by authorised persons or personnel at our dealer helpdesks and DRAs or our employees;
- delay or disruption in timely completion of obligations by market and other intermediaries including banks, exchanges, depositories and other participants;
- 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;
- authorisation of direct market access system for non-institutional investors by SEBI;
- inadequate due diligence, including client verification, non-adherence to anti-money laundering guidelines, KYC processes and client needs analysis, in the sales process; and

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. Our risk assessment methods depend upon the extant regulatory requirements, 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.

9. 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 required to implement effective surveillance controls and measures for ensuring that our electronic brokerage platform is not misused by our clients, authorised persons, personnel at our 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 to regulatory actions against us and adversely affect 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 the 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.

10. 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. 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;
- well-established branch network;
- access to wider client base due to offline trading facilities and 'feet on street' model;
- 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 various service providers and distribution platforms;

- 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, service providers and distribution platforms 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.

11. We may not be able to sustain our growth or expand our client and authorised persons base.

We have experienced significant growth over the last few years, with the total number of operational accounts increasing from 1.06 million in Financial Year 2018 to 1.29 million in Financial Year 2019 and from 1.82 million in Financial Year 2020 to 2.15 million for the period ended June 30, 2020. Our ability to sustain our growth depends on various factors, including our ability to manage our growth and expand our client and authorised person base. For instance, while our client base has expanded for the period ended June 30, 2020, there can be no assurance that we will be able to sustain this growth in the future.

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 and attract new clients and authorised persons in order to maintain or grow our market share. Similar to other competitors, we manage our client base, our DRAs, authorised persons base and serve our clients and manage client relationships through our digital platforms and dealer helpdesks. As of June 30, 2020, we had over 11,000 authorised persons and 5,191 DRAs. 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 authorised persons.

If we are unable to address the needs of our clients and authorised persons 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 authorised persons 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.

12. 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 market segments, there can be no assurance that consumers in these market segments 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 and our business may be affected.

13. ***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 ₹ 945.66 million, ₹ 684.46 million, ₹ 488.59 million and ₹ 81.79 million in Financial Years 2018, 2019, 2020 and for the period ended June 30, 2020 respectively. 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.

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.

14. ***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 recommendations on various quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities currencies and mutual funds, 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 powered 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.

15. 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 authorised persons, personnel at our dealer helpdesks and DRAs, 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 may be considered inadequate or there may 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.

16. We face various risks due to our reliance on third-party intermediaries, authorised persons, 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 authorised persons, vendors, personnel at dealer helpdesks and DRAs, 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 authorised persons;
- 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 authorised persons. For further details, please see the section entitled "*Outstanding Litigation and Material Developments*" on page 527.

In addition, we compete with other financial institutions to attract and retain authorised persons and personnel at our dealer helpdesks and our DRAs, 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 authorised persons and personnel at our dealer helpdesks and our DRAs, 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.

17. 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 authorised persons and servicing our clients. We may also rely on certain representations from our clients as to the accuracy and completeness of the information provided by them. We may receive inaccurate or incomplete information as a result of 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 35.

18. 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 authorised persons;
- 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.

19. 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, authorised persons and personnel at our dealer helpdesks and our DRAs. 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 527.

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.

20. 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 190.

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.

21. ***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 and settle positions in client accounts through a trading system as per our risk management policies. 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.

22. ***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", "ARQ", "ANGEL BEE", "*Angel Swift*", "*Angel SpeedPro*", "*Angel Bee*" and "*Angel Broking Platinum*". We have registered various trademarks associated with our business, which we regard as important to our success. Our Company has a total of 22 registered trademarks, in accordance with the Trademarks Act, 1999.

Additionally, we have made an application dated December 2, 2019 for the registration of our trademark "Angel Broking Trade Win". 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, 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 authorised persons. 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 531. 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.

If we are unable to obtain registration of the trademarks and the word marks for which application are currently pending, or if these trademarks and word marks are infringed by third parties, 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 or may fail to obtain registration for our intellectual property 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 partners from using our processes to produce competing products or leaking our proprietary information.

23. 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.

24. ***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 539.

25. ***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. The employee attrition rate for our Company, on a standalone basis, as percentage of average headcount is 54%, 44% and 91% for the Financial Years 2020, 2019 and 2018, respectively.

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.

26. ***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, ARQ Prime, Angel Platinum Portfolio Advisory Service, Angel BEE and NXT, a platform for authorised persons. For further details, please see the section entitled "*Our Business*" on page 173.

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.

27. 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. The percentage of our net tangible assets covered for multiple risks under the insurance policies (other than the liability related insurance policies) to our total net tangible assets as at June 30, 2018 was 347.09%, as at March 31, 2019 was 346.87%, as at March 31, 2020 was 423.54% and as at June 30, 2020 was 302.87%. 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.

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

We had approximately 2.15 million operational broking accounts as of June 30, 2020, of whom 0.81 million clients had traded on the exchanges in the preceding 12 months. The top 20% of our active clients, being, 0.16 million of such active clients accounted for over 91.30% of our income from our brokerage income as of June 30, 2020. 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.

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 26.

29. 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 INDAS 37):

(in ₹ million)

Particulars	As at June 30, 2020	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Guarantees:				
Bank guarantees with Exchanges as Margin/Government authorities	2,276.50	2,401.50	3,252.70	1,972.50
Others:				
Claims against the group not acknowledged at debts	49.10	48.65	47.24	58.88
Disputed Income Tax Demands not provided for	263.43	263.43	263.72	104.66
TOTAL	**2,589.03**	**2,713.58**	**3,563.66**	**2,136.04**

For further details, please see the section entitled "*Financial Statements*" on page 240, disclosed as per INDAS 37. 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.

30. 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 240.

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 106.

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

Some of our offices are on premises that have been leased by us from third parties through lease or leave and license or tenancy arrangements for fixed terms, typically for 11 to 120 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 September 30, 2019 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.

32. 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, 2020, we had outstanding borrowings (excluding lease liability payable over the period of the lease) of ₹ 6,480.90 million. Our indebtedness and other liabilities could have material consequences for the following reasons:

- 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 482. 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.

33. 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 sanctioned loans availed by our Company, amounting to ₹ 14,500.00 million. As on June 30, 2020, the total amount outstanding in relation to these facilities was ₹ 6,086.28 million. As of June 30, 2020, outstanding amounts from credit facilities personally guaranteed by Dinesh D. Thakkar amounted to ₹ 6,086.28 million, which constituted 69.50% 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.

34. 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 238.

35. We rely in part on our dealer helpdesks, authorised persons and DRAs, and if our dealer helpdesks authorised persons and DRAs cannot function successfully, our growth and success may be affected.

In Financial Years 2018, 2019, 2020 and period ended June 30, 2020 revenue from our brokerage income represented 61.34%, 63.95%, 66.77% and 72.21% of our total income, respectively. Our business strategy depends in part on the success of our relationship with our authorised persons, personnel at our dealer helpdesks and DRAs. We may not be able to identify suitable dealer helpdesks authorised persons or DRAs or we may not correctly manage our existing relationships. Although we have developed criteria to evaluate and screen prospective dealer helpdesks, authorised persons and DRAs, we cannot be certain that the dealer helpdesks, authorised persons and DRAs 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 authorised persons that has been established pursuant to agreements required by the relevant regulations. Under the terms of these agreements, which are separately negotiated with each authorised person, we generally receive between a certain percentage of the brokerage or net revenue earned through clients introduced and serviced by our authorised persons using our technology platforms. Any inability on our part to effectively negotiate brokerage share with the authorised persons would result in loss in profitability, adverse financial condition and results of operations.

We compete with other financial institutions to attract and retain authorised persons 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 authorised persons, it could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Authorised persons 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 dealer helpdesks, authorised persons and DRAs 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 dealer helpdesks, authorised persons and DRAs to maintain our standards could adversely affect our reputation, our brand and our business, financial condition, results of operations and prospects. Further, dealer helpdesks, authorised persons and DRAs may also be subject to local laws of the states in which they are located and any non-compliances by such dealer helpdesks, authorised persons and DRAs with local laws may affect our business operations and reputation.

36. 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 period ended June 30, 2020, as per the requirements under Accounting Standard—18—Related Party Disclosures or Ind AS 24 —Related Party Disclosures, as applicable, please see the section entitled "*Related Party Transactions*" on page 239. We have also paid remuneration to certain of our Directors and officers. For further details, please see the section entitled "*Our Management*" on page 216.

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 239 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.

37. 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, authorised persons, 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 212, 234 and 230, 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.

38. Our Company has issued Equity Shares at prices that may be lower than the Offer Price in the 12 months preceding the date of the Draft Red Herring Prospectus.

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, in the 12 months preceding the date of the Draft Red Herring Prospectus. 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 91. The issue price at which such Equity Shares were issued may be lower than the Offer Price.

39. This 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 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 19, 56, 60, 118, 173 and 485, respectively, includes information that is derived from an industry report titled "*Assessment of broking and financial products distribution industry in India*" dated August, 2020 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 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 Prospectus, when making their investment decisions.

As of the date of this 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 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.

40. 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 230 and for further details of interest of our Directors and Key Management Personnel in us, please see the section entitled "*Our Management*" on page 216.

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, other perquisites, share purchase schemes and stock options for which they may be entitled to as part of their services rendered to us as an officer or an employee. For instance, Our Company has entered into agreements of leave and license with our Promoter, Dinesh D. Thakkar in relation to his current residential accommodation, which is owned by our Company, (i) dated May 15, 2020, for a period of 12 months commencing from April 1, 2020 to March 31, 2021 for a licence fee of ₹ 0.07 million per month; and (ii) dated August 8, 2020 for a period of 10 months commencing from June 1, 2020 to March 31, 2021 for a licence fee of ₹ 0.07 million per month, both of which have been approved by the Board through resolutions dated May 14, 2020 and August 7, 2020, respectively. However, the agreements of leave and license are pending registration due to COVID-19. 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, one of our Promoters, Dinesh D. Thakkar is interested in our Company to the extent of remuneration received by him in his capacity as the Chairman and Managing Director of our Company. In addition, he is also interested in the promotion of our Company.

Further, certain of our Directors and Key Management Personnel, namely Dinesh D. Thakkar and Vinay Agrawal, 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. Certain of our Directors, excluding the 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 in respect of the stock options and share purchase schemes, please see the section entitled "*Capital Structure*" on page 91. 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.

41. Any variation in the utilization of the Net Proceeds as disclosed in this 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 106. 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 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 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 106, 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.

42. 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 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.

43. ***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 Prospectus, our Promoters and Promoter Group hold 39,743,180 Equity Shares*, equivalent to 55.19% 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 628.

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.

**Does not include Equity Shares offered through the Offer for Sale.*

44. ***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 year ended March 31, 2020 and March 31, 2019, the net cash (used in)/ generated from financing activities was ₹ (4,488.90) million and ₹ (3,654.70) million respectively. 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 (used in)/ generated from operating activities was ₹ (2,970.00) million. This was primarily due to increase in loans and increase in other bank balances. The net cash (used in)/ generated from operating activities was primarily due to increase in short-term loans and advances and increase in trade receivables. Further, the net cash (used in)/ generated from 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 ₹ (231.00) 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:

(in ₹ millions)

Particulars	For the period ended June 30, 2020	For the Financial Year 2020	For the Financial Year 2019	For the Financial Year 2018 (Proforma)
Net cash generated from/(used in) operating activities (i)	(2,900.23)	6,432.97	7,087.60	(2,970.00)
Net cash (used in) / generated from investing activities (ii)	277.07	(281.32)	(193.62)	414.32
Net cash (used in) / generated from financing activities (iii)	1,647.07	(4,488.90)	(3,654.70)	2,324.68
Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)	(976.09)	1,662.75	3,239.28	(231.00)
Cash and cash equivalents at the beginning of the period / year	6,132.37	4,469.62	1,230.34	1,461.34
Cash and cash equivalents at the end of the period / year	**5,156.28**	**6,132.37**	**4,469.62**	**1,230.34**

For further details, please see the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 485.

45. ***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, such as the Memorandum and Articles of Association of our Company filed with the RoC at the time of incorporation of our Company, corporate secretarial filings under the Companies Act (being four Form 18 (Notice of situation of Registered Office at 47, Tamarind Lane, 2nd Floor, Raja Bahadur Mansion, Fort, Mumbai 400023), Form 8 (creation of charge), nine Form 32 (Particulars of Directors), four Form 5 (Notice of increase in the Authorised Share Capital of the Company), six Form 23 (Filing of Special Resolution passed for increase in the Authorised Share Capital of the Company), two applications under Section 43A of Companies Act, 1956, five Form 2 (List of Allottees), one Form 29 (Consent to act as Director), three Form 23B (Notice of Appointment as Statutory Auditor), the Notice, Directors Report and Balance Sheet for March 31, 1997, for March 31, 1998, for March 31, 1998, March 31, 1999, for March 31, 2000, for March 31, 2001, March 31, 2002, March 31, 2003, March 31, 2004, March 31, 2005, Annual Returns for Fiscal 1998, Fiscal 1999, Fiscal 2000, Fiscal 2001, Fiscal 2002, Fiscal 2003, Fiscal 2004, Fiscal 2005, Certificate of Incorporation dated August 8, 1996, Fresh Certificate of Incorporation consequent to change of name dated March 31, 2005) 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. However, we cannot assure you that such action may not be initiated against us, or our Promoters, or a fine may not be imposed on us, or them, by a regulatory, governmental, statutory or judicial authority, due to the unavailability of such documents in the future, or at all. Accordingly, for such matters where we have been unable to trace our corporate records, 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.

46. ***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 2020, 2019 and 2018 are as follows:

(Figures in ₹ million)

S. No.	Name of the Group Company	Profit/(Loss)		
		Financial Year 2020	Financial Year 2019	Financial Year 2018
1.	Angel Insurance Brokers and Advisors Private Limited	(0.05)	(0.05)	(0.03)
2.	Jack & Jill Apparel Private Limited	(5.07)	(4.17)	(0.03)

For further details of our loss-making Group Companies, please see "*Group Companies—Loss making Group Companies*" on page 236. 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.

47. ***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 54 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 45.

EXTERNAL RISKS

Risks Relating to India

48. 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.

49. 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, political changes, 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.

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

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

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

India's sovereign rating is Baa3 with a "negative" outlook (Moody's), BBB-/ A-3 with a "negative" outlook (S&P) and BBB-with a "negative" outlook (Fitch). 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. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy. This could have an adverse effect on our business, results of operations and financial performance and the price of our Equity Shares.

52. 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.

53. 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.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax ("**GST**") regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. 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. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India announced the union budget for Fiscal 2021 and the Ministry of Finance notified the Finance Act, 2020 ("**Finance Act**") on March 27, 2020, pursuant to assent received from the President, and the

Finance Act came into operation with effect from April 1, 2020. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial conditions and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future. .

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.

54. 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.

55. 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, Hong Kong and United Arab Emirates 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

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

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

57. 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.

58. 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 in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the stock exchanges, the quantum of gains and any available treaty exemption. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of Securities Transaction Tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. 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. Capital gains arising from the sale of the Equity Shares 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. Additionally, the Finance Act, 2020 ("**Finance Act**") does not require dividend distribution tax ("**DDT**") to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident.

59. 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 44.56% of our outstanding Equity Shares. Any future issuances of Equity Shares (including under the ESOP 2018), 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.

60. 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.

61. 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. Thakker, 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 194 and 628, respectively.

62. 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. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in FDI Policy. These investment restrictions shall also apply to subscribers of offshore derivative instruments. 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.

63. 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.

64. 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 ₹ 305 to ₹ 306 per Equity Share. For more information on the determination of the Price Band, please see the section entitled "*Basis for Offer Price*" on page 113. 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.

65. 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 113 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 550. 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.

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

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer.

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

67. ***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.

68. ***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 2018 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.

69. ***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.

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

Pursuant to the 2018 SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Offer within six Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

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 194.

  This offer is an initial public offer of 19,607,835 Equity Shares* of face value of ₹ 10 each for cash at a price of ₹ 306 per Equity Share (including a share premium of ₹ 296 per Equity Share) aggregating to ₹ 6,000.00 million comprising a Fresh Issue of 9,803,921 Equity Shares* by our Company aggregating to ₹ 3,000.00 million and an offer for sale of ₹ 1,200.02 million by the IFC pursuant to the letters dated June 21, 2018 and September 11, 2020, of ₹ 183.35 million and ₹ 45.00 million by Ashok D. Thakkar and Sunita A. Magnani pursuant to the letter dated August 18, 2020 and ₹ 9.27 million by Amit Majumdar (jointly held with Dolly Majumdar) pursuant to the letter dated August 18, 2020, ₹ 75.00 million by Ashok Popatlal Shah pursuant to the letter dated August 18, 2020, ₹ 83.34 million by Ashwin S. Thakkar pursuant to the letter dated August 18, 2020, ₹ 34.57 million by Bela Mukesh Gandhi (jointly held with Mukesh Gandhi) pursuant to the letters dated August 18, 2020, ₹ 124.65 million by Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah) pursuant to the letter dated August 18, 2020, ₹ 75.00 million by Chandresh Popatlal Shah pursuant to the letter dated August 18, 2020, ₹ 215.00 million by Deepak T. Thakkar pursuant to the letter dated August 18, 2020, ₹ 562.90 million by Lalit T. Thakkar pursuant to the letter dated August 18, 2020, ₹ 0.64 million by Mahesh D. Thakkar pursuant to the letter dated August 18, 2020, ₹ 10.42 million by Manjula Ramnik Gala pursuant to the letter dated August 18, 2020, ₹ 197.91 million by Mukesh Gandhi (jointly held with Bela Mukesh Gandhi) pursuant to the letter dated August 18, 2020, ₹ 52.09 million by Muskaan Doultani pursuant to the letter dated August 18, 2020, ₹ 6.18 million by Nikhil H. Daxini pursuant to the letter dated August 18, 2020 and ₹ 124.65 million by Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah) pursuant to the letter dated August 18, 2020.

  * *Subject to finalisation of Basis of Allotment.*

- The Net Asset Value* per Share of our Company as of June 30, 2020 was ₹ 84.37, as stated in the Restated Standalone Financial Information.

- The Net Asset Value* per Share of our Company as of June 30, 2020 was ₹ 88.87, as stated in the Restated Consolidated Financial Information.
** Net asset value per share = Net worth for equity shareholders/Number of equity shares outstanding as at the end of the year*

- 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
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 45. 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.*
*** Does not include Equity Shares offered through the Offer for Sale.*

- Except as disclosed in the sections entitled "*Our Group Companies*" and "*Related Party Transactions*" on pages 234 and 239, 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 239.

- The aggregate income from related party transactions and its value as a percentage of total income of our Company for the last three Financial Years and the period ended June 30, 2020 is as follows:

Financial Year/ Period	Income from related party transactions (in ₹ million)*	Total Income (in ₹ million)	Income from related party transactions as a percentage of Total Income (%)
2018	1.84	7,799.91	0.02
2019	1.33	7,841.13	0.02
2020	1.48	7,547.14	0.02
Period ended June 30, 2020	0.31	2,465.95	0.01

- The net worth** of our Company as of March 31, 2018, March 31, 2019, March 31, 2020 and June 30, 2020 was ₹ 4,735.74 million, ₹ 5,314.35 million, ₹ 5,914.19 million and ₹ 6,390.80 million, respectively as stated in the Restated Consolidated Financial Information.
*** Net worth for equity shareholders represents equity share capital + Other equity (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 81.

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 Prospectus, including the information in the sections entitled "Industry Overview", "Our Business" and "Financial Information" on pages 118,173 and 240, 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 19.

Certain industry information and statistics in this section are extracted from CRISIL Report, which was commissioned by us for the purposes of this Prospectus. For further details, see "Risk Factors—Risks Relating to our Business and the Financial Services Industry — This 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 43.

MACROECONOMIC OVERVIEW

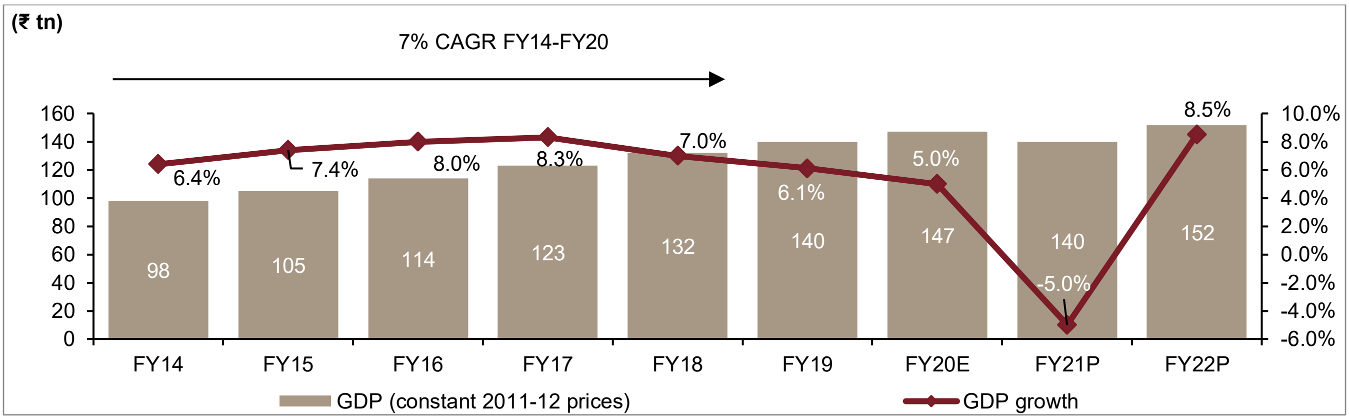
Covid-19 to have a telling impact on the Indian as well as the world economy

Fiscal 2020 proved to be highly fluid for the global economy. It was saddled in the first three quarters with trade protectionist policies and disputes among major trading partners, volatile commodity and energy prices and economic uncertainties arising due to Brexit. A broad-based recovery which was expected in the last quarter was threatened by the Covid-19 pandemic, which has infected more than 10.7 million people in more than 200 countries (as of July 2, 2020, and counting), thereby, leading to considerable human suffering and economic disruption. This disruption is set to intensify with massive dislocations in global production, supply chains, trade and tourism.

Growing restrictions on the movement of people and lockdowns in the affected countries will lead to demand, supply and liquidity shocks. A drop in prices of commodities such as crude oil, shrinking foreign exchange reserves and a substantial increase in the risk of debt distress in public and private debt will impact real economic activity further via credit and investment channels. An extended period of nationwide lockdown has caused economic costs to gradually rise with a fall in industrial production and contraction of the services sector and exports.

Based on the assumptions mentioned below, CRISIL estimates the Indian economy will shrink by 5% in fiscal 2021 on account of the pandemic. The slump in growth will be concentrated in the first half of fiscal 2021, while the second half is expected to witness a mild recovery. Amongst sectors, while consumer discretionary sectors such as automobiles, hotels and airlines are expected to be badly hurt dye to Covid-19, sectors such as telecom, pharmaceuticals, consumer foods and broking are expected to be relatively less impacted The pandemic has come at the most inopportune time as India was showing signs of recovery following a slew of fiscal/monetary measures. Having said that, we foresee a gradual recovery with 8.5% expected GDP growth in fiscal 2022 and expect the economy to clock a CAGR of ~7% from fiscal 2021 to 2025.

Covid-19 deals a huge blow to India's GDP growth outlook; recovery expected in fiscal 2022



Note: E - Estimated and P - Projected
Source: National Statistics Office (NSO), IMF and CRISIL Research estimates

Three assumptions behind the fiscal 2021 base case

Assumption 1: Containment measures extended

Lockdown measures relaxation has started, even though lockdown may continue in states with high and rising Covid-19 cases which will be a drag on the economy.

Assumption 2: Normal monsoon

According to the India Meteorological Department, monsoon this year is expected to be 96-104% of the long period average, which augurs well for agriculture

Assumption 3: Soft crude prices

Crude oil prices are expected to average $30 per barrel in fiscal 2021

The five calls of our base case

Macro variables	FY19	FY20	FY21F	Rationale for outlook
GDP (%, y-o-y)	6.1	5.0	-5.0	The initial blow on the external front has rapidly transformed into a domestic shock, as the country reels under a forced lockdown. The impact from the pandemic's spread and a more than 2 months lockdown is now dominant. In addition, higher-than-expected economic cost, a smaller-than-expected policy push and demand revival in the short term, weigh on the growth outlook.
CPI inflation (%, y-o-y)	3.4	4.8	4.0	The lockdown-induced demand destruction would put pressure on core inflation. The sharp drop in crude oil prices will keep fuel inflation soft and food inflation will limit downside to core inflation.
10-year G-sec yield (%, March-end)	7.5	6.2	6.5	Despite lower inflation and softer policy rates, higher market borrowings amid fiscal slippage should push up yields
CAD/GDP (%)	2.1	1.0	0.2	Current account deficit (CAD) is likely to remain under check, because of low commodity and crude prices. Yet, the rupee will be volatile, because of sell-offs by foreign portfolio investors (FPIs) and the risk-off scenario
₹/$ (March average)	69.5	74.4	74	

Note: F - Forecast
Source: RBI, NSO, CRISIL Research

Risks to the base case

- Further mark-down in global growth in case of uneven health recovery and premature austerity in the face of a large rise in public debt in most countries
- A second wave of cases emerging, which could further add to the uncertainty, breaking sentiments further
- A setback to agriculture on either monsoon failure or supply disruptions

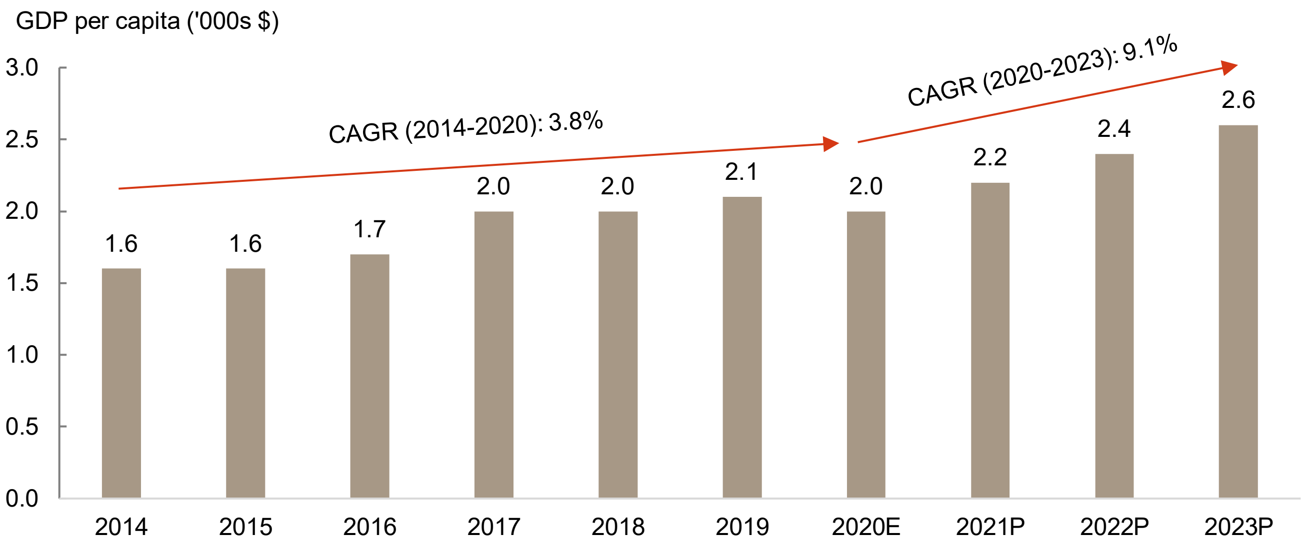
CRISIL does not expect inflation to be an imminent fear given the fall in crude oil prices and softer core on account of the slack in the economy. CPI Inflation is expected to be 4.0% in fiscal 2021 as against 4.8% estimated in fiscal 2020.

On the contrary, if the pandemic does not subside, it will have a significant downside risk. The scale of disruption will be much larger and will have a more far-reaching impact than any of the economic catastrophes seen in India so far.

The first quarter of fiscal 2021 has already been a washout for the non-agricultural economy, services such as education, travel and tourism and these sectors could continue to see a big hit in the quarters to come. Jobs and incomes are expected to see extended losses as these sectors are big employers.

CRISIL Research expects, per capita GDP to grow at a compound annual growth rate (CAGR) of 9.1% over the next three years.

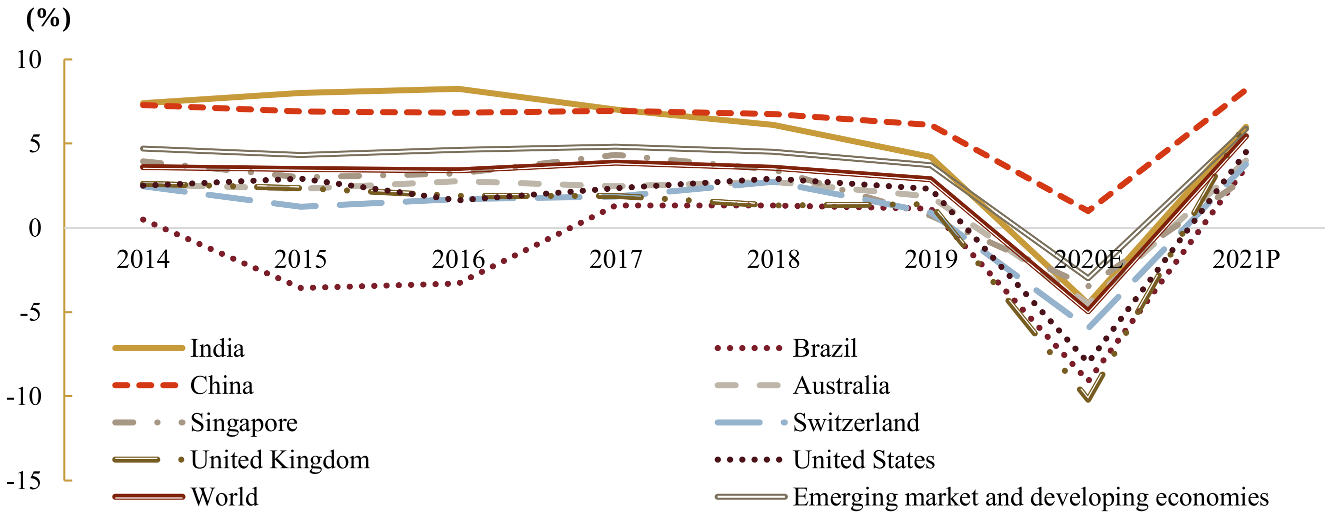
Trend in per capita GDP



Source: CRISIL Research
Note: The above data is for calendar years, E - Provisional estimates, P – Projected

As of June, 2020 the International Monetary Fund (IMF) forecast India's GDP to decline by 4.5% in the current calendar year from 1.8% growth estimated in April 2020. The Covid-19 pandemic will shrink the world output by 4.9% in CY2020. IMF forecast the India's GDP to recover sharply and will grow at 6% in the next calendar year (CY21).

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



Note: GDP growth is based on constant prices. The above figure includes IMF estimates and forecast as of April 2020. P: Projected
Source: IMF (World Economic Outlook - June 2020 update), CRISIL Research

	2020E	2021P
India	-5%	6%
Brazil	-9%	4%
China	1%	8%
Australia	-5%	4%
Singapore	-3%	3%
Switzerland	-6%	4%
United Kingdom	-10%	6%
United States	-8%	5%
World	-5%	5%

	2020E	2021P
Emerging market and developing economies	-3%	6%

Note: GDP growth is based on constant prices. The above figure includes IMF estimates and forecast as of April 2020. P: Projected
Source: IMF (World Economic Outlook - June 2020 update), CRISIL Research

India stands out due to stable macros, prudent fiscal and monetary policies

India is one of the fastest-growing economies in the world. Over the past four years, there has been a gradual improvement in India's macroeconomic situation: the twin deficits (current account and fiscal) have been coming down and 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 mechanism for inflation control, while modernising central banking. The fiscal policy has managed to stay mildly growth-focused, while managing a gradual reduction in deficit. The upshot is that India's macroeconomic variables are a lot more stable, and with sufficiently large reserves, the economy is pretty resilient to any global shock today, than what it was during the taper tantrum shock of 2013.

RBI unleashes policies to counter Covid-19 crisis

The Monetary Policy Committee (MPC) of the Reserve Bank of India (RBI), slashed the repo rate to address financial market stress in the wake of the Covid-19 pandemic. In an unusual move, the MPC also asymmetrically slashed the reverse repo rate as well. The repo and reverse repo rates now stand at 4.0% and 3.35% respectively. To tide over any unwarranted volatility, the MPC also increased borrowing limits under the marginal standing facility (MSF) of the LAF window from 2% to 3%. The MSF rate now stands at 4.65% (down from 5.40%).

A host of other key measures to address financial market stress in the wake of the Covid-19 pandemic and the subsequent lockdown:

- **Enhancing liquidity**: Apart from reducing repo and reverse repo rate, the RBI reduced the cash reserve ratio (CRR) requirements of all banks by 100 basis points to 3% of net demand and time liabilities (NDTL).

- **Supporting financial market liquidity:** The RBI initially announced targeted LTROs of up to three years tenor for a total of up to Rs 1 trillion. Liquidity availed of under the scheme by banks had to be deployed in investment grade corporate bonds, commercial paper, and non-convertible debentures. Subsequently TLTROs worth Rs. 500 billion were announced specifically for the NBFCs and MFIs, with 50% targeted towards small and mid-sized firms. Investments made by banks under this facility would be classified as held to maturity (HTM), and also be excluded under the large exposure framework.

- **Reducing debt servicing burden:** Lending institutions are permitted to allow a moratorium of three months on repayment of instalments for term loans outstanding as on March 1, 2020. Lending institutions are permitted to defer payment of interest on working capital facilities outstanding as on March 1, 2020 by a period of three months

- **Pushing credit growth:** The RBI decided to postpone the implementation of net stable funding ratio (NFSR) to October 1, 2020 from April 1, 2020 in order to encourage banks to lend in these challenging times. Deferring the last tranche of capital conservation buffer (CCB) to September 30, 2020 is also the step in the same direction. The central bank also announced Rs 500 billion refinancing facility for NABARD (Rs.250 billion), SIDBI (Rs.150 billion) and NHB (Rs.100 billion) in order to increase credit availability to microfinance, MSMEs and housing sector.

- **Addressing rupee volatility:** Banks in India which operate International Financial Services Centre (IFSC) Banking Units (IBUs) have been allowed to participate in the NDF market with effect from June 1, 2020.

- **Regulatory changes:** With regards to the moratorium provided on loans, the RBI has clarified that these measures will not result in asset quality downgrade, nor will it affect the credit history of borrower.

- **Special liquidity scheme for NBFCs and HFCs**: RBI has recently approved a scheme to improve the liquidity position of NBFCs and HFCs by setting up and SPV (special purpose vehicle). The SPV will issue securities if up to Rs. 300 billion that would be purchased by the RBI. The proceeds from sale of these securities will be used to purchase short-term papers, maturing within three months and rated as investment grade, from eligible NBFCs/ HFCs, thereby providing them with some liquidity.

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 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 17, 19, 240 and 485 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 Prospectus on page 355. We have included various operational and financial performance indicators in this 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 Auditors and no services have been performed by the Statutory Auditors with respect to such performance indicators. 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 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, "Assessment of Capital Market, Wealth Management and Financial Products distribution in India" dated July 2020 prepared by CRISIL Research and commissioned by us.

Overview

Our Company is one of the largest retail broking houses in India in terms of active clients on NSE as of June 30, 2020 (*Source: CRISIL Report*). We are a technology-led financial services company providing 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 and allied services are offered through (i) our online and digital platforms, and (ii) our network of over 11,000 Authorised Persons (the "**Authorised Persons**"), as of June 30, 2020. We have had more than 4.39 million downloads of our *Angel Broking* mobile application and nearly 1 million downloads of our *Angel BEE* mobile application as of June 30, 2020, which enable our clients to avail our services digitally. Digital marketing has enabled our Company to garner 398 million digital impressions in June, 2020 on its various online and digital platforms. Our customer outreach, spans across approximately 96.87% or 18,649 pin codes in India as of June 30, 2020. We manage ₹ 132,540 million in client assets and over 2.15 million operational broking accounts as of June 30, 2020.

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. Over the years, we have enhanced client engagement and experience through digitisation of our processes and augmentation of our technological platforms. We launched our mobile application for 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. Our primary focus is to profitably grow our retail broking, margin funding and distribution businesses through our online and digital platforms, "*Angel Broking Mobile App*", "*trade.angelbroking.com*", "*Angel SpeedPro*", "*Angel BEE*", which are powered by "*ARQ*", a rule-based investment engine. We provide our broking services through various web, digital and .exe platforms, which are integrated with each other enabling our clients to have a seamless trading and investment experience, positioning us 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, certificates and accolades for our services and products, including 'Best performing Retail Member' award at Market Achievers Awards organised by NSE for three consecutive years, being 2017, 2018 and 2019, 'Trendsetter' award at the NetApp - Innovation Awards 2019, 'Best Marketing Campaign of the Year 2019 in India' organised by Tefla's, 'Digital First Organisation of the Year 2019 in India' organised by Tefla's, 'Franchise 100 India's Top Franchises, 2019'certified by Franchise India, the 'Fulcrums of Commodity Derivatives Market' award by MCX for 2018, one of the 'top volume Performers in Equity Retail Segment 2016 - 17' by BSE, 'Fintech Trading Platform of the Year by moneytech'17 Awards organised by BusinessEx.com 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. To complement our broking and advisory services, we also provide the following additional services to our clients:

  (i) *Research Services*: As of June 30, 2020, we have a dedicated research team of 54 members who cater to quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities currencies and mutual funds.

  (ii) *Investment Advisory*: We provide investment advisory services to our retail clients with customized investment recommendations aided by our rule based investment engine *"ARQ"*, 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 total revenue from operations was ₹ 2,384.24 million, ₹ 7,246.24 million, ₹ 7,579.78 million, and ₹ 7,642.80 million for the period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018 respectively. Further, our profit from continuing operations as restated was ₹ 482.59 million, ₹ 867.89 million, ₹ 834.02 million and ₹ 1,097.88 million for the period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018, respectively. Our return on net worth for equity shareholders (RoNW) for the period ended June 30, 2020 was 7.40% (not annualised) and Financial Year 2020 was 13.92%.

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 retail broking houses in India, in terms of active clients on NSE as of June 30, 2020 (*Source: CRISIL Report*). Our online and digital platforms, along with our vast network of Authorised Persons enables us to reach a large population of retail clients spread across approximately 96.87% or 18,649 pin codes in India. This widespread reach has enabled us to enhance our client base by 36.81% CAGR from 1.06 million in FY18 to 2.15 million as on June 30, 2020. Over this period, we witnessed a consistent growth in our gross client addition of 0.22 million, 0.26 million, 0.56 million and 0.35 million in FY18, FY19, FY20 and Q1 FY21, respectively and representing a 59.54% CAGR over the period from FY18 to FY20. In the three months period ending June 30, 2020, we witnessed an average monthly client addition of approximately 115,565 clients, over a monthly average of 46,676 clients in FY20 representing a growth of 147.59%. Over the last one year, we have more than doubled our overall turnover market share in the retail broking space in India.

The number of our operational accounts increased from 1.06 million in March, 2018 to 1.29 million in March, 2019 and 1.82 million in March, 2020 to 2.15 million in June, 2020. We witnessed an 151.91% CAGR from Financial Year 2018 until the period ended June 30, 2020 in our average monthly net client addition run rate which stood at 14,158, 18,983, 43,582 and 113,191 in Financial Year 2018, Financial Year 2019, Financial Year 2020 and the period ended June 30, 2020 respectively. Against this, the broking industry witnessed an 43.63% CAGR from Financial Year 2018 until the period ended June 30, 2020 in average monthly net client addition run rate which stood at 340,381, 331,565, 413,262 and 768,714 in Financial Year 2018, Financial Year 2019, Financial Year 2020 and the period ended June 30, 2020 respectively. This led to a significant improvement in our market share in incremental demat accounts from Financial Year 2018 until the period ended June 30, 2020 from 4.16% to 5.73% to 10.55% to 14.72% for the Financial Year 2018, Financial Year 2019, Financial Year 2020 and the period ended June 30, 2020 respectively.

We have been consistently improving our average monthly net client addition run rate from 19,698 incremental demat accounts in Q1 FY20 to 36,638 incremental demat accounts in Q2 FY20 to 42,409 incremental demat accounts in Q3 FY20 to 75,584 incremental demat accounts in Q4 FY20 and further to 113,191 incremental demat accounts in Q1 FY21. This translated into a sequential growth of 86.00%, 15.75%, 78.23% and 49.75% in Q2 FY20, Q3 FY20, Q4 FY20 and Q1 FY21 respectively.

During this period, we witnessed a significant improvement in average monthly net client addition from Tier 3 and beyond cities with 9,172 incremental demat accounts in Q1 FY20, 20,061 incremental demat accounts in Q2 FY20, 24,245 incremental demat accounts in Q3 FY20, 39,290 incremental demat accounts in Q4 FY20 and 59,882 incremental demat accounts Q1 FY21. This translated into a sequential growth of 118.72%, 20.85%, 62.05% and 52.41% in Q2 FY20, Q3 FY20, Q4 FY20 and Q1 FY21 respectively.

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 digital interfaces; and the ability to provide seamless access to all segments of the stock markets. Based on our average client addition during FY20, 11,249 clients per month were acquired by referrals, which increased to 23,942 clients per month in Q1 FY21, demonstrating our strong brand equity. This contributed 20.72% of our average gross monthly client addition in Q1 FY21. We believe that we have built a strong digital infrastructure for our services and culture within our organisation, to service new age and technological savvy clients in the broking industry.

The "*Angel Broking*" brand, established over 22 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 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 advanced digital presence, pricing and early mover advantage in providing broking, financial and advisory services through both, our online and offline channels.

2. Client acquisition through diversified digital platforms

We have strong capabilities to acquire customers through various diversified digital platforms. Based on our average client additions in Q1 FY21, 85.21% of our clients have been acquired digitally, of which, 53.31% are acquired through performance marketing, either by way of organic or paid leads, 20.72% through referrals from our existing clients and approximately 11.18% through digital influencers. The remaining 14.79% of our clients, are acquired through our network of Authorised Persons. From Q2 FY 20 to Q1 FY21, 79.76% of our clients have been acquired digitally, of which, 50.76% are acquired through performance marketing, either by way of organic or paid leads, 22.24% through referrals from our existing clients and 6.77% through digital influencers.

a) **Performance Marketing:** This is the most prominent channel for client additions, as it garnered approximately 53.31% of our gross client additions in Q1 FY21. Our website traffic (both directly and organically) increased by 255.05% from 0.27 million in Q1 FY20 to 0.96 million in Q1 FY21. Our website traffic (both directly and organically) as of Q2 FY20, Q3 FY20 and Q4 FY20 was 0.29 million, 0.36 million, 0.48 million, respectively. We believe that through our partnerships in the digital ecosystem we are also able to recalibrate our marketing strategies and through marketing automation we are better equipped to cater to an increase in the number of clients. In order to enhance our brand visibility, to reach out to millennials across India and due to change in trends, we have directed our marketing mediums through digital and mobile marketing in addition to television. Our focussed marketing strategy and research content on our website, has resulted in 4.44 times and 3.94 times increase in our web based and mobile application-based lead generation over Q1 FY20 to Q1 FY21, respectively. We have also focussed on providing education-based content on our digital and social media platforms which may lead to an increase in the number of subscribers. Further, we also optimise our mobile application on an on-going basis towards organic discoverability of our mobile application and simplification of the process for on-boarding of clients, which we believe is one of our key modes for customer acquisition. Innovative customer acquisition programs like "Accelerated Lead Conversion Program", "Data-led Inactive Conversion Program" and certain other programs with video sharing platforms, also help us acquire new customers.

b) **Referrals:** Our referral program yields a significant share to our monthly client acquisition plan which stood at approximately 20.72% in Q1 FY21.

c) **Digital Referral Associates or Digital Influencers:** Since July, 2019, we have established partnerships with over 5,191 Digital Referral Associates (the "**DRAs**") which in turn give us access to approximately 79.55 million persons forming a part of their subscriber base as of June 30, 2020, which is an increase of 12.85 times of subscriber base as compared to their subscriber base as of January, 2020, which was approximately 6.19 million subscribers. The DRAs subscription base increased by 47.29 times since July 2019 and 23.64 times since September 2019 as compared to June 30, 2020. The DRAs subscription base was 8.09 million in February, 2020, 10.10 million in March, 2020, 30.27 million in April, 2020 and 66.58 million in May, 2020. These DRAs are influencers who create digital content on their channels and help educate their followers about trading and investment in various financial products such as equities, derivatives and mutual funds. These DRAs also help us source significant share of our clients from 0.68% in Q2 FY20 to 11.18% in Q1 FY21. We are focused on on-boarding new clients through our DRAs partnerships and their subscribers. We have also added multiple influencer channels on various video sharing and social media platforms, with a coverage of more than 800 videos added by these influencers.

d) **Authorised Person Network**: As of June 30, 2020, we have over 11,000 Authorised Persons registered with NSE, which have consistently been an important client acquisition channel for our Company. Our proprietary digital platform *"NXT"* facilitates them to further their digital marketing initiatives. These Authorised Persons contributed to 14.79% of our client base in Q1 FY21. As of June 30, 2020, our Company ranks as No. 1 stock broking house in terms of Authorised Persons registered with NSE.

Further, there was an increase in the use of our Do It Yourself (the "**DIY**") accounts by 364.54% from 6,751 accounts in January 2020 to 31,361 accounts in June, 2020. The number of DIY accounts as of February 29, 2020, March 31, 2020, April 30, 2020 and May 31, 2020 was 7,682 accounts, 13,410 accounts, 17,347 accounts and 24,599 accounts, respectively. Our DIY account acquisitions as compared to our direct client acquisitions were 14.38%, 16.11%, 16.29%, 21.24%, 26.55% and 25.90% in January, 2020, February, 2020, March, 2020, April, 2020, May, 2020 and June, 2020 respectively.

3. Integrated, end to end, and advanced digital experience ensuring client satisfaction

We remain focussed on innovation and implementation of technology across various services offered by us, which we believe has resulted in an increase in client satisfaction. Our mobile based applications across the broking and advisory businesses have been consistently appreciated and awarded. Our backend systems provide an integrated and seamless access across all product platforms.

Over the last three years, our Company has transformed its business into a seamless digital experience for its 2.15 million clients as on June 30, 2020. Our marketing initiatives are now driven using artificial intelligence. The client on-boarding journey is largely a straight through process, without any requirement for physical documentation. Due to our continuous digital initiatives, we have increased our monthly average online order execution of direct clients to more than 99% in Q1 FY 21. We have also entered into an agreement with a third party for them to supply printable white labelled research reports and portfolio analysis for stock selection by our clients, which will be an additional offering for them. Further, our client on boarding is completely digital and a seamless process.

Our client engagement and service activities are completely driven by our artificial intelligence and machine learning based strategies which provides a unique personalised experience to them. Our strategies enable us to segment our clients into various categories based on risk taking appetite, trading and investment behaviour. This also enables us to provide personalised advisory related services and recommendations to our 2.15 million clients as on June 30, 2020, through multiple delivery channels, being, push notifications on (i) our mobile application; (ii) the worldwide web; (iii) the .exe platform; (iv) business account with certain messenger applications ; and (v) e-mail. We also provide our clients various offers in respect of their first trade or in the process of transferring funds or other such transactions.

We believe that our emphasis on providing our clients with services through technological platforms has enabled us to rationalise the cost that we incur to service our clients' needs, leading to cost-efficiencies. This has enabled us to not only offer a simplified and most competitive pricing to our clients but also serve them with value added services like research and advisory at no additional cost, margin trading facility, securities as collateral and no fund transfer charges.

4. ***Diversified product offering across segments at competitive price***

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. 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 Angel iTrade Prime Plan was launched comprising, ₹ 0 for equity delivery and ₹ 20 per order for all other segments. Coupled with this competitive pricing plan, we also offer services such as complementary in-house research and advisory, margin trading facility, securities as collateral and no charges for any fund transfer (*Source: CRISIL Report*). We believe that this complete offering is a unique proposition and makes us one of the most competitive players across the industry.

5. ***Robust business metrics building operating leverage***

Our well executed strategy of being a digital first organisation enabled us to grow our business exponentially, for example, we witnessed a growth of nearly 2.5 times in our average monthly gross client acquisition run rate to 115,565 in Q1 FY21 from an average monthly gross client acquisition run rate of 46,676 in FY20. Further, our average monthly gross client additions in FY 18, FY 19, FY 20, and as of March 31, 2020, April 30, 2020, May 31, 2020 and June 30, 2020 was 18,337 accounts, 21,784 accounts 46,676 accounts, 104,555 accounts, 95,169 accounts, 107,359 accounts and 144,167 accounts respectively.

Our operational client base as of March 31, 2018, March 31, 2019, March 31, 2020, April 30, 2020, May 31, 2020 and June 30, 2020 was 1.06 million clients, 1.29 million clients, 1.82 million clients, 1.91 million clients, 2.01 million clients and 2.15 million clients, respectively. Our operational client base increased by 21.40% from 1.06 million operational clients in FY18 to 1.29 million operational clients in FY19, further by 40.47% from 1.29 million operational clients in FY19 to 1.82 million operational clients in FY20. Further, we witnessed an increase of 18.71% from 1.82 million clients in FY20 to 2.15 million clients as of June 30, 2020.

The augmentation of our digital processes, technological platforms, performance marketing, client engagement strategy, robust client acquisition and an all-inclusive flat pricing model has enabled us to substantially grow the average daily turnover from ₹ 253,176 million in Q1 FY20 to ₹ 618,945 million in Q1 FY21, as well as placed us at the forefront in the turnover based market share for the retail broking industry in India.

Our broking, distribution and advisory services are backed by robust infrastructure and has processed at peak usage, being, approximately 3.46 million trades in a day.

Corresponding to an increase in our market share, our base of NSE active clients witnessed growth from 0.36 million in March, 2018, 0.41 million clients in March, 2019 to 0.58 million clients in March, 2020 and further to 0.77 million clients in June, 2020. Due to the growing base of NSE active clients, our market share and rank improved to 6.29%, registering an increase of 95 bps in June, 2020 over March, 2020, and 4th position respectively in NSE active clients. Our overall traded client base also registered a 30.21% growth as of June 30, 2020 as compared to March 31, 2020.

6. ***Experienced management team with proven execution capabilities***

We have a strong management team with experience in the Indian financial services and broking sectors. The quality of our management team has been the driving force in achieving all-encompassing growth in our business. All members of our senior management team have substantial experience. One of our Promoters, Dinesh D. Thakkar has over 27 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 20 years and over 15 years of experience, respectively, in the Angel Group. Our senior management team comprises Dinesh D. Thakkar (Chairman and Managing Director); Vinay Agrawal (Director and Chief Executive Officer); Vineet Agrawal (Chief Financial Officer); Nilesh Gokral (Chief Operating Officer); Rohit Ambosta (Chief Information Officer); Sandeep Bhardwaj (Chief Sales Officer); Subhash Menon (Chief People Officer); Ketan Shah (Chief Revenue Officer); and Prabhakar Tiwari (Chief Marketing Officer).

Our management team is driven by an agile mindset and has been instrumental in transforming the business from a largely physical to a completely digital model over the last three years. The 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 Authorised Persons network. For further information relating to our management, please see the section entitled "*Our Management*" on page 216.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information of our Company derived from the Restated Financial Information as at and for the period ended June 30, 2020 and the Financial Years ended March 31, 2020, March 31, 2019, March 31, 2018 (Proforma), March 31, 2017 and March 31, 2016. Please note that the financial information of our Company as derived from the Restated Financial Information as at and for the period ended June 30, 2020 and the Financial Years ended March 31, 2020, March 31, 2019 and March 31, 2018 are not comparable to such information for the Financial Years ended March 31, 2017 and March 31, 2016.

The summary of the Restated Financial Information referred to above is presented under the sections entitled "Financial Statements" on page 240. The summary financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the sections entitled "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 240 and 485, respectively.

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Angel Broking Limited
Restated Standalone Statement of Assets and Liabilities

₹ in million

Particulars	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
ASSETS				
Financial Assets				
(a) Cash and cash equivalents	4,867.82	5,899.92	4,164.31	792.68
(b) Bank Balance other than cash and cash equivalent	14,302.63	7,852.00	5,317.15	8,121.72
(c) Trade Receivables	559.83	386.50	2,139.04	1,554.16
(d) Loans	7,737.78	2,495.67	7,038.47	9,873.87
(e) Investments	828.25	951.75	949.21	952.22
(f) Other financial assets	120.21	2,693.52	662.44	261.82
Non-financial Assets				
(a) Tax assets (Net)	-	38.18	47.40	11.70
(b) Deferred tax assets (Net)	70.15	35.47	56.07	44.18
(c) Investment Property	33.30	1.28	1.31	1.33
(d) Property, Plant and Equipment	870.06	880.69	892.50	882.54
(e) Intangible assets under development	23.38	20.88	5.69	-
(f) Intangible assets	42.19	47.19	65.03	87.57
(g) Right of use assets	92.03	149.34	204.98	119.03
(h) Other non-financial assets	183.39	139.66	146.96	125.85
Total Assets	**29,731.02**	**21,592.05**	**21,690.56**	**22,828.67**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
(a)Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	15,036.16	9,394.53	6,374.97	6,154.16
(b) Borrowings	6,711.87	4,877.28	8,661.90	10,776.42
(c) Other financial liabilities	1,311.09	1,285.62	1,338.87	1,149.03
Non-Financial Liabilities				
(a) Tax liabilities (Net)	58.86	-	-	-
(a) Provisions	71.45	59.99	46.30	38.22
(b) Other non-financial liabilities	467.19	285.97	229.58	219.33
EQUITY				
(a) Equity Share capital	719.95	719.95	719.95	719.95
(b) Other Equity	5,354.45	4,968.71	4,318.99	3,771.56
Total Liabilities and Equity	**29,731.02**	**21,592.05**	**21,690.56**	**22,828.67**

Angel Broking Limited
Restated Standalone Statement of Profit & Loss

₹ in million

Particulars	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
Revenue from operations				
(a) Interest Income	335.91	1,489.97	1,885.48	2,194.76
(b) Fees and commission income	2,022.92	5,592.15	5,483.82	5,186.44
(c) Net gain on fair value changes	2.08	23.06	0.33	4.14
Total Revenue from operations (I)	**2,360.91**	**7,105.18**	**7,369.63**	**7,385.34**
(d) Other Income (II)	79.95	322.61	256.84	151.21
Total Income (I+II=III)	**2,440.86**	**7,427.79**	**7,626.47**	**7,536.55**
Expenses				
(a) Finance costs	85.55	488.29	662.27	894.02
(b) Fees and commission expense	764.94	2,304.40	2,419.56	2,464.03
(c) Impairment on financial instruments	189.77	376.10	151.52	93.41
(d) Employee benefits expenses	356.13	1,510.01	1,513.62	1,154.78
(e) Depreciation, amortization and impairment	48.40	201.50	181.55	182.17
(f) Others expenses	484.98	1,377.84	1,509.21	1,270.08
Total Expenses (IV)	**1,929.77**	**6,258.14**	**6,437.73**	**6,058.49**
Profit before exceptional item and tax (III-IV=V)	**511.09**	**1,169.65**	**1,188.74**	**1,478.06**
Tax Expense:				
(a) Current Tax	162.53	281.93	429.56	516.45
(b) Deferred Tax	(33.27)	23.72	(11.79)	(38.00)
(c) Taxes for earlier years	-	(2.24)	4.03	(10.91)
Total Income tax expense (VI)	**129.26**	**303.41**	**421.80**	**467.54**
Profit for the period / year (V-VI=VII)	**381.83**	**866.24**	**766.94**	**1,010.52**
Other Comprehensive Income				
Items that will not be reclassified to profit or loss				
(a) Re-measurement gains / (losses) on defined benefit plans	(5.58)	(12.42)	(4.03)	3.75
(b) Income tax relating to above items	1.40	3.13	1.41	(1.31)
Other Comprehensive Income for the period / year (VIII)	**(4.18)**	**(9.29)**	**(2.62)**	**2.44**
Total Comprehensive Income for the period / year(VII+VIII)	**377.65**	**856.95**	**764.32**	**1,012.96**
Earnings per equity share (Face value ₹ 10 each)				
Basic and Diluted EPS (₹)	5.30	12.03	10.65	14.07

Angel Broking Limited
Restated Standalone Statement of Cash Flow Statement

₹ in million

Particulars	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
A. Cash flow from operating activities				
Profit before tax	511.09	1,169.65	1,188.74	1,478.06
Adjustments for:				
Depreciation and amortisation expense	48.40	201.50	181.55	182.17
Gain on cancellation of lease	(6.09)	(5.90)	(0.12)	(6.46)
Expense on Employee Stock option scheme	6.60	17.44	13.00	-
Interest received on inter-corporate deposit	(0.01)	(7.24)	(10.29)	(6.58)
Income from leased property	(2.19)	(8.50)	(8.32)	(8.32)
Interest received on bond	-	-	-	(9.10)
Interest expense on borrowings	75.94	432.15	595.76	842.37
Impairment on investments of Angel Wellness Private Limited	125.00	-	-	-
Interest on Income tax	-	(1.67)	(1.09)	4.44
Provision of Expected Credit loss on trade receivable	2.33	0.50	6.83	9.58
Bad debt written off	187.44	375.60	144.69	83.83
Interest income on financial assets	(5.46)	(11.25)	(8.68)	(8.65)
Dividend Income on investments	-	(12.38)	-	(6.76)
Dividend Income from Subsidiaries	-	(33.00)	-	-
Loss /(Profit) on sale of property, plant and equipments	3.58	6.15	(0.09)	4.97
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(2.08)	(23.06)	(0.33)	(4.14)
Operating profit before working capital changes	**944.55**	**2,099.99**	**2,101.65**	**2,555.41**
Changes in working capital				
Increase/ (decrease) in trade payables	5,641.64	3,019.56	220.80	843.52
Increase/ (decrease) in financial liabilities	25.47	(53.24)	189.30	320.81
Increase/ (decrease) in non-financial liabilities	181.21	56.40	10.25	74.61
Increase/ (decrease) in provisions	5.88	1.26	4.05	3.61
(Increase)/ decrease in trade receivables	(361.60)	1,382.02	(731.42)	6,919.34
(Increase)/ decrease in loans	(5,237.30)	4,543.02	2,835.95	(9,871.87)
(Increase)/ decrease in other bank balances	(6,450.63)	(2,534.85)	2,804.57	(3,314.90)
(Increase)/ decrease in other financial assets	2,577.26	(2,029.15)	(404.07)	(70.01)
(Increase)/ decrease in other non-financial assets	(43.74)	7.30	(20.75)	(49.65)
Cash generated from / (used in) operations	**(2,717.26)**	**6,492.31**	**7,010.33**	**(2,589.13)**
Income tax paid	(65.50)	(268.82)	(468.20)	(473.88)
Net cash generated from / (used in) operating activities (A)	**(2,782.76)**	**6,223.49**	**6,542.13**	**(3,063.01)**
B. Cash flow from Investing activities				
Purchase of property, plant and equipment, intangible assets	(54.49)	(122.62)	(112.87)	(75.07)
Proceeds from sale of property, plant and equipment, intangible assets	0.04	1.22	1.36	1.36
Interest income on inter-corporate deposit	0.01	7.24	10.29	6.58
Income from lease property	2.19	8.50	8.32	8.32
Intercorporate Deposit given	(4.80)	-	-	-
Interest received on bonds	-	-	-	9.10
Dividend Income on investments	-	12.38	-	6.76
Dividend Income from Subsidiaries	-	33.00	-	-
Purchase of Mutual funds	(1,650.00)	(16,700.00)	-	(330.00)
Purchase of Bonds	-	-	-	(270.01)
Redemption of Bonds	-	-	-	294.22
Redemption of Mutual Funds	1,652.08	16,723.06	4.64	545.30
Net cash (used in)/generated from investing activities (B)	**(54.97)**	**(37.22)**	**(88.26)**	**196.56**
C. Cash flow from Financing activities				
Proceeds/Repayments of borrowings	1,759.18	(3,730.21)	(2,202.43)	3,595.40
Proceeds from vehicle loan	-	10.37	7.01	-
Repayment of vehicle loan	(2.52)	(8.37)	(5.85)	(5.06)
Proceeds from intercorporate deposits	419.04	-	-	-
Repayment of intercorporate deposits	(285.26)	-	-	-
Proceeds from issue of equity shares	-	-	-	10.92
Interest paid on borrowings	(75.94)	(432.15)	(595.76)	(842.37)
Interim dividend paid	-	(194.39)	(194.39)	(235.12)
Dividend Tax Paid	-	(32.82)	(39.96)	-
Repayment of lease liabilities including interest	(8.86)	(63.09)	(50.86)	(44.38)
Net cash (used in)/generated from financing activities (C)	**1,805.64**	**(4,450.66)**	**(3,082.24)**	**2,479.39**
Net increase in cash and cash equivalents (A+B+C)	**(1,032.09)**	**1,735.61**	**3,371.63**	**(387.06)**
Cash and cash equivalents at the beginning of the period / year	5,899.92	4,164.31	792.68	1,179.74
Cash and cash equivalents at the end of the period / year	**4,867.83**	**5,899.92**	**4,164.31**	**792.68**
Cash and cash equivalents comprise				
Balances with banks				
On current accounts	1,105.75	3,384.02	2,896.91	529.54
Fixed Deposits with original maturity less than 3 months	3,761.39	2,514.39	1,263.96	181.49
Cash on hand	0.30	0.40	0.46	0.40
Cheques on hand	0.39	1.11	2.98	81.25
Total cash and bank balances at end of the period / year	**4,867.83**	**5,899.92**	**4,164.31**	**792.68**

Angel Broking Limited
Restated Standalone Statement of Assets and Liabilities

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Equity and liabilities		
Shareholders' funds		
Share Capital	143.64	143.64
Reserves and Surplus	2,981.25	2,883.09
Non-current liabilities		
Long-Term Borrowings	4.15	-
Long-Term Provisions	30.05	20.58
Current liabilities		
Short-Term Borrowings	6,971.51	3,046.54
Trade Payables		
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	4,430.33	2,511.55
Other Current Liabilities	845.35	679.13
Short-Term Provisions	6.24	4.24
Total	**15,412.52**	**9,288.77**
Assets		
Non-current assets		
Fixed assets		
Property plant and equipment	869.36	889.59
Intangible Assets	76.63	37.65
Capital Work- in-progress	-	12.57
Intangible assets under development	6.41	18.34
Non-Current Investments	1,009.65	1,009.65
Deferred tax asset (net)	7.46	3.69
Long-Term Loans and Advances	118.75	115.23
Other Non-current Assets	23.20	21.15
Current assets		
Inventories	0.83	0.73
Trade Receivables	8,544.44	4,375.06
Cash and Bank balances	4,538.67	2,608.34
Short-Term Loans and Advances	96.97	129.29
Other Current Assets	120.15	67.48
Total	**15,412.52**	**9,288.77**

Angel Broking Limited
Restated Standalone Statement of Profit & Loss

₹ in million

Particulars	For the Year Ended	
	March 31, 2017	March 31, 2016
Revenue		
Revenue from Operations	4,541.86	3,639.25
Other Income	172.20	173.80
Total Revenue (A)	**4,714.06**	**3,813.05**
Expenses		
Employee Benefits Expense	1,094.78	909.08
Depreciation and Amortisation Expenses	96.93	96.91
Finance Costs	504.10	286.65
Other Expenses	2,737.97	2,124.70
Total Expenses (B)	**4,433.78**	**3,417.34**
Profit before tax and material adjustments (C=A-B)	**280.28**	**395.71**
Tax expense		
- Current tax	86.86	134.21
- Deferred Tax charge / (credit)	(3.78)	2.09
- Taxes for earlier years	(9.78)	4.57
Total Tax expense (D)	**73.30**	**140.87**
Net Profit as restated	**206.98**	**254.84**
Earnings per equity share [Nominal value of ₹ 10 each fully paid]		
- Basic	**2.88**	**3.55**
- Diluted	**2.88**	**3.55**

Angel Broking Limited
Restated Standalone Statement of Cash Flow Statement

₹ in million

Particulars	For the Year Ended	
	March 31, 2017	March 31, 2016
(i) Cash flow from operating activities		
Restated Profit before tax	**280.28**	**395.71**
Adjustments for :		
- Interest income on fixed deposits with banks free from charge	(0.43)	(1.58)
- Interest on fixed deposits with banks	(38.48)	(4.17)
- Interest income on inter corporate deposits	(4.90)	(7.04)
- Income from lease of property	(36.32)	(36.32)
- Dividend from long term investments	(42.97)	(25.06)
- Interest on income tax refund	-	(63.39)
- Provision for gratuity	12.73	9.16
- Provision for compensated absences	7.42	4.06
- Depreciation and amortisation expenses	96.93	96.91
- Interest on term loan	-	21.65
- Interest on loan secured against security	86.74	10.14
- Interest expense on inter corporate deposits	14.18	26.94
- Interest on bank overdraft	376.92	193.56
- Interest on Income tax	(0.42)	0.48
- Fixed assets written off	0.72	3.48
- Profit / (Loss) on Sale of property plant and equipment/intangible assets (net)	(0.67)	3.43
- Bad Debts written off (net)	34.85	47.92
Operating profit before working capital changes	**786.58**	**675.88**
Changes in working capital:		
- Increase / (decrease) in trade payables	1,918.78	412.48
- Increase / (decrease) in other current liabilities and Short-term provisions	158.98	55.06
- (Increase) / decrease in long-term loans and advances	4.49	(11.25)
- (Increase) / decrease in other non-current assets	(2.05)	(1.71)
- (Increase) / decrease in inventories	(0.10)	(0.03)
- (Increase) / decrease in trade receivables	(4,204.25)	(1,769.03)
- (Increase) / decrease in other bank balances	(1,272.02)	(910.94)
- (Increase) / decrease in short term loans and advances	32.32	(29.60)
- (Increase) / decrease in other current assets	(27.00)	(33.13)
Cash generated (used in) / from operations	**(2,604.27)**	**(1,612.27)**
- Direct taxes paid (net of refunds)	(84.66)	217.60
Net cash generated (used in) / from operating activities (i)	**(2,688.93)**	**(1,394.67)**
(ii) Cash flow from investing activities		
Purchase of property plant and equipment/intangible assets	(93.34)	(94.30)
Proceeds from sale of property plant and equipment and intangible assets	2.11	1.55
Investment in fixed deposit free from charge	(19.24)	(90.00)
Proceeds from fixed deposit free from charge	99.62	-
Interest received on fixed deposits with banks	13.26	12.39
Interest received on inter corporate deposits	4.90	7.04
Income from lease property	36.32	36.32
Dividend received on long term investment	42.98	25.05
Net cash generated from / (used in) investing activities (ii)	**86.61**	**(101.95)**
(iii) Cash flow from financing activities		
Proceeds/(repayments) from/of overdraft from bank (net)	3,574.98	1,732.72
Proceeds from working capital loan	350.00	-
Proceeds from Vehicle Loan	5.00	-
Repayments of unsecured loans	-	(250.00)
Proceeds from intercorporate deposits	17,105.75	22,239.04
Repayment of intercorporate deposits	(17,105.75)	(22,436.34)
Interest paid on term loan	-	(21.65)
Interest paid on loan secured against security	(86.74)	(10.14)
Interest on intercorporate deposits	(14.18)	(26.94)
Interest paid on bank overdraft	(379.21)	(191.37)
Interim dividend paid	(97.68)	(80.44)
Dividend distribution tax paid	(11.15)	(11.29)
Net cash generated from / (used in) financing activities (iii)	**3,341.02**	**943.59**
Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)	**738.70**	**(553.03)**
Cash and cash equivalents at the beginning of the year	329.19	882.22
Cash and cash equivalents at the end of the ear	**1,067.89**	**329.19**
Cash and cash equivalents at the end of the year comprises of		
Cash on hand	0.63	0.59
Balance with scheduled banks in current accounts	627.26	308.37
Demand deposits (less than 3 months maturity)	440.00	-
Cheques on hand	-	20.23
	1,067.89	**329.19**

Angel Broking Limited
Restated Consolidated Statement of Assets and Liabilities

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
ASSETS				
Financial Assets				
(a) Cash and cash equivalents	5,156.28	6,132.36	4,469.62	1,230.34
(b) Bank Balance other than cash and cash equivalent	14,454.66	8,003.23	5,390.09	8,216.74
(c) Trade Receivables	562.78	390.27	2,146.44	1,568.15
(d) Loans	8,144.07	2,805.78	7,616.86	10,924.38
(e) Investments	23.64	352.65	149.10	65.02
(f) Other financial assets	139.49	2,705.83	681.93	289.93
Non-financial Assets				
(a) Inventories	-	0.45	0.45	0.56
(b) Tax assets (Net)	10.73	49.18	51.73	15.27
(c) Deferred tax assets (Net)	51.08	48.89	75.69	61.15
(d) Investment Property	33.30	1.28	1.31	1.33
(e) Property, Plant and Equipment	1,024.53	1,038.77	1,062.87	1,065.11
(f) Intangible assets under development	23.38	20.88	5.69	-
(g) Intangible assets	43.51	47.41	67.08	91.60
(h) Right of use assets	93.81	153.16	208.46	121.23
(i) Other non-financial assets	195.50	151.63	157.94	135.88
Total Assets	**29,956.76**	**21,901.77**	**22,085.26**	**23,786.69**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
(a)Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	15,036.78	9,394.93	6,377.60	6,146.57
(b) Borrowings	6,580.06	4,908.79	8,718.18	11,374.28
(c) Other financial liabilities	1,341.52	1,304.65	1,358.20	1,242.43
Non-Financial Liabilities				
(a) Tax liabilities (Net)	58.87	0.45	2.65	2.12
(b) Provisions	79.29	67.08	52.34	44.01
(c) Other non-financial liabilities	469.44	311.68	261.94	241.54
EQUITY				
(a) Equity Share capital	719.95	719.95	719.95	719.95
(b) Other Equity	5,670.85	5,194.24	4,594.40	4,015.79
Total Liabilities and Equity	**29,956.76**	**21,901.77**	**22,085.26**	**23,786.69**

Angel Broking Limited
Restated Consolidated Statement of Profit and Loss

₹ in million

Particulars	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
Revenue from operations				
(a) Interest Income	349.25	1,577.38	2,023.53	2,369.15
(b) Fees and commission income	2,031.60	5,644.00	5,555.56	5,265.84
(c) Net gain on fair value changes	3.39	24.86	0.69	7.81
Total Revenue from operations (I)	**2,384.24**	**7,246.24**	**7,579.78**	**7,642.80**
(d) Other Income (II)	81.71	300.90	261.35	157.11
Total Income (I+II=III)	**2,465.95**	**7,547.14**	**7,841.13**	**7,799.91**
Expenses				
(a) Finance costs	81.79	488.59	684.46	945.66
(b) Fees and commission expense	764.94	2,304.40	2,419.55	2,464.03
(c) Impairment on financial instruments	189.77	377.10	151.52	97.11
(d) Employee benefits expenses	373.10	1,598.03	1,591.68	1,219.71
(e) Depreciation, amortization and impairment	49.67	209.17	189.09	190.53
(f) Others expenses	360.39	1,382.18	1,522.91	1,282.54
Total Expenses (IV)	**1,819.66**	**6,359.47**	**6,559.21**	**6,199.58**
Profit before tax from continuing operations (III-IV=V)	**646.29**	**1,187.67**	**1,281.92**	**1,600.33**
Tax Expense:				
(a) Current Tax	165.80	297.31	458.25	549.75
(b) Deferred Tax	(2.10)	24.55	(14.38)	(35.93)
(c) Taxes for earlier years	-	(2.08)	4.03	(11.37)
Total Income tax expense (VI)	**163.70**	**319.78**	**447.90**	**502.45**
Profit for the period / year from continuing operations (V-VI=VII)	**482.59**	**867.89**	**834.02**	**1,097.88**
Loss before tax from discontinued operations (before tax) (VIII)	(8.17)	(39.21)	(37.66)	(25.19)
Tax expense on discontinued operations (IX)	1.42	5.22	(1.99)	1.84
Loss after tax from discontinued operations (VIII-IX=X)	**(9.59)**	**(44.43)**	**(35.67)**	**(27.03)**
Profit for the period / year (VII+X=XI)	**473.00**	**823.46**	**798.35**	**1,070.85**
Other Comprehensive Income				
Items that will not be reclassified to profit or loss				
(a) Re-measurement gains / (losses) on defined benefit plans	(5.99)	(12.85)	(3.91)	3.52
(b) Income tax relating to above items	1.51	3.24	1.36	(1.25)
Other Comprehensive Income for the period / year (XII)	**(4.48)**	**(9.61)**	**(2.55)**	**2.27**
Total Comprehensive Income for the period / year (XI+XII)	**468.52**	**813.85**	**795.80**	**1,073.12**
Earnings per equity share from Continuing operations (FV Rs. 10 each)				
Basic and Diluted EPS (Rs.)	6.70	12.05	11.58	15.29
Earnings per equity share from Discontinuing operations (FV Rs. 10 each)				
Basic and Diluted EPS (Rs.)	(0.13)	(0.62)	(0.50)	(0.38)
Earnings per equity share for total operations (FV Rs. 10 each)				
Basic and Diluted EPS (Rs.)	6.57	11.44	11.09	14.91

Angel Broking Limited
Restated Consolidated Statement of Cash Flow Statement

₹ in million

Particulars	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
A. Cash flow from operating activities				
Profit before tax	638.12	1,148.47	1,244.27	1,575.14
Adjustments for:				
Depreciation and amortisation expense	52.75	221.24	200.04	204.16
Gain on cancellation of lease	(6.26)	(5.90)	(0.43)	(6.46)
Expense on Employee Stock option scheme	8.09	19.98	14.31	-
Income from leased property	(0.27)	(0.81)	(0.63)	(0.63)
Interest received on bond	-	-	-	(18.92)
Interest expense on borrowings	72.77	436.35	624.91	936.82
Interest on Income tax refund	(0.18)	(1.76)	(1.34)	(2.11)
Provision on expected credit loss on trade receivables	2.33	0.50	6.83	9.58
Provision on expected credit loss on loans	-	0.98	-	3.70
Interest income on financial assets	(5.55)	(11.33)	(8.77)	8.73
Dividend Income	(0.13)	(21.49)	(4.13)	(8.92)
Bad debts written off	187.44	375.76	145.07	83.99
Loss /(Profit) on sale of property, plant and equipments	3.62	6.28	(0.09)	(4.97)
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(3.39)	(24.86)	(0.69)	(7.81)
Operating profit before working capital changes	**949.34**	**2,143.41**	**2,219.35**	**2,772.30**
Changes in working capital				
Increase/ (decrease) in trade payables	5,641.85	3,017.33	231.11	831.42
(Increase)/ decrease in inventories	0.45	0.00	0.11	0.42
Increase/ (decrease) in other financial liabilities	36.87	(53.55)	115.16	349.81
Increase/ (decrease) in other non financial liabilities	157.75	49.75	20.34	74.65
Increase/ (decrease) in provisions	6.23	1.88	4.42	5.29
(Increase)/ decrease in trade receivables	(360.78)	1,385.50	(725.20)	6,904.39
(Increase)/ decrease in loans	(5,338.29)	4,810.32	3,308.06	(9,920.74)
(Increase)/ decrease in Other Bank Balances	(6,451.45)	(2,613.12)	2,826.64	(3,362.83)
(Increase)/ decrease in other financial assets	2,570.39	(2,022.02)	(395.50)	(67.01)
(Increase)/ decrease in other non-financial assets	(43.86)	6.32	(21.71)	(60.73)
Cash generated from/(used in) operations	**(2,831.50)**	**6,725.82**	**7,582.78**	**(2,473.03)**
Income tax paid	(68.73)	(292.85)	(495.18)	(496.97)
Net cash generated from/(used in) operating activities (A)	**(2,900.23)**	**6,432.97**	**7,087.60**	**(2,970.00)**
B. Cash flow from Investing activities				
Purchase of property, plant and equipment, intangible assets	(55.77)	(126.18)	(116.36)	(66.31)
Proceeds from sale of property, plant and equipment, intangible assets	0.04	1.25	1.37	1.36
Income from lease property	0.27	0.81	0.63	0.63
Dividend Income	0.13	21.49	4.13	8.92
Interest received on bond	-	-	-	18.92
Purchase of Bonds	-	-	-	(4.00)
Redemption of Bonds	-	-	-	262.50
Payment for purchase of mutual funds	(1,684.00)	(17,000.50)	(166.18)	(28.83)
Proceeds from sale of mutual fund and shares	2,016.40	16,821.81	82.79	221.13
Net cash (used in) / generated from investing activities (B)	**277.07**	**(281.32)**	**(193.62)**	**414.32**
C. Cash flow from Financing activities				
Proceeds/(repayments) of borrowings	1,729.22	(3,763.97)	(2,743.98)	3,531.49
Proceeds from vehicle loan	-	10.37	-	-
Proceeds from issue of equity shares	-	-	-	10.92
Interest paid on borrowings	(72.77)	(436.35)	(624.91)	(936.82)
Interim Dividend Paid	-	(194.39)	(194.39)	(195.35)
Dividend Tax Paid	-	(39.60)	(39.96)	(39.77)
Repayment of lease liabilities including interest	(9.38)	(64.96)	(51.46)	(45.79)
Net cash (used in)/generated from financing activities (C)	**1,647.07**	**(4,488.90)**	**(3,654.70)**	**2,324.68**
Net increase in cash and cash equivalents (A+B+C)	(976.09)	1,662.75	3,239.28	(231.00)
Cash and cash equivalents at the beginning of the period / year	6,132.37	4,469.62	1,230.34	1,461.34
Cash and cash equivalents at the end of the period / year	**5,156.28**	**6,132.37**	**4,469.62**	**1,230.34**
Cash and cash equivalents comprise				
Balances with banks				
On current accounts	1,390.52	3,611.94	2,995.06	761.91
Fixed Deposits with original maturity less than 3 months	3,761.39	2,514.39	1,470.75	386.53
Cash on hand	0.45	0.65	0.83	0.65
Cheques on hand	3.92	5.39	2.98	81.25
Total cash and bank balances at end of the period / year	**5,156.28**	**6,132.37**	**4,469.62**	**1,230.34**

Angel Broking Limited
Restated Consolidated Statement of Assets and Liabilities

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share Capital	143.64	143.64
Reserves & Surplus	3,750.70	3,549.39
Non-current Liabilities		
Long Term Borrowings	77.34	87.70
Long Term Provisions	35.04	25.14
Deferred Tax Liability (Net)	4.82	9.71
Current Liabilities		
Short Term Borrowings	7,624.35	3,481.86
Trade Payables		
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	5,314.43	3,231.87
Other Current Liabilities	1,065.73	847.69
Short Term Provisions	12.43	20.68
TOTAL	**18,028.48**	**11,397.68**
ASSETS		
Non-current Assets		
Fixed Assets		
Property plant and equipments	1,144.19	1,171.42
Intangible Assets	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
Deferred Tax Asset (Net)	-	-
Long Term Loans and Advances	204.00	190.24
Other Non-current Assets	37.58	32.41
Current Assets		
Current Investments	495.18	-
Inventories	1.82	1.51
Trade Receivables	8,581.89	4,459.26
Cash and Bank Balances	6,175.83	4,376.12
Short Term Loans and Advances	1,129.25	951.49
Other Current Assets	168.66	136.86
TOTAL	**18,028.48**	**11,397.68**

Angel Broking Limited

Restated Consolidated statement of Profit & Loss

₹ in million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
REVENUE		
Revenue from Operations	5,306.79	4,406.61
Other Income	153.91	148.58
Total Revenue (A)	**5,460.70**	**4,555.19**
EXPENSES		
Employee Benefits Expense	1,228.65	1,033.15
Depreciation and Amortisation Expenses	122.87	117.80
Finance Costs	533.55	349.59
Other Expenses	3,076.13	2,524.86
Total Expenses (B)	**4,961.20**	**4,025.40**
Profit before tax and material adjustments (C=A-B)	**499.50**	**529.79**
Tax Expense		
- Current tax	175.63	180.33
- Deferred Tax charge / (credit)	(4.89)	10.30
- Taxes for earlier years	(10.12)	5.26
- Corporate Dividend Tax of a subsidiary	8.73	5.08
Total Tax expense (D)	**169.35**	**200.97**
Net Profit as restated for the year from continuing operations (E=C-D)	**330.15**	**328.82**
Loss before tax from discontinuing operations	(20.44)	(10.29)
Tax expense on discontinuing operations	(0.43)	1.28
Loss as restated from discontinuing operations (F)	**(20.01)**	**(11.57)**
Net Profit for the year as restated (G=E+F)	**310.14**	**317.25**
Earnings per equity share from continuing operations (FV Rs. 10 each)		
- Basic (in ₹)	**4.60**	**4.58**
- Diluted (in ₹)	**4.60**	**4.58**
Earnings per equity share from discontinuing operations (FV Rs. 10 each)		
- Basic (in ₹)	**(0.28)**	**(0.16)**
- Diluted (in ₹)	**(0.28)**	**(0.16)**
Earnings per equity share for total operations (FV Rs. 10 each)		
- Basic (in ₹)	**4.32**	**4.42**
- Diluted (in ₹)	**4.32**	**4.42**

Angel Broking Limited

Restated Consolidated Statement of Cash Flow Statement

₹ in million

Particulars	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
(i) Cash flow from operating activites		
Restated Profit before tax	**479.07**	**519.49**
Adjustments for :		
Depreciation and Amortisation Expenses	135.21	130.14
Interest Expenses	512.31	319.25
Interest on Fixed Deposits received	(83.17)	(27.07)
Interest on bonds	(0.56)	-
Interest on Income Tax Refund received	(0.02)	(67.71)
Income from Lease Property	(0.63)	(0.63)
Dividend Income on Current Investments	(7.91)	(7.41)
Dividend Income on Long Term Investments	(0.07)	(0.19)
Fixed Assets Written Off (Net)	0.80	3.48
(Profit) /Loss on Sale of property plant and equipment /intangible assets (net)	(0.79)	3.93
Bad Debts Written Off	38.95	52.45
MTM Loss on Perpetual Bonds	2.00	-
Write Back of Provision for Non Performing Assets	(1.90)	-
Write back of Contingent provision against standard assets	-	(2.19)
Loss Assets Written Off	3.19	0.95
Cenvat credit written off	1.91	-
Contingent Provisions against Standard Assets	0.42	-
Provision for Gratuity	14.70	10.74
Provision for Compensated Absences	8.54	5.31
Operating profit before working capital changes	**1,102.05**	**940.54**
Changes in working capital:		
- Increase / (decrease) in trade payables	2,082.56	562.86
- Increase / (decrease) in other current liabilities and Short-term provisions	204.27	21.00
- (Increase) / decrease in long-term loans and advances	2.74	(21.84)
- (Increase) / decrease in other non-current assets	(5.16)	(1.71)
- (Increase) / decrease in inventories	(0.31)	(0.63)
- (Increase) / decrease in trade receivables	(4,161.57)	(1,827.19)
- (Increase) / decrease in other bank balances	(927.33)	(1,311.47)
- (Increase) / decrease in short term loans and advances	(181.38)	653.25
- (Increase) / decrease in other current assets	(26.98)	32.30
Cash generated (used in) / from operations	**(1,911.11)**	**(952.89)**
- Direct Taxes paid(net of refund)	(190.42)	200.41
Net cash generated (used in) / from operating activities (i)	**(2,101.53)**	**(752.48)**
(ii) Cash flow from investing activities		
Purchase of property plant and equipment/ intangible assets	(122.35)	(169.06)
Proceeds from sale of property plant and equipment/ intangible assets	2.64	1.73
Interest received on fixed deposits with banks	85.05	(3.74)
Proceeds from / (Investment) in Fixed Deposits	35.97	8.91
Income from lease property	0.63	0.63
Investment in bonds	(266.60)	-
Purchase of Mutual funds	(996.68)	(1,251.10)
Redemption of mutual funds	759.98	1,251.10
Proceeds from sale of Shares	-	-
Dividend received on long term investment	0.07	0.19
Dividend income on mutual funds	7.91	7.41
Net cash generated from / (used in) investing activities (ii)	**(493.38)**	**(153.93)**
(iii) Cash flow from financing activities		
Proceeds/(repayments) from/of overdraft from bank (net)	4,134.37	789.24
Loan from Directors	-	32.50
Interest paid on term loan	(513.53)	(329.06)
Interim dividend paid	(97.68)	(80.44)
Dividend tax paid	(11.15)	(11.29)
Corporate Dividend Tax of a subsidiary	(8.73)	(5.08)
Net cash generated from / (used in) financing activities (iii)	**3,503.28**	**395.87**
Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)	908.37	(510.54)
Cash and cash equivalents at the beginning of the year	552.40	1,062.94
Cash and cash equivalents at the end of the year	**1,460.77**	**552.40**
Cash and cash equivalents at the end of the year comprises of		
Cash on hand	0.91	0.88
Balance with scheduled banks in current accounts	1,019.86	480.62
Demand deposits (less than 3 months maturity)	440.00	24.70
Cheques on hand	-	46.20
	1,460.77	**552.40**

THE OFFER

The following table summarizes the Offer details:

Offer(1)	19,607,835 Equity Shares* aggregating to ₹ 6,000.00 million
of which:	
Fresh Issue(1)	9,803,921 Equity Shares* aggregating to ₹ 3,000.00 million
Offer for Sale(2)	9,803,914 Equity Shares* aggregating to ₹ 3,000.00 million
of which:	
Offer for Sale by IFC	3,921,636 Equity Shares* aggregating to ₹ 1,200.02 million
Offer for Sale by Ashok D. Thakkar	599,173 Equity Shares* aggregating to ₹ 183.35 million
Offer for Sale by Sunita A. Magnani	147,058 Equity Shares* aggregating to ₹ 45.00 million
Offer for Sale by Individual Selling Shareholders(2)	5,136,047 Equity Shares* aggregating to ₹ 1,571.63 million
QIB Portion (3) (4)	9,803,916 Equity Shares*
of which	
Anchor Investor Portion	5,882,352 Equity Shares*
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	3,921,564 Equity Shares*
of which:	
Available for allocation to Mutual Funds only (5.00% of the Net QIB Portion)(5)	196,079 Equity Shares*
Balance of QIB Portion for all QIBs including Mutual Funds(5)	3,725,485 Equity Shares*
Non-Institutional Portion(3)	2,941,176 Equity Shares*
Retail Portion(3)	6,862,743 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)	81,798,924 Equity Shares
Utilisation of Net Proceeds	Please see the section entitled "*Objects of the Offer*" on page 106 for information about the use of the Net Proceeds. Our Company will not receive any proceeds from the Offer for Sale.

* *Subject to finalisation of Basis of Allotment.*

(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 2009 SEBI ICDR Regulations. Offer for Sale of ₹ 1,200.02 million by the IFC pursuant to the letters dated June 21, 2018 and September 11, 2020, of ₹ 183.35 million and ₹ 45.00 million by Ashok D. Thakkar and Sunita A. Magnani pursuant to the letter dated August 18, 2020 and ₹ 9.27 million by Amit Majumdar (jointly held with Dolly Majumdar) pursuant to the letter dated August 18, 2020, ₹ 75.00 million by Ashok Popatlal Shah pursuant to the letter dated August 18, 2020, ₹ 83.34 million by Ashwin S. Thakkar pursuant to the letter dated August 18, 2020, ₹ 34.57 million by Bela Mukesh Gandhi (jointly held with Mukesh Gandhi) pursuant to the letter dated August 18, 2020, ₹ 124.65 million by Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah) pursuant to the letter dated August 18, 2020, ₹ 75.00 million by Chandresh Popatlal Shah pursuant to the letter dated August 18, 2020, ₹ 215.00 million by Deepak T. Thakkar pursuant to the letter dated August 18, 2020, ₹ 562.90 million by Lalit T. Thakkar pursuant to the letter dated August 18, 2020, ₹ 0.64 million by Mahesh D. Thakkar pursuant to the letter dated August 18, 2020, ₹ 10.42 million by Manjula Ramnik Gala pursuant to the letter dated August 18, 2020, ₹ 197.91 million by Mukesh Gandhi (jointly held with Bela Mukesh Gandhi) pursuant to the letter dated August 18, 2020, ₹ 52.09 million by Muskaan Doultani pursuant to the letter dated August 18, 2020, ₹ 6.18 million by Nikhil H. Daxini pursuant to the letter dated August 18, 2020 and ₹ 124.65 million by Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah) pursuant to the letter dated August 18, 2020.*

(3) *Subject to valid Bids having been 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 would be met through the Equity Shares issued pursuant to the Fresh Issue and thereafter, the balance subscription in the Offer would 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 allocated 60.00% of the QIB Portion to Anchor Investors, at the Anchor Investor Allocation Price, on a discretionary basis, in accordance with the 2018 SEBI ICDR Regulations. In accordance with the 2018 SEBI ICDR Regulations, one-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For details, please see the section entitled "Offer Procedure" on page 567.*

(5) *Subject to valid Bids having been received at, or above, the Offer Price.*

Allocation to Bidders in all categories, except the Retail Portion and the Anchor Investor Portion, if any, would be made on a proportionate basis, subject to valid Bids, having been received at or above the Offer Price. The allocation to each Retail Individual Bidder would 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, would be allocated on a proportional basis. For details, please see the section entitled "*Offer Procedure – Basis of Allotment*" on page 616.

For further details in relation to the terms of the Offer, please see the section entitled "*Terms of the Offer*" on page 560.

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 194.

For details of the business of our Company, please see the section entitled "*Our Business*" on page 173.

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 6807 0100
Fax: +91 22 6807 0107
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:

6th Floor, Ackruti Star
Central Road, MIDC
Andheri (East)
Mumbai 400 093
Tel: +91 22 4000 3600
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	Whole Time Director and Chief Executive Officer	01773822	F-1701, Whispering Palms, Xxclusive, Akurli Road, Lokhandwala Township, 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 Xxclusive, Akurli Road, Lokhandwala Complex, Kandivali East, Mumbai 400 101

For further details of our Directors, please see the section entitled "*Our Management*" on page 216.

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
6th Floor, Ackruti Star
Central Road, MIDC
Andheri (East)
Mumbai 400 093
Tel: +91 22 4000 3600
Fax: +91 22 3935 7699
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. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below.

All grievances other than by Anchor Investors, 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 and the ASBA Account number or the UPI ID (for RIIs who make the payment of Bid Amount through the UPI Mechanism) linked to the ASBA Account.

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

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, name and address of the relevant Designated

Intermediary, unique transaction reference number, the name of the relevant bank, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLM where the Bid cum Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

ICICI Securities Limited
ICICI Centre, H.T. Parekh Marg
Churchgate
Mumbai 400 020
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: Arjun A Mehrotra/Rupesh Khant
SEBI Registration No.: INM000011179

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: Disha Doshi / Amitkumar Singh
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

Angel Broking Limited*
G-1, Ground Floor
Akruti Trade Centre
Road No. 7
MIDC, Andheri (East)
Mumbai 400 093
Tel: 022 4000 3600
Fax: 022 3935 7699
E-mail: syndicate.ipo@angelbroking.com
Website: www.angelbroking.com
SEBI Registration Number: INZ000161534
Contact Person: Vineet Agrawal

* *Angel Broking Limited will act as a Syndicate Member for the Offer and will accept Bids in the Offer. The Company will ensure compliance with the SEBI Stock-Brokers Regulations, at all times. The Company will not undertake any solicitation in relation to the Offer and will comply with all applicable restrictions under Regulation S of the Securities Act, as required in relation to the Offer. For further details, please see the section entitled "Other Regulatory and Statutory Disclosures - Disclaimer in relation to Angel Broking Limited acting as a Syndicate Member for the Offer" on page 547.*

ICICI Securities Limited
ICICI Centre, H.T. Parekh Marg
Churchgate
Mumbai 400 020
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: Arjun A Mehrotra/Rupesh Khant
SEBI Registration No.: INM000011179

Edelweiss Securities Limited
Edelweiss House, Off CST Road,
Kalina Mumbai – 400 098
Tel: +91 22 4063 5569
Fax: -
E-mail: angelbroking.ipo@edelweissfin.com

SBICAP Securities Limited
Marathon Futurex A&B Wing
12th Floor, N M Joshi Marg
Lower Parel
Mumbai 400 013
Tel: +91 22 4227 3300

Website: www.edelweissfin.com
SEBI Registration Number: INZ000166136
Contact Person: Prakash Boricha

Investec Capital Services (India) Private Limited
1103-04, 11th Floor
B Wing
Parinee Crescenzo
Bandra Kurla Complex
Mumbai 400 051
Tel: +91 22 6849 7400
Fax: -
E-mail: suhani.bhareja@investec.co.in
Investor Grievance E-mail:
Regulator-Correspondence@investec.co.in
Website: https://www.investec.com/india.html
SEBI Registration Number: INZ000007138
Contact Person: Suhani Bhareja

Fax: -
E-mail: archana.dedhia@sbicapsec.com
Investor Grievance E-mail: Complaints@sbicapsec.com
Website: www.sbismart.com
SEBI Registration Number: INZ000200032
Contact Person: Archana Dedhia

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 World Centre
10th & 13th Floor, Tower 1C
841 Senapati Bapat Marg
Mumbai 400 013
Tel: +91 22 6636 5000
Fax: +91 22 6636 5050

Special Purpose International Legal Counsel to the BRLMs

Squire Patton Boggs Singapore LLP
1 Marina Boulevard
#21-01 One Marina Boulevard
Singapore 018989
Republic of Singapore
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

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai 400 028
Maharashtra, India
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 Marg
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

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

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

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

State Bank of India
Capital Markets Branch

Mumbai Main Branch Building
3rd Floor, Samachar Marg, Fort
Mumbai 400 023
Tel: +91 22 2271 9102 / +91 22 2271 9112
Fax: +91 22 22719126 / +91 22 22719125
E-mail: sbi.11777@sbi.co.in/ nib.11777@sbi.co.in
Website: sbi.co.in
Contact Person: Indra Kant Chaurasia

Escrow Collection Bank, Refund Bank, Public Offer Account Bank and Sponsor Bank

ICICI Bank Limited
Capital Market Division
1st Floor, 122, Mistry Bhavan
DinshawVachha Road
Backbay Reclamation
Churchgate
Mumbai 400 020
Tel: 022 6681 8911/23/24
Fax: 022 2261 1138
E-mail: kmr.saurabh@icicibank.com
Website: www.icicibank.com
SEBI Registration Number: INBI00000004
Contact Person: Saurabh Kumar

Designated Intermediaries

SCSBs

The list of banks that have registered with SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI mechanism) is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as updated and prescribed by SEBI from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI from time to time.

Applications through UPI in the Offer can be made only through the SCSBs/ mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI mechanism is provided as Annexure 'A' to the SEBI Circular dated July 26, 2019. The said list shall be updated on SEBI website.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, being, through the Registered Brokers at the Broker Centres. 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 Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx? and www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

RTAs

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and https://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, 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 the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, 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 26, 2020 , from the Statutory Auditors namely, S.R. Batliboi & Co. LLP, to include the references to include their name as required under Section 26(1) of the Companies Act, 2013 read with the 2009 SEBI ICDR Regulations in this 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 7, 2020 on our Restated Consolidated Financial Information and our Restated Standalone Financial Information; and (ii) their report dated August 21, 2020 on the statement of tax benefits, included in this Prospectus and such consent has not been withdrawn as on the date of this 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 has appointed ICICI Bank Limited as a monitoring agency for monitoring the utilization of Net Proceeds, in accordance with Regulation 41(1) of the 2018 SEBI ICDR Regulations, as our Offer size (excluding the Offer for Sale) exceeds ₹ 1,000 million. For further details, please see the section entitled "*Objects of the Offer – Monitoring Agency*" on page 112. The details of the Monitoring Agency are provided below:

ICICI Bank Limited
Capital Market Division
1st Floor, 122, Mistry Bhavan
DinshawVachha Road
Backbay Reclamation
Churchgate
Mumbai 400 020
Tel: 022 6681 8911/23/24
Fax: 022 2261 1138
E-mail: kmr.saurabh@icicibank.com
Website: www.icicibank.com
SEBI Registration Number: INBI00000004
Contact Person: Saurabh Kumar

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, *inter alia*: • 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, *inter alia*: • 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, *inter-alia*: • 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 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	I-Sec, Edelweiss, SBICAP	SBICAP

Sr. No.	Activity	Responsibility	Coordinator
	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 and the Bid cum Application Forms and the Revision Forms within the Price Band, which was 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, The Financial Express, (ii) all editions of the Hindi national daily newspaper, Jansatta, and (iii) the Mumbai edition of the Marathi newspaper, Navshakti (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and was made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price was determined by our Company in consultation with the Investor Selling Shareholder and the BRLMs.

All Bidders, except Anchor Investors, participated in the Offer only through the ASBA process by providing details of their respective ASBA Accounts in which the corresponding Bid Amount was blocked by the SCSBs. Retail Individual Bidders participated through the ASBA process by either: (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCBS, or (b) through the UPI Mechanism. Anchor Investors were not permitted to participate in the Offer through the ASBA process.

In accordance with the 2018 SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion were not permitted to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders could revise their Bid(s) during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors were not allowed to withdraw their Bid(s) after the Anchor Investor Bid/Offer Period. Allocation to the Anchor Investors was on a discretionary basis.

The process of Book Building under the 2018 SEBI ICDR Regulations and the bidding process is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

Bidders 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 565 and 567, 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 614.

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 have entered 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. Angel Broking Limited will not act as an Underwriter in this Offer.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares

Name of the Underwriter	Address, telephone number, fax number and e-mail address of the Underwriter	Indicative number of Equity Shares to be underwritten*	Amount underwritten (₹ million)
ICICI Securities Limited	ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020 Maharashtra, India; **Tel:** +91 22 22882460; **Fax:** +91 22 22826580; **E-mail:** angel.ipo@icicisecurities.com	6,535,945	2,000.00
Edelweiss Financial Services Limited	Edelweiss House, Off CST Road, Kalina, Mumbai – 400 098, Maharashtra, India; **Tel:** +91 22 4009 4400; **Fax:** +91 22 40863610; **E-mail:** angelbroking.ipo@edelweissfin.com	6,535,845	1,999.97
SBI Capital Markets Limited	202, Maker Tower 'E', Cuffe Parade, Mumbai – 400 005, Maharashtra, India; **Tel:** +91 22 2217 8300; **Fax:** +91 22 22188332 ; **E-mail:** angelbroking.ipo@sbicaps.com	6,535,745	1,999.94
Edelweiss Securities Limited	Edelweiss House, Off CST Road, Kalina, Mumbai 400 098, India; **Tel:** +91 22 4063 5569; **Fax:**-; **E-mail:** angelbroking.ipo@edelweissfin.com	100	0.03
Investec Capital Services (India) Private Limited	1103-04, 11th Floor, B Wing, Parinee Crescenzo, Bandra Kurla Complex, Mumbai, India; **Tel:** +91 22 6849 7400; **Fax:** -; **E-mail**: suhani.bhareja@investec.co.in	100	0.03
SBICAP Securities Limited	Marathon Futurex, 12th Floor, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel, Mumbai 400 013; **Tel:** +91 22 4227 3300; **Fax**:-;**E-mail**:archana.dedhia@sbicapsec.com	100	0.03
Grand Total		**19,607,835**	**6,000.00**

**Subject to finalisation of Basis of Allotment*

The above-mentioned discloses indicative underwriting commitment and actual underwriting devolvement will be finalised after actual allocation in accordance with the provisions of the 2018 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 IPO Committee, at its meeting held on September 25, 2020, 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.

CAPITAL STRUCTURE

The Equity Share capital of our Company as on the date of this 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 PROSPECTUS**		
	Offer of 19,607,835 Equity Shares** of face value of ₹10 each aggregating to ₹ 6,000.00 million(1)(2)	196,078,350	6,000.00
	of which		
	Fresh Issue of 9,803,921 Equity Shares** of face value of ₹10 each aggregating to ₹ 3,000.00 million(1)	98,039,210	3,000.00
	Offer for Sale of 9,803,914 Equity Shares** of face value of ₹10 each aggregating to ₹ 3,000.00 million (2)	98,039,140	3,000.00
D.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER**		
	81,798,924 Equity Shares** of face value of ₹ 10 each	817,989,240	-
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	₹ 977.09	
	After the Offer	₹ 3,879.05	

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 194.

*** Subject to finalization of Basis of Allotment.*

(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.

(2) For details of authorizations received for the Offer for Sale, please see the section entitled "The Offer" on page 79.

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 45.*

(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 45.*

(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. Thakker. 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 45.*

(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. Thakker, 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 45.*

(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 45.

(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 45..

(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 Doultani, 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. Wadhwani, Asha Govind Mehta and Roy H. Thomas.

(8) 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 194.

(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 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 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

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 Prospectus.

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.

Date of Allotment	Name of the Shareholder	Nature of transaction	No. of Equity Shares allotted	Issue Price (₹)	Benefits accrued to our Company
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 194.*

(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 Haresh 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 Prospectus, our Promoters hold 20,718,725 Equity Shares, equivalent to 28.77 of the pre-Offer 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	0.00
	May 9, 1998	Preferential allotment(2)	500,000	10	10	Cash	0.69	0.61
	June 30, 2003	Transfer(3)	913,500	10	Please see Note 3 below.	Cash	1.27	1.12
	June 30, 2003	Transfer(4)	595,000	10	Please see Note 4 below.	Cash	0.83	0.73
	September 12, 2007	Transfer(5)	125,000	10	10	Cash	0.17	0.15
	November 20, 2007	Transfer(6)	360,378	10	65	Cash	0.50	0.44

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 (%)
	November 28, 2007	Allotment pursuant to swap of Equity Shares(7)	857,883	10	-	Other than cash	1.19	1.05
	March 27, 2018	Bonus issue(8)	13,415,044	10	-	Other than cash	18.63	16.40
Total (A)			**16,768,805**				**23.29**	**20.50**
Ashok D. Thakkar	September 12, 2007	Transfer(9)	317,500	10	10	Cash	0.44	0.39
	November 28, 2007	Allotment pursuant to swap of equity shares(10)	322,484	10	-	Other than cash	0.45	0.39
	March 27, 2018	Bonus issue(11)	2,559,936	10	-	Other than cash	3.56	3.13
Total (B)			**3,199,920**				**4.44**	**3.91**
Sunita A. Magnani	March 15, 1997	Preferential Allotment(12)	10,000	10	10	Cash	0.01	0.01
	November 29, 1997	Preferential Allotment(13)	5,500	10	10	Cash	0.01	0.01
	June 30, 2003	Transfer(14)	(15,500)	10	10	Cash	(0.02)	(0.02)
	November 28, 2007	Preferential Allotment(15)	150,000	10	32.42	Cash	0.21	0.18
	March 27, 2018	Bonus issue(16)	600,000	10	-	Other than cash	0.83	0.73
Total (C)			**750,000**				**1.04**	**0.92**
Total (A+B+C)			**20,718,725**				**28.77**	**25.33**

(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 45.*

(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 45.*

(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. Thakker, 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 45.*

(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 45 and "Risk Factors – Prominent Notes" on page 54.*

(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 45.*

(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 194.*
(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 194.*
(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 45. .*
(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 45.*
(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 45.*
(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 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 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	4.44	2,600,747	3.18
2.	Dinesh D. Thakkar	16,768,805	23.29	16,768,805	20.50
3.	Sunita A. Magnani	750,000	1.04	602,942	0.74
	Total (A)	**20,718,725**	**28.77**	**19,972,494**	**24.42**
Promoter Group					
1.	Deepak T. Thakkar	3,396,155	4.72	2,693,541	3.29
2.	Dinesh Thakkar HUF	616,940	0.86	616,940	0.75
3.	Jaya Prakash Ramchandani	770	0.00	770	0.00
4.	Kanta D. Thakkar	5,420	0.01	5,420	0.01
5.	Lalit T. Thakkar	8,936,780	12.41	7,097,234	8.68
6.	Mahesh D. Thakkar	3,080	0.00	983	0.00
7.	Nirwan Monetary Services Private Limited	6,065,310	8.42	6,065,310	7.41
	Total (B)	**19,024,455**	**26.42**	**16,480,198**	**20.15**
	Total (A+B)	**39,743,180**	**55.19**	**36,452,692**	**44.56**

• *Details of Promoters' contribution and lock-in*

(i) Pursuant to Regulations 32 and 36 of the 2009 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	Percentage of the post-Offer paid-up capital (%)	Date up to which the Equity Shares are subject to lock-in
Dinesh D. Thakkar	May 9, 1998	May 9, 1998	Preferential allotment	500,000	10	10	93,195.00	0.11	September 29, 2023
	June 30, 2003	June 30, 2003	Transfer(1)	913,500	10	Please refer to footnote (1)	93,195.00	1.12	September 29, 2023
	June 30, 2003	June 30, 2003	Transfer(2)	595,000	10	Please refer to footnote (2)	595,000.00	0.73	September 29, 2023
	September 12, 2007	September 12, 2007	Transfer	125,000	10	10	125,000.00	0.15	September 29, 2023
	November 20, 2007	November 20, 2007	Transfer	360,378	10	65	360,378.00	0.44	September 29, 2023
	November 28, 2007	November 28, 2007	Allotment pursuant to swap of equity shares	857,833	10	Nil	857,883.00	1.05	September 29, 2023
	March 27, 2018	March 27, 2018	Bonus issue	13,415,044	10	Nil	13,415,044.00	16.40	September 29, 2023
Ashok D. Thakkar	NIL								
Sunita A. Magnani	NIL								
Total							**16,360,000.00**	**20.00%**	

(1) 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 45.

(2) 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. Thakker, 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 45.

(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 2009 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 2009 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 in accordance with the 2009 SEBI ICDR Regulations.

(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 2009 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 2009 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 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									
								Class (Equity)	**Total**	**Total as a % of (A+B+C)**			**No. (a)**	**As a % of total shares held (b)**	**No. (a)**	**As a % of total shares held (b)**	
(A)	Promoters and Promoter Group	10	39,743,180	-	-	39,743,180	55.19	39,743,180	39,743,180	55.19	-	-		-		- -	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 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	4.44
10.	Bela Mukesh Gandhi (jointly held with Mukesh Gandhi)	2,044,515	2.84
Total		**66,260,215**	**92.02**

- Two years prior to the date of filing of this 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	4.44
10.	Bela Mukesh Gandhi (jointly held with Mukesh Gandhi)	2,044,515	2.84
Total		**66,260,215**	**92.02**

7. 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 92.

8. 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 Prospectus.

9. As on the date of this 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.

10. 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.

11. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

12. 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.

13. As on the date of this 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 Prospectus, the Selling Shareholders hold 32,960,834 Equity Shares, constituting 40.29% of the post-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	2,600,747	4.44	3.18
2.	Sunita A. Magnani	750,000	602,942	1.04	0.74
Investor Selling Shareholder					
3.	IFC	12,927,760	9,006,124	17.96	11.01
Individual Selling Shareholders					
4.	Amit Majumdar (jointly held with Dolly Majumdar)	44,515	14,206	0.06	0.02
5.	Ashok Popatlal Shah	1,024,820	779,723	1.42	0.95
6.	Ashwin S. Thakkar	500,000	227,651	0.69	0.28
7.	Bela Mukesh Gandhi (jointly held with Mukesh Gandhi)	2,044,515	1,931,527	2.84	2.36
8.	Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah)	3,251,970	2,844,614	4.52	3.48
9.	Chandresh Popatlal Shah	1,024,815	779,718	1.42	0.95
10.	Deepak T. Thakkar	3,396,155	2,693,541	4.72	3.29
11.	Lalit T. Thakkar	8,936,780	7,097,234	12.41	8.68
12.	Mahesh D. Thakkar	3,080	983	0.004	0.00
13.	Manjula Ramnik Gala	50,000	15,957	0.07	0.02
14.	Mukesh Gandhi (jointly held with Bela Mukesh Gandhi)	5,581,500	4,934,727	7.75	6.03
15.	Muskaan Doultani	250,000	79,782	0.35	0.10
16.	Nikhil H. Daxini	29,675	9,471	0.04	0.01
17.	Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah)	4,087,500	3,680,144	5.68	4.50
	Total	**47,103,005**	**37,299,091**	**65.43**	**45.60**

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. ESOP 2018 was amended pursuant to the resolutions by our Board on May 11, 2018 and September 13, 2019. 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 and our Subsidiaries. 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 Prospectus:

<table>
<tr><td>Options granted</td><td>
<table>
<tr><th>Period</th><th>Number of options granted</th></tr>
<tr><td>Fiscal 2016</td><td>Not Applicable</td></tr>
<tr><td>Fiscal 2017</td><td>Not Applicable</td></tr>
<tr><td>Fiscal 2018</td><td>Not Applicable</td></tr>
<tr><td>Fiscal 2019</td><td>2,940,870</td></tr>
<tr><td>Fiscal 2020</td><td>Not Applicable</td></tr>
<tr><td>Quarter ended June 30, 2020</td><td>Not Applicable</td></tr>
<tr><td>Period between 1 July 2020 to till date</td><td>Not Applicable</td></tr>
<tr><td>Total options granted as on date</td><td>2,940,870</td></tr>
</table>
</td></tr>
<tr><td>The pricing formula to estimate fair value of each option</td><td>The Company has followed the black Scholes model</td></tr>
<tr><td>Exercise price of options (in ₹)</td><td>₹ 211.51 per option</td></tr>
<tr><td>Options vested (excluding the options that have been exercised)</td><td>471,929</td></tr>
<tr><td>Options exercised</td><td>Nil</td></tr>
<tr><td>Total number of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options)</td><td>2,001,422</td></tr>
<tr><td>Options forfeited/lapsed/cancelled</td><td>939,448</td></tr>
<tr><td>Variation in terms of options</td><td>Not Applicable</td></tr>
<tr><td>Money realised by exercise of options</td><td>Nil</td></tr>
<tr><td>Total number of options in force</td><td>2,001,422</td></tr>
<tr><td>Employee wise details of options granted to:</td><td></td></tr>
<tr><td>(i) Senior managerial personnel (i.e. Directors and Key Managerial Personnel)</td><td>
<table>
<tr><th>Name of senior managerial personnel</th><th>Total number of options granted</th></tr>
<tr><td>Vinay Agrawal</td><td>444,100</td></tr>
<tr><td>Vineet Agrawal</td><td>168,300</td></tr>
<tr><td>Ketan Shah</td><td>153,300</td></tr>
</table>
</td></tr>
<tr><td>(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</td><td>
<table>
<tr><th>Name of employee</th><th>Total number of options granted</th><th>Percentage of total options (%)</th></tr>
<tr><td>Rohit Ambosta</td><td>211,800</td><td>10.35</td></tr>
<tr><td>Subhash Menon</td><td>149,100</td><td>7.29</td></tr>
<tr><td>Sandeep Bhardwaj</td><td>185,300</td><td>9.06</td></tr>
<tr><td>Nilesh Gokral</td><td>150,000</td><td>7.33</td></tr>
<tr><td>Prabhakar Tiwari</td><td>144,270</td><td>7.05</td></tr>
<tr><td>Vaibhav Agrawal</td><td>112,700</td><td>5.51</td></tr>
</table>
</td></tr>
<tr><td>(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)</td><td>Nil</td></tr>
</table>

<table>
<tr><td>of our Company at the time of grant</td><td></td></tr>
<tr><td>Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with Accounting Standard (AS) 20 ‘Earning Per Share’</td><td>Diluted EPS is similar to basic EPS</td></tr>
<tr><td>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</td><td>Not Applicable</td></tr>
<tr><td>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</td><td>
<table>
<tr><th>Grant date</th><th>May 11, 2018</th><th>August 1, 2018</th><th>October 15, 2018</th><th>Novembe r 2, 2018</th><th>March 18, 2019</th></tr>
<tr><td>Weighted average fair value of options granted</td><td>20.13</td><td>7.26</td><td>2.78</td><td>2.68</td><td>2.18</td></tr>
<tr><td>Exercise price</td><td>211.51</td><td>211.51</td><td>211.51</td><td>211.51</td><td>211.51</td></tr>
</table>
</td></tr>
<tr><td>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</td><td>To ascertain the reasonableness of the valuation of options, the fair value of each option granted has been adopted based on the estimates on the date of grant using the black Scholes model with the following inputs:
<table>
<tr><th>Grant date</th><th>May 11, 2018</th><th>August 1, 2018</th><th>October 15, 2018</th><th>November 2, 2018</th><th>March 18, 2019</th></tr>
<tr><td>Expected dividend yield</td><td>30%</td><td>30%</td><td>30%</td><td>30%</td><td>30%</td></tr>
<tr><td>Expected volatility</td><td>28.44%-40.95%</td><td>31.30%-40.30%</td><td>34.21%-39.95%</td><td>36.99%-41.46%</td><td>40.03%-41.14%</td></tr>
<tr><td>Risk free interest rate</td><td>7.04%-7.78%</td><td>7.14%-7.81%</td><td>7.47%-7.86%</td><td>7.20%-7.63%</td><td>6.58%-7.00%</td></tr>
<tr><td>Share price at the grant date</td><td>211.51</td><td>142.37</td><td>103.17</td><td>100.34</td><td>95.31</td></tr>
<tr><td>Weighted average Exercise price</td><td>211.51</td><td>211.51</td><td>211.51</td><td>211.51</td><td>211.51</td></tr>
</table>
Life of options - The employees have a period of 1 year from vesting date, to exercise their vested options. The management expects that these options will be exercised immediately on its vesting.</td></tr>
<tr><td>Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in Regulation 15 of the SEBI ESOP Regulations in respect</td><td>Not Applicable</td></tr>
</table>

of options granted in the last three years	
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. Other than 174,128 Equity Shares of the Company allotted to Vinay Agrawal, the Director and Chief Executive Officer of the Company, on March 28, 2018 under ESPS 2017 at a price of ₹ 62.70 per Equity Share, no other Equity Shares of the Company have been allotted under ESPS 2017. The diluted EPS as of June 30, 2020 of such equity shares is ₹ 6.57 based on Restated Consolidated Financial Information. Further, Vinay Agrawal has confirmed that he has no intention to sell the 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 Prospectus with SEBI.

18. As on the date of the filing of this 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 the 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 this 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 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 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 Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges.

31. In terms of Rule 19(2)(b)(ii) of the SCRR, the Equity Shares issued in the Offer shall aggregate to at least such percentage of the post-Offer Equity Share capital of our Company (calculated at the Offer Price) that will be at least ₹ 4,000 million. The Offer was made through the Book Building Process in accordance with Regulation 26(1) of the 2009 SEBI ICDR Regulations, wherein not more than 50.00% of the Offer was allocated on a proportionate basis to QIBs. Our Company in consultation with the BRLMs allocated 60.00% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third was reserved for domestic Mutual Funds only, subject to valid Bids having been received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the 2009 SEBI ICDR Regulations. 5.00% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. Further, not less than 15.00% of the Offer was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer was available for allocation to Retail Individual Bidders in accordance with the 2009 SEBI ICDR Regulations, subject to valid Bids having been 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 and the expenses in relation to all corporate advertisements) 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:

(In ₹ million)

Particulars	Estimated Amount
Gross proceeds of the Fresh Issue	3,000.00
Less: Offer related expenses*	168.30
Net Proceeds	**2,831.70**

**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:

(In ₹ million)

Particulars	Amount
To meet working capital requirements	2,300.00
General corporate purposes	531.70

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 44.

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:

(In ₹ million)

Particulars	Total Amount	Estimated Utilisation for the Financial Year ended March 31, 2021
To meet working capital requirements	2,300.00	2,300.00
General corporate purposes	531.70	531.70
Total Net Proceeds	**2,831.70**	**2,831.70**

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, 2020, on a standalone basis, our Company's sanctioned working capital facilities in the form of short-term borrowings was ₹ 18,360.00 million and bank guarantees placed at exchanges as margin was ₹ 2,752.50 million. As of June 30, 2020, on a standalone basis, our Company's outstanding working capital facilities in the form of short term borrowings was ₹ 6,596.58 million and bank guarantees placed at exchanges as margin was ₹ 2,276.50 million. For further details, please see the section entitled "*Financial Indebtedness*" on page 482.

   Our Company requires additional working capital for funding its working capital requirements in the Financial Year 2021. The funding of the working capital requirements of our Company is expected to 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.

   Our Auditors, S.R. Batliboi & Co. LLP, have provided no assurance on the prospective financial information or projections as disclosed and have performed no service with respect to it.

Basis of estimation of working capital requirement

On the basis of the existing working capital requirements of the Company and the incremental and proposed working capital requirements, as provided in the Company's business plan approved by the Board of Directors of the Company in its meeting dated February 12, 2020:

(In ₹ million)

Sr. No.	Particulars	As at March 31, 2020	As at June 30, 2020
I.	**A. Assets**		
	Current Accounts	3,384.02	1,105.74
	Cheques on hand	1.11	0.39
	Cash on hand	0.40	0.30
	Fixed deposits with maturity of less than 3 months	2,510.95	3,754.50
	Interest accrued on fixed deposit with maturity less than 3 months	3.44	6.89
	Bank Balance other than cash and cash equivalent	7,815.52	14,265.80
	Trade Receivables	386.50	559.83
	Loans	2,495.67	7,737.78
	Other financial assets	46.99	55.72
	Other non-financial assets	108.52	125.74
	Total Assets	**16,753.13**	**27,612.69**
II.	**B. Liabilities**		
	Trade Payables		
	Total outstanding dues of creditors other than micro enterprises and small enterprises	9,394.53	15,036.16
	Other financial liabilities	1,285.62	1,311.09
	Provisions	15.70	19.12
	Other non-financial liabilities	285.97	467.19
	Total Liabilities	**10,981.82**	**16,833.56**
III.	**C. Total Working Capital Requirement [A-B]**	**5,771.30**	**10,779.13**
IV.	**D. Means of Finance**		
	Borrowings (Other than Debt Securities)	4,766.63	6,610.42
	Internal Accruals	1,004.67	4,168.70
	Net Proceeds from Issue		
	Total Means of Finance	**5,771.30**	**10,779.13**

The details of our Company's expected working capital requirements on a standalone basis for the Financial Year 2021 and funding of the same are as provided in the table below:

(In ₹ million)

Sr. No.	Particulars	As at March 31, 2021
I.	**Assets - A**	
	Current Accounts	1,100.00
	Cheques on hand	0.44
	Cash on hand	-
	Fixed deposits with maturity of less than 3 months	5,008.71
	Interest accrued on fixed deposit with maturity less than 3 months	7.90
	Bank Balance other than cash and cash equivalent	16,372.00
	Trade Receivables	588.00
	Loans	8,123.68
	Other financial assets	44.75
	Other non-financial assets	61.73
	Total Assets	**31,307.22**
II.	**Liabilities - B**	
	Trade Payables	17,233.95
	Other financial liabilities	1,475.13
	Provisions	19.12
	Other non-financial liabilities	419.12
	Total Liabilities	**19,147.32**
III.	**C. Total Working Capital Requirement [A-B]**	**12,159.91**
IV.	**D. Means of Finance**	
	Borrowings (Other than Debt Securities)	4,018.17
	Internal Accruals	5,841.79
	Net Proceeds from Offer	2,300.00
	Total Means of Finance	**12,159.97**

Assumptions for working capital requirements

Assumptions for working capital requirements	For the year ending March 31, 2020	For the year ending June 30, 2020	For the year ending March 31, 2021	Basis for Assumption
Trade Receivables	0.15	0.08	0.08	Times of Cash Delivery ADTO for the month
Loans	0.95	1.14	1.14	Times of Cash Delivery ADTO for the month
Bank Balance other than cash and cash equivalent	1.84%	1.72%	1.72%	Percentage of ADTO for the month
Trade Payables	2.21%	1.81%	1.81%	Percentage of ADTO for the month
Other financial liabilities	0.30%	0.16%	0.16%	Percentage of ADTO for the month

Trade Receivables and Loans Calculations

(In ₹ million)

Trade receivables and Loans Calculations	For the year ending March 31, 2020	For the year ending June 30, 2020	For the year ending March 31, 2021
Trade receivables	386.50	559.83	587.75
Loans	2,495.67	7,737.78	8,123.68
Cash delivery ADTO	2,620	6,810	7,149
Trade receivables [times of cash delivery ADTO for the month]	0.15	0.08	0.08
Loans[times of cash delivery ADTO for the month]	0.95	1.14	1.14

Bank Balance other than cash and cash equivalent calculations

(In ₹ million)

Bank Balance other than cash and cash equivalent calculations	For the year ending March 31, 2020	For the year ending June 30, 2020	For the year ending March 31, 2021
ADTO for the month	**425,900**	**828,850**	**950,000**
Bank Balance other than cash and cash equivalent	7,815.52	14,265.80	16,372.00
Percentage of ADTO for the month	1.84%	1.72%	1.72%

Trade Payable Calculations

(In ₹ million)

Trade Payable Calculations	For the year ending March 31, 2020	For the year ending June 30, 2020	For the year ending March 31, 2021
ADTO for the month	**425,900**	**828,850**	**950,000**
Trade Payables	9,394.53	15,036.16	17,233.95
Percentage of ADTO for the month	2.21%	1.81%	1.81%

Other Financial Liabilities Calculations

(In ₹ million)

Other Current Liabilities Calculations	For the year ending March 31, 2020	For the year ending June 30, 2020	For the year ending March 31, 2021
ADTO for the month	425,900	828,850	950,000
Other financial liabilities	1,285.62	1,311.09	1,475.13
Percentage of ADTO for the month	0.30%	0.16%	0.16%

Pursuant to the certificate dated September 12, 2020, P.M Khatri & 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 to ₹ 531.70 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 2009 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 ₹ 336.60 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, Sponsor Bank, Bankers to the Offer including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Designated Intermediaries 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 * (₹ 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)	165.00	49.02	2.75
Processing fee to SCSBs, fees payable to the Sponsor Bank for Bids made by RIBs using UPI and Bankers to the Offer(2)	17.86	5.31	0.30
Brokerage and selling commission for members of the Syndicate, SCSBs, Registered Brokers, RTAs and CDPs, as applicable(1)(2)	15.15	4.50	0.25
Fee payable to Registrar to the Offer	0.00	0.00	0.00
Printing and stationery expenses	19.49	5.79	0.32
Advertising and marketing expenses	28.20	8.38	0.47
Others: i. Listing fee; ii. SEBI, BSE and NSE processing fee; iii. Fee payable to legal counsels; and iv. Miscellaneous.	90.90	27.01	1.51
Total estimated Offer Expenses	**336.60**	**100.00**	**5.61**

** Exclusive of applicable taxes. Offer expenses are estimates and are subject to change.*

1. *Selling commission payable to members of the Syndicate, SCSBs, RTAs and CDPs on the amounts received against the Equity Shares Allotted (i.e. product of the Equity Shares Allotted and the Offer Price) would be as follows:*

Portion for Retail Individual Investors	*0.35% (plus applicable goods and services tax)*
Portion for Non-Institutional Investors	*0.20% (plus applicable goods and services tax)*

Further, bidding charges of ₹ 10 (plus applicable goods and services tax) shall be per valid ASBA Form collected by the Syndicate, RTAs and CDPs (excluding applications made by Retail Individual Investors using the UPI Mechanism). The terminal from which the Bid has been uploaded will be considered in order to determine the total bidding charges. No additional bidding charges shall be payable to SCSBs on the Bid cum Application Forms directly procured by them. Selling commission payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Investors, which are directly procured by the Registered Brokers and submitted to SCSB for processing, shall be ₹ 10 per valid Bid cum Application Form (plus applicable goods and services tax).

2. *Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Syndicate / Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ 10 per valid Bid cum Application Form (plus applicable taxes).*
3. *Processing fees for applications made by Retail Individual Investors using the UPI Mechanism would be as follows:*

Syndicate / RTAs / CDPs/ Registered Brokers	*₹ 30 per valid Bid cum Application Form* (plus applicable taxes)*
Sponsor Bank	*₹ 8 per valid Bid cum Application Form* (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.*

** Based on valid Bid cum Application Forms*

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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 Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring Agency

ICICI Bank Limited has been appointed as the Monitoring Agency for monitoring the utilisation of Net Proceeds, as our Offer size (excluding the Offer for Sale by the Selling Shareholders) exceeds ₹ 1,000 million, in accordance with Regulation 41 of the 2018 SEBI ICDR Regulations. Our Board (or a duly authorised Audit Committee) 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 and details of category wise variations in the utilisation of the Net Proceeds from the objects of the Offer as stated above. In accordance with Regulation 47 of the 2018 SEBI ICDR Regulations, this information will also be published in newspapers simultaneously with the interim or annual financial results of our Company, after placing such information before our Audit Committee and its explanation in the Directors' 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 Schedule XX of the 2018 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 has been 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 30.5 times the face value at the lower end of the Price Band and 30.6 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 173, 19, 485 and 240, 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 19 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 authorised persons 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 174.

Quantitative Factors

Certain information presented below, relating to our Company, is derived from the Restated Financial Information. For details, please see the section entitled "*Financial Statements*" on page 240.

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 from total operations ("EPS"):

Derived from Restated Consolidated Financial Information:

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year 2020	11.44	11.44	3
Financial Year 2019	11.09	11.09	2
Financial Year 2018	14.91	14.91	1
Weighted Average	**11.90**	**11.90**	
Period ended June 30, 2020*	6.57	6.57	

** Not annualised*

Derived from Restated Standalone Financial Information:

Financial Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial Year 2020	12.03	12.03	3
Financial Year 2019	10.65	10.65	2
Financial Year 2018	14.07	14.07	1
Weighted Average	**11.91**	**11.91**	
Period ended June 30, 2020*	5.30	5.30	

** Not annualised*

Notes:
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 period / year.*
2. *Net worth for ratios = Equity share capital + Reserves and surplus (including Subsidy, Securities Premium and Surplus/ (Deficit).*
3. *The figures disclosed above are based on the restated financial information of our Company.*
4. *The face value of each Equity Share is ₹ 10.*

(5) *Basic and diluted Earnings/ (loss) per share) = Net Profit/ (Loss) available to Equity Shareholders/Weighted Average number of equity shares outstanding during the period/year.*
(6) *Basic EPS and Diluted EPS calculations are in accordance with the relevant accounting standard.*
(7) *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Information as appearing in the section entitled "Financial Statements" on page 240.*

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ 305 to ₹ 306 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 2020	25.35	25.44	26.66	26.75
P/E ratio based on Diluted EPS for Financial Year 2020	25.35	25.44	26.66	26.75

Industry P/E ratio

Particulars	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	54.7	Motilal Oswal Financial Services Limited	1
Lowest	5.4	IIFL Securities Limited	2
Average	**24.1**		

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. Return on net worth for equity shareholders ("RoNW")

Derived from Restated Consolidated Financial Information of our Company:

Particulars	RoNW %	Weight
Financial Year 2020	13.92	3
Financial Year 2019	15.02	2
Financial Year 2018	22.61	1
Weighted Average	**15.74**	
Period ended June 30, 2020*	7.40	

** Not annualised*

Derived from Restated Standalone Financial Information of our Company:

Particulars	RoNW %	Weight
Financial Year 2020	15.23	3
Financial Year 2019	15.22	2
Financial Year 2018	22.50	1
Weighted Average	**16.44**	
Period ended June 30, 2020*	6.29	

** Not annualised*

Notes:
(1) *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.*
(2) *Return on Net Worth for equity shareholders (%) = Net Profit/ (Loss) available to Equity Shareholders/ Net worth for equity shareholders.*
(3) *Net worth for ratios mentioned represents equity share capital + other equity (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 2020:

Particulars	At Floor Price	At Cap Price
To maintain pre-Offer Basic EPS		
On Consolidated basis	10.50%	10.50%
On Standalone basis	11.33%	11.33%
To maintain pre-Offer Diluted EPS		
On Consolidated basis	10.50%	10.50%
On Standalone basis	11.33%	11.33%

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

(i) Net asset value per Share as per the Restated Consolidated Financial Information as on June 30, 2020: ₹ 88.77.
(ii) Net asset value per Share as per the Restated Consolidated Financial Information as on March 31, 2020: ₹ 82.15.

(iii) Net asset value per Share as per the Restated Standalone Financial Information as on March 31, 2020: ₹ 79.01.

(iv) Net asset value per Share as per the Restated Standalone Financial Information as on June 30, 2020: ₹ 84.37.

(v) After the Offer:

(a) At the Floor Price: ₹ 110.89 as per the Restated Standalone Financial Information and ₹ 114.76 as per the Restated Consolidated Financial Information

(b) At the Cap Price: ₹ 110.94 as per the Restated Standalone Financial Information and ₹ 114.80 as per the Restated Consolidated Financial Information

(vi) Offer Price: ₹ 110.94 as per the Restated Standalone Financial Information and ₹ 114.80 as per the Restated Consolidated Financial Information

Notes:
(1) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.
(2) Net Asset Value Per Share = Net worth for equity shareholders / 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 31, 2020 (₹)	Total income, for the Financial Year 2020 (in ₹ million)	Diluted EPS from total operations (₹)(1)	NAV(4) (₹ per Share)	P/E(2)	RONW(3) for the Financial Year 2020 (%)
Angel Broking Limited#	10.0	NA	7,547.14	11.44	82.15	NA	13.92
Peer Group							
ICICI Securities Limited	5.0	477.0	17,220.6	16.8	37.5	28.4	44.32
Geojit Financial Services Limited	1.0	38.2	3,063.7	2.0	23.8	19.4	8.91
IIFL Securities Limited	2.0	41.9	7,899.5	7.3	27.5	5.7	26.39
Motilal Financial Services Limited	1.0	683.4	23,654.1	12.2	210.9	56.0	4.15
JM Financial Limited	1.0	81.3	34535.5	6.5	96.7	12.6	9.69

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 2020, as available on the website of NSE.
 # Based on the Restated Consolidated Financial Information for the year ended March 31, 2020.

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, 2020.
(2) P/E Ratio has been computed based on the closing market price of equity shares on the NSE on August 31, 2020, divided by the Diluted EPS provided under Note 1 above.
(3) Return on Net Worth for equity shareholders (%) (RONW) = Net Profit/ (Loss) available to Equity Shareholders/ Net worth for equity shareholders.
(4) Net Asset Value (NAV) is computed as closing Net Worth for equity Shareholders divided by the number of equity shares outstanding at the end of the year.

STATEMENT OF POSSIBLE SPECIAL 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 Special 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 ('the Company'), provides the possible special 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 2020, i.e. applicable for the Financial Year 2020-21 relevant to the assessment year 2021-22 and the Central Goods and Services Tax Act, 2017 ("GST Act") as amended by the Finance Act 2020, i.e., applicable for the Financial Year 2020-21 relevant to the assessment year 2021-22, 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.

5. This Statement is issued solely in connection with the proposed initial public offering of equity shares of Rs 10 each of the Company and is not to be used, referred to or distributed for any other purpose.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
UDIN: 20048749AAAAKT5929

Place of Signature: Mumbai
Date: August 21, 2020

ANNEXURE

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

Outlined below are the possible special tax benefits available to the Company and its shareholders under the applicable direct and indirect tax laws ("tax laws"). These possible special tax benefits are dependent on the company and its shareholders fulfilling the conditions prescribed under the tax laws. Hence, the ability of the company and its shareholders to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE INCOME TAX ACT, 1961

I. Special tax benefits available to the Company:

There are no special tax benefits available to the Company.

II. Special tax benefits available to its shareholders:

There are no special tax benefits available to its shareholders under the direct tax laws.

UNDER THE INDIRECT TAX LAWS – GOODS AND SERVICE TAX ACT, 2017 (GST Act)

I. Special tax benefits available to the Company:

There are no special tax benefits available to the company under the indirect tax laws.

II. Special tax benefits available to its shareholders:

There are no special tax benefits available to its shareholders under the indirect tax laws.

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 indirect tax law benefits and does not cover benefit under any other law.
- The above statement of possible tax benefits is as per the current direct tax laws relevant for the Assessment Year 2021-22 pursuant to the Financial Year 2020-21.
- 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 Capital Market, Wealth Management and Financial Products distribution in India" dated July 2020 prepared by CRISIL Research. The industry related 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

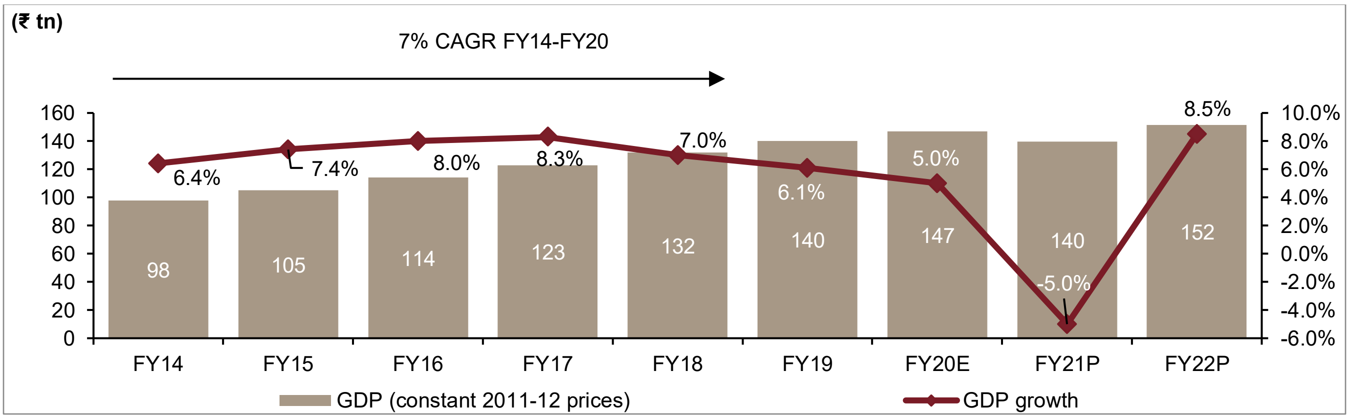
Covid-19 to have a telling impact on the Indian as well as the world economy

Fiscal 2020 proved to be highly fluid for the global economy. It was saddled in the first three quarters with trade protectionist policies and disputes among major trading partners, volatile commodity and energy prices and economic uncertainties arising due to Brexit. A broad-based recovery which was expected in the last quarter was threatened by the Covid-19 pandemic, which has infected more than 10.7 million people in more than 200 countries (as of July 2, 2020, and counting), thereby, leading to considerable human suffering and economic disruption. This disruption is set to intensify with massive dislocations in global production, supply chains, trade and tourism.

Growing restrictions on the movement of people and lockdowns in the affected countries will lead to demand, supply and liquidity shocks. A drop in prices of commodities such as crude oil, shrinking foreign exchange reserves and a substantial increase in the risk of debt distress in public and private debt will impact real economic activity further via credit and investment channels. An extended period of nationwide lockdown has caused economic costs to gradually rise with a fall in industrial production and contraction of the services sector and exports.

Based on the assumptions mentioned below, CRISIL estimates the Indian economy will shrink by 5% in fiscal 2021 on account of the pandemic. The slump in growth will be concentrated in the first half of fiscal 2021, while the second half is expected to witness a mild recovery. Amongst sectors, while consumer discretionary sectors such as automobiles, hotels and airlines are expected to be badly hurt dye to Covid-19, sectors such as telecom, pharmaceuticals, consumer foods and broking are expected to be relatively less impacted The pandemic has come at the most inopportune time as India was showing signs of recovery following a slew of fiscal/monetary measures. Having said that, we foresee a gradual recovery with 8.5% expected GDP growth in fiscal 2022 and expect the economy to clock a CAGR of ~7% from fiscal 2021 to 2025.

Covid-19 deals a huge blow to India's GDP growth outlook; recovery expected in fiscal 2022



Note: E - Estimated and P - Projected
Source: National Statistics Office (NSO), IMF and CRISIL Research estimates

Three assumptions behind the fiscal 2021 base case

Assumption 1: Containment measures extended

Lockdown measures relaxation has started, even though lockdown may continue in states with high and rising Covid-19 cases which will be a drag on the economy.

Assumption 2: Normal monsoon

According to the India Meteorological Department, monsoon this year is expected to be 96-104% of the long period average, which augurs well for agriculture

Assumption 3: Soft crude prices

Crude oil prices are expected to average $30 per barrel in fiscal 2021

The five calls of our base case

Macro variables	FY19	FY20	FY21F	Rationale for outlook
GDP (%, y-o-y)	6.1	5.0	-5.0	The initial blow on the external front has rapidly transformed into a domestic shock, as the country reels under a forced lockdown. The impact from the pandemic's spread and a more than 2 months lockdown is now dominant. In addition, higher-than-expected economic cost, a smaller-than-expected policy push and demand revival in the short term, weigh on the growth outlook.
CPI inflation (%, y-o-y)	3.4	4.8	4.0	The lockdown-induced demand destruction would put pressure on core inflation. The sharp drop in crude oil prices will keep fuel inflation soft and food inflation will limit downside to core inflation.
10-year G-sec yield (%, March-end)	7.5	6.2	6.5	Despite lower inflation and softer policy rates, higher market borrowings amid fiscal slippage should push up yields
CAD/GDP (%)	2.1	1.0	0.2	Current account deficit (CAD) is likely to remain under check, because of low commodity and crude prices. Yet, the rupee will be volatile, because of sell-offs by foreign portfolio investors (FPIs) and the risk-off scenario
₹/$ (March average)	69.5	74.4	74	

Note: F - Forecast
Source: RBI, NSO, CRISIL Research

Risks to the base case

- Further mark-down in global growth in case of uneven health recovery and premature austerity in the face of a large rise in public debt in most countries
- A second wave of cases emerging, which could further add to the uncertainty, breaking sentiments further
- A setback to agriculture on either monsoon failure or supply disruptions

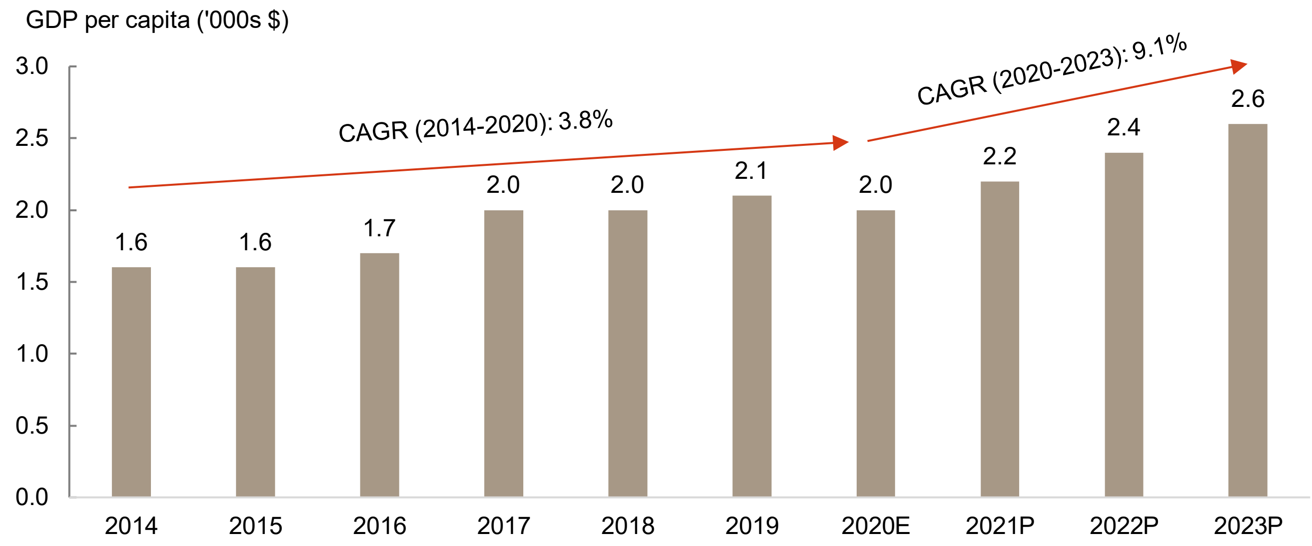
CRISIL does not expect inflation to be an imminent fear given the fall in crude oil prices and softer core on account of the slack in the economy. CPI Inflation is expected to be 4.0% in fiscal 2021 as against 4.8% estimated in fiscal 2020.

On the contrary, if the pandemic does not subside, it will have a significant downside risk. The scale of disruption will be much larger and will have a more far-reaching impact than any of the economic catastrophes seen in India so far.

The first quarter of fiscal 2021 has already been a washout for the non-agricultural economy, services such as education, travel and tourism and these sectors could continue to see a big hit in the quarters to come. Jobs and incomes are expected to see extended losses as these sectors are big employers.

CRISIL Research expects, per capita GDP to grow at a compound annual growth rate (CAGR) of 9.1% over the next three years.

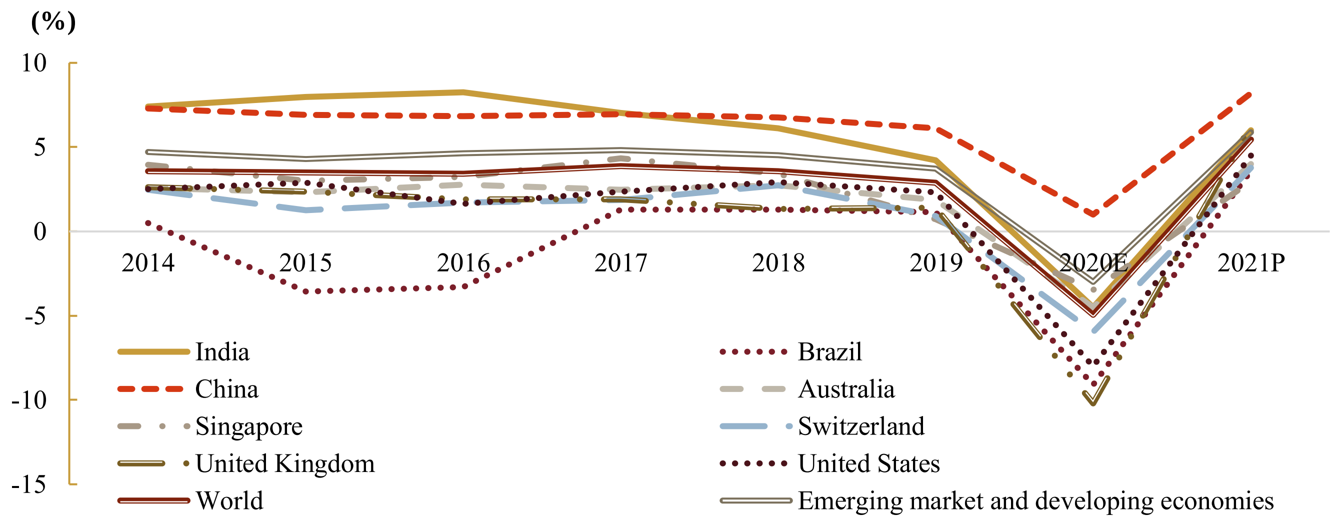
Trend in per capita GDP



Source: CRISIL Research
Note: The above data is for calendar years, E - Provisional estimates, P – Projected

As of June, 2020 the International Monetary Fund (IMF) forecast India's GDP to decline by 4.5% in the current calendar year from 1.8% growth estimated in April 2020. The Covid-19 pandemic will shrink the world output by 4.9% in CY2020. IMF forecast the India's GDP to recover sharply and will grow at 6% in the next calendar year (CY21).

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



Note: GDP growth is based on constant prices. The above figure includes IMF estimates and forecast as of April 2020. P: Projected
Source: IMF (World Economic Outlook - June 2020 update), CRISIL Research

	2020E	2021P
India	-5%	6%
Brazil	-9%	4%
China	1%	8%
Australia	-5%	4%
Singapore	-3%	3%
Switzerland	-6%	4%
United Kingdom	-10%	6%
United States	-8%	5%
World	-5%	5%
Emerging market and developing economies	-3%	6%

Note: GDP growth is based on constant prices. The above figure includes IMF estimates and forecast as of April 2020. P: Projected
Source: IMF (World Economic Outlook - June 2020 update), CRISIL Research

India stands out due to stable macros, prudent fiscal and monetary policies

India is one of the fastest-growing economies in the world. Over the past four years, there has been a gradual improvement in India's macroeconomic situation: the twin deficits (current account and fiscal) have been coming down and 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 mechanism for inflation control, while modernising central banking. The fiscal policy has managed to stay mildly growth-focused, while managing a gradual reduction in deficit. The upshot is that India's macroeconomic variables are a lot more stable, and with sufficiently large reserves, the economy is pretty resilient to any global shock today, than what it was during the taper tantrum shock of 2013.

RBI unleashes policies to counter Covid-19 crisis

The Monetary Policy Committee (MPC) of the Reserve Bank of India (RBI), slashed the repo rate to address financial market stress in the wake of the Covid-19 pandemic. In an unusual move, the MPC also asymmetrically slashed the reverse repo rate as well. The repo and reverse repo rates now stand at 4.0% and 3.35% respectively. To tide over any unwarranted volatility, the MPC also increased borrowing limits under the marginal standing facility (MSF) of the LAF window from 2% to 3%. The MSF rate now stands at 4.65% (down from 5.40%).

A host of other key measures to address financial market stress in the wake of the Covid-19 pandemic and the subsequent lockdown:

- **Enhancing liquidity**: Apart from reducing repo and reverse repo rate, the RBI reduced the cash reserve ratio (CRR) requirements of all banks by 100 basis points to 3% of net demand and time liabilities (NDTL).

- **Supporting financial market liquidity:** The RBI initially announced targeted LTROs of up to three years tenor for a total of up to Rs 1 trillion. Liquidity availed of under the scheme by banks had to be deployed in investment grade corporate bonds, commercial paper, and non-convertible debentures. Subsequently TLTROs worth Rs. 500 billion were announced specifically for the NBFCs and MFIs, with 50% targeted towards small and mid-sized firms. Investments made by banks under this facility would be classified as held to maturity (HTM), and also be excluded under the large exposure framework.

- **Reducing debt servicing burden:** Lending institutions are permitted to allow a moratorium of three months on repayment of instalments for term loans outstanding as on March 1, 2020. Lending institutions are permitted to defer payment of interest on working capital facilities outstanding as on March 1, 2020 by a period of three months

- **Pushing credit growth:** The RBI decided to postpone the implementation of net stable funding ratio (NFSR) to October 1, 2020 from April 1, 2020 in order to encourage banks to lend in these challenging times. Deferring the last tranche of capital conservation buffer (CCB) to September 30, 2020 is also the step in the same direction. The central bank also announced Rs 500 billion refinancing facility for NABARD (Rs.250 billion, SIDBI (Rs.150 billion) and NHB (Rs.100 billion) in order to increase credit availability to microfinance, MSMEs and housing sector.

- **Addressing rupee volatility:** Banks in India which operate International Financial Services Centre (IFSC) Banking Units (IBUs) have been allowed to participate in the NDF market with effect from June 1, 2020.

- **Regulatory changes:** With regards to the moratorium provided on loans, the RBI has clarified that these measures will not result in asset quality downgrade, nor will it affect the credit history of borrower.

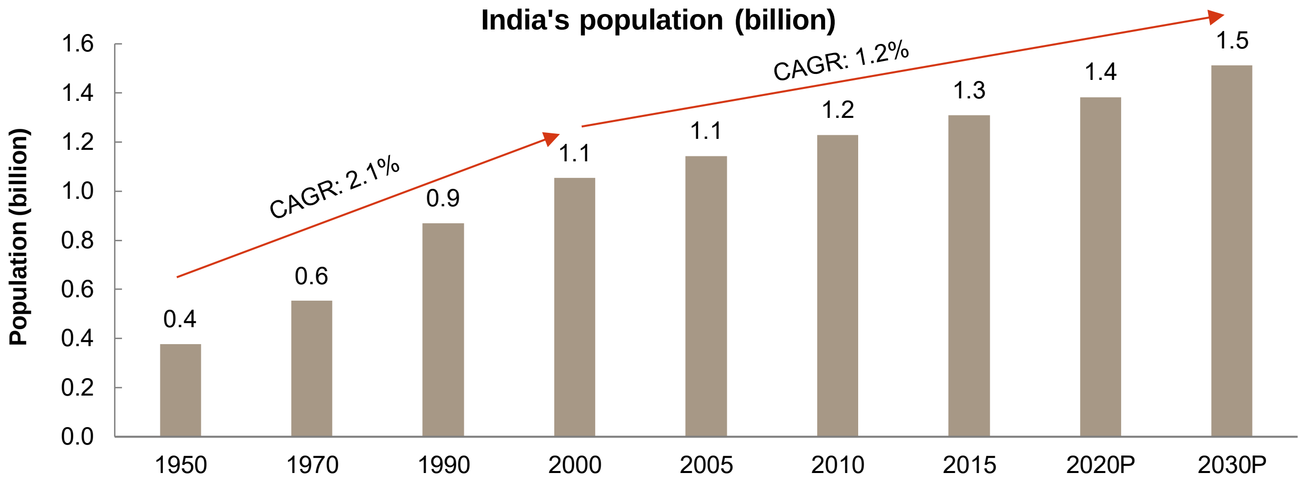
- **Special liquidity scheme for NBFCS and HFCS**: RBI has recently approved a scheme to improve the liquidity position of NBFCS and HFCS by setting up and SPV (special purpose vehicle). The SPV will issue securities if up to Rs. 300 billion that would be purchased by the RBI. The proceeds from sale of these securities will be used to purchase short-term papers, maturing within three months and rated as investment grade, from eligible nbfcs/ hfcs,thereby providing them with some liquidity.

Key fundamental growth drivers

India has second-largest population in the world

As per Census 2011, India's population was ~1.2 billion, and comprised nearly 246 million households. The population, which grew nearly 2% every year between 2001 and 2010, is expected to increase ~1% every year between 2010 and 2030, to 1.5 billion.

India’s population growth trajectory

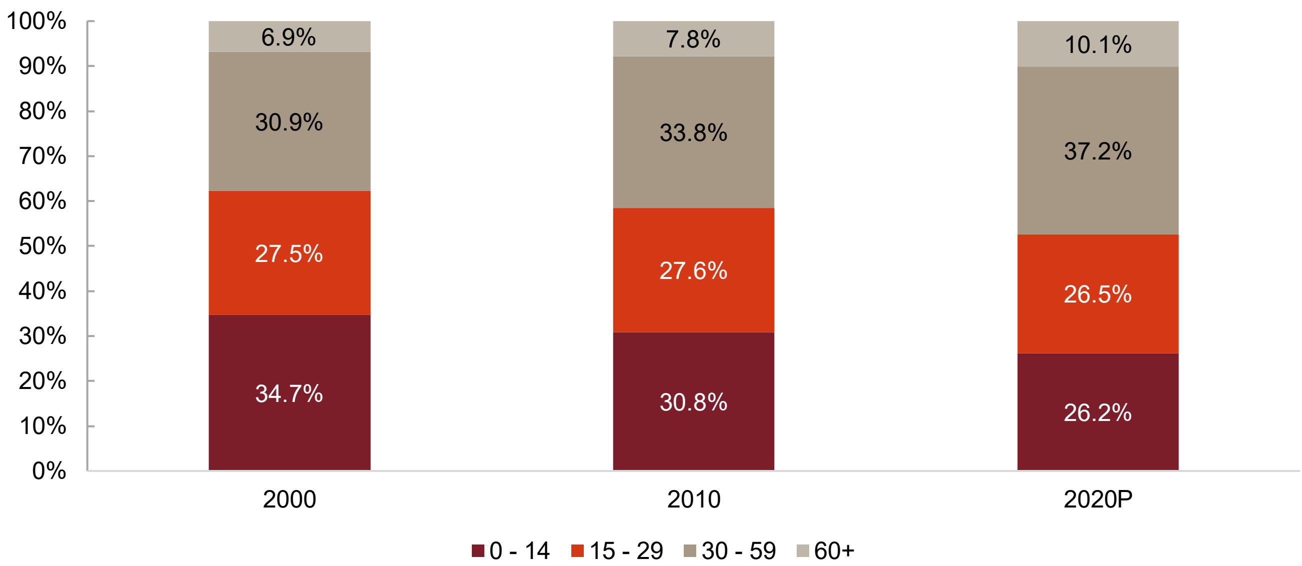


Source: United Nations Department of Economic and Social affairs, CRISIL Research

Favourable demographics

Currently, India is one of the nations with the highest young population, with a median age of 28 years. 90% of Indians will still be below the age of 60 by 2020 and CRISIL Research estimates that ~64% of this demographic are between the age of 15-59 in 2020. Comparatively, the US, China and Brazil had 77%, 83% and 86% of their population below the age of 60 (as of 2012). CRISIL Research believes a large share of the working population, coupled with rapid urbanisation and rising affluence, will propel growth of the Indian financial services sector.

India’s demographic dividend

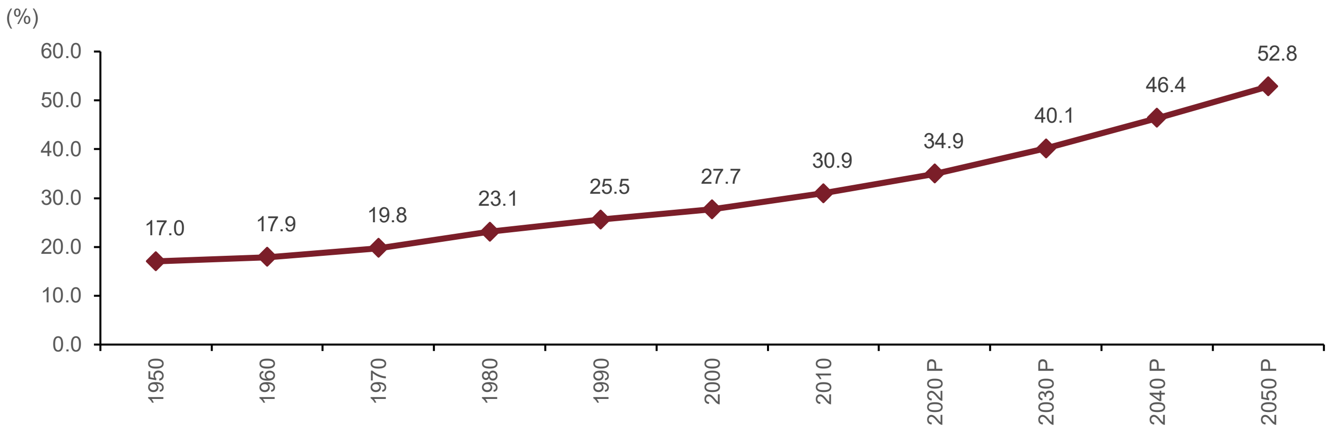


Source: United Nations Department of Economic and Social affairs, CRISIL Research

Rise in urbanisation

Urbanisation is one of India’s most important economic growth drivers as it will drive substantial investments in infrastructure development, which, in turn, is expected to lead to job creation, development of modern consumer services and increased ability to mobilise savings. The country’s urban population has been rising consistently over the decades. In 1950, it was 17% of the total population. As per the UN’s World Urbanization Prospects: The 2018 Revision, India’s urban population was estimated to be at 35% in 2020. This is expected to reach ~40% by 2030.

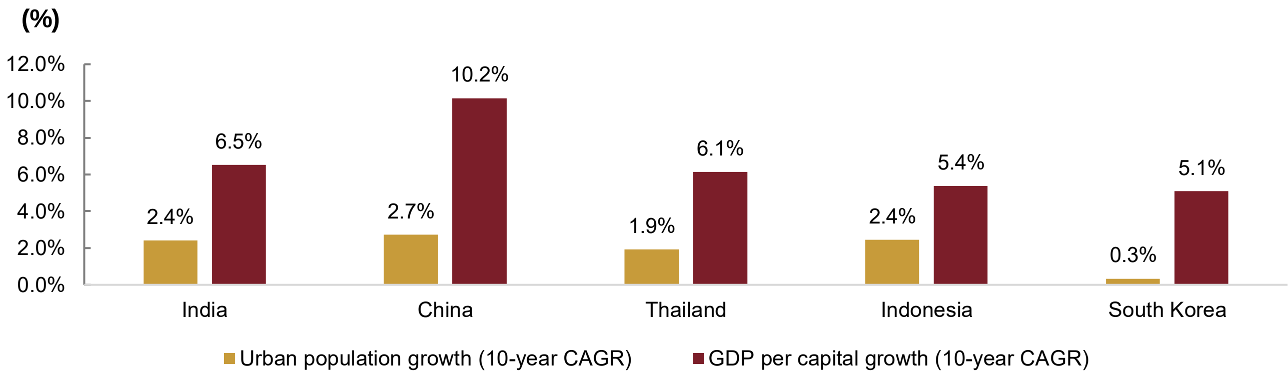
Trend in urbanisation of population



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

Comparison of the increase in urban population to rise in per capita GDP for India and its Asian peers highlights the strong positive correlation between the percentage of urbanisation and GDP per capita.

Growth in urbanisation rate and GDP per capita



Source: United Nations Department of Economic and Social affairs (World Urbanization Prospects: The 2014 Revision), IMF
Note: Data is from 2009-2019

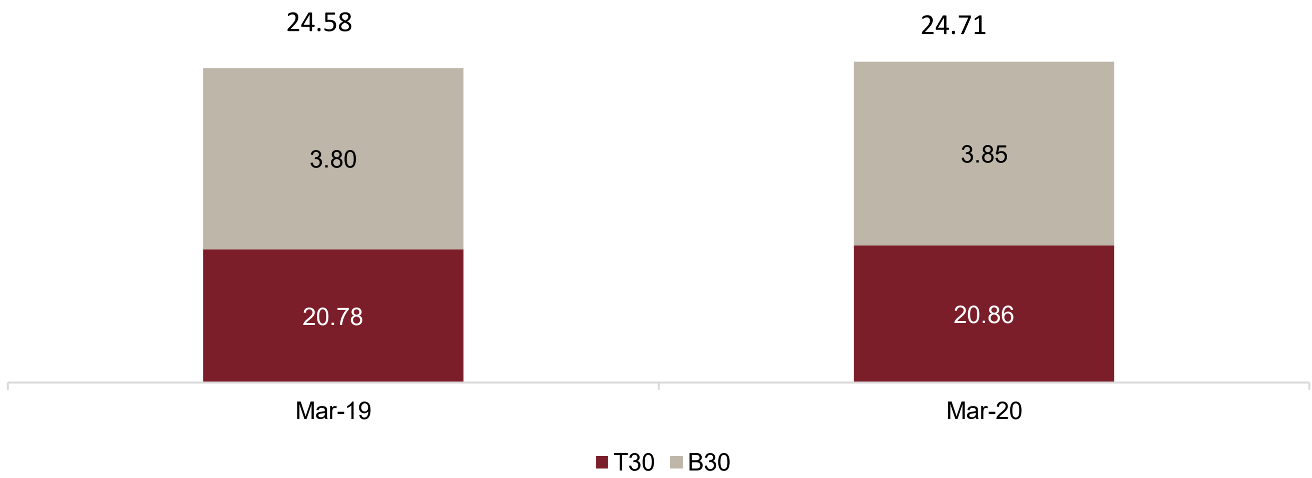
Demand for financial products from semi-urban and rural areas too are growing at a fast pace

With increasing financial literacy, mobile penetration, awareness and opening up of Jan Dhan bank accounts, the demand for financial products from smaller cities has increased quite exponentially *(Kindly refer to the Annexure for the list of cities/districts Tier wise).* Financial services including lending and broking services are today available in most of the 19,252 pin codes across India 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 smaller markets.

The SEBI has allowed fund houses to charge an additional 30 bps in expense ratios on retail AUM to compensate fund houses on the additional cost required to capture and service clients in these locations. The intention behind the move clearly seems to be to increase penetration beyond the T30 cities in India. The SEBI's decision to change from T15 and B15 to T30 and B30 locations is primarily to increase mutual fund penetration in these locations in a targeted manner.

As of March 2020, only 15.6% of the monthly average assets under management of the mutual fund industry came from B30 locations, marginally up from 15.5% in March 2019. Going ahead, this number is expected to increase further due to focus on B30 locations.

Composition trends of overall T30 and B30 AUMs over fiscals 2019 and 2020 (Rs trillion)



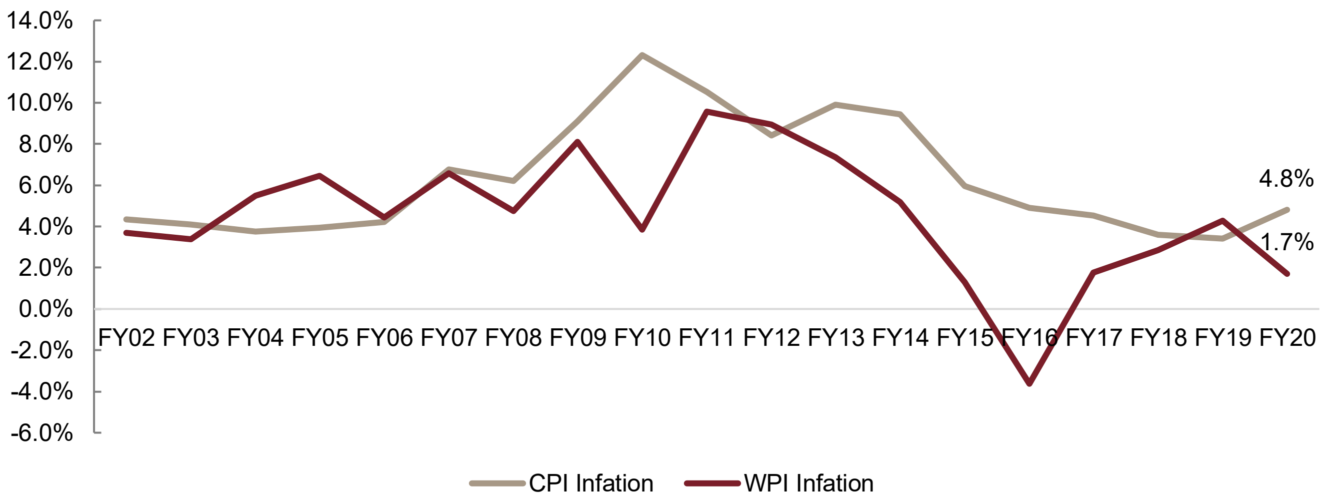
Note: Based on monthly average AUM
Source: AMFI, CRISIL Research

Savings scenario

Strong growth foreseen in household financial savings

While CRISIL Research projects GDP growth in India to improve, control over inflation is another key structural positive. When the country witnessed a 23% deficient monsoon in fiscal 2010, the consumer price index-linked (CPI) inflation climbed to 12.4%. However, despite two successive deficient monsoons in 2014 and 2015, CPI inflation continued to drop over the past three years. In fiscal 2020, CPI inflation averaged at 4.8%. 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.

Inflation trajectory over the past years

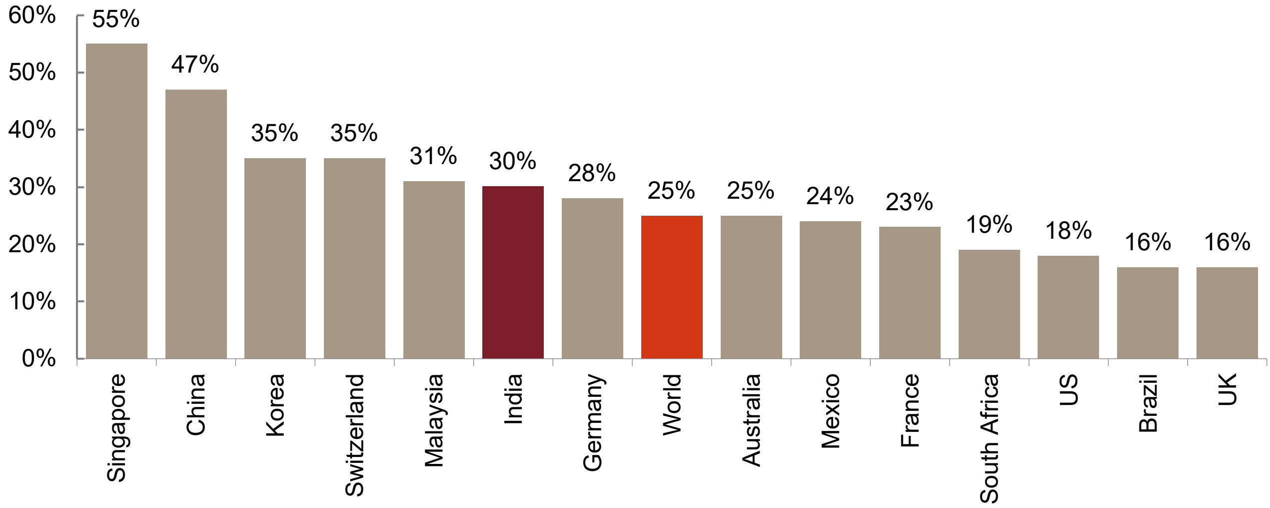


Source: CRISIL Research, RBI

India has historically been, and is expected to continue to be, a high savings economy. High savings, if invested properly, can be used to finance investments, including infrastructure. Better infrastructure can further ease supply-side constraints in the economy and drive long-term economic growth.

Going forward, benign inflationary pressures would diminish the attractiveness of gold and real estate – which represent physical savings of households – as investment alternatives. Considering this, coupled with increase in financial literacy, the share of financial savings within household savings is likely to increase in the medium term. The government's measures to curb black money will also help increase the share of financial savings.

Gross domestic savings rate compared with other countries (2019)



Source: World Bank, Handbook of Statistics on Indian Economy 2018-19, RBI, Ministry of Statistics and Programme Implementation (MOSPI), CRISIL Research

Gross domestic savings trend

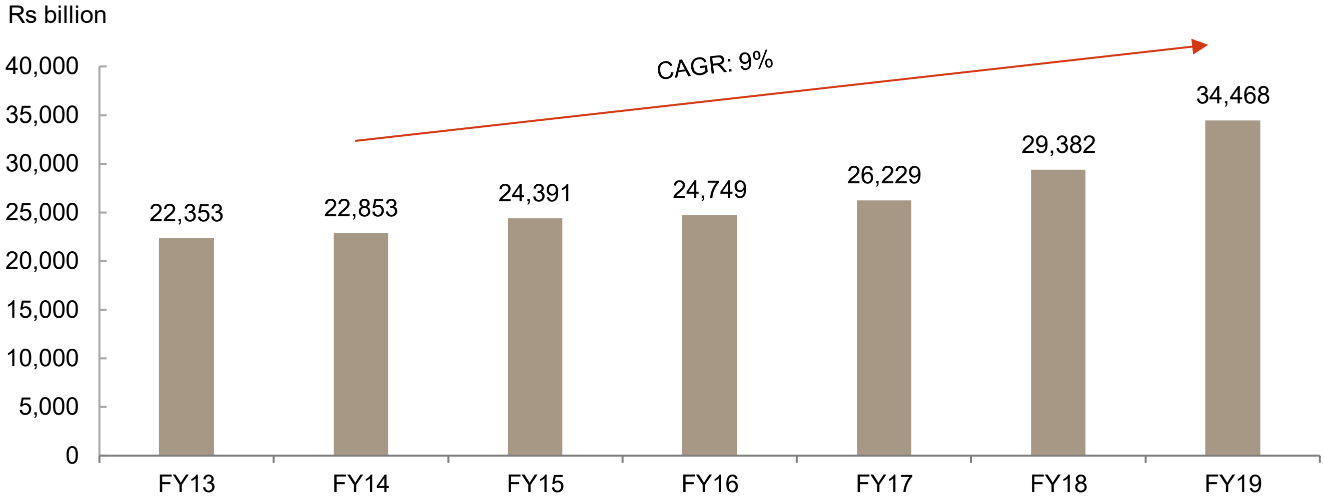
Parameters (Rs billion)	Mar-13	Mar-14	Mar-15	Mar-16	Mar-17	Mar-18	Mar-19
GDS	33,692	36,082	40,200	42,823	46,484	52,160	57,129
Percentage of GDP	33.9%	32.1%	32.2%	31.1%	30.3%	30.5%	30.1%
Household sector savings (net financial savings, savings in physical assets and in the form of gold and silver ornaments)	22,353	22,853	24,391	24,749	26,229	29,382	34,468
Percentage of GDP	22.5%	20.3%	19.6%	18.0%	17.1%	17.2%	18.2%
Gross financial savings	10,640	11,908	12,572	14,962	14,384	18,696	19,957
Financial liabilities	3,304	3,587	3,768	3,854	4,686	7,406	7,655
Savings in physical assets	14,650	14,164	15,131	13,176	16,069	17,679	21,808
Savings in the form of gold and silver ornaments	367	368	456	465	463	413	358

Note: The data is for financial year ending March; Physical assets means the ones held in physical form such as real estate, etc. Mar-2019 data is based on first revised estimates of national income, consumption expenditure, saving and capital formation released in January 2020.
Source: Handbook of Statistics on Indian Economy 2018-19, RBI, NSO, MOSPI, CRISIL Research

While India's gross domestic savings (GDS) rate has declined from 33.9% of GDP in fiscal 2013 to 30.1% in fiscal 2019, this was primarily the result of a sharp drop in public savings as the central government resorted to fiscal stimulus to address the external shocks from the Global Financial Crisis of the past decade. Household savings as a percentage of GDP remained more stable and has seen a modest decline from 22.5% in fiscal 2013 to 18.2% in fiscal 2019, largely due to higher consumption, low job creation and an increase in financial liabilities to meet short-term consumption needs. As of fiscal 2019, the quantum of gross household financial savings was ~Rs 20 trillion. With rising income levels and better control over inflation, we expect the household savings rate to have increased in fiscal 2020.

Household savings growth

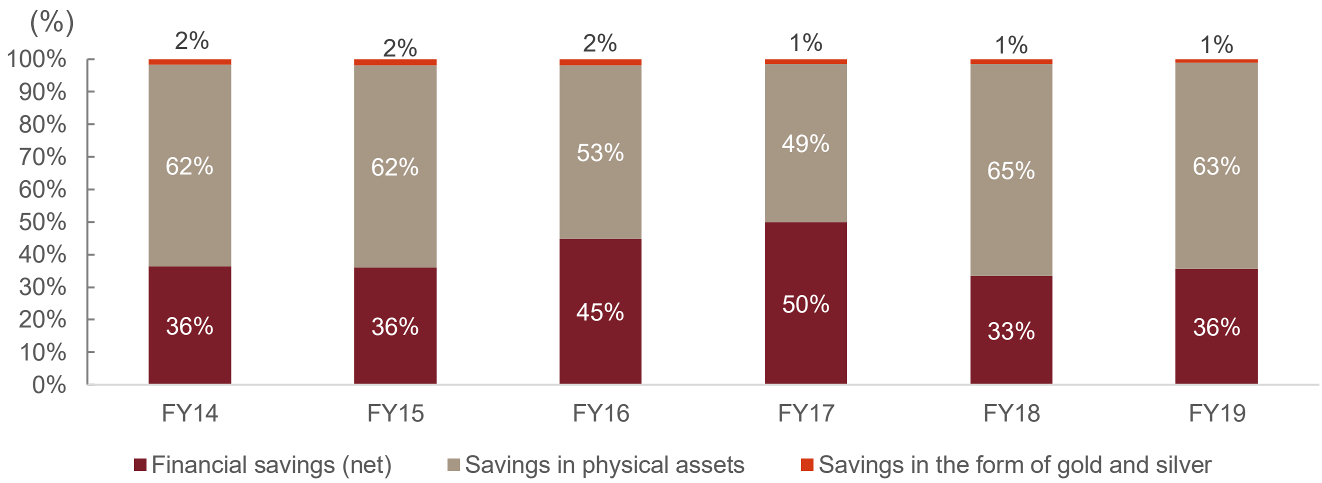
Going forward, with stable inflation, rising disposable income levels and ongoing robust GDP growth, we expect growth in household savings of the past few years to continue.



Note: The data is for financial year ending March
Source: MOSPI, CRISIL Research

Share of savings in physical assets

Households' savings in physical assets has increased from 53% in fiscal 2016 to 63% in fiscal 2019. Their financial savings has reduced from 45% in fiscal 2016 to 36% in fiscal 2019. This could have been due to the slowdown in the economy where people are concentrating more on physical assets. However, as inflation declines in coming years, we expect the attractiveness of gold and real estate (Indian households' favorite physical assets) as investment options to reduce. Coupled with an increase in financial literacy, the relative outperformance of financial assets over recent years, and the government's efforts to fight shadow economy activity, we expect the share of financial assets as a proportion of net household savings to increase over the next five years.



Note: The data is for financial year ending March
Source: Handbook of Statistics on Indian Economy 2018-19, RBI, MOSPI, CRISIL Research

Capital markets to remain an attractive part of financial savings

The proportion of shares and debentures in overall household savings has increased steadily since fiscal 2013 and stood at 3.1% in fiscal 2018. With the financial sector being particularly sensitive to improved economic conditions and given the expected changes in saving patterns, we foresee an increase in the share of financial assets – direct and in mutual funds – in total financial savings.

Share of savings in shares, mutual funds and deposits increased post demonetisation

(Rs billion)	Mar-13	Mar-14	Mar-15	Mar-16	Mar-17	Mar-18
Gross financial household savings	**10,640**	**11,908**	**12,572**	**14,962**	**14,384**	**18,696**
Currency	1115 (10.4%)	995 (8.3%)	1333 (10.5%)	2005 (13.2%)	-3165(-21.7%)	4708 (24.9%)
Deposits	6062 (56.5%)	6670 (55.3%)	6124 (48.2%)	6445 (42.5%)	9680 (66.3%)	5353 (28.3%)
Shares and debentures	170 (1.6%)	189 (1.6%)	204 (1.6%)	284 (1.9%)	443 (3.0%)	630 (3.3%)
Mutual funds	82 (0.8%)	150 (1.2%)	145 (1.1%)	189 (1.2%)	208 (1.4%)	239 (1.3%)
Insurance funds	1799 (16.8%)	2045 (17.0%)	2993 (23.5%)	2642 (17.4%)	3543 (24.3%)	3504 (18.5%)
Provident and pension funds	1565 (14.6%)	1778 (14.7%)	1909 (15.0%)	2907 (19.2%)	3252 (22.3%)	3679 (19.4%)
Others	-71 (-0.7%)	231 (1.9%)	10 (0.1%)	679 (4.5%)	631 (4.3%)	822 (4.3%)

Note: Others include claims on government and provident and pension funds; the data is for financial year ending March
Source: National Account Statistics 2019, MOSPI, RBI, CRISIL Research

Overall, the financial market in India is expected to continue to grow at a healthy pace, 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, thereby indicating market growth potential for established financial service providers in India.

Key structural reforms

Financial inclusion

Two key initiatives launched by the government for financial inclusion are Pradhan Mantri Jan Dhan Yojana (PMJDY) and Pradhan Mantri Jeevan Jyoti Baima Yojana (PMJJBY). Under PMJDY, the government's aim is to ensure that every household in India has a bank account which they can access anywhere and can have access to all financial services, such as savings and deposit accounts, remittance, credit and insurance affordably. PMJJBY is a one-year life insurance scheme that offers a life cover of Rs 200,000 at a premium of Rs 330 per annum per member, which can be renewed every year. The government has also launched the Pradhan Mantri Suraksha Bima Yojana (PMSBY), which is an accident insurance policy and offers an accidental death and full disability cover of Rs 200,000 with a premium of Rs 12 annually. As per the Government of India, more than 100 million people have registered for these two social security schemes.

Affordable housing, transparency to bring moderate growth in investments

The residential real estate segment saw two policy changes ─ RERA and GST ─ which had a direct impact on the sector's supply-demand dynamics. Consequently, new launches dropped sharply, with developers focusing on completing ongoing projects. The sector had been battling weak demand for the past couple of years, and one of the key reasons was unaffordability, as developers focused on middle and premium income-category projects. However, government initiatives have prompted developers to explore affordable housing as a new area. Going ahead, about half of the incremental supply being added in urban stock is expected to be via the affordable housing segment. Additionally, the formalisation of the industry is likely to bring in more transparency, leading to an increase in consumer demand.

In a major relief to the real estate sector, the government has extended the timelines of RERA projects by six months. Further, in affordable housing, it has extended the deadline to March 31, 2021, for first-time homebuyers to avail additional Rs 150,000 interest deduction on home loans. During fiscals 2020 to 2024, we expect overall residential construction to increase at 6-7% compound annual growth rate (CAGR) in value terms compared with -1.5% in the past five years, primarily driven by the PMAY scheme, which is due for completion in 2022.

IBC: A key long-term structural positive

The Insolvency and Bankruptcy Code (IBC) is a reform that will structurally strengthen the identification and resolution of insolvency in India. The IBC enhances the credit enforcement structure and provides certainty around the timeframes for insolvency resolution. It attempts to simplify legal processes, preserve value for creditors and provide them with greater certainty of outcome. With this reform, the RBI has sent a strong signal to borrowers to adhere to credit discipline and encourage banks to break resolution deadlocks by introducing definite timelines. IBC will enhance investors' confidence when investing in India. Internationally, recovery rates have improved significantly after the implementation of bankruptcy reforms, as can be seen in the following table.

Country	Year of bankruptcy reform	Pre-reforms		5-years post reforms	
		Recovery rate (%)	Time (years)	Recovery rate (%)	Time (years)
Brazil	2005	0.2	10.0	17.0	4.0

Country	Year of bankruptcy reform	Pre-reforms		5-years post reforms	
		Recovery rate (%)	Time (years)	Recovery rate (%)	Time (years)
Russia	2009	28.2	3.8	42.8	2.0
China	2007	31.5	2.4	36.1	1.7
India	2016	26.0	4.3	To be seen	

Source: World Bank

Impact of measures taken in the Union Budget 2020-21

With the overall theme of the budget focusing on digital governance as well as pension and insurance penetration, the focus was mainly on India's aspirations. Various measures such as deepening of the bond market for domestic as well as non-resident investors, and increasing deposit insurance coverage, etc., will have a positive impact on the psyche of domestic investors.

Reduction in corporate tax rates to boost capital base of financial institutions

On September 20, 2019, the finance minister announced Taxation Laws (Amendment) Ordinance 2019 to make certain amendments in the Income Tax Act, 1961, to allow any domestic company an option to pay income tax at the rate of 22%, subject to the condition that they will not avail any exemption/incentive. The effective tax rate for these companies shall be 25.17% inclusive of surcharge and cess. Also, such companies shall not be required to pay minimum alternate tax.

A company that does not opt for the concessional tax regime and avails the tax exemption/incentive shall continue to pay tax at the pre-amended rate. However, these companies can opt for concessional tax regime after expiry of their tax holiday/exemption period. After the option is exercised, they shall be liable to pay tax at the rate of 22%, and the option once exercised cannot be subsequently withdrawn. Further, in order to provide relief to companies which continue to avail exemptions, the rate of minimum alternate tax has been reduced from 18.5% to 15%.

In addition, to stabilise the flow of funds in the capital market, the provision of not applying additional surcharge as per the Finance Act, 2019, on capital gains arising out of the sale of equity shares in a company or units of equity-oriented fund or business trust liable for securities transaction tax, in the hands of an individual, HUF, AOP, BOI and AJP has been passed. The enhanced surcharge shall also not apply to capital gains on the sale of any security, including derivatives, in the hands of foreign portfolio investors. Also, to provide relief to listed companies that have announced share buyback before July 5, 2019, tax on the buyback of shares shall not be charged as per these latest amendments.

The recent amendments could boost the capital base of the financial institutions and help revive growth in the financial services sector, which has been battling high non-performing assets, increasing defaults and liquidity concerns. This move could also revive the private capex cycle leading to credit growth in the economy.

Digitalisation: Catalyst for the next growth cycle

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 at ease with using technology to conduct the entire gamut of financial transactions. With increase in smartphone penetration and faster data speeds, there is a push from the consumers' 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.

Jan Dhan: Pradhan Mantri Jan-Dhan Yojana (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 393 million Jan-Dhan accounts have been opened as of June 2020. More than 293 million Rupay cards have been issued to these accounts, a step forward to help Indians access money anywhere, anytime and transact digitally.

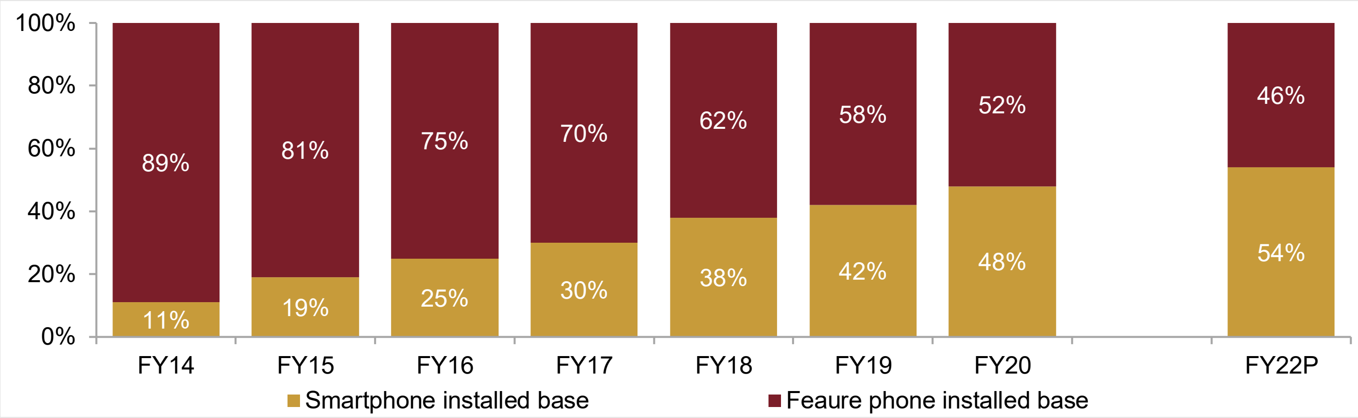
Aadhaar programme: Aadhaar, which means 'foundation', is a 12 digit unique-identity number issued to all Indian residents based on their biometric and demographic data. It is the world's largest biometric ID system, with over 1.25 billion enrolled members as of June 2020, and has over 99% of Indians 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. APIs (application programming interfaces) have been developed using Aadhaar to launch payment systems that allow real-time transactions with just a mobile phone.

It also enables the completion of an electronic KYC (Know Your Customer) and the download of digital signatures. With an individual's bank account, driving licence and mobile numbers linked, an Aadhaar card is the most important identification card and has several key benefits.

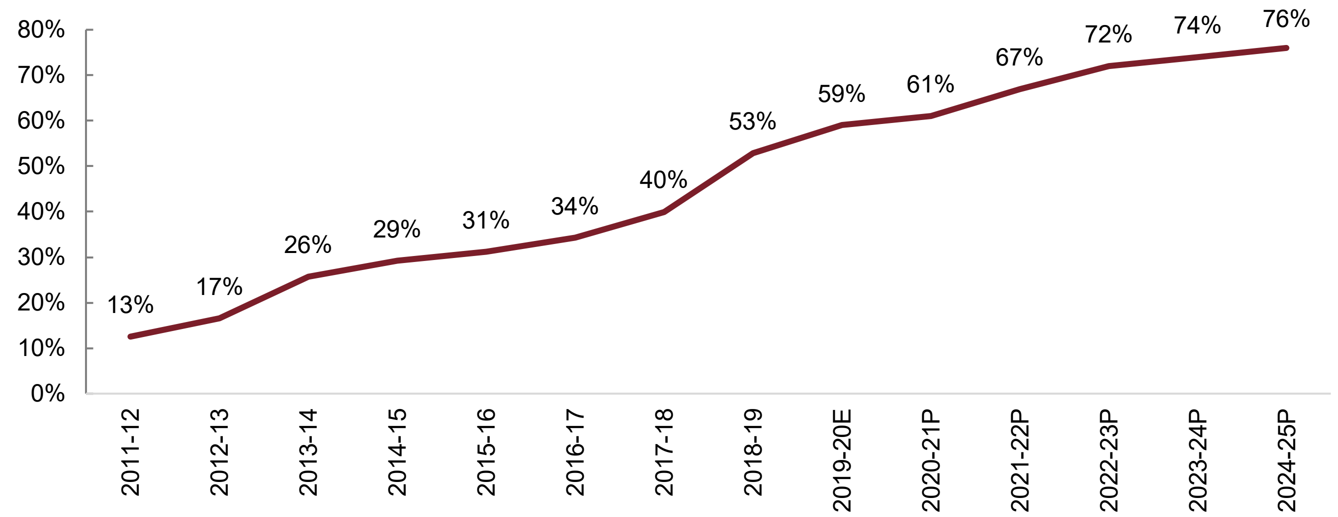
Mobile and internet penetration: Higher mobile penetration, improved connectivity and faster and cheaper data speed, supported by Aadhaar and bank account penetration have led India to shift from being a cash-dominated economy to a digital one. CRISIL Research expects the share of smartphones to increase with the total number of internet subscribers in the country to reach more than 1000 million by FY 2025, resulting in 76% internet penetration.

Data-savvy and younger users to drive adoption of smartphones



Source: CRISIL Research

Proportion of data subscribers in overall subscribers to increase dramatically over next five years

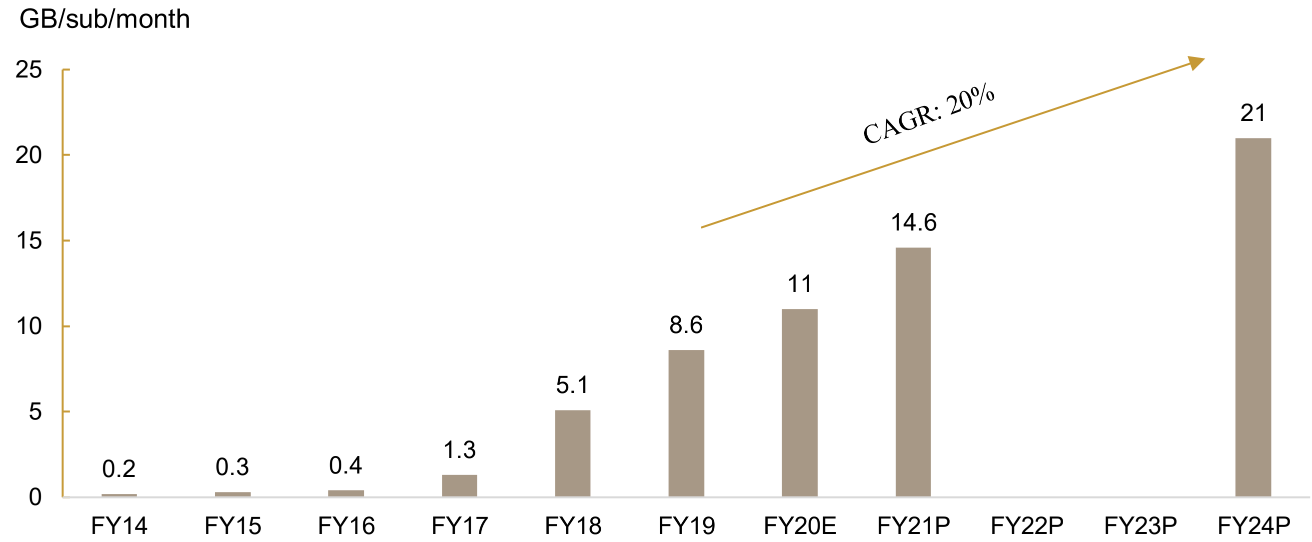


Source: TRAI, CRISIL Research

Social media users in India have also been increasing as mobile and smartphone penetration has increased. For example, in 2019, YouTube announced that India was one of its fastest and largest growing audience in the world with more than 265 million monthly active users. The announcement also mentioned that YouTube expects the number of users to reach 500 million in 2020.

Also, monthly average data usage is estimated to reach 11 GB/sub/month in fiscal 2020, due to increased affordability of smartphone devices, increase in 4G penetration, and popularity of OTT apps. The average data usage is expected to grow at 20% CAGR to reach 21 GB per subscriber per month.

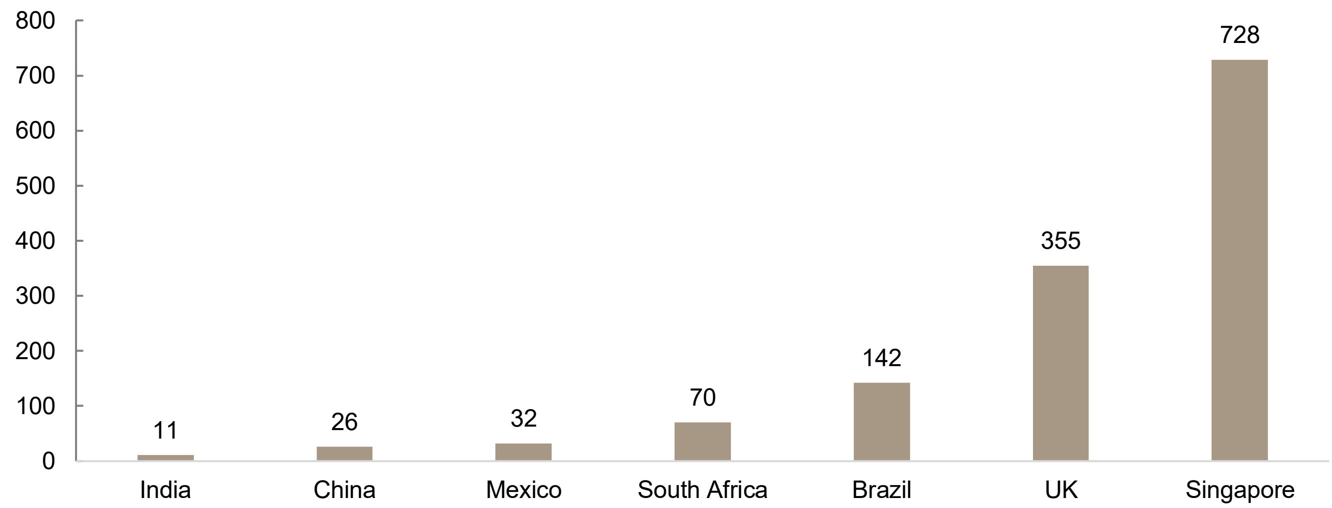
Blended average data usage per subscriber



Note: P-Projected
Source: TRAI, Company Reports, CRISIL Research

According to a NITI Aayog report, digital payments and per-capita transactions in India are one of the lowest compared with its peers (see graph below). The government has taken multiple initiatives to give a fillip to digitalisation of the economy. 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 encouraging online tax filings.

Number of non-cash payments transactions per capita per annum



Source: NITI Aayog Report (Jan 2017)

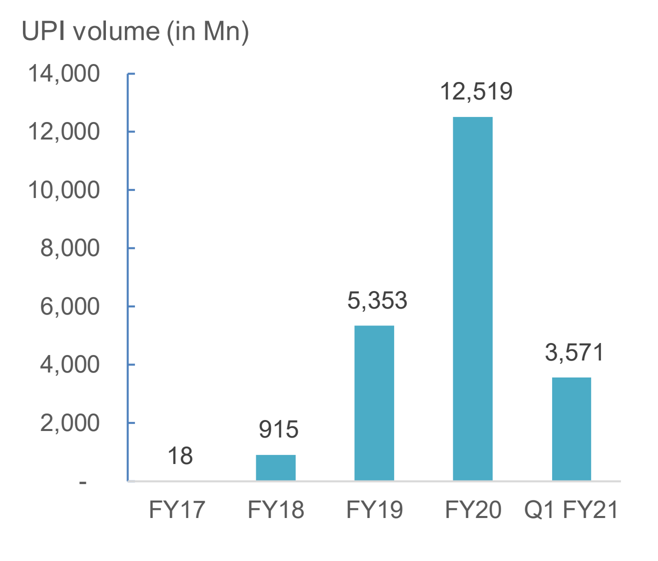
Consumers are increasingly finding transacting through their mobile more convenient. Unified Payments Interface (UPI) of the government's National Payments Corporation of India and other private apps such as Paytm and GooglePay have boosted the growth of digital payments in the country. As of June 2020, 155 banks (87%) out of 178 banks (Banks in India as per RBI) are live on UPI as per NPCI.

UPI monthly usage data statistics

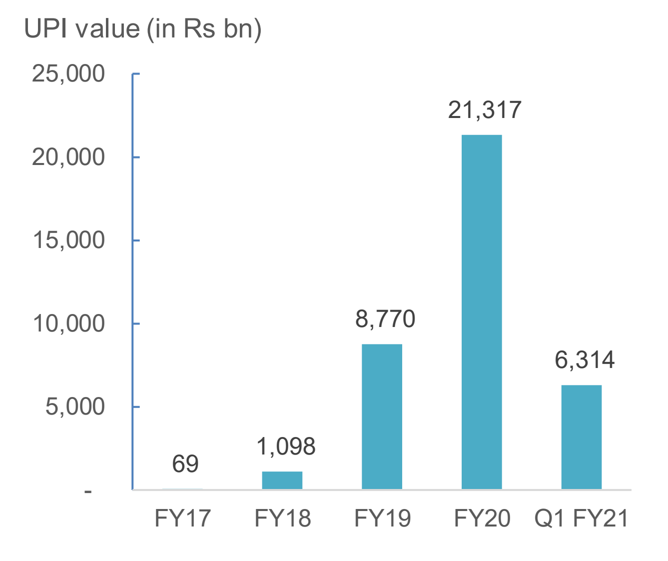
For the month	No. of banks live on UPI	Volume of transactions (in millions)	Amount of transactions (in Rs billion)
Mar-17	49	9	28
Mar-18	91	178	242
Mar-19	142	800	1335
Mar-20	148	1247	2065
Jun-20	155	1337	2618

Source: National Payments Corporation of India (NPCI)

UPI volumes crossed 12 billion mark in FY20



Robust growth in UPI transaction value



Source: National Payments Corporation of India (NPCI)

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 towards becoming a cashless economy. This will make people more comfortable with managing cash digitally and with mobile trading.

India's growth story remains compelling. However, there are also risks to the expected economic growth. They are political instability, a sharp increase in interest rates, slower-than-expected private investments, failure to contain fiscal deficit, geopolitical tension, a significant rise in crude oil prices, continuing hurdles in GST implementation and a deep global recession.

CAPITAL MARKETS

Overview

There are two factors that influence the performance of entities in the capital markets business – i) the performance of the primary and secondary equity markets; and ii) corporates' fund-raising through equity (initial public offer or IPO, rights issue, qualified institutions placement) or debt markets.

Capital market-related entities have had fruitful last few years as the markets gave investors healthy returns. Corporates, too, tapped the capital markets for raising capital through equity and debt. Over fiscals 2015-2019, the benchmark indices Nifty 50 of the National Stock Exchange (NSE) and S&P BSE Sensex of the Bombay Stock Exchange (BSE) clocked 11.6% CAGR. Both the indices rose 9% and 6.5% over April-December of fiscal 2020. On January 20, 2020, the Nifty 50 hit an all-time high of 12,430.5 following gains in global peers. Fresh liquidity infusion by the US Federal Reserve also improved investor sentiments.

The following factors explain the uptrend in the first nine months of fiscal 2020:

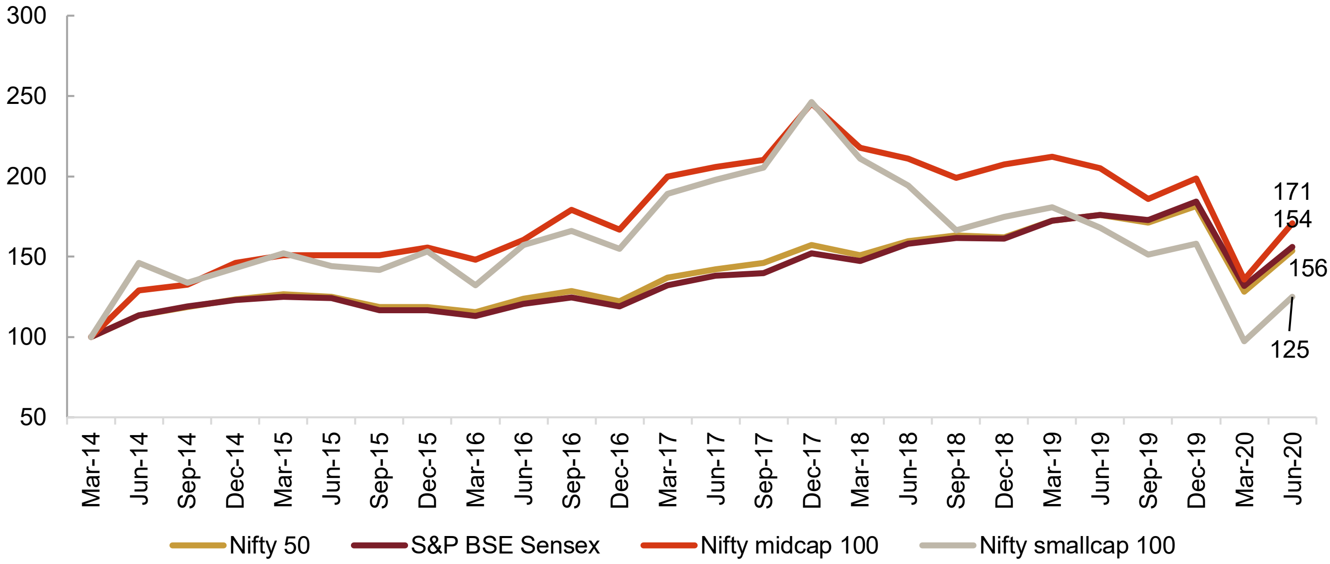
- Establishment of a stable Union government and a conducive macroeconomic environment
- Falling interest rate and benign inflation in the country, and a low interest rate regime globally
- Continued inflows from domestic institutional investors (DIIs) and foreign portfolio investor (FPIs)
- Implementation of structural reforms such as IBC, power sector reforms, the corporate tax reforms, and GST raised hopes of a sustained pick-up in economic growth in the years ahead
- Increasing share of financial assets compared with that of physical assets in investors' savings

However, the strong growth of the capital markets fizzled out on February 1, 2020, after the Union Budget for fiscal 2021 presented in Parliament failed to match market expectations. The benchmark indices declined sharply in reaction.

The situation was further exacerbated by the Covid-19 pandemic that weakened the global markets. Many countries locked down their economy and borders in order to contain the spread of the virus. In India too, a nationwide lockdown was initially imposed for 21 days on March 25, 2020, which was subsequently extended to a total of 40 days. Reacting to initial lockdown, the Nifty 50 declined to 8,597.75 by March 31st after touching a low of 7,511.10 on March 24th. Subsequently, however, the markets have seen a remarkable recovery with the surge in global liquidity lifting the benchmark indices. As of June 30, 2020, the Nifty 50 stood at 10,302.1 after touching a high of 10,553.15 on June 24th. The Nifty saw a movement of 40.5% in between these extreme levels of the lowest low and the highest high during this period.

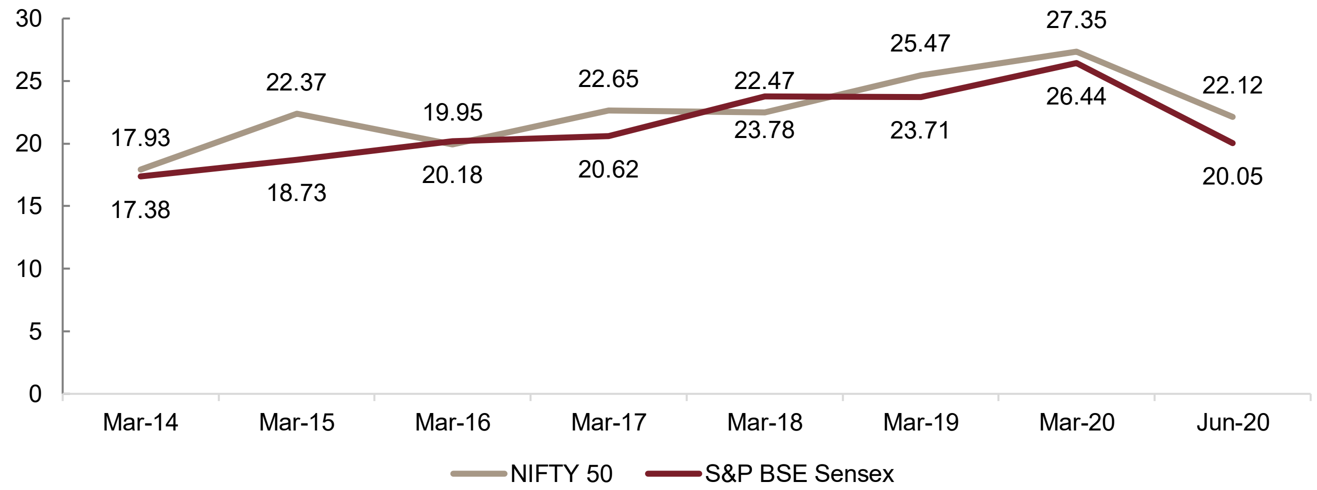
Going forward in fiscal 2021, the benchmark indices are expected to hover around the current level despite ample liquidity due to cut in earnings estimates of companies across sectors and uncertainty surrounding the banking system. However, growth is likely to return in fiscal 2022 on expectations of an uptick in the economy.

Growth in Indian equity markets indexed to 100 as of March 2014



Source: BSE, NSE, CRISIL Research

P/E ratio for the markets from March 2014

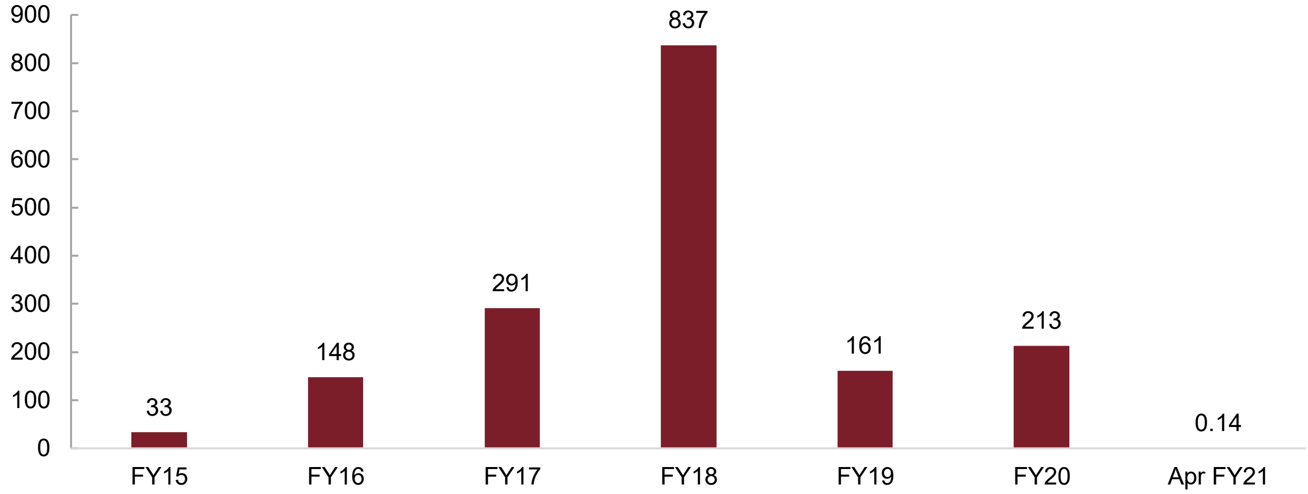


Note: PE ratio is calculated on trailing basis and has been averaged for the financial year; For Jun 20 – the first quarter average is considered
Source: Industry, CRISIL Research

Growth in primary market subdued after fiscal 2018

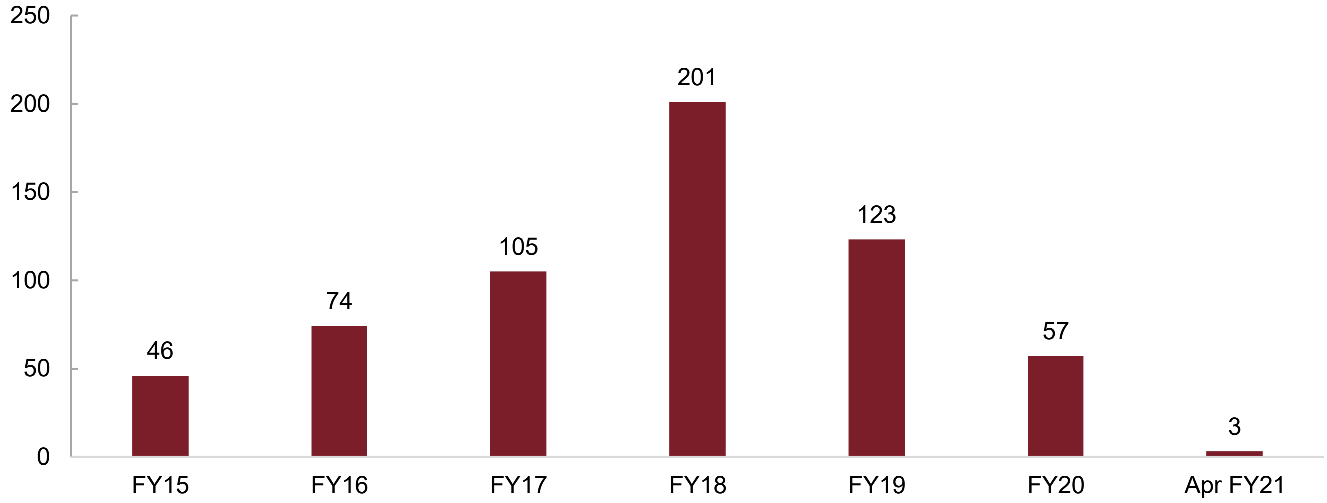
The primary market has remained subdued in fiscals 2019-2020 and the first quarter of the current fiscal on account of a series of domestic and global events, including the liquidity crisis in the Indian economy after the IL&FS meltdown in 2018; the trade stand-off between the US and China; and lower-than-expected growth in global and domestic macro-economic indicators. Although there hasn't been a sharp fall in the number of issuances, the total amount raised via primary issues in India fell below the fiscal 2017 levels. In fiscal 2021, on account of increasing economic uncertainty due to the pandemic, the primary market activity is expected to remain low.

Amount raised through primary markets (equities) (Rs Bn)



Source: SEBI, CRISIL Research

Number of issues through primary markets (equities)

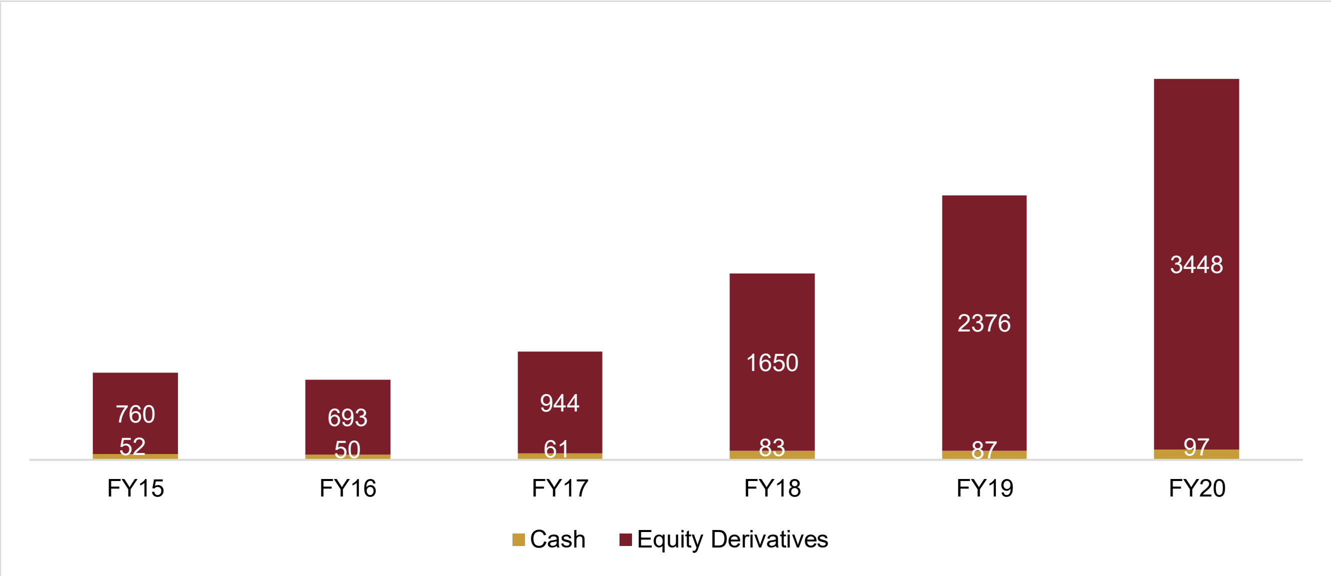


Source: SEBI, BSE, NSE, CRISIL Research

Fiscal 2018 was a bumper year for fund raising via equity market as more than ₹ 800 billion was garnered through over 200 IPOs, mainly on account of higher liquidity and private equity players exiting their holdings. This was almost three times the capital raised in fiscal 2017.

Equity market turnover continues to soar

Market turnover during fiscal 2015-fiscal 2020 (Rs trillion)

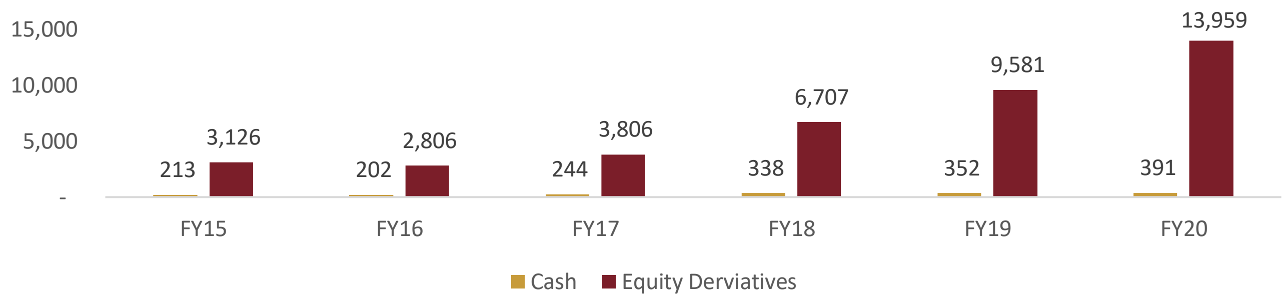


Source: SEBI, CRISIL Research

Increasing investor interest in derivatives has led to a sharp run-up in turnover of equity derivatives markets. Equity derivative markets have outpaced the cash markets, clocking 35% CAGR over fiscals 2015-2020. The share of equity derivatives in total market turnover has increased to more than 97% from 94% during the period. Key factors that aided this growth were the rise in the benchmark indices; cut in securities transaction tax (STT) on equity futures from 0.017% to 0.01%; and increasing share of high-frequency and algorithmic trading, mainly in the derivatives market.

FPIs account for only 15-20% of overall volume in derivatives and mainly take positions for hedging. DIIs have a negligible presence in the derivatives segment as key institutions such as mutual funds are not allowed to write option contracts and norms stipulate that their exposure to option premium paid must not exceed 20% of the net assets of the scheme. The highest share is of the others category – including individual investors, HUFs, Trusts, NRIs etc. accounting for 38% in fiscal 2020 and proprietary trades accounting for 33% of the equity derivatives turnover in NSE which is the major contributor of equity derivatives turnover.

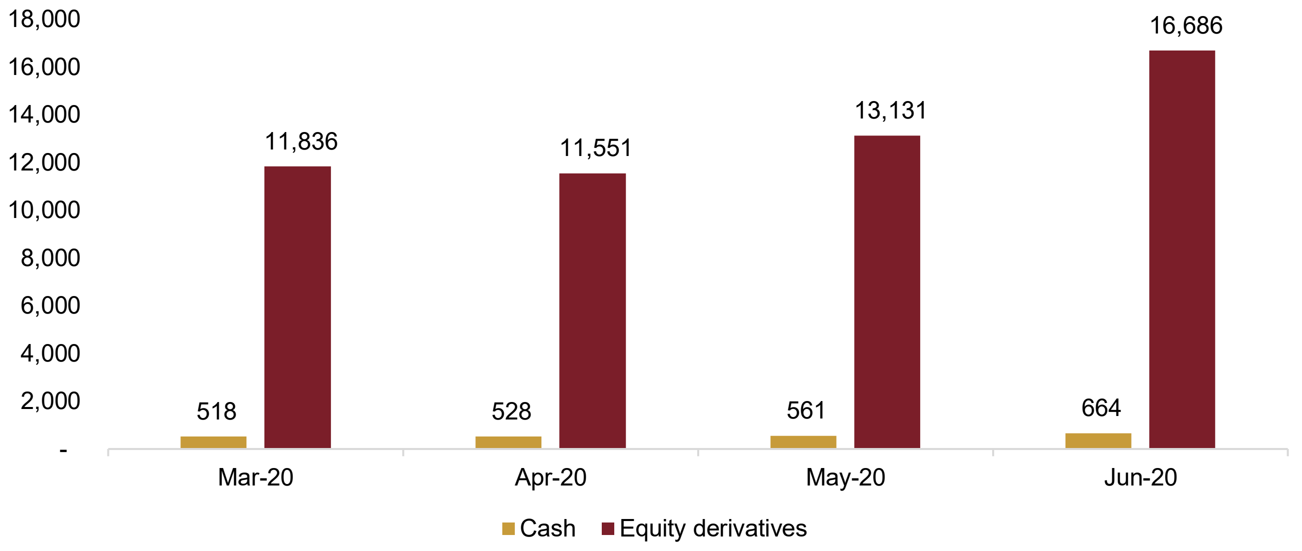
Average daily turnover (ADTO) increased with rising investor participation (Rs billion)



Source: SEBI, CRISIL Research

With increasing retail participation both in equity cash and derivatives segments, the average daily turnover clocked a strong ~34% CAGR over fiscals 2015-2020, mainly led by derivatives. With the equity market poised to do well in the long term, this number is likely to see further growth.

ADTO trend for last four months across cash and equity derivatives segment (Rs billion)



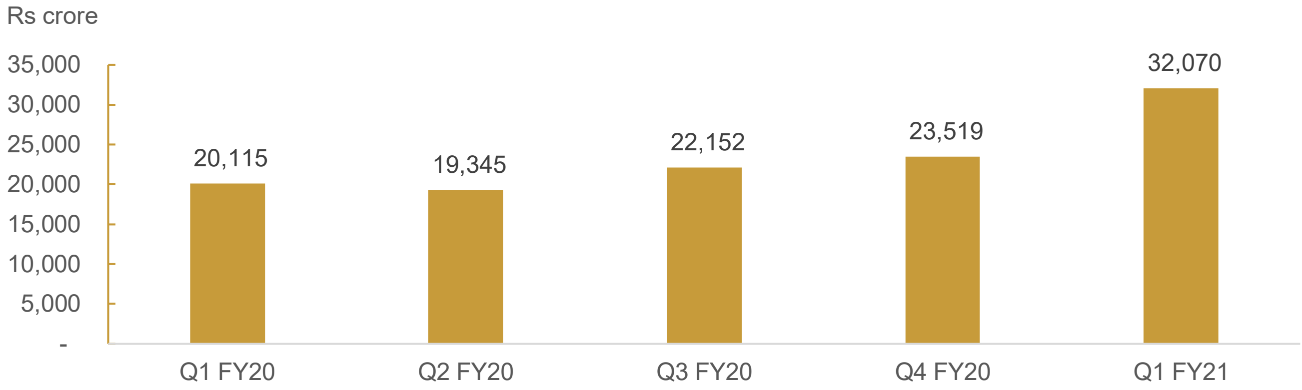
Source: NSE, BSE, CRISIL Research

Retail ADTO trend for cash market and equity derivatives

Retail ADTO (Rs cr)		Total cash market retail ADTO	Total equity derivatives market retail ADTO
Year ended	2018	19,733	306,090
	2019	19,619	462,510
	2020	21,307	661,198
FY20	Q1 FY20	20,115	586,867
	Q2 FY20	19,345	657,542
	Q3 FY20	22,152	657,182
	Q4 FY20	23,519	738,252
Month ended	Mar-2020	25,591	562,018
	Apr-2020	30,197	576,148
	May-2020	30,691	612,611
	Jun-2020	38,611	764,531
Q1 FY21		33,493	658,135

Note: Retail ADTO for months of May 2020 and June 2020 is calculated by using average of buy and sell value in these months
Source: BSE, NSE, SEBI, CRISIL Research

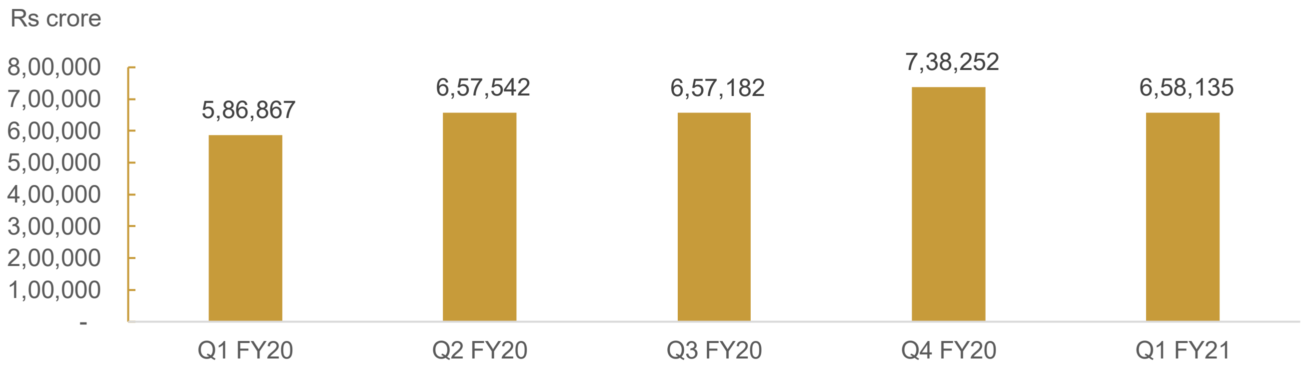
Retail ADTO trend for total cash market over last five quarters



Note: Retail ADTO for months of May 2020 and June 2020 in Q1FY21 is calculated by using average of buy and sell value in these months

Source: BSE, NSE, SEBI, CRISIL Research

Retail ADTO trend for total equity derivatives market over last five quarters



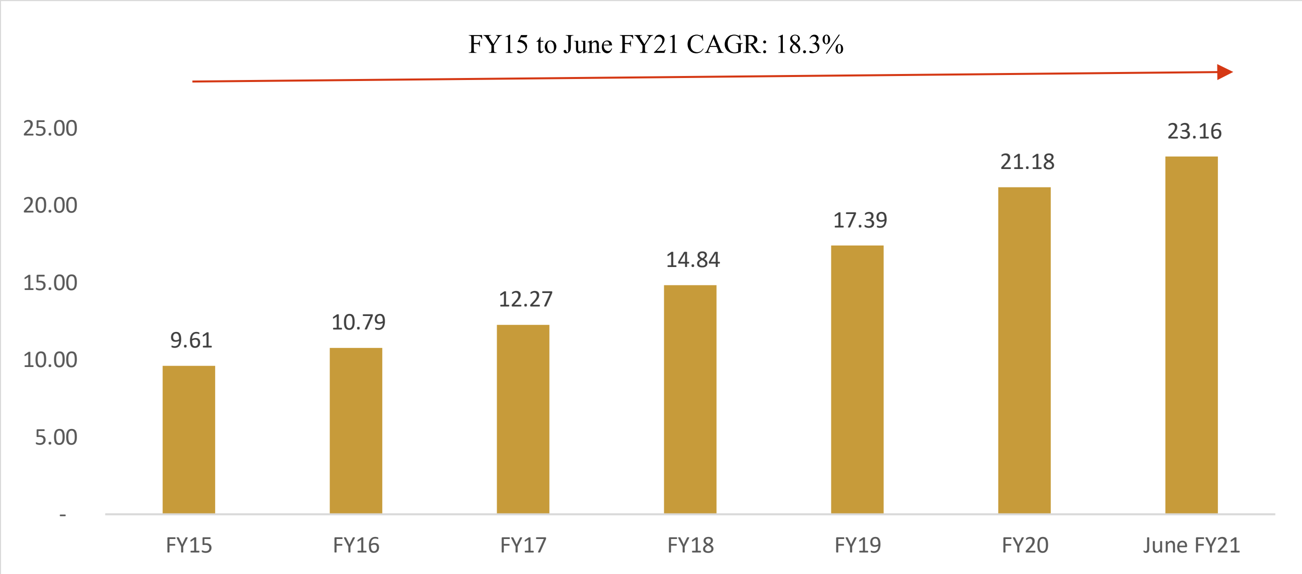
Note: Retail ADTO for months of May 2020 and June 2020 in Q1FY21 is calculated by using average of buy and sell value in these months

Source: BSE, NSE, SEBI, CRISIL Research

New investors on the rise

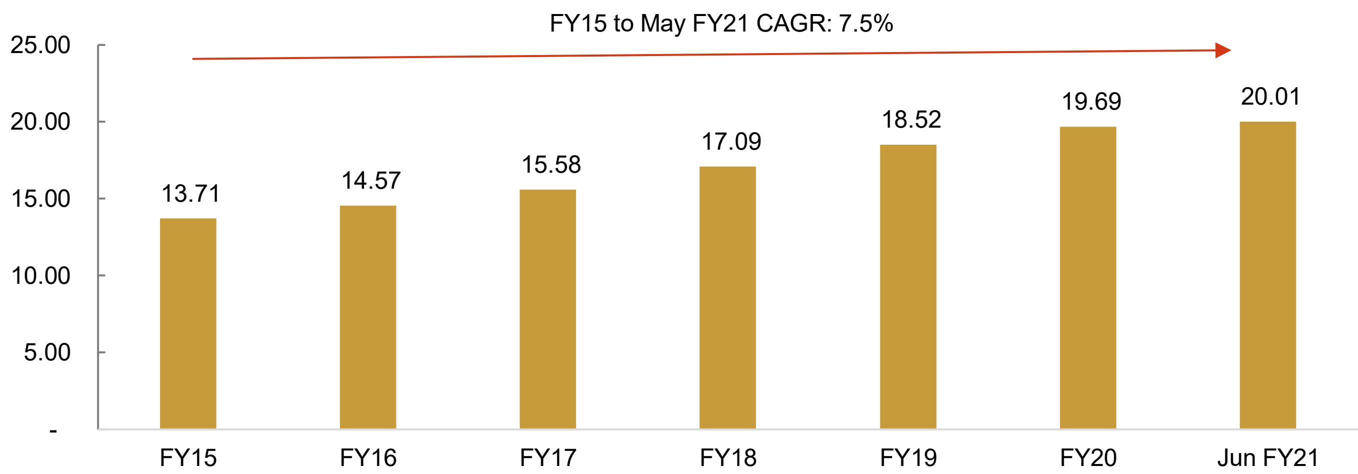
Mutual fund folios that were active as of end fiscal 2020 have nearly more than doubled from the end of fiscal 2015 levels growing at a CAGR of ~16.5%. The number of active accounts held in NSDL and CDSL have also seen an increase of 7.45% and 18.2% CAGR respectively upto June 2020. Moreover, despite the sharp decline in equity markets towards the end of March 2020 following the pandemic-induced lockdown, new demat accounts and mutual fund folios (SIP accounts) continued to be added in April and May 2020.

Number of active accounts in CDSL (million)



Source: SEBI, CRISIL Research

Number of active accounts in NSDL (million)

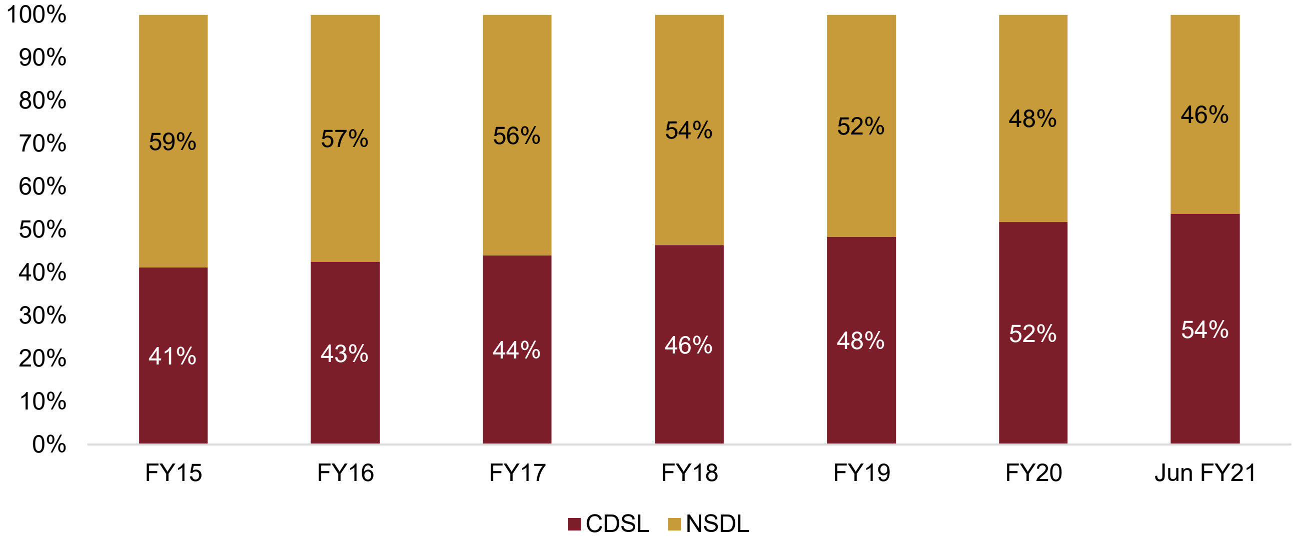


Source: SEBI, CRISIL Research

Source: SEBI, CRISIL Research

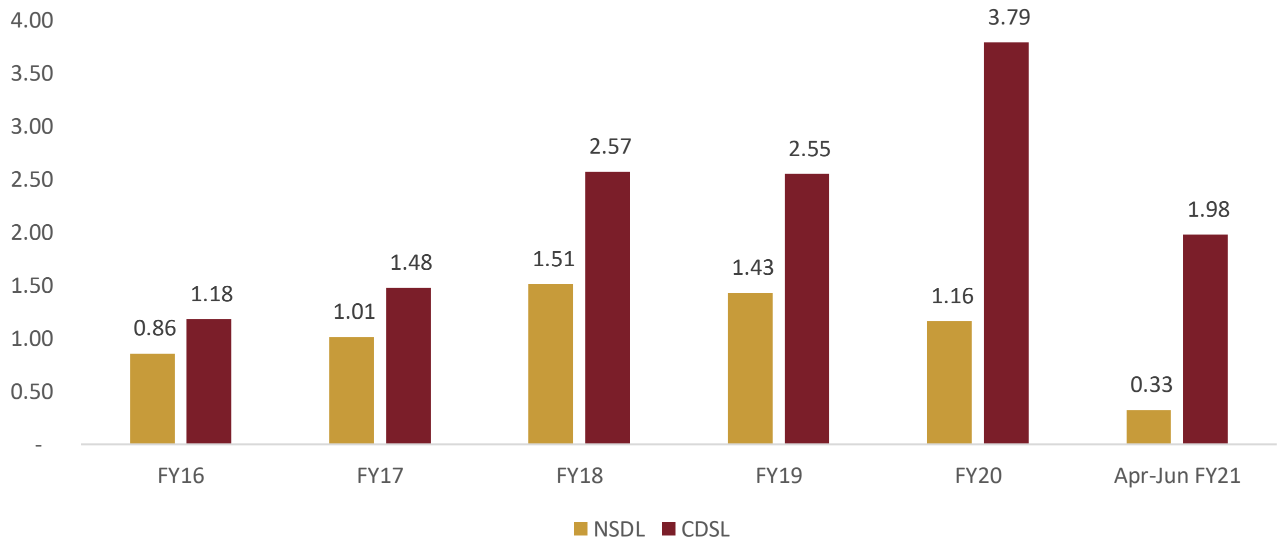
The share of active user accounts for CDSL has increased from 41% as on 31st March, 2015 to 54% as on 30th June 2020 surpassing NSDL in fiscal 2020.

Share of active accounts between CDSL and NSDL



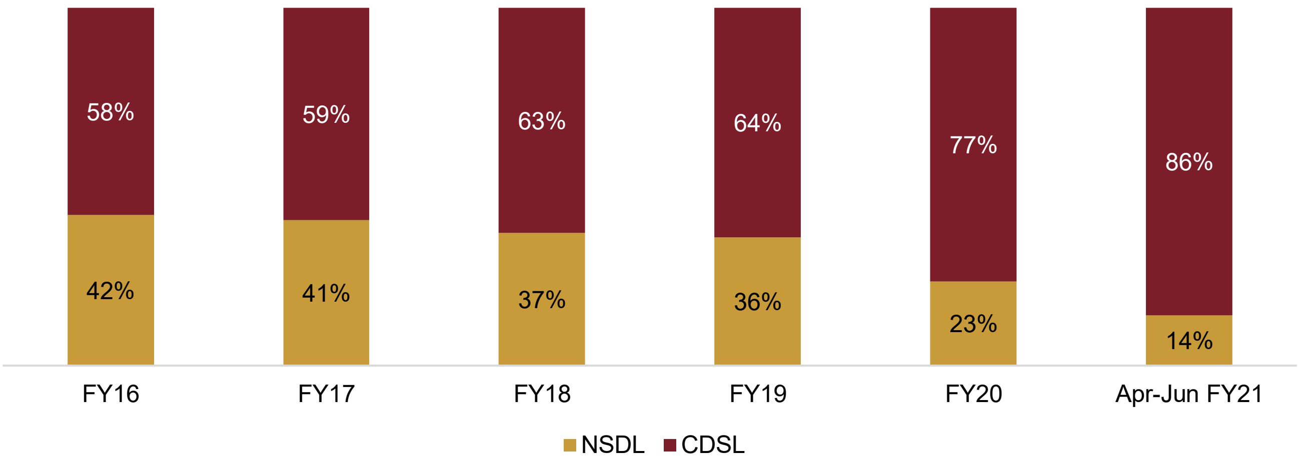
Source: SEBI, CRISIL Research

Incremental accounts in CDSL and NSDL (million)



Note: Incremental accounts calculated as the net additions over the previous mentioned period
Source: SEBI, CRISIL Research

Share of incremental accounts between CDSL and NSDL



Note: Incremental accounts calculated as the net additions over the previous mentioned period
Source: SEBI, CRISIL Research

Although this does not entirely reflect the growth in new individual first time investors, it indicates that financial products have seen considerable traction over the last five fiscals aided by prudent measures and deeper focus.

The trend is expected to continue with investors finding ease of transaction across platforms and devices supported by use of technology and getting services such as access to various reports, information and trackers. Further, players providing these services are continuously expanding their geographical and digital footprint by investing in increasing customer savviness and ease of use. Thus it can be concluded the number of new investors coming into the fold will only expand going forward.

Increasing investor participation in the capital markets

	FY15	FY20	Jun-20	FY15-20 CAGR
Mutual fund folios (million)	41.74	89.74	NA	16.5%
Demat accounts – active (million)	23.31	40.89	43.17	11.9%

Source: AMFI, CDSL, NSDL, CRISIL Research

As on FY20, current penetration of demat accounts as a proportion of the population stands at ~3% considering a population of 1.4 billion in FY20 in India. This number is quite low and provides ample scope for further additions. As per the India postal code system there are 19,252 pin codes as on May 2020 that are served. Further, the reach and distribution of financial products and across various tier of cities/districts across the country (as per annexure) has been increasing and is expected to continue to rise in the future.

Evolution of Indian broking industry

Until 1994, equity trading in India was based on the open outcry system, where professionals communicated their buy/sell orders on a stock exchange's trading floor. It involved shouting and the use of hand signals.

With the establishment of the NSE in 1994, the era of screen-based trading dawned in the country. Within a short span of time, screen-based trading replaced the open outcry system on all the stock exchanges in the country. The screen-based trading system adopted in India is referred to as the open electronic limit order book (ELOB) market system. In the present market scenario, participants look for enhanced efficiency, improvement in information dissemination and better use of technology to reduce cost.

Mobile trading, which the regulator approved in 2000, has further changed the face of the domestic broking industry as it increases the convenience and facilitates trading on the go. The time for account opening and verification has dramatically reduced for the industry. With wider access to information and increased ease of doing transactions, trading volumes are likely to see significant growth.

With the evolution of technology and artificial intelligence (AI), trades can now take place through a machine based on algorithm and that too within a few micro seconds. This AI-based buying and selling system has changed the law of supply and demand and it is now possible to easily estimate individualised demand and supply curves and thus individualised pricing. Further, AI has reduced information asymmetry in the market and made it more efficient.

Types of products offered by exchanges

Exchanges offer a variety of products to investors, sold via brokerage firms or data vendors. Below is the list of products provided by exchanges:

Segments	Products and services	Customer group
Cash market	Products: Equities, ETF, MF, SLBS, OFS Services: Settlement guarantee	Retail, Institutional and Proprietary; Participants - Domestic & Foreign
Derivatives	Products: Equity Derivatives (Index & Stock), Currency Derivatives, Interest Rate Futures, Derivatives on Global Indices & Volatility; Services: Settlement Guarantee	Retail, Institutional and Proprietary; Participants - Domestic & Foreign
Commodity	Products: Commodities (including agriculture, metals, oil, gold, etc.), Commodity derivatives, Commodity options Services: Settlement Guarantee	Retail, Institutional and Proprietary; Participants - Domestic & Foreign
Debt Market	Products: Debt securities, Corporate bonds, Govt. securities & T bills; Services: Clearing and Settlement, Risk Management, Connect NSE, Corporate bond database	Retail, Institutional and Proprietary; Participants - Domestic & 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
Margin trading facility	Products: Equity cash segment Services: Margin and SPAN reports	Retail, Institutional and Proprietary; Participants - Domestic & Foreign

Equity broking industry revenue to log 11-12% CAGR in next five fiscals driven by a growth of 23-25% in turnover volumes

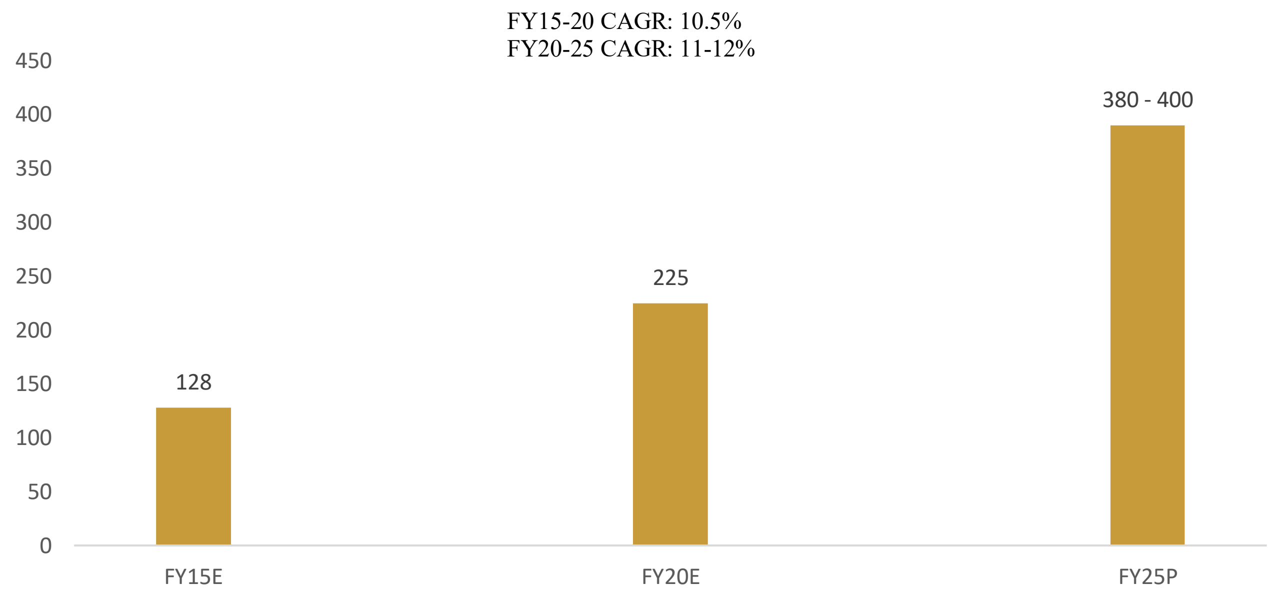
The domestic broking industry's revenue registered ~10.5% CAGR over fiscals 2015-2020, to reach an estimated Rs 225 billion on account of a ~34% increase in turnover in equity (cash and derivatives of NSE, BSE) markets during the same period.

The industry is expected to see strong growth going ahead, after facing difficulties on account of pressure on yields and changing regulatory landscape. The growth will mostly be due to increased scalability and reach of players to untapped markets, especially lower tiered cities, leveraging their highly agile digital models.

This will be adequately supported by the growing turnover levels across the equity derivatives and cash segments. These segments are expected to cumulatively grow at a 23-25% CAGR up to fiscal 2025. This growth will be driven mainly by the higher investor awareness, increased retail interest across market segments, easier and faster means to access the markets and continuing FII inflows.

As advanced technology enables easier online operations, brokerages can gain access to a large amount of client information and data. This will help them better target their customers with value added services as well as credit and distribution services in addition to their core offering which is now more simple and customer-friendly. In the next five fiscals, we expect the industry to log 11-12% CAGR.

Equity broking industry revenue growth (Rs billion)



Note: Broking revenue from equity markets; fiscal 2025 number is a projection
Source: CRISIL Research

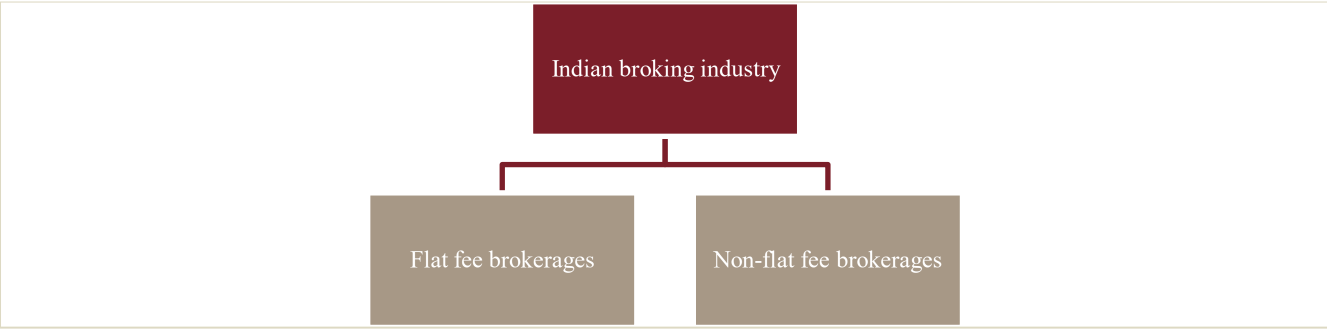
Classification of the broking industry

With progresses made in the broking sector, trading process, which used to be cumbersome and expensive, has transformed for the better. Anyone with a mobile device and internet connection can now open a broking account and trade without any human interface. Technology has also significantly brought down the cost to conduct the business as players need not open branches or recruiting sales personnel. This has helped brokerage firms to remain extremely profitable despite a sharp reduction in fees charged. In the current market scenario, pricing has ceased to be a differentiator with consumers increasingly choosing brokerages on the basis of quality of their service and conveniences they offer.

The industry can be broadly divided into two – 1. Brokerages that charge a flat transaction-based fee irrespective of the volume or the trade size; and 2.Those that charge a percentage fee on the transaction value hereafter referred to as non-flat fee brokers

Traditionally, larger bank-based players adopted percentage fee-based model, where for each transaction (intra-day and delivery-based), a fixed brokerage fee as percentage of value of transaction was charged which was mentioned in the annual plan of the customer. They have largely persisted with this model and have started offering limited plans for some customers based on a flat fee-based structure. On the other hand, most of the brokerages, some even commanding a very high market share of active customers, have adopted the flat fee-based model, where transactions are charged on a flat fee basis irrespective of the value of transactions, except for very small value transactions.

Types of brokerages in India



Source: CRISIL Research

Traditional broking shifts to technology-oriented lean and adaptive models

The flat fee-based brokerages are relatively a newer concept in our country but garnered a dominant share in the industry with their service offerings across customers using both mobile applications and terminals to invest and trade. Aided by the ease of transacting and the super-fast registration and account opening processes across both these category of brokers, the industry is seeing a surge in retail investor participation, which, in turn, is boosting the trading turnover.

With the importance of technology increasing, customers are provided more and more means to access information and take active decisions based on the fast paced information availability. The systems are ever evolving and have become quick and robust. In order to stay relevant and increase the market share, many brokers have heavily invested in infrastructure. Their IT systems have transformed from legacy systems to modern day agile, adaptive and lean architectures.

Digital trading platforms provide brokerages with enhanced scalability

With the domestic brokerage industry evolving, various brokers distinguish themselves from others in terms of their service offering to the customers including lower fees, lower maintenance charges, faster turnaround times for account opening, better security features, faster access to systems, etc.

In addition, the evolution of technology has helped them further penetrate their target customer segment faster. It offers them ease of scalability, which reduces their operating cost per customer and improves their profitability. Facilities supplementing mobile-based trading, such as live TV, advanced research reports, push notifications, enhanced price discovery settings, etc., help enhance the user experience for their customers helping them with better retention.

With advent of the modern platforms, brokers have put in place infrastructure which lowers the variable operating cost per customer considerably due to its scalable nature. The same platforms that cater to existing clientele can scale up to accommodate multiple new users. This helps them price their offerings lower and in many cases charge fixed transaction-based fees or even charge no fee for delivery-based transactions.

Varied service offerings to diverse set of customers

These brokerages further offer services to either individuals or even institutions, which usually perform high value transactions, requiring higher technical support such as high frequency data, algorithm implementation and testing capabilities, co-locations, trade automation etc., which, with the better infrastructural setup, becomes easier to implement and offer.

Key points of difference between institutional and retail broking

Parameter	Institutional broking	Retail broking
Number of investors	Low	High
Average ticket size	High	Low to moderate
Brokerage fee	About 20-30 bps lower than retail	Rates depend on volumes and customer's relationship with the broker
Type of trades	Mostly block trades	Small to moderate quantities
Technical support	Requires high technical support, systems like algorithmic trading, co-locations, automation of trades, etc.	Requires low to moderate technical support; some retail investors also engage in facilities such as algorithmic 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

Value added service offering becomes a key differentiator amid rising competitive pressure

Broking yields for most full service brokerages have taken a further hit in fiscal 2020 after a sustained pressure in last two-three fiscals. Pricing pressure due to rising competition and increasing product offerings is the major reason for this fall. With increasing competition in equity broking between all – from bank-led brokers, traditional call-order based brokers and advanced technology-led brokers – average broking yields have been falling. This competitive intensity in the industry is expected to remain high going forward. Broking yields, which are calculated as brokerage income to turnover, for various players in the industry have halved from the fiscal 2015 levels.

The fall in yields is being cushioned by increasing turnover and market participation in addition to higher paid offerings such as subscription-based services, margin-based funding facilities, etc. Going a step further, several brokers also offer enhanced graphical user interfaces with modern charting techniques, strategy building tools to trade in derivatives, offer margin and credit facilities, high frequency data feed etc. These modern day facilities require significant infrastructure and technological capability in which these players have actively invested in.

While players have scaled up their technology infrastructure significantly, additional expenses, such as manpower, branches and costs associated with scaling up in newer geographies, etc., have come down because of digitalisation of their operations and ease of scalability due to this. CRISIL Research's analysis shows that several broking entities have ramped up their technology investments by around 50% in fiscal 2018 and another 20% in fiscal 2019. In fiscal 2020 too, we estimate relatively higher spends on technology upgrades and towards building sustainable and agile infrastructure.

Internet and mobile trading gaining share on account of convenience

The penetration of internet trading has been deepening, with the number of active registered subscribers seeing a significant increase. Internet trading volumes are also on the rise with their share increasing from 20.9% in the F&O segment to 31.5% over fiscals 2015-2019. Cash segment volume, meanwhile, increased from 23.2% to 29.8%. The share of internet-based trading, however, declined to 23.5% in the cash segment and 25.7% in the F&O segment in fiscal 2020 largely owing to the high growth of the turnover during the period.

Key factors aiding this growth are:

- Growing mobile usage and penetration: India has more than 693 million internet users as of March 2020. Of this, more than 671 million subscribers are wireless/mobile subscribers
- Growing usage of smartphones: With ever growing user base of smartphones, India has close to 658 million 4G data subscribers as of fiscal 2020. With cheaper availability of data, increasing penetration of the smartphone devices, easy information dissemination, growing investor education initiatives from market participants, access to social media and informative websites, investors are increasingly becoming better equipped to trade and invest in the equity markets.
- Lower brokerage fees: Retail traders trading online get discounts in brokerage; full service brokerages have also adopted internet trading models to become leaner
- Flexibility and convenience: Internet trading allows for greater control on transactions and faster turnaround (within seconds) and reduces latency with the time required for calling a broker and placing the order coming down
- Handy tools: Multiple tools, such as 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
- NSE had launched internet-based trading for investors in 2000 and mobile-based trading in 2010.

Increasing share of internet-based trading in overall turnover for NSE segment

NSE cash, internet statistics	FY15	FY16	FY17	FY18	FY19	FY20
Clients (in million)	6.36	9.46	9.12	7.46	NA	NA
Trading value (Rs trillion)	10.1	10.3	13.1	21.3	25.9	22.8
Share in overall trading	23.20%	24.20%	25.80%	29.40%	29.8%	23.5%

NSE F&O, internet statistics	FY15	FY16	FY17	FY18	FY19	FY20
Clients (in million)	4.7	4.75	4.35	3.93	NA	NA
Trading value (Rs trillion)	116.1	146.2	254.9	484.1	748.3	885.9

NSE F&O, internet statistics	FY15	FY16	FY17	FY18	FY19	FY20
Share in overall trading	20.90%	22.60%	27.00%	29.30%	31.5%	25.7%

Note: Trading value calculated as buy side + sell side turnover
Source: NSE Factbook 2018, NSE, CRISIL Research

Increasing share of mobile-based trading on NSE and BSE based on total turnover

Segment	FY14	FY15	FY16	FY17	FY18	Up to Q3 FY19
NSE Mobile (cash)	0.7%	1.1%	2.2%	3.5%	5.1%	8.1%
NSE Mobile (derivatives)	0.3%	0.5%	1.0%	1.6%	2.2%	3.2%

Source: SEBI handbook 2018, NSE, CRISIL Research

Segment	FY14	FY15	FY16	FY17	FY18	Upto Q3FY19
BSE Mobile (cash)	0.2%	0.5%	1.1%	2.2%	3.1%	5.3%

Source: SEBI handbook 2018, CRISIL Research

Majority of brokers are now using digital platforms, in addition to their existent physical footprint. It helps them better attract savvy customers who are willing to pay a premium for additional services of higher quality using technology and automation, value-added services and that have higher product safety. This helps them garner higher assets from clients and obtain additional revenue through alternative means such as additional fees-based, distribution and interest income.

Service diversification into distribution has added to the revenue streams of brokerages

Most large players have diversified into related fee-based activities such as mutual fund distribution and capital markets lending to diversify their income source. However, some have amplified focus on growing their non-capital market credit books. In the long term, their success in the lending business would be dependent on their ability to effectively manage the liability-side of their book and risk. There are also a set of non-bank and non-NBFC brokers that exclusively focus on broking and distribution business.

Smaller entities in the equity broking business remain niche players with limited diversification and hence are more vulnerable to market volatility. These entities typically benefit from strong customer relationships. Nevertheless, given the shift in market share towards larger brokerages, they will need to continuously evolve and control their cost structure to be able to manage profitability in the current market environment.

Below is a comparison of latest product offerings of some flat fee-based and non-flat fee-based brokers

Many large brokers offer several plans to their retail clients (for example, flat brokerage plan vs variable brokerage plan where traded turnover and brokerage rates are inversely related). Institutional brokerage rates are far lower than the retail rates and mainly depend on the quality of research reports and trade execution capability provided. Given in the below table is the indicative structure of charges for a variety of trading options. As can be seen from the table, Angel Broking is one of the most competitive players in the industry

Brokerage rates of various major brokerages across products

#	Brokers	Delivery	Intraday	Futures	Options	Commodity
1	Angel Broking	0	Rs. 20	Rs. 20	Rs. 20	Rs. 20
2	Zerodha	0	Rs. 20	Rs. 20	Rs. 20	Rs. 20
3	RKSV Securities	0	Rs. 20	Rs. 20	Rs. 20	Rs. 20
4	5 Paisa	Rs. 20	Rs. 20	Rs. 20	Rs. 20	Rs. 20
5	Axis Securities	0.50%	0.05%	0.05%	Rs. 100 per lot	Rs. 100 per lot
5b	Axis securities (tiered plan)	0.25%	0.03%	0.03%	Rs. 50 per lot	Rs. 50 per lot
6	Kotak Securities	0.49%	0.049%	0.049%	Rs. 300 per lot	Rs. 300 per lot
7	HDFC Securities	0.50%	0.05%	0.05%	Rs. 100 per lot	Rs. 100 per lot
8	Motilal Oswal	0.50%	0.05%	0.05%	Rs. 70 per lot	0.05%
9	IIFL Securities	0.50%	0.05%	0.05%	Rs. 100 per lot	Rs. 100 per lot
10	ICICI Securities	0.55%	0.275%	0.05%	Rs. 95 per lot	Rs. 95 per lot
10b	ICICI securities (tiered plan - 1)	0.25%	0.025%	0.025%	Rs. 35 per lot	Rs. 35 per lot
10c	ICICI securities (tiered plan - 2)	0.25%	0.025%	0.025%	Rs. 20 per order + Rs. 5 per lot	Rs. 20 per order + Rs. 5 per lot

Note: For tiered plans, the account opening charges vary and there are different threshold limit for complimentary delivery turnovers post which the brokerage rates apply; Among the tiered plans there are various applicable rates as per plan tier and account opening charges and the above rates are only indicative

Source: CRISIL Research

Many of the flat fee-based brokers offer free equity delivery, while a few others charge up to Rs 20 per order executed. For equity intraday, equity F&O, commodity F&O and currency F&O, they typically charge Rs 20 or 0.01% per order executed, whichever is lower. As described earlier, a lot of non-flat fee-based brokers are shifting to the pricing model of flat fee-based brokers and provide various other fee-based services in order to increase their customer base. Some even offer a range of services spread across three or four tiers. This move towards the fixed and low pricing model has helped them remain largely competitive against the breed of new generation flat fee-based brokers.

Branch and authorised person network to aid technological progress

Despite their focus on technology and digitalisation of operations, players in the broking industry are heavily invested in their branch network as well. They have over thousands of outlets and branch offices across the country. Moreover, their branch network is spread not only by means of own offices but also authorised person offices (authorised persons include investment associates and independent financial associates).

Bigger players gaining market share

The Indian broking industry has become more concentrated over the years, with smaller players ceding market share to the bigger peers due to their superiority on the above counts. On both BSE and NSE cash equity markets, the top 10 brokers command ~41% and ~40% market share in turnover of cash segment, respectively in fiscal 2020. This is expected to further increase in fiscal 2021.

The share of the top five players in NSE's cash equity market turnover increased from 15% in fiscal 2015 to 26% in fiscal 2020. The top 25 brokers controlled as much as 61% of the NSE cash market volume in fiscal 2020, compared with 46% in fiscal 2015.

In derivatives trading as well, a similar trend is visible. The top 25 brokers account for 53% and 63% of trading volume on NSE's futures and options markets, respectively, during fiscal 2018, up from 42% in futures volume and 52% in options volume in fiscal 2012.

Share of brokers in the NSE and BSE cash equity markets

	BSE					NSE				
	Top 5	Top 10	Top 25	Top 50	Remaining	Top 5	Top 10	Top 25	Top 50	Remaining
FY15	18%	29%	48%	65%	36%	15%	26%	46%	64%	36%
FY16	21%	31%	50%	66%	34%	18%	29%	50%	67%	32%
FY17	19%	29%	49%	66%	34%	18%	28%	50%	67%	32%
FY18	21%	33%	55%	70%	29%	20%	31%	52%	69%	32%
FY19	24%	39%	60%	73%	27%	22%	34%	55%	73%	28%
FY20	27%	41%	65%	77%	24%	26%	40%	61%	77%	24%
Apr-20	33%	50%	72%	83%	17%	31%	45%	66%	81%	19%

Note: The total may not be 100% due to rounding off
Source: SEBI monthly bulletin – May 2020, CRISIL Research

Share of brokers in the NSE F&O market

	NSE futures					NSE options				
	Top 5	Top 10	Top 15	Top 25	Remaining	Top 5	Top 10	Top 15	Top 25	Remaining
FY12	13%	22%	29%	42%	58%	22%	34%	41%	52%	48%
FY13	14%	24%	32%	43%	57%	17%	28%	38%	51%	49%
FY14	16%	27%	35%	46%	54%	19%	32%	41%	54%	46%
FY15	15%	26%	34%	46%	54%	24%	37%	47%	58%	42%
FY16	15%	26%	34%	47%	53%	24%	38%	48%	60%	40%
FY17	19%	30%	38%	50%	50%	20%	34%	45%	60%	40%
FY18	20%	31%	40%	53%	48%	23%	37%	48%	63%	37%

Note: The total may not be 100% due to rounding off
Source: NSE Factbook 2018, CRISIL Research

Evolution of digital brokers and their dominance in the US market

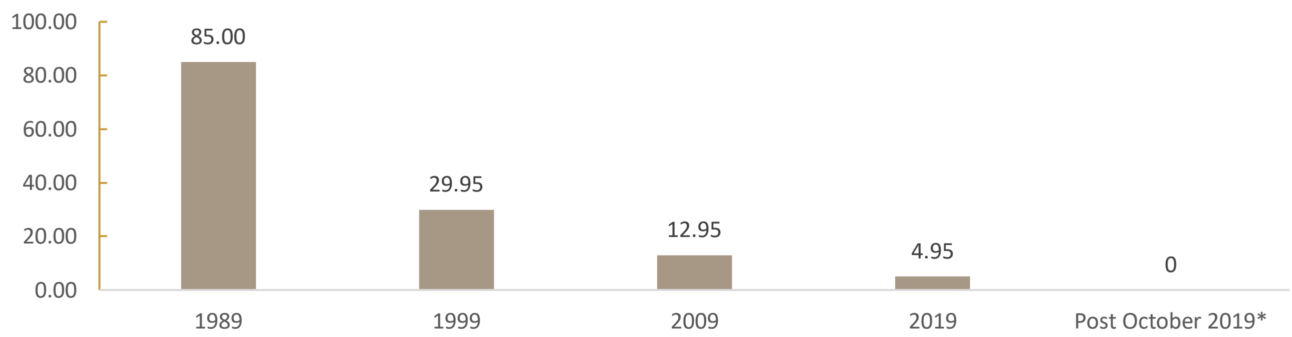
In the US market, full service firms with traditional models, which provided consolidated services such as advisory and asset gathering, allocation and distribution, have consolidated in the past 20 years to a handful now. Post consolidation, digital platforms and mobile-based models were launched that allowed customers to do the transactions on their own without broker assistance.

The sophisticated digital interfaces provided by the brokers can somewhat replicate the services of advisors. With emerging technology, the cost of providing technology-based solutions is not very high as these include light features such as to-the-point suggestions and one-click trade implementation instead of a detailed analysis of possible trade decisions. Customer receptiveness to such models has been increasing as the customers' interest and knowledge in trading have increased and they do not want to depend on advisors and wealth managers for trade decisions. This has helped fixed price online players expand their direct reach and get more clients.

Since last year, major US brokers have been focusing on bolstering clients' assets and their business growth has shifted to zero trading fee model for stocks, ETFs and options. The aim is to increase client base to generate higher income from additional fee-based services. And, brokers have reported a considerable increase in the number of client accounts and managed assets.

For example, Charles Schwab has consistently lowered commissions over the past years from USD 29.95 in 1999 to USD 12.95 in 2009 to USD 4.95 in 2019 post which it eliminated commissions for all US and Canadian-listed stocks, ETFs and options online and mobile trades in October 2019. The company saw 31% on-month increase in new brokerage and investment accounts in October 2019. Its market capitalisation increased to $61.15 billion in December 2019 from $54.77 billion in December 2018. The company also witnessed on-year EPS growth of 9% and ROE of 19% in 2019.

Headline Commission Rate for Charles Schwab



Note: Headline commission rate is based on illustrative trade of 500-800 shares, (*): Commissions for all U.S. and Canadian-listed stocks, ETFs and options online and mobile trades reduced from $4.95 to $).00; option trades are still subject to the standard $0.65 per contract-fee
Source: Company reports, CRISIL Research

The US market has been witnessing further consolidation via mergers between large players such as Charles Schwab and TD Ameritrade. Online trading brokers, too, have merged with larger banks for easier access to interest-generating assets. The focus of the US brokers has been clearly shifting to interest income as well as client services-based models.

		Revenue (in USD million)			Commission as a % of revenue			Net Income (in USD million)			Market Capitalisation (in USD billion)
		2019	2018	2017	2019	2018	2017	2019	2018	2017	2019
Interactive Brokers Group Inc.		1,937	1,903	1,702	36%	41%	38%	161	169	76	19.37
Charles Schwab Corp		10,721	10,132	8,618	5%	7%	7%	3,704	3,507	2,354	61.15
TD Ameritrade Holding Corp*		6,016	5,452	3,676	33%	36%	38%	2,208	1,473	872	26.89
E Trade Financial Corp		2,886	2,873	2,366	15%	17%	19%	955	1,052	614	10.1
Morgan Stanley^	**Total**	41,419	40,107	37,945	9%	10%	11%	9,237	8,887	6,235	81.48
	Institutional securities	20,386	20,582	18,813	12%	13%	13%	4,599	4,906	3,536	
	Wealth Management	17,737	17,242	16,836	10%	10%	10%	3,728	3,472	2,325	
Wells Fargo and Company^		85,063	86,408	88,389	11%	11%	11%	19,549	22,393	22,183	222.43

		Revenue (in USD million)			Commission as a % of revenue			Net Income (in USD million)			Market Capitalisation (in USD billion)
		2019	2018	2017	2019	2018	2017	2019	2018	2017	2019
Citi Group		74,286	72,854	72,444	4%	4%	4%	19,401	18,045	(6,798)	168.9

Notes: (*): Financial year closes in September, (^): For Wells Fargo and Company, brokerage advisory, commissions and other fees is considered for commission as a % of revenue calculation, For Citi Group, brokerage commissions have been considered for commission as a % of revenue calculation, For Morgan Stanley, details of two businesses has been provided in the above table.
Source: Company reports, CRISIL Research

Growth drivers

Favourable demographics to aid capital market growth

As per the World Population Prospects 2019, India's working age population was 0.87 billion in 2019 and is expected to rise to 0.92 billion by 2024. Also an increase in the working age population is expected to be observed between 2015 and 2040 from 63% to 65% 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.

Increase in life expectancy and aspirations of the working population (for example, need to build a strong corpus before retirement) is also increasing, leading to more focus on investments in the capital markets. The young population is typically more technologically savvy and, with increasing proliferation of wireless broadband internet, internet and mobile trading should get a boost.

Low penetration, favourable government policies to increase investments in capital markets

Demonetisation (in November 2016), a reduction in cash transactions due to the implementation of GST from July 2017, and the Benami Transaction Act have funneled 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.

Going forward, CRISIL Research expects the gradual pickup in economic growth, benign inflation and low interest rates to lead to a surge in household financial savings in India. The share of capital markets within financial savings is also likely to increase, dictated by heightened awareness and consequent higher retail participation.

Break-up of gross financial household assets

As per the RBI's quarterly forecast on gross financial assets, mutual funds in the outstanding positions of household financial assets have continuously increased till the third quarter of fiscal 2020. However, it declined in last quarter of the fiscal.

Rs trillion	FY18				FY19				FY20			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Bank deposits	74.1	76.5	75.9	79.9	79.2	82.2	82.3	87.3	86.8	89.6	90.6	94.4
Life insurance funds	29.4	30.4	31.7	32.1	32.7	33.6	34.1	35.6	36.5	36.9	37.9	38.8
Currency funds	13.8	14.2	15.3	16.7	17.8	17.5	18.5	19.5	20.1	19.8	20.7	22.3
Mutual funds	9.5	10.2	10.6	10.7	11.9	11.5	11.9	12.4	12.7	12.8	13.9	11.6

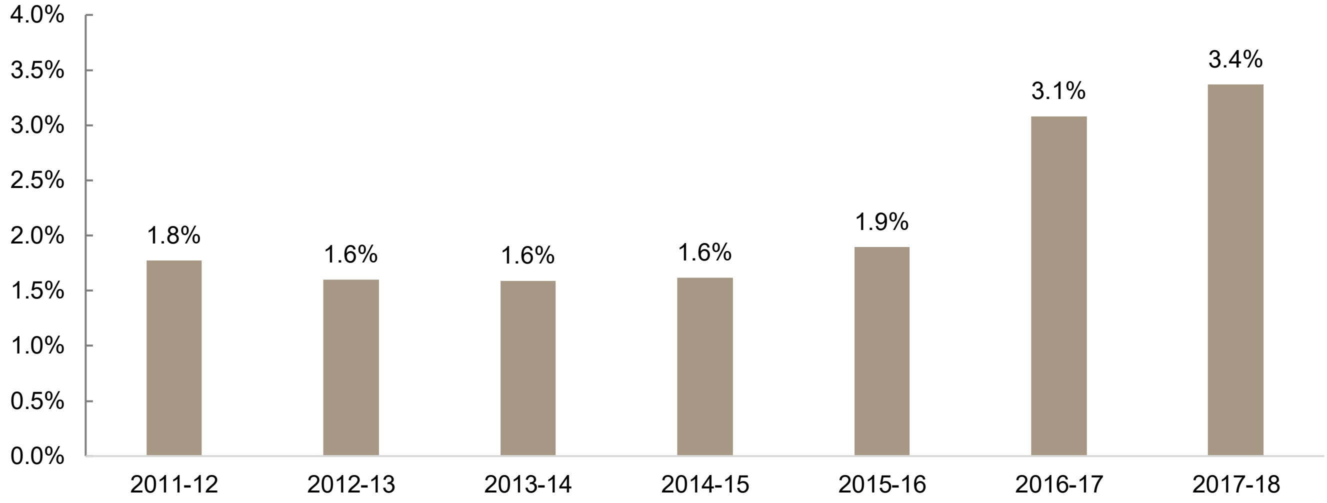
Note: The outstanding position for household investment in pension and provident funds is not published as the latest available data from Employee' Provident Fund Organization (EPFO), which constitute around 70% of this segment, pertains to fiscal 2017.
Source: RBI Bulletin June 2020.

Trend in share of various financial instruments

%	FY18				FY19				FY20			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Bank deposits	58%	58%	57%	57%	56%	57%	56%	56%	56%	56%	56%	56%
Life insurance funds	23%	23%	24%	23%	23%	23%	23%	23%	23%	23%	23%	23%
Currency funds	11%	11%	11%	12%	13%	12%	13%	13%	13%	12%	13%	13%
Mutual funds	7%	8%	8%	8%	8%	8%	8%	8%	8%	8%	9%	7%

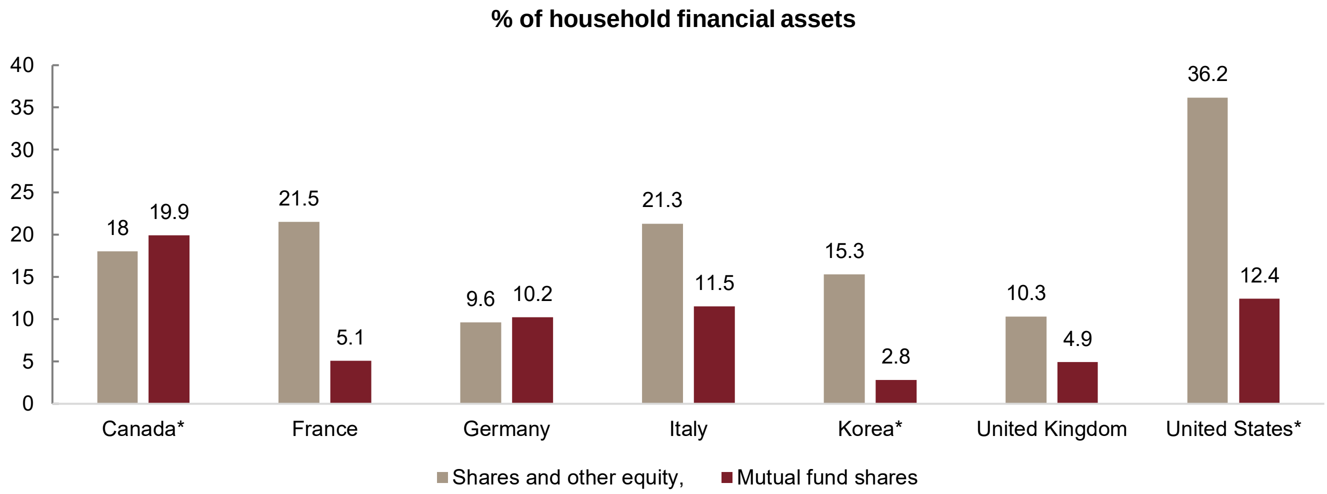
Note: The outstanding position for household investment in pension and provident funds is not published as the latest available data from Employee' Provident Fund Organization (EPFO), which constitute around 70% of this segment, pertains to fiscal 2017.
Source: RBI Bulletin June 2020.

Trend in changes of shares and debentures in household financial savings



Source: RBI, CRISIL Research

Proportion of shares and mutual funds in household financial savings of few developed economies (G7 countries)

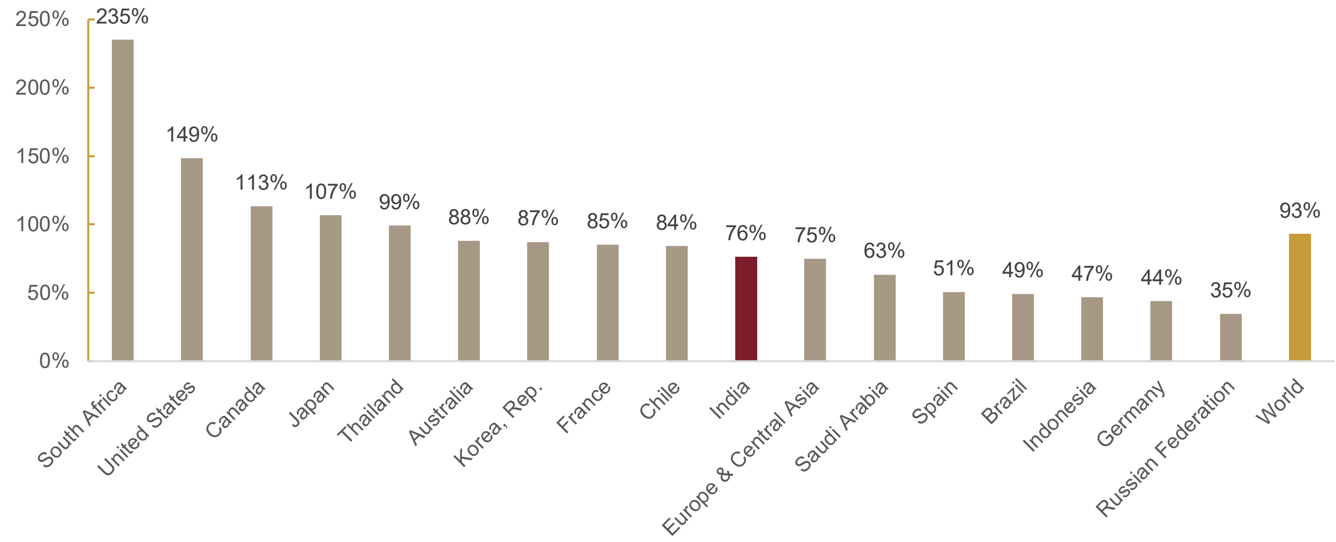


Note: (*): Data for these countries is for 2019,
Else data for 2018.
Source: OECD, 2018, 2019

Moderate penetration of equity leaves further scope for growth

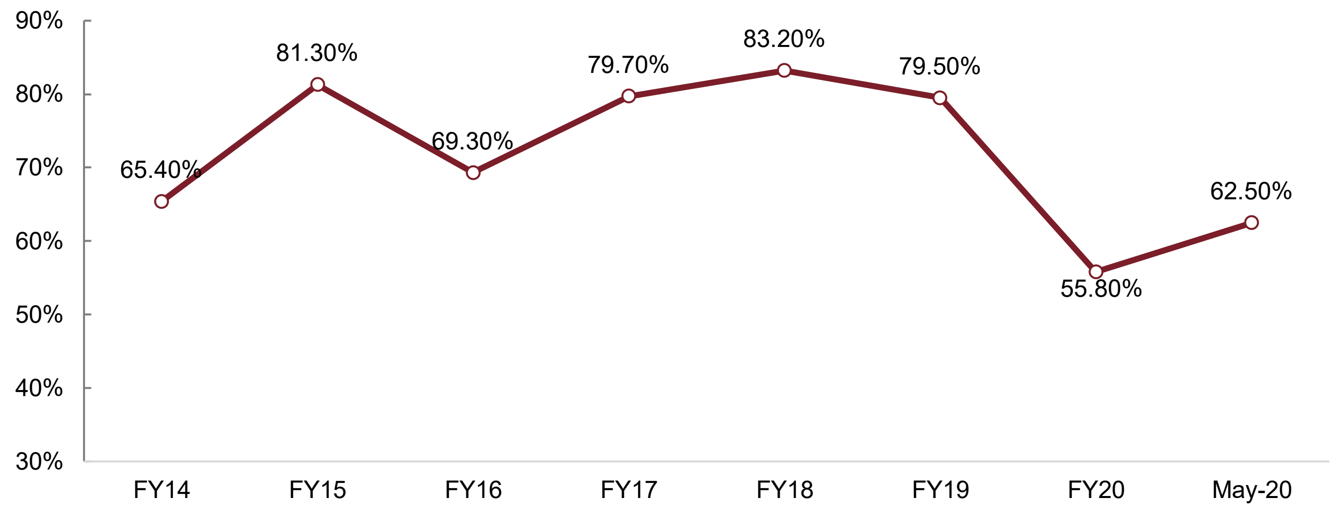
The global market capitalisation to GDP ratio continued to improve in calendar year 2019 to reach 93% from the lows of 56% in 2008. This was aided by a recovery in global macros and the fiscal and monetary stimulus provided by various governments. India, which was relatively insulated from global shocks, saw the ratio improve from 54% in 2008 to 76% in 2019 (as per the World Bank). India's BSE market capitalisation in May 2020 to average GDP for fiscal 2020 stood at ~62%. The ratio was impacted by the Covid-19 pandemic-triggered uncertainty in the markets. With GDP growth expected to gradually pick up, increasing formalisation of the economy and more entities from newer segments getting listed (insurance companies, e-commerce service providers, for example), India's market capitalisation to GDP ratio is likely to increase further in the next few fiscals.

Market capitalisation as a percentage of GDP in CY 2019



Source: The World Bank, CRISIL Research

BSE market cap to GDP (%)



Source: BSE, CRISIL Research
**Note: Calculated as year-end market cap to average GDP*

Share of retail and institutional investors in market volumes up against proprietary

Retail individual participation has jumped in the past few fiscals. The share of retail investors in the average gross traded value in the NSE derivatives market increased by around 400 bps each in fiscals 2016 and 2017 and nearly by 200 bps in fiscal 2018, mainly on account of strong inflows from retail investors.

Share of institutional, retail and proprietary investors in the NSE equity derivatives market

	Institutional		Retail		Proprietary	
	Average gross traded value (Rs billion)	% to average gross turnover	Average gross traded value (Rs billion)	% to average gross turnover	Average gross traded value (Rs billion)	% to average gross turnover
FY14	1,05,097	16.5	2,27,920	35.8	3,03,840	47.7
FY15	1,28,471	11.6	4,15,814	37.4	5,67,845	51.1
FY16	1,38,310	10.7	5,18,764	40.0	6,39,443	49.3
FY17	2,67,081	14.2	8,26,350	43.8	7,93,975	42.1
FY18	3,96,465	12.0	15,05,243	45.6	13,97,989	42.4

Note: Trading values calculated as buy side + sell side turnover
Source: NSE annual reports, CRISIL Research

From fiscal 2019, the NSE started classifying the categories in the below manner in which the non-institutional non-proprietary share (equitable to the retail share) is the major category. Share of institutional and proprietary investors in the NSE equity derivatives market is the same in fiscal 2019.

Share of institutional, non-institutional non-proprietary and proprietary investors in NSE equity derivatives market – turnover (FY19)

	Institutional	Non-institutional non-proprietary	Proprietary
FY18	21%	53%	26%
FY19	26%	48%	26%

Source: NSE annual reports, CRISIL Research

Share of investments in the NSE cash market

	Proprietary	FPI	Mutual funds	Banks	Others
FY15	21%	21%	5%	0%	54%
FY16	21%	22%	6%	0%	51%
FY17	17%	20%	6%	0%	57%
FY18	18%	16%	7%	1%	58%
FY19	22%	15%	8%	0%	56%
FY20	23%	15%	7%	0%	55%
Apr-20	23%	13%	6%	0%	58%

Note: Others includes retail, partnership firms, trusts, HUFs, NRIs and QFIs
Source: SEBI, CRISIL Research

Share of investments in the NSE derivative market

	Proprietary	FPI	Mutual funds	Others
FY14	48%	15%	0.13%	37%
FY15	51%	11%	0.25%	37%
FY16	49%	12%	0.45%	39%
FY17	42%	14%	0.40%	44%
FY18	42%	11%	0.46%	46%
FY19	38%	14%	0.40%	48%
FY20	33%	19%	0.30%	47%
Apr-20	32%	17%	0.30%	50%

Note: Others includes retail and corporate investors
Source: SEBI, CRISIL Research

Segment wise retail ADTO for NSE

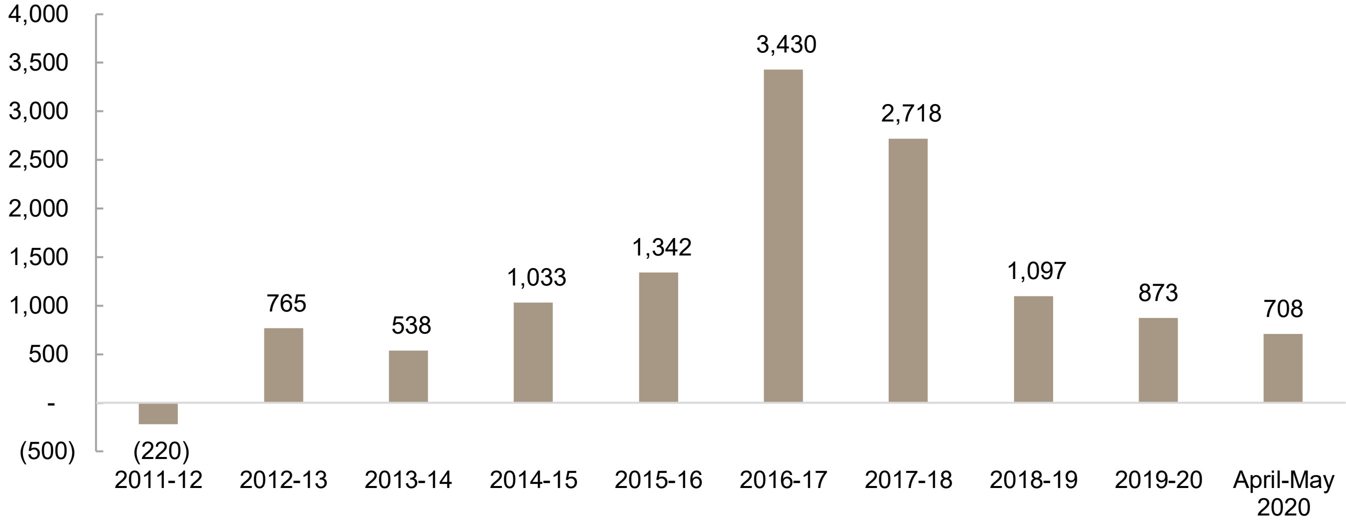
Rs. bn	Cash Market	Derivatives	Total
FY14	56	5633	5689
FY15	96	847	943
FY16	87	1024	1111
FY17	116	1674	1791
FY18	171	3085	3256
FY19	179	4599	4778
FY20	200	6556	6756
Apr-20	292	5745	6037

Source: SEBI, CRISIL Research

Mutual funds' net inflows to strengthen as investors hunt for higher returns

Net inflows increased significantly thanks mostly to demonetisation in fiscal 2017, as low interest rates globally saw heightened investor interest in the Indian markets. In addition, falling interest rates led to higher issuance of corporate bonds. However, in the last quarter of fiscal 2018, increase in inflation, fiscal deficit and global uncertainties led to higher outflows in fixed income instruments over fiscal 2017. Flows in equity funds continued to be strong in fiscal 2018 supported by retail participation, but decelerated in fiscal 2019. A major shock in the form of the NBFC crisis in fiscal 2019 led to slowing of inflows during the year, followed by fiscal 2020, which ended with disruptions owing to Covid-19. Net inflows declined to Rs 873 billion in fiscal 2020.

Trends in net inflows in mutual fund industry (Rs billion)



Source: AMFI, CRISIL Research

Commissions for players in fiscals 2019 and 2020 came under pressure in comparison to fiscal 2018 owing to stricter and tighter total expense ratio (TER) regulations as well as more vigilance in the reporting by the AMCs. This pressure is expected to neutralise in fiscal 2021 as volume growth will offset fall in commissions. Concentrated efforts to shift focus of the distributors to B30 cities will force the industry to target these regions more exhaustively to attain higher proportion of benefits.

The number of distributors has gone up as well as AUM in fiscal 2019, whereas the commission as a percentage of AAUM dropped in comparison to fiscal 2018.

Growth in gross mutual fund distribution commissions for brokerages

Parameters	Mar-14	Mar-15	Mar-16	Mar-17	Mar-18	Mar-19
Aggregated commission (Rs billion)	26.0	47.4	36.6	50.0	85.5	79.5
Aggregated average assets under management (Rs trillion)	4.1	5.2	6.1	6.9	9.2	10.1
Number of distributors	396	519	540	732	1017	1073
Commission as a % of AAUM	0.6%	0.9%	0.6%	0.7%	0.9%	0.8%

Source: AMFI, CAMS database, CRISIL Research

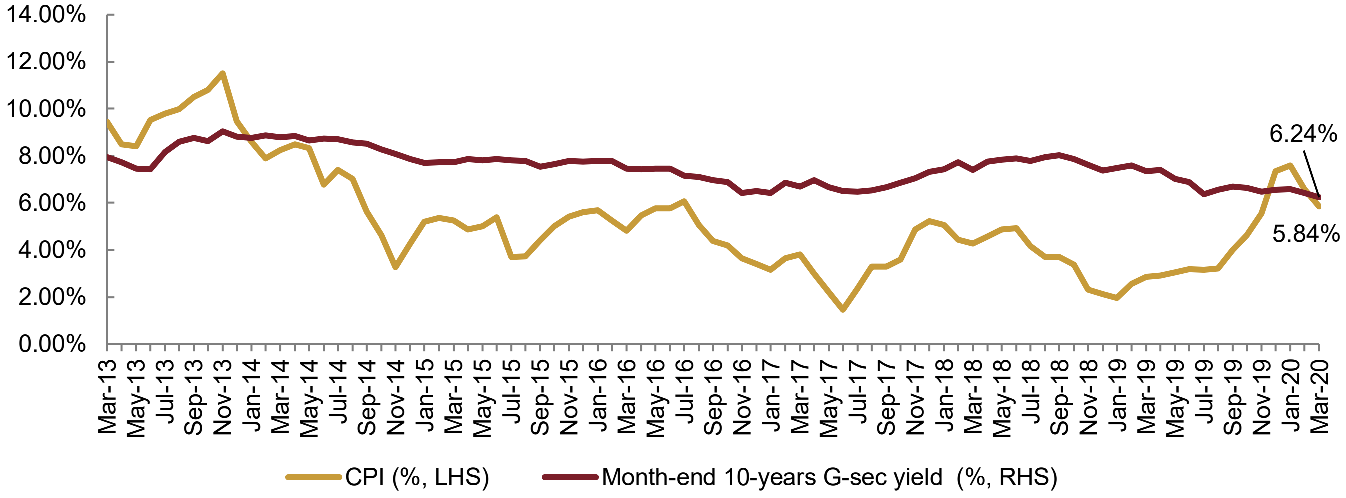
This implies that though the industry is moving towards direct plans, the role of the distributors cannot be undermined. The number of distributors satisfying the SEBI criteria of disclosure has also seen a rise throughout the past five years. However, the top few distributors are responsible for most of the managed assets.

AMCs having a strong distributor network as well as higher penetration in the underpenetrated region have a better standing in the scenario where the regulator is more inclined in reducing the expenses in mutual fund schemes having bundled expense ratios. Profitability will be higher where there is more scope for charging expenses. For instance, this is evident in B30 cities and in equity schemes. AMCs with a larger share of institutional investment and lower share of regular plans benefit in the lowering of scheme expense ratios.

Benign interest rate cycle to boost inflows into capital markets

In addition to stable growth, interest rates have fallen led by proactive measures by the government / central bank. India’s inflation average was below 4% in fiscal 2019 as against 6% in fiscal 2015 and double-digits in the preceding five years. However, inflation began rising from the second half of fiscal 2020 due to high food prices. The average CPI inflation was 5.84% in fiscal 2020. Though inflation has increased in the first quarter of fiscal 2021, driven by food prices, we expect average inflation for the year to moderate and be in the range of 4%.

Inflation and interest rates in India



Source: RBI, CRISIL Research

Inherent demand for funds to push corporate debt and equity issuance

CRISIL Research expects corporate India's funding needs to increase over the next five years with a pick-up in economic growth and private sector investments gradually reviving. Recently launched structures such as infrastructure investment trusts (InVITs) and real estate investment trusts (REITs) are also likely to witness increased traction. This would benefit investment banking players.

Financial inclusion programs to open bulk of population to capital markets

The Indian government's financial inclusion schemes (such as Pradhan Mantri Jan Dhan Yojana) along with other changes such as simplification of account opening through e-KYC have gradually benefited capital market players. This is expected to continue as more sections of the society get introduced to the concept of financial savings and products and the base gets larger. Accounts opened under the PMJDY scheme had a cumulative deposits of Rs 1,333 billion as of May 2020.

Technology advancement

Rapid advance in technology has reduced 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.

Technology savvy millennials have started preferring do-it-yourself models where the broker provides minimal services to them and manages its assets. This online model, where right from account opening to delivery is taken care of digitally, is proving cheaper for the brokers as well. Offering digital services in addition to minor physical interventions has been aiding the industry maintain its growth and on board customers from different walks of life.

Margin trading facility

On June 13, 2017, vide circular no. CIR/MRD/DP/54/2017 SEBI prescribed comprehensive framework for permitting stock brokers to provide margin trading facility [MTF] to their clients. This framework is more structured, transparent, well-defined and with stringent criteria. Below are the key highlights of the Margin Trading Facility [MTF] framework.

Sr. no.	Particulars	Details	
1	Eligible Securities	MTF can provided only for Equity Shares that are classified as 'Group I security" by SEBI	
2	Margin Requirement	F&O listed stock	VaR + 3 times of applicable Extreme Loss Margin (ELM is 5% i.e. 15%)
		Other than F&O listed stock	VaR + 5 times of applicable Extreme Loss Margin (ELM – 5% i.e. 25%)

Sr. no.	Particulars	Details
		For MTF, clients have to give higher margins as compared to normal delayed penal book [T+5 book], as addition to VaR margin, client has to bring multiples of ELM as well. This gives extra comfort to the stock brokers against the volatility of the stock prices.
3	Eligibility Criteria	Only corporate stock brokers with a net worth of at least Rs.3.00 crore shall be eligible to offer margin trading facility to their clients. Net worth is as per Dr. LC Gupta Committee recommended method for calculating liquid net worth. Also, net worth certificate to be submitted to the exchanges on half yearly basis.
4	Exposure Limit	At any point of time, the MTF Book shall not exceed 5 times of its net worth. The funding of MTF book should not exceed the borrowed funds and 50% of net worth. Net worth is as per Dr. LC Gupta Committee recommended method for calculating liquid net worth.
5	Leverage	The total indebtedness of a stock broker for the purpose of margin trading shall not exceed 5 times of its liquid net worth
6	Reporting to Exchange	The stock broker shall disclose to the stock exchanges details on gross exposure towards margin trading facility including name of the client, Category of holding (Promoter/promoter group or Non-promoter), clients' Permanent Account Number ("PAN"), name of the scrips (Collateral stocks and Funded stocks) and if the stock broker has borrowed funds for the purpose of providing margin trading facility, name of the lender and amount borrowed, on or before 12 noon on the following trading day.

MTF framework is a prudently regulated and highly structured product that introduced by the SEBI. Post From the compliance & surveillance point of view, there is a daily client level reporting to the exchanges towards the details of margin trading book. Unlike, Non-MTF delayed penal book [T+5 debit], where the reporting is done on a monthly basis and even the margin requirement form the clients is comparatively lower than the MTF's margin requirement. Key risks related to capital markets and asset management business

Key risks related to capital markets and asset management business

India's sovereign credit rating one step away from junk

India's credit rating moved low owing to the pressures arising from the pandemic wherein the economy has faced its first contraction in more than four decades. This has resulted in fiscal deficit blowout which will further contribute to the risk factors that were visible even before the virus outbreak. The risks have become more amplified in this economic scenario and the economy is more vulnerable to further downside risk.

Deep global recession or global sell-off due to geopolitical tensions

The global economy had just started to recover from the slowdown witnessed in fiscal 2008, and interest rates across the globe are still at low levels with high amount of liquidity in the system. Amidst this, the pandemic has led to a deep slowdown in economic growth and all major global economies are staring at a recession in calendar year 2020 despite governments across the world loosening their purse strings. If the current pandemic situation prolongs, there is a second wave and a cure is not found, the outlook for calendar year 2021 could also become grim. The global economy has few levers left to deal with any new shock or slowdown, which remains a great risk for the capital markets. Further, the tension in Korean peninsula and political issues in the Middle East have kept the market under check. Then there is the India-China face-off which could also adversely impact if the situation deteriorates.

Political instability or shift away from the pro-growth policy

Political instability in India or anywhere in the world, harsh protectionist measures by larger economies, or faster-than-required tightening of monetary policy could impact growth and global trade.

Increase in interest rates can make debt market more attractive, impact flows into equity market

Increase in inflation, fiscal deficit and poor monsoon can lead to increase in interest rates and hurt equity inflows. A sharp tightening of interest rates will make developed economies more attractive on a risk-return basis and emerging economies could witness increase in outflows by foreign institutional investors.

Downturn or volatility can hamper retail equity flows into capital markets

Retail participation and inflows into the equity market are heavily influenced by market performance and sentiments. Any downturn or volatility could make them shy away from equity markets and push towards less riskier assets.

Cap on commissions or transition to advisory model will impact distribution business

In recent years, SEBI introduced a number of regulations for investor protection which included banning entry load in August 2009 on the invested amount and allowed customers the right to negotiate and decide commissions directly with distributors. Even the insurance regulator Insurance Regulatory and Development Authority (IRDA) has introduced regulations capping products charges which lowered the commission for insurance products. Thus, any new regulation related to commission charges or transition towards advisory model could impact the distribution business.

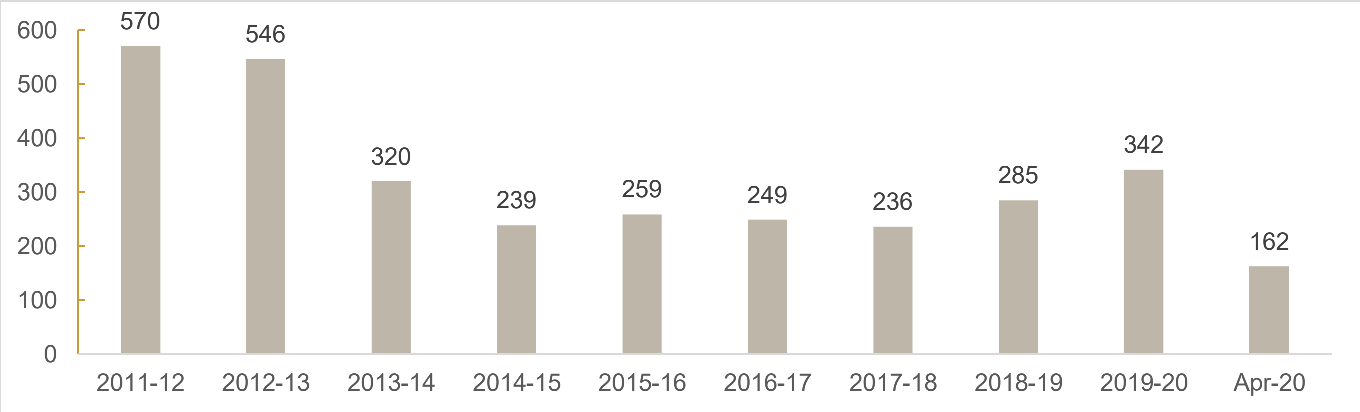
Currency and commodity broking

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.

Turnover of commodity futures exchanges remains muted, revival likely in medium term

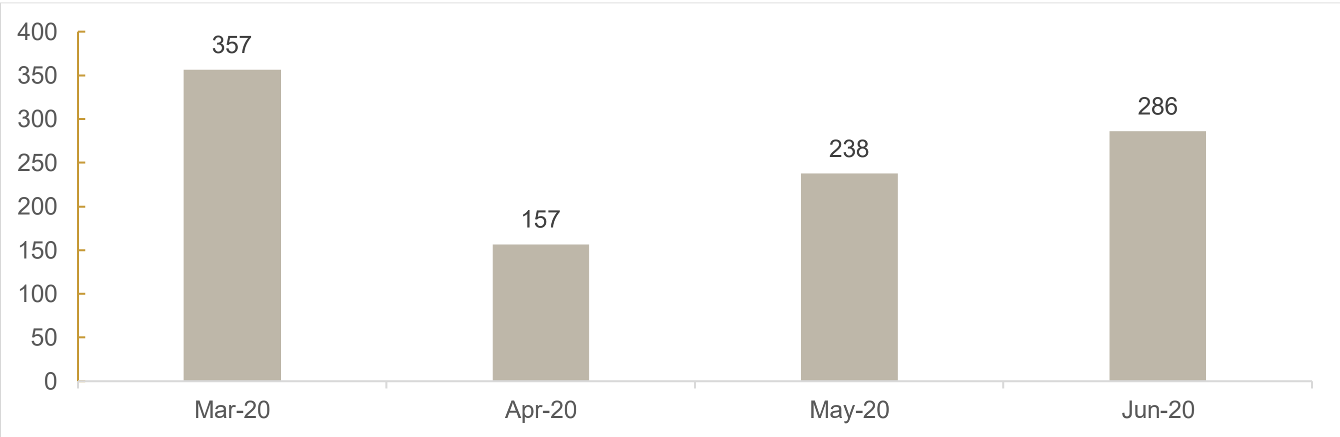
Commodity average daily turnover (ADTO) increased ~20% to Rs 342 billion in fiscal 2020 from Rs 285 billion in fiscal 2019. ADTO dropped after fiscal 2013 due to fall in commodity prices, lower growth in price of bullion and volatility in prices, prompting brokers to charge higher margins to clients. 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 ADTO of commodity exchanges. During fiscal 2020, due to significantly high trading volumes in energy segment, the MCX's share in the all-India commodity derivatives turnover increased to 94% from 91.8% in fiscal 2019, while the share of NCDEX declined to 4.9% from 7.2% in the previous fiscal.

Trends in ADTO of commodity futures exchanges (Rs billion)



Source: SEBI, CRISIL Research

ADTO of commodity futures MCX (Rs billion)



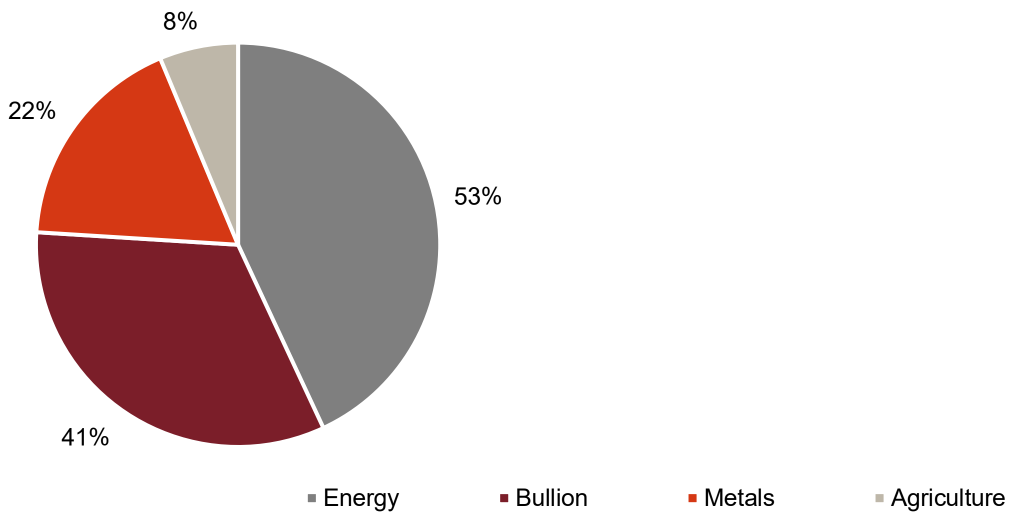
Source: MCX, CRISIL Research

The coronavirus pandemic has impacted financial markets across the world. Demand slump caused by the pandemic also impacted the crude-oil prices which were already declining due to over-supply. On 20 April 2020, crude oil futures traded at a negative price as oil traders avoided taking physical delivery of actual crude oil and squared-off their contracts before the expiry date, 21 April 2020. Due to this market fluctuation in international markets, MCX faced an unprecedented situation in terms of determining the due date rate/ settlement price. After this event, in view of the increased volatility in crude oil contracts, MCXCCL (Multi Commodity Exchange Clearing Corporation Limited)has put in place some risk management measures to cover fluctuation in crude oil prices.

Initial Margins	An initial margin of 100% shall be levied for all existing and yet to be launched Crude Oil contracts. Minimum Initial margin of Rs. 95,000/- per lot shall be levied.
Additional Margins	An additional margin of Rs.1,00,000/- per lot shall be levied on near month Crude Oil Futures contract and on short side of near month Crude Oil Options contract. Further, an additional margin of Rs.50,000/- per lot shall also be levied on all other crude Oil Futures contracts and on short side of Crude Oil Options contracts (including yet to be launched Crude Oil contracts). Based on the price movement, further additional margin over and above the aforesaid margin shall be levied.
Spread Margin benefit	Spread margin benefit on Initial Margins shall not be provided in Crude Oil contracts.
Options VSR	The Volatility Scan Range (VSR) shall be increased from 5% to 20% for all existing and yet to be launched Crude Oil Options contracts.
Extreme loss margin	Extreme Loss margin of 1.25% shall continue to be levied on all Crude Oil Futures contracts and on short positions of all Options Contracts.

Source: MCX, CRISIL Research

Share of sub-segments in commodity futures market (FY20)

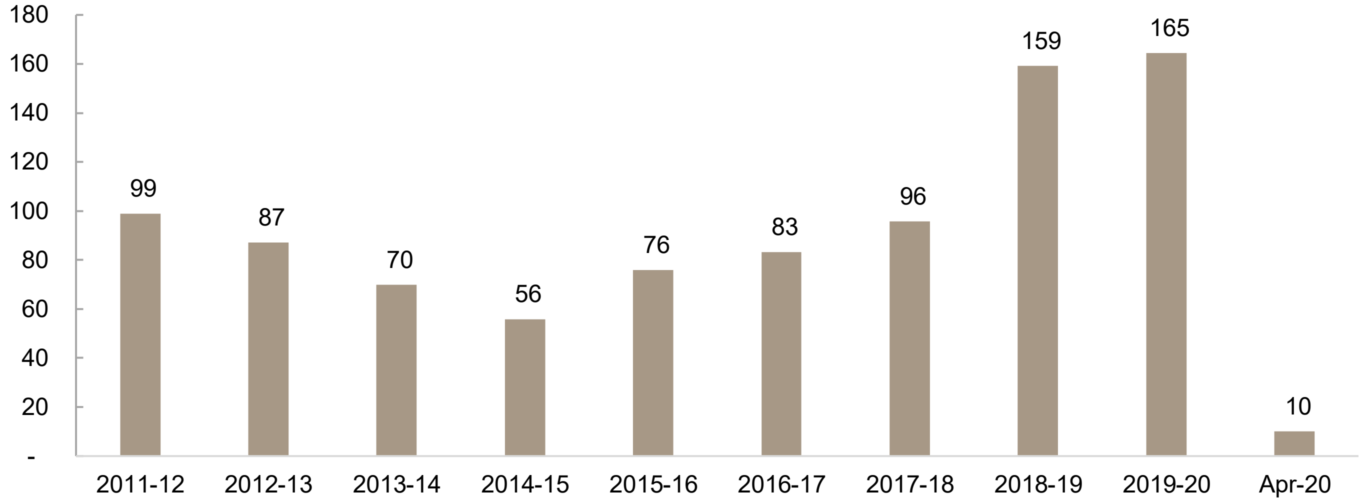


Source: SEBI, CRISIL Research

Trends in currency markets

The turnover of currency derivatives market was Rs 165 trillion fiscal 2020, with the NSE accounting for 59% of turnover in the same period. The BSE, which commenced currency derivatives operations in November 2013, is the second largest exchange with 41% of turnover in fiscal 2020. Currency derivatives are used by corporates to hedge their export/import position.

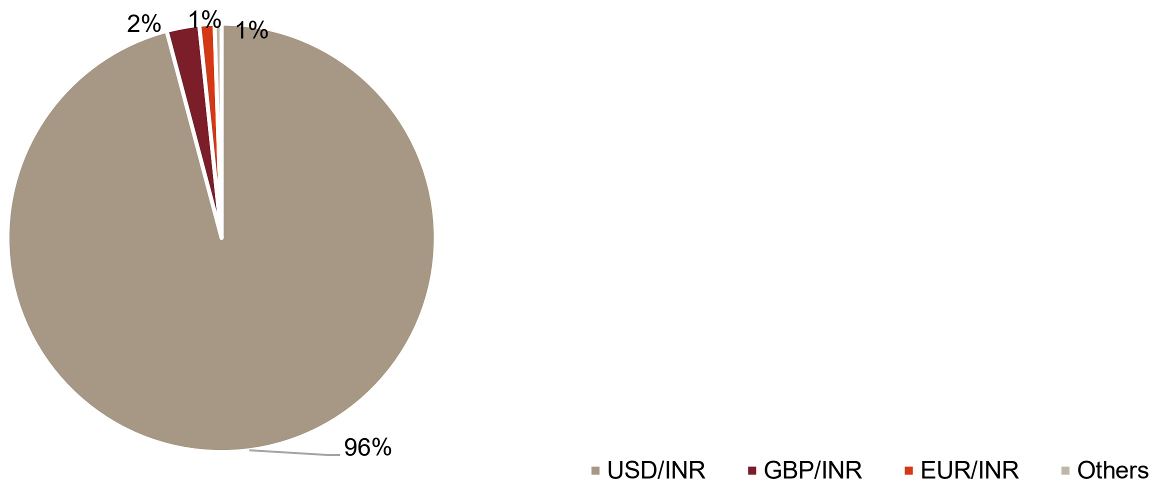
Trend in turnover of currency derivatives market (Rs trillion)



Source: SEBI, CRISIL Research

Of the four pairs traded in India, $/Rs is the highest traded pair and accounts for almost the total traded volumes.

Share of currency pairs in traded volume (FY20)



Source: SEBI, CRISIL Research

Player comparison

On the basis of active clients on the NSE as of June 2020, Zerodha Broking Ltd has the largest share of ~16% followed by ICICI Securities Ltd (~9.2%) and RKSV Securities (~6.4%). Angel Broking is the fourth largest broker in terms of active clients on NSE with a market share of 6.3% as of June 2020.

Below is the comparison of key 15 players that cover more than 65% of the total active users.

Active clients on NSE for major brokerages

	FY15 ('000)	FY16 ('000)	FY17 ('000)	FY18 ('000)	FY19 ('000)	FY20 ('000)	As on June 2020 ('000)	Share as on FY20	Share as on June 2020	CAGR FY19-FY20	CAGR (FY15-20)
Zerodha Broking Ltd	30	62	166	541	909	1414	1,941	13.10%	15.92%	55.56%	116%

	FY15 ('000)	FY16 ('000)	FY17 ('000)	FY18 ('000)	FY19 ('000)	FY20 ('000)	As on June 2020 ('000)	Share as on FY20	Share as on June 2020	CAGR FY19-FY20	CAGR (FY15-20)
ICICI Securities Ltd	595	560	618	798	844	1076	1119	9.97%	9.17%	27.49%	13%
RKSV Securities India Private Ltd	7	11	17	44	100	619	778	5.73%	6.38%	519%	145%
Angel Broking Ltd	160	171	230	364	413	576	767	5.34%	6.29%	39.47%	29%
HDFC Securities Ltd	348	408	483	602	672	720	749	6.67%	6.14%	7.14%	16%
Kotak Securities Ltd	268	247	274	369	438	572	639	5.30%	5.24%	30.59%	16%
5Paisa Capital Ltd	0	NA	4	36	106	434	566	4.02%	4.64%	309%	237%
Motilal Oswal Financial Services Ltd	153	166	207	308	319	377	412	3.49%	3.38%	18.18%	20%
Axis Securities Ltd	120	184	259	405	419	270	302	2.50%	2.48%	-35.56%	18%
SBICAP Securities Ltd	114	126	169	214	209	250	269	2.32%	2.21%	19.62%	17%
India Infoline Ltd	286	263	198	225	214	219	235	2.03%	1.93%	2.34%	-5%
Edelweiss Broking Ltd	47	77	75	105	120	130	135	1.20%	1.11%	8.33%	23%
Reliance Securities Ltd	114	97	83	123	120	119	119	1.10%	0.97%	-0.83%	1%
Aditya Birla Money Ltd	43	39	40	55	44	43	46	0.40%	0.38%	-2.27%	0%
JM Financial	27	28	32	39	36	40	43	0.37%	0.35%	11.11%	8%
Total	5,092	5,170	5,951	8,290	8,782	10,796	12,196	100.00%	100.00%	22.93%	16%

Note: Active clients are those that executed at least one trade in the past one year
Source: NSE, CRISIL Research

Monthly incremental active clients (NSE)

In terms of monthly increment in active clients, the flat fee brokers - Zerodha Broking Ltd, has witnessed the maximum monthly incremental active client additions during April-June 2020, while Angel Broking witnessed the second highest client additions during this period. Thus, Angel Broking is one of the largest retail broking house in India in terms of active clients.

RKSV Securities India Private Ltd and 5Paisa Capital Ltd - were at third and fourth spot respectively in respect of monthly incremental active client additions during April-June 2020. This indicates the increasing preference of the masses in the country towards the low cost/flat fee based services and other multiple value-added offerings provided by them.

Monthly incremental active clients across various time frames

Major players	Monthly incremental active clients ('000)				Rank based on monthly incremental active clients			
	Apr-18 to Mar-19	Apr-19 to Jan-20	Feb-20 to Mar-20	Apr-20 to Jun-20	Apr-18 to Mar-19	Apr-19 to Jan-20	Feb-20 to Mar-20	Apr-20 to Jun-20
Zerodha Broking Ltd	30.7	24.8	103.7	175.6	1	2	1	1
Angel Broking Ltd	4.1	6.5	42.7	63.5	6	6	4	2

Major players	Monthly incremental active clients ('000)				Rank based on monthly incremental active clients			
	Apr-18 to Mar-19	Apr-19 to Jan-20	Feb-20 to Mar-20	Apr-20 to Jun-20	Apr-18 to Mar-19	Apr-19 to Jan-20	Feb-20 to Mar-20	Apr-20 to Jun-20
RKSV Securities India Private Ltd	4.6	33.4	59.2	52.8	5	1	2	3
5Paisa Capital Ltd	5.9	20.4	41.5	43.9	2	3	5	4
Kotak Securities Ltd	5.8	7	24.9	22.3	4	5	7	5
ICICI Securities Ltd	3.8	12	44	14.3	7	4	3	6
Motilal Oswal Securities Ltd	1	2.2	15.6	11.7	10	7	8	7
Axis Securities Ltd	1.2	-11.4	-5.8	10.6	9	15	15	8
HDFC Securities Ltd	5.8	-0.8	28.6	9.5	3	13	6	9
SBICAP Securities Ltd	-0.4	1	14	6.5	13	8	9	10
India Infoline Ltd	-0.9	-0.9	7.9	5.3	15	14	10	11
Edelweiss Broking Ltd	1.3	0	5.1	1.7	8	10	11	12
Aditya Birla Money Ltd	-0.9	0	-0.3	1.0	14	11	14	13
JM Financial	-0.2	0.2	0.9	0.9	12	9	13	14
Reliance Securities Ltd	-0.2	-0.6	3.2	-0.2	11	12	12	15

Source: NSE, CRISIL Research
Note: Players are arranged in the ascending order of their rank in the last mentioned period

These online brokerages have seen a spurt in the trading volumes and in terms of active clients amid the nationwide lockdown. Many brokerages are witnessing unprecedented increase in their demand for new account openings. This has enabled the brokers having better digital infrastructure and presence to showcase their service offerings where traditional brokers have largely suffered.

On the basis of monthly incremental active client additions on NSE, Angel Broking has been the second highest in terms of client additions in the last three months (April to June 2020), after Zerodha Broking Limited.

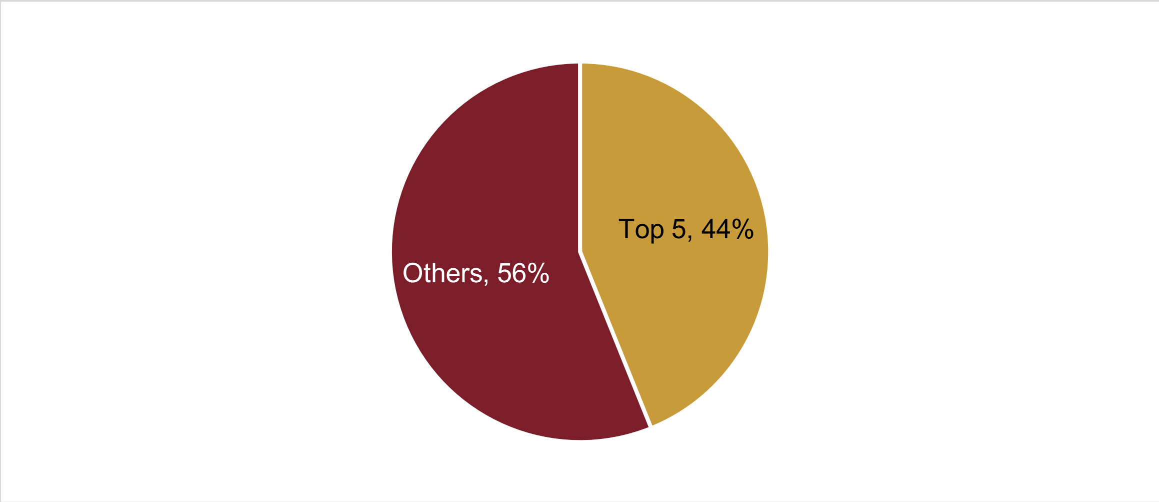
Active client acquisition in the past Q1 FY21

Brokers	**Active client addition from Apr-Jun 2020 as a proportion of Jun 2020 active customer base**
Zerodha Broking Limited	27%
Angel Broking Limited	25%
5Paisa Capital Limited	23%
RKSV Securities India Private Limited	20%
Kotak Securities Ltd.	10%
Axis Securities Limited	10%
Motilal Oswal Financial Services Ltd	8%
SBI Cap Securities Limited	7%
India Infoline Ltd.	7%
Aditya Birla Money limited	6%
JM Financial Services Ltd.	6%
Edelweiss Broking Limited	4%
ICICI Securities Limited	4%
HDFC Securities Ltd.	4%
Reliance Securities Limited	0%
Total	11%

Source: NSE, CRISIL Research

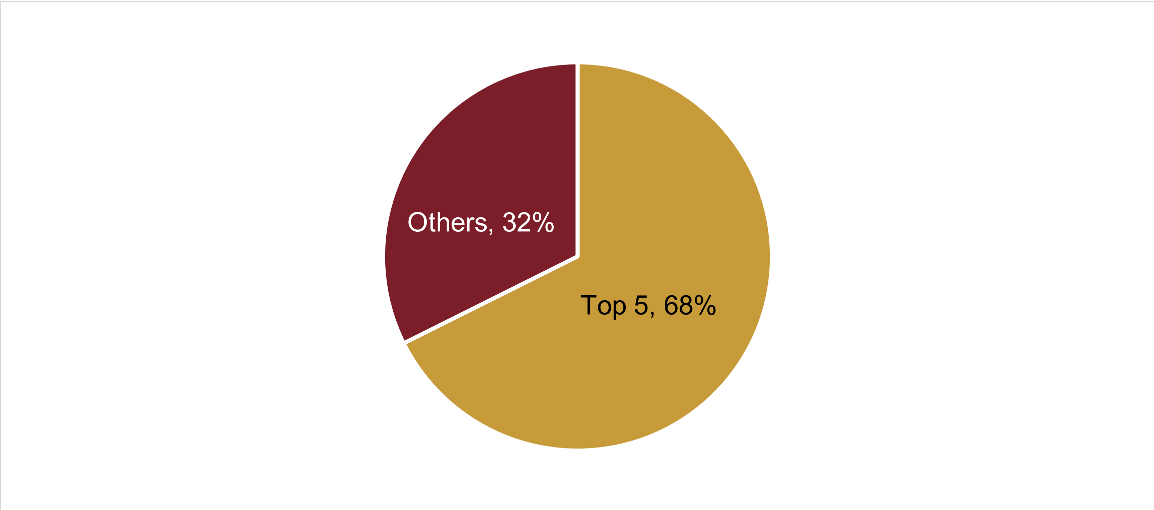
The share of Top 5 players in terms of active clients on NSE stands at 44% as at the end of June 2020. The share of the same Top 5 broking houses in terms of clients added in the last three months of April, May and June 2020 stands at 68% suggesting that they have been able to garner higher market share in the recent months.

Share of Top 5 players in total active clients as on June 2020



Source: NSE, CRISIL Research

Share of Top 5 players (on the basis of active clients) in incremental clients between Apr - Jun 2020



Source: NSE, CRISIL Research

Operational parameters for fiscal 2020

FY20	Number of authorised persons	Average daily turnover (Rs billion)	Branch offices in no. of cities
Angel Broking Ltd	13,971	NA	35
Motilal Oswal Financial Services Ltd	5,776	235	19
India Infoline Ltd	3,969	201	241
SMC Global Securities Ltd	3,950	NA	8
Kotak Securities Ltd	3,238	NA	21
Reliance Securities Ltd	2,343	NA	51
Edelweiss Broking Ltd	2,232	NA	39
Aditya Birla Money Ltd	1,738	NA	32
ICICI Securities Ltd	1,017	764	60
JM Financial	837	139	25

FY20	Number of authorised persons	Average daily turnover (Rs billion)	Branch offices in no. of cities
Axis Securities Ltd	217	NA	NA
SBICAP Securities Ltd	6	NA	76
HDFC Securities Ltd	NA	NA	174

Source: BSE, CRISIL Research

Note: The information about *m*embers is as provided by the respective *BSE m*embers and not as per any regulatory filing as on June 30, 2020

Services offered by different players

Parameters	Angel Broking Ltd	Zerodha	RKSV	5 Paisa	ICICI Securities	HDFC Securities	Kotak Securities	Axis Securities	Sharekhan	Motilal Oswal
Zero Account opening fee	✓	✗	✗	✓	✗	✓	✗	✗	✗	✗
Complementary In-house Research / Advisory	✓	✗	✗	✓	✓	✓	✓	✓	✓	✓
Margin trading facility	✓	✗	✓	✓	✓	✓	✓	✓	✓	✓
Securities as collateral	✓	✗	✓	✓	✓	✓	✓	✓	✓	✓
Paid services (Smallcase/ Sensibull/ Streak etc.)	✗	✓	✗	✓	✗	✓	✓	✓	✗	✗
Knowledge center/ Education	✓	✓	✓	✓	✓	✗	✓	✓	✓	✓
Zero fund transfer charges	✓	✗	✗	✗	✓	✓	✓	✓	✓	✓
Instant fund payout	✓	✗	✗	✗	✓	✓	✓	✓	✗	✗

Source: Company websites, CRISIL Research

Financial parameters from fiscal 2017 to 2020

	FY20 Total income (Rs mn)	3-year CAGR (FY17 to FY20)	Broking income as % of total revenue				FY20 PAT (Rs mn)	3-year CAGR(FY17 to FY20)	PAT margin			
			FY17	FY18	FY19	FY20			FY17	FY18	FY19	FY20
Angel Broking Ltd	7599	11%	56%	64%	71%	75%	823	38%	6%	14%	10%	11%
Aditya Birla Money Ltd	1737	12%	72%	68%	56%	54%	120	25%	5%	4%	6%	7%
HDFC Securities Ltd	8623	16%	76%	89%	85%	80%	3,842	21%	39%	43%	42%	45%
ICICI Securities Ltd	17221	7%	55%	55%	54%	55%	5367	17%	24%	30%	28%	31%
India Infoline Ltd	6437	8%	87%	68%	70%	67%	1,426	23%	15%	21%	21%	22%
Kotak Securities Ltd	16900	11%	60%	53%	55%	NA	5550	15%	29%	29%	24%	33%
Reliance Securities Ltd	2083	0%	69%	66%	62%	66%	-388	NM	0%	3%	8%	-19%
SBICAP Securities Ltd	4959	26%	45%	43%	40%	NA	849	48%	10%	21%	14%	17%
5Paisa Capital Limited	1081	144%	21%	77%	89%	67%	-79	NM	-157%	-129%	-31%	-7%

Notes:

(i) Motilal Oswal Securities Ltd, a subsidiary of Motilal Oswal Financial Services Ltd (MOFSL) as on March 31, 2018, was amalgamated with MOFSL w.e.f. August 21, 2018

(ii) In March 2019, Axis Bank and Axis Securities Ltd (ASL) mutually took the decision to exit the non-broking business pertaining to retail assets, credit cards, resource management services, etc, and services offered by ASL to Axis Bank.

Source: Company reports

In the peer set considered:

- SBI CAP Securities' total income posted high three-year CAGR (fiscals 2017 to 2020) of 26% followed by HDFC Securities (16%), Aditya Birla Money (12%). 5Paisa Capital also saw a high 144% CAGR in total revenues.

- HDFC Securities had high proportion of broking income in total revenue as on fiscal 2020 at 80% followed by Angel Broking (75%), India Infoline (67%) and 5Paisa Capital (67%).

- 5Paisa Capital posted high three-year CAGR (fiscals 2017 to 2020) brokerage income, at 257%, followed by Angel Broking Ltd (22%) and HDFC Securities (18%). India Infoline and Reliance Securities, in contrast, reported negative three-year CAGR

- In terms of profit after tax, SBI Capital Securities reported the highest growth (3-year CAGR of 48%), followed by Angel Broking Ltd (38%), Aditya Birla Money (25%) and India Infoline (23%).

WEALTH MANAGEMENT

Industry overview

Depending on goals and constraints of clients, the wealth management industry provides professional investment advice, financial planning and management services that best suits their requirement. It also provides value-added services, such as investing in art and antiques, and helps clients in philanthropic activities. The wealth management industry has seen robust growth over a low base, because of fresh investments from household savings going into organised financial assets, and increasing need for customisation, with clients typically asking advice for asset management, financial planning, tax planning, estate planning, and succession planning.

Type of wealth management services

Advisory: A wealth manager's role is to provide guidance / advice on investment / financial planning and tax advisory, based on the clients' profile. However, as per the mandate given by the client, investment decisions can be at the wealth management company's discretion or solely taken by the client. This type of services is typically for high net-worth individuals (HNIs) and ultra-high net-worth individuals (UHNIs). As Indian investors are not accustomed to paying a fee for wealth management advice, the fee-based advisory model is not yet matured in India. Many wealth managers refrain from offering fee-based advisory services, instead focusing on commission from transactions.

Distribution: This type of service is primarily transaction-oriented, where the client assigns the wealth manager to execute specific transactions related to his/her wealth management. However, investment planning, decision and further management remain vested with the client. This service is offered for products, such as mutual funds, ETFs, portfolio management services, alternative investment funds, tax-free bonds, and fixed deposits. These services are also offered by brokerage firms, apart from the wealth management firms.

Custody, servicing and safekeeping of assets: A wealth manager is only entrusted with management, administration and oversight of the process of investment. All investment planning, investment decisions, and execution is done by the client.

Family office: Family office services provide large businesses and families with customised solutions to manage their wealth better, and aid in succession planning. It offers services, such as tax planning and wealth management, philanthropy, will execution, and estate planning, among others. Family offices are further divided into two segments - single family offices and multi-family offices. Single family offices has an exclusive team of experts set up to manage assets for a single ultra-affluent family. A multi-family office is a shared family office, where a team of experts pool in their resources to advice a small group of families. Family offices charge fees based on percentage of assets managed above the fixed amount of fees. Approximately 25-30 bps is the typical yield charged. Family offices is ideal if the portfolio is over Rs 1 billion.

Customer profile in wealth management industry

- **Ultra-high net worth individuals:** These are entrepreneurs, corporate executives, or wealthy families who have an investable assets base of over Rs 25 crore (excluding their primary residence, collectibles, consumables, and consumer durables). They usually require structured customised solutions from the wealth manager. Kotak Wealth Management estimates that 160,000 individuals in the country fall in this category, with assets totalling Rs 153 trillion

- **High net worth Individuals:** They have an investable asset base of over Rs 5 crore (excluding their primary residence, collectibles, consumables, and consumer durables). With rising income levels, increasingly professionals and salaried individuals are able to generate surplus income, which they prefer to channel into productive investments. Thus, newer categories of customers – affluent and mass affluent – have emerged in the last few years

    - **Affluent customers:** Wealth management players and brokers provide distribution and custodial services to this segment. Affluent customers are those who have investable asset base of Rs 50 lakh to Rs 5 crore

    - **Mass affluent/ retail investors:** These are customers with less than Rs 50 lakh of investable asset base

Wealth management firm have different strategies, based on the profile of the customer. There are different teams catering to UHNIs and HNIs, and those catering to affluent and mass affluent customers. For instance, one relationship manager (RM) typically services 400-700 customers in the affluent/mass affluent category; the corresponding number ranges between 50-70 clients per RM in the case of HNIs and 10-20 clients per RM for UHNIs.

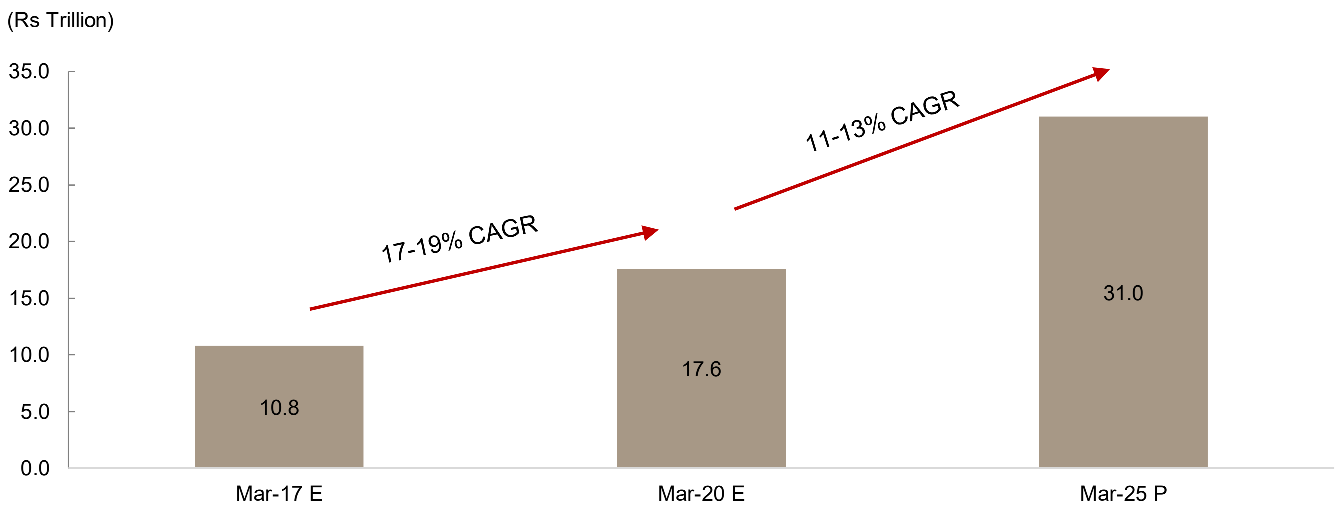
Industry outlook

The wealth management industry in India is at a very nascent stage. It, however, has considerable potential to become a high-growth industry, supported by a young affluent investor base, improving wealth levels, strengthening regulatory environment, and increasing share of organised players, including banks, independent wealth advisors, and brokers, who act as financial advisors. Demonetisation, GST, and the government's strong stance against black money would lead to wealth coming into the formal channel, and finally into financial assets, away from physical assets, which were used for investment of black money.

The thrust on customisation, on technology, on financial assets as against physical assets, and rising awareness is also creating large opportunities for the wealth management industry in India. In terms of offerings, family office solutions and estate planning have been seeing increasing demand in recent years.

CRISIL Research estimates India's wealth management industry (only of banks and broking companies offering such services) was Rs 17.6 trillion in fiscal 2020. This is projected to grow at 11-13% CAGR over the next five fiscals, to Rs 31 trillion by fiscal 2025, supported by a growing population of affluent individuals, increasing shift from physical assets to financial assets, and increasing complexity of assets amid rising competition. It must be noted here that there is significant under penetration of the wealth management industry compared with other developed economies.

Wealth management industry to grow at 11-12% CAGR over fiscals 2020 to 2025



E: Estimated; P: Projected
Source: CRISIL Research

Key growth drivers

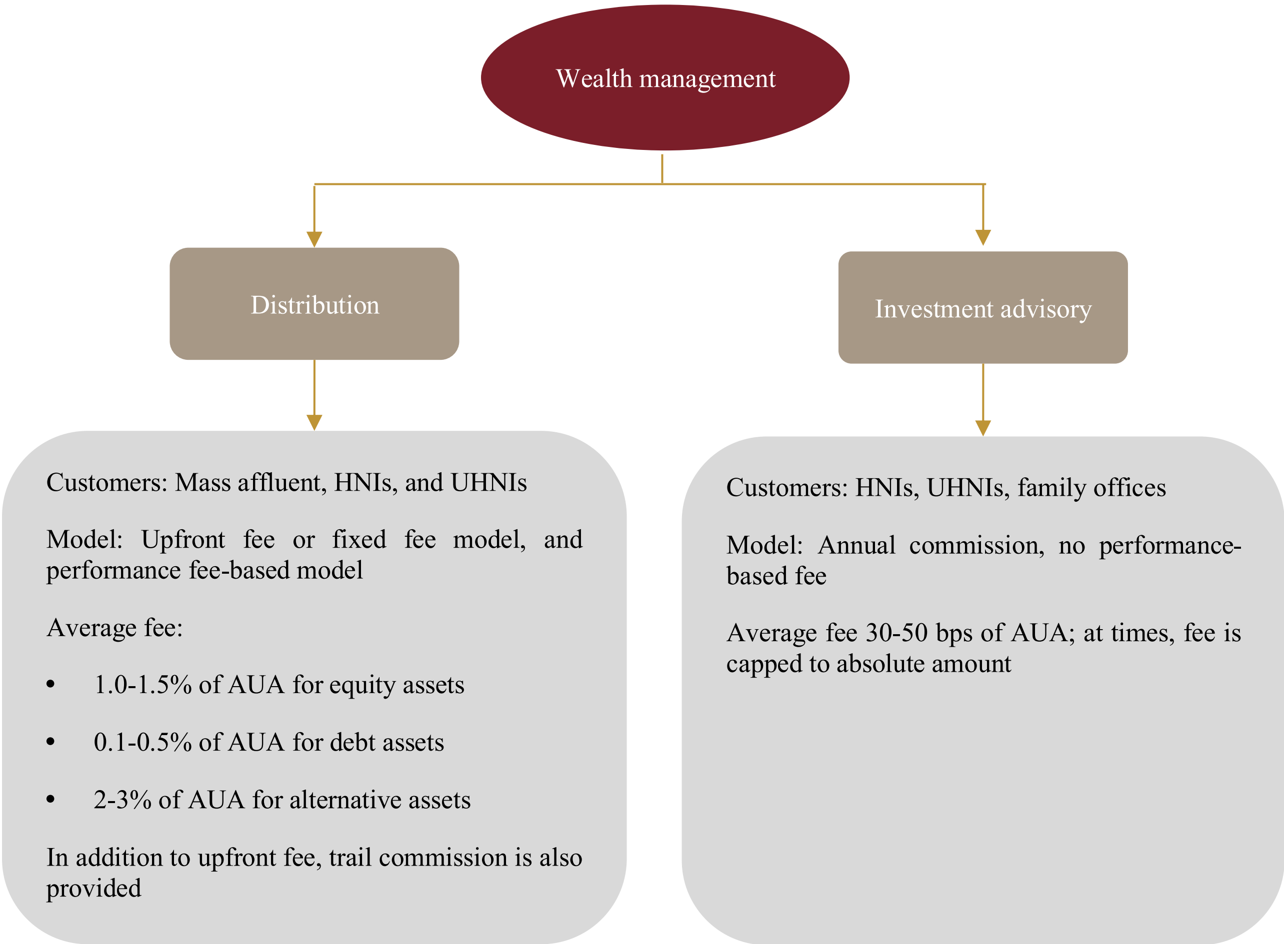
- **Low penetration of organised wealth management:** The wealth management market (AUA) in India, at ~Rs 17.6 trillion, is only ~0.9% of the country's GDP. In established markets, advised wealth, as a percentage of GDP, is at 60-75%. But there has been rising demand for wealth managers in the tier 1 cities in India, owing to rising awareness among affluent and mass affluent customers, and increasing number of potential clients on account of growing income levels. The increase in penetration of wealth management companies into tier 2 and 3 cities will also help drive growth, given more than 40% of the UHNIs 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:** With an expanding economy, middle class incomes and investable assets of UHNIs in the country have increased sharply over the past few years. This, along with higher financial literacy and growing customer awareness, has led to increase in demand for wealth products. India has one of the world's fastest growing UHNI population, both in terms of the number of individuals and wealth levels. The rise in the UHNI 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 alternative investments, thereby creating higher potential for wealth products. This, along with ease in accessibility of different investment products on one platform, will also help propel growth

- **Increasing complexity of products requiring advice:** There is increasing complexity of the financial products in the market, thereby requiring advice from professionals in order to understand the products before investing. This could help drive growth of the investment advisory business.

Revenue model in wealth management services



- *Source: CRISIL Research*

As Indian investors are not accustomed to paying a fee for wealth management advice, the fee-based advisory model has not yet matured in India. In fact, many wealth managers refrain from offering fee-based advisory services, and instead focus on commissions from transactions. The net average fee earned by the industry is 70-90 bps of AUM (excluding custodial assets), with the fees being on the higher side for mass affluent and HNI customers in relation with UHNIs. Firms have been optimising their cost-to-income ratios through appropriate investments in talent acquisition, technology, and tools.

Recent developments

SEBI's 2013 guidelines had allowed distributors to set up a separate division to offer advisory services. However, after discussion on SEBI's recent consultation paper on review of regulatory framework for investment advisers, SEBI has announced that investment advisors will be barred from simultaneously selling financial products and advisory services to curb misselling and protect investors. The board meeting also focussed on bringing clarity in payment of fees and setting an upper limit on the fees charged to investors.

Key challenges

Ability to attract and retain experienced advisors, investment in technology, and penetration of digital advice, ability to understand customer needs in an ever-changing environment, and offering customised solutions and establishing trust with clients are key challenges faced by the industry. Also, going forward, passive fund managers and discount brokers could pose a challenge.

Portfolio management services

In India, portfolio management services (PMS) are offered by AMCs, banks, brokerages and independent investment managers. PMS are usually focused on customised discretionary, non-discretionary or advisory service offerings tailored to meet specific investment objectives through basic portfolio management services for stocks, cash, fixed income, debt, structured products and other individual securities. Apart from managing mutual fund schemes, AMCs in India have started offering tailor-made strategies with higher flexibility to investors through PMS. As of June 29, 2020, there were 350 portfolio managers (including AMCs) registered under SEBI. As of February 2020, discretionary PMS dominated the space with 82% share, followed by advisory (11%) and non-discretionary (7%) services.

Over the last five years, the industry has seen significant growth, with the market becoming more mature, increasing number of HNIs, greater need for customised asset allocation based on risk-return profiling, and growing awareness of PMS as a product. As of March 2019, the AUM of PMS asset managers stood at ~Rs 16.1 trillion, reflecting a CAGR of 16% over the last five years. As of February 2020, the AUM of PMS asset managers had grown ~15% over March 2019 to ~Rs 18.5 trillion.

However, on November 20, 2019, SEBI announced an increase in the required minimum ticket size for investing in PMS, from Rs 2.5 million to Rs 5.0 million, and the minimum net worth requirement for PMS providers, from Rs 20 million to Rs 50 million, effective within 36 months. Along with additional changes aimed at increasing transparency for retail investors, we expect this to impact growth of the PMS' AUM as the number of potential investors will decrease. The increase in net worth requirement, though, will likely limit the number of businesses that enter and retain their registration, thereby helping bigger players, which, in turn, should lead to increased investor confidence in the product.

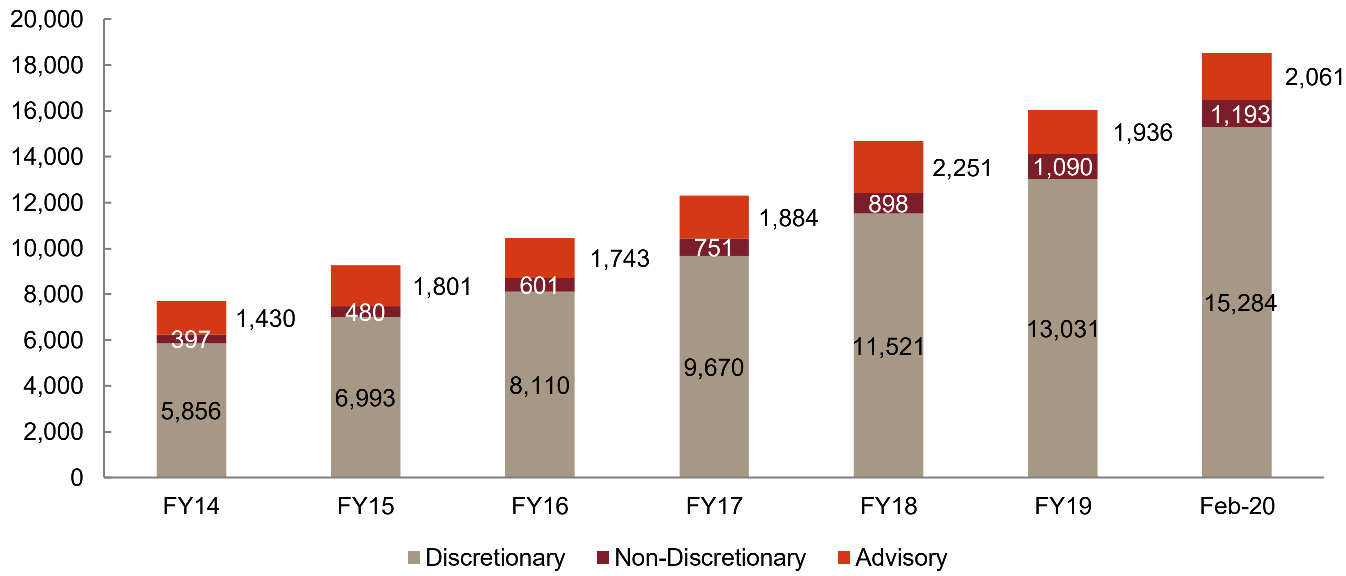
There are broadly three types of PMS

1. Discretionary PMS – Where the investment is at the discretion of the fund manager, and the client does not intervene in the investment process

2. Non-discretionary PMS – Non-discretionary services are the ones in which managers involve the client in the decision-making process. Non-discretionary clients are usually institutional clients, such as pension funds, insurance companies, HNIs, etc.

3. Advisory PMS: Advisory services are where managers advise clients about investing strategy

PMS AUM grew 16% CAGR between fiscals 2014 and 2019 (Rs billion) and 19% on-year in Feb, 2020



Source: SEBI, CRISIL Research

Financial Products Distribution Industry

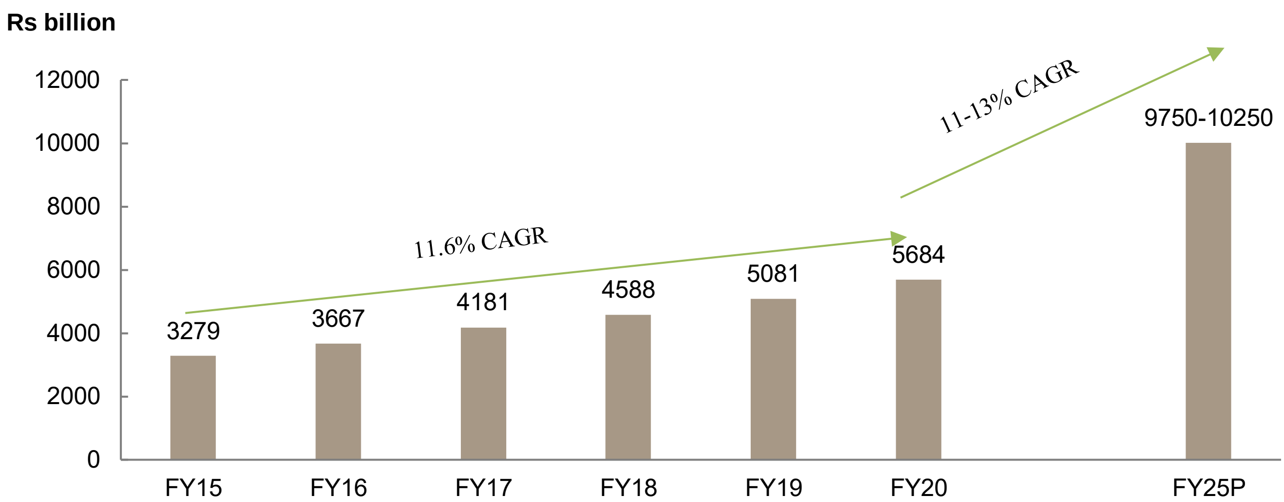
Growing awareness of financial products and financial savings have translated into high growth for the life insurance and mutual fund industries, which will support the financial products distribution industry.

Life insurance

Life insurance premium to grow at healthy pace over fiscals 2020 to 2025

CRISIL Research forecasts total premium to grow at 11-13% CAGR during fiscals 2020 to 2025, from Rs 5,684 billion to Rs 9,750-10,250 billion. An improving economy, post the low growth in fiscal 2021 owing to the Covid-19 pandemic, increase in financial savings, and growing awareness of insurance would be the key catalysts.

Expected growth in total premium over next five years



Source: IRDAI, CRISIL Research

New business premium by distribution channels for private players (individual life insurance product)

Channels – (in %)	FY15	FY16	FY17	FY18	FY19	FY20^
Individual agents	35.7	31.9	30.1	27.9	25.6	24.7
Corporate agents - Banks	47.4	51.7	53.5	54.2	53.5	53.1
Corporate agents - Others	3.4	3	3	2.9	2.9	3.0
Brokers	4.5	3.6	3	2.9	3	3.2
Direct selling and others*	9	9.8	10.4	12.1	14.8	16.1

* Direct selling also includes business through referral and online channel as well as others

^ Data for FY20 includes data only till Q3FY20 for PNB MetLife India Insurance, Exide Life insurance, Shriram Life insurance, Edelweiss Tokio Life Insurance and Aviva Life Insurance

Source: IRDAI, Company Public disclosures, CRISIL Research

Insurance to remain attractive part of financial savings

CRISIL Research believes the share of life insurance products in total financial savings will increase, driven by growth of linked as well as 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
- Better product proposition by private players, with diversification of products, thereby catering to individuals with varying risk-taking abilities
- Rise in incremental savings in shares, mutual funds and deposits post demonetisation
- Growing awareness of insurance among the masses owing to the pandemic

As per RBI's quarterly forecast on gross financial assets, the mutual funds in outstanding positions of household financial assets have continuously increased till the third quarter of fiscal 2020. However, this declined in the last quarter of fiscal 2020.

Trend in outstanding position of household investment across selected financial products

(Rs trillion)	FY18				FY19				FY20			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Bank deposits	74.1	76.5	75.9	79.9	79.2	82.2	82.3	87.3	86.8	89.6	90.6	94.4
Life Insurance funds	29.4	30.4	31.7	32.1	32.7	33.6	34.1	35.6	36.5	36.9	37.9	38.8
Currency funds	13.8	14.2	15.3	16.7	17.8	17.5	18.5	19.5	20.1	19.8	20.7	22.3
Mutual funds	9.5	10.2	10.6	10.7	11.9	11.5	11.9	12.4	12.7	12.8	13.9	11.6

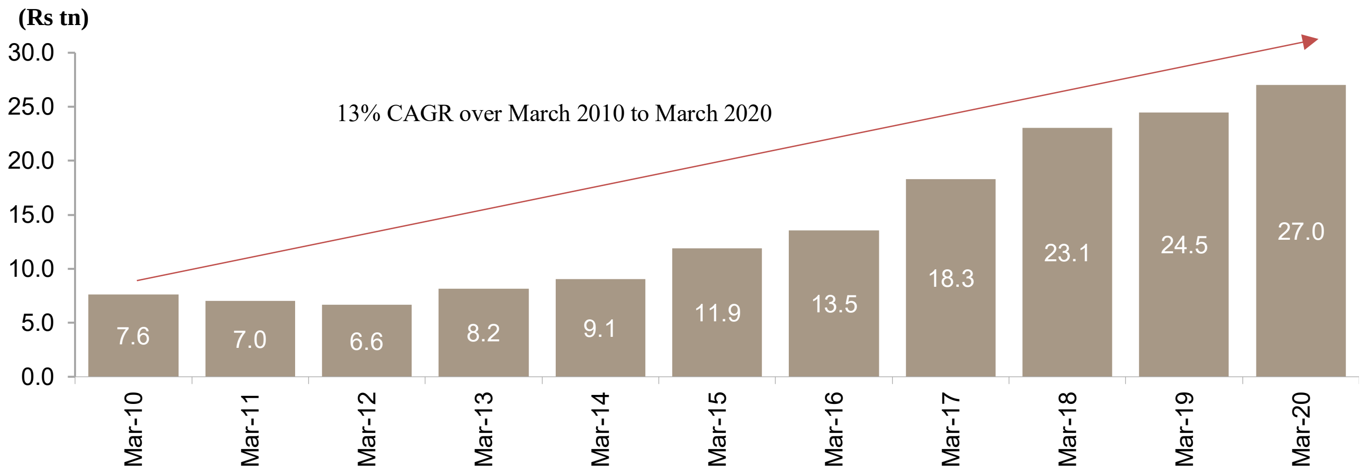
Note: The outstanding position for household investment in pension and provident funds is not being published, as the latest available data from Employee' Provident Fund Organisation, which constitute ~70% of this segment, pertains to fiscal 2017.

Source: RBI Bulletin June 2020

AUM of mutual funds growing sharply aided by rising retail participation, rise in equity market

Aggregate AUM of the Indian mutual fund industry has grown at a healthy pace over the past 10 years. Against the backdrop of an expanding domestic economy, robust inflows, and rising investor participation, particularly from individual investors, the average AUM grew at 13% CAGR between March 2010 and March 2020, from Rs 7.6 trillion to Rs 27.0 trillion.

AUM has grown by 13% CAGR over last 10 years

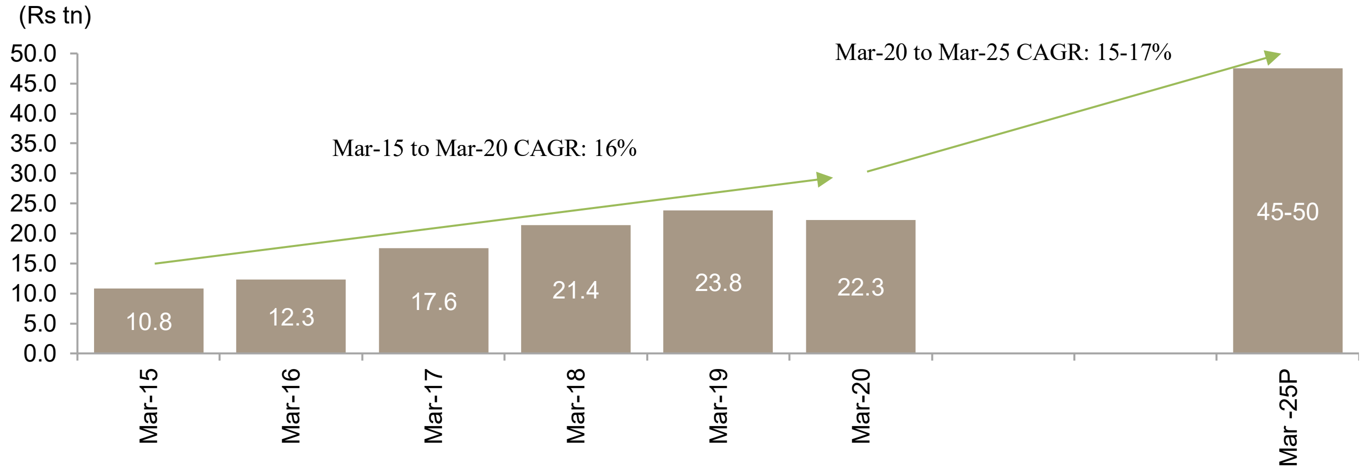


Note: Average AUM for the last quarter of the fiscal.
Source: AMFI, CRISIL Research

Financial inclusion, investor education and investor-friendly regulations to boost mutual fund penetration
CRISIL Research projects quarterly average AUM of the Indian mutual fund industry to log 15-17% CAGR between March 2020 and March 2025, reaching Rs 45-50 trillion. The key drivers of growth would include anticipated pick-up in economic growth post fiscal 2021, growing investor base across geographies, higher disposable incomes and investable household surplus, increase in aggregate household and financial savings, increase in geographical penetration as well as improving awareness, ease of investing, digitalisation, and perception of mutual funds as long-term wealth creators, driven in part by government initiatives.

CRISIL Research's forecasts assume a gradual pick-up in corporate earnings following the loss of revenue because of the lockdown in fiscal 2021, benign inflation, a largely stable political and geopolitical environment, increase in financial savings rates, and consistent increase in mutual fund penetration and inflows.

Projected growth in overall AUM over next five years (Rs trillion)



P: Projected
Note: AUM is at the end of each fiscal
Source: AMFI, CRISIL Research

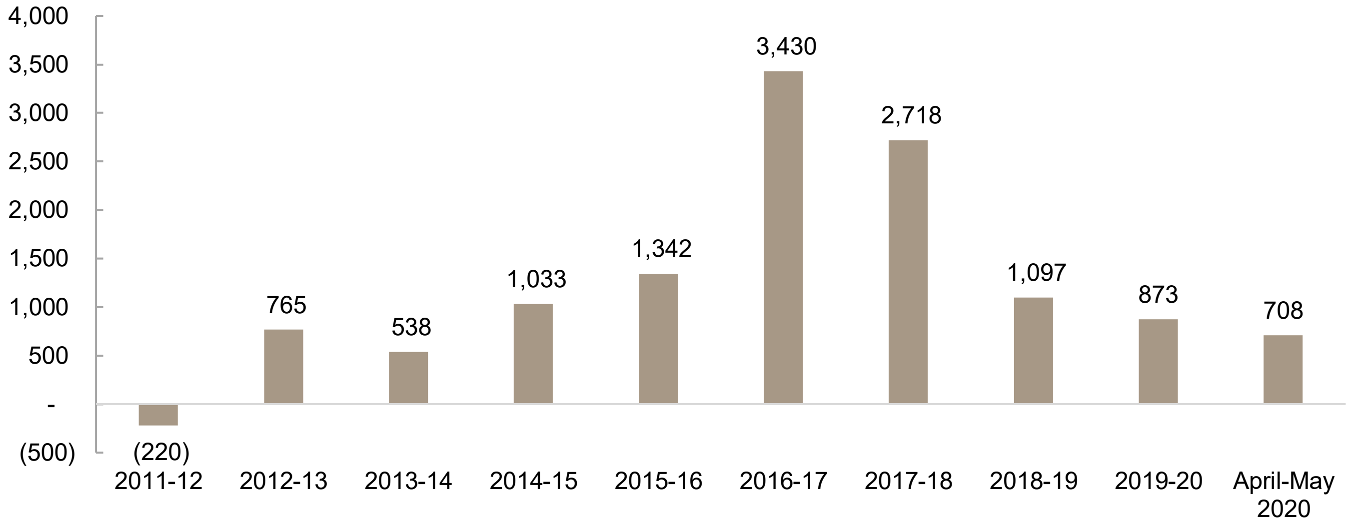
Key growth drivers of mutual funds industry

Apart from strong fundamentals, key factors that are aiding financial product distribution industry is the large and growing share of working population, rising household incomes, increasing shift to financial savings, higher awareness of financial products, higher retail participation in equities, tax benefits on ELSS (on investment up to Rs 0.15 million under Section 80CCE of the Income Tax Act, 1961) and NPS (additional tax benefit of Rs 50,000 under section 80CCD), and increasing penetration of financial products in tier 2 and 3 cities. However, during the current fiscal, the financial distribution industry is expected to struggle in the initial half of the year on account of the lockdown and decline in the overall macros.

Net inflows for mutual funds to strengthen backed by retail investors

Net inflows in mutual funds declined in fiscals 2019 and 2020, post two strong years of net inflows in fiscals 2017 and 2018 backed by equity inflows and corporate bond issuances. A major shock in the form of the NBFC crisis in fiscal 2019 led to slowing of inflows during the year, followed by fiscal 2020, which ended with disruptions owing to Covid-19. Net inflows declined to Rs 873 billion in fiscal 2020. With expectation of higher returns from the capital markets and essentially taking up larger part of the financial savings of households, net inflows into mutual funds are expected to strengthen.

Trends in net inflows in mutual fund industry (Rs billion)

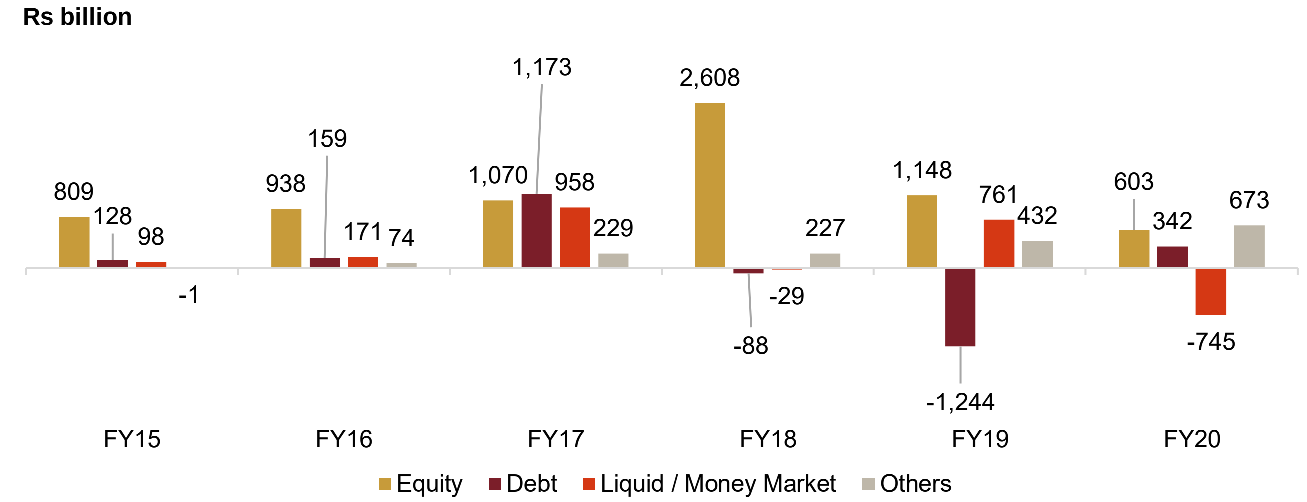


Source: AMFI, CRISIL Research

Prior to the IL&FS and NBFC crises, AMCs saw robust and consistent net inflows across asset classes, with peak inflow of Rs 3,430 billion in fiscal 2017. In fiscal 2018, non-equity inflows collapsed, as Rs 2,608 billion in equity net inflows accounted for 95% of aggregate inflows across all asset classes. At the height of the impact of the IL&FS and NBFC crises in fiscal 2019, debt outflows of Rs 1,244 billion more than offset equity inflows of Rs 1,148 billion.

The ‘others’ segment, comprising ETFs and fund-of-funds (FoFs), though, rose steadily over a small inflow base. Further aiding this category was SEBI’s decision to allow gold ETFs to invest up to 20% of their assets in the gold monetisation scheme, which saw a rise in inflows in this segment.

Equity-oriented funds led the charge in net inflows

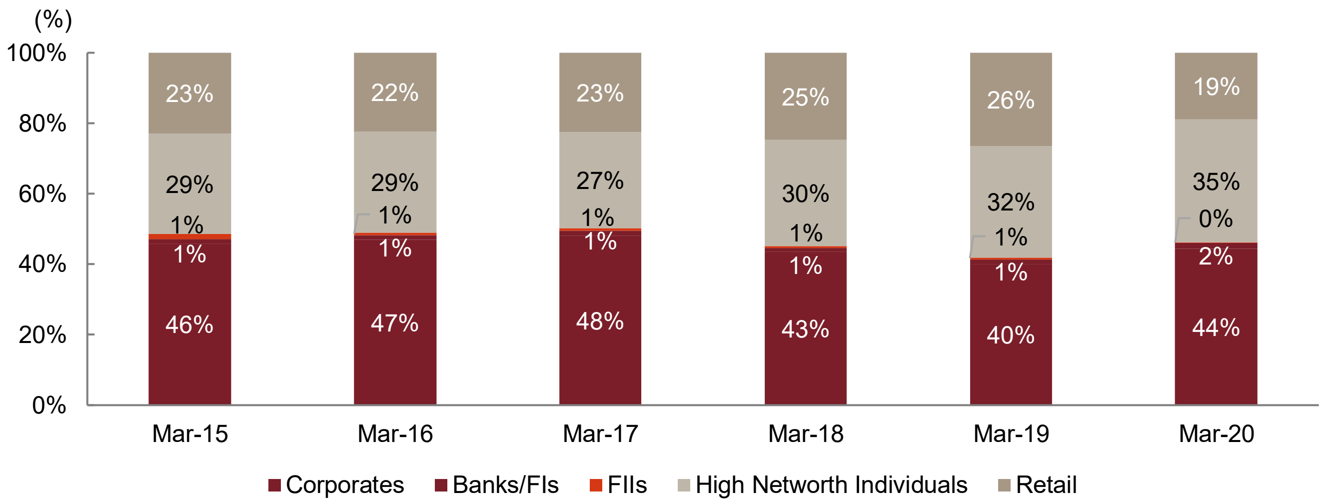


Notes:
(1) Equity funds include: ELSS, arbitrage and balanced funds. Debt funds include: gilt, income, and infrastructure debt funds. "Others' include gold ETFs, other ETFs, and FoFs investing overseas. Average AUM is for the July-September quarter of the fiscal
(2) For September 2019, equity includes: growth/equity-oriented schemes (other than ELSS), ELSS funds, hybrid schemes, and solution-oriented schemes. Debt includes: gilt fund/gilt fund with 10-year constant duration, and remaining income/debt oriented schemes. Liquid/money market includes liquid/money market/floater fund. Others include: index funds, gold ETF, other ETF, and FoFs investing overseas
Source: AMFI, CRISIL Research

Individual investors outpace institutional investors in terms of AUM

Historically, majority of the industry's assets were held by institutional investors, mainly corporates. However, the share of institutional investments (corporates, banks/FIs and FIIs) has gradually declined, from 48% as on March 2015 to 46% as on March 2020. This is because, while institutional AUMs have grown at 14.4% CAGR over the period, individual AUMs have seen a faster growth of 16.5% CAGR on the back of rising participation, especially in the equity funds.

Share of AUM by investor classification

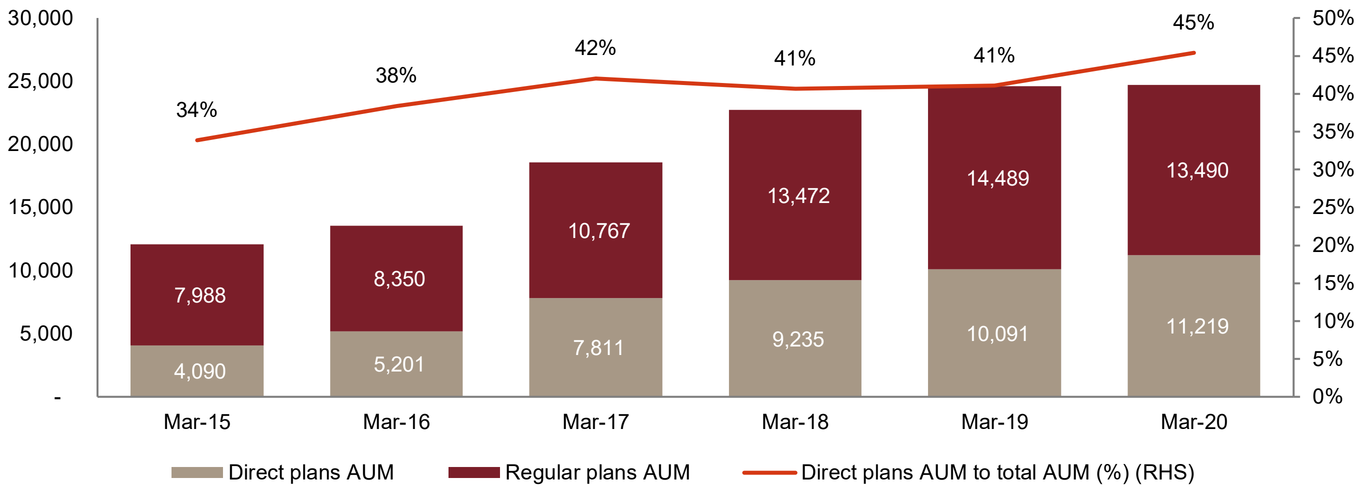


Notes:
AUM as at the end of in each fiscal
Definition of HNIs has changed from fiscal 2020 onwards and, hence, the sudden spike between retail and HNIs
Source: AMFI, CRISIL Research

Direct route becoming more important

In September 2012, SEBI mandated mutual fund houses to offer their products through the direct route alongside distributors, leading to asset managers offering direct plans in January 2013. As a result, AUMs under direct plans grew at an annualised 22% between March 2015 and March 2020. At Rs 11.2 trillion, AUMs under direct plans now represent 45% of aggregate industry AUM, up from 34%.

Growth of AUMs through direct plans since March 2015 (Rs billion)

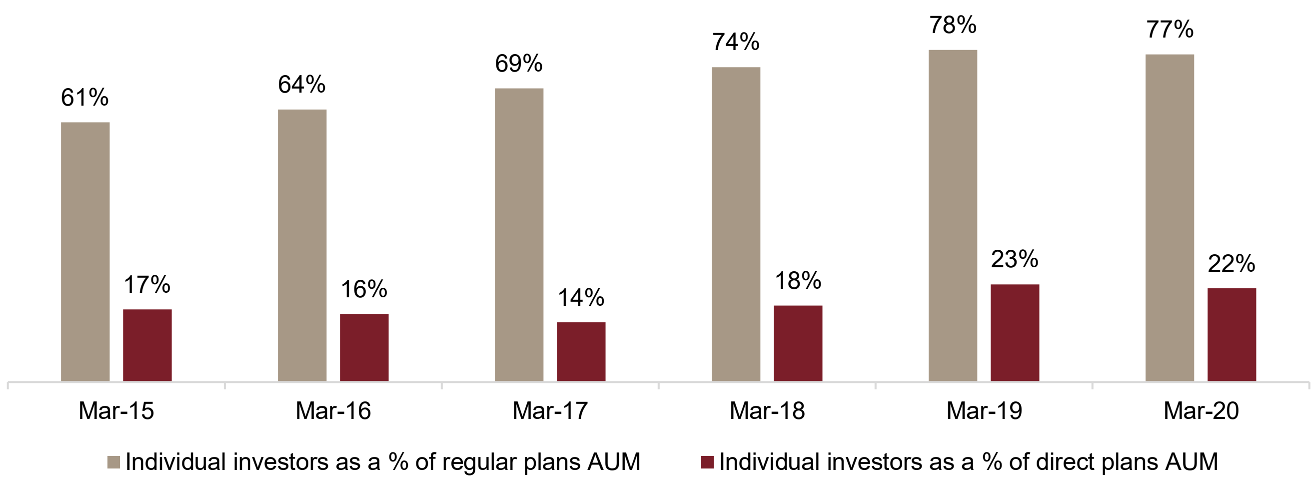


Note: Based on monthly average AUM
Source: AMFI, CRISIL Research

Going forward, we expect growing investor awareness and preparation as well as integration of user interfaces through digital channels to provide additional boost to growth in direct plan AUMs.

The direct route has seen a higher preference by institutional investors. Corporates, banks and financial institutions, and FIIs, which make up the institutional investor pie, accounted for 78% of the total direct plan assets, as of March 2020, whereas individual investors (retail and HNIs) constitute only 22% share. This is because individual investors, who account for 77% of regular plan assets, have higher preference for handholding from distributors.

Composition of individual investors in various plans



Note: Based on monthly average AUM
Source: AMFI, CRISIL Research

Systematic investment plans

Systematic investment plans (SIPs) have helped further increase retail investor participation in the mutual fund space. Several benefits accrue from SIPs, such as avoidance of behavioural weakness during uncertain periods, the force of aggregation of a high number of small amounts, and certain tax incentives. These have not only made SIPs an attractive investment option, but have also helped grow and diversify net inflows across the industry. With contribution levels set low enough to make inflows less susceptible to cycles, SIPs have also helped reduce the volatility of aggregate inflows.

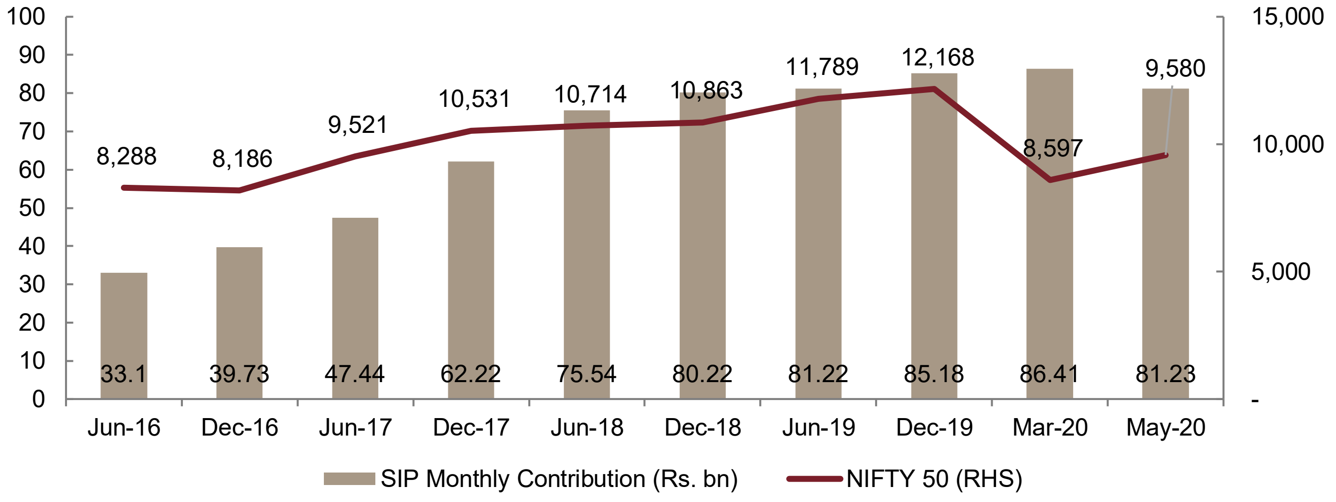
Between April 2016 (when Association of Mutual Funds in India, or AMFI, first began disclosing aggregate monthly SIP contributions) and May 2020, the aggregate amount invested through SIPs has grown from ~Rs 31 billion to Rs 81.23 billion per month. This surge is the result of low contribution minimums, thereby increasing accessibility to lower income households. This is reflected in an increase in the number of SIP accounts, from 21.1 million in March 2018 to 32.04 million in May 2020. The industry added roughly 982,000 SIP accounts each month in the fiscal 2020 with an average per month ticket size of ~Rs 2,673 per account in fiscal 2020. But owing to the rise in the number of accounts, the average ticket size has come down from a high of Rs 3,375 in March 2018.

In fiscal 2020, the mutual fund industry collected ~Rs 1 trillion through SIPs, an increase of 8% over the Rs 927 billion collected in fiscal 2019. In the first two months of this fiscal, SIP contributions to mutual funds have already reached ~Rs 165 billion. As of May 2020, aggregate SIP AUM stood at Rs 2.76 trillion, or 11.3% of the total industry AUMs.

The popularity of equity funds, rising participation of retail investors, recent investor education initiatives, and apparent benefits of SIPs to households that traditionally did not invest in mutual funds lead us to believe the growth in inflows from SIPs will accelerate over the foreseeable future. This would make SIPs an increasingly important component in overall AUM growth.

However, the high growth trajectory in the SIP AUMs somewhat decelerated over the previous months owing to Covid-19. The lockdown led to a standstill in economic activity, loss of jobs, lower discretionary spending, and swelling of personal emergency funds, thereby lowering SIP contributions. Implementation of stamp duty on the mutual funds, expected on contributions from July 1 onwards, may further deter investor preference into SIPs, especially in the current fiscal. However, over the next fiscal, assuming a pick-up in economic activity, contributions are expected to grow.

Trend in monthly SIP contributions (Rs billion)



Source: AMFI, NSE

Regulatory scenario

SEBI's 2013 guidelines had allowed distributors to set up a separate division to offer advisory services. However, on February 18, 2020, SEBI, in a major regulatory change, ordered the segregation of advisory and distribution activities to avoid conflict of interest, among others. As per this, an individual investment adviser will not provide distribution services. This will, therefore, lead to changes in the business model of distributors as well as wealth management companies.

Apart from this, SEBI has come out with other regulations:

- Impact of total expense ratio (TER) regulation:
    - Scheme expenses, including investment and advisory fees for index fund schemes and ETFs should not exceed 1% daily net assets
    - Other open-ended schemes, apart from FoFs, index fund schemes or ETFs:

Assets under management slab (Rs crore)	TER limits for equity-oriented schemes	TER limits for other than equity-oriented schemes
On the first Rs 500 crore of daily net assets	2.25%	2.00%
On the next Rs 250 crore of daily net assets	2.00%	1.75%
On the next Rs 1,250 crore of daily net assets	1.75%	1.50%
On the next Rs 3,000 crore of daily net assets	1.60%	1.35%
On the next Rs 5,000 crore of daily net assets	1.50%	1.25%
On the next Rs 40,000 crore of daily net assets	TER reduction of 0.05% for every increase of Rs 5,000 crores of daily net assets or part thereof	
On balance of assets	1.05%	0.80%

Source: SEBI, CRISIL Research

- In 2012, SEBI introduced new norms that allow cash transactions in mutual funds up to Rs 20,000 (now Rs 50,000) per mutual fund, per financial year to enable small investors without PAN cards to invest, and allowed AMCs to charge incremental expenses of 30 bps, depending on the extent of new fund flows from beyond the top 15, or B15, cities (now B30 cities)
- To boost awareness among investors, SEBI also directed AMCs to annually set aside at least 2 bps of the daily net assets for investor education and awareness initiatives. It has allowed celebrity endorsements at the industry level as well, to boost awareness of mutual funds among investors
- In 2019, SEBI issued revised terms and definitions, changing key geographical classifications from top 15 (T15 cities) and B15 cities to T30 and B30 cities, respectively, to emphasise its increased focus on industry penetration of more remote geographies

Mutual fund distribution industry size was ~Rs 80 billion in fiscal 2019

Indian AMCs adopt a multi-channel approach to distribute their products, including banks, nationwide distributors, such as brokerages and wealth management companies and independent financial advisors (IFAs), in addition to direct sales and online channels.

Distributors have a significant role in the mutual fund ecosystem. They play a pivotal role in improving the penetration of mutual funds, especially in smaller cities and towns. Despite the development of the industry, aid of technology, and increasing financial awareness, we foresee distributors to be an essential cog of the mutual fund ecosystem, going forward. This is because several investors in India have the financial wherewithal, but do not have the requisite knowledge to invest in mutual funds directly, and, therefore, need support and guidance from distributors.

Hence, it is imperative for distributors to also act in the best interest of clients for the long-term success of the industry.

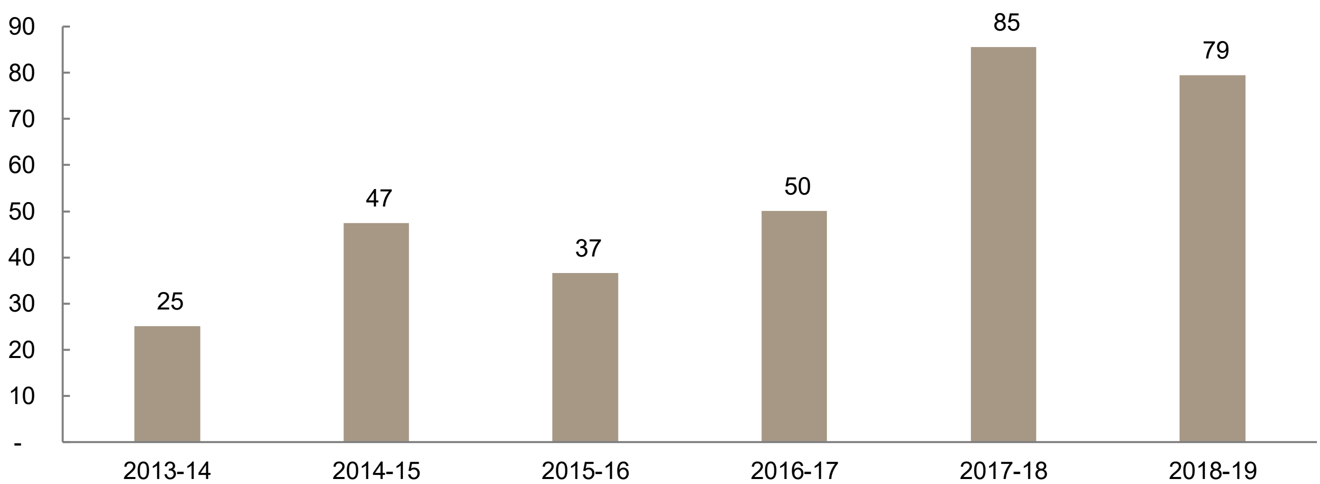
As per AMFI, the commission paid by mutual funds to distributors grew at 26% CAGR between fiscals 2014 and 2019, to Rs 79 billion. This growth can mainly be attributed to healthy returns from mutual funds attracting investors, increasing awareness about financial savings, increasing push by distributors, and government policies.

On the regulatory front, SEBI passed a directive in September 2012, which allowed AMCs to charge an additional expense of 30 bps in B15 locations. This allows fund houses to pay higher commissions to distributors in underpenetrated regions, thereby incentivising them to attract more investors.

The data is based on AMFI disclosures on commissions of distributors, which comprises distributors meeting any of the below four criteria:

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

Revenue trend of mutual fund distributors (Rs billion)



Source: AMFI, CRISIL Research

There were 1,073 distributors as of fiscal 2019 that met the criteria as compared with 396 in fiscal 2014. However, the top 10 distributors dominated in fiscal 2019, commanding a high share of 49% of revenue through the distributor route in fiscal 2019. In fact, their share improved ~615 bps over the last five years.

Half of the top 10 players have seen stronger-than-industry growth in revenue despite the number of distributors doubling owing to the entry of new players in the space. Banks constitute six of the top 10 positions, supported by their large network and greater access to customers.

Trends in key mutual fund distributors' revenue over last five years (Rs million)

Company	FY14	FY15	FY16	FY17	FY18	FY19	5-year CAGR (FY14-FY19)
NJ IndiaInvest Pvt Ltd	1,487	3,034	3,261	4,427	7,868	8,077	40.3%
Axis Bank	943	3,041	1,403	2,485	5,377	5,556	42.6%
HDFC Bank	1,585	3,290	2,610	3,965	6,414	4,967	25.7%
State Bank of India	290	694	621	1,788	5,579	4,876	75.9%
ICICI Bank	1,179	2,480	1,697	2,797	4,703	3,553	24.7%
ICICI Securities	752	1,591	1,114	1,726	3,165	3,189	33.5%
Kotak Mahindra Bank	991	2,550	1,664	1,987	2,743	2,550	20.8%
Prudent Corporate Advisory Services Ltd	352	699	600	992	2,178	2,347	46.1%
Citibank N.A	1,812	2,290	1,407	1,850	2,490	1,818	0.1%
IIFL Wealth Management	1,300	2,861	1,435	1,574	1,750	1,761	6.3%
Others	14,446	24,915	20,765	26,413	43,231	40,789	23.1%
Total	25,137	47,446	36,577	50,004	85,498	79,482	25.9%

Source: AMFI, CRISIL Research

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 17 for a discussion of the risks and uncertainties related to those statements and the section entitled "Risk Factors" on page 19 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 Prospectus on page 355. We have included various operational and financial performance indicators in this 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 Auditors and no services have been performed by the Statutory Auditors with respect to such performance indicators. 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 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 Capital Market, Wealth Management and Financial Products distribution in India" dated July, 2020 prepared by CRISIL Research and commissioned by us. The Restated Consolidated Financial Information for the period ended June 30, 2020 has not been annualized and accordingly, such financial information is not comparable to the Restated Consolidated Financial Information for any Financial Year.

Overview

Our Company is one of the largest retail broking houses in India in terms of active clients on NSE as of June 30, 2020 (*Source: CRISIL Report*). We are a technology-led financial services company providing 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 and allied services are offered through (i) our online and digital platforms, and (ii) our network of over 11,000 Authorised Persons (the "**Authorised Persons**"), as of June 30, 2020. We have had more than 4.39 million downloads of our *Angel Broking* mobile application and nearly 1 million downloads of our *Angel BEE* mobile application as of June 30, 2020, which enable our clients to avail our services digitally. Digital marketing has enabled our Company to garner 398 million digital impressions in June, 2020 on its various online and digital platforms. Our customer outreach, spans across approximately 96.87% or 18,649 pin codes in India as of June 30, 2020. We manage ₹ 132,540 million in client assets and over 2.15 million operational broking accounts as of June 30, 2020.

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. Over the years, we have enhanced client engagement and experience through digitisation of our processes and augmentation of our technological platforms. We launched our mobile application for 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. Our primary focus is to profitably grow our retail broking, margin funding and distribution businesses through our online and digital platforms, "*Angel Broking Mobile App*", "*trade.angelbroking.com*", "*Angel SpeedPro*", "*Angel BEE*", which are powered by "*ARQ*", a rule-based investment engine. We provide our broking services through various web, digital and .exe platforms, which are integrated with each other enabling our clients to have a seamless trading and investment experience, positioning us 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, certificates and accolades for our services and products, including 'Best performing Retail Member' award at Market Achievers Awards organised by NSE for three consecutive years, being 2017, 2018 and 2019, 'Trendsetter' award at the NetApp - Innovation Awards 2019, 'Best Marketing Campaign of the Year 2019 in India' organised by Tefla's, 'Digital First Organisation of the Year 2019 in India' organised by Tefla's, 'Franchise 100 India's Top Franchises, 2019'certified by Franchise India, the 'Fulcrums of Commodity Derivatives Market' award by MCX for 2018, one of the 'top volume Performers in Equity Retail Segment 2016 - 17' by BSE, 'Fintech Trading Platform of the Year by moneytech'17 Awards organised by BusinessEx.com 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. To complement our broking and advisory services, we also provide the following additional services to our clients:

(iv) *Research Services*: As of June 30, 2020, we have a dedicated research team of 54 members who cater to quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities currencies and mutual funds.

(v) *Investment Advisory*: We provide investment advisory services to our retail clients with customized investment recommendations aided by our rule based investment engine *"ARQ"*, 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.

(vi) *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:

(iv) *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.

(v) *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.

(vi) *Loans against shares*: Through our Subsidiary, AFPL, which is registered as an NBFC, we provide loans against shares to our retail clients.

Our consolidated total revenue from operations was ₹ 2,384.24 million, ₹ 7,246.24 million, ₹ 7,579.78 million, and ₹ 7,642.80 million for the period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018 respectively. Further, our profit from continuing operations as restated was ₹ 482.59 million, ₹ 867.89 million, ₹ 834.02 million and ₹ 1,097.88 million for the period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018, respectively. Our return on net worth for equity shareholders (RoNW) for the period ended June 30, 2020 was 7.40% (not annualised) and Financial Year 2020 was 13.92%.

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 retail broking houses in India, in terms of active clients on NSE as of June 30, 2020 (*Source: CRISIL Report*). Our online and digital platforms, along with our vast network of Authorised Persons enables us to reach a large population of retail clients spread across approximately 96.87% or 18,649 pin codes in India. This widespread reach has enabled us to enhance our client base by 36.81% CAGR from 1.06 million in FY18 to 2.15 million as on June 30, 2020. Over this period, we witnessed a consistent growth in our gross client addition of 0.22 million, 0.26 million, 0.56 million and 0.35 million in FY18, FY19, FY20 and Q1 FY21, respectively and representing a 59.54% CAGR over the period from FY18 to FY20. In the three months period ending June 30, 2020, we witnessed an average monthly client addition of approximately 115,565 clients, over a monthly average of 46,676 clients in FY20 representing a growth of 147.59%. Over the last one year, we have more than doubled our overall turnover market share in the retail broking space in India.

The number of our operational accounts increased from 1.06 million in March, 2018 to 1.29 million in March, 2019 and 1.82 million in March, 2020 to 2.15 million in June, 2020. We witnessed an 151.91% CAGR from Financial Year 2018 until the period ended June 30, 2020 in our average monthly net client addition run rate which stood at 14,158, 18,983, 43,582 and 113,191 in Financial Year 2018, Financial Year 2019, Financial Year 2020 and the period ended June 30, 2020 respectively. Against this, the broking industry witnessed an 43.63% CAGR from Financial Year 2018 until the period ended June 30, 2020 in average monthly net client addition run rate which stood at 340,381, 331,565, 413,262 and 768,714 in Financial Year 2018, Financial Year 2019, Financial Year 2020 and the period ended June 30, 2020 respectively. This led to a significant improvement in our market share in incremental demat accounts from Financial Year 2018 until the period ended June 30, 2020 from 4.16% to 5.73% to 10.55% to 14.72% for the Financial Year 2018, Financial Year 2019, Financial Year 2020 and the period ended June 30, 2020 respectively.

We have been consistently improving our average monthly net client addition run rate from 19,698 incremental demat accounts in Q1 FY20 to 36,638 incremental demat accounts in Q2 FY20 to 42,409 incremental demat accounts in Q3 FY20 to 75,584 incremental demat accounts in Q4 FY20 and further to 113,191 incremental demat accounts in Q1 FY21. This translated into a sequential growth of 86.00%, 15.75%, 78.23% and 49.75% in Q2 FY20, Q3 FY20, Q4 FY20 and Q1 FY21 respectively.

During this period, we witnessed a significant improvement in average monthly net client addition from Tier 3 and beyond cities with 9,172 incremental demat accounts in Q1 FY20, 20,061 incremental demat accounts in Q2 FY20, 24,245 incremental demat accounts in Q3 FY20, 39,290 incremental demat accounts in Q4 FY20 and 59,882 incremental demat accounts Q1 FY21. This translated into a sequential growth of 118.72%, 20.85%, 62.05% and 52.41% in Q2 FY20, Q3 FY20, Q4 FY20 and Q1 FY21 respectively.

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 digital interfaces; and the ability to provide seamless access to all segments of the stock markets. Based on our average client addition during FY20, 11,249 clients per month were acquired by referrals, which increased to 23,942 clients per month in Q1 FY21, demonstrating our strong brand equity. This contributed 20.72% of our average gross monthly client addition in Q1 FY21. We believe that we have built a strong digital infrastructure for our services and culture within our organisation, to service new age and technological savvy clients in the broking industry.

The "*Angel Broking*" brand, established over 22 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 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 advanced digital presence, pricing and early mover advantage in providing broking, financial and advisory services through both, our online and offline channels.

2. *Client acquisition through diversified digital platforms*

We have strong capabilities to acquire customers through various diversified digital platforms. Based on our average client additions in Q1 FY21, 85.21% of our clients have been acquired digitally, of which, 53.31% are acquired through performance marketing, either by way of organic or paid leads, 20.72% through referrals from our existing clients and approximately 11.18% through digital influencers. The remaining 14.79% of our clients, are acquired through our network of Authorised Persons. From Q2 FY 20 to Q1 FY21, 79.76% of our clients have been acquired digitally, of which, 50.76% are acquired through performance marketing, either by way of organic or paid leads, 22.24% through referrals from our existing clients and 6.77% through digital influencers.

e) **Performance Marketing:** This is the most prominent channel for client additions, as it garnered approximately 53.31% of our gross client additions in Q1 FY21. Our website traffic (both directly and organically) increased by 255.05% from 0.27 million in Q1 FY20 to 0.96 million in Q1 FY21. Our website traffic (both directly and organically) as of Q2 FY20, Q3 FY20 and Q4 FY20 was 0.29 million, 0.36 million, 0.48 million, respectively. We believe that through our partnerships in the digital ecosystem we are also able to recalibrate our marketing strategies and through marketing automation we are better equipped to cater to an increase in the number of clients. In order to enhance our brand visibility, to reach out to millennials across India and due to change in trends, we have directed our marketing mediums through digital and mobile marketing in addition to television. Our focussed marketing strategy and research content on our website, has resulted in 4.44 times and 3.94 times increase in our web based and mobile application-based lead generation over Q1 FY20 to Q1 FY21, respectively. We have also focussed on providing education-based content on our digital and social media platforms which may lead to an increase in the number of subscribers. Further, we also optimise our mobile application on an on-going basis towards organic discoverability of our mobile application and simplification of the process for on-boarding of clients, which we believe is one of our key modes for customer acquisition. Innovative customer acquisition programs like "Accelerated Lead Conversion Program", "Data-led Inactive Conversion Program" and certain other programs with video sharing platforms, also help us acquire new customers.

f) **Referrals:** Our referral program yields a significant share to our monthly client acquisition plan which stood at approximately 20.72% in Q1 FY21.

g) **Digital Referral Associates or Digital Influencers:** Since July, 2019, we have established partnerships with over 5,191 Digital Referral Associates (the "**DRAs**") which in turn give us access to approximately 79.55 million persons forming a part of their subscriber base as of June 30, 2020, which is an increase of 12.85 times of subscriber base as compared to their subscriber base as of January, 2020, which was approximately 6.19 million subscribers. The DRAs subscription base increased by 47.29 times since July 2019 and 23.64 times since September 2019 as compared to June 30, 2020. The DRAs subscription base was 8.09 million in February, 2020, 10.10 million in March, 2020, 30.27 million in April, 2020 and 66.58 million in May, 2020. These DRAs are influencers who create digital content on their channels and help educate their followers about trading and investment in various financial products such as equities, derivatives and mutual funds. These DRAs also help us source significant share of our clients from 0.68% in Q2 FY20 to 11.18% in Q1 FY21. We are focused on on-boarding new clients through our DRAs partnerships and their subscribers. We have also added multiple influencer channels on various video sharing and social media platforms, with a coverage of more than 800 videos added by these influencers.

h) **Authorised Person Network**: As of June 30, 2020, we have over 11,000 Authorised Persons registered with NSE, which have consistently been an important client acquisition channel for our Company. Our proprietary digital platform *"NXT"* facilitates them to further their digital marketing initiatives. These Authorised Persons contributed to 14.79% of our client base in Q1 FY21. As of June 30, 2020, our Company ranks as No. 1 stock broking house in terms of Authorised Persons registered with NSE.

Further, there was an increase in the use of our Do It Yourself (the "**DIY**") accounts by 364.54% from 6,751 accounts in January 2020 to 31,361 accounts in June, 2020. The number of DIY accounts as of February 29, 2020, March 31, 2020, April 30, 2020 and May 31, 2020 was 7,682 accounts, 13,410 accounts, 17,347 accounts and 24,599 accounts, respectively. Our DIY account acquisitions as compared to our direct client acquisitions were 14.38%, 16.11%, 16.29%, 21.24%, 26.55% and 25.90% in January, 2020, February, 2020, March, 2020, April, 2020, May, 2020 and June, 2020 respectively.

3. Integrated, end to end, and advanced digital experience ensuring client satisfaction

We remain focussed on innovation and implementation of technology across various services offered by us, which we believe has resulted in an increase in client satisfaction. Our mobile based applications across the broking and advisory businesses have been consistently appreciated and awarded. Our backend systems provide an integrated and seamless access across all product platforms.

Over the last three years, our Company has transformed its business into a seamless digital experience for its 2.15 million clients as on June 30, 2020. Our marketing initiatives are now driven using artificial intelligence. The client on-boarding journey is largely a straight through process, without any requirement for physical documentation. Due to our continuous digital initiatives, we have increased our monthly average online order execution of direct clients to more than 99% in Q1 FY 21. We have also entered into an agreement with a third party for them to supply printable white labelled research reports and portfolio analysis for stock selection by our clients, which will be an additional offering for them. Further, our client on boarding is completely digital and a seamless process.

Our client engagement and service activities are completely driven by our artificial intelligence and machine learning based strategies which provides a unique personalised experience to them. Our strategies enable us to segment our clients into various categories based on risk taking appetite, trading and investment behaviour. This also enables us to provide personalised advisory related services and recommendations to our 2.15 million clients as on June 30, 2020, through multiple delivery channels, being, push notifications on (i) our mobile application; (ii) the worldwide web; (iii) the .exe platform; (iv) business account with certain messenger applications ; and (v) e-mail. We also provide our clients various offers in respect of their first trade or in the process of transferring funds or other such transactions.

We believe that our emphasis on providing our clients with services through technological platforms has enabled us to rationalise the cost that we incur to service our clients' needs, leading to cost-efficiencies. This has enabled us to not only offer a simplified and most competitive pricing to our clients but also serve them with value added services like research and advisory at no additional cost, margin trading facility, securities as collateral and no fund transfer charges.

4. Diversified product offering across segments at competitive price

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. 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 Angel iTrade Prime Plan was launched comprising, ₹ 0 for equity delivery and ₹ 20 per order for all other segments. Coupled with this competitive pricing plan, we also offer services such as complementary in-house research and advisory, margin trading facility, securities as collateral and no charges for any fund transfer (*Source: CRISIL Report*). We believe that this complete offering is a unique proposition and makes us one of the most competitive players across the industry.

5. Robust business metrics building operating leverage

Our well executed strategy of being a digital first organisation enabled us to grow our business exponentially, for example, we witnessed a growth of nearly 2.5 times in our average monthly gross client acquisition run rate to 115,565 in Q1 FY21 from an average monthly gross client acquisition run rate of 46,676 in FY20. Further, our average monthly gross client additions in FY 18, FY 19, FY 20, and as of March 31, 2020, April 30, 2020, May 31, 2020 and June 30, 2020 was 18,337 accounts, 21,784 accounts 46,676 accounts, 104,555 accounts, 95,169 accounts, 107,359 accounts and 144,167 accounts respectively.

Our operational client base as of March 31, 2018, March 31, 2019, March 31, 2020, April 30, 2020, May 31, 2020 and June 30, 2020 was 1.06 million clients, 1.29 million clients, 1.82 million clients, 1.91 million clients, 2.01 million clients and 2.15 million clients, respectively. Our operational client base increased by 21.40% from 1.06 million operational clients in FY18 to 1.29 million operational clients in FY19, further by 40.47% from 1.29 million operational clients in FY19 to 1.82 million operational clients in FY20. Further, we witnessed an increase of 18.71% from 1.82 million clients in FY20 to 2.15 million clients as of June 30, 2020.

The augmentation of our digital processes, technological platforms, performance marketing, client engagement strategy, robust client acquisition and an all-inclusive flat pricing model has enabled us to substantially grow the average daily turnover from ₹ 253,176 million in Q1 FY20 to ₹ 618,945 million in Q1 FY21, as well as placed us at the forefront in the turnover based market share for the retail broking industry in India.

Our broking, distribution and advisory services are backed by robust infrastructure and has processed at peak usage, being, approximately 3.46 million trades in a day.

Corresponding to an increase in our market share, our base of NSE active clients witnessed growth from 0.36 million in March, 2018, 0.41 million clients in March, 2019 to 0.58 million clients in March, 2020 and further to 0.77 million clients in June, 2020. Due to the growing base of NSE active clients, our market share and rank improved to 6.29%, registering an increase of 95 bps in June, 2020 over March, 2020, and 4th position respectively in NSE active clients. Our overall traded client base also registered a 30.21% growth as of June 30, 2020 as compared to March 31, 2020.

6. Experienced management team with proven execution capabilities

We have a strong management team with experience in the Indian financial services and broking sectors. The quality of our management team has been the driving force in achieving all-encompassing growth in our business. All members of our senior management team have substantial experience. One of our Promoters, Dinesh D. Thakkar has over 27 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 20 years and over 15 years of experience, respectively, in the Angel group. Our senior management team comprises Dinesh D. Thakkar (Chairman and Managing Director); Vinay Agrawal (Director and Chief Executive Officer); Vineet Agrawal (Chief Financial Officer); Nilesh Gokral (Chief Operating Officer); Rohit Ambosta (Chief Information Officer); Sandeep Bhardwaj (Chief Sales Officer); Subhash Menon (Chief People Officer); Ketan Shah (Chief Revenue Officer); and Prabhakar Tiwari (Chief Marketing Officer).

Our management team is driven by an agile mindset and has been instrumental in transforming the business from a largely physical to a completely digital model over the last three years. The 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 Authorised Persons network. For further information relating to our management, please see the section entitled "*Our Management*" on page 216.

Our Strategies

Going forward, the following are our business strategies:

1. Strengthen our leadership position to become the largest retail broking business in India

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 and our extensive Authorised Person 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 an open source platform, integrate better third party applications and offer 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. Augment our investment in our mobile platform, artificial intelligence, machine learning capabilities and newer technologies

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. We aim to enhance our client engagement through focused advancements in mobile technology and delivering innovative products, improving user interface across devices and ensure time optimisation for an increase in the performance and execution of trades. 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 and machine learning to our investment advisory services, 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 and augmenting our analytical capabilities to ensure that we are able to gain personalised and 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 to support our business

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 "*Angel BEE*" mobile application as the digital interface for sourcing, client acquisition and digital interaction with our clients further strengthens our focus on technology. "*Angel BEE*" is our digital 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 our 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, certain asset classes are underpenetrated among our client base and we intend to 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 and acquire larger market share 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. Angel BEE, our digital platform for distribution of financial and investment products, which is powered by ARQ. We believe this positions us to benefit from the growing market opportunities in the most efficient manner together with 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	Period ended June 30, 2020		Year ended March 31,					
			2020		2019		2018	
	Amount	%	Amount	%	Amount	%	Amount	%
Brokerage income(A)	1,780.68	74.69	5,039.06	69.54	5,014.12	66.15	4,784.59	62.60
Other Revenue (B)*	603.56	25.31	2,207.18	30.46	2,565.66	33.85	2,858.21	37.40
Total Revenue from Operations (A+B)	**2,384.24**	**100.00**	**7,246.24**	**100.00**	**7,579.78**	**100.00**	**7,642.80**	**100.00**

**Other revenue 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.*

I. Broking and Advisory

A. Broking services

We are one of the largest retail broking houses in India in terms of active clients on NSE as of June 30, 2020 (*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 income was ₹ 1,780.68 million, ₹ 5,039.06 million, ₹ 5,014.12 million and ₹ 4,784.59 million for the period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018, respectively. We have simplified, competitive and all-inclusive pricing plan, Angel iTrade Prime Plan, of ₹ 0 for equity delivery and ₹ 20 per order for all other segments. Coupled with this competitive pricing plan, we also offer services such as complementary research and advisory, seamless margin trading facility with pre-approved limits, futures and options trading upon delivery of securities as collateral and no charges for any fund transfer. Giving the right advice to the client using artificial intelligence and machine learning, along with better product offering at competitive prices to our clients resulted in strong growth in our ADTO.

The following table shows our ADTO for broking services and our market share for the periods indicated:

(in ₹ million)

Segment	Year ended			Period ended				Month ended				Period ended
	2018	2019	2020	Q1 FY20	Q2 FY20	Q3 FY20	Q4 FY20	March 2020	April 2020	May 2020	June 2020	Q1 FY21
ADTO – Overall	123,103	168,087	413,238	253,176	358,268	450,070	582,018	425,900	444,460	541,200	828,850	618,945
Overall Equity Market share(1)	3.24%	3.02%	5.41%	3.68%	4.68%	5.91%	6.90%	6.41%	6.83%	7.56%	9.55%	8.23%
ADTO – Cash	16,793	21,382	29,262	25,548	26,609	31,734	32,995	30,440	48,580	56,340	66,640	57,813
Market Share - Cash(1)	8.51%	10.90%	13.73%	12.70%	13.75%	14.33%	14.03%	11.89%	16.09%	18.36%	17.26%	17.26%
ADTO – F&O	88,662	124,074	339,729	198,080	290,353	369,478	492,468	346,360	365,270	430,120	700,300	511,080
Market Share – F&O(1)	2.90%	2.68%	5.14%	3.38%	4.42%	5.62%	6.67%	6.16%	6.34%	7.02%	9.16%	7.77%
ADTO – Commodity	15,055	19,379	37,285	24,584	33,475	41,807	48,643	38,260	20,490	42,420	47,850	37,754
Market Share - Commodity (1)	8.82%	10.04%	16.90%	12.39%	14.48%	19.09%	20.88%	18.01%	20.28%	25.34%	25.96%	24.60%

1. Market share is the ratio of our ADTO to the sum of the retail ADTO on NSE, BSE and MCX respectively.

The following table provides are client base/operational accounts over different time periods:

(in million)

	FY18	FY19	FY20	Q1 FY20	Q2 FY20	Q3 FY20	Q4 FY20	April, 2020	May, 2020	June, 2020	Q1 FY21
Client Base/Operational Accounts	1.06	1.29	1.82	1.35	1.46	1.59	1.82	1.91	2.01	2.15	2.15

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, 2020, the products for which we offer our broking services to our clients to trade in are as follows:

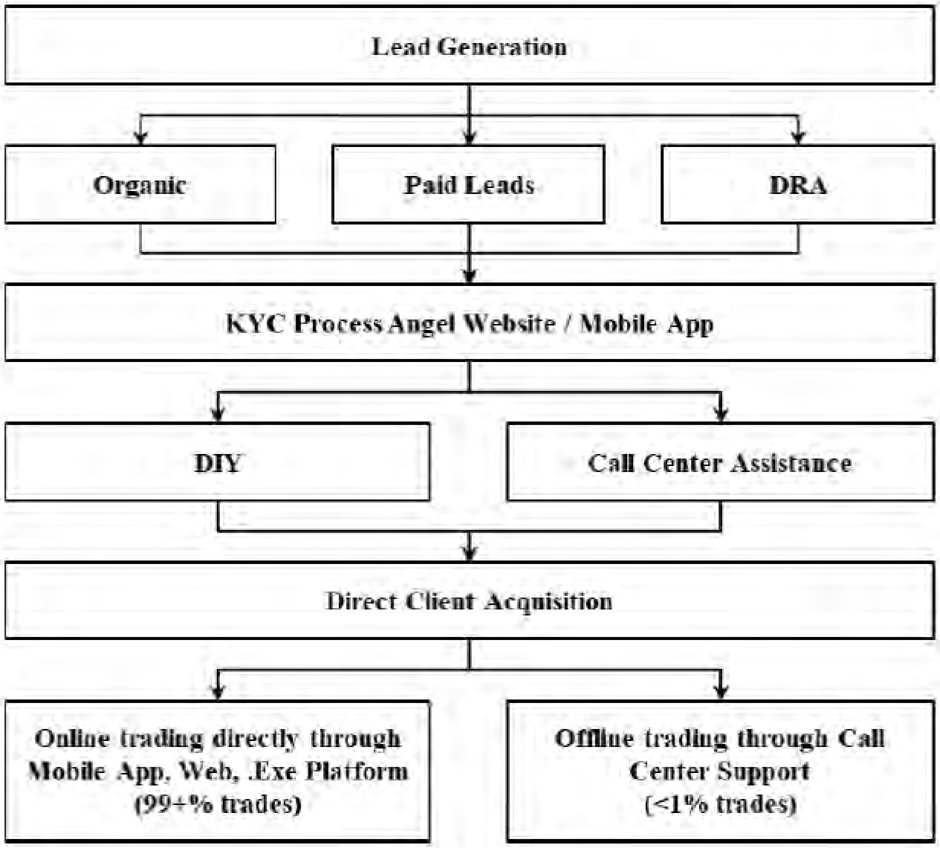
- *Equities*: Stocks listed on BSE and NSE.
- *Equity Derivatives*: Futures and options related to indices and stocks listed on the Stock Exchanges.
- *Currency*: Derivatives and future and options in U.S. Dollar, Euros, British Pound and the Japanese Yen.
- *Commodities*: Commodities futures and options listed on MCX and NCDEX.

2. Client Acquisition

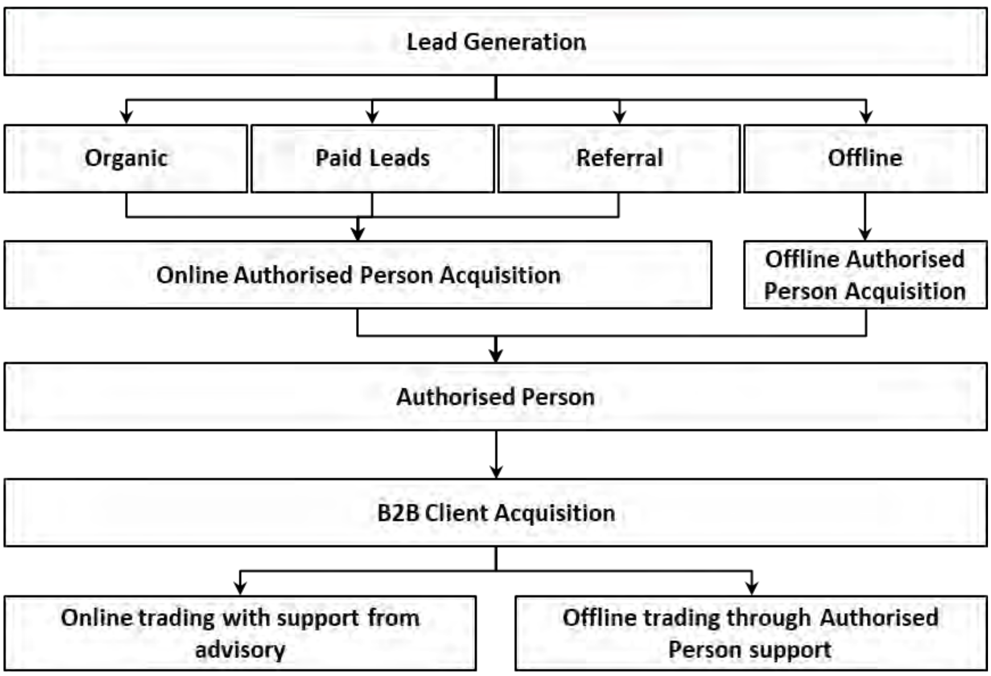
Our broking business is anchored by our retail clients, to whom we offer products and services through (i) our online and digital platforms and (ii) our network of over 11,000 Authorised Persons, as of June 30, 2020. In order to avail broking services, our clients are required to open a trading and demat account. The entire process for opening the accounts is seamless with a paperless KYC process. We facilitate our clients to open a demat account and start trading shortly thereafter. Once the client signs up, the coach marks in the application helps them to navigate and understand the functionalities of the mobile application easily. These coach marks guide our clients on how to add funds and how to trade.

Acquisition of clients is done either directly by us or through our exclusive Authorised Persons network. This may be done through organic leads, paid leads or dedicated sales team through both online and offline channels.

DIRECT CLIENT ACQUISITION



AUTHORISED PERSON ACQUISTION



We have arrangements 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 47 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. Through the UPI payment gateway, our clients can seamlessly transfer funds from any bank.

Below is the break-up of our client acquisition trend across the Top 10, next 100 and next 2,600 cities in Financial Year 2018, Financial Year 2019, Financial Year 2020 and period ended June 30, 2020:

Financial Period	Top 10 cities*	Next 100 cities*	Next 2,600 cities*
Financial Year 2018	37.62%	32.19%	30.19%
Financial Year 2019	27.00%	34.81%	38.19%
Financial Year 2020	23.90%	35.89%	40.21%
Period ended June 30, 2020	22.66%	37.83%	39.51%

***** *Classified based on our gross client additions*

Below is the break-up of our gross client acquisition trend across the Tier 1, Tier 2 and Tier 3 and beyond cities in Financial Year 2018, Financial Year 2019, Financial Year 2020 and period ended June 30, 2020:

Financial Period	Tier 1 cities	Tier 2 cities	Tier 3 and beyond cities
Financial Year 2018	19.29%	43.55%	37.16%
Financial Year 2019	15.33%	40.24%	44.43%
Financial Year 2020	11.25%	36.34%	52.41%
Period ended June 30, 2020	10.69%	36.42%	52.89%

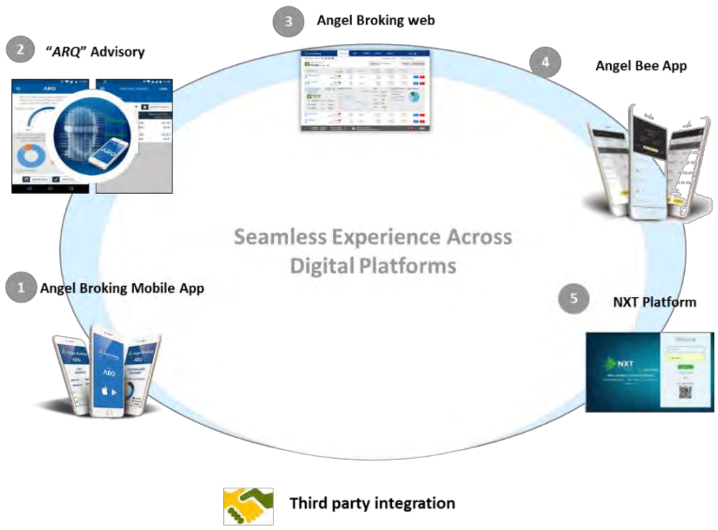
As our company penetrates more into Tier 3 and beyond cities and more millennials come on board, it is observed that the average age of our clients has been consistently declining as shown in the table below:

Financial Period	Average age of client (years)
Financial Year 2018	36
Financial Year 2019	35
Financial Year 2020	32
Period ended June 30, 2020	31

3. Platforms

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 and widely appreciated and awarded. Our backend systems provide an integrated and seamless access across all product platforms.

Please see below the bouquet of digital platforms provided by our Company:



(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 offers voice-based search and multi-lingual options. 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 47 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 Authorised Persons*

NXT is a platform which uses technology to help our Authorised Persons 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 Authorised Persons 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 Authorised Persons 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. Authorised Persons 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 Authorised Persons 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 Authorised Persons 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. <u>Research services</u>

As of June 30, 2020, we have a dedicated team comprising 54 members who cater to quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities currencies and mutual funds. Research is conducted 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. <u>Investment Advisory services</u>

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 asset allocation advisory is based on Modern Portfolio Theory. 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, 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 have potential to outperform the benchmark indices. 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.

In the latest version, ARQ Prime, stock strategies have been further optimized and risk management is improved. The algorithm also advises clients on more stocks during bullish phases and lesser stocks during bearish phases. This advisory is also delivered to clients through a revamped and easy-to-use module in our mobile application. It is currently provided as a subscription based service which provides various reports to clients.

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. ARQ ratings are prepared to 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. Clients who have a trading account with us, may also invest in relevant products recommended by ARQ, through our web and mobile based applications.

(iii). Angel Platinum Portfolio Advisory Service ("**Angel Platinum**")

Angel Platinum is a premium portfolio advisory service by the Angel Research Team to help clients build a long term portfolio. Angel Platinum helps clients build a long term and diversified portfolio of stocks across large-caps and mid-caps. Stocks are recommended after analysis by a research team which considers various aspects of companies such as business quality, growth prospects, quality of management etc.

Further, through Angel Platinum we also offer a dedicated advisor to our clients for their investment portfolio. The advisor also provides periodic updates, monitors investments and provides guidance on investment queries.

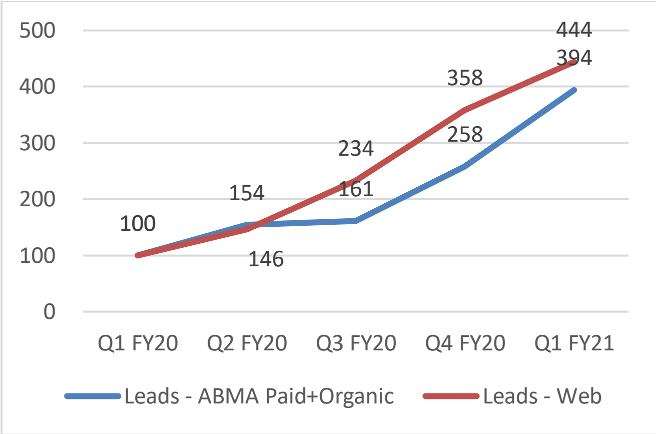
3. Investor Education

Our website, *www.angelbroking.com*, is a knowledge center which aims to empower our clients in respect of trading and investments in financial products. We also regularly update our retail clients about 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, podcast and video platform 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 as well as social media platforms on matters such as reasons for investing in the equities, commodity and currency markets, basics of trading, advanced trading techniques and derivatives trading.

Our lead volume growth data from our mobile application and website from Q1 FY20 to Q1 FY21 is provided below:



Note: The above chart is indexed to 100.

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 79.55% of the purchase value by the client. Securities purchased by clients, against the margin funding facility availed from us, are retained in the client margin funding account of our Company, maintained specifically for the purpose of margin trading. Margin calls are made if there is a shortfall of margin as per the exchange rules defined for Margin Trading Facility, 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, aggregate of margin trading facility and trade receivables has decreased from ₹ 8,996.72 million as of Financial Year ended March 31, 2019 to ₹ 2,857.78 million as of Financial Year ended March 31, 2020. 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, 2020, our margin trading facility book of ₹ 7,687.03 million was spread over 143,287 clients, with the average exposure of ₹ 0.05 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 ₹ 20.70 million, ₹ 99.78 million, ₹ 116.33 million and ₹ 125.08 million for the period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018, respectively.

1. <u>Mutual Funds</u>

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, 2020, we distributed mutual funds schemes of 40 asset management companies. 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 ₹ 7,212 million and ₹ 8,570 million as on March 31, 2020 and June 30, 2020, respectively.

2. Life and Health Insurance

One of our Subsidiaries, Angel Financial Advisors Private Limited is registered as a Corporate Agent (Composite) 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 Life Insurance Company Limited.

In terms of health insurance, we offer health insurance products. We currently distribute health insurance products of HDFC ERGO General Insurance Company Limited and Manipal Cigna Health Insurance Company Limited. In terms of general insurance, we offer various general insurance products. We currently distribute general insurance products of HDFC ERGO General Insurance Company and Bajaj Allianz Life Insurance Company Limited.

Our revenue from distribution of insurance products was ₹ 8.68 million, ₹ 51.85 million, ₹ 71.63 million and ₹78.98 million for the period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018, respectively.

The commissions that we receive on the distribution of these insurance products are linked to their premiums as prescribed by IRDAI.

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 interest income from lending activities was ₹ 13.17 million, ₹ 86.43 million, ₹ 137.03 million and ₹ 171.88 million for period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018, respectively. This is an optional facility which is available to the captive clients of our Company and is seamlessly integrated with the broking platform.

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.

Operations during COVID-19

In order to curtail the rapid spread of COVID-19, the Government of India announced a series of lockdowns from time to time, however certain essential services, including the ones involved in capital market operations, were exempt from the purview of the aforesaid lockdowns. Our Company, being a part of the capital market operations, did not experience any disruption in its business activities due to the lockdowns. However, in compliance with the various directives issued by the Government of India, appropriate measures were taken to equip a majority of our employees to work from home and less than 10% of our employees worked on-site on extremely critical processes, which required on-site presence.

Being a digital and technological driven organization, we have adapted to offsite and flexible working environment for our employees, adequately empowering them with equipment and web-enabled tools to effectively perform their roles and responsibilities. We have also instituted various performance evaluation tools which specifically help us measure the performance of our employees working remotely.

Our prolific use of technology and complete focus on digitalisation enables us to operate efficiently even through the global pandemic caused by COVID-19. Our average monthly client additions in Q1 FY21 was 115,565 against an average monthly addition of 46,676 in FY20, registering a growth of 147.59%. The robustness and scalability of our digital ecosystem was also tested during Q1 FY21as we experienced an increase of 2.48 times, 2.21 times and 1.96 times in our average daily logins on our mobile application, average daily traded clients and average fund transfer during this period respectively. To ensure safety of our clients' data while maintaining productivity of our human capital, we have created a secure VPN tunnel to provide them access to our servers. Please see the section entitled "*Risk Factors – 1. The outbreak of COVID-19, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition and results of operations*" on page 19 for details in relation to the various risks associated to our operations due to the COVID – 19 pandemic.

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 19 for details on 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 Authorised Persons. We have entered into various arrangements with our Authorised Persons for providing broking services and client support to our clients acquired through our Authorised Persons. We also have a centralized support team and self-support tools on all our digital platforms 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.

Competition

We compete, directly or indirectly, with various companies in the financial services industry, including Indian and foreign brokers.

Employees

We believe that our human resources are an important contributor to the success of our business. As of June 30, 2020, Angel Group had 2,500 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 through our in house ilearn modules which are aimed at diversifying their knowledge and experience and capitalising on their potential. We have also consistently received certification as a "Great Place To Work" from The Great Place to Work Institute, India for the period between April 2017 and March 2018, March 2018 and February 2019, March 2019 and February 2020 and March 2020 and February 2021. We have been certified as among India's 20 Best Workplaces in BFSI – 2019 by The Great Place to Work Institute.

Property

We operate from our owned Registered and Corporate Offices situated at Andheri, Mumbai.

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 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 38.

Intellectual Property

Our intellectual property includes trademarks associated with our business, such as " Angel Broking ", " ARQ ", "", "*Angel Swift*", "*Angel SpeedPro*", "*Angel Bee*" and "*Angel Broking Platinum*". We have registered various trademarks associated with our business, which we regard as important to our success. Our Company has a total of 22 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 December 2, 2019 for registration of our trademark "Angel Broking Trade Win". 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.

Angel Wellness Private Limited

On account of the continuing restrictions imposed by the Government of India during the lockdown and future uncertainties arising out of the COVID-19 pandemic, the gymnasium business of Angel Wellness Private Limited ("**AWPL**"), a wholly owned Subsidiary of our Company, has been shut down permanently with effect from June 30, 2020.

The Share Purchase Agreement dated July 27, 2018 (the "**SPA**") 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, was effective until March 31, 2020. The Board, at its meeting held on August 7, 2020, decided that since the gymnasium operations has been shut down permanently with effect from June 30, 2020, the SPA stands terminated.

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 539.

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, 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 Regulations

The SEBI Stock Brokers Regulations provide that no person shall act as stock broker or clearing member unless he holds a certificate granted by SEBI under these regulations. The SEBI Stock Brokers Regulations, lay down, amongst other things, the eligibility criteria, the conditions for grant of certificate to a stock broker or clearing member and their general obligations and responsibilities. Further, every stock broker or clearing member is required to abide by the code of conduct as specified under the SEBI Stock Brokers Regulations.

Pursuant to the SEBI circular dated August 3, 2018, SEBI decided to discontinue with sub-brokers as intermediaries to be registered with SEBI. Accordingly, no fresh registration has been granted to any person to act as a sub-broker and all registered sub-brokers were given time until March 31, 2019, to migrate to act as an 'Authorised Person' and/or a trading member. A sub-broker who failed to migrate to act as an 'Authorised Person' and/or a trading member was 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 stands 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 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;
- Payment of Gratuity Act, 1972;
- Code on Wages, 2019;
- 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, Akruti 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:

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.*

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.*

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.*

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	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: "***(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:*** *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:* *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*

Date of Shareholders' resolution	Particulars
	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 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. 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 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.* 3. *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.* ***(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:*** 1. *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.* 2. *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.* 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.* 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, an generally to act as agents for and render services to customers and others and to give guarantees and indemnities.* 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.* 6. *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.*

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	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.* 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.* 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.* 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.* 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.* 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.* 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) 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.* 14. *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.* 15. *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.*

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	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 manning of Banking Regulation Act of 1949. *17. To draw, make, accept, endorse discount, execute, retire, issue and negotiate promissory notes, bills of exchange, hundies, bills of landing, warrants, debentures and other negotiable or transferable instruments.* *18. To guarantee or become liable for the payment or money, debentures, debenture-stock, bonds, or securities or for the performance of any obligations.* *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.* *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.* *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.* *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.* *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.* *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.* *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.* *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*

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	which may seem expedient either gratuitously or otherwise or any other means found necessary or essential. 27. *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 indemnity 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.* 28. *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.* 29. *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.* 30. *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.* 31. *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.* 32. *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.* 33. *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.* 34. *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.* 35. *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.* 36. *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.* 37. *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.*

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	38. To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts. *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.* *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.* *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.* *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.* *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.* *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.* *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.* *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.* *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.* ***(C) OTHER OBJECTS:*** *NIL*"
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	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.
	Clauses III (A), III (B) and III (C) of the Memorandum of Association were altered and replaced by the following clauses: "***(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:*** *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:* *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.* *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.* *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.* ***(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:*** *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.* *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.* *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.*

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	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, an generally to act as agents for and render services to customers and others and to give guarantees and indemnities.* 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.* 6. *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.* 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.* 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.* 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.* 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.* 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.* 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.* 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)*

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	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. 14. *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.* 15. *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.* 16. *To draw, make, accept, endorse discount, execute, retire, issue and negotiate promissory notes, bills of exchange, hundies, bills of landing, warrants, debentures and other negotiable or transferable instruments.* 17. *To guarantee or become liable for the payment or money, debentures, debenture-stock, bonds, or securities or for the performance of any obligations.* 18. *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.* 19. *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.* 20. *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.* 21. *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.* 22. *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.* 23. *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.*

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	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.* 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.* 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 indemnity 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.* 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.* 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.* 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.* 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.* 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.* 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.* 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.* 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*

Date of Shareholders' resolution	Particulars
	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. *35. 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.* *36. 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.* *37. To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts.* *38. 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.* *39. 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.* *40. 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.* *41. 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.* *42. 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.* *43. 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.* *44. 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.* *45. 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.* 46. *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.*"

(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 45.

(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 45.*

(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 authorised persons
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
2018	Our Company launched Angel BEE
2019	Our Company launched the Angel iTrade Prime Plan
2020	Our Company crossed 2 million unique demat accounts
	Our Company achieved highest turnover of ₹ 1,700.00 billion mark

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
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
	"ARQ" was awarded the 'Award for Technology Effectiveness' award at the Global Marketing Excellence Awards

Year	Particulars
2017	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
2019	Our Company was awarded the 'Trendsetter' award at the Net App® Data Driven Innovation Awards 2019
	Our Company was awarded the CEO Award for 'The Best Marketing Campaign of the Year 2019' organised by Tefla's
	Our Company was awarded the CEO Award for 'The Digital First Organization of the Year 2019' organised by Tefla's
	Our Company was ranked amongst the Top 100 Franchise Opportunities in India for the year 2019 in its Annual Survey by Franchise India
	Our Company was awarded the 'Best Performing Retail Member' award by NSE at the NSE Market Achievers Award 2019
2020	Our Company was awarded Silver Honour in the 'Digital Marketing Excellence in Social Media (BFSI)' award at the DIGIXX 2020 Summit Awards for #ShagunKeShares campaign, organised by Adgully
	Our Company was awarded Silver Honour in the 'Digital Marketing Excellence in Video (Financial Services)' award at the DIGIXX 2020 Summit Awards for #ShagunKeShares campaign, organised by Adgully

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 216, 173, 118, 485 and 240, respectively.

Holding Company

As on the date of this Prospectus, our Company does not have a holding company.

Subsidiaries

As on the date of this Prospectus, our Company has five Subsidiaries. For further details, please see the section titled *"Our Subsidiaries"* on page 212.

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 91, 482 and 240, respectively.

Number of Shareholders

As on the date of this 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 Regulations required a segregation of the stock broking and commodity broking business. The SEBI Stock 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

Other than the shutdown of the gymnasium operations of AWPL, our Subsidiary, there has been no change in our activities during the past five years which may have had a material effect on our financial condition. For further details, please see the section entitled "*Our Subsidiaries – Angel Wellness Private Limited*" on page 213.

Strategic or Financial Partners

As on the date of this Prospectus, except as disclosed in the section entitled "*Our Business*", on page 173, our Company does not have any strategic or financial partners.

Shareholders' Agreements

Except as provided below, as on the date of this 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. Thakker, 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 and a second amendment agreement to the SSSA dated September 11, 2020, (collectively, 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 628.

Guarantees

As on the date of this 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 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, Akruti 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, Ackruti 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.

On account of the continuing restrictions imposed by the Government of India during the lockdown and future uncertainties arising out of the COVID-19 pandemic, the gymnasium business of AWPL, a wholly owned Subsidiary of our Company, has been shut down permanently with effect from June 30, 2020.

The Share Purchase Agreement dated July 27, 2018 read with the Amendment Agreement to the Share Purchase Agreement dated February 13, 2019 (the "**SPA**") 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, was effective until March 31, 2020. The Board, at its meeting held on August 7, 2020, decided that since the gymnasium operations has been shut down permanently with effect from June 30, 2020, the SPA stands 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, Akruti 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 239.

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 Prospectus, our Board comprises six Directors.

The following table provides details regarding our Board as on the date of this Prospectus:

Name, designation, address, occupation, nationality, term and DIN	Age (years)	Other directorships
Name: Dinesh D. Thakkar ***Designation***: Chairman and Managing Director ***Address***: 1401, A-Wing, Building No. 2, Raheja Classique, Oshiwara, New Link Road, Andheri West, Mumbai 400 053 ***Occupation***: Business ***Nationality***: Indian ***Term***: Five years with effect from January 1, 2020, liable to retire by rotation ***DIN***: 00004382	58	• Angel Fincap Private Limited • Angel Insurance Brokers and Advisors Private Limited • Angel Wellness Private Limited • Mimansa Software Systems Private Limited
Name: Vinay Agrawal ***Designation***: Whole Time Director and Chief Executive Officer ***Address***: F-1701, Whispering Palms, Xxclusive, Akurli Road, Lokhandwala Township, Kandivali East, Mumbai 400 101 ***Occupation***: Service ***Nationality***: Indian ***Term***: Five years with effect from March 5, 2020, liable to retire by rotation ***DIN***: 01773822	43	• 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
Name:	Uday Sankar Roy	71	• India Alternatives Investment Advisors Private Limited
Designation:	Independent Director		
Address:	A/1, Hemantika, 54 Hemanta Mukhopadhyay Sarani Opposite BSNL,S RUSSA Telephone Exchange, Kolkata 700 029		
Occupation:	Professional		
Nationality:	Indian		
Term:	Five years with effect from May 14, 2018		
DIN:	00424332		
Name:	Kamalji Sahay	68	-
Designation:	Independent Director		
Address:	15 Skydreamz E8 Ext., Rohit Nagar PH 1, Bawadiya Kalan, Bhopal 462 039		
Occupation:	Professional		
Nationality:	Indian		
Term:	Five years with effect from May 14, 2018		
DIN:	01683762		
Name:	Anisha Motwani	57	• Abbott India Limited • Dvara Kshetriya Gramin Financial Services Private Limited • India Shelter Finance Corporation Limited • L&T Investment Management Limited • Prataap Snacks Limited • Welspun India Limited • Somany Home Innovation Limited • Star Health and Allied Insurance Company Limited
Designation:	Independent Director		
Address:	Block No. 8, House No. 24, South Patel Nagar, Delhi 110 008		
Occupation:	Professional		
Nationality:	Indian		
Term:	Five years with effect from May 14, 2018		
DIN:	06943493		

Name, designation, address, occupation, nationality, term and DIN		Age (years)	Other directorships
Name:	Ketan Shah	49	-
Designation:	Non-Executive Director		
Address:	1801/1802, F Wing, Whispering Palms Xxclusive, Akurli Road, Lokhandwala Complex, Kandivali East, Mumbai 400 101		
Occupation:	Service		
Nationality:	Indian		
Term:	With effect from May 11, 2018, liable to retire by rotation		
DIN:	01765743		

Relationship between our Directors

None of our Directors are related to each other.

Brief biographies of our 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 Whole Time 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 (First Class in Physics) from Ravenshaw College, Cuttack, Utkal University. He has over 37 years of experience in the banking industry. Previously, he has been the Independent Director of IndiaFirst Life Insurance Company Limited and the Managing Director and Chief Executive Officer of SBI 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 was the Independent Director of IndiaFirst Life Insurance Company Limited. He was the Managing Director and Chief Executive Officer of Star Union Dai-ichi Life Insurance Company Limited. He has worked with Life Insurance Corporation of India as an Executive Director in the cadre of Zonal Manager (Selection Grade), and with General Insurance Corporation of India as an advisor in the Life Reinsurance Business. 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 and a designated partner at She Matters LLP. 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 the 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 527, 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. Subsequently, he was re-appointed as the Chairman and Managing Director of our Company, pursuant to the Board resolution dated November 25, 2019 and the Shareholders' resolution dated December 17, 2019, with effect from January 1, 2020 for a period of five years. The terms of his appointment, pursuant to his appointment letter dated January 1, 2020 are detailed below:

<table>
<tr><th>Particulars</th><th>Remuneration</th></tr>
<tr><td>Gross salary</td><td>Gross emoluments on cost to Company basis aggregate to ₹ 25.22 million per annum, subject to revision by our Company subject to approval of the Nomination and Remuneration Committee</td></tr>
<tr><td>Basic salary</td><td>₹ 2.10 million per month shall continue from January 1, 2020 till March 2020 and effective April 1 each year the remuneration/ salary cycle would be revised with such annual increments as may be approved by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee</td></tr>
<tr><td>House rent allowance</td><td>₹ 0.42 million</td></tr>
<tr><td>Perquisites</td><td>(in ₹)
<table>
<tr><th>Particulars</th><th>Amount</th></tr>
<tr><td>Books and periodicals</td><td>10,000.00</td></tr>
<tr><td>Fuel allowance</td><td>25,000.00</td></tr>
<tr><td>Driver's allowance</td><td>15,000.00</td></tr>
<tr><td>Leave travel allowance</td><td>8,333.00</td></tr>
<tr><td>Vehicle maintenance allowance</td><td>5,000.00</td></tr>
<tr><td>Meeting allowance</td><td>10,000.00</td></tr>
<tr><td>Professional attire</td><td>7,500.00</td></tr>
<tr><td>Special allowance</td><td>753,763.00</td></tr>
<tr><td>Telephone allowance</td><td>5,000.00</td></tr>
</table>
Perquisites shall be evaluated as per the income-tax rules, wherever applicable and in the absence of any such comments, perquisites shall be evaluated at actual cost.</td></tr>
<tr><td>Commission/ Performance bonus</td><td>As may be decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee</td></tr>
<tr><td>Amenities</td><td>(i) Communication facilities: Our Company shall provide appropriate telephones, including cellular phones and other communication facilities at the Managing Director's residence, for discharging his functions effectively.</td></tr>
</table>

Particulars	Remuneration
	(ii) The Company shall provide office space, if required by the Managing Director either at his residence or any other convenient place for discharging his official duties along with the required office infrastructure and facilities. (iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official travelling and boarding and lodging for self and also for spouse, if considered expedient to accompany him in the Company's interests, during the domestic or overseas business trips and reimbursement of entertainment expenses incurred in the course of business of the Company. These amenities shall not be included for the purposes of computation of the Managing Directors' remuneration.

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. Subsequently, he was appointed as the Chief Executive Officer and Whole Time Director of our Company, pursuant to the Board resolution dated February 12, 2020 and Shareholders' resolution dated March 5, 2020, with effect from March 5, 2020 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 March 5, 2020 are detailed below:

(in ₹)

Particulars	Remuneration
Gross salary	Gross emoluments on cost of Company basis aggregating to ₹ 20.91 million per annum, subject to revision by the Company subject to approval of the Nomination and Remuneration Committee
Remuneration	₹ 1.74 million per month shall continue till March 31, 2020 and effective April 1 each year the remuneration/ salary cycle would be revised with such annual increments as may be approved by the Board, on the recommendation of the Nomination and Remuneration Committee
Basic salary	697,239.00
House rent allowance	348,619.00
Special allowance	456,796.00
Flexi benefits	85,833.00
Provident fund	83,669.00
NPS	69,724.00
Mediclaim	500.00
Term plan	717.00

Perquisites shall be evaluated as per the income-tax rules, wherever applicable and in the absence of any such comments, perquisites shall be evaluated at actual cost.

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 during Financial Year 2020.

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 2020 is provided in the table below:

Dinesh D. Thakkar

(in ₹ million)

Particulars	Remuneration
Gross Salary	25.22
Taxable Perquisites	0.04

Vinay Agrawal

(in ₹ million)

Particulars	Remuneration
Gross Salary	18.20
Taxable Perquisites	0.82

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 2020.

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 this 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 91.

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 43.

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 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 43.

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 485 and 239 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 Prospectus, no amount or benefit has been paid or given within the two years preceding the date of filing of this Prospectus or is intended to be paid or given to any of our Directors.

There are no loans and advances that have been availed by the Directors from our Company as on the date of this Prospectus.

Except as disclosed in this section and the section entitled "*Related Party Transactions*" on page 239 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**
Ketan Shah	May 11, 2018	Appointment as a Non-Executive Director
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
Vinay Agrawal	February 12, 2020	Appointment as a Whole Time 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 2009 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 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 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.

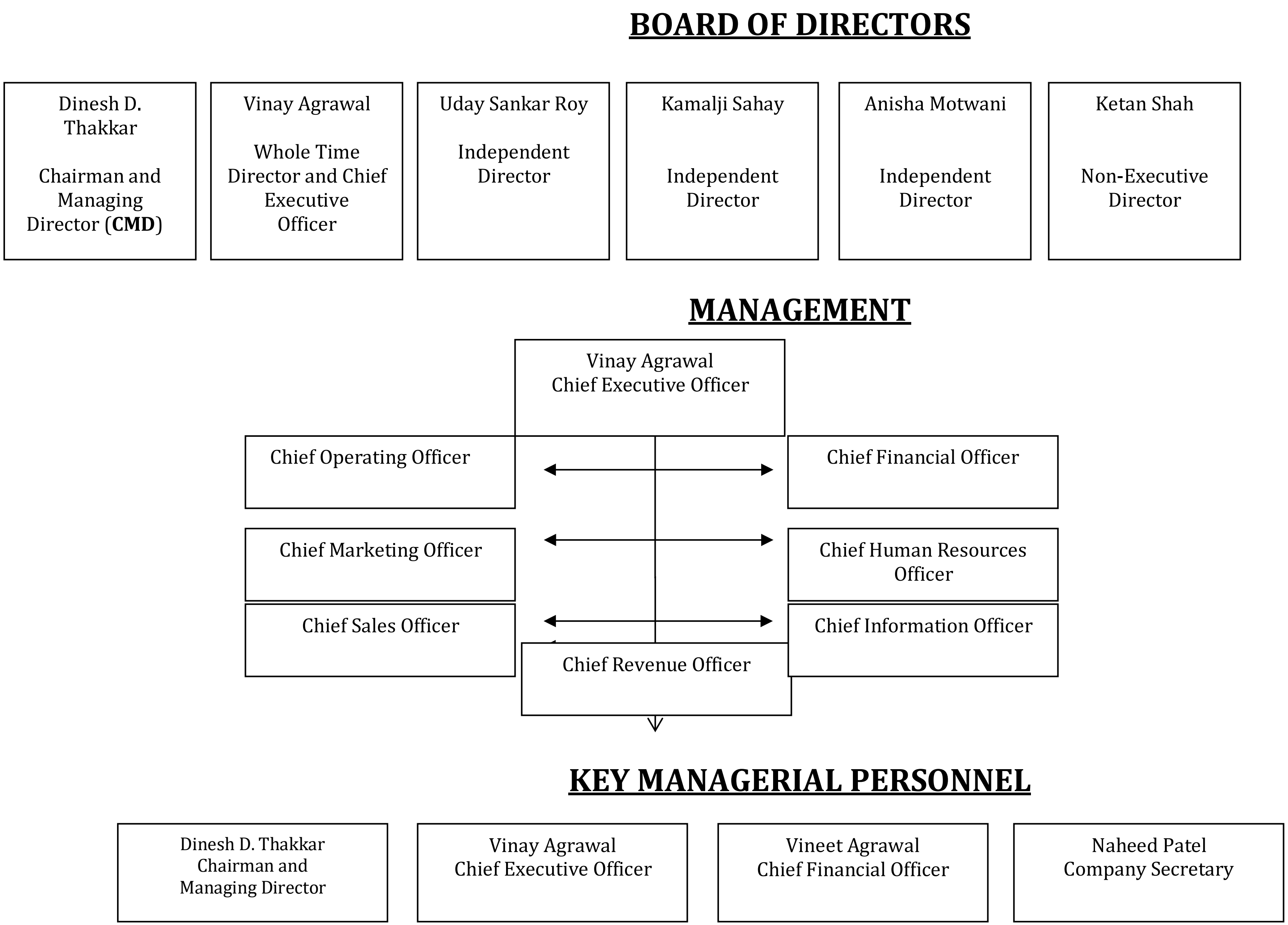
d) Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required.

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



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 218.

Vinay Agrawal

For details, please see the section entitled "*Our Management - Board of Directors - Brief Biographies*" on page 218.

Vineet Agrawal

Vineet Agrawal, aged 46 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 STP Limited, 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 ₹ 9.76 million.

Naheed Patel

Naheed Patel, aged 38 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 11 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 ₹ 1.82 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 221, 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, 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 221.

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 239 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 221, 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 221, no loans or advances have been availed by the Key Management Personnel from our Company.

Changes in the Key Management Personnel

There are no changes in the Key Management Personnel in the last three years.

Senior Management Team

Our senior management team comprises Dinesh D. Thakkar (Chairman and Managing Director); Vinay Agrawal (Director and Chief Executive Officer); Vineet Agrawal (Chief Financial Officer); Nilesh Gokral (Chief Operating Officer); Rohit Ambosta (Chief Information Officer); Sandeep Bhardwaj (Chief Sales Officer); Subhash Menon (Chief People Officer); Ketan Shah (Chief Revenue Officer); and Prabhakar Tiwari (Chief Marketing Officer).

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 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 101.

Employees Stock Option Scheme

Our Company has instituted the Angel Broking Employee Stock Option Plan 2018. As on the date of this Prospectus, 2,940,870 options have been granted. For details, please see the section entitled *"Capital Structure – ESOP 2018*" on page 101.

Employees Stock Purchase Scheme

Our Company has instituted the Angel Broking Employee Share Purchase Scheme 2017. As on the date of this 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 101.

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 the Red Herring Prospectus, our Promoters collectively held 20,718,725 Equity Shares, equivalent to 28.77% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. Our Promoters will continue to hold 24.42 % of the post-Offer paid-up Equity Share capital of our Company.

Details of our Promoters

Dinesh D. Thakkar, aged 58 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 218.

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 51 years, is the Promoter of our Company. He resides at 1704, Tower 5, Cypress Runwal Greens, Mulund, Goregaon Link Road, Bhandup West, Mumbai 400 078. 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 over 20 years.

He does not have a driving licence. His voter identification number is NNX3949328.

Sunita A. Magnani, aged 44 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 over 14 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 PAN, bank account number and passport number of our Promoters have been submitted to the Stock Exchanges at the time of filing of the 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 the Draft Red Herring Prospectus with SEBI. Our Company has entered into agreements of leave and license with our Promoter, Dinesh D. Thakkar in relation to his current residential accommodation, which is owned by our Company, (i) dated May 15, 2020, for a period of 12 months commencing from April 1, 2020 to March 31, 2021 for a licence fee of ₹ 0.07 million per month; and (ii) dated August 8, 2020 for a period of 10 months commencing from June 1, 2020 to March 31, 2021 for a licence fee of ₹ 0.07 million per month, both of which have been approved by the Board through resolutions dated May 14, 2020 and August 7, 2020, respectively. However, the agreements of leave and license are pending registration due to COVID-19. 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 43.

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 section entitled "*Related Party Transactions*" on page 239, our Company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of filing of this 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 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 91.

Further, one of our Promoters, Dinesh D. Thakkar, is interested in our Company to the extent of 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 216.

Related Party Transactions

1. For details of related party transactions, as per Accounting Standard 18 or Ind AS 24, as applicable, please see the section entitled "*Related Party Transactions*" on page 239.

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 239 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 216, 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 239 regarding related party transactions, entered into during the last five Financial Years and "*Our Promoters and Promoter Group – Interest of our Promoters*" on page 230 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 the 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 Prospectus;

(iii) 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 the 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

None of our Promoters have not disassociated themselves from any other companies during the preceding three years.

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). Chandru 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). Kanayalal 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

(xxxi). Shyam Magnani

(xxxii). Tarachand Thakkar

(xxxiii). Vijay Thakkar

(xxxiv). 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 2009 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 7, 2020, for the purposes of disclosure in connection with the Offer, a company shall be considered material and disclosed as a 'Group Company' in this Prospectus in the event such company (a) constitutes part of the related parties of our Company under the applicable accounting standards (except 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 Prospectus. Unless otherwise specified, all information in this section is as of the date of this Prospectus. Further, it is clarified that the companies that have ceased to be related parties of the Company in terms of the applicable accounting standards, 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 2020, 2019 and 2018 are provided below:

(Figures in ₹ million except per share data)

Particulars	For Financial Year		
	2020	2019	2018
Equity capital	0.10	0.10	0.10
Reserves and surplus (excluding revaluation)	(0.27)	(0.22)	(0.17)
Sales/Turnover (Income)	0.00	0.00	0.00
Profit/(Loss) after tax	(0.05)	(0.05)	(0.03)
Earnings per share (Basic)	(5.06)	(4.91)	(3.20)
Earnings per share (Diluted)	(5.06)	(4.91)	(3.20)
Net asset value per share	(16.68)	(11.62)	(6.72)

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 2020, 2019 and 2018 are provided below:

(Figures in ₹ million except per share data)

Particulars	For Financial Year		
	2020	2019	2018
Equity capital	56.52	56.52	56.52
Reserves and surplus (excluding revaluation)	(64.59)	(63.22)	(59.04)
Sales/Turnover (Income)	(2.47)	4.54	13.33
Profit/(Loss) after tax	(5.07)	(4.17)	(0.03)
Earnings per share (Basic)	(506.95)	(417.45)	(0.01)
Earnings per share (Diluted)	(506.95)	(417.45)	(0.01)
Net asset value per share	(1.43)	(1.18)	(0.45)

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 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 2020, 2019 and 2018 are provided below:

(Figures in ₹ million except per share data)

Particulars	For Financial Year		
	2020	2019	2018
Equity capital	11.82	11.82	11.82
Reserves and surplus (excluding revaluation)	119.38	101.92	86.54
Sales/Turnover (Income)	4.65	(0.08)	0.76
Profit/(Loss) after tax	17.46	16.06	20.73
Earnings per share (Basic)	14.77	13.58	17.53
Earnings per share (Diluted)	14.77	13.58	17.53
Net asset value per share	110.98	96.22	83.20

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 2020	Financial Year 2019	Financial Year 2018
1.	Angel Insurance Brokers and Advisors Private Limited	(0.05)	(0.05)	(0.03)
2.	Jack & Jill Apparel Private Limited	(5.07)	(4.17)	(0.03)

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 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 46.

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 the Draft Red Herring Prospectus and until the date of this 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 the Draft Red Herring Prospectus with SEBI**

None of our Group Companies are interested in the properties acquired by our Company in the two years preceding the filing of the Draft Red Herring Prospectus or proposed to be acquired by our Company.

(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 239, 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 239 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 not made any public or rights issue of securities in the preceding three years.

3. 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 230.

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 482.

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 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 paid (in ₹ million)	TDS amount to be paid to Government (in ₹ million)
1.	September 22, 2015	1,43,64,175	28	40.22	3.11	NA
2.	March 21, 2016	1,43,64,175	28	40.22	8.19	NA
	Total for FY 15-16			**80.44**	**11.29**	NA
3.	September 14, 2016	1,43,64,175	34	48.84	9.94	NA
4.	February 22, 2017	1,43,64,175	34	48.84	1.21	NA
	Total for FY 16-17			**97.68**	**11.15**	NA
5.	August 17, 2017	1,43,64,175	34	48.84	9.94	NA
6.	November 22, 2017	1,43,64,175	34	48.84	9.94	NA
7.	February 26, 2018	1,43,64,175	68	97.68	19.88	NA
	Total for FY 17-18			**195.35**	**39.77**	NA
8.	July 11, 2018	7,19,95,003	9	64.80	13.32	NA
	November 1, 2018	7,19,95,003	9	64.80	13.32	NA
	February 13, 2019	7,19,95,003	9	64.80	13.32	NA
	Total for FY 18-19			**194.39**	**39.96**	NA
9.	July 17, 2019	7,19,95,003	9	64.80	13.32	NA
	October 15, 2019	7,19,95,003	9	64.80	13.09	NA
	February 12, 2020	7,19,95,003	9	64.80	6.42	NA
	Total for FY 19-20			**194.39**	**32.82**	NA
10.	July 7, 2020	7,19,95,003	12.10	87.11	NA	5.36
	Total for FY 20-21			**87.11**	**NA**	**5.36**

Note: The dividend declarations for FY 2020-21 does not represent the full financial year 2020-21.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during the period ended June 30, 2020 and the last five Financial Years as reported in the Restated Financial Information, as per Accounting Standard 18 or Ind AS 24, as applicable, please see the section entitled "*Financial Statements*" on page 240.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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S.R. BATLIBOI & CO. LLP
Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel: +91 22 6819 8000

Independent Auditors' Examination Report on the restated standalone summary statements of assets and liabilities as at March 31, 2017 and 2016, restated standalone summary statement of profits and losses and restated standalone summary statement of cash flows for each of the years ended March 31, 2017 and 2016, summary statement of significant accounting policies and other explanatory information of Angel Broking Limited (collectively, the "Restated Standalone Financial Information")

To
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 attached Restated Standalone Financial Information of Angel Broking Limited (the "Company") annexed to this Report and prepared by the Company for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus (collectively referred as "Offer documents") in connection with its proposed Initial Public Offer ("IPO"). The Restated Standalone Financial Information, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

   a) Section 26 of Chapter III of The Companies Act, 2013 (the "Act"), as amended from time to time; and

   b) Item (IX) of Part A of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended to date read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together, the "SEBI Regulations") issued by the Securities and Exchange Board of India (the "SEBI"), in connection with the Proposed Initial Public Offering of Equity Shares of the Company (the "Issue")

Management Responsibility for the Restated Standalone Financial Information

2. The preparation of Restated Standalone Financial Information, which are to be included in the Offer documents is the responsibility of the Management of the Company for the purpose set out in paragraph 11 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, provisions of the Act, the ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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 Offer documents of the Company in connection with the Company's proposed IPO;

   b) 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 your 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, as may be decided by the Board of Directors of the Company.

Restated Standalone Financial Information

5. The Restated Standalone Financial Information have been compiled by the management of the Company from the audited financial statements of the Company as at and for each of the years ended March 31, 2017 and 2016 which have been approved by the Board of the Directors at their meeting date August 24, 2017 and September 15, 2016, respectively. The financial statements as at and each of the years ended March 31, 2017 and 2016 were prepared in accordance with Indian GAAP.

   The audits of standalone financial statements of the Company for the financial years ended March 31, 2017 and 2016 were conducted and reported upon by the Price Waterhouse & Co Bangalore LLP, Chartered Accountants ('Previous Auditors'). The Previous Auditors have issued an examination report in respect of the Restated Standalone Financial Information as at and for the years ended March 31, 2017 and 2016 dated August 07, 2020 and accordingly reliance has been placed on the Restated Standalone Financial Information examined by them for the years ended March 31, 2017 and 2016. The financial report included for these years, i.e. years ended March 31, 2017 and 2016 are solely based such examination report issued by the Previous Auditor.

6. Based on our examination, and having placed reliance on the examination report of the Previous Auditors, in accordance with the requirements of Section 26 of Part I of Chapter III of the Act, the ICDR Regulations, the Guidance Note, we report that the following summarised financial information of the Company is contained in Restated Standalone Financial Information, which as stated in the Annexure IV to this report, have been arrived after making adjustments, as in our opinion, were appropriate and more fully described in Annexure IV- Restated Statement on Adjustments to Audited Standalone Financial Statements:

   a) The Restated Standalone Statement of Assets and Liabilities of the Company as at March 31, 2017 and 2016 under Indian GAAP, as set out in Annexure I to this report

   b) The Restated Standalone Statement of Profit and Losses of the Company for each of the years ended March 31, 2017 and 2016 under Indian GAAP, as set out in Annexure II to this report

   c) The Restated Standalone Statement of Cash Flows of the Company for each of the years ended March 31, 2017 and 2016 under Indian GAAP, as set out in Annexure III to this report;

   d) Based on the above and according to the information and explanations given to us, we further report that:

      i) The Restated Standalone Financial Information of the Company, read with basis of preparation and respective significant accounting policies have been prepared in accordance with the Act and the SEBI Regulations
      ii) There have been no changes in accounting policies of the Company (as disclosed in Annexure IV to this report)
      iii) There are no adjustments relating to previous years
      iv) There are no qualifications in the auditors' reports which require any adjustments
      v) There are no extra-ordinary items which need to be disclosed separately

Other Financial Information

7. At the Company's request, Previous Auditors' have also examined the following Other Standalone Financial Information prepared under Indian GAAP relating to the Company as at and for each of the years ended March 31, 2017 and March 31, 2016, prepared by the Management of the Company and annexed to this report:

   i. Restated Summary of Significant Accounting Policies as enclosed in Annexure V;
   ii. Restated Standalone Statement of Share Capital as enclosed in Annexure VI;
   iii. Restated Standalone Statement of Reserve and Surplus as enclosed in Annexure VII;
   iv. Restated Standalone Statement of Long-term Borrowings as enclosed in Annexure VIII;
   v. Restated Standalone Statement of Long-term Provision as enclosed in Annexure IX;
   vi. Restated Standalone Statement of Short-term Borrowings as enclosed in Annexure X;
   vii. Restated Standalone Statement of Trade Payables as enclosed in Annexure XI;
   viii. Restated Standalone Statement of Other Current Liabilities as enclosed in Annexure XII;
   ix. Restated Standalone Statement of Short-term Provision as enclosed in Annexure XIII;
   x. Restated Standalone Statement of Fixed Assets as enclosed in Annexure XIV;
   xi. Restated Standalone Statement of Non Current Investments as enclosed in Annexure XV;

xii. Restated Standalone Statement of Deferred Tax Assets (net) as enclosed in Annexure XVI;
xiii. Restated Standalone Statement of Long Term Loans & Advances as enclosed in Annexure XVII;
xiv. Restated Standalone Statement of Other Non-current Assets as enclosed in Annexure XVIII;
xv. Restated Standalone Statement of Inventories as enclosed in Annexure XIX;
xvi. Restated Standalone Statement of Trade Receivable as enclosed in Annexure XX;
xvii. Restated Standalone Statement of Cash and Bank Balances as enclosed in Annexure XXI;
xviii. Restated Standalone Statement of Short-term Loans and Advances as enclosed in Annexure XXII;
xix. Restated Standalone Statement of Other Current Assets as enclosed in Annexure XXIII;
xx. Restated Standalone Statement of Revenue From Operations as enclosed in Annexure XXIV;
xxi. Restated Standalone Statement of Other Income as enclosed in Annexure XXV;
xxii. Restated Standalone Statement of Employee Benefits Expenses as enclosed in Annexure XXVI;
xxiii. Restated Standalone Statement of Finance Costs as enclosed in Annexure XXVII;
xxiv. Restated Standalone Statement of Other Expenses as enclosed in Annexure XXVIII;
xxv. Restated Standalone Statement of Related Party Transactions as enclosed in Annexure XXIX;
xxvi. Restated Standalone Statement of Additional Information as enclosed in Annexure XXX;
xxvii. Restated Standalone Statement of Dividend as enclosed in Annexure XXXI;
xxviii. Restated Standalone Statement of Accounting Ratios as enclosed in Annexure XXXII;
xxix. Restated Standalone Statement of Tax Shelter as enclosed in Annexure XXXIII;

8. According to the information and explanations given to us, and having placed reliance on the Examination Report of Previous Auditors', in our opinion, the Restated Standalone Financial Information and the above restated statements contained in Annexures I to XXXIII accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making adjustments 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.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the management and for inclusion in the Offer documents to be filed with SEBI, National Stock Exchange of India Limited and BSE Limited, in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose.

For S. R. BATLIBOI & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No. 048749
UDIN: 20048749AAAAKN1869

Place: Mumbai
Date: August 07, 2020

INDEX		
Angel Broking Limited		
Sr. No.	**Details of Restated Standalone Financial Information**	**Annexure Reference**
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Angel Broking Limited

Annexure I - Restated Standalone Statement of Assets and Liabilities

₹ in million

Particulars	Annexure	As at March 31, 2017	As at March 31, 2016
Equity and liabilities			
Shareholders' funds			
Share Capital	VI	143.64	143.64
Reserves and Surplus	VII	2,981.25	2,883.09
Non-current liabilities			
Long-Term Borrowings	VIII	4.15	-
Long-Term Provisions	IX	30.05	20.58
Current liabilities			
Short-Term Borrowings	X	6,971.51	3,046.54
Trade Payables	XI		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		4,430.33	2,511.55
Other Current Liabilities	XII	845.35	679.13
Short-Term Provisions	XIII	6.24	4.24
Total		**15,412.52**	**9,288.77**
Assets			
Non-current assets			
Fixed assets			
Property plant and equipment	XIV	869.36	889.59
Intangible Assets	XIV	76.63	37.65
Capital Work- in-progress	XIV-3	-	12.57
Intangible assets under development	XIV-4	6.41	18.34
Non-Current Investments	XV	1,009.65	1,009.65
Deferred tax asset (net)	XVI	7.46	3.69
Long-Term Loans and Advances	XVII	118.75	115.23
Other Non-current Assets	XVIII	23.20	21.15
Current assets			
Inventories	XIX	0.83	0.73
Trade Receivables	XX	8,544.44	4,375.06
Cash and Bank balances	XXI	4,538.67	2,608.34
Short-Term Loans and Advances	XXII	96.97	129.29
Other Current Assets	XXIII	120.15	67.48
Total		**15,412.52**	**9,288.77**

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 restated financial information

For S. R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

per Viren H. Mehta
Partner
Membership No. 048749

Place: Mumbai
Date: 07 August 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
DIN : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 07 August 2020

Angel Broking Limited

Annexure II - Restated Standalone Statement of Profit & Loss

₹ in million

Particulars	Annexure	For the Year Ended	
		March 31, 2017	March 31, 2016
Revenue			
Revenue from Operations	XXIV	4,541.86	3,639.25
Other Income	XXV	172.20	173.80
Total Revenue (A)		**4,714.06**	**3,813.05**
Expenses			
Employee Benefits Expense	XXVI	1,094.78	909.08
Depreciation and Amortisation Expenses	XV-9	96.93	96.91
Finance Costs	XXVII	504.10	286.65
Other Expenses	XXVIII	2,737.97	2,124.70
Total Expenses (B)		**4,433.78**	**3,417.34**
Profit before tax and material adjustments (C=A-B)		**280.28**	**395.71**
Tax expense			
- Current tax		86.86	134.21
- Deferred Tax charge / (credit)		(3.78)	2.09
- Taxes for earlier years		(9.78)	4.57
Total Tax expense (D)		**73.30**	**140.87**
Net Profit as restated		**206.98**	**254.84**
Earnings per equity share [Nominal value of ₹ 10 each fully paid]	XXX-4		
- Basic		**2.88**	**3.55**
- Diluted		**2.88**	**3.55**

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 restated 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
Chairman and Managing Director
DIN : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 07 August 2020

Place: Mumbai
Date: 07 August 2020

Angel Broking Limited
Annexure III - Restated Standalone Statement of Cash Flow Statement

₹ in million

Particulars	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
(i) Cash flow from operating activities		
Restated Profit before tax	**280.28**	**395.71**
Adjustments for :		
- Interest income on fixed deposits with banks free from charge	(0.43)	(1.58)
- Interest on fixed deposits with banks	(38.48)	(4.17)
- Interest income on inter corporate deposits	(4.90)	(7.04)
- Income from lease of property	(36.32)	(36.32)
- Dividend from long term investments	(42.97)	(25.06)
- Interest on income tax refund	-	(63.39)
- Provision for gratuity	12.73	9.16
- Provision for compensated absences	7.42	4.06
- Depreciation and amortisation expenses	96.93	96.91
- Interest on term loan	-	21.65
- Interest on loan secured against security	86.74	10.14
- Interest expense on inter corporate deposits	14.18	26.94
- Interest on bank overdraft	376.92	193.56
- Interest on Income tax	(0.42)	0.48
- Fixed assets written off	0.72	3.48
- Profit / (Loss) on Sale of property plant and equipment/intangible assets (net)	(0.67)	3.43
- Bad Debts written off (net)	34.85	47.92
Operating profit before working capital changes	**786.58**	**675.88**
Changes in working capital:		
- Increase / (decrease) in trade payables	1,918.78	412.48
- Increase / (decrease) in other current liabilities and Short-term provisions	158.98	55.06
- (Increase) / decrease in long-term loans and advances	4.49	(11.25)
- (Increase) / decrease in other non-current assets	(2.05)	(1.71)
- (Increase) / decrease in inventories	(0.10)	(0.03)
- (Increase) / decrease in trade receivables	(4,204.25)	(1,769.03)
- (Increase) / decrease in other bank balances (Refer Annexure XXI-1)	(1,272.02)	(910.94)
- (Increase) / decrease in short term loans and advances	32.32	(29.60)
- (Increase) / decrease in other current assets	(27.00)	(33.13)
Cash generated (used in) / from operations	**(2,604.27)**	**(1,612.27)**
- Direct taxes paid (net of refunds)	(84.66)	217.60
Net cash generated (used in) / from operating activities (i)	**(2,688.93)**	**(1,394.67)**
(ii) Cash flow from investing activities		
Purchase of property plant and equipment/intangible assets	(93.34)	(94.30)
Proceeds from sale of property plant and equipment and intangible assets	2.11	1.55
Investment in fixed deposit free from charge	(19.24)	(90.00)
Proceeds from fixed deposit free from charge	99.62	-
Interest received on fixed deposits with banks	13.26	12.39
Interest received on inter corporate deposits	4.90	7.04
Income from lease property	36.32	36.32
Dividend received on long term investment	42.98	25.05
Net cash generated from / (used in) investing activities (ii)	**86.61**	**(101.95)**
(iii) Cash flow from financing activities		
Proceeds/(repayments) from/of overdraft from bank (net)	3,574.98	1,732.72
Proceeds from working capital loan	350.00	-
Proceeds from Vehicle Loan	5.00	-
Repayments of unsecured loans	-	(250.00)
Proceeds from intercorporate deposits	17,105.75	22,239.04
Repayment of intercorporate deposits	(17,105.75)	(22,436.34)
Interest paid on term loan	-	(21.65)
Interest paid on loan secured against security	(86.74)	(10.14)
Interest on intercorporate deposits	(14.18)	(26.94)
Interest paid on bank overdraft	(379.21)	(191.37)
Interim dividend paid	(97.68)	(80.44)
Dividend distribution tax paid	(11.15)	(11.29)
Net cash generated from / (used in) financing activities (iii)	**3,341.02**	**943.59**
Net increase / (decrease) in cash and cash equivalents (i) + (ii) + (iii)	**738.70**	**(553.03)**
Cash and cash equivalents at the beginning of the year	329.19	882.22
Cash and cash equivalents at the end of the ear	**1,067.89**	**329.19**

Angel Broking Limited
Annexure III - Restated Standalone Statement of Cash Flow Statement

₹ in million

Particulars	For the Year Ended	
	March 31, 2017	March 31, 2016
Cash and cash equivalents at the end of the year comprises of		
Cash on hand	0.63	0.59
Balance with scheduled banks in current accounts	627.26	308.37
Demand deposits (less than 3 months maturity)	440.00	-
Cheques on hand	-	20.23
	1,067.89	**329.19**

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 annexures are an integral part of the restated financial information

For S. R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

per Viren H. Mehta
Partner
Membership No. 048749

Place: Mumbai
Date: 07 August 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
DIN : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 07 August 2020

Annexure IV-Restated Statement on Adjustments to Audited Standalone Financial Statements of Angel Broking Limited

A)Summarized below are the restatement adjustments made to the Audited Standalone Financial Statements for the year ended March 31, 2017 and March 31, 2016 and their impact on the profit / (loss) of the Company:

₹ in million

Particulars	For the Year ended	
	March 31, 2017	March 31, 2016
Profit after tax as per audited financial statement	206.98	254.84
Impact of adjustments due to change in accounting policy	-	-
Total impact of adjustments	-	-
Profit after adjustments	**206.98**	**254.84**

Annexure IV (continued..)

Statement on Adjustments to Audited Standalone Financial Statements of Angel Broking 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, 2015 ₹ in million

Surplus/Deficit in Statement of Profit and Loss, as per audited Balance Sheet as at April 1, 2015	1,048.91
Adjustment on account of Restatements:-	
Adjustment on account of Change in Accounting Policy:-	-
Tax Adjustments	-
Surplus as per Restated Standalone Financial Information as at April 1, 2015	**1,048.91**

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, 2017 and March 31, 2016 which do not require any corrective adjustments in the restated summary statements as follows :

A. 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 March31, 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

B. 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.

1. Overview

Angel Broking Limited was incorporated on Aug 08, 1996, under the Companies Act, 1956. The Company is the holding Company of Angel Group. 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), Metropolitan Stock Exchange of India Limited (MSEI) and depository participant with Central Depository Services (India) Limited (CDSL). The Company has been providing stock broking and distribution of financial products services to various clients and earning brokerage and commission income. 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 fees.

2. 1 Basis of preparation

The Restated Standalone Statement of Assets and Liabilities of Angel Broking Limited ('the Company') as at March 31, 2017 and March 31, 2016 and the Restated Standalone Statement of Profit and Loss and the Restated Standalone Statement of Cash flows, for the year ended March 31, 2017 and March 31, 2016 (together referred as 'Restated Standalone Financial Information') have been complied by the Management from the Audited Standalone Financial Statements for the respective years ("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. During the year 2017-18, Angel Commodities Broking Private Limited merges with the Company. Therefore previous year numbers 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).
b. Depository Income, income from IPO/Mutual Fund Distribution has been accounted on accrual basis and when there is reasonable certainty of its ultimate
c. Delayed payment charges 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.

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)	
Tangible assets	**March 31, 2017**	**March 31, 2016**
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

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)	
Intangible assets	**March 31, 2017**	**March 31, 2016**
Computer software	Amortised over the period of 5 years of useful life	

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) 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.

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.

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 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.

2.2.18 Commercial Paper

The difference between the redemption value and acquisition cost of Commercial Paper is amortised over the tenure of the instrument. The liablity in the Balance Sheet in respect of such instruments is recognised at face value net of discount to be amortised.

Angel Broking Limited

Annexure VI - Restated Standalone Statement of Share Capital

Share capital ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Authorised:		
Equity Shares of ₹ 10 each	420.00	420.00
As at March 31, 2017 and March 31, 2016 : 4,20,00,000 Equity shares		
Issued, Subscribed and Paid Up:		
Equity Share of ₹ 10 each , fully paid up	143.64	143.64
As at March 31, 2017 and March 31, 2016 :1,43,64,175 Equity Shares		
Total	**143.64**	**143.64**

VI-1 Reconciliation of number of shares: ₹ in million

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares of ₹ 10/- each				
Balance as at the beginning of the year	1,43,64,175	143.64	1,43,64,175	143.64
Balance as at the end of the year	**1,43,64,175**	**143.64**	**1,43,64,175**	**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 March 31, 2017		As at March 31, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Dinesh Thakkar	33,53,761	23%	33,53,761	23%
International Finance Corporation, Washington	25,85,552	18%	25,85,552	18%
Lalit Thakkar	18,12,356	13%	18,12,356	13%
Nirwan Monetary Services Private Limited	12,13,062	8%	12,13,062	8%
Mukesh Gandhi jointly with Bela Gandhi	11,16,300	8%	11,16,300	8%
Nishith Shah Jointly with Jitendra Shah	8,17,500	6%	8,17,500	6%
Total	**1,08,98,531**	**76%**	**1,08,98,531**	**76%**

VI-4 As per the records of the company, no securities are convertible into equity/preference shares.

Angel Broking Limited

Annexure VII - Restated Standalone Statement of Reserve and Surplus

Reserves and surplus ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
General reserve		
Balance as at the beginning of the year	128.60	128.60
Add/(Less) : Transferred to surplus in statement of profit and loss	-	-
Balance as at the end of the year	**128.60**	**128.60**
Securities premium		
Balance as at the beginning of the year	1,542.47	1,542.47
Balance as at the end of the the year	**1,542.47**	**1,542.47**
Surplus in statement of profit and loss account		
Balance as at the beginning of the year	1,212.02	1,048.91
Add : Net profit for the year	206.98	254.84
Amount available for appropriations	1,419.00	1,303.75
Interim dividend	(97.68)	(80.44)
Corporate tax on interim dividend (Refer Annexure XXXI)	(11.14)	(11.29)
Balance of profit as at the end of the year	**1,310.18**	**1,212.02**
Total	**2,981.25**	**2,883.09**

Angel Broking Limited

Annexure VIII-Restated Standalone Statement of Long-term Borrowings

Long-term borrowings ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Secured		
- Secured against hypothecation of car	4.15	-
Total	**4.15**	**-**

VIII-1 Schedule of long-term borrowing ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Car loan from a bank - non-current maturity	4.15	-
Car loan from a bank - current maturity (Refer Annexure XII)	0.85	-
Total	**5.00**	**-**

VIII-2 The aforesaid loan is secured against Hypothecation of Car, repayable in 60 monthly instalments beginning 1st April 2017 and interest rate ranges between 7.9% p.a. (Previous year Nil)

Angel Broking Limited

Annexure IX - Restated Standalone Statement of Long-term Provision

Long-term provisions ₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Provision for employee benefits		
- Gratuity (Refer Annexure XXX-1)	22.13	16.52
- Compensated absences	7.92	4.06
Total	**30.05**	**20.58**

Short-term borrowings ₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Secured		
Overdraft / Loan from banks / NBFCs (Refer Annexure X-1)	6,971.51	3,046.54
Total	**6,971.51**	**3,046.54**

X-1 Short term borrowings as at March 31, 2017 includes working capital loans which are secured against first pari-passu charge on all receivables, charge on current assets, mortgage of immovable commercial properties, pledge of client securities and lien on fixed deposits. The interest rate for the working capital loans ranges from 8.30% p.a. to 9.80% p.a. and repayable on demand.

Annexure XI - Restated Standalone Statement of Trade Payables

Trade payables ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Total outstanding dues of micro and small enterprises (*)	-	-
Total outstanding dues of creditors other than micro and small enterprises		
- Trade payables- Clients	4,372.14	2,416.59
- Trade payables - expenses	58.19	94.96
Total	**4,430.33**	**2,511.55**

XI.1 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
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	-	-
Interest due on above	-	-
	-	-

*No interest was paid during the 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

Annexure XII -Restated Standalone Statement of Other Current Liabilities

Other current liabilities

₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Current maturities of Long-Term Borrowings :		
- From Bank (Refer Annexure VIII-1)	0.85	-
Book overdraft	44.12	60.10
Payable to sub-brokers	519.80	415.21
Interest accrued but not due	0.17	2.46
Other liabilities		
- Statutory dues	83.44	89.30
- Employee benefits payable	3.18	3.49
- Expense payable	117.02	70.25
- Income received in advance	33.37	-
- Others	43.40	38.32
Total	**845.35**	**679.13**

Angel Broking Limited

Annexure XIII - Restated Standalone Statement of Short-term Provision

Short-term provisions ₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Provision for employee benefits		
- Gratuity (Refer Annexure XXX-1)	1.01	0.68
- Compensated absences	5.23	3.56
Total	**6.24**	**4.24**

Angel Broking Limited

Annexure XIV - Restated Standalone Statement of Fixed Assets

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.3 Capital work in progress

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Capital work in progress (excluding capital advances)	-	12.57

XIV.4 Intangible assets under development

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
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 year ended March 31, 2017 and March 31, 2016.

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 :

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Gross Value	270.76	270.76
Written Down Value	230.86	237.49

XIV.8 Capital Commitments

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Capital commitment for purchase of fixed assets	-	-

XV-9 Depreciation and amortisation

₹ in million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Depreciation		
- On property plant and equipments	78.74	85.44
- On intangible assets	18.19	11.47
TOTAL	**96.93**	**96.91**

Angel Broking Limited

Annexure XV-Restated Standalone Statement of Non Current Investments

Non-current investments ₹ in million

Particulars	Face value	As at March 31, 2017		As at March 31, 2016	
	₹	Quantity (Nos.)	Amount	Quantity (Nos.)	Amount
Quoted (at cost, trade):					
Equity shares in BSE Ltd of ₹ 2/- each fully paid up	2	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	2,50,00,000	250.00	2,50,00,000	250.00
-Angel Commodities Broking Private Limited	10	39,00,000	61.75	39,00,000	61.75
-Angel Securities Limited	10	55,00,300	67.12	55,00,300	67.12
-Mimansa Software Systems Private Limited	10	10,000	0.10	10,000	0.10
-Angel Fincap Private Limited	10	55,16,400	505.68	55,16,400	505.68
-Angel Wellness Private Limited	10	1,25,00,000	125.00	1,25,00,000	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
Equity Shares in Hubtown Limited (Represents ownership of Premises as a member in co-operative society)	350	1	0.00	1	0.00
Total			**1,009.65**		**1,009.65**
Aggregate amount of quoted investments			0.00		-
Market value of quoted investments			5.57		-
Aggregate amount of unquoted investments			1,009.65		1,009.65

Angel Broking Limited

Annexure XVI - Restated Standalone Statement of Deferred Tax Assets (net)

Deferred tax assets (net) ₹ in million

Particulars		As at March 31, 2017	As at March 31, 2016
Deferred tax assets			
- Provision for gratuity		8.01	5.95
- Provision for Compensated absences		4.55	2.64
- Provision for lease equalisation		2.27	2.46
- Advance Income		11.55	-
- Provision for bonus		3.14	-
Total deferred tax assets	(A)	**29.52**	**11.05**
Deferred tax liabilities			
- Difference between book and tax depreciation		22.06	7.36
Total deferred tax liabilities	(B)	**22.06**	**7.36**
Net deferred tax assets	(A) - (B)	**7.46**	**3.69**

Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

Angel Broking Limited
Annexure XVII-Restated Standalone Statement of Long Term Loans & Advances

Long-term loans and advances ₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Unsecured - considered good		
Security deposits		
- Security deposits - Stock exchanges (Refer Annexure XVII-1)	35.03	36.73
- Security deposits - Premises	38.12	40.37
- Security deposits - Others	15.03	15.57
Advance payment of taxes and tax deducted at source (Net of provision for taxation (March 31, 2017 :₹ 634.43 million and March 31, 2016 : ₹ 557.90 million)	30.57	22.56
Total	**118.75**	**115.23**

XVII-1 The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

Annexure XVIII - Restated Standalone Statement of Other Non-current Assets

Other non-current assets ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Unsecured - considered good		
Long term deposits with banks (Refer Annexure XVIII-1 and XVIII-2)	23.20	21.15
Accrued interest on fixed deposit	-	-
Total	**23.20**	**21.15**

XVIII-1 Breakup of deposits ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Fixed deposits under lien with stock exchanges	23.20	21.15
Fixed deposits with government authorities	-	-

XVIII-2 The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements.

Annexure XIX - Restated Standalone Statement of Inventories

Inventories ₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Equity shares (Refer Annexure XIX-1)	0.83	0.73
Total	**0.83**	**0.73**

XIX-1 Details of closing stock of shares (lower of cost or net realisable value): ₹ in million

Particulars	**Face value**	**As at March 31, 2017**		**As at March 31, 2016**	
	₹	**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
Cost		-	2.25	-	2.25

Angel Broking Limited

Annexure XX - Restated Standalone Statement of Trade Receivable

Trade receivables ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Secured, considered good		
- Outstanding for a period exceeding six months from the date they are due for payment	357.48	125.45
- Others	8,168.30	4,225.80
Unsecured, considered good		
- Outstanding for a period exceeding six months from the date they are due for payment	7.75	8.84
- Others *	10.91	14.97
Total	**8,544.44**	**4,375.06**

Cash and bank balances

₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Cash and cash equivalents		
Cash on hand	0.63	0.59
Bank Balances		
- In current accounts	627.25	308.37
- Demand deposits (less than 3 months maturity) (Refer Annexure XXI-1)	440.00	-
Cheques on hand	-	20.23
Other bank balances		
- Long term deposits with maturity more than 3 months but less than 12 months (Refer Annexure XXI-1)	3,470.79	2,279.15
Total	**4,538.67**	**2,608.34**

XXI-1 Breakup of deposits

₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Fixed deposits under lien with stock exchanges	3,507.55	1,615.60
Fixed deposits for bank guarantees	393.62	573.55
	3,901.17	2,189.15
Fixed deposits free from charges	9.62	90.00
Total	**3,910.79**	**2,279.15**

Angel Broking Limited

Annexure XXII - Restated Standalone Statement of Short-term Loans and Advances

Short-term loans and advances ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Unsecured, considered good		
Advances recoverable in cash or in kind:		
- Prepaid expenses	39.09	20.34
- Advance to employees (Refer Annexure XXIX-2)	2.58	0.96
- Balances with service tax authorities	10.57	32.67
- Balances with subsidiary	-	44.30
- Others	44.73	31.02
Total	**96.97**	**129.29**

Angel Broking Limited

Annexure XXIII - Restated Standalone Statement of Other Current Assets

Other current assets ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Unsecured, considered good		
Interest accrued on fixed deposits with banks	60.00	34.35
Accrued delayed payment charges	60.15	33.13
Long term deposits against arbitrations (*)	-	-
Less: Provision against arbitrations	-	-
Total	**120.15**	**67.48**

(*) Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration. In previous years 31 March 2017 and 31 March 2016 such amount withheld by stock exchanges have been charged to statement of profit and account

Angel Broking Limited

Annexure XXIV - Restated Standalone Statement of Revenue From Operations

Revenue from operations

₹ in million

Particulars		For the year ended March 31, 2017	For the year ended March 31, 2016
Revenue:			
Brokerage		3,096.48	2,686.68
Income from depository operations		188.14	173.21
Portfolio management services fees		6.80	5.55
Income from distribution operations		20.60	9.13
	(A)	**3,312.02**	**2,874.57**
Income from other operating activities:			
Delayed payment charges		1,058.27	639.65
Interest on fixed deposits under lien with stock exchanges		171.47	125.00
	(B)	**1,229.74**	**764.65**
Profit / (loss) on sale of shares	**(C)**	**0.10**	**0.03**
Total	**(A) + (B) + (C)**	**4,541.86**	**3,639.25**

Angel Broking Limited
Annexure XXV-Restated Standalone Statement of Other Income

Other income ₹ in million

Particulars	Nature (Recurring/ Non-recurring)	For the year ended March 31, 2017	For the year ended March 31, 2016
Other Income:			
Interest Income on:			
-Inter-corporate deposits	Recurring	4.90	7.04
-fixed deposits with banks	Recurring	38.48	4.17
-fixed deposits with banks free from charge	Non recurring	0.43	1.58
Lease income from Subsidiary companies	Recurring	35.86	35.86
Lease income from Director	Recurring	0.46	0.46
Income from business support services	Non recurring	0.20	2.10
Bad debts recovered	Recurring	17.92	9.86
Dividend Income on:			
-long term Investments	Recurring	42.97	25.06
Profit on sale of property, plant and equipments	Non recurring	0.67	-
Interest on income tax refund	Non recurring	-	63.39
Miscellaneous Income	Recurring	30.31	24.28
Other income net of restatement adjustments		**172.20**	**173.80**

All items of other income are from normal business activities.

Angel Broking Limited

Annexure XXVI - Restated Standalone Statement of Employee Benefits Expenses

Employee benefits expense

₹ in million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Salaries, allowances and bonus	998.74	845.74
Contribution to employees' provident and other funds	56.47	48.07
Gratuity (Refer Annexure XXX-1)	12.73	9.16
Compensated absences	7.42	4.06
Training and recruitment expenses	18.93	1.52
Staff welfare expenses	0.49	0.53
Total	**1,094.78**	**909.08**

Angel Broking Limited
Annexure XXVII - Restated Standalone Statement of Finance Costs

Finance costs ₹ in million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Interest expenses		
- On Securities	86.74	10.14
- On term loans	-	21.65
- On bank overdraft	376.92	193.56
- On Inter Corporate Deposits	14.18	26.94
- Others	0.20	0.59
Bank guarantee and commission charges	23.89	31.96
Bank charges	2.17	1.81
Total	**504.10**	**286.65**

Other expenses

₹ in million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Brokerage charges	1,552.08	1,183.62
Software connectivity license/maintenance Expenses	144.20	101.92
Rent for premises	82.99	81.06
Rent, rates and taxes - others	26.02	21.60
Advertisement and business promotion	402.87	244.19
- Less: Recoveries from subsidiary	-	(16.88)
Insurance (Refer Annexure XXIX-2)	8.48	3.69
Communication expenses	81.04	79.55
Printing and stationary	46.65	41.99
Travelling and conveyance	51.31	54.35
Electricity expenses (Refer Annexure XXIX-2)	49.94	57.71
Legal and professional charges	106.03	83.75
- Less: Recoveries from subsidiary	-	(23.40)
Director sitting fees	-	0.50
Administrative support services	17.59	16.77
Demat charges	32.82	34.53
Membership & subscription fees	2.24	1.35
Loss on account of error trades (net)	8.36	11.33
Corporate Social responsibility expenses (Refer Annexure XXX-7)	6.62	5.14
Repairs and maintenance:		
- Buildings	9.49	11.25
- Others	14.09	13.99
Auditors' remuneration (Refer Annexure XXVIII-1)	2.90	2.88
Loss on sale of fixed assets (net)/Fixed Asset Written Off	0.72	6.91
Bad debts written off (net)	34.85	47.92
Office Expenses	24.18	21.22
Security Guards Expenses	4.10	5.00
Miscellaneous expenses	28.40	32.76
Total	**2,737.97**	**2,124.70**

XXVIII-1 **Auditors' remuneration**

₹ in million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Statutory audit fees (excluding taxes)	2.70	2.70
Out of pocket expenses	0.08	0.06
Other certification fees	0.12	0.12
Total	**2.90**	**2.88**

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	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-10
	Related parties under AS 18 with whom transactions have taken place during the year	
(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 - CEO and Director 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

Angel Broking Limited

Annexure XXIX -Restated Standalone Statement of Related Party Transactions

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	
		2016-2017	**2015-2016**	**2016-2017**	**2015-2016**	**2016-2017**	**2015-2016**	**2016-2017**	**2015-2016**	**2016-2017**	**2015-2016**
Interest received	Angel Commodities Broking Private Limited	1.06	5.99	-	-	-	-	-	-	1.06	5.99
	Angel Securities Limited	0.28	-	-	-	-	-	-	-	0.28	-
	Angel Financial Advisors Private Limited	0.05	-	-	-	-	-	-	-	0.05	-
	Angel Wellness Private Limited	3.51	1.05	-	-	-	-	-	-	3.51	1.05
	Total	**4.90**	**7.04**	**-**	**-**	**-**	**-**	**-**	**-**	**4.90**	**7.04**
Income from broking	Angel Fincap Private Limited	0.00	-	-	-	-	-	-	-	0.00	-
	Anuradha Thakkar	-	-	0.01	-	-	-	-	-	0.01	-
	Ashok Thakkar	-	-	0.09	-	-	-	-	-	0.09	-
	Deepak Thakkar	-	-	0.14	-	-	-	-	-	0.14	-
	Juhi Agrawal	-	-	-	-	0.01	-	-	-	0.01	-
	Rahul Thakkar	-	-	0.00	-	-	-	-	-	0.00	-
	Jack and Jill Apparel Private Limited	-	-	-	-	-	-	0.00	-	0.00	-
	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	0.02	-	0.02	-
	Vinay Agrawal	-	-	-	-	0.00	-	-	-	0.00	-
	Total	**0.00**	**-**	**0.24**	**-**	**0.01**	**-**	**0.02**	**-**	**0.28**	**-**
Professional fees paid	Sunita Magnani	-	-	2.76	2.75	-	-	-	-	2.76	2.75
Lease income from Subsidiary companies	Angel Commodities Broking Private Limited	28.16	28.16	-	-	-	-	-	-	28.16	28.16
	Angel Securities Limited	1.12	1.12	-	-	-	-	-	-	1.12	1.12
	Angel Financial Advisors Private Limited	2.05	2.05	-	-	-	-	-	-	2.05	2.05
	Angel Fincap Private Limited	4.52	4.52	-	-	-	-	-	-	4.52	4.52
	Total	**35.85**	**35.85**	**-**	**-**	**-**	**-**	**-**	**-**	**35.85**	**35.85**
Lease income from furnished property	Dinesh Thakkar	-	-	0.46	0.46	-	-	-	-	0.46	0.46
	Total	**-**	**-**	**0.46**	**0.46**	**-**	**-**	**-**	**-**	**0.46**	**0.46**
Dividend Received	Angel Commodities Broking Private Limited	42.90	24.96	-	-	-	-	-	-	42.90	24.96
	Total	**42.90**	**24.96**	**-**	**-**	**-**	**-**	**-**	**-**	**42.90**	**24.96**
Interest paid	Angel Fincap Private Limited	14.18	26.94	-	-	-	-	-	-	14.18	26.94
	Total	**14.18**	**26.94**	**-**	**-**	**-**	**-**	**-**	**-**	**14.18**	**26.94**
Lease Car Rental Expenses	Angel Commodities Broking Private Limited	6.60	1.65	-	-	-	-	-	-	6.60	1.65
	Total	**6.60**	**1.65**	**-**	**-**	**-**	**-**	**-**	**-**	**6.60**	**1.65**

Angel Broking Limited

Annexure XXIX -Restated Standalone Statement of Related Party Transactions

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	
		2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016	2016-2017	2015-2016
Software Maintenance Charges	Mimansa Software Systems Private Limited	5.00	3.00	-	-	-	-	-	-	5.00	3.00
	Total	**5.00**	**3.00**	**-**	**-**	**-**	**-**	**-**	**-**	**5.00**	**3.00**
Legal and Professional Services - Expenses	Angel Fincap Private Limited	16.99	-	-	-	-	-	-	-	16.99	-
	Total	**16.99**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**16.99**	**-**
Business support services incurred (includes electricity and insurance)	Angel Commodities Broking Private Limited	25.78	43.74	-	-	-	-	-	-	25.78	43.74
	Angel Securities Limited	0.15	0.14	-	-	-	-	-	-	0.15	0.14
	Angel Financial Advisors Private Limited	0.27	0.25	-	-	-	-	-	-	0.27	0.25
	Angel Fincap Private Limited	0.59	0.57	-	-	-	-	-	-	0.59	0.57
	Total	**26.79**	**44.70**	**-**	**-**	**-**	**-**	**-**	**-**	**26.79**	**44.70**
Remuneration paid	Dinesh Thakkar	-	-	14.35	19.30	-	-	-	-	14.35	19.30
	Vinay Agrawal	-	-	-	-	15.80	13.74	-	-	15.80	13.74
	Total	**-**	**-**	**14.35**	**19.30**	**15.80**	**13.74**	**-**	**-**	**30.15**	**33.04**
Dividend paid	Dinesh Thakkar	-	-	22.81	18.78	-	-	-	-	22.81	18.78
	Vinay Agrawal	-	-	-	-	0.06	-	-	-	0.06	-
	Lalit Thakkar	-	-	12.32	-	-	-	-	-	12.32	-
	Dinesh Thakkar HUF	-	-	0.84	-	-	-	-	-	0.84	-
	Kanta Thakkar	-	-	0.01	-	-	-	-	-	0.01	-
	Ashok Thakkar	-	-	4.35	-	-	-	-	-	4.35	-
	Mahesh Thakkar	-	-	0.00	-	-	-	-	-	0.00	-
	Deepak Thakkar	-	-	4.79	-	-	-	-	-	4.79	-
	Sunita Magnani	-	-	1.02	-	-	-	-	-	1.02	-
	Jaya Ramchandani	-	-	0.00	-	-	-	-	-	0.00	-
	Nirwan Monetary Service Private Limited	-	-	-	-	-	-	8.25	-	8.25	-
	Others	-	-	-	-	-	0.05	-	-	-	0.05
	Total	**-**	**-**	**46.14**	**18.78**	**0.06**	**0.05**	**8.25**	**-**	**54.45**	**18.83**
Loans given	Angel Commodities Broking Private Limited	1,142.70	2,400.50	-	-	-	-	-	-	1,142.70	2,400.50
	Angel Securities Limited	221.00	-	-	-	-	-	-	-	221.00	-
	Angel Financial Advisors Private Limited	4.25	-	-	-	-	-	-	-	4.25	-
	Angel Fincap Private Limited	-	19,990.14	-	-	-	-	-	-	-	19,990.14
	Angel Wellness Private Limited	67.40	45.70	-	-	-	-	-	-	67.40	45.70
	Total	**1,435.35**	**22,436.34**	**-**	**-**	**-**	**-**	**-**	**-**	**1,435.35**	**22,436.34**
Repayment of Loan taken	Angel Fincap Private Limited	15,670.40	-	-	-	-	-	-	-	15,670.40	-
	Total	**15,670.40**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**15,670.40**	**-**
										-	-

Angel Broking Limited

Annexure XXIX -Restated Standalone Statement of Related Party Transactions

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	
		2016-2017	**2015-2016**	**2016-2017**	**2015-2016**	**2016-2017**	**2015-2016**	**2016-2017**	**2015-2016**	**2016-2017**	**2015-2016**
Repayment of loan given	Angel Commodities Broking Private Limited	1,142.70	2,400.50	-	-	-	-	-	-	1,142.70	2,400.50
	Angel Securities Limited	221.00	22.50	-	-	-	-	-	-	221.00	22.50
	Angel Financial Advisors Private Limited	4.25	-	-	-	-	-	-	-	4.25	-
	Angel Fincap Private Limited	-	19,770.34	-	-	-	-	-	-	-	19,770.34
	Angel Wellness Private Limited	67.40	45.70	-	-	-	-	-	-	67.40	45.70
	Total	**1,435.35**	**22,239.04**	**-**	**-**	**-**	**-**	**-**	**-**	**1,435.35**	**22,239.04**
Loan taken	Angel Fincap Private Limited	15,670.40	-	-	-	-	-	-	-	15,670.40	-
	Total	**15,670.40**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**15,670.40**	**-**
		2016-2017	**2015-2016**	**2016-2017**	**2015-2016**	**2016-2017**	**2015-2016**	**2016-2017**	**2015-2016**	**2016-2017**	**2015-2016**
Closing balance											
Short-term loans and advances	Angel Securities Limited	-	0.33	-	-	-	-	-	-	-	0.33
	Angel Commodities Broking Private Limited	-	43.97	-	-	-	-	-	-	-	43.97
	Total	**-**	**44.30**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**44.30**
Long-term loans and advances	Dinesh Thakkar (Refer Annexure XVII & XXIX-4)	-	-	7.50	7.50	-	-	-	-	7.50	7.50
	Total	**-**	**-**	**7.50**	**7.50**	**-**	**-**	**-**	**-**	**7.50**	**7.50**
										-	-

XXIX-3 The company has borrowed overdraft facilities of Rs. 194.8 millions, which is secured against a lien on fixed deposits of Angel Financial Advisors Private Limited ("a wholly owned subsidiary"). The company has borrowed overdraft facilities of ₹ 45.00 millions, which is secured by pledged of securities of Angel Financial Advisors Private Limited ("a wholly owned subsidiary").

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 year ended March 31, 2017	For the year ended March 31, 2016
Assumptions		
Discount rate	6.65%	7.48%
Salary escalation	3.00%	3.00%
Employee turnover	Refer XXX-1.1	Refer XXX-1.1
Changes in present value of defined benefit obligations are as follows		
Opening defined benefit obligation	17.20	14.11
Interest cost	1.42	1.13
Current service cost	4.18	1.69
Past Service Cost	-	-
Liability Transferred In/ Acquisitions	-	0.24
Benefit paid	(6.43)	(6.31)
Acquisition/Business combination/Divestiture	-	-
Actuarial loss/(gain) on obligations	6.78	6.34
Closing defined benefit obligation	23.14	17.20
Amounts to be recognised in the balance sheet		
Liability at the end of the year	23.14	17.20
Difference	23.14	17.20
Amount of liability recognised in the balance sheet	23.14	17.20
Net employee benefit expense recognised in the employee cost		
Current service cost	4.18	1.69
Interest cost	1.42	1.13
Past Service Cost	-	-
Net actuarial loss/(gain) on obligations	6.78	6.34
Expenses recognised in the statement of profit and loss	12.37	9.16
Movement in the liability recognised in balance sheet		
Opening net liability	17.20	14.11
Expense as above	12.37	9.16
Net Liability/(Asset) Transfer In	-	0.24
Acquisition/Business combination/Divestiture	-	-
Benefits paid	(6.43)	(6.31)
Amount recognised in balance sheet	23.14	17.20
Classification		
- Current	1.01	0.68
- Non-current	22.13	16.52

₹ in million

Experience adjustments	For the year ended March 31, 2017	For the year ended March 31, 2016
Defined benefit obligation	23.14	17.20
Surplus / (deficit)	(23.14)	(17.20)
Experience adjustments on plan liabilities	4.74	(5.35)

XXX-1.1 Employee turnover data is not available for the financial year 2015-16 & 2016-17 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 March 31, 2017 required to be disclosed is ₹ 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 120 months. Rent amounting ₹ 82.99 millions and ₹ 81.06 millions has been debited to the statement of profit and loss during the year ended March 31,2017 and March 31, 2016 respectively.

XXX-3.3 With respect to non-cancellable operating leases, the future minimum lease payments are as follows:

₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Not later than one year	64.95	78.74
Later than one year but not later than five years	170.39	201.19
Later than five years	22.66	26.23

XXX-4 Earning per equity share

₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Profit after tax	206.98	254.84
Weighted average number of equity shares :		
- For basic EPS (No.)	7,18,20,875	7,18,20,875
- For diluted EPS (No.)	7,18,20,875	7,18,20,875
Nominal value of equity share	10	10
Earnings per equity share (in ₹):		
- Basic	2.88	3.55
- Diluted	2.88	3.55
(EPS for year ended are not annualised)		

XXX-5 Contingent liabilities

₹ in million

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016
(i)	**Guarantees:**		
	Bank guarantees placed at exchanges as margin	510.00	1,143.09
(i)	**Others:**		
	Claims against the company not acknowledged as debts	77.11	29.30
	Disputed income tax demands not provided for (Refer Annexure XXX- 5.1)	216.23	227.51
	[includes NIL (2016-17 ₹ 0.40 million and 2015-16 ₹ Nil) paid under protest]		
Total		**803.34**	**1,399.90**

XXX-5.1 Above disputed income tax demands not provided for includes:

₹ 6.95 millions on account of disallowance made as deemed dividend for Assessment Year 2005-06, considered by ITAT in favour of the Company. However, 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. No further communication is received by the company;
₹ 87.93 millions on account of disallowance made as deemed dividend for Assessment Year 2008-09, considered by ITAT in favour of the Company. However, 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 millions 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 Hon'ble Commissioner of Income Tax - Appeals;
₹ 0.29 millions on account of penalty levied by Assessing officer for A.Y. 2009-10. Company's appeal is pending before Hon'ble Commissioner of Income Tax - Appeals for further adjudication; and
₹ 1.96 millions on account of disallowance made by Assessing officer for A.Y. 2010-11 for cost allocation made by group company. On further appeal by company CIT(A) passed order in favour of company, Department filed an appeal before ITAT, Mumbai.

Above disputed income tax demands not provided for does not includes :
₹ 127.90 millions- on account of disallowance made as speculation loss and deemed dividend for Assessment Year 2009-10 and ₹ 57.88 millions for Assessment Year 2010-11 on account of disallowance made as deemed dividend. CIT(A) deleted the additions made by AO in both the Assessment Years. However, department had filed an appeal before ITAT, Mumbai and same was rejected by the ITAT, Mumbai vide order dated December 13,2017. However, no communication in relation to the appeal by department against ITAT, Mumbai order is received till now. Time limit for filing an appeal is still available with department;
₹ 0.40 millions being penalty levied by Assessing officer for A.Y. 2009-10 and further held against company by CIT(A). Company filed an appeal before ITAT, Mumbai against the said order. ITAT vide order dated February 28,2018 passed order in favour of the company. Also, due to amount involved it is not possible for department to further appeal against said order.

Above disputed income tax demands does not include interest u/s 234B and u/s 234C 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 adversed 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 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 March 31, 2017	As at March 31, 2016
a.	Gross amount required to be spent by the Company	6.62	5.14
b.	Amount spent		
	In cash		
	(i) Construction / acquisition of any asset	-	-
	(ii) On purpose of other than (i) above	6.62	5.14

XXX-8 Expenditure in foreign currency

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Directors Sitting Fees	-	0.50
Other expenses	24.15	12.66
Total	**24.15**	**13.16**

XXX-9 Details of Specified Bank Notes (SBN) held and transacted during the period from November 08,2016 to December 30,2016

₹ in million

Particulars	SBN's	Denomination note (Other	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-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)

The accompanying annexures are an integral part of restated financial information

For S. R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

per Viren H. Mehta
Partner
Membership No. 048749

Place: Mumbai
Date: 07 August 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
DIN : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 07 August 2020

Angel Broking 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	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
1st	Interim Dividend Paid	48.84	40.22
	Corporate Tax Paid on Interim Dividend	9.94	3.11
	Dates of Declaration	14-Sep-2016	22-Sep-2015
	Rate per equity share (₹)	3.40	2.80
2nd	Interim Dividend Paid	48.84	40.22
	Corporate Tax Paid on Interim Dividend	1.20	8.18
	Dates of Declaration	22-Feb-2017	21-Mar-2016
	Rate per equity share (₹)	3.40	2.80
Total Interim Dividend Paid		97.68	80.44
Total Corporate Tax Paid on Interim Dividend		11.14	11.29

Dividend distribution tax is computed after considering credit available as per Section 115 O of Income Tax Act, 1961.

Angel Broking Limited
Annexure XXXII-Restated Standalone Statement of Accounting Ratios

Sr. No.	Particulars	For the year ended	
		March 31, 2017	**March 31, 2016**
1	Restated Profit / (Loss) after Tax (₹ in millions)	206.98	254.84
2	Net Profit / (Loss) available to Equity Shareholders (₹ in millions)	206.98	254.84
3	Weighted average number of Equity Shares outstanding during the year (refer note 1 below)	7,18,20,875	7,18,20,875
4	Number of Equity Shares outstanding at the end of the year	7,18,20,875	7,18,20,875
5	Net Worth for Equity Shareholders (₹ in millions) (refer note 2 below)	3,124.89	3,026.73
6	Accounting Ratios:		
	Basic & Diluted Earnings / (Loss) per Share (₹) (2)/(3)	2.88	3.55
	Return on Net Worth for Equity Shareholders(2)/(5)	6.62%	8.42%
	Net Asset Value Per Share (₹) (5)/(4)	43.51	42.14

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 year.

2 Net worth for ratios mentioned 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

Annexure XXXIII - Restated Standalone Statement of Tax Shelter

₹ in million

	Particulars	**For The Year Ended**	
		As at March 31, 2017	**As at March 31, 2016**
A	Restated Profit before taxation	280.28	395.71
B	Tax at applicable Rates	34.61%	34.61%
C	Tax thereon at the above rate	97.00	136.95
	Adjustment		
D	**Permanent differences**		
	Net Disallowances / (Allowances) under the Income Tax Act, 1961		
	i. Disallowance u/s 14A of the Income Tax Act. 1961	0.62	5.05
	ii. Corporate Social Responsibility (50%)	3.31	2.57
	iii Maintenance Charges	1.58	0.57
	iv Society Charges	0.09	1.31
	v Insurance Charges	0.55	0.33
	vi Interest on Income Tax	-	0.48
	vii Interest on TDS	0.04	0.11
	viii Dividend Income	(42.97)	(25.06)
	ix HP - 30% Annual Value	(10.03)	(10.46)
	x Expenses u/s 35DD	(0.45)	(0.45)
	xi Lease Equilisation provision reversed of LY	(7.10)	(6.44)
	xii 40(a) Disallowances - FA written off	0.72	6.91
	xiii Profit on sale of asset	(0.67)	
	Total permanent differences	(54.31)	(25.08)
E	**Timing Difference**		
	i. Difference between book and tax depreciation	(35.87)	(17.96)
	ii. Deductions u/s 43B of the Income Tax Act, 1961		
	- Bonus	9.08	-
	-stamp duty	-	25.12
	iii. Statutory Liabilities		
	Provision for Gratuity	6.30	2.84
	Provision for Leave encashment	5.55	1.79
	iv. Perceived Income		
	Prepaid DP income	33.36	-
	v. Lease Equilisation	6.57	7.10
	vi Disallowances u/s 40(a)(ia) - TDS not deducted L.Y. Paid in CY	-	(1.72)
	Total timing differences	24.99	17.17
F	Net Adjustments (D+E)	(29.32)	(7.91)
G	Tax Expenses / (Savings) thereon (FxB)	(10.14)	(2.74)
H	Tax Liability (C+G)	86.86	134.21
I	Net Tax Liability	86.86	134.21
J	**Total Current Tax**	86.86	134.21
K	Taxable Profit before Taxation and after adjustments as Restated (A+F, restricted to zero)	250.96	387.80
L	Total Tax Liability after Tax impact of adjustments	86.86	134.21

S.R. BATLIBOI & CO. LLP
Chartered Accountants

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Mumbai - 400 028, India
Tel: +91 22 6819 8000

Independent Auditors' Examination Report on the restated consolidated summary statements of assets and liabilities as at March 31, 2017 and 2016, restated consolidated summary statement of profits and losses and restated consolidated summary statement of cash flows for each of the years ended March 31, 2017 and 2016, summary statement of significant accounting policies and other explanatory information of Angel Broking Limited (collectively, the "Restated Consolidated Financial Information")

To
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 (the "Company") and its subsidiaries (the Company and its subsidiaries together referred as "the Group") annexed to this Report and prepared by the Company for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus (collectively referred as "Offer documents") in connection with its proposed Initial Public Offer ("IPO"). The Restated Consolidated Financial Information, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

   a) Section 26 of Chapter III of The Companies Act, 2013 (the "Act"), as amended from time to time; and

   b) Item (IX) of Part A of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended to date read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 (together, the "SEBI Regulations") issued by the Securities and Exchange Board of India (the "SEBI"), in connection with the Proposed Initial Public Offering of Equity Shares of the Company (the "Issue")

Management Responsibility for the Restated Consolidated Financial Information

2. The preparation of Restated Consolidated Financial Information, which are to be included in the Offer documents 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, provisions of the Act, the ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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 Offer documents of the Company in connection with the Company's proposed IPO;

   b) 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 your 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, as may be decided by the Board of Directors of the Company.

Restated Consolidated Financial Information

5. The Restated Consolidated Financial Information have been compiled by the management of the Company from the audited financial statements of the Company as at and for each of the years ended March 31, 2017 and 2016 which have been approved by the Board of the Directors at their meeting date August 24, 2017 and September 15, 2016, respectively. The financial statements as at and each of the years ended March 31, 2017 and 2016 were prepared in accordance with Indian GAAP.

   The audits of consolidated financial statements of the Group for the financial years ended March 31, 2017 and 2016 were conducted and reported upon by the Price Waterhouse & Co Bangalore LLP, Chartered Accountants ('Previous Auditors'). The Previous Auditors have issued an examination report in respect of the Restated Consolidated Financial Information as at and for the years ended March 31, 2017 and 2016 dated August 07, 2020 and accordingly reliance has been placed on the Restated Consolidated Financial Information examined by them for the years ended March 31, 2017 and 2016. The financial report included for these years, i.e. years ended March 31, 2017 and 2016 are solely based on such examination report issued by the Previous Auditor.

6. As stated by the Previous Auditors in their examination report dated August 07, 2020, the Previous Auditors' did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of Rs. 204.74 million and Rs. 198.75 million and net assets of Rs. 60.52 million and Rs. 81.88 million as at March 31, 2017 and March 31, 2016, respectively, total revenue of Rs. 65.36 million and Rs. 78.60 million, net loss of Rs. 25.84 million and Rs. 11.59 million, and net cash flows of Rs. 2.59 million and Rs. 5.48 million for the years ended March 31, 2017 and March 31, 2016, respectively, as considered in the Audited Consolidated Financial Statements of the respective years. These financial statements have been audited by other auditors, whose reports have been furnished to the Previous Auditors' by the Management of the Company and opinion of Previous Auditors' on the Audited Consolidated Financial Statements of the respective years insofar as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the report of the other auditors.

7. As stated by the Previous Auditors in their examination report dated August 07, 2020, the Previous Auditors' have not examined the restated financial information of two subsidiaries, whose financial information reflect total assets of Rs. 204.74 million and Rs. 198.75 million and net assets of Rs. 60.52 million and Rs. 81.88 million as at March 31, 2017 and March 31, 2016, respectively, total revenue of Rs. 65.36 million and Rs. 78.60 million, net loss of Rs. 25.84 million and Rs. 11.59 million and net cash flows of Rs. 2.59 million and Rs. 5.48 million for the years ended March 31, 2017 and March 31, 2016, respectively, as considered in the Restated Consolidated Financial Information of the respective years. These restated financial information have been examined by other auditors, whose reports have been furnished to Previous Auditors' by the Management of the Company and opinion of Previous Auditors' on the Restated Consolidated Financial Information of the respective years insofar as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the report of the other auditors.

8. Based on our examination, and having placed reliance on the examination report of the Previous Auditors, in accordance with the requirements of Section 26 of Part I of Chapter III of the Act, the ICDR Regulations, the Guidance Note, we report that the following summarised financial information of the Company is contained in Restated Consolidated Financial Information, which as stated in the Annexure IV to this report, have been arrived after making adjustments and regrouping/reclassifications, as in our opinion, were appropriate and more fully described in Annexure IV - Restated Statement on Adjustments to Audited Consolidated Financial Statements:

   a) The Restated Consolidated Statement of Assets and Liabilities of the Group as at March 31, 2017 and 2016 under Indian GAAP, as set out in Annexure I to this report

   b) The Restated Consolidated Statement of Profit and Losses of the Group for each of the years ended March 31, 2017 and 2016 under Indian GAAP, as set out in Annexure II to this report

   c) The Restated Consolidated Statement of Cash Flows of the Group for each of the years ended March 31, 2017 and 2016 under Indian GAAP, as set out in Annexure III to this report;

   d) Based on the above and according to the information and explanations given to us, we further report that:

      i) The Restated Consolidated Financial Information of the Group read with basis of preparation and respective significant accounting policies have been prepared in accordance with the Act and the SEBI Regulations

ii) There have been no changes in accounting policies of the Group (as disclosed in Annexure IV to this report)
iii) There are no adjustments relating to previous years
iv) There are no qualifications in the auditors' reports which require any adjustments
v) There are no extra-ordinary items which need to be disclosed separately

Other Financial Information

9. At the Company's request, Previous Auditors' have also examined the following Other Consolidated Financial Information prepared under Indian GAAP relating to the Group as at and for each of the years ended March 31, 2017 and March 31, 2016, prepared by the Management of the Company and annexed to this report:

    i. Restated Summary of Significant Accounting Policies as enclosed in Annexure V;
    ii. Restated Consolidated Statement of Share Capital as enclosed in Annexure VI;
    iii. Restated Consolidated Statement of Reserve and Surplus as enclosed in Annexure VII;
    iv. Restated Consolidated Statement of Long-term Borrowings as enclosed in Annexure VIII;
    v. Restated Consolidated Statement of Long-term Provision as enclosed in Annexure IX;
    vi. Restated Consolidated Statement of Deferred Tax Liability (Net) as enclosed in Annexure X
    vii. Restated Consolidated Statement of Short-term Borrowings as enclosed in Annexure XI;
    viii. Restated Consolidated Statement of Trade Payables as enclosed in Annexure XII;
    ix. Restated Consolidated Statement of Other Current Liabilities as enclosed in Annexure XIII;
    x. Restated Consolidated Statement of Short-term Provision as enclosed in Annexure XIV;
    xi. Restated Consolidated Statement of Fixed Assets as enclosed in Annexure XV;
    xii. Restated Consolidated Statement of Non-Current Investments as enclosed in Annexure XVI;
    xiii. Restated Consolidated Statement of Long-Term Loans & Advances as enclosed in Annexure XVII;
    xiv. Restated Consolidated Statement of Other Non-current Assets as enclosed in Annexure XVIII;
    xv. Restated Consolidated Statement of Current Investments as enclosed in AnnexureXIX
    xvi. Restated Consolidated Statement of Inventories as enclosed in Annexure XX;
    xvii. Restated Consolidated Statement of Trade Receivable as enclosed in Annexure XXI;
    xviii. Restated Consolidated Statement of Cash and Bank Balances as enclosed in Annexure XXII;
    xix. Restated Consolidated Statement of Short-term Loans and Advances as enclosed in Annexure XXIII;
    xx. Restated Consolidated Statement of Other Current Assets as enclosed in Annexure XXIV;
    xxi. Restated Consolidated Statement of Revenue from Operations as enclosed in Annexure XXV;
    xxii. Restated Consolidated Statement of Other Income as enclosed in Annexure XXVI;
    xxiii. Restated Consolidated Statement of Employee Benefits Expenses as enclosed in Annexure XXVII;
    xxiv. Restated Consolidated Statement of Finance Costs as enclosed in Annexure XXVIII;
    xxv. Restated Consolidated Statement of Other Expenses as enclosed in Annexure XXVIX;
    xxvi. Restated Consolidated Statement of Related Party Transactions as enclosed in Annexure XXX;
    xxvii. Restated Consolidated Statement of Additional Information as enclosed in Annexure XXXI;
    xxviii. Restated Consolidated Statement of Dividend as enclosed in Annexure XXXII;
    xxix. Restated Consolidated Statement of Accounting Ratios as enclosed in Annexure XXXIII;

10. According to the information and explanations given to us, and having placed reliance on the Examination Report of Previous Auditors', in our opinion, the Restated Consolidated Financial Information and the above restated statements contained in Annexures I to XXXIII accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making adjustments 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 re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.

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 Offer documents to be filed with Registrar of Companies, Maharashtra at Mumbai, SEBI, National Stock Exchange of India Limited and BSE Limited, in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose.

For S. R. BATLIBOI & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No. 048749
UDIN: 20048749AAAAKO6844

Place: Mumbai
Date: August 07, 2020

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Angel Broking Limited

Angel Broking Limited
Annexure I - Restated Consolidated Statement of Assets and Liabilities

₹ in million

Particulars	Annexure	As at March 31, 2017	As at March 31, 2016
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	VI	143.64	143.64
Reserves & Surplus	VII	3,750.70	3,549.39
Non-current Liabilities			
Long Term Borrowings	VIII	77.34	87.70
Long Term Provisions	IX	35.04	25.14
Deferred Tax Liability (Net)	X	4.82	9.71
Current Liabilities			
Short Term Borrowings	XI	7,624.35	3,481.86
Trade Payables	XII		
Total outstanding dues of micro and small enterprises		-	-
Total outstanding dues of creditors other than micro and small enterprises		5,314.43	3,231.87
Other Current Liabilities	XIII	1,065.73	847.69
Short Term Provisions	XIV	12.43	20.68
TOTAL		**18,028.48**	**11,397.68**
ASSETS			
Non-current Assets			
Fixed Assets			
Property plant and equipments	XV	1,144.19	1,171.42
Intangible Assets	XV	83.67	47.39
Capital Work in progress	XV-3	-	12.64
Intangible assets under development	XV-4	6.41	18.34
Non Current Investments	XVI	0.00	0.00
Deferred Tax Asset (Net)	X	-	-
Long Term Loans and Advances	XVII	204.00	190.24
Other Non-current Assets	XVIII	37.58	32.41
Current Assets			
Current Investments	XIX	495.18	-
Inventories	XX	1.82	1.51
Trade Receivables	XXI	8,581.89	4,459.26
Cash and Bank Balances	XXII	6,175.83	4,376.12
Short Term Loans and Advances	XXIII	1,129.25	951.49
Other Current Assets	XXIV	168.66	136.86
TOTAL		**18,028.48**	**11,397.68**

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 restated 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

Place : Mumbai
Date : 07 August 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
DIN : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No. ACS 22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August 2020

Angel Broking Limited

Annexure II - Restated Consolidated statement of Profit & Loss

₹ in million

Particulars	Annexure	For the year ended March 31, 2017	For the year ended March 31, 2016
REVENUE			
Revenue from Operations	XXV	5,306.79	4,406.61
Other Income	XXVI	153.91	148.58
Total Revenue (A)		**5,460.70**	**4,555.19**
EXPENSES			
Employee Benefits Expense	XXVII	1,228.65	1,033.15
Depreciation and Amortisation Expenses	XV-8	122.87	117.80
Finance Costs	XXVIII	533.55	349.59
Other Expenses	XXIX	3,076.13	2,524.86
Total Expenses (B)		**4,961.20**	**4,025.40**
Profit before tax and material adjustments (C=A-B)		**499.50**	**529.79**
Tax Expense			
- Current tax		175.63	180.33
- Deferred Tax charge / (credit)		(4.89)	10.30
- Taxes for earlier years		(10.12)	5.26
- Corporate Dividend Tax of a subsidiary		8.73	5.08
Total Tax expense (D)		**169.35**	**200.97**
Net Profit as restated for the year from continuing operations (E=C-D)		**330.15**	**328.82**
Loss before tax from discontinuing operations	XXXI-10	(20.44)	(10.29)
Tax expense on discontinuing operations	XXXI-10	(0.43)	1.28
Loss as restated from discontinuing operations (F)		**(20.01)**	**(11.57)**
Net Profit for the year as restated (G=E+F)		**310.14**	**317.25**
Earnings per equity share from continuing operations (FV Rs. 10 each)	XXXI-4		
- Basic (in ₹)		**4.60**	**4.58**
- Diluted (in ₹)		**4.60**	**4.58**
Earnings per equity share from discontinuing operations (FV Rs. 10 each)	XXXI-4		
- Basic (in ₹)		**(0.28)**	**(0.16)**
- Diluted (in ₹)		**(0.28)**	**(0.16)**
Earnings per equity share for total operations (FV Rs. 10 each)	XXXI-4		
- Basic (in ₹)		**4.32**	**4.42**
- Diluted (in ₹)		**4.32**	**4.42**

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 restated 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

Place : Mumbai
Date : 07 August 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
DIN : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No. ACS 22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August 2020

Angel Broking Limited

Annexure III - Restated Consolidated Statement of Cash Flow Statement

₹ in million

Particulars		For the Year Ended	
		March 31, 2017	March 31, 2016
(i) Cash flow from operating activites			
Restated Profit before tax		**479.07**	**519.49**
Adjustments for :			
Depreciation and Amortisation Expenses		135.21	130.14
Interest Expenses		512.31	319.25
Interest on Fixed Deposits received		(83.17)	(27.07)
Interest on bonds		(0.56)	-
Interest on Income Tax Refund received		(0.02)	(67.71)
Income from Lease Property		(0.63)	(0.63)
Dividend Income on Current Investments		(7.91)	(7.41)
Dividend Income on Long Term Investments		(0.07)	(0.19)
Fixed Assets Written Off (Net)		0.80	3.48
(Profit) /Loss on Sale of property plant and equipment /intangible assets (net)		(0.79)	3.93
Bad Debts Written Off		38.95	52.45
MTM Loss on Perpetual Bonds		2.00	-
Write Back of Provision for Non Performing Assets		(1.90)	-
Write back of Contingent provision against standard assets		-	(2.19)
Loss Assets Written Off		3.19	0.95
Cenvat credit written off		1.91	-
Contingent Provisions against Standard Assets		0.42	-
Provision for Gratuity		14.70	10.74
Provision for Compensated Absences		8.54	5.31
Operating profit before working capital changes		**1,102.05**	**940.54**
Changes in working capital:			
- Increase / (decrease) in trade payables		2,082.56	562.86
- Increase / (decrease) in other current liabilities and Short-term provisions		204.27	21.00
- (Increase) / decrease in long-term loans and advances		2.74	(21.84)
- (Increase) / decrease in other non-current assets (Refer Annexure XVIII-1)		(5.16)	(1.71)
- (Increase) / decrease in inventories		(0.31)	(0.63)
- (Increase) / decrease in trade receivables		(4,161.57)	(1,827.19)
- (Increase) / decrease in other bank balances (Refer Annexure XXII-1)		(927.33)	(1,311.47)
- (Increase) / decrease in short term loans and advances (Refer Annexure XXIII-1)		(181.38)	653.25
- (Increase) / decrease in other current assets		(26.98)	32.30
Cash generated (used in) / from operations		**(1,911.11)**	**(952.89)**
- Direct Taxes paid(net of refund)		(190.42)	200.41
Net cash generated (used in) / from operating activities	**(i)**	**(2,101.53)**	**(752.48)**
(ii) Cash flow from investing activities			
Purchase of property plant and equipment/ intangible assets		(122.35)	(169.06)
Proceeds from sale of property plant and equipment/ intangible assets		2.64	1.73
Interest received on fixed deposits with banks		85.05	(3.74)
Proceeds from / (Investment) in Fixed Deposits		35.97	8.91
Income from lease property		0.63	0.63
Investment in bonds		(266.60)	-
Purchase of Mutual funds		(996.68)	(1,251.10)
Redemption of mutual funds		759.98	1,251.10
Proceeds from sale of Shares		-	-
Dividend received on long term investment		0.07	0.19
Dividend income on mutual funds		7.91	7.41
Net cash generated from / (used in) investing activities	**(ii)**	**(493.38)**	**(153.93)**
(iii) Cash flow from financing activities			
Proceeds/(repayments) from/of overdraft from bank (net)		4,134.37	789.24
Loan from Directors		-	32.50
Interest paid on term loan		(513.53)	(329.06)
Interim dividend paid		(97.68)	(80.44)
Dividend tax paid		(11.15)	(11.29)
Corporate Dividend Tax of a subsidiary		(8.73)	(5.08)
Net cash generated from / (used in) financing activities	**(iii)**	**3,503.28**	**395.87**

Angel Broking Limited

Annexure III - Restated Consolidated Statement of Cash Flow Statement

₹ in million

Particulars		For the Year Ended	
		March 31, 2017	**March 31, 2016**
Net increase / (decrease) in cash and cash equivalents	**(i) + (ii) + (iii)**	908.37	(510.54)
Cash and cash equivalents at the beginning of the year		552.40	1,062.94
Cash and cash equivalents at the end of the year		**1,460.77**	**552.40**
Cash and cash equivalents at the end of the year comprises of			
Cash on hand		0.91	0.88
Balance with scheduled banks in current accounts		1,019.86	480.62
Demand deposits (less than 3 months maturity)		440.00	24.70
Cheques on hand		-	46.20
		1,460.77	**552.40**

Notes :

1. 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 restated 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

Place: Mumbai
Date: 07 August 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
DIN : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No. ACS 22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 07 August 2020

Angel Broking Limited

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 year ended March 31, 2017 and March 31, 2016 and their impact on the profit / (loss) of the Company:

₹ in million

Particulars	For the Year ended	
	March 31, 2017	March 31, 2016
Profit after tax as per audited Financial Statements	310.14	317.25
Impact of adjustments due to changes in accounting policy	-	-
Total Impact of Adjustments	-	-
Profit after adjustments	**310.14**	**317.25**

Annexure IV (continued..)

Statement on Adjustments to Audited Consolidated Financial Statements of Angel Broking 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, 2015 ₹ in million

Surplus/Deficit in Statement of Profit and Loss, as per audited Balance Sheet as at April 1, 2015	1,572.22
Adjustment on account of Restatements:-	
Adjustment on account of Change in Accounting Policy:-	-
Tax Adjustments	-
Surplus as per Restated Consolidated Financial Information as at April 1, 2015	**1,572.22**

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 ('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 (the 'ABL' or 'the Company') as at March 31, 2017 and March 31, 2016 and the Restated Consolidated Statement of Profit and Loss and the Restated Consolidated Statement of Cash flows, for the year ended March 31, 2017 and March 31, 2016 (together referred as 'Restated Consolidated Financial Information') and other Consolidated Financial Information have been complied by the Management from the Audited Consolidated Financial Statements for the year ended March 31, 2017 and March 31, 2016 ("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	% voting power held as at March 31,	
		2017	2016
Angel Financial Advisors Private Limited (AFAPL)	India	100	100
Angel Securities Limited (ASL)	India	100	100
Angel Commodities Broking Private Limited (ACBPL)	India	100	100
Mimansa Software Systems Private Limited (MSSPL)	India	100	100
Angel Fincap Private Limited (AFPL)	India	100	100
Angel Wellness Private Limited (AWPL)	India	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 separate Financial Statements.

Minority interest if any, includes Equity capital, share of reserves and share of profit (loss) for the year.

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).
b. Revenue from Mutual Fund Distribution, Insurance, Personal Loan, 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 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 Reserve Bank of India Prudential norms for Non-Banking Financial Companies Directions, 2015.
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. In respect of other heads of Income, the Group accounts the same on accrual basis.
m. Income from Arbitage 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.
n. Revenue excludes service tax / value added tax.

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)**	
Property, plant and equipments	**March 31, 2017**	**March 31, 2016**
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
Gym Equipments	10	10
Furniture and Fixtures	10	10
Vehicles	8	8

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)	
Intangible assets	March 31, 2017	March 31, 2016
Computer software	Amortised over the period of 5 years of useful life	

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. 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.

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.

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.

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 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.

2.2.18 Segment reporting

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".

2.2.19 Dividends to Company's shareholders

The 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 of directors.

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.

Share Capital

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Authorised:		
Equity Shares of ₹ 10 each	420.00	420.00
As at March 31, 2017 and March 31, 2016 : 4,20,00,000 Equity shares		
Issued, Subscribed and Paid Up:		
Equity Share of ₹ 10 each , fully paid up	143.64	143.64
As at March 31, 2017 and March 31, 2016 :1,43,64,175 Equity Shares		
Total	**143.64**	**143.64**

VI-1 Reconciliation of number of shares:

₹ in million

Particulars	As at March 31, 2017		As at March 31, 2016	
	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 year	1,43,64,175	143.64	1,43,64,175	143.64
Balance as at the end of the year	**1,43,64,175**	**143.64**	**1,43,64,175**	**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 March 31, 2017		As at March 31, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Dinesh Thakkar	33,53,761	23%	33,53,761	23%
International Finance Corporation, Washington	25,85,552	18%	25,85,552	18%
Lalit Thakkar	18,12,356	13%	18,12,356	13%
Nirwan Monetary Services Pvt. Ltd.	12,13,062	8%	12,13,062	8%
Mukesh Gandhi jointly with Bela Gandhi	11,16,300	8%	11,16,300	8%
Nishith Shah Jointly with Jitendra Shah	8,17,500	6%	8,17,500	6%
Total	**1,08,98,531**	**76%**	**1,08,98,531**	**76%**

VI-4 As per records of the company, no securities convertible into equity/preference shares.

Reserves and Surplus

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Statutory Reserve		
Balance as at the beginning of the year	27.43	22.73
Add: Transferred from Surplus	9.60	4.70
Balance as at the end of the year	**37.03**	**27.43**
(Created u/s 45-IC of the Reserve Bank of India act, 1934)		
General Reserve		
Balance as at the beginning of the year	132.85	132.85
Add: Transfer from Surplus Account	-	-
Balance as at the end of the year	**132.85**	**132.85**
Capital Reserve		
Balance as at the beginning of the year	53.59	53.59
Balance as at the end of the year	**53.59**	**53.59**
Securities Premium		
Balance as at the beginning of the year	1,542.48	1,542.48
Balance as at the end of the year	**1,542.48**	**1,542.48**
Surplus in Statement of Profit and Loss Account		
Balance as at the beginning of the year	1,793.04	1,572.22
Add: Profit for the year	310.14	317.25
Amount available for appropriation	2,103.18	1,889.47
Less : Appropriations		
Interim Dividend (Refer Annexure XXXII-1)	(97.68)	(80.44)
Corporate Tax on Interim Dividend (Refer Annexure XXXII-1)	(11.15)	(11.29)
Transferred to Statutory Reserve (Refer Annexure VII-1)	(9.60)	(4.70)
Balance of Profit as at the end of the year	**1,984.75**	**1,793.04**
Total	**3,750.70**	**3,549.39**

₹ in million

	Particulars	As at March 31, 2017	As at March 31, 2016
VII-1	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.	9.60	4.70

Long Term Borrowings

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Secured:		
Loan from bank and financial institutions		
Term Loan from bank	26.10	37.70
Secured against hypothecation of car	18.74	17.50
	44.84	55.20
Unsecured :		
Loan from Directors (Refer Annexure XXX-2)	32.50	32.50
Total	**77.34**	**87.70**

VIII-1 Schedule of Term Loans

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Loans from Banks and Financial institutions - Non-current maturity (Refer VIII-2 &VIII-3)	44.84	55.20
Loan from Banks and Financial institutions - Current maturity (Refer VIII-2 &VIII-3)	17.68	15.44
	62.52	**70.64**

VIII-2 Term loan as at March 31, 2017 is secured against first and exclusive charge on the commercial properties of Angel Wellness Private Limited. This includes term loan-I & term loan-II, both repayable in 20 quarterly instalments from the date of disbursement and interest rate ranges between 10.70% p.a. to 10.25% p.a respectively.

VIII-3 The aforesaid loan is secured against Hypothecation of Car, repayable in 60 monthly instalments beginning 1st April 2017 and interest rate ranges between 7.9% p.a. (Previous year Nil). Charge of above hypothecation for borrowing of ₹ 19.82 million outstanding as on March 31, 2017 (₹ 21.34 million outstanding as on March 31,2016) is pending to be created with Registrar of Charges.

Angel Broking Limited

Annexure IX - Restated Consolidated Statement of Long Term Provision

Long Term Provisions

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for Employee Benefits		
- Gratuity (Refer Annexure XXXI- 1)	25.81	20.23
- Compensated Absences	9.23	4.91
Total	**35.04**	**25.14**

Annexure X- Restated Consolidated Statement of Deferred Tax Liability/Asset

Deferred Tax Liability (Net)

₹ in million

Particulars		As at March 31, 2017	As at March 31, 2016
Deferred Tax Liabilities			
Difference between book and tax depreciation (net)		38.94	24.90
Total Deferred Tax Liabilities	**(A)**	38.94	24.90
Deferred Tax Asset			
Provision for gratuity		9.15	7.23
Provision for compensated absences		5.19	3.15
Provision for lease equalisation		2.31	2.58
Provision for standard assets		0.69	0.69
Provision for non-performing assets		0.76	1.54
Provision for bonus		3.92	-
Pre-received income		11.55	-
MTM Loss on Perpetual Bonds		0.55	-
Total Deferred Tax Asset	**(B)**	34.12	15.19
Net Deferred Tax Liability / (Asset)	**(A-B)**	**4.82**	**9.71**

X-1 Deferred Tax Assets and Deferred tax liabilities have been offset as they relate to the same governing taxation laws.

Angel Broking Limited

Annexure XI - Restated Consolidated Statement of Short Term Borrowings

Short Term Borrowings

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Secured		
Overdraft / Loan from banks / NBFCs (Refer Annexure XI-1)	7,044.46	3,211.86
Working Capital Loans repayable on demand	579.89	270.00
Total	**7,624.35**	**3,481.86**

Angel Broking Limited
Annexure XII - Restated Consolidated Statement of Trade Payables

Trade Payables

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises (*)		
- Trade Payables -Clients	5,250.87	3,130.95
- Trade payables - expenses	63.56	100.92
Total	**5,314.43**	**3,231.87**

Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 ₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
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	-	-
Interest due on above	-	-
Total	**-**	**-**

* No interest was paid during 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 : 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.

Angel Broking Limited

Annexure XIII - Restated Consolidated Statement of Other Current Liabilities

Other Current Liabilities

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Current Maturities of Long Term Borrowings:		
- From Bank (Refer Annexure VIII-1 and VIII-2)	17.68	15.44
Book Overdraft	115.64	80.53
Payable to Sub-brokers	596.70	493.09
Interest accrued but not due	4.76	5.97
Other Liabilities		
- Employee Benefits Payable	5.61	3.83
- Statutory Dues	113.76	124.73
- Expense payable	129.39	80.00
- DP Pre-received AMC Income	33.37	-
- Others	48.82	44.10
Total	**1,065.73**	**847.69**

Short Term Provisions

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for Employee Benefits		
- Gratuity (Refer Annexure XXXI- 1)	1.14	0.83
- Compensated Absences	6.05	4.27
Provision for Taxation [Net of advance payment of taxes (March 31, 2016 ₹ 47.12 million)]	-	11.65
Less : MAT credit set off	-	(2.80)
Provision as per NBFC Guidelines		
- Contingent provision on standard assets	2.49	2.08
- Provision on sub-standard assets	0.76	0.36
- Provision on doubtful assets	0.01	0.00
- Provision for loss assets	1.98	4.29
Total	**12.43**	**20.68**

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 March 31, 2017	As at March 31, 2016
Provision as at Current year:		
Contingent Provision on Standard Assets	-	-
Provision as per NBFC Guidelines		
- Contingent provision on standard assets	2.49	2.08
- Provision on sub-standard assets	0.76	0.36
- Provision on doubtful assets	0.01	0.00
- Provision for loss assets	1.98	4.29
	5.24	6.73
Provision as at Previous year:		
Contingent Provision on Standard Assets	-	-
Provision as per NBFC Guidelines		
- Contingent provision on standard assets	2.08	4.27
- Provision on sub-standard assets	0.36	0.73
- Provision on doubtful assets	0.00	-
- Provision for loss assets	4.29	2.97
	6.73	7.97
Net movement during the year	**(1.49)**	**(1.24)**

Angel Broking Limited

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**

Angel Broking Limited

Annexure XV - Restated Consolidated Statement of Fixed Assets

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**	**143.49**	**14.20**	**1.49**	**156.20**	**47.39**

XV-3 Capital work in progress

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Capital work in progress (excluding capital advances)	-	12.64
TOTAL	**-**	**12.64**

XV-4 Intangible assets under development

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
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 year ended March 31, 2017 and March 31, 2016.

XV-6 Includes value of shares in the co-operative society, aggregating to ₹ 500/- (PY 16-17 & PY 15-16) registered in the name of the company.

XV-7 Includes asset given on operating lease

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Gross Value	10.66	10.66
Written Down Value	8.50	9.16

XV-8 Depreciation and amortisation

₹ in million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Depreciation		
- On property plant and equipments	101.97	103.60
- On intangible assets	20.90	14.20
TOTAL	**122.87**	**117.80**

Angel Broking Limited

Annexure XVI-Restated Consolidated Statement of Non Current Investments

₹ in million

Particulars		**As at March 31, 2017**	**As at March 31, 2016**
Quoted (at cost, trade):			
Equity shares in BSE Ltd of ₹ 2/- each	Amount in ₹ million	0.00	-
	Quantity (Nos)	11,400	-
	Face Value (₹)	2	-
Unquoted: (at cost, other than trade)			
Equity Shares in Hubtown Limited	Amount in ₹ million	0.00	0.00
(Represents ownership as a member in co-operative society)	Quantity (Nos)	1	1
	Face Value (₹)	350	350
Equity Shares in BSE Limited of ₹ 1 Each (Inclusive of Bonus Shares)	Amount in ₹ million	-	0.00
	Quantity (Nos)	-	22,802
	Face Value (₹)	-	1
		0.00	**0.00**
Total		**0.00**	**0.00**

Aggregate amount of quoted investments	0.00	-
Market value of quoted investments	11.15	-
Aggregate amount of unquoted investments	0.00	0.00

Angel Broking Limited

Annexure XVII - Restated Consolidated Statement of Long Term Loans and Advances

Long Term Loans and Advances

₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Unsecured - considered good		
Security Deposits		
-Security Deposits - Stock Exchanges	64.47	64.92
-Security Deposit - Premises	43.84	45.98
-Security Deposits - Others	18.02	18.18
Advance Payment of Taxes and Tax Deducted at Source (Net of MAT credit utilised (March 31, 2017:₹ 6.00 million) and Provision for taxation (March 31, 2017:₹ 878.75 million) (March 31, 2016:₹ 641.00 million)	52.52	32.82
Minimum Alternative Tax (MAT) Credit Entitlement	25.15	28.34
Total	**204.00**	**190.24**

Angel Broking Limited

Annexure XVIII - Restated Consolidated Statement of Other Non Current Assets

Other Non-current Assets

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Unsecured - considered good		
Long term deposits with Banks /Stock Exchanges/ Government authorities (Refer Annexure XVIII-1)	37.58	32.41
Accrued interest on fixed deposit	-	-
Total	**37.58**	**32.41**

Breakup of Deposits

₹ in million

XVIII-1

Particulars	As at March 31, 2017	As at March 31, 2016
Long Term deposits under lien with stock exchanges	36.83	32.40
Long Term deposits under lien with Other Government Authorities	0.75	0.01
Total	**37.58**	**32.41**

Angel Broking Limited

Annexure XIX-Restated Consolidated Statement of Current Investments

Current Investments

₹ in million

Particulars		As at March 31, 2017	As at March 31, 2016
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)	21,31,726.51	-
	NAV per unit	100.07	-
-ICICI Mutual Fund - Liquid plan daily dividend	Amount in ₹ million	23.38	-
	Quantity (Nos)	2,33,612.30	-
	NAV per unit	100.10	-
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	10,00,000	-
Total		**495.18**	**-**

Aggregate amount of quoted investments	258.48	-
Market value of quoted investments	260.47	-
Aggregate amount of unquoted investments	236.70	-

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	-

Inventories

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Closing Stock of Shares (Valued at lower of cost and market value) (Refer Annexure XX-1)	0.83	0.73
Closing Stock of Traded Goods (Refer Annexure XX-2)	0.25	0.15
Consumables	0.74	0.63
Total	**1.82**	**1.51**

XX-1 Details of closing stock of shares (Lower of Cost or Net Realisable Value):

₹ in million

Particulars	Face Value	As at March 31, 2017		Face Value	As at March 31, 2016	
	₹	Quantity (Nos.)	Amount	₹	Quantity (Nos.)	Amount
Schrader Duncan Limited Cost : (March 31, 2017:₹ 2.25 million) (March 31, 2016:₹ 2.25 million)	10	10,401	0.83	10	10,401	0.73
			0.83			0.73

XX-2 The closing stock of traded goods primarily consist of number of food supplements purchased and sold to the client member's of company's subsidiary.

Angel Broking Limited
Annexure XXI - Restated Consolidated Statement of Trade Receivables

Trade Receivables

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Secured, considered good		
- Outstanding for a period exceeding six months from the date they are due for payment	370.69	138.86
- Others	8,175.41	4,272.71
Unsecured, considered good		
- Outstanding for a period exceeding six months from the date they are due for payment	15.36	20.35
- Others	20.43	27.34
Total	**8,581.89**	**4,459.26**

Angel Broking Limited
Annexure XXII - Restated Consolidated Statement of Cash and Bank Balances

Cash and Bank Balances

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Cash and Cash equivalents		
Cash in hand	0.91	0.88
Balances with Banks:		
- In current accounts	1,019.86	480.62
- In Demand Deposits (less than 3 months maturity) (Refer Annexure XXII-1)	440.00	24.70
Cheques on hand	-	46.20
Other Bank Balances		
- Long term deposits with maturity more than 3 months but less than 12 months (Refer Annexure XXII-1)	4,715.06	3,823.72
Total	**6,175.83**	**4,376.12**

XXII-1 Breakup of Deposits

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Fixed Deposits under lien with Exchanges	3,922.06	2,357.80
Fixed Deposits for Bank Guarantees	393.62	573.55
Fixed deposits under lien for credit facilities with banks	289.77	746.77
	4,605.45	3,678.12
Fixed Deposits free from charges	109.62	145.60
Total	**4,715.07**	**3,823.72**

Angel Broking Limited

Annexure XXIII - Restated Consolidated Statement of Short Term Loans and Advances

Short Term Loans and Advances

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
As per NBFC Guidelines (Refer Annexure XXIII-1)		
- Inter- corporate loan	0.04	0.75
To Others	1,007.60	839.03
Unsecured, considered good		
Loans and advances recoverable in cash or in kind:		
- Advance to Employees (Refer Annexure XXX-2)	2.62	1.17
- Prepaid Expenses	39.77	20.92
- Balances with Service Tax Authorities	29.07	47.15
- Balances with Sales Tax Authorities	0.05	-
- Service tax unclaimed	-	6.75
- Others	50.10	35.72
Total	**1,129.25**	**951.49**

XXIII-1 Loans and advances as per NBFC Guidelines :

₹ in million

Sr.	Particulars	As at March 31, 2017 Short Term Loans and Advances: Loans and advances to related parties	As at March 31, 2017 Short Term Loans and Advances: Other loans and advances	Total	As at March 31, 2016 Short Term Loans and Advances: Loans and advances to related parties	As at March 31, 2016 Short Term Loans and Advances: Other loans and advances	Total
(a)	**Secured Considered good**						
	Standard Assets	0.04	987.81	987.85	0.75	812.46	813.21
	Sub Standard Assets	-	-	-	-	-	-
	Doubtful Assets	-	-	-	-	-	-
	Loss Assets	-	-	-	-	-	-
	Total	0.04	987.81	987.85	0.75	812.46	813.21
(b)	**Secured Considered doubtful**						
	Standard Assets	-	-	-	-	-	-
	Sub Standard Assets	-	7.61	7.61	-	3.60	3.60
	Doubtful Assets	-	0.04	0.04	-	0.01	0.01
	Loss Assets	-	0.01	0.01	-	0.01	0.01
	Total	-	7.66	7.66	-	3.62	3.62
(c)	**Unsecured Considered good**						
	Standard Assets	-	10.14	10.14	-	18.68	18.68
	Sub Standard Assets	-	-	-	-	-	-
	Doubtful Assets	-	-	-	-	-	-
	Loss Assets	-	-	-	-	-	-
	Total	-	10.14	10.14	-	18.68	18.68
(d)	**Unsecured Considered doubtful**						
	Standard Assets	-	-	-	-	-	-
	Sub Standard Assets	-	0.02	0.02	-	0.00	0.00
	Doubtful Assets	-	-	-	-	-	-
	Loss Assets	-	1.97	1.97	-	4.28	4.28
	Total	-	1.99	1.99	-	4.28	4.28
(e)	**Total Assets**						
	Standard Assets	0.04	997.95	997.99	0.75	831.14	831.89
	Sub Standard Assets	-	7.63	7.63	-	3.60	3.60
	Doubtful Assets	-	0.04	0.04	-	0.01	0.01
	Loss Assets	-	1.98	1.98	-	4.29	4.29
	Total	0.04	1,008.00	1,007.64	0.75	839.04	839.79

(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.

Angel Broking Limited

Annexure XXIV - Restated Consolidated Statement of Other Current Assets

Other Current Assets

₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Unsecured - considered good		
Interest accrued on Fixed Deposits with Banks	101.85	103.73
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	60.13	33.13
Long term deposits against arbitrations (*)	-	-
Less: Provision against arbitrations	-	-
Total	**168.66**	**136.86**

(*) Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration. In years of 31 March 2017, 31 March 2016 such amount withheld by stock exchanges have been charged to statement of profit and account.

Angel Broking Limited

Annexure XXV - Restated Consolidated Statement of Revenue from Operation

Revenue from Operations

₹ in million

Particulars		For the year ended March 31, 2017	For the year ended March 31, 2016
Revenue:			
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
Income from Software Consultancy Charges		-	3.47
	(A)	**3,999.35**	**3,542.29**
Income from Other Operating Activities:			
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
	(B)	**1,307.34**	**864.28**
Profit / (loss) on sale of shares	**(C)**	**0.10**	**0.04**
Total	**(A) + (B) + (C)**	**5,306.79**	**4,406.61**

Angel Broking Limited
Annexure XXVI-Restated Consolidated Statement of Other Income

Other Income

₹ in million

Particulars	Nature (Recurring/ Non - recurring)	For the year ended	
		March 31, 2017	March 31, 2016
Other Income:			
Dividend income on :			
-Long term Investments	Recurring	0.07	0.19
-Current investments	Recurring	7.91	7.41
Interest income on :			
-Fixed deposits with banks	Recurring	79.64	27.07
-Fixed deposits with banks free of charge	Non-recurring	3.53	-
-Bonds	Non-recurring	0.56	-
Lease income from Director (Refer annexure XXX)	Recurring	0.63	0.63
Bad debts recovered	Recurring	19.36	11.05
Profit on sale of fixed asset	Non-recurring	0.83	-
Income from co-branding	Recurring	2.50	1.87
Business support services	Non-recurring	0.20	2.10
Write back of provision on non performing asset	Non-recurring	1.90	-
Write back of provision on Contingent provision against standard assets	Non-recurring	-	2.19
Interest on income tax refund	Non-recurring	0.02	67.71
Miscellaneous Income	Recurring	36.76	28.36
Total		**153.91**	**148.58**

All items of other income are from normal business activities.

Angel Broking Limited

Annexure XXVII - Restated Consolidated Statement of Employee Benefits Expense

Employee Benefits Expense

₹ in million

Particulars	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
Salaries, Allowances and Bonus	1,123.91	961.63
Contribution to Employees' Provident and other funds	61.72	53.24
Gratuity (Refer Annexure XXXI-1)	14.60	10.75
Compensated Absences	8.53	5.13
Training and Recruitment Expenses	19.35	1.86
Staff Welfare Expenses	0.54	0.54
Total	**1,228.65**	**1,033.15**

Angel Broking Limited

Annexure XXVIII - Restated Consolidated Statement of Finance Costs

Finance Costs

₹ in million

Particulars	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
Interest Expenses		
- On Term Loans	0.44	21.65
- On Working Capital Loans	40.15	85.36
- On Loan against securities	86.74	10.14
- On car loan	2.10	0.43
- On Bank Overdraft	376.62	193.60
- Others	1.08	1.65
	507.13	**312.83**
Bank Guarantee Charges	23.89	34.57
Bank Charges	2.53	2.19
Total	**533.55**	**349.59**

Angel Broking Limited

Annexure XXIX - Restated Consolidated Statement of Other Expenses

Other Expenses

₹ in million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Sub brokerage Charges	1,769.35	1,384.22
Software License/Maintenance Expenses	154.72	119.50
Rent for premises	88.92	94.90
Rent, Rates and Taxes - Others	29.75	26.68
Advertisement and Business Promotion	416.78	279.78
- Less: Recoveries from subsidiary	-	(16.88)
Insurance Expenses	9.45	4.53
Communication Expenses	84.64	85.83
Conveyance & Travelling Expenses	55.70	58.53
Printing and Stationary	63.73	63.26
Electricity	56.26	65.45
Legal and Professional Fees	115.13	122.93
- Less: Recoveries from subsidiary	-	(23.40)
Administrative support services	30.43	33.16
Directors Sitting fees	-	0.50
Corporate social responsibility expenses (Refer Annexure XXXI-6)	9.07	8.51
Loss on account of Error Trades (net)	9.22	12.36
Loss on Sale of Fixed Assets (Net)	-	3.93
Bad Debts written off	38.95	52.45
Loss assets written off	3.19	0.95
Contingent Provisions against Standard Assets	0.42	-
Membership and Subscription	2.82	1.72
Repairs and Maintenance:		
- Buildings	9.52	11.36
- Others	18.15	21.59
Auditors' Remuneration (Refer Annexure XXIX-1)	4.59	4.55
Fixed Assets Written Off	0.72	3.48
Demat Charges	32.89	35.11
Security and Housekeeping Charges	6.90	8.02
Office Expenses	31.02	25.87
Cenvat credit written off	1.91	-
Miscellaneous Expenses	31.90	35.97
Total	**3,076.13**	**2,524.86**

XXIX-1 Auditors' Remuneration

₹ in million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Statutory Audit Fees	4.24	4.24
Out of Pocket Expenses	0.14	0.11
Other Certification Fees	0.21	0.21
Total	**4.59**	**4.55**

Angel Broking Limited
Annexure XXX - Restated Consolidated Statement of Related Party Transaction

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 year	
Individuals owning directly or indirectly interest in voting power that gives them prime control or significant influence	Mr. Dinesh Thakkar - Managing Director
	Mr. Lalit Thakkar - Director (Till May 11, 2018)
-relatives of above individuals	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	Vinay Agrawal
-relatives of key management personnel	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

Angel Broking Limited

Annexure XXX - Restated Consolidated Statement of Related Party Transaction

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	
		Mar 31, 2017	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
Interest Received	Nirwan Monetary Service Private Limited	-	-	0.06	0.01	-	-	0.06	0.01
	Total	**-**	**-**	**0.06**	**0.01**	**-**	**-**	**0.06**	**0.01**
Interest on Delayed payment	Nirwan Monetary Service Private Limited	-	-	0.01	0.01	-	-	0.01	0.01
	Total	**-**	**-**	**0.01**	**0.01**	**-**	**-**	**0.01**	**0.01**
Loans Given	Nirwan Monetary Service Private Limited	-	-	34.13	11.10	-	-	34.13	11.10
	Total	**-**	**-**	**34.13**	**11.10**	**-**	**-**	**34.13**	**11.10**
Loan Taken / Repayment of Loan Given	Nirwan Monetary Service Private Limited	-	-	34.09	10.35	-	-	34.09	10.35
	Dinesh Thakkar	-	-	-	-	-	24.00	-	24.00
	Lalit Thakkar	-	-	-	-	-	8.50	-	8.50
	Total	**-**	**-**	**34.09**	**10.35**	**-**	**32.50**	**34.09**	**42.85**
Remuneration Paid	Ashok Thakkar	-	-	-	-	3.60	3.60	3.60	3.60
	Dinesh Thakkar	-	-	-	-	14.35	19.30	14.35	19.30
	Lalit Thakkar	-	-	-	-	8.00	8.00	8.00	8.00
	Vijay Thakkar	-	-	-	-	2.50	2.27	2.50	2.27
	Vinay Agrawal	15.80	13.74	-	-	-	-	15.80	13.74
	Total	**15.80**	**13.74**	**-**	**-**	**28.45**	**33.17**	**44.25**	**46.92**
Professional Fees Paid	Sunita Magnani	-	-	-	-	2.76	2.75	2.76	2.75
	Total	**-**	**-**	**-**	**-**	**2.76**	**2.75**	**2.76**	**2.75**
Dividend paid	Dinesh Thakkar	-	-	-	-	22.81	18.78	22.81	18.78
	Vinay Agrawal	0.06	0.05	-	-	-	-	0.06	0.05
	Lalit Thakkar	-	-	-	-	12.32	-	12.32	-
	Dinesh Thakkar HUF	-	-	-	-	0.84	-	0.84	-
	Kanta Thakkar	-	-	-	-	0.01	-	0.01	-
	Ashok Thakkar	-	-	-	-	4.35	-	4.35	-
	Deepak Thakkar	-	-	-	-	4.79	-	4.79	-
	Sunita Magnani	-	-	-	-	1.02	-	1.02	-
	Total	**0.06**	**0.05**	**-**	**-**	**46.14**	**18.78**	**46.20**	**18.83**
Rent Received	Dinesh Thakkar	-	-	-	-	0.63	0.63	0.63	0.63
	Total	**-**	**-**	**-**	**-**	**0.63**	**0.63**	**0.63**	**0.63**

Angel Broking Limited

Annexure XXX - Restated Consolidated Statement of Related Party Transaction

₹ 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	
		Mar 31, 2017	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016	Mar 31, 2017	Mar 31, 2016
Income from broking	Juhi Agrawal	0.01	-	-	-	-	-	0.01	-
	Vinay Agrawal	0.00	-	-	-	-	-	0.00	-
	Anuradha Thakkar	-	-	-	-	0.01	-	0.01	-
	Ashok Thakkar	-	-	-	-	0.09	-	0.09	-
	Deepak Thakkar	-	-	-	-	0.14	-	0.14	-
	Rahul Thakkar	-	-	-	-	0.00	-	0.00	-
	Total	**0.01**	**-**	**-**	**-**	**0.24**	**-**	**0.25**	**-**
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	-	-	-	-	0.22	0.13	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	**-**	**-**	**-**	**-**	**0.31**	**0.23**	**0.31**	**0.23**
Sales (resale)	Dinesh Thakkar	-	-	-	-	-	0.02	-	0.02
Income from cafeteria	Dinesh Thakkar	-	-	-	-	0.05	0.06	0.05	0.06
	Vijay Thakkar	-	-	-	-	0.01	-	0.01	-
	Total	**-**	**-**	**-**	**-**	**0.06**	**0.08**	**0.06**	**0.08**
Closing balances		**Mar 31, 2017**	**Mar 31, 2016**	**Mar 31, 2017**	**Mar 31, 2016**	**Mar 31, 2017**	**Mar 31, 2016**	**Mar 31, 2017**	**Mar 31, 2016**
Loan from Director's	Dinesh Thakkar	-	-	-	-	24.00	24.00	24.00	24.00
	Lalit Thakkar	-	-	-	-	8.50	8.50	8.50	8.50
	Total	**-**	**-**	**-**	**-**	**32.50**	**32.50**	**32.50**	**32.50**
Long-term loans and advances	Dinesh Thakkar (Refer annexure XVII)	-	-	-	-	7.50	7.50	7.50	7.50
	Total	**-**	**-**	**-**	**-**	**7.50**	**7.50**	**7.50**	**7.50**
Short term loans and advances	Nirwan Monetary Service Private Limited	-	-	0.04	0.75	-	-	0.04	0.75
	Total	**-**	**-**	**0.04**	**0.75**	**-**	**-**	**0.04**	**0.75**

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	Year ended March 31, 2017	Year ended March 31, 2016
Discount Rate	6.65%	7.29% - 7.72%
Salary Escalation	3.00%	3.00%
Employee turnover	Refer XXXI-1.1	Refer XXXI-1.1
Changes in present value of defined benefit obligations are as follows :		
Opening Defined Benefit Obligation	21.06	17.02
Interest Cost	1.72	1.36
Current Service Cost	4.70	1.95
Past service cost	-	-
Benefit Paid	(8.44)	(6.70)
Acquisition/Business combination/Divestiture	-	-
Actuarial Loss/(Gain) on Obligations	7.90	7.43
Closing defined benefit obligation	26.95	21.06
Amounts to be recognised in the balance sheet		
Liability at the end of the year	26.95	21.06
Difference	26.95	21.06
Amount of Liability Recognised in the Balance Sheet	26.95	21.06
Net employee benefit expense recognised in the employee cost		
Current Service Cost	4.70	1.95
Interest Cost	1.72	1.36
Past Service Cost	-	-
Net Actuarial Loss/(Gain) on Obligations	7.90	7.43
Expenses Recognised in the Statement of Profit and Loss	14.32	10.74
Movement in the liability recognised in balance sheet		
Opening Net Liability	21.06	17.02
Expense as above	14.32	10.74
Acquisition/Business combination/Divestiture	-	-
Benefits paid	(8.44)	(6.70)
Amount Recognised in Balance Sheet	26.95	21.06
Classification		
- Current	1.14	0.83
- Non-current	25.81	20.23

Particulars	March 31, 2017	March 31, 2016
Defined benefit obligation	26.95	21.06
Surplus / (deficit)	(26.95)	(21.06)
Experience adjustments on plan liabilities	5.77	(4.45)

XXXI-1.1 Employee turnover data is not available for the financial year 2015-16 & 2016-17 and same was also not provided in audited financials for the respective years.

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 susidiary 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 March 31, 2017 required to be disclosed is ₹ Nil (March 31, 2016: ₹ 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 120 months. Rent amounting ₹ 96.38 millions and ₹ 97.04 millions has been debited to the statement of profit and loss during the year March 31, 2017 and March 31, 2016 respectively.

XXXI-3.3 With respect to non-cancellable operating leases, the future minimum lease payments are as follows:

₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Not later than one year	71.67	86.81
Later that one year and not later that five years	178.13	213.90
Later than five years	24.44	26.68

Initial direct costs are charged to the Consolidated Statement of Profit and Loss.

XXXI-4 Earning Per Equity Share

₹ in million

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Weighted Average number of Equity Shares:		
- For Basic EPS (Nos.)	7,18,20,875	7,18,20,875
- For Diluted EPS (Nos.)	7,18,20,875	7,18,20,875
Net Profit as restated for the year from continuing operations	330.15	328.82
Earnings Per Equity Share: (in ₹)		
- Basic	4.60	4.58
- Diluted	4.60	4.58
Net Loss as restated for the year from discontinuing operations	(20.01)	(11.57)
Earnings Per Equity Share: (in ₹)		
- Basic	(0.28)	(0.16)
- Diluted	(0.28)	(0.16)
Net Profit as restated for the year from total operations	310.14	317.25
Earnings Per Equity Share: (in ₹)		
- Basic	4.32	4.42
- Diluted	4.32	4.42

XXXI-5 Contingent Liabilities

₹ in million

	Particulars	As at March 31, 2017	As at March 31, 2016
(a)	**Guarantees:**		
	Bank guarantees with Exchanges as Margin/Government authorities	510.00	1,143.09
(b)	**Others:**		
	Claims against the Company not acknowledged at debts	79.16	35.93
	Disputed Income Tax Demands not provided for (Refer XXXI-5.1)	233.34	268.07
	Includes ₹ 0.40 million for March 31, 2017, ₹ 10.25 million for March 31, 2016 Paid under protest		
	TOTAL	**822.50**	**1,447.09**

XXXI-5.1 Above disputed income tax demands not provided for includes:

₹ 6.95 million on account of disallowance made as deemed dividend for Assessment Year 2005-06, considered by ITAT in favour of the Company. However, 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. No further communication is received by the company;

₹ 87.93 million on account of disallowance made as deemed dividend for Assessment Year 2008-09, considered by ITAT in favour of the Company. However, 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 Hon'ble Commissioner of Income Tax - Appeals;

₹ 0.29 million on account of penalty levied by Assessing officer for A.Y. 2009-10. Company's appeal is pending before Hon'ble Commissioner of Income Tax - Appeals for further adjudication; and

₹ 1.96 million on account of disallowance made by Assessing officer for A.Y. 2010-11 for cost allocation made by group company. On further appeal by company CIT(A) passed order in favour of company, Department filed an appeal before ITAT, Mumbai.

Above disputed income tax demands not provided for does not includes :

₹ 127.90 million - on account of disallowance made as speculation loss and deemed dividend for Assessment Year 2009-10 and ₹ 57.88 million for Assessment Year 2010-11 on account of disallowance made as deemed dividend. CIT(A) deleted the additions made by AO in both the Assessment Years. However, department had filed an appeal before ITAT, Mumbai and same was rejected by the ITAT, Mumbai vide order dated December 13,2017. However, no communication in relation to the appeal by department against ITAT, Mumbai order is received till now. Time limit for filing an appeal is still available with department;

₹ 0.40 million being penalty levied by Assessing officer for A.Y. 2009-10 and further held against company by CIT(A). Company filed an appeal before ITAT, Mumbai against the said order. ITAT vide order dated February 28,2018 passed order in favour of the company. Also, due to amount involved it is not possible for department to further appeal against said order.

Above disputed income tax demands does not include interest u/s 234B and u/s 234C 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 adversed effect on the company's financial position and result of operations.

XXXI-6 Corporate social responsibility (CSR) expenses

₹ in million

		As at March 31, 2017	As at March 31, 2016
a.	Gross amount required to be spent by the Company	9.07	8.50
b.	Amount spent		
	In Cash		
	(i) Construction / acquisition of any asset	-	-
	(ii) On purpose of other than (i) above	9.07	8.50

XXXI-7 Expenditure in foreign currency

₹ in million

Particulars	As at March 31, 2017	As at March 31, 2016
Directors Sitting Fees	-	0.50
Other expenses	24.15	12.66
Total	**24.15**	**13.16**

XXXI-8 Disclosures relating to Specified Bank Notes* (SBNs) held and transacted during the period from November 8, 2016 to December 30, 2016.

₹ in million

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-8.1 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-9 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)

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	
	March 31,2017	March 31,2016	March 31,2017	March 31,2016	March 31,2017	March 31,2016	March 31,2017	March 31,2016	March 31,2017	March 31,2016
Segment Revenue										
External Revenue	5,194.85	4,245.73	265.79	241.32	62.47	67.52	0.02	67.70	5,523.12	4,622.26
Inter - Segment Revenue	(39.33)	(38.97)	42.84	40.02	(3.51)	(1.05)	-	-	-	-
Total Revenue	5,155.52	4,206.76	308.63	281.34	58.96	66.47	0.02	67.70	5,523.12	4,622.26
Segment Results										
Segment Results	300.66	352.84	205.86	111.34	(27.47)	(12.40)	0.02	67.70	479.07	519.49
Profit before tax	300.66	352.84	205.86	111.34	(27.47)	(12.40)	0.02	67.70	479.07	519.49
Income taxes (Current and Deferred tax)									168.93	202.24
Profit after tax									310.14	317.25
Other Information										
Segment Assets	16,329.97	10,019.49	1,404.23	1,086.01	187.10	183.85	106.78	99.46	18,028.08	11,388.81
Segment Liabilities	13,397.61	7,294.06	597.12	285.51	134.16	106.48	4.83	9.72	14,133.73	7,695.78
Capital Expenditure (including capital work-in-progress)	106.39	134.77	-	-	15.96	34.31	-	-	122.35	169.08
Segment Depreciation and Amortization	116.30	111.62	6.57	6.18	12.35	12.34	-	-	135.22	130.15
Segment non-cash expense other than Depreciation	66.31	74.34	2.11	2.35	0.23	0.17	-	-	68.64	76.86

Angel Broking Limited

Annexure XXXI-10 : Note on Discontinuing Operations

The current economic environment on account of COVID 19 posed significant challenges to the Gym and Healthcare business. After evaluating various options relating to sustainability of this business, Management of Company had decided to discontinue this business in their board meeting dated 23rd June, 2020.

a. Financial Performance : ₹ in million

Particulars	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
Revenue		
Revenue from operations	61.06	65.81
Other income	3.73	4.43
Total Revenue (A)	**64.79**	**70.24**
Expenses		
Changes in inventories of stock in trade	(0.10)	0.04
Employee benefits expense	20.21	22.12
Finance costs	5.74	7.03
Depreciation and amortisation expenses	12.35	12.34
Other expenses	47.03	39.00
Total Expenses (B)	**85.23**	**80.53**
Profit/ (Loss) before tax and before extraordinary item	**(20.44)**	**(10.29)**
Extraordinary item	-	-
Profit / (Loss) before tax and material adjustments (C=A-B)	**(20.44)**	**(10.29)**
Tax expense		
- Current tax	-	-
- Deferred tax charge/(credit)	(0.43)	1.28
- Taxes for earlier years	-	0.00
Total Tax expense (D)	**(0.43)**	**1.28**
Loss as restated from discontinuing operations (C-D)	**(20.01)**	**(11.57)**

b. Cash Flow Statement : ₹ in million

Particulars	For the Year Ended March 31, 2017	For the Year Ended March 31, 2016
Net cash generated from operating activities	32.17	17.19
Net cash used in investing activities	(15.88)	(34.31)
Net cash (used in) / generated from investing activities	(16.67)	16.90

XXXI-11 Details of additional information required as per Schedule III of the Companies Act, 2013 for Consolidated Financial Statements.

₹ in million

Sr no	Name of the entity in the Group	Net Assets, i.e total assets minus total liabilities as on March 31,2017		Net Assets, i.e total assets minus total liabilities as on March 31,2016		Share in profit or Loss (*) for the year ended March 31,2017		Share in profit or Loss (*) for the year ended March 31,2016	
		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
	Parent								
	Angel Broking Limited	80%	3102.13	82%	3003.97	42%	132.12	70%	222.60
	Subsidiaries								
	Indian								
1	Angel Commodities broking Private Limited	15%	603.14	15%	541.26	42%	130.40	26%	80.08
2	Angel Financial Advisors Private Limited	1%	22.22	0%	9.43	5%	14.89	7%	20.52
3	Angel Fincap Private Limited	5%	181.54	4%	133.56	18%	55.32	0%	1.11
4	Angel Securities Limited	1%	49.89	1%	48.03	1%	3.26	1%	4.52
5	Angel Wellness Private Limited	-2%	(80.66)	-2%	(57.13)	-6%	(20.02)	-4%	(12.62)
6	Mimansa Software System Private Limited	0%	16.08	0%	13.91	-2%	(5.82)	0%	1.03
	Total	**100%**	**3,894.34**	**100%**	**3,693.03**	**100%**	**310.15**	**100%**	**317.24**

(*) Profit or Loss after tax expenses

The accompanying annexures are an integral part of restated financial information

For S. R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

per Viren H. Mehta
Partner
Membership No. 048749

Place : Mumbai
Date : 07 August 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
DIN : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No. ACS 22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August 2020

Angel Broking Limited

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 March 31, 2017	As at March 31, 2016
1st	Interim Dividend Paid	48.84	40.22
	Corporate Tax Paid on Interim Dividend (refer XXXII-2)	9.94	3.11
	Dates of Declaration	14-Sep-2016	22-Sep-2015
	Rate per equity share (₹)	3.40	2.80
2nd	Interim Dividend Paid	48.84	40.22
	Corporate Tax Paid on Interim Dividend (refer XXXII-2)	1.21	8.18
	Dates of Declaration	22-Feb-2017	21-Mar-2016
	Rate per equity share (₹)	3.40	2.80
	Total Interim Dividend Paid	97.68	80.44
	Total Corporate Tax Paid on Interim Dividend (refer XXXII-2)	11.15	11.29

XXXII-2 Dividend distribution tax is computed after considering credit available as per Section 115 O of the Income Tax Act,1961.

Angel Broking Limited

Annexure XXXIII-Restated Consolidated Statement of Accounting Ratios

Sr. No.	Particulars	For the year ended	
		March 31, 2017	**March 31, 2016**
1	Restated Profit / (Loss) after Tax (₹ in millions)	310.14	317.25
2	Net Profit / (Loss) available to Equity Shareholders (₹ in millions)	310.14	317.25
3	Weighted average number of Equity Shares outstanding during the year (Refer Note 1 below)	7,18,20,875	7,18,20,875
4	Number of Equity Shares outstanding at the end of the year (Refer Note 2 below)	7,18,20,875	7,18,20,875
5	Net Worth for Equity Shareholders (₹ in millions)	3,894.34	3,693.03
6	Accounting Ratios:		
	Basic & Diluted Earnings / (Loss) per Share (₹) (2)/(3)	4.32	4.42
	Return on Net Worth for Equity Shareholders(2)/(5)	7.96%	8.59%
	Net Asset Value Per Share (₹) (5)/(4)	54.22	51.42

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 year.

2 Net worth for ratios mentioned 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.

S.R. BATLIBOI & CO. LLP
Chartered Accountants

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Independent Auditors' Examination Report on the restated standalone summary statements of assets and liabilities as at June 30, 2020, March 31, 2020, 2019 and 2018, restated standalone summary statement of profits and losses (including other comprehensive income), restated standalone summary statement of cash flows and changes in equity for the three months period ended June 30, 2020 and for each of the years ended March 31, 2020, 2019 and 2018, summary statement of significant accounting policies and other explanatory information of Angel Broking Limited (collectively, the "Restated Ind-AS Standalone Summary Statements")

To
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 Ind-AS Standalone Summary Statements of Angel Broking Limited (the "Company") annexed to this Report and prepared by the Company for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus (collectively referred as "Offer Documents") in connection with its proposed Initial Public Offer ("IPO"). The Restated Ind-AS Standalone Summary Statements, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

   a) 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 Ind-AS Standalone Summary Statements

2. The preparation of Restated Ind-AS Standalone Summary Statements, which are to be included in the Offer Documents 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 Ind-AS Standalone Summary Statements. The Management is also responsible for identifying and ensuring that the Company complies with, provisions of the Act, the ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Auditors Responsibility

3. We have examined such Restated Ind-AS Standalone Summary Statements 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 Ind-AS Standalone Summary Statements, proposed to be included in the Offer Documents of the Company in connection with the Company's proposed IPO;

   b) 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 your 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, as may be decided by the Board of Directors of the Company.

Restated Ind-AS Standalone Summary Statements as per audited financial statements

5. The Restated Ind-AS Standalone Summary Statements have been compiled by the management of the Company from:

   a) Audited standalone financial statements of the Company as at and for the period ended June 30, 2020, which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 07, 2020.

   b) Audited standalone financial statements of the Company as at and for the year ended March 31, 2020, which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on May 14, 2020.

   c) Audited standalone financial statements of the Company as at and for the year ended March 31, 2019, which were prepared in accordance with accounting principles generally accepted in India ("Indian GAAP") at the relevant time which have been approved by the Board of Directors at their meeting held on May 22, 2019. The management of the Company has adjusted financial information for the year ended March 31, 2019 included in such Indian GAAP financial statements using recognition and measurement principles of Ind AS and has included such adjusted financial information as comparative financial information in the financial statements for the year ended March 31, 2020 as referred to in para 5(b) above; and

   d) Audited standalone financial statements of the Company as at and for the year ended March 31, 2018, which were prepared in accordance with Indian GAAP at the relevant time which have been approved by the Board of Directors at their meeting held on May 20, 2018. The proforma standalone summary statements for the year ended March 31, 2018 have been prepared by the management from the audited standalone financial statements for the year ended March 31, 2018 prepared under Indian GAAP and have been adjusted as described in Annexure VII to the Restated Ind-AS Standalone Summary Statements to make them compliant with recognition and measurement under Ind AS.

6. For the purpose of our examination, we have relied on, Auditors' reports issued by us, dated August 07, 2020, May 14, 2020, May 22, 2019 and May 20, 2018 on the standalone financial statements of the Company as at and for each the period/years ended June 30, 2020, March 31, 2020, March 31, 2019 and March 31, 2018 as referred in Paragraph 5 (a), (b), (c) and (d) above.

7. Based on our examination, in accordance with the requirements of Section 26 of Part I of Chapter III of the Act, the ICDR Regulations, the Guidance Note, we report that the following summarised financial information of the Company is contained in Restated Ind-AS Standalone Summary Statements, which as stated in the Annexure VI to this report, have been arrived after making adjustments and regrouping/reclassifications, as in our opinion, were appropriate and more fully described in Annexure VI - Restated Statement on Adjustments to Audited Standalone Financial Statements:

   a. The Restated Ind-AS Standalone Summary Statement of Assets and Liabilities of the Company as at June 30, 2020, March 31, 2020, 2019 and 2018, as set out in Annexure I to this report

   b. The Restated Ind-AS Standalone Summary Statement of Profit and Losses of the Company for the three months period ended June 30, 2020 and each of the years ended March 31, 2020, 2019 and 2018, as set out in Annexure II to this report

   c. The Restated Ind-AS Standalone Summary Statement of Cash Flows of the Company for the three months period ended June 30, 2020 and for each of the years ended March 31, 2020, 2019 and 2018, as set out in Annexure III to this report;

   d. The Restated Ind-AS Standalone Statement of Changes in Equity of the Company for the three months period ended June 30, 2020 and each of the years ended March 31, 2020, 2019 and 2018, as set out in Annexure IV to this report

   e. Based on the above and according to the information and explanations given to us, we further report that:

      i) Restated Ind-AS Standalone Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in the respective financial years, to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

ii) Restated Ind-AS Standalone Summary Statements have been prepared after incorporating proforma adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2018 as described in Annexure VII to the Restated Ind-AS Standalone Summary Statements;

iii) Restated Ind-AS Standalone Summary Statements have been made after incorporating adjustments and regroupings for the material amounts in the respective financial years to which they relate;

iv) Restated Ind-AS Standalone Summary Statements do not contain any extra-ordinary items that need to be disclosed separately in the Restated Ind-AS Standalone Summary Statements and do not contain any qualification requiring adjustments;

v) There are no qualifications in the auditors' reports on the audited standalone financial statements of the Company as at June 30, 2020, March 31, 2020, 2019 and 2018 and for three months period ended June 30, 2020 and each of the years ended March 31, 2020, 2019 and 2018 which require any adjustments to the Restated Ind-AS Standalone Summary Statements; and

vi) Other audit qualifications included in the Annexure to the auditors' report issued under Companies (Auditor Report) Order 2016, on the financial statements for each of the years ended March 31, 2020, 2019 and 2018, which do not require any corrective adjustment to the Restated Ind-AS Standalone Summary Statements, are as follows:

A. For the year ended March 31, 2020

Clause VII(b)

According to the information and explanations given to us, undisputed dues in respect of provident fund, employees' state insurance, income-tax, goods and service tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Statement of Arrears of Statutory Dues Outstanding for More than Six Months

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Due Date	Date of Payment
Stamp Act	Stamp Duty on transfer of shares	56,159,651	2011-2019	Various	Unpaid as at March 31, 2020

As informed, the provisions of sales 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	66,47,348	AY 2005-06	Honorable High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	8,79,32,130	AY 2008-09	Honorable High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	36,24,780	AY 2012-13	CIT (Appeals)
Income Tax Act, 1961	Income Tax Demand	93,908,220	AY 2009-10	Honorable High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	38,501,729	AY 2010-11	Honorable High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	15,397,283	AY 2010-11	Honorable High Court, Mumbai

As informed, the provisions of sales tax, wealth tax, value added tax, excise duty and customs duty are currently not applicable to the Company.

B. For the year ended March 31, 2019

Clause VII(a)
Undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been 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	66,47,348	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	ITAT
Income Tax Act, 1961	Income Tax Demand	75,29,396	AY 2012-13	CIT (Appeals)
Income Tax Act, 1961	Income Tax Demand	93,908,220	AY 2009-10	High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	38,501,729	AY 2010-11	High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	15,397,283	AY 2010-11	High Court, Mumbai

As informed, the provisions of sales tax, wealth tax, value added tax, excise duty and customs duty are currently not applicable to the Company.

C. 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 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.

8. We have not audited any financial statements of the Company as of any date or for any period subsequent to June 30, 2020. Accordingly, we express no opinion on the financial position, results of operations, cash

flows and statement of changes in equity of the Company as of any date or for any period subsequent to June 30, 2020.

Other Financial Information

9. At the Company's request, we have also examined the following Restated Ind-AS financial information proposed to be included in the Offer Documents, prepared by the management and approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for each of the period/years ended June 30, 2020, March 31, 2020, 2019 and 2018 and for three months period ended June 30, 2020 and years ended March 31, 2020, 2019 and 2018:

    i. Restated Ind-AS Standalone Statement of Cash and Cash Equivalents as enclosed in Annexure VIII;
    ii. Restated Ind-AS Standalone Statement of Bank balances other than Cash and Cash Equivalents as enclosed in Annexure IX;
    iii. Restated Ind-AS Standalone Statement of Trade Receivable as enclosed in Annexure X;
    iv. Restated Ind-AS Standalone Statement of Loans as enclosed in Annexure XI;
    v. Restated Ind-AS Standalone Statement of Investments as enclosed in Annexure XII;
    vi. Restated Ind-AS Standalone Statement of Other financial assets as enclosed in Annexure XIII;
    vii. Restated Ind-AS Standalone Statement of Tax assets (net) as enclosed in Annexure XIV;
    viii. Restated Ind-AS Standalone Statement of Deferred tax assets (net) as enclosed in Annexure XV;
    ix. Restated Ind-AS Standalone Statement of Investment Property as enclosed in Annexure XVI;
    x. Restated Ind-AS Standalone Statement of Property, Plant & Equipment and Intangibles assets under development as enclosed in Annexure XVII;
    xi. Restated Ind-AS Standalone Statement of Intangibles assets as enclosed in Annexure XVIII;
    xii. Restated Ind-AS Standalone Statement of Right of use assets as enclosed in Annexure XIX;
    xiii. Restated Ind-AS Standalone Statement of Other non-financial assets as enclosed in Annexure XX
    xiv. Restated Ind-AS Standalone Statement of Trade payable as enclosed in Annexure XXI;
    xv. Restated Ind-AS Standalone Statement of Borrowings as enclosed in Annexure XXII;
    xvi. Restated Ind-AS Standalone Statement of Other financial liabilities as enclosed in Annexure XXIII;
    xvii. Restated Ind-AS Standalone Statement of Tax liabilities as enclosed in Annexure XXIV;
    xviii. Restated Ind-AS Standalone Statement of Provisions as enclosed in Annexure XXV;
    xix. Restated Ind-AS Standalone Statement of Other non-financial liabilities as enclosed in Annexure XXVI;
    xx. Restated Ind-AS Standalone Statement of Equity Share Capital as enclosed in Annexure XXVII;
    xxi. Restated Ind-AS Standalone Statement of Other equity as enclosed in Annexure XXVIII;
    xxii. Restated Ind-AS Standalone Statement of Revenue from operations - Interest income as enclosed in Annexure XXIX;
    xxiii. Restated Ind-AS Standalone Statement of Revenue from operations - Fees and commission income as enclosed in Annexure XXX;
    xxiv. Restated Ind-AS Standalone Statement of Revenue from operations - Net gain on fair value changes as enclosed in Annexure XXXI;
    xxv. Restated Ind-AS Standalone Statement of Other income as enclosed in Annexure XXXII;
    xxvi. Restated Ind-AS Standalone Statement of Finance costs as enclosed in Annexure XXXIII;
    xxvii. Restated Ind-AS Standalone Statement of Impairment of financial instruments as enclosed in Annexure XXXIV;
    xxviii. Restated Ind-AS Standalone Statement of Employee benefits expenses as enclosed in Annexure XXXV;
    xxix. Restated Ind-AS Standalone Statement of Depreciation and amortization expense as enclosed in Annexure XXXVI;
    xxx. Restated Ind-AS Standalone Statement of Other expenses as enclosed in Annexure XXXVII;
    xxxi. Restated Ind-AS Standalone Statement of Related Party Disclosures as enclosed in Annexure XXXVIII;
    xxxii. Other Information forming part of the Standalone Restated Ind-AS Financial Statements, as enclosed in Annexure XXXIX;
    xxxiii. Restated Ind-AS Standalone Statement of Dividend as enclosed in Annexure XXXX;
    xxxiv. Restated Ind-AS Standalone Statement of Accounting Ratios as enclosed in Annexure XXXXI;

xxxv. Restated Ind-AS Standalone Statement of Capitalisation as enclosed in Annexure XXXXII;

10. According to the information and explanations given to us, in our opinion, the Restated Summary Statements and the above restated statements contained in Annexures I to XXXXII accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making adjustments and regroupings as considered appropriate and disclosed in Annexure VI 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 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 Offer Documents to be filed with the Registrar of Companies, Maharashtra at Mumbai, SEBI, National Stock Exchange of India Limited and BSE Limited, in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose.

For S. R. BATLIBOI & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No. 048749
UDIN: 20048749AAAAKL3916

Place: Mumbai
Date: August 07, 2020

Angel Broking Limited

Annexure I - Restated Standalone Statement of Assets and Liabilities

₹ in million

Particulars	Annexure	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
ASSETS					
Financial Assets					
(a) Cash and cash equivalents	VIII	4,867.82	5,899.92	4,164.31	792.68
(b) Bank Balance other than cash and cash equivalent	IX	14,302.63	7,852.00	5,317.15	8,121.72
(c) Trade Receivables	X	559.83	386.50	2,139.04	1,554.16
(d) Loans	XI	7,737.78	2,495.67	7,038.47	9,873.87
(e) Investments	XII	828.25	951.75	949.21	952.22
(f) Other financial assets	XIII	120.21	2,693.52	662.44	261.82
Non-financial Assets					
(a) Tax assets (Net)	XIV	-	38.18	47.40	11.70
(b) Deferred tax assets (Net)	XV	70.15	35.47	56.07	44.18
(c) Investment Property	XVI	33.30	1.28	1.31	1.33
(d) Property, Plant and Equipment	XVII	870.06	880.69	892.50	882.54
(e) Intangible assets under development	XVII	23.38	20.88	5.69	-
(f) Intangible assets	XVIII	42.19	47.19	65.03	87.57
(g) Right of use assets	XIX	92.03	149.34	204.98	119.03
(h) Other non-financial assets	XX	183.39	139.66	146.96	125.85
Total Assets		**29,731.02**	**21,592.05**	**21,690.56**	**22,828.67**
LIABILITIES AND EQUITY					
LIABILITIES					
Financial Liabilities					
(a)Trade Payables	XXI				
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		15,036.16	9,394.53	6,374.97	6,154.16
(b) Borrowings	XXII	6,711.87	4,877.28	8,661.90	10,776.42
(c) Other financial liabilities	XXIII	1,311.09	1,285.62	1,338.87	1,149.03
Non-Financial Liabilities					
(a) Tax liabilities (Net)	XIV	58.86	-	-	-
(a) Provisions	XXV	71.45	59.99	46.30	38.22
(b) Other non-financial liabilities	XXVI	467.19	285.97	229.58	219.33
EQUITY					
(a) Equity Share capital	XXVII	719.95	719.95	719.95	719.95
(b) Other Equity	XXVIII	5,354.45	4,968.71	4,318.99	3,771.56
Total Liabilities and Equity		**29,731.02**	**21,592.05**	**21,690.56**	**22,828.67**

Note :

The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexures V, Annexures to the Restated Standalone Financial Information appearing in Annexure VII-Annexure XXXXII and Restated Statement on Adjustments to Audited Standalone Financial Statements appearing in Annexure VI.

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

Place : Mumbai
Date : 07 August, 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August, 2020

Angel Broking Limited
Annexure II - Restated Standalone Statement of Profit & Loss

₹ in million

Particulars	Annexure	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
Revenue from operations					
(a) Interest Income	XXIX	335.91	1,489.97	1,885.48	2,194.76
(b) Fees and commission income	XXX	2,022.92	5,592.15	5,483.82	5,186.44
(c) Net gain on fair value changes	XXXI	2.08	23.06	0.33	4.14
Total Revenue from operations (I)		**2,360.91**	**7,105.18**	**7,369.63**	**7,385.34**
(d) Other Income (II)	XXXII	79.95	322.61	256.84	151.21
Total Income (I+II=III)		**2,440.86**	**7,427.79**	**7,626.47**	**7,536.55**
Expenses					
(a) Finance costs	XXXIII	85.55	488.29	662.27	894.02
(b) Fees and commission expense		764.94	2,304.40	2,419.56	2,464.03
(c) Impairment on financial instruments	XXXIV	189.77	376.10	151.52	93.41
(d) Employee benefits expenses	XXXV	356.13	1,510.01	1,513.62	1,154.78
(e) Depreciation, amortization and impairment	XXXVI	48.40	201.50	181.55	182.17
(f) Others expenses	XXXVII	484.98	1,377.84	1,509.21	1,270.08
Total Expenses (IV)		**1,929.77**	**6,258.14**	**6,437.73**	**6,058.49**
Profit before exceptional item and tax (III-IV=V)		**511.09**	**1,169.65**	**1,188.74**	**1,478.06**
Tax Expense:					
(a) Current Tax	XV	162.53	281.93	429.56	516.45
(b) Deferred Tax	XV	(33.27)	23.72	(11.79)	(38.00)
(c) Taxes for earlier years		-	(2.24)	4.03	(10.91)
Total Income tax expense (VI)		**129.26**	**303.41**	**421.80**	**467.54**
Profit for the period / year (V-VI=VII)		**381.83**	**866.24**	**766.94**	**1,010.52**
Other Comprehensive Income					
Items that will not be reclassified to profit or loss					
(a) Re-measurement gains / (losses) on defined benefit plans		(5.58)	(12.42)	(4.03)	3.75
(b) Income tax relating to above items	XV	1.40	3.13	1.41	(1.31)
Other Comprehensive Income for the period / year (VIII)		**(4.18)**	**(9.29)**	**(2.62)**	**2.44**
Total Comprehensive Income for the period / year(VII+VIII)		**377.65**	**856.95**	**764.32**	**1,012.96**
Earnings per equity share (Face value ₹ 10 each)	XXXIX-1				
Basic and Diluted EPS (₹)		5.30	12.03	10.65	14.07

Note :
The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexures V, Annexures to the Restated Standalone Financial Information appearing in Annexure VII-Annexure XXXXII and Restated Statement on Adjustments to Audited Standalone Financial Statements appearing in Annexure VI.

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

Place : Mumbai
Date : 07 August, 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August, 2020

Angel Broking Limited
Annexure III - Restated Standalone Statement of Cash Flow Statement

₹ in million

Particulars	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
A. Cash flow from operating activities				
Profit before tax	511.09	1,169.65	1,188.74	1,478.06
Adjustments for:				
Depreciation and amortisation expense	48.40	201.50	181.55	182.17
Gain on cancellation of lease	(6.09)	(5.90)	(0.12)	(6.46)
Expense on Employee Stock option scheme	6.60	17.44	13.00	-
Interest received on inter-corporate deposit	(0.01)	(7.24)	(10.29)	(6.58)
Income from leased property	(2.19)	(8.50)	(8.32)	(8.32)
Interest received on bond	-	-	-	(9.10)
Interest expense on borrowings	75.94	432.15	595.76	842.37
Impairment on investments of Angel Wellness Private Limited	125.00	-	-	-
Interest on Income tax	-	(1.67)	(1.09)	4.44
Provision of Expected Credit loss on trade receivable	2.33	0.50	6.83	9.58
Bad debt written off	187.44	375.60	144.69	83.83
Interest income on financial assets	(5.46)	(11.25)	(8.68)	(8.65)
Dividend Income on investments	-	(12.38)	-	(6.76)
Dividend Income from Subsidiaries	-	(33.00)	-	-
Loss /(Profit) on sale of property, plant and equipments	3.58	6.15	(0.09)	4.97
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(2.08)	(23.06)	(0.33)	(4.14)
Operating profit before working capital changes	**944.55**	**2,099.99**	**2,101.65**	**2,555.41**
Changes in working capital				
Increase/ (decrease) in trade payables	5,641.64	3,019.56	220.80	843.52
Increase/ (decrease) in financial liabilities	25.47	(53.24)	189.30	320.81
Increase/ (decrease) in non-financial liabilities	181.21	56.40	10.25	74.61
Increase/ (decrease) in provisions	5.88	1.26	4.05	3.61
(Increase)/ decrease in trade receivables	(361.60)	1,382.02	(731.42)	6,919.34
(Increase)/ decrease in loans	(5,237.30)	4,543.02	2,835.95	(9,871.87)
(Increase)/ decrease in other bank balances	(6,450.63)	(2,534.85)	2,804.57	(3,314.90)
(Increase)/ decrease in other financial assets	2,577.26	(2,029.15)	(404.07)	(70.01)
(Increase)/ decrease in other non-financial assets	(43.74)	7.30	(20.75)	(49.65)
Cash generated from / (used in) operations	**(2,717.26)**	**6,492.31**	**7,010.33**	**(2,589.13)**
Income tax paid	(65.50)	(268.82)	(468.20)	(473.88)
Net cash generated from / (used in) operating activities (A)	**(2,782.76)**	**6,223.49**	**6,542.13**	**(3,063.01)**
B. Cash flow from Investing activities				
Purchase of property, plant and equipment, intangible assets	(54.49)	(122.62)	(112.87)	(75.07)
Proceeds from sale of property, plant and equipment, intangible assets	0.04	1.22	1.36	1.36
Interest income on inter-corporate deposit	0.01	7.24	10.29	6.58
Income from lease property	2.19	8.50	8.32	8.32
Intercorporate Deposit given	(4.80)	-	-	-
Interest received on bonds	-	-	-	9.10
Dividend Income on investments	-	12.38	-	6.76
Dividend Income from Subsidiaries	-	33.00	-	-
Purchase of Mutual funds	(1,650.00)	(16,700.00)	-	(330.00)
Purchase of Bonds	-	-	-	(270.01)
Redemption of Bonds	-	-	-	294.22
Redemption of Mutual Funds	1,652.08	16,723.06	4.64	545.30
Net cash (used in)/generated from investing activities (B)	**(54.97)**	**(37.22)**	**(88.26)**	**196.56**
C. Cash flow from Financing activities				
Proceeds/Repayments of borrowings	1,759.18	(3,730.21)	(2,202.43)	3,595.40
Proceeds from vehicle loan	-	10.37	7.01	-
Repayment of vehicle loan	(2.52)	(8.37)	(5.85)	(5.06)
Proceeds from intercorporate deposits	419.04	-	-	-
Repayment of intercorporate deposits	(285.26)	-	-	-
Proceeds from issue of equity shares	-	-	-	10.92
Interest paid on borrowings	(75.94)	(432.15)	(595.76)	(842.37)
Interim dividend paid	-	(194.39)	(194.39)	(235.12)
Dividend Tax Paid	-	(32.82)	(39.96)	-
Repayment of lease liabilities including interest	(8.86)	(63.09)	(50.86)	(44.38)
Net cash (used in)/generated from financing activities (C)	**1,805.64**	**(4,450.66)**	**(3,082.24)**	**2,479.39**

Angel Broking Limited
Annexure III - Restated Standalone Statement of Cash Flow Statement

₹ in million

Net increase in cash and cash equivalents (A+B+C)	**(1,032.09)**	**1,735.61**	**3,371.63**	**(387.06)**
Cash and cash equivalents at the beginning of the period / year	5,899.92	4,164.31	792.68	1,179.74
Cash and cash equivalents at the end of the period / year	**4,867.83**	**5,899.92**	**4,164.31**	**792.68**
Cash and cash equivalents comprise				
Balances with banks				
On current accounts	1,105.75	3,384.02	2,896.91	529.54
Fixed Deposits with original maturity less than 3 months*	3,761.39	2,514.39	1,263.96	181.49
Cash on hand	0.30	0.40	0.46	0.40
Cheques on hand	0.39	1.11	2.98	81.25
Total cash and bank balances at end of the period / year	**4,867.83**	**5,899.92**	**4,164.31**	**792.68**

* Includes Fixed Deposits under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters amounting to ₹ NIL (31 March 2020 ₹ 1.57 millions , 31 March 2019 ₹ 501.49 millions and 31 March 2018 ₹ Nil).

Notes:
1. Restated Statement of Changes in liabilities arising from financing activities

₹ in million

	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
Opening balance	4,877.28	8,661.90	10,771.63	7,270.08
Addition during the period / year	2,178.56	80.12	152.19	64.09
Amortisation of interest and other charges on borrowings	2.85	17.25	18.29	16.78
Repayments during the period / year	(296.65)	(3,801.69)	(2,259.15)	3,545.96
Other adjustments**	(50.17)	(80.30)	(21.06)	(120.49)
Closing balance	**6,711.87**	**4,877.28**	**8,661.90**	**10,776.42**
Restated Adjustments*				(4.79)
Restated balance as at 01 April 2018				**10,771.63**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii)
** Includes adjustment on account of lease liability.
2. The above statement of cash flow has been prepared under the "Indirect method" as set out in IND AS-7 "Statement of cash flow".

Note :
The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexures V, Annexures to the Restated Standalone Financial Information appearing in Annexure VII-Annexure XXXXII and Restated Statement on Adjustments to Audited Standalone Financial Statements appearing in Annexure VI.

As per our report of even date

For and on behalf of the Board of Directors

For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

per Viren H. Mehta
Partner
Membership No : 048749

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August, 2020

Place : Mumbai
Date : 07 August, 2020

Angel Broking Limited

Annexure IV - Restated Standalone Statement of Changes in Equity

A Equity Share Capital

₹ in million

	No. of Shares	Amount
Equity Shares of ₹10 issued, subscribed and fully paid up		
Balance as at 1 April 2017	**1,43,64,175**	**143.64**
Issued during the year – Employee Share Purchase Scheme (ESPS)	1,74,128	1.74
Issued during the year – Bonus issue	5,74,56,700	574.57
Balance as at 31 March 2018	**7,19,95,003**	**719.95**
Changes in Equity Share Capital during the year	-	-
Balance as at 31 March 2019	**7,19,95,003**	**719.95**
Changes in Equity Share Capital during the year	-	-
Balance as at 31 March 2020	**7,19,95,003**	**719.95**
Changes in Equity Share Capital during the period	-	-
Balance as at 30 June 2020	**7,19,95,003**	**719.95**

B Other Equity (Refer Annexure XXVIII)

₹ in million

	Reserve & Surplus			Equity-Settled share-based payment reserve	Total
	Securities Premium Reserve	General Reserve	Retained Earnings		
Balance as at 01 April 2017	**1,542.47**	**132.88**	**1,883.76**	**-**	**3,559.11**
Profit for the year	-	-	1,010.52	-	**1,010.52**
Other Comprehensive Income for the year	-	-	2.44	-	**2.44**
Interim dividend paid	-	-	(195.35)	-	**(195.35)**
Tax on interim dividend	-	-	(39.77)	-	**(39.77)**
Premium on issue of shares under ESPS	9.18	-	-	-	**9.18**
Amount utilized towards issue of fully paid up bonus shares	(574.57)	-	-	-	**(574.57)**
Balance at 31 March 2018	**977.08**	**132.88**	**2,661.60**	**-**	**3,771.56**
Restated Adjustments*	-	-	3.15	-	3.15
Balance as at 01 April 2018	**977.08**	**132.88**	**2,664.75**	**-**	**3,774.71**
Profit for the year	-	-	766.94	-	766.94
Other comprehensive Income for the year	-	-	(2.62)	-	(2.62)
Interim Dividends paid (including dividend distribution tax)	-	-	(234.35)	-	(234.35)
Addition during the year for options granted	-	-	-	14.31	14.31
Balance as at 31 March 2019	**977.08**	**132.88**	**3,194.72**	**14.31**	**4,318.99**
Profit for the year	-	-	866.24	-	866.24
Other Comprehensive Income for the year	-	-	(9.29)	-	(9.29)
Addition during the year for options granted	-	-	-	19.98	19.98
Interim dividend paid	-	-	(227.21)	-	(227.21)
Balance as at 31 March 2020	**977.08**	**132.88**	**3,824.46**	**34.29**	**4,968.71**
Profit for the period	-	-	381.83	-	381.83
Other Comprehensive Income for the period	-	-	(4.18)	-	(4.18)
Transfer to retained earnings	-	-	0.65	(0.65)	0.00
Addition during the period for options granted	-	-	-	8.09	8.09
Balance as at 30 June 2020	**977.08**	**132.88**	**4,202.76**	**41.73**	**5,354.45**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii).

Note :

The above statement should be read with the basis of preparation and significant Accounting Policies appearing in Annexures V, Annexures to the Restated Standalone Financial Information appearing in Annexure VII-Annexure XXXXII and Restated Statement on Adjustments to Audited Standalone Financial Statements appearing in Annexure VI.

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
Chairman and Managing Director
Din : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August, 2020

Place : Mumbai
Date : 07 August, 2020

1 Corporate information

Angel Broking Limited (the 'Company') was originally incorporated on 08 August 1996, under the Companies Act, 1956. The Company has converted into public limited company w.e.f 28 June 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, providing margin trading facility, depository services and distribution of mutual funds, to its clients; and earns brokerage, fees, commission and interest income thereon. The Company has also been providing portfolio management services. It's registered office is situated at Mumbai, India. The registered office address of the company is G-1, ground floor, Akruti Trade Centre, road no.-7, MIDC, Andheri (East) Mumbai 400093.

2 Basis of Preparation and presentation and Significant accounting policy

The Restated Standalone Summary Statements of the Company comprise of the Restated Standalone Statement of Assets and Liabilities as at 30 June 2020, 31 March 2020, 31 March 2019 and 31 March 2018 (Proforma), the related Restated Standalone Summary Statements of Profit and Loss (including Other Comprehensive Income), Restated Standalone Summary Statements of Changes in Equity and the Restated Standalone Summary Statements of Cash Flows for the period ended 30 30 June 2020 and years ended 31 March 2020, 31March 2019 and 31 March 2018 (Proforma), and the Summary of Significant Accounting Policies and explanatory notes (collectively, the 'Restated Standalone Summary Statements' or 'Statements'). These Statements have been prepared by the Management for the purpose of preparation of the restated financial statements as required under the 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 for the purpose of inclusion in the Red Herring Prospectus ('RHP') in connection with its proposed initial public offering of equity shares of face value of₹10 each of the Company comprising a fresh issue of equity shares and an offer for sale of equity shares held by the selling shareholders (the "Offer"), prepared by the Company in terms of the requirements of:

(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time; and
(c) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

The Restated Standalone Summary Statements have been compiled from :
- Audited Standalone Financial statements of the Company as at and for the period ended 30 June 2020, which were prepared in accordance with principles of Indian Accounting Standard 34 'Interim Financial Reporting' ("Ind AS 34"), as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 07 August, 2020

- Audited Standalone Financial Statements of the Company as at and for the year ended 31 March 2020, which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 14 May 2020;

- Audited Standalone Financial Statements of the Company as at and for the year ended 31 March 2019, which were prepared in accordance with accounting principles generally accepted in India ("Indian GAAP") at the relevant time which have been approved by the Board of Directors at their meeting held on 22 May 2019. The Management of the Company has adjusted financial information for the year ended 31 March 2019 included in such Indian GAAP Standalone financial statements using recognition and measurement principles of Ind AS and has included such adjusted financial information as comparative financial information in the Standalone financial statements for the year ended 31 March 2020 ; and

- Audited Standalone Financial Statements of the Company as at and for the year ended 31 March 2018, which were prepared in accordance with Indian GAAP at the relevant time which have been approved by the Board of Directors at their meeting held on 11 May 2018. The proforma Standalone summary statements for the year ended 31 March 2018 have been prepared by the Management from the Audited Standalone Financial Statements for the year ended 31 March 2018 prepared under Indian GAAP and have been adjusted as described in Note II of Annexure VII to the Restated Standalone Summary Statements to make them compliant with recognition and measurement under Ind AS.

The proforma Standalone summary statements of the Company as at and for the year ended 31 March 2018, is prepared in accordance with requirements of SEBI Circular and the Guidance Note. For the purpose of Proforma FS for the year ended 31 March 2018 (Proforma) the Company has followed the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on transition date i.e. 01 April 2018. Accordingly, suitable restatement adjustments (both re-measurements and reclassifications) in the accounting heads are made to the proforma Standalone summary statements for the year ended 31 March 2018 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that used at the date of transition to Ind AS (i.e 01 April 2018). The basis of preparation for specific items where exemptions has applied are as follows:

Property Plant & Equipment, Intangible assets and Investment Property- As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP as 'deemed cost' at 01 April 2017 for all the items of property, plant & equipment. For the purpose of proforma Standalone summary statements for the year ended 31 March 2018, the Company has provided the depreciation based on the estimated useful life of respective years and as the change in estimated useful life is considered as change in estimate, accordingly there is no impact of this roll back. Similar approach has been followed with respect to intangible assets and investment property.

The difference between equity balance computed under proforma Standalone summary statements for the year ending 31 March 2018 (i.e. equity under Indian GAAP adjusted for impact of Ind AS 101 items and after considering profit or loss for the year ended 31 March 2018, with adjusted impact due to Ind-AS principles applied on proforma basis) and equity balance computed in opening Ind AS balance sheet as at transition date (i.e. 01 April 2018), prepared for filing under Companies Act, 2013. has been adjusted as a part of restated adjustments and carried forward to opening Ind AS Balance sheet as at transition date already adopted for reporting under Companies Act, 2013.

The Standalone financial statements for the year ended 31 March 2020 are the first Standalone financial statements the Company has prepared in accordance with Ind AS. The transition to Ind AS has been carried out from accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('IGAAP'), which is considered as the previous GAAP, for purposes of Ind AS 101. Refer to Notes I and II of Annexure VII to Restated Standalone Summary Statements for detailed information on how the Company transitioned to Ind AS for the years ended 31 March 2019 and 31 March 2018 respectively.
These notes provide a list of the significant accounting policies adopted in the preparation of these Restated Standalone Summary Statements. These policies have been consistently applied to all the years/ period presented, unless otherwise stated.
In accordance with ICDR regulation, the Company has availed exemption from presenting comparatives for the stub period as required under Ind AS 34
These Restated Standalone Summary Statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at period ended 30 June 2020.

The Balance Sheet, the Statement of Changes in Equity, the Statement of Profit and Loss and disclosures are presented in the format prescribed under Division III of Schedule III of the companies Act, as amended from time to time that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.
The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit- plan liabilities and share based payments being measured at fair value.
These restated financial statements are presented in Indian Rupees (INR)/(₹), which is also its functional currency and all values are rounded to the nearest million. Except when otherwise indicated.

2.1 Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs of accounting on accrual basis. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.
The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:
Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.
Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

(i) Revenue from contract with customer is recognised point in time when performance obligation is satisfied. Income from broking activities is accounted for on the trade date of transactions.

(ii) Dividend income is recognised when the right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

(iii) Depository services income are accounted as follows:
Revenue from depository services on account of annual maintenance charges have been accounted for over the period of the performance obligation.
Revenue from depository services on account of transaction charges is recognised point in time when the performance obligation is satisfied.

(iv) Portfolio Management Fees are accounted over a period of time as follows:
Performance obligations are satisfied over a period of time and portfolio management fees are recognized in accordance with the Portfolio Management Agreement entered with respective clients i.e., as per predecided percentage over the portfolio managed by company

(v) Revenue from contract with customer is recognised point in time when performance obligation is satisfied i.e., as per pre decided percentage over the portfolio managed by company. An entity shall recognise a refund liability if the entity receives consideration from a customer and expects to refund some or all of that consideration to the customer.

(vi) Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial assets through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial assets after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.
The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).

(vii) Delayed payment charges (Interest on late payments) are accounted at a point in time of default.

(viii) In respect of other heads of Income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

2.2 Property, plant and equipment

(i) Recognition and measurement

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

(ii) Subsequent expenditure

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefit associated with these will flow with the Company and the cost of the item can be measured reliably.

(iii) Depreciation, estimated useful lives and residual value

Depreciation is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used are noted in the table below:-

Asset Class	Useful life of Asset (In Years)
Buildings	60
Office equipments	5
Air Conditioner	5
Computer Equipments	3 to 6
Furniture & Fixtures	10
VSAT Equipments	5
leasehold Improvements	Amortised over the primary period of lease
Vehicles	8

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

The carrying amount of an item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the statement of Profit and Loss when the item is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

For transition to Ind AS, the Company has elected to continue with carrying value of its property, plant and equipment recognised as of 01 April 2017 measured as per the previous GAAP and use that carrying value as its deemed cost as of the date.

2.3 Investment property

Investment property is property held to earn rentals and for capital appreciation. Investment Property are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

The carrying amount of an item of property is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the statement of Profit and Loss when the item is derecognised.

For transition to Ind AS, the Company has elected to continue with carrying value of its investment property recognised as of April 1, 2017 measured as per the previous GAAP and use that carrying value as its deemed cost as of the date.

Depreciation on investment property is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used is at 60 years for investment property.

2.4 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Company. Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. The useful life of these intangible assets is estimated at 5 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.

For transition to Ind AS, the Company has elected to continue with carrying value of its intangible assets recognised as of 01 April 2017 measured as per the previous GAAP and use that carrying value as its deemed cost as of the date.

The residual values, useful lives and methods of amortisatioin are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

2.5 Financial instruments

(i) Date of recognition

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

(ii) Initial measurement

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(iii) Classification and subsequent measurement

(A) Financial assets

Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the Company classifies and measures financial assets in the following categories :

- Amortised cost
- Fair value through other comprehensive income ('FVOCI')
- Fair value through profit or loss ('FVTPL')

(a) Financial assets carried at amortised cost

A financial assets is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL :

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using effective interest rate ('EIR') method. Interest income and impairment expenses are recognised in profit or loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in profit or loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(b) Financial assets at fair value through other comprehensive income

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ('Contractual cash flows of assets collected through hold and sell model') and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ('OCI'), except interest / dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

(c) Financial assets at fair value through profit and loss

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI or either designated, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Company records investments in equity instruments and mutual funds at FVTPL.

(B) Financial liabilities and equity instrument

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(a) Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of directly attributable transaction costs.

(b) Financial liabilities

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognised at fair value and subsequently determined based on the EIR method. Interest expense is recognised in profit or loss. Any gain or loss on de-recognition of financial liabilities is also recognised in profit or loss. The company does not have any financial liability which are measured at FVTPL.

(iv) Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line or in the period the Company changes its business model for managing financial assets. Financial liabilities are not reclassified.

(v) Derecognition

(A) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The contractual rights to receive cash flows from the financial asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset and the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

If the Company neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for the amount it may have to pay

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss (except for equity instruments measured at FVOCI).

(B) Financial liabilities

A financial liability is derecongnised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

(vi) Impairment of financial assets

A) Trade receivables

The Company applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle the receivables. The Company has also computed expected credit loss due to significant delay in collection.

B) Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period / years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the period / year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the period / year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

2.6 Lease

Company as a leasee

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the company assess whether (i) the contract involves the use of an identified assets ; (ii) the company has substantially all the economic benefits from use of the assets through the period of the lease and (iii) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the company recognises a right-of-use assets (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 month or less (short term leases) and low value leases. For these short term and low value leases, the company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at inception, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

Lease liability has been included in borrowing and ROU asset has been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Company as a Lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the term of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

2.7 Cash and cash equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits are considered integral part of the Company's cash management. Outstanding bank overdrafts are not considered integral part of the Company's cash management.

2.8 Impairments of Non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset 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.

2.9 Retirement and other employee benefits

(i) Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(ii) Gratuity

Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with The Payment of Gratuity Act, 1972. The same is payable at the time of separation from the company or retirement, whichever is earlier. The benefit vest after five years of continuous service.

The company's gratuity scheme is a defined benefit plan. The company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior period. Such benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit credit Method which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(iii) Compensated absences

The employees of the Company are entitled to compensated absences as per the policy of the Company. The Company recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss.

(iv) Presentation

For the purpose of presentation of defined benefit plans and other long term employee benefits.

(v) Share based payments

Equity-settled share-based payments to employees that are granted are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the vesting conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

In respect of options granted to the employees of the subsidiary companies, the amount equal to the expense for the grant date fair value of the award is recognized as a debit to investment in subsidiary as a capital contribution and a credit to equity.

2.10 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of 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. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates. Contingent liabilities are recognised when there is possible obligation arising from past events.

2.11 Income Taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

(i) Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the period / year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period / year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if the Company has a legally enforceable right to set off the recognised amounts, and it intends to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation, supported by convincing evidence.

Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the standalone statement of profit and loss in the period of the change. The carrying amount and unrecognised deferred tax assets are reviewed at each Balance Sheet date.

Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to set-off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.12 Earning per share (basic and diluted)

The Company reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the period / year, except where the results are anti-dilutive.

2.13 Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.14 Investment in subsidiaries

Investments in subsidiaries, joint ventures and associates are recognised at cost as per Ind AS 27 except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

2.15 Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet

2.16 Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

2.17 Segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

2.18 The new and amended standards that are notified and effective, up to the date of issuance of the Company's financial statements are disclosed below:

The amendments are applicable from annual periods beginning on or after 1 April, 2020 for Ind AS 1, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 8, Ind AS 10, Ind AS 34, Ind AS 37. However, the amendments have no impact on the restated standalone statements hence not considered.

3 Critical accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the Company becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. Following are estimates and judgements that have significant impact on the carrying amount of assets and liabilities at each balance sheet:

3.1 Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI (Solely Payments of Principal and Interest) and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the standalone statement of profit and loss in the period in which they arise.

3.2 Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please refer annexure XXXIX-8

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Company can access at measurement date

3.3 Effective Interest Rate (EIR) method

The Company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the financial instruments.

This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

3.4 Provisions and other contingent liabilities

The company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the company's business.

When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

3.5 Share based payments

Estimating fair value for share based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option , volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share based payments transactions are discussed in annexure XXXIX-5.

3.6 Expected Credit loss

When determining whether the risk of default on a financial instruments has increased significantly since initial recognition, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and credit assessment and including forward looking information.

The inputs used and process followed by the company in determining the ECL have been detailed in annexure XXXIX-9

3.7 Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

3.8 Defined benefit plans

An operation is classified as discontinued operation if a component of the group that either has been disposed of, or is classified as held for sale, and
(a) represents a separate major line of business or geographical area of operations,
(b) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or
(c) is a subsidiary acquired exclusively with a view to resale.
Further, if a disposal group to be abandoned meets the discontinued operation criteria, the cash flows and results of the disposal group are presented as discontinued operations at the date on which it ceases to be used.
Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss. When an operation is classified as a discontinued operation, the comparative Statement of Profit and Loss is represented as if the operation had been discontinued from the start of the comparative period.

3.9 Leases

Ind AS 116 defines a lease term as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Company consider all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term are included in the lease term, if it is reasonably certain that the lessee will exercise the option. The Company reassess the option when significant events or changes in circumstances occur that are within the control of the lessee. The Company considers all relevant facts and circumstances while determining discount rate for lease discounting purpose.

Angel Broking Limited

Annexure VI-Restated Statement on Adjustments to Audited Standalone Financial Statements

Part A : Summarized below are the restatement adjustments made to the Audited Standalone Financial Statements for the year ended 31 March 2019 and 31 March 2018 and their impact on the profit / (loss) of the Company:

i) Reconciliation between audited profit and restated profit

₹ in million

Particulars	Notes	For the Period ended	For the Year ended		
		30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Audited total comprehensive income		377.65	856.95	786.15	1,018.51
Adjustment for conversion of financial statements from IGAAP to Ind AS	1	-	-	(21.83)	(5.55)
Restatement adjustment		-	-	-	-
Restated total comprehensive income		**377.65**	**856.95**	**764.32**	**1,012.96**

ii) Reconciliation between audited equity and restated equity

₹ in million

Particulars	Notes	As at				
		30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)	01 April 2017 (Proforma)
A. Audited equity		6,074.40	5,688.66	5,051.41	4,499.58	3,705.27
B. Adjustment for conversion of financial statements from IGAAP to Ind AS	1	-	-	(12.47)	(8.07)	(2.53)
C. Material restatement adjustments						
(i) Audit qualifications		-	-	-	-	-
(ii) Other material adjustments						
Change in accounting policies		-	-	-	-	-
Other adjustment		-	-	-	-	-
Total (C)		-	-	-	-	-
D. Total Equity as Restated Summary Statement of Assets and Liabilities (A+B+C)		**6,074.40**	**5,688.66**	**5,038.94**	**4,491.51**	**3,702.74**

Notes:

The audited financial statements of the Company as at and for the year ended 31 March 2019, 2018 and 2017 were prepared in accordance with accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended from time to time ("Indian GAAP"). The same has been converted into Ind AS to confirm with the accounting policies generally accepted in India including Indian Accounting Standards ("Ind AS") specified under section 133 of the Act, Read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. For further details, refer Note 4 (I) for Ind AS adjustments of total comprehensive income for year ending 31 March 2019 and Equity as at 31 March 2019 and Note 4 (II) for Proforma Ind AS adjustments of total comprehensive income for year ending 31 March 2018 and Equity as at 31 March 2018.

iii) The Company has applied Ind AS 116 w.e.f. April 1, 2018 for the purpose of audited financial statements and April 1, 2017 for the purpose of restated financial statements. On adoption of Ind AS 116 lease liabilities were measured as at April 1, 2017 (proforma adjustments) at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate. Hence, differences due to restatement adjustments made as at 31 March 2018 (proforma Ind AS financial statements) and as at 01 April 2018 IND AS transition date are as stated below :

₹ in million

Particulars	Annexure	31 March 2018 (Proforma)	01 April 2018 IND AS transition date	Difference	Reference
Other financial assets	XIII	261.82	262.27	(0.45)	(i)
Deferred tax assets (Net)	XV	44.18	42.87	1.31	(iv)
Right of use assets	XIX	119.03	118.44	0.59	(ii)
Other non-financial assets	XX	125.85	126.19	(0.34)	(i)
Borrowings	XXII	10,776.42	10,771.63	4.79	(ii)
Other financial liabilities	XXIII	1,149.03	1,149.56	(0.53)	(v)
Other Equity	XXVIII	3,771.56	3,774.71	(3.15)	(iii)

Other Equity Reconciliation:

₹ in million

Particulars	Amount
Other Equity as on 31 March 2018	**3,771.56**
EIR Impact of security deposit	0.10
Lease accounting impact	4.36
Deferred Tax Impact on Ind AS Adjustments	(1.31)
Other Equity as on 01 April 2018	**3,774.71**

(i) Movement in other financial assets and other non financial assets is on account of change in discount rates used for amortisation calculation while preparation of Proforma financials of 31 March 2018 and as on transition date i.e, 01 April 2018.

(ii) Movement in Right of use assets and Borrowings is on account of change in assumptions of discount rates, short term leases classifications and impact of lease equilisation reserve taken while preparation of Proforma financials of 31 March 2018 and as on transition date i.e, 01 April 2018.

(iii) Movement in Other Equity is on account of above stated change in assumptions while preparation of Proforma financials of 31 March 2018 and as on transition date i.e, 01 April 2018.

(iv) Movement in Deferred tax assets (Net) is on account of above stated change in assumptions while preparation of Proforma financials of 31 March 2018 and as on transition date i.e, 01 April 2018.

(v) Movement in Other financial liabilities is on account of above stated change in assumptions while preparation of Proforma financials of 31 March 2018 and as impact of lease equilisation reserve taken while preparation of Proforma financials of 31 March 2018 and as on transition date i.e, 01 April 2018.

Angel Broking Limited
Annexure VI (continued..)
Statement on Adjustments to Audited Financial Statements of Angel Broking Limited

Part 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 in the financial statements for the year ended March 31, 2020, March 31, 2019 and March 31, 2018 which do not require any corrective adjustments in the restated summary statements as follows :

A. For the year ended March 31, 2020
(vii) (b) Undisputed dues in respect of provident fund, employees' state insurance, income-tax, goods and service tax, cess and other statutory dues which were Statement of Arrears of Statutory Dues Outstanding for More than Six Months

Name of the Statute	Nature of the Dues	₹ in million	Period to which the amount relates	Due Date	Date of Payment
Stamp Act	Stamp Duty on transfer of shares	56.16	2011-2019	Various	Unpaid as at March 31, 2020

(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	6.65	AY 2005-06	Honourable High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	87.93	AY 2008-09	Honourable High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	3.62	AY 2012-13	CIT (Appeal)
Income Tax Act, 1961	Income Tax Demand	93.91	AY 2009-10	Honourable High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	38.50	AY 2010-11	Honourable High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	15.40	AY 2010-11	Honourable High Court, Mumbai

B. For the year ended March 31, 2019
(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, service 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.

(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	6.65	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	ITAT
Income Tax Act, 1961	Income Tax Demand	7.53	AY 2012-13	CIT (Appeal)
Income Tax Act, 1961	Income Tax Demand	93.91	AY 2009-10	High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	38.50	AY 2010-11	High Court, Mumbai
Income Tax Act, 1961	Income Tax Demand	15.40	AY 2010-11	High Court, Mumbai

C. 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)

Restated Standalone Statement of Reconciliations

I For the year ended 31 March 2019

(A) Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior years. The following tables presents the reconciliation from regrouped previous GAAP/Indian GAAP to Ind AS.

(a) Reconciliation of equity as at 31st March, 2019

₹ in million

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Financial Assets				
Cash and cash equivalents		4,164.31	-	4,164.31
Bank Balance other than cash and cash equivalent		5,317.15	-	5,317.15
Trade Receivables	(i)	2,157.36	(18.32)	2,139.04
Loans	(ii)	7,038.69	(0.22)	7,038.47
Investments	(iii), (ix)	947.90	1.31	949.21
Other Financial assets	(iv)	672.05	(9.61)	662.44
Non-financial Assets				
Tax assets (Net)		47.40	-	47.40
Deferred tax assets (Net)	(vi), (vii)	40.22	15.85	56.07
Investment Property	(viii)	-	1.31	1.31
Property, Plant and Equipment	(viii)	893.81	(1.31)	892.50
Intangible assets under development		5.69	-	5.69
Other intangible assets		65.03	-	65.03
Right to use assets	(iv),(v)	-	204.98	204.98
Other non-financial assets	(iv),(ii)	146.56	0.40	146.96
Total assets		**21,496.17**	**194.39**	**21,690.56**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Trade Payables		6,374.97	-	6,374.97
Borrowings	(v)	8,452.45	209.45	8,661.90
Other financial liabilities	(v)	1,341.47	(2.60)	1,338.87
Non-Financial Liabilities				
Provisions		46.30	-	46.30
Other non-financial liabilities		229.58	-	229.58
EQUITY				
Equity Share capital		719.95	-	719.95
Other Equity	(c)	4,331.45	(12.46)	4,318.99
Total equity and liabilities		**21,496.17**	**194.39**	**21,690.56**

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of profit or loss for the year ended 31 March 2019

₹ in million

		Reclassification	Adjustments	Ind AS
Income				
Revenue from operations	(iii)	7,373.94	(4.31)	7,369.63
Other income	(i), (ii), (iv) & (v)	248.04	8.80	256.84
Total income		**7,621.98**	**4.49**	**7,626.47**
Expenses				
Fees and commission expense		2,419.56	-	2,419.56
Employee benefits expenses	(ii), (vi) & (ix)	1,504.28	9.34	1,513.62
Finance cost	(v)	643.98	18.29	662.27
Impairment on financial instruments	(i)	144.69	6.83	151.52
Depreciation and amortisation expenses	(iv),(v)	118.52	63.03	181.55
Other expenses	(iv),(v)	1,573.52	(64.31)	1,509.21
Total expenses		**6,404.55**	**33.18**	**6,437.73**
Profit before tax		**1,217.43**	**(28.69)**	**1,188.74**
Tax expense				
Current tax		429.56	-	429.56
Deferred tax	(vi), (vii)	(2.31)	(9.48)	(11.79)
Earlier Year Tax Adjustments		4.03	-	4.03
Total income tax expense		**431.28**	**(9.48)**	**421.80**
Profit for the year		**786.15**	**(19.21)**	**766.94**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement of net defined benefit liability	(vi)	-	(4.03)	(4.03)
Income tax relating to above items	(vi)	-	1.41	1.41
Other comprehensive income for the year		**-**	**(2.62)**	**(2.62)**
Total other comprehensive income for the year		**786.15**	**(21.83)**	**764.32**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note

(c) Reconciliation of total equity

₹ in million

	Notes to first-time adoption	As at 31 March 2019
Equity Share Capital		719.95
General Reserve		132.88
Securities Premium Account		977.08
Retained Earnings		3,221.50
Shareholder's equity as per Indian GAAP audited financial statements		**5,051.41**
Adjustment		
Provision for Expected credit Loss on Trade receivables	(i)	(18.32)
EIR Impact of interest free loan to directors	(ii)	0.18
Fair Valuation of Equity Shares	(iii)	-
EIR Impact of security deposit	(iv)	(0.62)
Lease accounting impact	(v)	(13.58)
Impact of Employee stock option plan given to subsidiary employees	(ix)	1.31
Others		2.71
Deferred Tax Impact on Ind AS Adjustments	(vi), (vii)	15.85
Total Adjustment		**(12.47)**
Shareholder's equity as per Ind AS		**5,038.94**

(d) Reconciliation of total comprehensive income

₹ in million

	Notes to first-time adoption	As at 31 March 2019
Profit as per Indian GAAP		**786.15**
Adjustment		
ECL on trade receivable	(i)	(1.84)
EIR Impact of interest free loan to directors	(ii)	0.18
Fair Valuation of Equity Shares	(iii)	(4.31)
EIR Impact of security deposit	(iv)	(0.17)
Lease accounting impact	(v)	(13.58)
Re-measurement gains / (losses) on defined benefit plans reclassified to OCI	(vi)	4.03
Impact of Employee stock option plan	(ix)	(13.00)
Deferred Tax Impact on Ind AS Adjustments	(vi), (vii)	9.48
Net profit as per Ind AS		**766.94**
Other comprehensive income:		
Re-measurement gains / (losses) on defined benefit plans , net off tax	(vi)	(2.62)
Total comprehensive income as per Ind AS		**764.32**

(f) Notes to first-time adoption

(i) **Expected credit loss on Trade receivable**

In the financial statements prepared under Previous GAAP, the carrying value of trade receivable was recognised at the principal amounts receivable customer. Under Ind AS expected credit loss was provided for loss in time value of money and also assessed for forward-looking basis. The difference between gross trade receivable less present value of gross trade receivable amounted ₹ 18.32 million as at 31 March 2019 is recognised as expected credit loss provision. The discounted trade receivable are carried at amortised cost subsequently with interest income recognised in profit or loss. During the year ended 31 March 2019 there is net expense of ₹ 1.84 million recognised in profit or loss by a way of additional provision of ₹ 6.83 million and recognition of interest income amounting to ₹ 4.98 million.

(ii) **EIR Impact of interest free loan to directors**

Under Previous GAAP, the carrying value of Interest free loan to director was recognised at the principal amount receivable. Under Ind AS, interest free loan being a financial asset is required to be recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. The difference between fair value of loan and the carrying value of loan is recognised as prepaid employee cost which is disclosed under "Other non-financial assets". Accordingly, loan to employee is credited and prepaid expense is debited. Total comprehensive income has increased by ₹ 0.18 million due to interest income on amortised loan by ₹ 0.55 million and offset by employee benefits expense by ₹ 0.37 million.

(iii) **Fair Valuation of Equity Shares**

Difference between the instruments' fair value of investment as on March 31 2018 and March 31 2019 amounting to ₹ 4.31 million has been reversed through Statement of Profit and Loss respectively.

(iv) **Security deposit**

Under Indian GAAP, interest-free security deposit given are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognized at fair value. Accordingly, the Company has fair valued the security deposits given under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognized in "Right of use asset" and "Prepaid expense". The profit for the year ended on 31 March 2019 is reduced by ₹ 0.17 million due to depreciation on right of use asset over the lease term amounting to ₹ 2.55 million and amortisation of prepaid expense amounted ₹ 0.77 million and notional interest income of ₹ 3.15 million recognised on security deposits over the tenure of security deposit given.

(v) **Operating Lease capitalised as per Ind AS 116**

Initial recognition and measurement

The company has elected the 'modified retrospective approach'.

Subsequent measurement:

The lease liability is measured in subsequent periods using the effective interest rate method. The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term.

As per para D9B of Ind AS 101 Company while recognising lease liabilities and right-of-use assets, has applied following approach to all of its leases, to measure a lease liability at the date of transition to Ind AS. Company has measured lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the initial application date of Ind AS. Right of use asset has been measured as lease liability adjusted for prepaid rent at the initial application date of Ind AS.

Ind AS 116 is applicable to the Company from 1 April 2019. An entity is required to use the same accounting policies in its opening Ind AS Balance Sheet and throughout all periods presented in its first Ind AS financial statements. Those accounting policies are required to comply with each Ind AS effective at the end of its first Ind AS reporting period.

"The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
4. Applied the practical expedient to grand father the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases.

Consequent to this, the right to use asset is increased by ₹ 196.00 million as at 31 March 2019 and Lease liability is increased by ₹ 209.45 million as at 31 March 2019 and ₹ 13.58 million recognised in profit and loss for the year ended 31 March 2019.

(vi) **Actuarial gain/loss**

Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurement gains and losses, are recognised in other comprehensive income. Thus, employee benefits expense is decreased by ₹ 4.03 million and is recognised in other comprehensive income during the period ended 31 March 2019. The related deferred tax expense of ₹ 1.41 million for the year ended 31 March 2019 has also been reclassified from Profit and loss account to other comprehensive income.

(vii) **Deferred Tax**

In the financial statements prepared under Previous GAAP, deferred tax was accounted as per the income statement approach which required creation of deferred tax asset/liability on temporary differences between taxable profit and accounting profit. Under Ind AS, deferred tax is accounted as per the Balance Sheet approach which requires creation of deferred tax asset/liability on temporary differences between the carrying amount of an asset/liability in the Balance Sheet and its corresponding tax base. Consequently, deferred tax assets increased by ₹ 6.40 million on account of Expected credit loss on Trade receivable adjustment, ₹ 10.45 million on account of lease accounting, and decreased by ₹ 0.94 million on account of Security deposit adjustments and ₹ 0.06 million on account of employee loan adjustments collectively amounting to an increase of ₹ 15.85 million as on 31 March 2019.Profit and Loss has increased by ₹ 9.48 million for the year ended 31 March 2019 and reduced by ₹ 1.41 million for OCI.

(viii) **Investment Property**

Under the previous GAAP, investment properties were presented as part of property, plant and equipment as there was no such concept of Investment property. Under Ind AS, investment properties are required to be separately presented on the face of the balance sheet. There is no impact on the total equity or profit as a result of this adjustment. As at 31 March 2019, investment property has been reclassified amounting to ₹ 1.31 million.

(ix) **Employee Stock Option Plan**

The company has granted equity settled options to the employees of the Company and its subsidiaries. Under previous GAAP, the Company has not recognised for these share-based payment arrangement as the exercise price was equivalent to the fair value of share price. Under Ind AS, the Company has opted to account for the unvested options for comparative period. Accordingly, the grant date fair value of equity settled options have been recognised as an expense over the vesting period in the statement of profit or loss with a corresponding increase being made to Equity-Settled share-based payment reserve. Thus profit is decreased by ₹ 13.00 million for the year ended 31 March 2019. There is no change in equity.

Further, Investments has increased by ₹ 1.31 million as on 31 March 2019 on account of ESOPs issued to the employees of subsidiary companies.

(x) **Cash flow Statement**

The Ind AS adjustments are either non-cash adjustments or are regrouping among the cash flows from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended 31 March 2019 as compared with the previous GAAP.

(i) Optional exemptions and Mandatory exception

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

(A) Optional Exemptions availed

(a) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment, intangible assets and Investment property as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption is also applicable for intangible assets and Investment property.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and Investment property at their previous GAAP carrying value

(b) Investment in Subsidiaries, Joint ventures and Associates

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investment in subsidiaries as recognised in the financial statements at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the Company has elected to measure all of its investments in subsidiaries at their previous GAAP carrying value.

(c) Business Combination

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from 01 April, 2017 date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. During the year 2017-2018 Angel commodities Broking Private limited (ACBPL) merged with Angel Broking Limited and the Company has availed the said exemption and elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Accordingly business combinations occurring prior to the transition date have not been restated.

(d) Revenue from contracts with customers

The Company has availed the following practical expedients in applying the standard retrospectively:

a. For completed contracts within the same annual reporting period, no restatement has been done;

b. For completed contracts that have variable consideration, the Company has used the transaction price at the date the contract was completed rather than estimating variable consideration amounts in the comparative reporting periods; and

c. For all reporting periods presented before the beginning of the first Ind AS reporting period, no disclosures of the amount of transaction price allocated to the remaining performance obligations have been done.

(B) Mandatory exceptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 01 April 2018 and 31 March 2019 are consistent with the estimates as at the same date made in conformity with previous GAAP.The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

(b) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(c) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(d) Impairment of financial assets

The company has applied the impairments requirement of Ind AS 109 retrospectively; however as permitted by Ind AS 101, it has used the reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments which were initially recognised and compare that to the credit risk at the date of transition to Ind AS.

II For the year ended 31 March 2018

(A) Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables presents the reconciliation from regrouped previous GAAP/Indian GAAP to Ind AS.

(a) Reconciliation of equity as at date of transition 01 April 2017 (Proforma)

₹ in million

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Financial Assets				
Cash and cash equivalents		1,179.74	-	1,179.74
Bank Balance other than cash and cash equivalent		4,806.82	-	4,806.82
Trade Receivables	(i)	8,573.81	(11.15)	8,562.66
Loans		2.00	-	2.00
Investments	(ii)	1,182.02	5.57	1,187.59
Other Financial assets	(iii)	197.54	(8.28)	189.26
Non-financial Assets				
Tax assets (Net)		47.80	-	47.80
Deferred tax assets (Net)	(v), (vi)	3.62	3.89	7.51
Investment Property	(vii)	-	1.36	1.36
Property, Plant and Equipment	(vii)	943.97	(1.36)	942.61
Intangible assets under development		6.41	-	6.41
Intangible assets		77.27	-	77.27
Right to use assets	(iii) & (iv)	-	207.57	207.57
Other non-financial assets	(iii)	76.14	0.05	76.19
Total assets		**17,097.14**	**197.65**	**17,294.79**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Trade Payables		5,310.64	-	5,310.64
Borrowings	(iv)	7,063.40	206.70	7,270.10
Other financial liabilities	(iv)	834.75	(6.52)	828.23
Non-Financial Liabilities				
Provisions		38.37	-	38.37
Other non-financial liabilities		144.71	-	144.71
EQUITY				
Equity Share capital		143.64	-	143.64
Other Equity	(c)	3,561.63	(2.53)	3,559.10
Total equity and liabilities		**17,097.14**	**197.65**	**17,294.79**

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of equity as at 31 March 2018 (Proforma)

₹ in million

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Financial Assets				
Cash and cash equivalents		792.68	-	792.68
Bank Balance other than cash and cash equivalent		8,121.72	-	8,121.72
Trade Receivables	(i)	1,570.64	(16.48)	1,554.16
Loans	(viii)	9,874.64	(0.77)	9,873.87
Investments	(ii)	947.91	4.31	952.22
Other Financial assets	(iii)	267.55	(5.73)	261.82
Non-financial Assets				
Tax assets (Net)		11.70	-	11.70
Deferred tax assets (Net)	(v), (vi)	37.91	6.27	44.18
Investment Property	(vii)	-	1.33	1.33
Property, Plant and Equipment	(vii)	883.87	(1.33)	882.54
Intangible assets		87.57	-	87.57
Right to use assets	(iii) & (iv)	-	119.03	119.03
Other non-financial assets	(iii)	125.08	0.77	125.85
Total assets		**22,721.27**	**107.40**	**22,828.67**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Trade Payables		6,154.16	-	6,154.16
Borrowings	(iv)	10,653.73	122.69	10,776.42
Other financial liabilities	(iv)	1,156.25	(7.22)	1,149.03
Non-Financial Liabilities				
Provisions		38.22	-	38.22
Other non-financial liabilities		219.33	-	219.33
EQUITY				
Equity Share capital		719.95	-	719.95
Other Equity	(c)	3,779.63	(8.07)	3,771.56
Total equity and liabilities		**22,721.27**	**107.40**	**22,828.67**

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

Angel Broking Limited
Annexure VII forming part of the Standalone Restated Financial Statements

(c) Reconciliation of profit or loss for the year ended 31 March 2018 (Proforma)

₹ in million

	Notes to first-time	Indian GAAP*	Adjustments	Ind AS
Income				
Revenue from operations	(ii)	7,386.60	(1.26)	7,385.34
Other income	(i), (iii) & (iv)	136.10	15.11	151.21
Total income		**7,522.70**	**13.85**	**7,536.55**
Expenses				
Finance cost	(iv)	877.24	16.78	894.02
Fees and commission expense		2,464.03	-	2,464.03
Impairment on financial instruments	(i)	83.83	9.58	93.41
Employee benefits expenses	(v)	1,151.03	3.75	1,154.78
Depreciation and amortisation expenses	(iii), (iv) & (vii)	124.94	57.23	182.17
Other expenses	(iv)	1,331.87	(61.79)	1,270.08
Total expenses		**6,032.94**	**25.55**	**6,058.49**
Profit before tax		**1,489.76**	**(11.70)**	**1,478.06**
Tax expense				
Current tax		516.45	-	516.45
Deferred tax	(v), (vi)	(34.29)	(3.71)	(38.00)
Earlier year Tax Adjustments		(10.91)	-	(10.91)
Total income tax expense		**471.25**	**(3.71)**	**467.54**
Profit for the year		**1,018.51**	**(7.99)**	**1,010.52**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement of net defined benefit liability	(v)	-	3.75	3.75
Income tax relating to above items	(v)	-	(1.31)	(1.31)
Other comprehensive income for the year		**-**	**2.44**	**2.44**
Total comprehensive income for the year		**1,018.51**	**(5.55)**	**1,012.96**

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(d) Reconciliation of total equity (Proforma)

₹ in million

	Notes to first-time	As at 31 March 2018 (Proforma)	As at 01 April 2017 (Proforma)
Equity Share Capital		719.95	143.64
General Reserve		132.88	132.88
Securities Premium Account		977.08	1,542.47
Retained Earnings		2,669.67	1,886.28
Shareholder's equity as per Indian GAAP audited financial statements		**4,499.58**	**3,705.27**
<u>Adjustment</u>			
Provision for Expected credit Loss on Trade receivables	(i)	(16.48)	(11.15)
Fair Valuation of Equity Shares	(ii)	4.31	5.57
EIR Impact of security deposit	(iii)	(0.55)	(0.82)
Lease accounting impact	(iv)	(1.62)	-
Deferred Tax Impact on Ind AS Adjustments	(v), (vi)	6.27	3.87
Total Adjustment		**(8.07)**	**(2.53)**
Shareholder's equity as per Ind AS		**4,491.51**	**3,702.74**

(e) Reconciliation of total comprehensive income (Proforma)

₹ in million

	Notes to first-time adoption	As at 31 March 2018 (Proforma)
Profit as per Indian GAAP		**1,018.51**
<u>Adjustment</u>		
ECL on trade receivable	(i)	(5.33)
Fair Valuation of Equity Shares	(ii)	(1.26)
EIR Impact of security deposit	(iii)	0.27
Lease accounting impact	(iv)	(1.63)
Re-measurement gains / (losses) on defined benefit plans reclassified to OCI	(v)	(3.75)
Deferred Tax Impact on Ind AS Adjustments	(v), (vi)	3.71
Net profit as per Ind AS		**1,010.52**
Other comprehensive income:		
Re-measurement gains / (losses) on defined benefit plans , net off tax	(v)	2.44
Total comprehensive income as per Ind AS		**1,012.96**

(f) Notes to first-time adoption

(i) **Expected credit loss on Trade receivable**

In the financial statements prepared under Previous GAAP, the carrying value of trade receivable was recognised at the principal amounts receivable customer. Under Ind AS expected credit loss was provided for loss in time value of money and also assessed for forward-looking basis. The difference between gross trade receivable less present value of gross trade receivable amounted ₹ 16.48 million as at 31 March 2018 and ₹ 11.15 million as at 01 April 2017 is recognised and as expected credit loss provision. The discounted trade receivable are carried at amortised cost subsequently with interest income recognised in profit or loss. During the year ended 31 March 2018 there is net expense of ₹ 5.33 million recognised in profit or loss by a way of additional provision of ₹ 9.58 million and recognition of interest income amounting to ₹ 4.26 million.

(ii) **Fair Valuation of Equity Shares**

Under Indian GAAP, the Company has recognised investments in Equity Shares at lower of cost or fair value. Under Ind AS, such investments are measured at fair value through profit and loss account. On 1st April 2017, difference between the instruments' fair value and Indian GAAP carrying value amounted ₹ 5.57 million has been recognised in retained earnings and ₹ 1.26 million is reversed as on 31 March 2018 in Statement of Profit and Loss respectively.

(iii) **Security deposit**

Under Indian GAAP, interest-free security deposit given are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognized at fair value. Accordingly, the Company has fair valued the security deposits given under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognized in "Right of use asset" and "Prepaid expense". Due to this security deposit is decreased by ₹ 8.27 million ; Right of use asset is increased by ₹ 7.41 million and Prepaid expense is increased by ₹ 0.05 million as on 01 April 2017. The profit for the year ended on 31 March 2018 is increased by ₹ 0.27 million due to notional interest income of ₹ 4.39 million recognised on security deposits over the tenure of security deposit, amortisation of prepaid expense amounting to ₹ 0.05 million and amortisation of right to use asset by ₹ 4.07 million.

(iv) **Operating Lease capitalised as per Ind AS 116**

Initial recognition and measurement

The company has elected the 'modified retrospective approach'.

Subsequent measurement:

The lease liability is measured in subsequent periods using the effective interest rate method.The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term.

As per para D9B of Ind AS 101 Company while recognising lease liabilities and right-of-use assets, has applied following approach to all of its leases, to measure a lease liability at the date of transition to Ind AS. Company has measured lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the initial application date of Ind AS. Right of use asset has been measured as lease liability adjusted for prepaid rent at the initial application date of Ind AS.

Ind AS 116 is applicable to the Company from 1 April 2019. An entity is required to use the same accounting policies in its opening Ind AS Balance Sheet and throughout all periods presented in its first Ind AS financial statements. Those accounting policies are required to comply with each Ind AS effective at the end of its first Ind AS reporting period.

"The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
4. Applied the practical expedient to grand father the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases.

Consequent to this, the right to use asset is increased by ₹ 119.03 million as at 31 March 2018 and ₹ 207.57 million at 01 April 2017. Lease liability is increased by ₹ 122.69 million as at 31 March 2018 ₹ 206.70 million as at 01 April 2017. ₹ 1.62 million recognised in profit and loss for the year ended 31 March 2018.

(v) **Actuarial gain/loss**

Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurement gains and losses, are recognised in other comprehensive income. Thus, employee benefits expense is reduced by ₹ 3.75 million and is recognised in other comprehensive income during the year ended 31 March 2018. The related deferred tax expense of ₹ 1.31 million for the year ended 31 March 2018 has also been reclassified from Profit and loss account to other comprehensive income.

(vi) **Deferred Tax**

In the financial statements prepared under Previous GAAP, deferred tax was accounted as per the income statement approach which required creation of deferred tax asset/liability on temporary differences between taxable profit and accounting profit. Under Ind AS, deferred tax is accounted as per the Balance Sheet approach which requires creation of deferred tax asset/liability on temporary differences between the carrying amount of an asset/liability in the Balance Sheet and its corresponding tax base. Consequently, deferred tax assets increased by ₹ 5.76 million on account of Expected credit loss on Trade receivable, ₹ 0.59 million on account of Lease accounting adjustments and decreased by ₹ 0.08 million on account of security deposits collectively amounting to an increase of ₹ 6.27 million as on 31 March 2018. Similarly deferred tax assets increased by ₹ 3.86 million on account of Trade Receivables adjustments and ₹ 0.02 million on account of Security deposits adjustments collectively amounting to an increase of ₹ 3.89 million as on 01 April 2017. Profit and Loss has increased by ₹ 3.71 million for the year ended 31 March 2018 and reduced by ₹ 1.31 million for OCI.

(vii) **Investment Property**

Under the previous GAAP, investment properties were presented as part of property, plant and equipment as there was no such concept of Investment property. Under Ind AS, investment properties are required to be separately presented on the face of the balance sheet. There is no impact on the total equity or profit as a result of this adjustment. As at 31 March 2018, investment property has been reclassified amounting to ₹ 1.33 million and ₹ 1.36 million as at 01 April 2017.

(viii) **EIR Impact of interest free loan to directors**

Under Previous GAAP, the carrying value of Interest free loan to director was recognised at the principal amounts receivable. Under Ind AS, interest free loan being a financial asset is required to be recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. The difference between fair value of loan and the carrying value of loan is recognised as prepaid employee cost which is disclosed under non-financial assets. Accordingly loan to employee is credited and prepaid expense is debited by ₹ 0.77 million as on 31 March 2018 and ₹ 0.05 million as on 01 April 2017. Profit and Loss has increased by ₹ 3.71 million for the year ended 31 March 2018 and reduced by ₹ 1.31 million for OCI

(ix) **Cash flow Statement**

The Ind AS adjustments are either non-cash adjustments or are regrouping among the cash flows from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended 31 March 2018 as compared with the previous GAAP.

(i) Optional exemptions and Mandatory exception

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

(A) Optional Exemptions availed

(a) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption is also applicable for intangible assets covered by Ind AS 38.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

(b) Investment in Subsidiaries, Joint ventures and Associates

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its investment in subsidiaries as recognised in the financial statements at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly, the Company has elected to measure all of its investments in subsidiaries at their previous GAAP carrying value.

(c) Business Combination

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from 01 April, 2017 date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. During the year 2017-2018 Angel commodities Broking Private limited (ACBPL) merged with Angel Broking Limited and the Company has availed the said exemption and elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Accordingly business combinations occurring prior to the transition date have not been restated.

(d) Revenue from contracts with customers

The Company has availed the following practical expedients in applying the standard retrospectively:

a. For completed contracts within the same annual reporting period, no restatement has been done;

b. For completed contracts that have variable consideration, the Company has used the transaction price at the date the contract was completed rather than estimating variable consideration amounts in the comparative reporting periods; and

c. For all reporting periods presented before the beginning of the first Ind AS reporting period, no disclosures of the amount of transaction price allocated to the remaining performance obligations have been done.

(B) Mandatory exceptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 31 March 2018 are consistent with the estimates as at the same date made in conformity with previous GAAP.The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

(b) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(c) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(d) Impairment of financial assets

The company has applied the impairments requirement of Ind AS 109 retrospectively; however as permitted by Ind AS 101, it has used the reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments which were initially recognised and compare that to the credit risk at the date of transition to Ind AS.

VIII Restated Standalone Statement of Cash and Cash Equivalents

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Cash on hand	0.30	0.40	0.46	0.40
Balances with banks				
-in current accounts	1,105.74	3,384.02	2,896.91	529.54
-Fixed deposits with maturity of less than 3 months *	3,754.50	2,510.95	1,251.49	180.00
-Interest accrued on fixed deposit with maturity less than 3 months	6.89	3.44	12.47	1.49
Cheques on hand	0.39	1.11	2.98	81.25
Total	**4,867.82**	**5,899.92**	**4,164.31**	**792.68**

*** Breakup of deposits**

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Fixed deposits under lien with stock exchanges **	-	1.57	501.49	-
Fixed deposits against bank guarantees	-	-	-	180.00
Fixed deposits against credit facilities of the company	3,754.50	2,509.38	750.00	-
Total	**3,754.50**	**2,510.95**	**1,251.49**	**180.00**

** The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters.

IX Restated Standalone Statement of Bank balances other than Cash and Cash Equivalent

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
In fixed deposit with maturity for more than 3 months but less than 12 months *	14,191.58	7,761.91	5,202.14	7,968.25
Fixed deposit with maturity for more than 12 months *	34.20	34.20	24.58	16.53
Interest accrued on fixed deposits	76.85	55.89	90.43	136.94
Total	**14,302.63**	**7,852.00**	**5,317.15**	**8,121.72**

*** Breakup of deposits**

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Fixed deposits under lien with stock exchanges **	13,023.38	6,369.89	3,557.65	6,591.51
Fixed deposits with government authorities	4.50	4.50	4.50	6.20
Fixed deposits free from charges	-	166.34	-	152.77
Fixed deposits against credit facilities of the company	60.88	55.88	-	426.28
Fixed deposits for bank guarantees	1,137.02	1,199.50	1,664.57	808.02
Total	**14,225.78**	**7,796.11**	**5,226.72**	**7,984.78**

** The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters.

X Restated Standalone Statement of Trade Receivable

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Receivables considered good - Secured*	565.45	388.82	2,142.59	750.63
Receivables considered good - Unsecured*	8.44	10.91	14.77	820.01
Trade receivables which have significant increase in credit risk and	-	-	-	-
Trade receivables – credit impaired	-	-	-	-
Less : Provision for Expected Credit Loss / Impairment loss allowance	(14.06)	(13.23)	(18.32)	(16.48)
Total	**559.83**	**386.50**	**2,139.04**	**1,554.16**

No trade or other receivable are due from directors or others officers of the company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

*Includes ₹ 23.44 millions as on 30 June 2020 (31 March 2020 : ₹ 83.52 millions, 31 March 2019: ₹ 1,586.14 millions and 31 March 2018: Rs 797.94 millions) receivable from stock exchanges on account of trades executed by clients on last day.

XI Restated Standalone Statement of Loans

₹ in million

		As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
(A)	**Loans measured at Amortised Cost**				
	(i) Loan for margin trading facility	7,687.03	2,471.28	6,857.68	9,778.84
	Add: Accrued interest on margin trading fund	45.95	24.08	56.71	83.30
		7,732.98	**2,495.36**	**6,914.39**	**9,862.14**
	(ii) Loans to employees*		0.31	3.84	11.73
	(iii) Inter corporate deposits given to subsidiary	4.80	-	120.24	
	Total (A) Gross	**7,737.78**	**2,495.67**	**7,038.47**	**9,873.87**
	Less: Provision for expected credit loss	-	-	-	-
	Total (A) Net	**7,737.78**	**2,495.67**	**7,038.47**	**9,873.87**
(B)	(i) Secured by securities/shares	7,715.69	2,461.36	6,877.46	9,853.59
	(ii) Unsecured	22.09	34.31	161.01	20.28
	Total (B) Gross	**7,737.78**	**2,495.67**	**7,038.47**	**9,873.87**
	Less: Provision for expected credit loss	-	-	-	-
	Total (B) Net	**7,737.78**	**2,495.67**	**7,038.47**	**9,873.87**
(C)	**Loans in India**				
	(i) Public Sector	-	-	-	-
	(ii) Others				
	-Body corporates	30.09	12.80	19.70	71.23
	-Others (Includes Firms, Trusts, HUFs)	7,707.69	2,482.87	7,018.77	9,802.64
	Total (C) Gross	**7,737.78**	**2,495.67**	**7,038.47**	**9,873.87**
	Less: Provision for expected credit loss	-	-	-	-
	Total (C) Net	**7,737.78**	**2,495.67**	**7,038.47**	**9,873.87**

* Includes loan to directors, unamortised amount of ₹ NIL million as on 30 June 2020 (₹ 0.31 millions as on March 31, 2020, ₹ 4.06 millions as on March 31, 2019 and ₹ 7.50 millions as on 31 March 2018). (Refer annexure - XXXVIII)

XII Restated Standalone Statement of Investments

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Investment in India				
Measured at Fair Value through Profit or Loss :				
Investments in other equity instruments (refer note A)	0.00	0.00	0.00	4.32
Others:				
Investments in equity instruments of subsidiaries measured at Cost (refer note B)	947.90	947.90	947.90	947.90
Value of stock options granted to employees of subsidiaries*	5.35	3.85	1.31	-
Total Gross	**953.25**	**951.75**	**949.21**	**952.22**
Less: Impairment loss allowance**	(125.00)	-	-	-
Total Net	**828.25**	**951.75**	**949.21**	**952.22**

* The company has issued ESOP to group company employees and the excess of option value over the exercise price is recognised as a deemed investments. (Refer annexure XXXIX-5)

**The Company has made an investment into a wholly owned subsidiary which was operating into Gym business. The current economic environment on account of COVID-19 posed significant challenges to the Gym and healthcare business. After evaluating various options relating to sustainability of this business, Management of subsidiary company had decided to discontinue this business in their board meeting dated June 23, 2020. Subsequent to the decision taken to discontinue the business, the Company has evaluated the carrying value of the investments as per the requirement of the accounting standards and recorded adequate provision for impairment of the investment. The Company has no significant continuing obligation towards this subsidiary.

Details of investments -

A Investments in other equity instruments measured at Fair Value through Profit or Loss(fully paid-up)

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Investment in Equity Instruments (fully paid-up)				
Quoted				
Equity shares in BSE Ltd (face value of Rs. 2 each, NIL (Nil shares shares as on 31 March 2020, 31 March 2019 and 5,700 shares as on 31 March 2018)	-	-	-	4.31
Unquoted				
Equity Shares in Hubtown Limited (face value of Rs. 350 each, 01 (01 share as on 31 March 2020, 31 March 2019 and 31 March 2018)	0.00	0.00	0.00	0.00
(Represents ownership of premises as a member in co-operative society)				
Total of (B)	**0.00**	**0.00**	**0.00**	**4.31**

B Investments in equity instruments of subsidiaries (Unquoted, fully paid-up)

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Other Investments measured at Cost (Unquoted)				
Investments in Equity shares of subsidiaries: (Fully paid up)				
-Angel Financial Advisors Private Limited (face value of Rs. 10 each, 250,00,000 (250,00,000 shares as on 31 March 2020, 31 March 2019 and 31 March 2018)	250.00	250.00	250.00	250.00
-Angel Securities Limited (face value of Rs. 10 each, 55,00,300 (55,00,300 shares as on 31 March 2020, 31 March 2019 and 31 March 2018)	67.12	67.12	67.12	67.12
-Mimansa Software Systems Private Limited (face value of Rs. 10 each, 10,000 (10,000 shares as on 31 March 2020, 31 March 2019 and 31 March 2018)	0.10	0.10	0.10	0.10
-Angel Fincap Private Limited (face value of Rs. 10 each, 55,16,400 (55,16,400 shares as on 31 March 2020, 31 March 2019 and 31 March 2018)	505.68	505.68	505.68	505.68
-Angel Wellness Private Limited (face value of Rs. 10 each, 1,25,00,000 (1,25,00,00 shares as on 31 March 2020, 31 March 2019 and 31 March 2018)	125.00	125.00	125.00	125.00
Less: Impairment loss allowance	(125.00)	-	-	-
Total of (A)	**822.90**	**947.90**	**947.90**	**947.90**

Significant investment in the subsidiaries

Name of company	Principal place of business	Holding/subsidiary/ Associate	% of shares held
Angel Financial Advisors Private Limited Angel Securities Limited Mimansa Software Systems Private Limited Angel Fincap Private Limited Angel Wellness Private Limited	India	Wholly- Owned subsidiary	100%

XIII Restated Standalone Statement of Other Financial Assets (Unsecured, considered good)

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Security deposits*	85.80	2,652.40	637.39	233.65
Accrued delayed payment charges	1.60	2.34	2.43	5.66
Recoverable from subsidiaries	1.10	8.42	6.05	-
Long term deposits against arbitrations**	19.61	18.93	31.52	11.23
Less: Provision against arbitrations	(19.61)	(18.93)	(31.52)	(11.23)
Other Receivables	31.71	30.36	16.57	22.51
Total	**120.21**	**2,693.52**	**662.44**	**261.82**

*** Security Deposits**

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Security deposits - Stock exchanges#	31.18	2,600.90	588.15	188.37
Security deposits - Premises	46.18	43.34	41.17	27.51
Security deposits - Others	8.44	8.16	8.07	17.77
Total	**85.80**	**2,652.40**	**637.39**	**233.65**

The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.
** Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration

XIV Restated Standalone Statement of Tax Assets

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Advance payment of taxes and tax deducted at source (net of provisions for taxation: 30 June 2020 : Nil; 31 March 2020 : ₹ 1,518.99 millions; 31 March 2019: ₹1,622.00 millions and 31 March 2018: ₹ 1,229.92 millions)	-	38.18	47.40	11.70
Total	**-**	**38.18**	**47.40**	**11.70**

XV Restated Standalone Statement of Deferred Tax Assets (Net)

(A) Deferred tax relates to the following:

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Deferred tax assets				
- Difference between book and tax depreciation	14.89	14.05	17.41	21.55
- Provision for gratuity	11.82	9.95	9.51	8.47
- Provision for Compensated absences	6.16	5.15	6.67	4.89
- Amalgamation expenses	-	0.09	0.24	0.48
- On lease capitalised as per Ind AS 116	3.16	2.79	4.75	3.11
- Disallowance u/s 40(a)(ia)	-	-	6.39	-
- On security deposits measured at amortised cost	-	0.12	0.22	-
- On Expense on Employee Stock option scheme	-	-	4.54	-
- On provision for Expected credit Loss on Trade receivables	3.54	3.33	6.40	5.76
- On Impairment of investments	31.46	-	-	-
	71.03	**35.48**	**56.13**	**44.26**
Deferred tax liabilities				
- On interest free loan to director measured at amortised cost	-	(0.01)	(0.06)	-
- On security deposits measured at amortised cost	(0.88)	-	-	(0.08)
- On amortisation of Processing fee	(0.00)	(0.00)	-	-
	(0.88)	**(0.01)**	**(0.06)**	**(0.08)**
Deferred tax asset (net)	**70.15**	**35.47**	**56.07**	**44.18**

(B) **The movement in deferred tax assets and liabilities during the period / year:**

₹ in million

	OCI	Profit and Loss	Total
Deferred tax assets/(liabilities)			
As at 01 April 2017			**7.49**
Expenses allowable in the year of payment (Gratuity and compensated absences)	(1.31)	1.39	0.08
Difference between book and tax depreciation	-	48.40	48.40
Disallowance u/s 40(a)(ia)	-	(3.31)	(3.31)
Amalgamation expense	-	(0.05)	(0.05)
Disallowance of expense On Employee stock option scheme	-	0.48	0.48
Provision for expected credit loss on trade receivable	-	1.90	1.90
Lease capitalised as per Ind AS 116	-	0.82	0.82
Prereceived income	-	(11.55)	(11.55)
Others	-	(0.08)	(0.08)
As at 31 March 2018			44.18
Restated Adjustments*			(1.31)
As at 01 April 2018			**42.87**
Expenses allowable in the year of payment (Gratuity and compensated absences)	1.41	1.41	2.82
Difference between book and tax depreciation	-	(4.14)	(4.14)
Lease capitalised as per Ind AS 116	-	3.18	3.18
Amalgamation expense	-	(0.24)	(0.24)
Disallowance u/s 40(a)(ia)	-	6.39	6.39
Disallowance of expense On Employee stock option scheme	-	4.54	4.54
Provision for expected credit loss on trade receivable	-	0.64	0.64
Others	-	0.01	0.01
As at 31 March 2019			**56.07**
Expense allowed in the year of payment (Gratuity and compensated absences)	3.13	(4.21)	(1.08)
Difference between book and tax depreciation	-	(3.35)	(3.35)
Lease capitalised as per Ind AS 116	-	(1.95)	(1.95)
Amalgamation expense	-	(0.15)	(0.15)
Provision for expected credit loss on trade receivable	-	(3.07)	(3.07)
Expense on Employee Stock option scheme	-	(4.54)	(4.54)
Disallowance u/s 40(a)(ia)	-	(6.39)	(6.39)
Others	-	(0.07)	(0.07)
As at 31 March 2020			**35.47**
Expense allowed in the period of payment (Gratuity and compensated absences)	1.40	1.48	2.88
Difference between book and tax depreciation	-	0.83	0.83
Lease capitalised as per Ind AS 116	-	0.37	0.37
Amalgamation expense	-	(0.09)	(0.09)
Provision for expected credit loss on trade receivable	-	0.21	0.21
On Impairment of Investments	-	31.46	31.46
Others	-	(0.98)	(0.98)
As at 30 June 2020			**70.15**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii)

(C) **Income tax expense**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Current taxes	162.53	281.93	429.56	516.45
Deferred tax charge / (income)	(33.27)	23.72	(11.79)	(38.00)
Taxes for earlier years	-	(2.24)	4.03	(10.91)
Total	**129.26**	**303.41**	**421.80**	**467.54**

(D) Income Tax recognised in other comprehensive income

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Deferred Tax asset related to items recognised in Other Comprehensive income during the period / year :				
- income tax relating to items that will not reclassified to profit or loss	1.40	3.13	1.41	(1.31)
Total	**1.40**	**3.13**	**1.41**	**(1.31)**

(E) Reconciliation of tax expense and the accounting profit multiplied by tax rate

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Enacted income tax rate in India applicable to the company	25.17%	25.17%	34.94%	34.61%
Profit before tax	511.06	1,169.65	1,188.74	1,478.06
Tax amount at the enacted income tax rate	128.62	294.38	415.39	511.53
Tax amount at the enacted income tax rate				
Tax effect on:				
Adjustment in respect of current income tax pertains to previous years	-	(2.24)	4.03	(10.91)
Non- deductible expenses for tax purpose	0.90	7.07	3.17	7.98
Income exempted from income taxes	-	(11.49)	-	(2.34)
Additional allowance for tax purpose	(0.17)	(0.95)	(2.47)	(3.67)
Income Tax rate change impact	-	16.54	0.16	(35.44)
Others	(0.09)	0.10	1.52	0.39
Income tax expense charged to the statement of profit and loss	**129.26**	**303.41**	**421.80**	**467.54**
Effective tax rate	25.29%	25.94%	35.48%	31.63%

The Company has opted for new tax regime from Financial year ending 31 March 2020.

XVI Restated Standalone Statement of Investment Property

(A) Reconciliation of carrying amount

₹ in million

Gross carrying amount	
Closing balance as at 01 April 2017	**1.36**
Additions	-
Disposals/adjustments	-
Closing balance as at 31 March 2018	**1.36**
Additions	-
Disposals/adjustments	-
Closing balance as at 31 March 2019	**1.36**
Additions	-
Disposals/adjustments	-
Closing balance as at 31 March 2020	**1.36**
Additions	**32.09**
Disposals/adjustments	
Closing balance as at 30 June 2020	**33.45**
Accumulated depreciation	
For the year April 2017 to March 2018	**0.03**
Disposals/adjustments	-
As at 31 March 2018	**0.03**
For the year April 2018 to March 2019	0.02
Disposals/adjustments	-
As at 31 March 2019	**0.05**
For the year April 2019 to March 2020	0.03
Disposals/adjustments	-
As at 31 March 2019	**0.08**
For the Period from April 2020 to June 2020	**0.07**
Disposals/adjustments	
As at 30 June 2020	**0.15**
Net block	
As at 31 March 2018	**1.33**
As at 31 March 2019	**1.31**
As at 31 March 2020	**1.28**
As at 30 June 2020	**33.30**
Fair value	
As at 31 March 2018	**21.34**
As at 31 March 2019	**23.28**
As at 31 March 2020	**25.07**
As at 30 June 2020	**56.51**

(B) Amount recognised in Statement of Profit and Loss from investment property

₹ in million

	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
Rental income derived from investment properties	0.27	0.81	0.63	0.63
Direct operating expenses generating rental income	(0.07)	(0.14)	(0.12)	(0.11)
Income arising from investment properties before depreciation	**0.20**	**0.67**	**0.51**	**0.52**
Depreciation	(0.07)	(0.03)	(0.03)	(0.03)
Income arising from investment properties (Net)	**0.13**	**0.64**	**0.48**	**0.49**

(C) **Measurement of fair values**

(i) **Fair value hierarchy**

These fair value of investment property has been determined by Rane Engineers & Surveyors Pvt. Ltd., an accredited independent valuer. The fair value measurement for the property to be valued is residential flat which is the highest and best use, been categorized as a level 2 fair value based on the inputs to the valuation technique. These inputs include comparable sale instances for 'Market Approach and Comparable Rental' instances for income approach.

(ii) **Valuation technique**

For the purpose of valuation, the primary valuation methodology used is Market Approach, as the best evidence of fair value is current prices in an active market for similar properties and cross checked by Income Capitalisation Approach. The market rate for sale/purchase of similar assets is representative of fair values. The property to be valued is at a location where active market is available for similar kind of properties. Income capitalization involves capitalizing a 'normalized' single - year net income estimated by an appropriate market-based yield. This approach is best utilized with stable revenue producing assets, whereby there is little volatility in the net annual income.

(D) **Premises given on operating lease**

The Company's investment properties consist of residential property in India given on cancellable lease for a period of 12 month.

(E) The total future minimum lease rentals receivable at the Balance Sheet date is as under:

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
For a period not later than one year	1.21	-	-	-
For a period later than one year and not later than five years	-	-	-	-
For a period later than five years	-	-	-	-

(F) The Company has availed the deemed cost exemption as per IND AS 101 in relation to the investment property as on the date of transition (1 April 2017) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April 2017 under the previous GAAP.

₹ in million

Gross Block	1.60
Accumulated Depreciation	0.24
Deemed cost as on 01 April 2017	**1.36**

XVII Restated Standalone Statement of Property, Plant and Equipment

₹ in million

	Buildings (Refer note (a))	Leasehold Improvements	Office Equipments	Air Conditioners	Computer Equipments	VSAT Equipments (Refer note (d))	Furniture and Fixtures	Vehicles	Total
Gross carrying amount									
Deemed cost as at 1 April 2017	688.93	13.39	35.22	5.60	83.30	-	86.64	29.53	**942.61**
Additions/ Adjustments	4.90	2.44	9.33	0.56	26.19	-	0.66	-	**44.08**
Deductions/ Adjustments	-	(7.24)	(0.14)	(0.25)	(0.65)	-	(0.36)	-	**(8.64)**
As at 31 March 2018	**693.83**	**8.59**	**44.41**	**5.91**	**108.84**	**-**	**86.94**	**29.53**	**978.05**
Additions/ Adjustments	0.40	8.48	11.33	3.09	65.64	-	3.68	8.69	**101.31**
Deductions/ Adjustments	-	(0.76)	(0.49)	(0.57)	(1.50)	-	(0.47)	-	**(3.79)**
As at 31 March 2019	**694.23**	**16.31**	**55.25**	**8.43**	**172.98**	**-**	**90.15**	**38.22**	**1,075.57**
Additions/ Adjustments	-	1.80	18.70	0.50	64.02	-	1.67	13.42	**100.11**
Deductions/ Adjustments	-	(2.95)	(2.03)	(0.96)	(1.10)	-	(7.22)	-	**(14.26)**
Reclassification (Refer annexure XVIII)	1.60	(2.13)	(2.66)	-	1.81	-	0.72	-	**(0.66)**
As at 31 March 2020	**695.83**	**13.03**	**69.26**	**7.97**	**237.71**	**-**	**85.32**	**51.64**	**1,160.76**
Additions/ Adjustments	-	-	0.04	0.07	18.64		-	-	**18.75**
Deductions/ Adjustments	-	(3.32)	(0.73)	(0.50)	(4.80)		(2.60)	-	**(11.95)**
As at 30 June 2020	**695.83**	**9.71**	**68.57**	**7.54**	**251.55**	**-**	**82.72**	**51.64**	**1,167.56**
Accumulated depreciation									
For the year	13.04	3.59	11.46	2.61	37.94	-	24.69	4.47	**97.80**
Disposals	-	(1.93)	(0.02)	(0.06)	(0.24)	-	(0.04)	-	**(2.29)**
As at 31 March 2018	**13.04**	**1.66**	**11.44**	**2.55**	**37.70**	**-**	**24.65**	**4.47**	**95.51**
For the year	13.07	3.02	12.23	2.16	35.68	-	19.57	4.65	**90.38**
Disposals	-	(0.14)	(0.27)	(0.57)	(1.50)	-	(0.34)	-	**(2.82)**
As at 31 March 2019	**26.11**	**4.54**	**23.40**	**4.14**	**71.88**	**-**	**43.88**	**9.12**	**183.07**
For the year	13.09	3.38	19.64	1.44	42.44	-	18.28	6.21	**104.48**
Disposals	-	(1.41)	(0.96)	(0.32)	(0.60)	-	(3.59)	-	**(6.88)**
Reclassification (Refer annexure XVIII)	1.76	(1.85)	(1.26)	(0.01)	0.54	-	0.22	-	**(0.60)**
As at 31 March 2020	**40.96**	**4.66**	**40.82**	**5.25**	**114.26**	**-**	**58.79**	**15.33**	**280.07**
For the period	3.25	0.68	3.21	0.31	12.67	-	3.85	1.78	**25.75**
Disposals	-	(0.55)	(0.72)	(0.48)	(4.77)	-	(1.80)	-	**(8.32)**
As at 30 June 2020	**44.21**	**4.79**	**43.31**	**5.08**	**122.16**	**-**	**60.84**	**17.11**	**297.50**
Net block									
As at 31 March 2018	**680.79**	**6.93**	**32.97**	**3.36**	**71.14**	**-**	**62.29**	**25.06**	**882.54**
As at 31 March 2019	**668.12**	**11.77**	**31.85**	**4.29**	**101.10**	**-**	**46.27**	**29.10**	**892.50**
As at 31 March 2020	**654.87**	**8.37**	**28.44**	**2.72**	**123.45**	**-**	**26.53**	**36.31**	**880.69**
As at 30 June 2020	**651.62**	**4.92**	**25.26**	**2.46**	**129.39**	**-**	**21.88**	**34.53**	**870.06**

Restated Standalone Statement of Intangible assets under development

Intangible assets under development includes various softwares under development.

(a) Includes value of shares in the co-operative society, aggregating to ₹ 0.0005 millions /- (₹ 0.0005 millions as on 31 March 2019, 31 March 2018 and 31 March 2017) registered in the name of the Company.

(b) The Company has written off ₹ NIL as at 30 June 2020 (WDV as at 31 March 2020 : ₹ Nil millions, as at 31 March 2019: ₹ 0.35 millions and as at 31 March 2018: ₹ 5.31 millions) worth of assets under lease improvements, as the same were not identified during physical verification carried out during the previous year.

(c) There are no adjustments to property, plant and equipment on account of borrowing costs and exchange differences. There is no revaluation of property, plant and equipment during the period / previous years.

(d) The Company has VSAT equipments of ₹ 2.07 millions which has been fully depreciated as on 01 April 2017. Therefore its deemed cost is zero as on the transition date.

(e) The Company has availed the deemed cost exemption as per IND AS 101 in relation to property, plant and equipment as on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April 2017 under the previous GAAP.

₹ in million

	Buildings	Leasehold Improvements	Office Equipments	Air Conditioners	Computer Equipments	VSAT Equipments	Furniture and Fixtures	Vehicles	Total
Gross block	777.45	55.50	172.05	73.02	481.14	2.11	323.11	45.95	**1,930.33**
Accumulated Depreciation	88.52	42.11	136.83	67.42	397.84	2.11	236.47	16.42	**987.72**
Deemed cost as on 01 April 2017	**688.93**	**13.39**	**35.22**	**5.60**	**83.30**	**-**	**86.64**	**29.53**	**942.61**

XVIII Restated Standalone Statement of Intangible Assets

₹ in million

	Computer Software
Gross carrying amount	
Deemed cost as at 1 April 2017	77.27
Additions/ Adjustments	37.41
Deductions/ Adjustments	-
As at 31 March 2018	**114.68**
Additions/ Adjustments	5.57
Deductions/ Adjustments	-
As at 31 March 2019	**120.25**
Additions/ Adjustments	7.30
Deductions/ Adjustments	-
Reclassification (Refer annexure XVII)	0.79
As at 31 March 2020	**128.34**
Additions/ Adjustments	**1.16**
Deductions/ Adjustments	(0.12)
As at 30 June 2020	**129.38**
Accumulated amortization	
For the year April 2017 to March 2018	27.11
Disposals/adjustments	-
As at 31 March 2018	**27.11**
For the year April 2018 to March 2019	28.11
Disposals/adjustments	-
As at 31 March 2019	**55.22**
For the year April 2019 to March 2020	25.23
Disposals/adjustments	-
Reclassification (Refer annexure XVII)	0.70
As at 31 March 2020	**81.15**
For the Period April 2020 to June 2020	**6.16**
Disposals/adjustments	(0.12)
As at 30 June 2020	**87.19**
Net block	
As at 31 March 2018	**87.57**
As at 31 March 2019	**65.03**
As at 31 March 2020	**47.19**
As at 30 June 2020	**42.19**

The Company has availed the deemed cost exemption as per IND AS 101 in relation to intangible assets as on the date of transition (01 April 2017)and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April 2017 under the previous GAAP.

₹ in million

	Computer Software
Gross block	247.94
Accumulated Depreciation	170.67
Deemed cost as on 01 April 2017	**77.27**

XIX Restated Standalone Statement of Right of use assets

₹ in million

Carrying amount as at 01 April 2017	**207.57**
Addition	65.94
Adjustments/deletion	(97.25)
Acquired on Merger	-
Depreciation for the year	(57.23)
Carrying amount as at 31 March 2018	**119.03**
Restated Adjustments*	(0.59)
Carrying amount as at 01 April 2018	**118.44**
Addition	152.21
Adjustments/deletion	(2.64)
Depreciation for the year	(63.03)
Carrying amount as at 31 March 2019	**204.98**
Addition	73.27
Adjustments/deletion	(57.15)
Depreciation for the year	(71.76)
Carrying amount as at 31 March 2020	**149.34**
Addition	0.33
Adjustments/deletion	(41.22)
Depreciation for the period	(16.42)
Carrying amount as at 30 June 2020	**92.03**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii)

Refer Annexure XXXIX-7 for details of carrying value of Right of use assets

XX Restated Standalone Statement of Other Non Financial Assets

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Prepaid expenses	73.76	50.85	63.34	38.25
Advance to vendor	8.13	12.80	22.87	42.75
Balance with government authorities	55.42	30.30	17.80	24.55
Advance to employee	1.26	1.42	1.51	0.88
Others	44.82	44.29	41.44	19.42
Total	**183.39**	**139.66**	**146.96**	**125.85**

XXI Restated Standalone Statement of Trade Payables

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Total outstanding dues of micro enterprises and small enterprises*				
Total outstanding dues of creditors other than micro enterprises and small enterprises				
- Trade payables- Clients**	14,992.54	9,368.53	6,339.73	6,071.63
- Trade payables - Expenses	43.62	26.00	35.24	82.53
Total	**15,036.16**	**9,394.53**	**6,374.97**	**6,154.16**

**Includes ₹ 2,334.43 millions as on 30 June 2020 (31 March 2020 : ₹ 813.44 millions, 31 March 2019: ₹ 104.77 millions and 31 March 2018 : ₹ 203.56 millions) payable to stock exchanges on account of trades executed by clients on last day.

*No interest was paid during the previous years/period 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 year of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. Nil (previous Nil) interest was accrued and unpaid at the end of the accounting period / year. 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.

XXII Restated Standalone Statement of Borrowings

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Borrowings measured at Amortised Cost (in India)				
Secured				
(a) Term loans from and financial institution (Refer note a)	18.09	20.61	18.61	17.44
(b) Loan repayable on demand (Refer note b)				
Overdraft / Loan from banks / NBFCs	2,967.73	2,503.16	8,433.85	10,286.29
Working Capital Demand Loan	3,495.07	2,200.46	-	350.00
Unsecured				
(c) Lease liability payable over the period of the lease (Refer note c)	97.20	153.05	209.44	122.69
(d) Inter corporate deposits repayable on demand	133.78	-	-	-
Total	**6,711.87**	**4,877.28**	**8,661.90**	**10,776.42**

Rate of interest is ranging from 3.45% to 9.40% for above borrowings.

(a) Security and terms of repayment of borrowings from banks:

The aforesaid term loans from banks are secured by hypothecation of vehicles, repayable in 60 monthly instalments except two loans which is repayable in 36 and 48 monthly instalments from the start of the loan.

(b) Security against borrowings from banks repayable on demand:

₹ in million

Security	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Hypothecation of book debts and personal guarantee of a director	2,091.99	-	2,272.20	4,482.63
Hypothecation of current assets of the company and personal guarantee of a director.	1,499.97	1,249.93	2,797.10	2,968.18
Lien on fixed deposits of the Company (Refer annexure VIII and IX) and of it's certain subsidiaries	1,876.52	2,553.59	883.95	652.49
Mortgage of property and personal guarantee of a director	994.32	900.10	1,000.14	989.99
Pledge of client securities	-	-	1,480.46	1,543.00
	6,462.80	**4,703.62**	**8,433.85**	**10,636.29**

(c) Movement of lease liabilities

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening Balance	153.05	209.44	117.90	206.69
Additions	0.33	69.75	145.17	64.09
Adjustments/Deletions	(47.32)	(63.05)	(2.76)	-
Acquired on merger	-	-	-	(103.72)
Interest expense	2.85	17.25	18.29	16.78
Lease payments	(11.71)	(80.34)	(69.16)	(61.15)
Closing Balance	**97.20**	**153.05**	**209.44**	**122.69**
Restated Adjustments*				(4.79)
Restated balance as at 01 April 2018				**117.90**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii)

XXIII Restated Standalone Statement of Other Financial Liabilities

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Interest accrued but not due on borrowings	13.04	0.69	0.82	11.82
Payable to Sub broker	989.48	966.08	857.31	723.86
Employee Benefits Payable	51.45	95.86	71.73	10.40
Expenses payable	208.85	178.83	372.51	350.57
Other payables	48.27	44.16	36.50	52.38
Total	**1,311.09**	**1,285.62**	**1,338.87**	**1,149.03**

XIV Tax liabilities (Net)

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Advance payment of taxes and tax deducted at source (net of provisions for taxation: 30 June 2020: Rs. 1,622.67 millions ; 31 March 2020, 31 March 2019 and 31 March 2018: Rs.NIL)	58.86	-	-	-
Total	**58.86**	**-**	**-**	**-**

XXV Restated Standalone Statement of Provisions

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Provision for employee benefits				
Provision for gratuity (Refer annexure XXXIX-4)	46.96	39.54	27.22	24.23
Provision for compensated absences	24.49	20.45	19.08	13.99
Total	**71.45**	**59.99**	**46.30**	**38.22**

XXVI Restated Standalone Statement of Other Non Financial Liabilities

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Statutory dues payable	347.69	182.59	155.93	157.85
Revenue received in advance	119.50	103.38	73.65	61.48
Total	**467.19**	**285.97**	**229.58**	**219.33**

XXVII Restated Standalone Statement of Equity Share Capital

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Authorized				
10,00,00,000 (10,00,00,000 as on 31 March 2020, 31 March 2019, 31 March 2018) Equity shares of ₹10/- each.	1,000.00	1,000.00	1,000.00	1,000.00
	1,000.00	**1,000.00**	**1,000.00**	**1,000.00**
Issued, Subscribed and paid up				
7,19,95,003 (7,19,95,003 as on 31 March 2020, 31 March 2019, 31 March 2018) Equity shares of ₹10/- each.	719.95	719.95	719.95	719.95
Total	**719.95**	**719.95**	**719.95**	**719.95**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the period / year :

₹ in million

(i)

	As at 31 March 2018 (Proforma)	
	No. of shares	**Amount**
Outstanding at the beginning	1,43,64,175	143.64
Issued during the year – Employee Share Purchase Scheme (ESPS)	1,74,128	1.74
Issued during the year – Bonus issue	5,74,56,700	574.57
Outstanding at the end	**7,19,95,003**	**719.95**

(ii)

	As at 31 March 2019	
	No. of shares	Amount
Outstanding at the beginning	7,19,95,003	719.95
Add: Changes during the year	-	-
Outstanding at the end	**7,19,95,003**	**719.95**

(iii)

	As at 31 March 2020	
	No. of shares	Amount
Outstanding at the beginning	7,19,95,003	719.95
Add: Changes during the year	-	-
Outstanding at the end	**7,19,95,003**	**719.95**

(iv)

	As at 30 June 2020	
	No. of shares	Amount
Outstanding at the beginning of the period	7,19,95,003	719.95
Add: Changes during the period	-	-
Outstanding at the end of the period	**7,19,95,003**	**719.95**

(b) Rights, preferences and restrictions attached to shares

The Company has 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.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	No. of shares	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
		% of holding	% of holding	% of holding	% of holding
Dinesh Thakkar	1,67,68,805	23%	23%	23%	23%
International Finance Corporation, Washington	1,29,27,760	18%	18%	18%	18%
Lalit Thakkar	89,36,780	13%	13%	13%	13%
Nirwan Monetary Services Private Limited	60,65,310	8%	8%	8%	8%
Mukesh Gandhi jointly with Bela Gandhi	55,81,500	8%	8%	8%	8%
Nishith Shah Jointly with Jitendra Shah	40,87,500	6%	6%	6%	6%
Total	**5,43,67,655**	**76%**	**76%**	**76%**	**76%**

(d) In the financial year 2017-18 the Company has allotted fully paid bonus shares amounting to₹57.46 million by capitalization of securities premium and issued shares under Employee Share Purchase Scheme amounting to ₹ 0.17 million.

XXVIII Restated Standalone Statement of Other Equity

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
General reserve	132.88	132.88	132.88	132.88
Securities premium	977.08	977.08	977.08	977.08
Retained Earnings	4,202.76	3,824.46	3,194.72	2,661.60
Equity-Settled share-based payment reserve	41.73	34.29	14.31	-
Total	**5,354.45**	**4,968.71**	**4,318.99**	**3,771.56**

(A) General reserve

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	132.88	132.88	132.88	132.88
Add : Changes during the period / year	-	-	-	-
Closing balance	**132.88**	**132.88**	**132.88**	**132.88**

(B) Securities premium reserve

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	977.08	977.08	977.08	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)
Closing balance	**977.08**	**977.08**	**977.08**	**977.08**

(C) Retained earnings

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	3,824.46	3,194.72	2,664.75	1,883.76
Add : Net profit for the period / year	381.83	866.24	766.94	1,010.52
Less : Interim dividend paid	-	(194.39)	(194.39)	(195.35)
Less : Tax on interim dividend	-	(32.82)	(39.96)	(39.77)
Add : Transferred from Equity-Settled share-based payment reserve	0.65	-	-	-
Less: Re-measurement loss on post employment benefit obligation (net of tax)	(4.18)	(9.29)	(2.62)	2.44
Closing balance	**4,202.76**	**3,824.46**	**3,194.72**	**2,661.60**
Restated Adjustments*				3.15
Restated balance as at 01 April 2018				**2,664.75**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii)

(D) Equity-Settled share-based payment reserve

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	34.29	14.31	-	-
Add: Compensation expense recognised during the period / year	6.60	17.44	13.00	-
Add: Options granted to employees of subsidiaries	1.49	2.54	1.31	-
Less: Transferred to retained earnings	(0.65)	-	-	-
Closing balance	**41.73**	**34.29**	**14.31**	**-**

Nature and purpose of reserves

(A) General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations, however the same is not required to be created under Companies Act, 2013. This reserve can be utilised only in accordance with the specified requirements of Companies Act, 2013.

(B) Securities premium

Securities premium is used to record the premium received on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

(C) Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to generate reserve, dividends or other distributions paid to Shareholders. It also includes remeasurement gains and losses on defined benefit plans recognised in other comprehensive income (net of taxes).

(D) Equity-Settled share-based payment reserve

This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Company. Once shares are issued by the Company, the amount in this reserve will be transferred to Share capital, Securities premium or retained earnings. Further, if options are lapsed the amount in this reserve will be transferred to retained earnings.

XXIX Restated Standalone Statement of Interest Income

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
On financial assets measured at Amortised Cost				
Interest on margin trading fund	204.61	1,105.07	1,479.57	1,798.63
Interest on fixed deposits under lien with stock exchanges	122.85	324.25	326.11	327.81
Interest on delayed payment by customers	8.45	60.65	79.80	68.32
Total	**335.91**	**1,489.97**	**1,885.48**	**2,194.76**

XXX Restated Standalone Statement of Fees and Commission Income

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Brokerage	1,780.68	5,039.05	5,014.01	4,783.68
Income from depository operations	161.97	345.40	325.12	306.07
Portfolio management services fees	0.27	2.16	6.21	9.23
Income from distribution operations	12.02	47.94	44.70	46.59
Investment advisory services	14.34	39.67	33.95	-
Other operating Income	53.64	117.93	59.83	40.87
Total	**2,022.92**	**5,592.15**	**5,483.82**	**5,186.44**

Revenue from contracts with customers

Set out below is the disaggregated information on revenue from contracts with customers:

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Types of services				
Brokerage	1,780.68	5,039.05	5,014.01	4,783.68
Income from depository operations	161.97	345.40	325.12	306.07
Portfolio management services fees	0.27	2.16	6.21	9.23
Income from distribution operations	12.02	47.94	44.70	46.59
Investment advisory services	14.34	39.67	33.95	-
Other operating Income	53.64	117.93	59.83	40.87
Revenue from contract with customers	**2,022.92**	**5,592.15**	**5,483.82**	**5,186.44**
Geographical markets				
India	2,022.92	5,592.15	5,483.82	5,186.44
Outside India	-	-	-	-
Total revenue from contract with customers	**2,022.92**	**5,592.15**	**5,483.82**	**5,186.44**
Timing of revenue recognition				
Services transferred at a point in time	1,962.93	5,384.64	5,272.38	5,041.81
Services transferred over time	59.99	207.51	211.44	144.63
Total revenue from contracts with customers	**2,022.92**	**5,592.15**	**5,483.82**	**5,186.44**

Contract Balance

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Trade receivables	559.83	386.50	2,139.04	1,554.16
Revenue received in advance (contract liability)*	119.50	103.38	73.65	61.48

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Amounts included in contract liability at the beginning of the period/year	103.38	73.65	61.48	33.37

* Applying practical expedient as given in Ind AS 115, the Company has not disclosed movement of contract liabilities as the performance obligation is part of a contract that has an original expected duration of one year or less.

XXXI Restated Standalone Statement of Net Gain on Fair Value Changes*

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
On financial instruments designated at fair value through profit or loss on Investments				
Investment in Equity Shares	-	-	0.33	(1.26)
Investment in Mutual Funds	2.08	23.06	-	5.40
Total net gain on fair value changes	**2.08**	**23.06**	**0.33**	**4.14**
Fair Value changes:				
-Realised	2.08	23.06	0.33	5.40
-Unrealised	-	-	-	(1.26)

*Fair value changes in this schedule are other than those arising on account of interest income/expense.

XXXII Restated Standalone Statement of Other Income

₹ in million

		30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Income from co-branding	Non recurring	-	16.18	47.62	11.75
Interest on inter-corporate deposits	Recurring	0.01	7.24	10.29	6.58
Bad debts recovered	Recurring	19.59	49.59	40.12	12.61
Profit on sale of property plant and equipment	Non recurring	-	-	0.09	-
Gain on cancellation of lease	Non recurring	6.09	5.90	0.12	6.46
Other interest income measured at amortised cost					
- Interest on security deposits	Recurring	3.95	5.44	3.15	4.39
- Interest on loan to employees	Recurring	0.00	0.22	0.55	-
- Interest on trade receivables	Recurring	1.50	5.59	4.98	4.26
- Interest on deposits with banks	Recurring	43.79	173.75	121.68	72.84
- Interest Income on bonds	Non recurring	-	-	-	9.10
Interest on income tax refund	Non recurring	-	1.67	1.09	2.11
Dividend Income on investments	Non recurring	-	45.38	-	6.76
Lease income from subsidiary companies	Recurring	1.92	7.69	7.69	7.69
Lease income from director	Recurring	0.27	0.81	0.63	0.63
Miscellaneous income	Recurring	2.83	3.15	18.83	6.03
Total		**79.95**	**322.61**	**256.84**	**151.21**

XXXIII Restated Standalone Statement of Finance costs

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
On financial liabilities measured at Amortised Cost				
Interest expense on bank overdraft	71.68	430.47	594.32	835.61
Interest on lease liabilities	2.85	17.25	18.29	16.78
Interest expense on vehicle loan	0.43	1.68	1.44	1.78
Interest on inter corporate deposits	3.82	-	-	4.98
Bank guarantee and commission charges	6.77	38.89	48.22	34.87
Total	**85.55**	**488.29**	**662.27**	**894.02**

XXXIV Restated Standalone Statement of Impairment on Financial Instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Financial instruments measured at Amortised Cost				
Trade receivables	2.33	0.50	6.83	9.58
Bad debts written off (net)	187.44	375.60	144.69	83.83
Total	**189.77**	**376.10**	**151.52**	**93.41**

XXXV Restated Standalone Statement of Employee Benefits Expenses

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Salaries, allowances, Incentives and bonus	321.43	1,351.51	1,348.07	1,036.17
Contribution to provident and other funds (Refer annexure XXXIX-4)	12.21	67.88	70.14	56.92
Gratuity expenses (Refer annexure XXXIX-4)	2.23	8.59	7.63	11.24
Compensated absences expenses	5.09	17.28	12.79	3.90
Training and recruitment expenses	5.38	27.47	42.72	26.10
Staff welfare expenses	3.19	19.84	19.27	20.45
Expense on employee stock option scheme (Refer annexure XXXIX-5)	6.60	17.44	13.00	-
Total	**356.13**	**1,510.01**	**1,513.62**	**1,154.78**

XXXVI Restated Standalone Statement of Depreciation and Amortization Expense

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Depreciation on property plant & equipment	25.75	104.48	90.38	97.80
Depreciation on investment property	0.07	0.03	0.03	0.03
Amortization of intangible assets	6.16	25.23	28.11	27.11
Depreciation on right to use assets	16.42	71.76	63.03	57.23
Total	**48.40**	**201.50**	**181.55**	**182.17**

XXXVII Restated Standalone Statement of Other Expenses

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Rent, rates and taxes	4.17	24.73	30.42	25.15
Communication costs	13.39	57.33	60.34	67.72
Printing and stationery	9.54	46.36	60.76	50.03
Advertisement and publicity	140.35	476.75	590.94	422.10
Directors' sitting fees	0.54	1.96	2.06	-
Legal and Professional charges	52.94	171.56	140.87	154.87
Insurance	1.39	3.79	3.06	1.71
Interest on service tax	-	-	-	0.41
Interest on income tax	-	-	-	6.55
Software connectivity license/maintenance expenses	59.02	217.68	243.37	189.60
Impairment on investment in subsidiary	125.00	-	-	-
Travel and conveyance	15.34	117.32	122.38	104.25
Electricity	5.10	45.87	46.24	48.20
Administrative support services	7.06	30.01	29.42	24.37
Demat Charges	21.40	25.92	29.31	38.68
Membership and subscription fees	2.11	3.11	1.12	2.74
Loss on account of error trades (net)	6.73	19.78	17.45	9.03
Loss on sale of shares	3.58	-	-	0.09
Loss on sale of property plant and equipment	-	6.15	-	4.97
Corporate social responsibility expenses (Refer annexure XXXIX-12)	-	21.03	16.05	9.96
Repairs and maintenance				
- Buildings	0.74	8.66	12.39	7.27
- Others	1.38	15.44	16.66	14.65
Auditors' remuneration*	1.12	4.18	2.60	2.53
Office expenses	5.89	32.29	33.37	28.82
Bank charges	1.74	9.91	4.97	2.87
Security guards expenses	1.87	8.19	6.99	6.72
Miscellaneous expenses	4.58	29.82	38.44	46.79
Total	**484.98**	**1,377.84**	**1,509.21**	**1,270.08**

*** Auditors' remuneration**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Statutory audit fees (excluding taxes)	1.12	4.00	2.53	2.53
Out of pocket expense	-	0.18	0.07	-
Other Certification fees	-	-	-	-
Total	**1.12**	**4.18**	**2.60**	**2.53**

Angel Broking Limited
Annexures forming part of the Standalone Restated Financial Statements

XXXVIII Restated Standalone Statement of Related Party Disclosures:
(A) Names of related parties and nature of relationship

		As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
(a) Subsidiary Companies					
Angel Financial Advisors Private Limited	India	100%	100%	100%	100%
Angel Fincap Private Limited	India	100%	100%	100%	100%
Angel Securities Limited	India	100%	100%	100%	100%
Angel Wellness Private Limited	India	100%	100%	100%	100%
Mimansa Software Systems Private Limited	India	100%	100%	100%	100%

(b) Individuals owning directly or indirectly interest in voting power that gives them control or significant influence	
Mr. Dinesh Thakkar	Chairman and Managing Director
Mr. Lalit Thakkar	Director (Till May 11, 2018)
(c) Relatives of above individuals	
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	HUF
(d) Key Management Personnel	
Mr. Vinay Agrawal	CEO and Director
Ms. Anisha Motwani	Independent Director
Mr. Kamalji Jagat Bhushan Sahay	Independent Director
Mr. Uday Sankar Roy	Independent Director
Ms . Naheed Patel	Company Secretary
(e) Enterprises in which director is a member	
Nirwan Monetary Services Private Limited	
Jack and Jill Apparel Private Limited	
Angel Insurance Brokers and Advisors Private Limited	

(B) Details of transactions with related party in the ordinary course of business for the period / year ended: ₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Interest Received				
Subsidiaries				
Angel Securities Limited	-	-	0.23	0.07
Angel Fincap Private Limited	-	1.87	0.86	-
Angel Financial Advisors Private Limited	0.01	0.00	0.04	0.23
Angel Wellness Private Limited	-	5.37	9.13	6.28
Mimansa Software Systems Private Limited	-	-	0.04	0.01
Enterprises in which director is a member				
Angel Insurance Brokers and Advisors Private Limited	-	0.01	0.01	-
Income from broking activities				
Subsidiaries				
Angel Financial Advisors Private Limited	-	-	0.00	0.00
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and its relatives				
Anuradha Thakkar	0.01	0.01	0.02	0.06
Ashok Thakkar	0.00	0.04	0.04	0.18
Deepak Thakkar	0.02	0.05	0.04	0.14
Dinesh Thakkar	0.01	0.39	0.19	0.23
Rahul Thakkar	0.00	0.03	0.09	0.12
Tarachand Thakkar	-	-	-	0.00
Kanta Thakkar	-	-	-	0.00
Key Management Personnel				
Juhi Agrawal	-	-	-	0.00
Vinay Agrawal	0.00	0.00	-	0.00
Enterprises in which director is a member				
Jack and Jill Apparel Private Limited	-	0.01	0.01	0.01
Nirwan Monetary Service Private Limited	0.00	0.05	0.05	0.03

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Professional Fees paid				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and its relatives				
Sunita Magnani	0.71	2.82	2.82	-
Directors' seating fees				
Key Management Personnel				
Anisha Motwani	0.14	0.52	0.58	-
Kamalji Jagat Bhushan Sahay	0.18	0.72	0.74	-
Uday Sankar Roy	0.22	0.72	0.74	-
Dividend Income				
Subsidiaries				
Angel Financial Advisors Private Limited	-	33.00	-	-
Employee stock option plan				
Subsidiaries				
Angel Fincap Private Limited	1.21	1.89	0.99	-
Angel Financial Advisors Private Limited	0.29	0.65	0.33	-
Secondment expenses paid				
Subsidiaries				
Angel Financial Advisors Private Limited	-	-	46.43	-
		-	-	-
Lease income				
Subsidiaries				
Angel Securities Limited	0.02	0.07	0.59	1.12
Angel Financial Advisors Private Limited	1.68	6.73	4.39	2.05
Angel Fincap Private Limited	0.22	0.89	2.71	4.52
Lease income from furnished property				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence				
Dinesh Thakkar	0.27	0.81	0.63	0.63
Interest paid				
Subsidiary				
Angel Fincap Private Limited	3.82	-	-	4.98
Software Maintenance Charges				
Subsidiary				
Mimansa Software Systems Private Limited	2.40	9.60	9.60	9.00
Business support services incurred (includes electricity and insurance)				
Subsidiaries				
Angel Securities Limited	0.01	0.25	0.11	0.27
Angel Financial Advisors Private Limited	0.52	3.82	5.86	0.62
Angel Fincap Private Limited	0.35	2.28	3.42	0.95
Mimansa Software Systems Private Limited	0.07	0.37	0.25	0.02
Angel Wellness Private Limited	0.14	1.70	1.70	0.20
Enterprises in which director is a member				
Angel Insurance Brokers & Advisors Private Limited	0.00	-	0.00	-
Reimbursement of expenses				
Subsidiaries				
Angel Securities Limited	-	0.00	0.06	-
Angel Financial Advisors Private Limited	0.18	3.23	6.38	-
Angel Fincap Private Limited	0.08	0.80	0.94	-
Mimansa Software Systems Private Limited	-	0.57	0.39	-
Angel Wellness Private Limited	-	0.00	-	-

Angel Broking Limited
Annexures forming part of the Standalone Restated Financial Statements

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Remuneration paid				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence				
Dinesh Thakkar	6.30	25.21	23.79	18.38
Key Management Personnel				
Vinay Agrawal	9.42	19.14	19.36	15.84
Naheed Patel	0.69	2.07	1.43	1.29
Purchase of property				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence				
Lalit Thakkar	8.00	-	-	-
Enterprises in which director is a member				
Nirwan Monetary Service Private Limited	24.09	-	-	-
Dividend paid				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and its relatives				
Dinesh Thakkar	-	45.28	45.28	45.61
Lalit Thakkar	-	24.13	24.13	24.48
Dinesh Thakkar HUF	-	1.67	1.67	1.68
Kanta Thakkar	-	0.01	0.01	0.01
Ashok Thakkar	-	8.64	8.64	8.70
Mahesh Thakkar	-	0.01	0.01	0.01
Deepak Thakkar	-	-	-	9.41
Sunita Magnani	-	2.03	2.03	2.04
Jaya Ramchandani	-	0.00	0.00	0.00
Enterprises in which director is a member				
Nirwan Monetary Service Private Limited	-	16.38	16.38	16.50
Key Management Personnel and their relatives				
Vinay Agrawal	-	0.59	0.59	0.12
Loans taken				
Subsidiaries				
Angel Fincap Private Limited	420.00	-	-	3,211.20
		-	-	-
Repayment of loan taken				
Subsidiaries				
Angel Fincap Private Limited	285.26	-	-	3,211.20
Loans given				
Subsidiaries				
Angel Securities Limited	-	-	6.35	117.20
Angel Financial Advisors Private Limited	4.80	6.80	6.40	15.80
Angel Fincap Private Limited	-	387.00	151.80	-
Mimansa Software Systems Private Limited	-	-	1.40	1.10
Angel Wellness Private Limited	-	30.58	120.24	109.48
Enterprises in which director is a member				
Angel Insurance Brokers & Advisors Private Limited	-	-	0.02	-
Repayment of loan given				
Subsidiaries				
Angel Securities Limited	-	-	6.35	117.20
Angel Financial Advisors Private Limited	-	6.80	6.40	15.80
Angel Fincap Private Limited	-	387.00	151.80	-
Mimansa Software Systems Private Limited	-	-	1.40	1.10
Angel Wellness Private Limited	-	150.82	-	109.48
Enterprises in which director is a member				
Angel Insurance Brokers & Advisors Private Limited	-	0.09	-	

All related party transactions entered during the period were in ordinary course of the business and are on arm's length basis.

Angel Broking Limited
Annexures forming part of the Standalone Restated Financial Statements

(C) Amount due to/from related party

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Recoverable from subsidiaries				
Subsidiaries				
Angel Securities Limited	0.01	0.25	0.02	-
Angel Financial Advisors Private Limited	0.52	3.82	1.55	-
Angel Fincap Private Limited	0.35	2.28	3.01	-
Mimansa Software Systems Private Limited	0.07	0.37	0.21	-
Angel Wellness Private Limited	0.14	1.70	121.49	-
Inter corporate				
Subsidiaries				
Angel Fincap Private Limited	133.78	-	-	-
Trade Payable				
Subsidiaries				
Mimansa Software Systems Private Limited	-	-	-	9.72
Loans				
Subsidiaries				
Angel Securities Limited	4.80			
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and its relatives				
-Dinesh Thakkar	-	-	-	5.00
Key Management Personnel				
- Vinay Agrawal	-	0.31	4.06	7.50
		-	-	
Other receivables				
Individuals owning				
- Dinesh Thakkar	7.50	7.50	7.50	7.50
Enterprises in which director is a member				
- Angel Insurance Brokers and Advisors Private Limited	0.00	-	0.11	-

Overdraft against Fixed Deposits facility is available to the tune of ₹ 131.95 millions which is secured against a lien on fixed deposits of Angel Financial Advisors Private Limited ("a wholly owned subsidiary") of ₹ 139.59 millions Refer annexure XXII(b) for personal guarantee given by director against overdraft facilities obtained from banks.

No rent is charged on property taken from one of the directors which is used as an office by the Company. ₹ 7.5 millions pertains to security deposits paid against the same property.

provision for post-employment benefits like gratuity fund and leave encashment are made based on actuarial valuation on an overall Company basis are not included in remuneration to key management personnel.

XXXIX-1 Restated Standalone Statement of Earnings Per Share

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Profit attributable to all equity holders	381.83	866.24	766.94	1,010.52
Weighted average number of equity shares outstanding	7,19,95,003	7,19,95,003	7,19,95,003	7,18,22,783
Basic earnings per share (Rs.) (FV of ₹10 each)	5.30	12.03	10.65	14.07

Diluted earning per share is similar to basic earning per share as the average market price is lower than the exercise price as at the grant dates.

XXXIX-2 Restated Standalone Statement of Contingent Liabilities

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Guarantees				
(i) Bank guarantees with exchanges as margin / government authorities	2,276.50	2,401.50	3,252.70	1,972.50
Others				
(i) Claims against the company not acknowledged as debts*	49.10	48.64	46.81	58.45
(ii) Disputed income tax demands not provided for (Refer note (a) below)	249.92	249.92	250.20	104.66
	2,575.52	**2,700.06**	**3,549.71**	**2,135.61**

*Relates to legal claims filed against us by our customers in the ordinary course of business.

Note (a):
Above disputed income tax demands not provided for includes:
(i) ₹ 6.65 millions - 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;
(ii) ₹ 87.93 millions 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;
(iii) ₹ 7.53 millions 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);
(iv) ₹ 93.91 millions 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;
(v) ₹ 38.50 millions 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
(vi) ₹ 15.40 millions 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.

XXXIX-3 Restated Standalone Statement of Capital Commitments

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Capital commitment for purchase of property, plant and equipments and Intangible assets	4.31	2.62	17.83	2.68

XXXIX-4 Restated Standalone Statement of Employee Benefits

(A) Defined Contribution Plans

During the period / year, the Company has recognized the following amounts in the Statement of Profit and Loss

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Employers’ Contribution to Provident Fund and Employee State Insurance	12.21	67.88	70.14	56.92

(B) Defined benefit plans

Gratuity payable to employees

The Company’s liabilities under the Payment of Gratuity Act,1972 are determined on the basis of actuarial valuation made at the end of each reporting period using the projected unit credit method.

The gratuity benefit is provided through unfunded plan and annual contributions are charged to the statement of profit and loss. Under the scheme, the settlement obligation remains with the Company. Company accounts for the liability for future gratuity benefits based on an actuarial valuation. The net present value of the Company’s obligation towards the same is actuarially determined based on the projected unit credit method as at the Balance Sheet date.

Discount rate

Discount Rate for this valuation is based on government bonds having similar term to duration of liabilities. Due to lack of a deep and secondary bond market in India, government bond yields are used to arrive at the discount rate.

Mortality/ disability

If the actual mortality rate in the future turns out to be more or less than expected then it may result in increase / decrease in the liability

Employee turnover/withdrawal rate

If the actual withdrawal rate in the future turns out to be more or less than expected then it may result in increase / decrease in the liability

Salary escalation rate

More or less than expected increase in the future salary levels may result in increase / decrease in the liability.

(i) **Principal assumptions used for the purposes of the actuarial valuations**

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Economic Assumptions				
Discount rate (per annum)	4.87%	5.74%	6.93%	7.16%
Salary Escalation rate	3.00%	3.00%	3.00%	3.00%
Demographic Assumptions				
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Employee turnover/Withdrawal rate				
(A) Sales Employees				
(i) For service less than 4 years	99%	99%	99%	99%
(ii) Thereafter	2%	2%	2%	2%
(B) Non-sales employees				
(i) For service less than 4 years	49%	49%	49%	49%
(ii) Thereafter	2%	2%	2%	2%
Retirement age	58 years	58 years	58 years	58 years

(ii) **Amount recognised in balance sheet** ₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Present value of unfunded defined benefit obligation	46.96	39.54	27.22	24.23
Net liability recognized in Balance Sheet	**46.96**	**39.54**	**27.22**	**24.23**
Current benefit obligation	6.15	3.49	1.18	0.99
Non-current obligation	40.81	36.05	26.04	23.24
Net liability recognized in Balance Sheet	**46.96**	**39.54**	**27.22**	**24.23**

(iii) **Changes in the present value of defined benefit obligation (DBO)** ₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Present value of obligation at the beginning of the period / year	39.54	27.22	24.23	23.14
Interest cost on DBO	0.59	2.07	1.90	2.01
Current service cost	1.64	6.52	5.73	6.22
Benefits paid	(0.39)	(8.69)	(8.67)	(7.73)
Actuarial (gain)/ loss on obligations	-			
- Effect of change in Financial Assumptions	4.37	4.28	0.60	(0.92)
- Experience (gains)/losses	1.21	8.14	3.43	(2.83)
Past service cost	-	-	-	3.01
Acquisition/Business combination/Divestiture	-	-	-	1.33
Present value of obligation at the end of the period / year	**46.96**	**39.54**	**27.22**	**24.23**

The weighted average duration of defined benefit obligation is 3.33 years as at 30 June 2020 (31 March 2020 : 3.35 years, 31 March 2019: 3.43 years, 31 March 2018: 3.47 years)

(iv) **Expense recognized in the Statement of Profit and Loss** ₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Service cost	1.64	6.52	5.73	6.22
Net Interest cost	0.59	2.07	1.90	2.01
Past service cost	-	-	-	3.01
Total expenses recognized in the Statement Profit and Loss	**2.23**	**8.59**	**7.63**	**11.24**

(v) **Expense recognized in Other comprehensive income** ₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Remeasurements due to-				
- Effect of change in financial assumptions	4.37	4.28	0.60	(0.92)
- Effect of experience adjustments	1.21	8.14	3.43	(2.83)
Net actuarial (gains) / losses recognised in OCI	**5.58**	**12.42**	**4.03**	**(3.75)**

(vi) **Quantitative sensitivity analysis**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Impact on defined benefit obligation				
Discount rate				
1% increase	(5.36)	(4.51)	(3.10)	(3.10)
1% decrease	6.11	5.15	3.54	3.54
Rate of increase in salary				
1% increase	5.65	4.76	3.28	3.28
1% decrease	(4.92)	(4.14)	(2.85)	(2.85)
Withdrawal rate				
1% increase	2.45	2.06	1.42	1.42
1% decrease	(2.16)	(1.82)	(1.25)	(1.25)

(vii) **Maturity profile of defined benefit obligation**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Within next 12 months	6.30	3.59	1.22	1.22
Between 2 and 5 years	6.10	7.67	6.15	6.15
Between 5 and 10 years	9.58	9.04	8.55	8.55
Beyond 10 years	68.16	64.95	53.05	53.05
Total expected payments	**90.14**	**85.25**	**68.97**	**68.97**

XXXIX-5 Restated Standalone Statement of Employee Stock Option Plan

(a) 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 (Angel Fincap Private Limited and Angel Financial advisors Private Limited). According to the Scheme 2018, the employee selected by the Nomination and 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.

(b) **Summary of option granted under the scheme**

	30 June 2020	31 March 2020	31 March 2019
	Number of option	Number of option	Number of option
Opening balance	22,57,600	25,34,370	-
Granted during the period / year	-	-	29,40,870
Exercised during the period / year*	-	-	-
Forfeited / Lapsed during the period / year	(2,56,178)	(2,76,770)	(4,06,500)
Closing balance	**20,01,422**	**22,57,600**	**25,34,370**
Vested and exercisable	1,77,285	1,83,640	-

*The weighted average share price at the date of exercise of options exercised during the period ended 30 June 2020 is₹211.51 (31 March 2020 : ₹211.51 and 31 March 2019: ₹211.51)

(c) **Expiry date and exercises prices of the share options outstanding**

Grant date	Expiry date	Exercise price	Share options as at 30 June 2020	Share options as at 31 March 2020	Share options as at 31 March 2019
11 May 2018	11 July 2020	211.51	1,27,208	1,47,990	1,80,560
11 May 2018	11 July 2021	211.51	2,94,644	3,47,920	3,61,120
11 May 2018	11 July 2022	211.51	4,49,220	5,21,880	5,41,680
11 May 2018	11 July 2023	211.51	5,98,960	6,95,840	7,22,240
1 August 2018	1 October 2020	211.51	16,450	16,450	34,450
1 August 2018	1 October 2021	211.51	26,320	32,900	68,900
1 August 2018	1 October 2022	211.51	49,350	49,350	1,03,350
1 August 2018	1 October 2023	211.51	65,800	65,800	1,37,800
15 October 2018	15 December 2020	211.51	12,000	12,000	15,000
15 October 2018	15 December 2021	211.51	24,000	30,000	30,000
15 October 2018	15 December 2022	211.51	45,000	45,000	45,000
15 October 2018	15 December 2023	211.51	60,000	60,000	60,000
2 November 2018	2 January 2021	211.51	7,200	7,200	9,000
2 November 2018	2 January 2022	211.51	18,000	18,000	18,000
2 November 2018	2 January 2023	211.51	27,000	27,000	27,000
2 November 2018	2 January 2024	211.51	36,000	36,000	36,000
18 March 2019	18 May 2021	211.51	14,427	14,427	14,427
18 March 2019	18 May 2022	211.51	28,854	28,854	28,854
18 March 2019	18 May 2023	211.51	43,281	43,281	43,281
18 March 2019	18 May 2024	211.51	57,708	57,708	57,708
Total			**20,01,422**	**22,57,600**	**25,34,370**
Weighted average remaining contractual life of options outstanding at end of period / year			**1.26 years**	**1.48 years**	**2.39 years**

(d) **The fair value of each option granted is estimated on the date of grant using the black Scholes model with the following inputs**

Scheme	A	B	C	D	E
Grant date	11 May 2018	1 August 2018	15 October 2018	2 November 2018	18 March 2019
Weighted average fair value of options granted	20.13	7.26	2.78	2.68	2.18
Exercise price	211.51	211.51	211.51	211.51	211.51
Share price at the grant date	211.51	142.37	103.17	100.34	95.31
Expected volatility	28.44%-40.95%	31.30%-40.30%	34.21%-39.95%	36.99%-41.46%	40.03%-41.14%
Risk free interest rate	7.04%- 7.78%	7.14%-7.81%	7.47%-7.86%	7.20%-7.63%	6.58%-7.00%
Expected dividend yield	30%	30%	30%	30%	30%

The expected price volatility is based on the historic volatility (based on the remaining life of options), adjusted for any expected changes to future volatility due to publicly available information.

Life of options - The employees have a period of 1 year from vesting date, to exercise their vested options. The management expects that these options will be exercised immediately on its vesting.

(e) **Expense arising from share based payment transaction**

₹ in million

	30 June 2020	31 March 2020	31 March 2019
Gross expense arising from share based payments	8.10	19.98	14.31
Less: Options granted to employees of subsidiaries recognised as deemed investment in subsidiaries	(1.50)	(2.54)	(1.31)
Employee share based payment expense recognised in statement of profit and loss	**6.60**	**17.44**	**13.00**

XXXIX-6 Restated Standalone Statement of Segment reporting

The Company's operations predominantly relate to equity, currency and commodity broking and its related activities business and is the only operating segment of the Company. The Chief Operating Decision Maker (CODM) reviews the operations of the Company as one operating segment. Hence no separate segment information has been furnished herewith.

The Company operates in one geographic segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

The Company is presenting consolidated financial statements and hence in accordance with "IND AS 108 Segment Reporting", segment information is disclosed in consolidated financial statements

XXXIX-7 Restated Standalone Statement of Leases

Information about lease

The Company has taken office premises at certain locations on operating lease. The agreements are executed for a period ranging from 11 months to 120 months.

The changes in the carrying value of right of use assets has been disclosed in Annexure XIX.

The aggregate depreciation expense on right of use assets is included under depreciation and amortisation expense in the statement of Profit and Loss

The movement in lease liabilities has been disclosed in Annexure XXII.

The below table provides the details regarding the contractual maturities of lease liabilities on an undiscounted basis:

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Less than one year	42.35	82.09	81.53	50.16
One to five years	58.48	130.48	167.46	103.67
More than five years	3.68	6.15	4.37	7.09
Total	**104.51**	**218.72**	**253.36**	**160.92**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The total cash outflows for leases are ₹ 11.98 million for the period ended 30 June 2020 (31 March 2020: ₹ 81.40 million, 31 March 2019: ₹ 73.86 million, 31 March 2018: ₹ 66.37 million).

Short term and low value lease:

Rental expense incurred and paid for short term leases was ₹ 0.13 millions (31 March 2020 : ₹ 0.77millions, 31 March 2019 : ₹ 0.34 millions and 31 March 2018 : ₹ 5.20 millions).

Rental expense incurred and paid for Low value leases was ₹ Nil (31 March 2020 : ₹ 0.02 millions, 31 March 2019: ₹ 0.06 millions and 31 March 2018 : ₹ 0.07 millions).

The weighted average incremental borrowing rate applied to lease liabilities is 9.94% p.a.

Angel Broking Limited
Annexure XXXIX - Other information forming part of the Standalone Restated Financial Statements

XXXIX-8 Restated Standalone Statement of Fair Value Measurement
A Financial instruments by category :

₹ in million

	FVOCI	FVTPL	Amortised Cost
As at 31 March 2018			
Financial Assets (other than investment in subsidiaries) *			
Cash and cash equivalents	-	-	792.68
Bank Balance other than cash and cash equivalent	-	-	8,121.72
Trade Receivables	-	-	1,554.16
Loans	-	-	9,873.87
Investments	-	4.31	-
Other Financial assets	-	-	261.82
Total Financial Assets	**-**	**4.31**	**20,604.25**
Financial Liabilities			
Trade payables	-	-	6,154.16
Borrowings	-	-	10,776.42
Other financial liabilities	-	-	1,149.03
Total Financial liabilities	**-**	**-**	**18,079.61**
As at 31 March 2019			
Financial Assets (other than investment in subsidiaries) *			
Cash and cash equivalents	-	-	4,164.31
Bank Balance other than cash and cash equivalent	-	-	5,317.15
Trade Receivables	-	-	2,139.04
Loans	-	-	7,038.47
Investments	-	0.00	-
Other Financial assets	-	-	662.45
Total Financial Assets	**-**	**0.00**	**19,321.42**
Financial Liabilities			
Trade payables	-	-	6,374.97
Borrowings	-	-	8,661.90
Other financial liabilities	-	-	1,338.86
Total Financial liabilities	**-**	**-**	**16,375.73**
As at 31 March 2020			
Financial Assets (other than investment in subsidiaries) *			
Cash and cash equivalents	-	-	5,899.92
Bank Balance other than cash and cash equivalent	-	-	7,852.00
Trade Receivables	-	-	386.50
Loans	-	-	2,495.67
Investments	-	0.00	-
Other Financial assets	-	-	2,693.52
Total Financial Assets	**-**	**0.00**	**19,327.61**
Financial Liabilities			
Trade payables	-	-	9,394.53
Borrowings	-	-	4,877.28
Other financial liabilities	-	-	1,285.62
Total Financial liabilities	**-**	**-**	**15,557.43**
As at 30 June 2020			
Financial Assets (other than investment in subsidiaries) *			
Cash and cash equivalents	-	-	4,867.82
Bank Balance other than cash and cash equivalent	-	-	14,302.63
Trade Receivables	-	-	559.83
Loans	-	-	7,737.78
Investments	-	0.00	-
Other Financial assets	-	-	120.21
Total Financial Assets	**-**	**0.00**	**27,588.27**
Financial Liabilities			
Trade payables	-	-	15,036.16
Borrowings	-	-	6,711.87
Other financial liabilities	-	-	1,311.09
Total Financial liabilities	**-**	**-**	**23,059.12**

* Investment in subsidiaries is measured at cost as at 30 June 2020, 31 March 2020, 31 March 2019 and 31 March 2018

B Fair Value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis: ₹ in million

	Level 1	Level 2	Level 3	Total
As at 31 March 2018				
Financial assets				
Measured at fair value through profit or loss *				
Investment in equity instruments	4.31	-	-	4.31
As at 31 March 2019				
Financial assets				
Measured at fair value through profit or loss *				
Investment in equity instruments	0.00	-	-	0.00
As at 31 March 2020				
Financial assets				
Measured at fair value through profit or loss *				
Investment in equity instruments	0.00	-	-	0.00
As at 30 June 2020				
Financial assets				
Measured at fair value through profit or loss *				
Investment in equity instruments	0.00	-	-	-

The carrying amount of cash and bank balances, trade receivables, loans, trade payables, borrowings and other receivables and payables are considered to be the same as their fair values due to their short term nature. The fair values of borrowings and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

* **Valuation techniques used to determine fair value**

Specific valuation techniques used to value financial instruments includes investment in equity investment valued at quoted closing price on stock exchange/other basis based on materiality.

XXXIX-9 Restated Standalone Statement of Financial Risk Management Objectives and Policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) **Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises following types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk arising mainly from borrowings with floating interest rates. The Company is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Company manages the interest rate risks by maintaining a debt portfolio comprising a mix of fixed and floating rate borrowings.

At the reporting date, the interest profile of the Company’s borrowings is as follows:

Exposure to interest rate risk ₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018
Fixed rate borrowings	115.29	173.67	228.05	140.13
Variable rate borrowings	6,596.58	4,703.61	8,433.85	10,636.29
Total borrowings	**6,711.87**	**4,877.28**	**8,661.90**	**10,776.42**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Group’s profit before tax is affected through the impact on floating rate borrowings, as follows:

₹ in million

	Increase/ decrease in basis points	Effect on profit before tax
31 March 2018		
Rs.	50 bp	(53.18)
Rs.	(50 bp)	53.18
31 March 2019		
Rs.	50 bp	(42.17)
Rs.	(50 bp)	42.17
31 March 2020		
Rs.	50 bp	(23.52)
Rs.	(50 bp)	23.52
30 June 2020		
Rs.	50 bp	(32.98)
Rs.	(50 bp)	32.98

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at each reporting date, the Company does not have exposure in foreign currency, therefore it is not exposed to currency risk.

(B) **Credit risk**

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligation. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties, and by monitoring exposures in relations to such limits.

The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements. The Company's major classes of financial assets are cash and cash equivalents, loans, term deposits, trade receivables and security deposits.

Cash and cash equivalents and term deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors. Security deposits are kept with stock exchanges for meeting minimum base capital requirements. These deposits do not have any credit risk.

The management has established accounts receivable policy under which customer accounts are regularly monitored. The Company has a dedicated risk management team, which monitors the positions, exposures and margins on a continuous basis.

a) Expected credit loss

A) Trade receivables

The Company applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics as follow:

- Receivable from Brokerage (Secured by collaterals mainly in form of Securities of listed Company)
- Receivable from Exchange (Unsecured)
- Receivable from Depository (Secured by collaterals mainly in form of Securities of listed Company)

Receivable from Exchange (Unsecured) : There are no historical loss incurred in respect of Receivable from exchange. Entire exposure/receivable as at each reporting period is received and settled within 7 days from reporting period. Therefore, no ECL is recognised in respect of receivable from exchange.

Receivable from Brokerage and depository: Company has large number of customer base with shared credit risk characteristics. As per policy of the Company, trade receivable to the extent not covered by collateral (i.e. unsecured trade receivable) is considered as default and are fully written off as bad debt against respective trade receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the income statement as bad debts recovered. Trade receivable of the company are of short duration with credit period ranging up to maximum 30 days. In case of delay in collection, the Company has right to charges interest (commonly referred as delayed payment charges) on overdue amount for the overdue period. However, in case of receivable from depository, the Company doesn't have right to charge interest. Though credit period given to customer in respect of receivable from depository is very short, generally there is significant delay in ultimate collection. The Company has computed expected credit loss due to significant delay in collection. Effective interest rate on these trade receivable for the purpose of computing time value loss is considered as incremental borrowing rate.

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Trade receivable				
Past due 1-30 days	434.06	260.09	1,937.37	1,377.38
Past due 31-60 days	1.02	14.26	33.92	43.97
Past due 61-90 days	5.69	3.85	18.01	16.34
Past due more than 90 days	133.12	121.53	168.06	132.95
Loss allowances	(14.06)	(13.23)	(18.32)	(16.48)
Carrying amount	**559.83**	**386.50**	**2,139.04**	**1,554.16**

Movements in the allowances for impairment in respect of trade receivables is as follows:

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Opening Provision	13.23	18.32	16.48	11.15
Creation / (utilisation) during the period / year	0.83	(5.09)	1.84	5.33
Closing provision	**14.06**	**13.23**	**18.32**	**16.48**

B) Loan against Margin Trading facilities:

In accordance with Ind AS 109, the Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles, primarily based on past due.

Company has large number of customer base with shared credit risk characteristics. Loan against margin trading facilities are secured by collaterals. As per policy of the Company, loan against Margin trade facilities to the extent not covered by collateral (i.e. unsecured portion) is considered as default and are fully written off as bad debt against respective loan receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the Statement of Profit and Loss as bad debts recovered.

As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the entity is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, the maximum period to consider when measuring expected credit losses for these loans is the maximum contractual period (i.e. on demand/one day).

For the computation of ECL, the loan against margin trading facilities are classified into three stages as follows:

Following table provides information about exposure to credit risk and ECL on Margin trading facility

Staging as per Ind AS 109	Loan receivable
Stage 1	0 to 30 days past due
Stage 2	31 to 90 days past due
Stage 3	More than 90 days past due

The company does not have any loan book which may fall under stage 2 or stage 3.

ECL is computed as follow assuming that these loans are fully recalled by the Company at each reporting period:

EAD is considered as loan receivable including interest (net of write off).

PD is considered at 100% for all loans receivables being the likelihood that the borrower would not be able to repay in the very short payment period.

LGD is determined based on fair value of collateral held as at the reporting period. Unsecured portion is considered as LGD.

Collaterals

The Company holds collateral and other credit enhancements against certain of its credit exposures. The following table sets out the principal types of collateral held against different types of financial assets.

Instrument type	Percentage of exposure that is subject to collateral				Principal type of collateral held
	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018	
Loans for Margin trading facility	99.82%	98.76%	99.51%	99.96%	Shares and securities

(C) **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Company's financial liabilities: ₹ in million

	0 - 1 year	1-2 year	2-3 year	3-4 year	Beyond 4 years	Total
31 March 2018						
Borrowings (Other than lease)	10,643.14	6.85	4.97	1.21	-	10,656.17
Trade payables	6,154.16	-	-	-	-	6,154.16
Other financial liabilities	1,149.03	-	-	-	-	1,149.03
	17,946.33	**6.85**	**4.97**	**1.21**	**-**	**17,959.36**
31 March 2019						
Borrowings (Other than lease)	8,442.85	7.13	3.13	0.99	0.73	8,454.83
Trade payables	6,374.97	-	-	-	-	6,374.97
Other financial liabilities	1,338.86	-	-	-	-	1,338.86
	16,156.68	**7.13**	**3.13**	**0.99**	**0.73**	**16,168.66**
31 March 2020						
Borrowings (Other than lease)	4,703.61	5.97	3.79	3.29	0.56	4,717.22
Trade payables	9,394.53	-	-	-	-	9,394.53
Other financial liabilities	1,285.62	-	-	-	-	1,285.62
	15,383.76	**5.97**	**3.79**	**3.29**	**0.56**	**15,397.37**
30 June 2020						
Borrowings (Other than lease)	6,605.10	5.37	3.79	2.68	0.22	6,617.16
Trade payables	15,036.16	-	-	-	-	15,036.16
Other financial liabilities	1,311.09	-	-	-	-	1,311.09
	22,952.35	**5.37**	**3.79**	**2.68**	**0.22**	**22,964.41**

XXXIX-10 Restated Standalone Statement of Maturity Analysis of Assets and Liabilities

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

₹ in million

	As at 31 March 2018 (Proforma)		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	792.68	-	792.68
Bank Balance other than cash and cash equivalent	8,104.08	17.64	8,121.72
Trade Receivables	1,554.16	-	1,554.16
Loans	9,870.03	3.84	9,873.87
Investments	4.31	947.91	952.22
Other financial assets	28.16	233.66	261.82
Tax assets (Net)	-	11.70	11.70
Deferred tax assets (Net)	-	44.18	44.18
Investment Property	-	1.33	1.33
Property, Plant and Equipment	-	882.54	882.54
Other Intangible assets	-	87.57	87.57
Right to use assets	-	119.03	119.03
Other non-financial assets	101.30	24.55	125.85
Total Assets	**20,454.72**	**2,373.95**	**22,828.67**
Liabilities			
Trade Payables	6,154.16	-	6,154.16
Borrowings (Other than Debt Securities)	10,641.82	134.60	10,776.42
Other financial liabilities	1,149.03	-	1,149.03
Provisions	7.99	30.23	38.22
Other non-financial liabilities	219.33	-	219.33
Total Liabilities	**18,172.33**	**164.83**	**18,337.16**

₹ in million

	As at 31 March 2019		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	4,164.31	-	4,164.31
Bank Balance other than cash and cash equivalent	5,291.64	25.51	5,317.15
Trade Receivables	2,139.04	-	2,139.04
Loans	7,038.16	0.31	7,038.47
Investments	-	949.21	949.21
Other financial assets	32.63	629.81	662.44
Tax assets (Net)	-	47.40	47.40
Deferred tax assets (Net)	-	56.07	56.07
Investment Property	-	1.31	1.31
Property, Plant and Equipment	-	892.50	892.50
Intangible assets under development	-	5.69	5.69
Other Intangible assets	-	65.03	65.03
Right to use assets	-	204.98	204.98
Other non-financial assets	96.48	50.48	146.96
Total Assets	**18,762.26**	**2,928.30**	**21,690.56**
Liabilities			
Trade Payables	6,374.97	-	6,374.97
Borrowings (Other than Debt Securities)	8,549.10	112.80	8,661.90
Other financial liabilities	1,338.87	-	1,338.87
Provisions	12.18	34.12	46.30
Other non-financial liabilities	229.58	-	229.58
Total Liabilities	**16,504.70**	**146.92**	**16,651.62**

₹ in million

	As at 31 March 2020		
	Current (Less than 12 months)	**Non- Current (More than 12 months)**	**Total**
Assets			
Cash and cash equivalents	5,899.92	-	5,899.92
Bank Balance other than cash and cash equivalent	7,815.52	36.48	7,852.00
Trade Receivables	386.50	-	386.50
Loans	2,495.67	-	2,495.67
Investments	-	951.75	951.75
Other financial assets	46.99	2,646.53	2,693.52
Tax assets (Net)	-	38.18	38.18
Deferred tax assets (Net)	-	35.47	35.47
Investment Property	-	1.28	1.28
Property, Plant and Equipment	-	880.69	880.69
Intangible assets under development	-	20.88	20.88
Other Intangible assets	-	47.19	47.19
Right to use assets	-	149.34	149.34
Other non-financial assets	108.52	31.14	139.66
Total Assets	**16,753.12**	**4,838.93**	**21,592.05**
Liabilities			
Trade Payables	9,394.53	-	9,394.53
Borrowings (Other than Debt Securities)	4,766.63	110.65	4,877.28
Other financial liabilities	1,285.62	-	1,285.62
Provisions	15.70	44.29	59.99
Other non-financial liabilities	285.97	-	285.97
Total Liabilities	**15,748.45**	**154.94**	**15,903.39**

₹ in million

	As at 30 June 2020		
	Current (Less than 12 months)	**Non- Current (More than 12 months)**	**Total**
Assets			
Cash and cash equivalents	4,867.82	-	4,867.82
Bank Balance other than cash and cash equivalent	14,265.80	36.83	14,302.63
Trade Receivables	559.83	-	559.83
Loans	7,737.78	-	7,737.78
Investments	-	828.25	828.25
Other financial assets	55.72	64.49	120.21
Deferred tax assets (Net)	-	70.15	70.15
Investment Property	-	33.30	33.30
Property, Plant and Equipment	-	870.06	870.06
Intangible assets under development	-	23.38	23.38
Other Intangible assets	-	42.19	42.19
Right to use assets	-	92.03	92.03
Other non-financial assets	125.74	57.65	183.39
Total Assets	**27,612.69**	**2,118.33**	**29,731.02**
Liabilities			
Trade Payables	15,036.16	-	15,036.16
Borrowings (Other than Debt Securities)	6,610.42	101.45	6,711.87
Other financial liabilities	1,311.09	-	1,311.09
Tax liabilities (Net)	-	58.86	58.86
Provisions	19.12	52.33	71.45
Other non-financial liabilities	467.19	-	467.19
Total Liabilities	**23,443.98**	**212.64**	**23,656.62**

XXXIX-11 Restated Standalone Statement of Capital Management

Risk Management

The Company manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or raise / repay debt. The primary objective of the Company's capital management is to maximise the shareholders' value.

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern. There is no non compliance with any covenants of borrowings.

₹ in million

		30 June 2020	**31 March 2020**	**31 March 2019**	**31 March 2018 (Proforma)**
Borrowings		6,711.87	4,877.28	8,661.90	10,776.42
Less: cash and cash equivalents		(4,867.82)	(5,899.92)	(4,164.31)	(792.68)
Net debt	(i)	**1,844.05**	**(1,022.64)**	**4,497.59**	**9,983.74**
Total Equity	(ii)	6,074.40	5,688.66	5,038.94	4,491.51
Total Capital	(i) +(ii)= (iii)	**7,918.45**	**4,666.02**	**9,536.53**	**14,475.25**
Gearing ratio	(i)/(iii)	**23%**	**(22)%**	**47%**	**69%**

XXXIX-12 Corporate social responsibility (CSR) expenses

Gross amount required to be spent by the company during the period 30 June 2020 is ₹ NIL millions (31 March 2020 : ₹ 21.03 millions, 31 March 2019: ₹ 16.05 millions and 31 March 2018: ₹ 9.96 millions.

Amount spent during the year ending March 31, 2018: ₹ in million

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	9.96	-	**9.96**

Amount spent during the year ending March 31, 2019: ₹ in million

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	16.05	-	**16.05**

Amount spent during the year ending March 31, 2020: ₹ in million

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	21.03	-	**21.03**

Amount spent during the period ending June 30, 2020: ₹ in million

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	-	-	**-**

XXXIX-13 The outbreak of COVID - 19 pandemic has affected several countries across the world, including India. The Government of India had announced a complete lockdown across the Country which is still continuing with gradual relaxations. Stock Broking services, being part of Capital Market operations have been declared as essential services and accordingly, the Company faced no business interruption on account of the lockdown. There has been no material change in the controls or processes followed in the closing of the financial statements of the Company.

As at June 30, 2020, based on facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties, which affect its liquidity position; and its ability to continue as a going concern. The ongoing COVID-19 situation may result in some changes in the overall economic and market conditions, which may inturn have an impact on the operations of the Company.

XXXIX-14 Subsequent events:

There were no significant events after the end of the reporting period which require any adjustment or disclosure in the financial statements other than as stated below:

- The Board of Directors have declared first interim dividend on 07 July 2020 of Rs. 1.21 per equity share for ordinary equity shareholders total amounting to₹ 87.11 millions.

XXXIX-15 The financial statements of the company were authorised for issue in accordance with a resolution of the directors on 07 August 2020.

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

Place : Mumbai
Date : 07 August, 2020

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August, 2020

Angel Broking Limited
Annexure XXXX Restated Standalone Statement of Dividend

Break up of interim dividend paid and corporate tax on interim dividend ₹ in million

		For the period	For the Year		
Sr No.	**Particulars**	**30 June 2020**	**31 March 2020**	**31 March 2019**	**31 March 2018 (Proforma)**
1st	Interim Dividend Paid	NIL	64.80	64.80	48.84
	Corporate Tax Paid on Interim	NIL	13.32	13.32	9.94
	Dates of Declaration	NA	17-Jul-19	11-Jul-2018	17-Aug-2017
	Rate per equity share (₹)	NA	0.90	0.90	3.40
2nd	Interim Dividend Paid	NIL	64.80	64.80	48.84
	Corporate Tax Paid on Interim	NIL	13.08	13.32	9.94
	Dates of Declaration	NA	15-Oct-19	01-Nov-18	22-Nov-17
	Rate per equity share (₹)	NA	0.90	0.90	3.40
3rd	Interim Dividend Paid	NIL	64.80	64.80	97.68
	Corporate Tax Paid on Interim	NIL	6.42	13.32	19.89
	Dates of Declaration	NA	12-Feb-20	13-Feb-2019	43,157.00
	Rate per equity share (₹)	NA	0.90	0.90	6.80
Total Interim Dividend Paid			194.39	194.39	195.35
Total Corporate Tax Paid on Interim Dividend			32.82	39.96	39.77

Angel Broking Limited
Annexure XXXXI Restated Standalone Statement of Accounting Ratios

₹ in million

		For the period	For the Year		
Sr No.	**Particulars**	**30 June 2020**	**31 March 2020**	**31 March 2019**	**31 March 2018 (Proforma)**
1	Restated Profit / (Loss) after Tax (₹ in millions)	381.83	866.24	766.94	1,010.52
2	Net Profit / (Loss) available to Equity Shareholders (₹ in millions)	381.83	866.24	766.94	1,010.52
3	Weighted average number of Equity Shares outstanding during the period / year	7,19,95,003	7,19,95,003	7,19,95,003	7,18,22,783
4	Number of Equity Shares outstanding at the end of the period / year	7,19,95,003	7,19,95,003	7,19,95,003	7,19,95,003
5	Net Worth for Equity Shareholders (₹ in millions)	6,074.40	5,688.66	5,038.94	4,491.51
6	Accounting Ratios:				
	Basic & Diluted Earnings / (Loss) per Share (₹) (2)/(3)	5.30	12.03	10.65	14.07
	Return on Net Worth for Equity Shareholders(2)/(5)	6.29%	15.23%	15.22%	22.50%
	Net Asset Value Per Share (₹) (5)/(4)	84.37	79.01	69.99	62.39

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 period / year.

2 Net worth for ratios = 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.

Angel Broking Limited
Annexure XXXXII Restated Standalone Statement of Capitalisation

₹ in million

Particulars	Pre-Issue as at June 30, 2020	Post-Issue
Debt:		
Total debt (A)	6,711.87	[•]
Shareholders Funds:		
Equity Share Capital	719.95	[•]
Reserves and Surplus	5,354.45	[•]
Total Shareholders Funds (B)	**6,074.40**	[•]
Total Debt/Equity Ratio (A/B)	1.10	[•]

Notes:

i) The above has been computed on the basis of the Restated Standalone Financial Information.

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.

S.R. BATLIBOI & CO. LLP
Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel: +91 22 6819 8000

Independent Auditors' Examination Report on the restated consolidated summary statements of assets and liabilities as at June 30, 2020, March 31, 2020, 2019 and 2018, restated consolidated summary statement of profits and losses (including other comprehensive income), restated consolidated summary statement of cash flows and changes in equity for the three months period ended June 30, 2020 and for each of the years ended March 31, 2020, 2019 and 2018, summary statement of significant accounting policies and other explanatory information of Angel Broking Limited (collectively, the "Restated Ind-AS Consolidated Summary Statements")

To
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 Ind-AS Consolidated Summary Statements of Angel Broking Limited (the "Company") and its Subsidiaries (the Company and its Subsidiaries together referred as "the Group") annexed to this Report and prepared by the Company for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus (collectively referred as "Offer Documents") in connection with its proposed Initial Public Offer ("IPO"). The Restated Ind-AS Consolidated Summary Statements, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

   a) 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 Ind-AS Consolidated Summary Statements

2. The preparation of Restated Ind-AS Consolidated Summary Statements, which are to be included in the Offer Documents 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 Ind-AS Consolidated Summary Statements. The Management is also responsible for identifying and ensuring that the Company complies with, provisions of the Act, the ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Auditors Responsibility

3. We have examined such Restated Ind-AS Consolidated Summary Statements 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 Ind-AS Consolidated Summary Statements, proposed to be included in the Offer Documents of the Company in connection with the Company's proposed IPO;

   b) 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 your 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, as may be decided by the Board of Directors of the Company.

S.R. Batliboi & Co. LLP, a Limited Liability Partnership with LLP Identity No. AAB-4294
Regd. Office : 22, Camac Street, Block 'B', 3rd Floor, Kolkata-700 016

Restated Ind-AS Consolidated Summary Statements as per audited financial statements

5. The Restated Ind-AS Consolidated Summary Statements have been compiled by the management of the Company from:

   a) Audited consolidated financial statements of the Group as at and for the period ended June 30, 2020, which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 07, 2020.

   b) Audited consolidated financial statements of the Group as at and for the year ended March 31, 2020, which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on May 14, 2020.

   c) Audited consolidated financial statements of the Group as at and for the year ended March 31, 2019, which were prepared in accordance with accounting principles generally accepted in India ("Indian GAAP") at the relevant time which have been approved by the Board of Directors at their meeting held on May 22, 2019. The management of the Company has adjusted financial information for the year ended March 31, 2019 included in such Indian GAAP financial statements using recognition and measurement principles of Ind AS and has included such adjusted financial information as comparative financial information in the financial statements for the year ended March 31, 2020 as referred to in para 5(b) above; and

   d) Audited consolidated financial statements of the Group as at and for the year ended March 31, 2018, which were prepared in accordance with Indian GAAP at the relevant time which have been approved by the Board of Directors at their meeting held on May 20, 2018. The proforma consolidated summary statements for the year ended March 31, 2018 have been prepared by the management from the audited consolidated financial statements for the year ended March 31, 2018 prepared under Indian GAAP and have been adjusted as described in Annexure VI to the Restated Ind-AS Consolidated Summary Statements to make them compliant with recognition and measurement under Ind AS.

   e) The financial information in relation to the Company's Subsidiaries as listed below, have been audited by other auditors and included in the consolidated financial statements for each of the period/ years listed below:

Name of the Entity	Name of the audit firm	Relationship	Period Covered
Angel Fincap Private Limited	Falod & Maheshwari	Subsidiary	As at and for the period ended June 30, 2020
Angel Fincap Private Limited	RR Falod & Co.	Subsidiary	As at and for the year March 31, 2020
Angel Financial Advisors Private Limited	Falod & Maheshwari	Subsidiary	As at and for the period ended June 30, 2020
Angel Financial Advisors Private Limited	RR Falod & Co.	Subsidiary	As at and for the year ended March 31, 2020
Angel Securities Limited	Falod & Maheshwari	Subsidiary	As at and for the period ended June 30, 2020
Angel Securities Limited	RR Falod & Co.	Subsidiary	As at and for the year March 31, 2020
Angel Wellness Private Limited	Falod & Maheshwari	Subsidiary	As at and for the period ended June 30, 2020
Angel Wellness Private Limited	RR Falod & Co.	Subsidiary	As at and for the year ended March 31, 2020, 2019 and 2018
Mimansa Software Systems Private Limited	Falod & Maheshwari	Subsidiary	As at and for the period ended June 30, 2020
Mimansa Software Systems Private Limited	RR Falod & Co.	Subsidiary	As at and for the year ended March 31, 2020, 2019 and 2018

6. For the purpose of our examination, we have relied on, Auditors' reports issued by us, dated August 07, 2020, May 14, 2020, May 22, 2019 and May 20, 2018 on the consolidated Audited financial statements of the Group as at and for each the period/years ended June 30, 2020, March 31, 2020, March 31, 2019 and March 31, 2018 as referred in Paragraph 5 (a), (b), (c) and (d) above.

As indicated in our audit report referred in paragraph 5, we did not audit the financial statements of the Subsidiaries for the three months period ended June 30, 2020 and years ended March 31, 2020, 2019 and 2018 whose share of total assets, total revenues and net cash inflows/(outflows) is included in the consolidated financial statement, for the relevant years is tabulated below, which has been audited by other auditor (the 'Other Auditor') and whose reports have been furnished to us by the Company's management. Our opinion on the consolidated financial statements, in so far as it related to amounts and disclosures included in respect of the Subsidiaries was solely on the reports of the Other Auditor:

Particulars	As at/for the period ended June 30, 2020 (Rs. in mn)	As at/for the year ended March 31, 2020 (Rs. in mn)	As at/for the year ended March 31, 2019 (Rs. in mn)	As at/for the year ended March 31, 2018 (Rs. in mn)
Total Assets	1,470.48	1,479.85	193.77	198.39
Total Revenue	36.16	239.78	59.62	71.98
Net Cash inflows	56.01	133.93	9.36	3.18

The Other Auditor of the Subsidiaries as mentioned above, have examined the restated IND AS Summary Statements included in these Restated Ind AS Consolidated Summary Statements and have confirmed that the restated financial information:

(i) have been prepared after making proforma adjustments to the audited financial statements as at and for the year ended March 31, 2018 to make these compliant with Ind-AS and as described in Note II of Annexure VII to the Restated Ind-AS Consolidated Summary Statements;

(ii) have been prepared after incorporating adjustments for the changes in accounting policies retrospectively in the respective financial years, to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

(iii) have been made after incorporating adjustments and regroupings for the material amounts in the respective financial years to which they relate;

(iv) as per the requirements of Ind AS, does not contain any extra-ordinary items that need to be disclosed separately in the Restated Ind AS Consolidated Summary Statements and does not contain any qualifications requiring adjustments; and

(v) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. Based on our examination and also as per the reliance placed on the examination report submitted by the Other Auditor for the respective periods and in accordance with the requirements of Section 26 of Part I of Chapter III of the Act, the ICDR Regulations, the Guidance Note, we report that the following summarised financial information of the Company is contained in Restated Ind-AS Consolidated Summary Statements, which as stated in the Annexure VI to this report, have been arrived after making adjustments and regrouping/reclassifications, as in our opinion, were appropriate and more fully described in Annexure VI - Restatement Statement on Adjustments to Audited Consolidated Financial Statements:

a. The Restated Ind-AS Consolidated Summary Statement of Assets and Liabilities of the Group as at June 30, 2020, March 31, 2020, 2019 and 2018, as set out in Annexure I to this report

b. The Restated Ind-AS Consolidated Summary Statement of Profit and Losses of the Group for the three months period ended June 30, 2020 and each of the years ended March 31, 2020, 2019 and 2018, as set out in Annexure II to this report

c. The Restated Ind-AS Consolidated Summary Statement of Cash Flows of the Group for the three months period ended June 30, 2020 and for each of the years ended March 31, 2020, 2019 and 2018, as set out in Annexure III to this report;

d. The Restated Ind-AS Consolidated Statement of Changes in Equity of the Group for the three months period ended June 30, 2020 and each of the years ended March 31, 2020, 2019 and 2018, as set out in Annexure IV to this report

e. Based on the above and according to the information and explanations given to us, we further report that:

i) Restated Ind-AS Consolidated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in the respective financial years, to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

ii) Restated Ind-AS Consolidated Summary Statements have been prepared after incorporating proforma adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2018 as described in Annexure VII to the Restated Ind-AS Consolidated Summary Statements;

iii) Restated Ind-AS Consolidated Summary Statements have been made after incorporating adjustments and regroupings for the material amounts in the respective financial years to which they relate;

iv) Restated Ind-AS Consolidated Summary Statements do not contain any extra-ordinary items that need to be disclosed separately in the Restated Ind-AS Consolidated Summary Statements and do not contain any qualification requiring adjustments;

v) There are no qualifications in the auditors' reports on the audited consolidated financial statements of the Company as at June 30, 2020, March 31, 2020, 2019 and 2018 and for three months period ended June 30, 2020 and each of the years ended March 31, 2020, 2019 and 2018 which require any adjustments to the Restated Ind-AS Consolidated Summary Statements.

8. We have not audited any financial statements of the Company as of any date or for any period subsequent to June 30, 2020. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company as of any date or for any period subsequent to June 30, 2020.

Other Financial Information

9. At the Company's request, we have also examined the following Restated Ind-AS financial information proposed to be included in the Offer Documents, prepared by the management and approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for each of the period/years ended June 30, 2020, March 31, 2020, 2019 and 2018 and for three months period ended June 30, 2020 and years ended March 31, 2020, 2019 and 2018:

i. Restated Ind-AS Consolidated Statement of Cash and Cash Equivalents as enclosed in Annexure VIII;
ii. Restated Ind-AS Consolidated Statement of Bank balances other than Cash and Cash Equivalents as enclosed in Annexure IX;
iii. Restated Ind-AS Consolidated Statement of Trade Receivable as enclosed in Annexure X;
iv. Restated Ind-AS Consolidated Statement of Loans as enclosed in Annexure XI;
v. Restated Ind-AS Consolidated Statement of Investments as enclosed in Annexure XII;
vi. Restated Ind-AS Consolidated Statement of Other financial assets as enclosed in Annexure XIII;
vii. Restated Ind-AS Consolidated Statement of Inventories as enclosed in Annexure XIV;
viii. Restated Ind-AS Consolidated Statement of Tax assets (net) as enclosed in Annexure XV;
ix. Restated Ind-AS Consolidated Statement of Deferred tax assets (net) as enclosed in Annexure XVI;
x. Restated Ind-AS Consolidated Statement of Investment Property as enclosed in enclosed in Annexure XVII;
xi. Restated Ind-AS Consolidated Statement of Property, Plant & Equipment and Intangibles assets under development as enclosed in Annexure XVIII;
xii. Restated Ind-AS Consolidated Statement of Intangibles assets as enclosed in Annexure XIX;
xiii. Restated Ind-AS Consolidated Statement of Right of use assets as enclosed in Annexure XX;
xiv. Restated Ind-AS Consolidated Statement of Other non-financial assets as enclosed in Annexure XXI;
xv. Restated Ind-AS Consolidated Statement of Trade payable as enclosed in Annexure XXII;
xvi. Restated Ind-AS Consolidated Statement of Borrowings as enclosed in Annexure XXIII;
xvii. Restated Ind-AS Consolidated Statement of Other financial liabilities as enclosed in Annexure XXIV;
xviii. Restated Ind-AS Consolidated Statement of Tax liabilities (net) as enclosed in Annexure XXV;

xix. Restated Ind-AS Consolidated Statement of Provisions as enclosed in Annexure XXVI;

xx. Restated Ind-AS Consolidated Statement of Other non-financial liabilities as enclosed in Annexure XXVII;

xxi. Restated Ind-AS Consolidated Statement of Equity Share Capital as enclosed in Annexure XXVIII;

xxii. Restated Ind-AS Consolidated Statement of Other equity as enclosed in Annexure XXIX;

xxiii. Restated Ind-AS Consolidated Statement of Revenue from operations - Interest income as enclosed in Annexure XXX;

xxiv. Restated Ind-AS Consolidated Statement of Revenue from operations - Fees and commission income as enclosed in Annexure XXXI;

xxv. Restated Ind-AS Consolidated Statement of Revenue from operations - Net gain on fair value changes as enclosed in Annexure XXXII;

xxvi. Restated Ind-AS Consolidated Statement of Other income as enclosed in Annexure XXXIII;

xxvii. Restated Ind-AS Consolidated Statement of Finance costs as enclosed in Annexure XXXIV;

xxviii. Restated Ind-AS Consolidated Statement of Impairment of financial instruments as enclosed in Annexure XXXV;

xxix. Restated Ind-AS Consolidated Statement of Employee benefits expenses as enclosed in Annexure XXXVI;

xxx. Restated Ind-AS Consolidated Statement of Depreciation and amortization expense as enclosed in Annexure XXXVII;

xxxi. Restated Ind-AS Consolidated Statement of Other expenses as enclosed in Annexure XXXVIII;

xxxii. Restated Ind-AS Consolidated Statement of Related Party Disclosures as enclosed in Annexure XXXIX;

xxxiii. Other Information forming part of the Restated Ind-AS Consolidated Financial Statements as enclosed in Annexure XXXX;

xxxiv. Restated Ind-AS Consolidated Statement of Dividend as enclosed in Annexure XXXXI;

xxxv. Restated Ind-AS Consolidated Statement of Accounting Ratios as enclosed in Annexure XXXXII;

xxxvi. Restated Ind-AS Consolidated Statement of Capitalisation as enclosed in Annexure XXXXIII;

10. According to the information and explanations given to us, in our opinion, the Restated Summary Statements and the above restated statements contained in Annexures I to XXXXIII accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making adjustments and regroupings as considered appropriate and disclosed in Annexure VI 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 re-dating of any of the previous audit reports issued by us nor should this report be construed as a new opinion on any of the financial statements referred to herein.

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 Offer Documents to be filed with the Registrar of Companies, Maharashtra at Mumbai, SEBI, National Stock Exchange of India Limited and BSE Limited, in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose.

For S. R. BATLIBOI & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No. 048749
UDIN: 20048749AAAAKM9284

Place: Mumbai
Date: August 07, 2020

Angel Broking Limited

Annexure I - Restated Consolidated Statement of Assets and Liabilities

₹ in million

	Annexure	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
ASSETS					
Financial Assets					
(a) Cash and cash equivalents	VIII	5,156.28	6,132.36	4,469.62	1,230.34
(b) Bank Balance other than cash and cash equivalent	IX	14,454.66	8,003.23	5,390.09	8,216.74
(c) Trade Receivables	X	562.78	390.27	2,146.44	1,568.15
(d) Loans	XI	8,144.07	2,805.78	7,616.86	10,924.38
(e) Investments	XII	23.64	352.65	149.10	65.02
(f) Other financial assets	XIII	139.49	2,705.83	681.93	289.93
Non-financial Assets					
(a) Inventories	XIV	-	0.45	0.45	0.56
(b) Tax assets (Net)	XV	10.73	49.18	51.73	15.27
(c) Deferred tax assets (Net)	XVI	51.08	48.89	75.69	61.15
(d) Investment Property	XVII	33.30	1.28	1.31	1.33
(e) Property, Plant and Equipment	XVIII	1,024.53	1,038.77	1,062.87	1,065.11
(f) Intangible assets under development	XVIII	23.38	20.88	5.69	-
(g) Intangible assets	XIX	43.51	47.41	67.08	91.60
(h) Right of use assets	XX	93.81	153.16	208.46	121.23
(i) Other non-financial assets	XXI	195.50	151.63	157.94	135.88
Total Assets		**29,956.76**	**21,901.77**	**22,085.26**	**23,786.69**
LIABILITIES AND EQUITY					
LIABILITIES					
Financial Liabilities					
(a)Trade Payables	XXII				
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		15,036.78	9,394.93	6,377.60	6,146.57
(b) Borrowings	XXIII	6,580.06	4,908.79	8,718.18	11,374.28
(c) Other financial liabilities	XXIV	1,341.52	1,304.65	1,358.20	1,242.43
Non-Financial Liabilities					
(a) Tax liabilities (Net)	XXV	58.87	0.45	2.65	2.12
(b) Provisions	XXVI	79.29	67.08	52.34	44.01
(c) Other non-financial liabilities	XXVII	469.44	311.68	261.94	241.54
EQUITY					
(a) Equity Share capital	XXVIII	719.95	719.95	719.95	719.95
(b) Other Equity	XXIX	5,670.85	5,194.24	4,594.40	4,015.79
Total Liabilities and Equity		**29,956.76**	**21,901.77**	**22,085.26**	**23,786.69**

Note :

The above statement should be read with the basis of preparation and presentation and significant Accounting Policies appearing in Annexures V, Notes to the Restated Consolidated Financial Information appearing in Annexure VII - Annexure XXXXIII and Restated Statement on Adjustments to Audited Consolidated Financial Statements appearing in Annexure VI.

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
Chairman and Managing Director
Din : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August, 2020

Place : Mumbai
Date : 07 August, 2020

Angel Broking Limited
Annexure II - Restated Consolidated Statement of Profit and Loss

₹ in million

Particulars	Annexure	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
Revenue from operations					
(a) Interest Income	XXX	349.25	1,577.38	2,023.53	2,369.15
(b) Fees and commission income	XXXI	2,031.60	5,644.00	5,555.56	5,265.84
(c) Net gain on fair value changes	XXXII	3.39	24.86	0.69	7.81
Total Revenue from operations (I)		**2,384.24**	**7,246.24**	**7,579.78**	**7,642.80**
(d) Other Income (II)	XXXIII	81.71	300.90	261.35	157.11
Total Income (I+II=III)		**2,465.95**	**7,547.14**	**7,841.13**	**7,799.91**
Expenses					
(a) Finance costs	XXXIV	81.79	488.59	684.46	945.66
(b) Fees and commission expense		764.94	2,304.40	2,419.55	2,464.03
(c) Impairment on financial instruments	XXXV	189.77	377.10	151.52	97.11
(d) Employee benefits expenses	XXXVI	373.10	1,598.03	1,591.68	1,219.71
(e) Depreciation, amortization and impairment	XXXVII	49.67	209.17	189.09	190.53
(f) Others expenses	XXXVIII	360.39	1,382.18	1,522.91	1,282.54
Total Expenses (IV)		**1,819.66**	**6,359.47**	**6,559.21**	**6,199.58**
Profit before tax from continuing operations (III-IV=V)		**646.29**	**1,187.67**	**1,281.92**	**1,600.33**
Tax Expense:	XVI				
(a) Current Tax		165.80	297.31	458.25	549.75
(b) Deferred Tax		(2.10)	24.55	(14.38)	(35.93)
(c) Taxes for earlier years		-	(2.08)	4.03	(11.37)
Total Income tax expense (VI)		**163.70**	**319.78**	**447.90**	**502.45**
Profit for the period / year from continuing operations (V-VI=VII)		**482.59**	**867.89**	**834.02**	**1,097.88**
Loss before tax from discontinued operations (before tax) (VIII)	XXXX-16	(8.17)	(39.21)	(37.66)	(25.19)
Tax expense on discontinued operations (IX)	XXXX-16	1.42	5.22	(1.99)	1.84
Loss after tax from discontinued operations (VIII-IX=X)		**(9.59)**	**(44.43)**	**(35.67)**	**(27.03)**
Profit for the period / year (VII+X=XI)		**473.00**	**823.46**	**798.35**	**1,070.85**
Other Comprehensive Income					
Items that will not be reclassified to profit or loss					
(a) Re-measurement gains / (losses) on defined benefit plans		(5.99)	(12.85)	(3.91)	3.52
(b) Income tax relating to above items	XVI	1.51	3.24	1.36	(1.25)
Other Comprehensive Income for the period / year (XII)		**(4.48)**	**(9.61)**	**(2.55)**	**2.27**
Total Comprehensive Income for the period / year (XI+XII)		**468.52**	**813.85**	**795.80**	**1,073.12**
Earnings per equity share from Continuing operations (FV Rs. 10 each)	XXXX-1				
Basic and Diluted EPS (Rs.)		6.70	12.05	11.58	15.29
Earnings per equity share from Discontinuing operations (FV Rs. 10 each)	XXXX-1				
Basic and Diluted EPS (Rs.)		(0.13)	(0.62)	(0.50)	(0.38)
Earnings per equity share for total operations (FV Rs. 10 each)	XXXX-1				
Basic and Diluted EPS (Rs.)		6.57	11.44	11.09	14.91

Note :
The above statement should be read with the basis of preparation and presentation and significant Accounting Policies appearing in Annexures V, Notes to the Restated Consolidated Financial Information appearing in Annexure VII - Annexure XXXXIII and Restated Statement on Adjustments to Audited Consolidated Financial Statements appearing in Annexure VI.

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
Chairman and Managing Director
Din : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August, 2020

Place : Mumbai
Date : 07 August, 2020

Angel Broking Limited

Annexure III - Restated Consolidated Statement of Cash Flow Statement

₹ in million

Particulars	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
A. Cash flow from operating activities				
Profit before tax	638.12	1,148.47	1,244.27	1,575.14
Adjustments for:				
Depreciation and amortisation expense	52.75	221.24	200.04	204.16
Gain on cancellation of lease	(6.26)	(5.90)	(0.43)	(6.46)
Expense on Employee Stock option scheme	8.09	19.98	14.31	-
Income from leased property	(0.27)	(0.81)	(0.63)	(0.63)
Interest received on bond	-	-	-	(18.92)
Interest expense on borrowings	72.77	436.35	624.91	936.82
Interest on Income tax refund	(0.18)	(1.76)	(1.34)	(2.11)
Provision on expected credit loss on trade receivables	2.33	0.50	6.83	9.58
Provision on expected credit loss on loans	-	0.98	-	3.70
Interest income on financial assets	(5.55)	(11.33)	(8.77)	8.73
Dividend Income	(0.13)	(21.49)	(4.13)	(8.92)
Bad debts written off	187.44	375.76	145.07	83.99
Loss /(Profit) on sale of property, plant and equipments	3.62	6.28	(0.09)	(4.97)
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(3.39)	(24.86)	(0.69)	(7.81)
Operating profit before working capital changes	**949.34**	**2,143.41**	**2,219.35**	**2,772.30**
Changes in working capital				
Increase/ (decrease) in trade payables	5,641.85	3,017.33	231.11	831.42
(Increase)/ decrease in inventories	0.45	0.00	0.11	0.42
Increase/ (decrease) in other financial liabilities	36.87	(53.55)	115.16	349.81
Increase/ (decrease) in other non financial liabilities	157.75	49.75	20.34	74.65
Increase/ (decrease) in provisions	6.23	1.88	4.42	5.29
(Increase)/ decrease in trade receivables	(360.78)	1,385.50	(725.20)	6,904.39
(Increase)/ decrease in loans	(5,338.29)	4,810.32	3,308.06	(9,920.74)
(Increase)/ decrease in Other Bank Balances	(6,451.45)	(2,613.12)	2,826.64	(3,362.83)
(Increase)/ decrease in other financial assets	2,570.39	(2,022.02)	(395.50)	(67.01)
(Increase)/ decrease in other non-financial assets	(43.86)	6.32	(21.71)	(60.73)
Cash generated from/(used in) operations	**(2,831.50)**	**6,725.82**	**7,582.78**	**(2,473.03)**
Income tax paid	(68.73)	(292.85)	(495.18)	(496.97)
Net cash generated from/(used in) operating activities (A)	**(2,900.23)**	**6,432.97**	**7,087.60**	**(2,970.00)**
B. Cash flow from Investing activities				
Purchase of property, plant and equipment, intangible assets	(55.77)	(126.18)	(116.36)	(66.31)
Proceeds from sale of property, plant and equipment, intangible assets	0.04	1.25	1.37	1.36
Income from lease property	0.27	0.81	0.63	0.63
Dividend Income	0.13	21.49	4.13	8.92
Interest received on bond	-	-	-	18.92
Purchase of Bonds	-	-	-	(4.00)
Redemption of Bonds	-	-	-	262.50
Payment for purchase of mutual funds	(1,684.00)	(17,000.50)	(166.18)	(28.83)
Proceeds from sale of mutual fund and shares	2,016.40	16,821.81	82.79	221.13
Net cash (used in) / generated from investing activities (B)	**277.07**	**(281.32)**	**(193.62)**	**414.32**
C. Cash flow from Financing activities				
Proceeds/(repayments) of borrowings	1,729.22	(3,763.97)	(2,743.98)	3,531.49
Proceeds from vehicle loan	-	10.37	-	-
Proceeds from issue of equity shares	-	-	-	10.92
Interest paid on borrowings	(72.77)	(436.35)	(624.91)	(936.82)
Interim Dividend Paid	-	(194.39)	(194.39)	(195.35)
Dividend Tax Paid	-	(39.60)	(39.96)	(39.77)
Repayment of lease liabilities including interest	(9.38)	(64.96)	(51.46)	(45.79)
Net cash (used in)/generated from financing activities (C)	**1,647.07**	**(4,488.90)**	**(3,654.70)**	**2,324.68**
Net increase in cash and cash equivalents (A+B+C)	(976.09)	1,662.75	3,239.28	(231.00)
Cash and cash equivalents at the beginning of the period / year	6,132.37	4,469.62	1,230.34	1,461.34
Cash and cash equivalents at the end of the period / year	**5,156.28**	**6,132.37**	**4,469.62**	**1,230.34**

Angel Broking Limited
Annexure III - Restated Consolidated Statement of Cash Flow Statement

₹ in million

Cash and cash equivalents comprise				
Balances with banks				
On current accounts	1,390.52	3,611.94	2,995.06	761.91
Fixed Deposits with original maturity less than 3 months*	3,761.39	2,514.39	1,470.75	386.53
Cash on hand	0.45	0.65	0.83	0.65
Cheques on hand	3.92	5.39	2.98	81.25
Total cash and bank balances at end of the period / year	**5,156.28**	**6,132.37**	**4,469.62**	**1,230.34**

* Includes Fixed Deposits under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters amounting to ₹ Nil as on 30 June 2020 (31 March 2020: ₹ 1.57 millions; 31 March 2019 : ₹ 501.49 millions and 31 March 2018: ₹ Nil).

1. Restated Consolidated Statement of Changes in liabilities arising from financing activities

₹ in million

	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
Opening balance	4,908.79	8,718.18	11,368.78	7,928.20
Addition during the period / year	0.33	72.21	149.08	64.09
Proceeds from vehicle loan	-	10.37	-	-
Amortisation of interest and other charges on borrowings	2.95	17.79	18.58	17.15
Repayments during the period / year	1,719.84	(3,828.93)	(2,795.45)	3,485.70
Other adjustments**	(51.85)	(80.83)	(22.81)	(120.86)
Closing balance	**6,580.06**	**4,908.79**	**8,718.18**	**11,374.28**
Restated adjustments*				5.50
Restated balance as at 01 April 2018				**11,368.78**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii).

** Includes adjustment on account of lease liability.
2. The above statement of cash flow has been prepared under the "Indirect method" as set out in IND AS-7 "Statement of cash flow".

Note :
The above statement should be read with the basis of preparation and presentation and significant Accounting Policies appearing in Annexures V, Notes to the Restated Consolidated Financial Information appearing in Annexure VII - Annexure XXXXIII and Restated Statement on Adjustments to Audited Consolidated Financial Statements appearing in Annexure VI.

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
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CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August, 2020

Place : Mumbai
Date : 07 August, 2020

A Equity Share Capital ₹ in million

	No. of Shares	Amount
Equity Shares of ₹10 issued, subscribed and fully paid up		
Balance as at 01 April 2017	1,43,64,175	143.64
Issued during the year – Employee Share Purchase Scheme (ESPS)	1,74,128	1.74
Issued during the year – Bonus issue	5,74,56,700	574.57
Balance as at 31 March 2018	7,19,95,003	719.95
Changes in Equity Share Capital during the year	-	-
Balance as at 31 March 2019	7,19,95,003	719.95
Changes in Equity Share Capital during the year	-	-
Balance as at 31 March 2020	7,19,95,003	719.95
Changes in Equity Share Capital during the period	-	-
Balance as at 30 June 2020	**7,19,95,003**	**719.95**

B Other Equity (Refer annexure XXIX) ₹ in million

	Reserve & Surplus						Equity-Settled share-based payment reserve	Total
	General Reserve	Securities Premium Reserve	Retained Earnings	Statutory Reserve	Capital Reserve	Impairment reserve		
Balance at 1st April 2017	132.85	1,542.47	1,977.23	37.04	53.59	-	-	**3,743.18**
Profit for the year	-	-	1,070.85	-	-	-	-	**1,070.85**
Other Comprehensive Income for the year	-	-	2.27	-	-	-	-	**2.27**
Interim Dividends paid (including dividend distribution tax)	-	-	(235.12)	-	-	-	-	**(235.12)**
Premium on issue of shares under ESPS	-	9.18	-	-	-	-	-	**9.18**
Amount utilized towards issue of fully paid up bonus shares	-	(574.57)	-	-	-	-	-	**(574.57)**
Transferred to Statutory Reserve	-	-	(10.28)	-	-	-	-	**(10.28)**
Transferred from Retained earnings	-	-	-	10.28	-	-	-	**10.28**
Balance at 31 March 2018	**132.85**	**977.08**	**2,804.95**	**47.32**	**53.59**	**-**	**-**	**4,015.79**
Restated adjustments*	**-**	**-**	2.85	-	**-**	**-**	**-**	**2.85**
Balance at 1st April 2018	**132.85**	**977.08**	**2,807.80**	**47.32**	**53.59**	**-**	**-**	**4,018.64**
Profit for the year	-	-	798.35	-	-	-	-	**798.35**
Other Comprehensive Income for the year	-	-	(2.55)	-	-	-	-	**(2.55)**
Transferred to Statutory Reserve	-	-	(9.90)	-	-	-	-	**(9.90)**
Transferred to Impairment Reserve	-	-	(1.13)	-	-	-	-	**(1.13)**
Transferred from Retained earnings	-	-	-	9.90	-	1.13	-	**11.03**
Interim Dividends paid (including dividend distribution tax)	-	-	(234.35)	-	-	-	-	**(234.35)**
Addition during the year for options granted	-	-	-	-	-	-	14.31	**14.31**
Balance at 31 March 2019	**132.85**	**977.08**	**3,358.22**	**57.22**	**53.59**	**1.13**	**14.31**	**4,594.40**
Profit for the year	-	-	823.46	-	-	-	-	**823.46**
Other Comprehensive Income for the year	-	-	(9.61)	-	-	-	-	**(9.61)**
Transferred to Statutory Reserve	-	-	(8.11)	-	-	-	-	**(8.11)**
Transferred from Impairment Reserve	-	-	-	-	-	-	-	**-**
Transferred from Retained earnings	-	-	-	8.11	-	-	-	**8.11**
Interim Dividends paid (including dividend distribution tax)	-	-	(233.99)	-	-	-	-	**(233.99)**
Additions during the year for options granted	-	-	-	-	-	-	19.98	**19.98**
Balance at 31 March 2020	**132.85**	**977.08**	**3,929.97**	**65.33**	**53.59**	**1.13**	**34.29**	**5,194.24**
Profit for the period	-	-	473.00	-	-	-	-	**473.00**
Other Comprehensive Income for the period	-	-	(4.48)	-	-	-	-	**(4.48)**
Transferred from retained earnings to Statutory Reserve	-	-	(1.47)	1.47	-	-	-	**-**
Transferred from/to Retained earnings	-	-	0.65	-	-	-	(0.65)	**-**
Additions during the period for options granted	-	-	-	-	-	-	8.09	**8.09**
Balance at 30 June 2020	**132.85**	**977.08**	**4,397.67**	**66.80**	**53.59**	**1.13**	**41.73**	**5,670.85**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii).

Note :
The above statement should be read with the basis of preparation and presentation and significant Accounting Policies appearing in Annexures V, Notes to the Restated Consolidated Financial Information appearing in Annexure VII - Annexure XXXXIII and Restated Statement on Adjustments to Audited Consolidated Financial Statements appearing in Annexure VI.

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

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Chairman and Managing Director
Din : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place : Mumbai
Date : 07 August, 2020

Place : Mumbai
Date : 07 August, 2020

1 Corporate information

Angel Broking Limited, ("ABL" or the 'Company') is the holding Company of Angel Group. The Company has converted into public limited company w.e.f 28 June 2018 via a Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra.

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, providing 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 thereon. The Company has also been providing portfolio management services. The registered office address of the company is G-1, ground floor, Akruti Trade Centre, road no.-7, MIDC, Andheri (East) Mumbai 400093.

2 Basis of Preparation and presentation and Significant accounting policy

The Restated Consolidated Summary Statements of the Group comprise of the Restated Consolidated Statement of Assets and Liabilities as at 30 June 2020, 31 March 2020, 31 March 2019 and 31 March 2018 (Proforma), the related Restated Consolidated Summary Statements of Profit and Loss (including Other Comprehensive Income), Restated Consolidated Summary Statements of Changes in Equity and the Restated Consolidated Summary Statements of Cash Flows for the period ended June 30, 2020 and years ended 31 March 2020, 31 March 2019 and 31 March 2018 (Proforma), and the Summary of Significant Accounting Policies and explanatory notes (collectively, the 'Restated Consolidated Summary Statements' or 'Statements'). These Statements have been prepared by the Management for the purpose of preparation of the restated financial statements as required under the 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 for the purpose of inclusion in the Red Herring Prospectus ('RHP') in connection with its proposed initial public offering of equity shares of face value of ₹10 each of the Company comprising a fresh issue of equity shares and an offer for sale of equity shares held by the selling shareholders (the "Offer"), prepared by the Group in terms of the requirements of:

(a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time; and
(c) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

The Restated Consolidated Summary Statements have been compiled from :

- Audited consolidated Financial statements of the Group as at and for the period ended 30 June 2020, which were prepared in accordance with principles of Indian Accounting Standard 34 'Interim Financial Reporting' ("Ind AS 34"), as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 07 August, 2020

- Audited Consolidated Financial Statements of the Group as at and for the year ended 31 March 2020, which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 14 May 2020;

- Audited Consolidated Financial Statements of the Group as at and for the year ended 31 March 2019, which were prepared in accordance with accounting principles generally accepted in India ("Indian GAAP") at the relevant time which have been approved by the Board of Directors at their meeting held on 22 May 2019. The Management of the Company has adjusted financial information for the year ended 31 March 2019 included in such Indian GAAP consolidated financial statements using recognition and measurement principles of Ind AS and has included such adjusted financial information as comparative financial information in the consolidated financial statements for the year ended 31 March 2020 ; and

- Audited Consolidated Financial Statements of the Group as at and for the year ended 31 March 2018, which were prepared in accordance with Indian GAAP at the relevant time which have been approved by the Board of Directors at their meeting held on 11 May 2018. The proforma consolidated summary statements for the year ended 31 March 2018 have been prepared by the Management from the Audited Consolidated Financial Statements for the year ended 31 March 2018 prepared under Indian GAAP and have been adjusted as described in Note II of Annexure VII to the Restated Consolidated Summary Statements to make them compliant with recognition and measurement under Ind AS.

The proforma consolidated summary statements of the Group as at and for the year ended 31 March 2018, is prepared in accordance with requirements of SEBI Circular and the Guidance Note. For the purpose of Proforma FS for the year ended 31 March 2018 (Proforma) the Group has followed the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on transition date i.e. 01 April 2018. Accordingly, suitable restatement adjustments (both re-measurements and reclassifications) in the accounting heads are made to the proforma consolidated summary statements for the year ended 31 March 2018 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that used at the date of transition to Ind AS (i.e. 01 April 2018). The basis of preparation for specific items where exemptions has applied are as follows:

Property Plant & Equipment, Intangible assets and Investment Property- As permitted by Ind AS 101, the Group has elected to continue with the carrying values under previous GAAP as 'deemed cost' at 01 April 2017 for all the items of property, plant & equipment. For the purpose of proforma consolidated summary statements for the year ended 31 March 2018, the Group has provided the depreciation based on the estimated useful life of respective years and as the change in estimated useful life is considered as change in estimate, accordingly there is no impact of this roll back. Similar approach has been followed with respect to intangible assets and investment property.
The difference between equity balance computed under proforma consolidated summary statements for the year ending 31 March 2018 (i.e. equity under Indian GAAP adjusted for impact of Ind AS 101 items and after considering profit or loss for the year ended 31 March 2018, with adjusted impact due to Ind-AS principles applied on proforma basis) and equity balance computed in opening Ind AS balance sheet as at transition date (i.e. 01 April 2018), prepared for filing under Companies Act, 2013. has been adjusted as a part of restated adjustments and carried forward to opening Ind AS Balance sheet as at transition date already adopted for reporting under Companies Act, 2013.

The consolidated financial statements for the year ended 31 March 2020 are the first consolidated financial statements the Group has prepared in accordance with Ind AS. The transition to Ind AS has been carried out from accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('IGAAP'), which is considered as the previous GAAP, for purposes of Ind AS 101. Refer to Notes I and II of Annexure VII to Restated Consolidated Summary Statements for detailed information on how the Group transitioned to Ind AS for the years ended 31 March 2019 and 31 March 2018 respectively.

These notes provide a list of the significant accounting policies adopted in the preparation of these Restated Consolidated Summary Statements. These policies have been consistently applied to all the years/ period presented, unless otherwise stated.
In accordance with ICDR regulation, the Group has availed exemption from presenting comparatives for the stub period as required under Ind AS 34
These Restated Consolidated Summary Statements have been prepared for the Group as a going concern on the basis of relevant Ind AS that are effective at period ended 30 June 2020.

The Balance Sheet, the Statement of Changes in Equity, the Statement of Profit and Loss and disclosures are presented in the format prescribed under Division III of Schedule III of the companies Act, as amended from time to time that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.
The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit- plan liabilities and share based payments being measured at fair value.

These restated financial statements are presented in Indian Rupees (INR)/(₹), which is also its functional currency and all values are rounded to the nearest million. Except when otherwise indicated.
Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 30 June 2020. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.
Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holder

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period / year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., period ended on 30 June 2020.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

If the Group loses control over a subsidiary, it:
- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

Significant accounting policy

2.1 Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs of accounting on accrual basis. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

The Group recognises revenue from contracts with customers based on a five step model as set out in Ind 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

(i) Revenue from contract with customer is recognised point in time when performance obligation is satisfied. Income from broking activities is accounted for on the trade date of transactions.

(ii) Dividend income is recognised when the right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

(iii) Depository services income are accounted as follows:
Revenue from depository services on account of annual maintanence charges have been accounted for over the period of the performance obligation.
Revenue from depository services on account of transaction charges is recognised point in time when the performance obligation is satisfied.

(iv) Portfolio Management Fees are accounted over a period of time as follows:
Performance obligations are satisfied over a period of time and portfolio management fees are recognized in accordance with the Portfolio Management Agreement entered with respective clients i.e., as per predecided percentage over the portfolio managed by group.

(v) Revenue from contract with customer is recognised point in time when performance obligation is satisfied i.e., as per pre decided percentage over the portfolio managed by group. An entity shall recognise a refund liability if the entity receives consideration from a customer and expects to refund some or all of that consideration to the customer.

(vi) Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial assets through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial assets after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.
The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).

(vii) Delayed payment charges (Interest on late payments) are accounted at a point in time of default.

(viii) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Membership fees and Personal training fees are recognised as income over the period of income.

(ix) Revenue from software consultancy charges are accounted over a period of time as per terms and conditions.

(x) In respect of other heads of Income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

2.2 Property, plant and equipment

(i) Recognition and measurement

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

(ii) Subsequent expenditure

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits/functioning capability from/of such assets.

(iii) Depreciation, estimated useful lives and residual value

Depreciation is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used are noted in the table below:-

Asset Class	Useful life of Asset (In Years)
Buildings	60
Office equipments	5
Air Conditioner	5
Computer Equipments	3 to 6
Furniture & Fixtures	10
VSAT Equipments	5
leasehold Improvements	Amortised over the primary period of lease
Gym Equipments	10
Vehicles	8

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.

The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

For transition to Ind AS, the Group has elected to continue with carrying value of its property, plant and equipment recognised as of 01 April 2017 measured as per the previous GAAP and use that carrying value as its deemed cost as of the date.

2.3 Investment property

Investment property is property held to earn rentals and for capital appreciation. Investment Property are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model. An Investment property is derecognised upon disposal or when the investment property are permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which property is derecognised.

For transition to Ind AS, the Group has elected to continue with carrying value of its investment property recognised as of 01 April 2017 measured as per the previous GAAP and use that carrying value as its deemed cost as of the date.

Depreciation on investment property is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used is at 60 years for investment property.

2.4 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Group. Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. The useful life of these intangible assets is estimated at 5 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.

For transition to Ind AS, the Group has elected to continue with carrying value of its intangible assets recognised as of 01 April 2017 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

The residual values, useful lives and methods of amortisation are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

2.5 Financial instruments

(i) Date of recognition

Financial assets and financial liabilities are recognised in the group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

(ii) Initial measurement

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(iii) Classification and subsequent measurement

(A) Financial assets

Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the Group classifies and measures financial assets in the following categories :

- Amortised cost
- Fair value through other comprehensive income ('FVOCI')
- Fair value through profit or loss ('FVTPL')

(a) Financial assets carried at amortised cost

A financial assets is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL :

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using effective interest rate ('EIR') method. Interest income and impairment expenses are recognised in profit or loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in profit or loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(b) Financial assets at fair value through other comprehensive income

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ('Contractual cash flows of assets collected through hold and sell model') and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ('OCI'), except interest / dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

(c) Financial assets at fair value through profit and loss

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI or either designated, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Group records investments in equity instruments and mutual funds at FVTPL.

(B) Financial liabilities and equity instrument

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(a) Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group is recognised at the proceeds received, net of directly attributable transaction costs.

(b) Financial liabilities

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognised at fair value and subsequently determined based on the EIR method. Interest expense is recognised in profit or loss. Any gain or loss on de-recognition of financial liabilities is also recognised in profit or loss. The group does not have any financial liability which are measured at FVTPL.

(iv) Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line or in the period the Group changes its business model for managing financial assets. Financial liabilities are not reclassified.

(v) Derecognition

(A) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:

- The contractual rights to receive cash flows from the financial asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset and the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Group neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss (except for equity instruments measured at FVOCI).

(B) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

(vi) Impairment of financial assets

(A) Trade receivables

The Group applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle

(B) Loans

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles. At each reporting date, the Group assesses whether the loans have been impaired. The Group is exposed to credit risk when the customer defaults on his contractual obligations. For the

computation of ECL, the loan receivables are classified into three stages based on the default and the aging of the outstanding as follows:

PD	The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.
EAD	The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.
LGD	The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Stage 1 : Loan receivable including interest overdue for less than 30 days past due**.**
Stage 2 : Loan receivable including interest overdue between 30-90 days past due.
Stage 3 : Loan receivable including interest overdue for more than 90 days past due.
For the purpose determining the stages as per Ind AS 109:
(i) Loan given (principal amount) is considered as overdue, from the date when the Group recalls and pending repayment from customer.
(ii) In case loan given (principal amount) is not recalled, these loans are considered as not due.

If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

(C) Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying

2.6 Leases

Group as a leasee

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Group assess whether (i) the contract involves the use of an identified assets ; (ii) the Group has substantially all the economic benefits from use of the assets through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use assets (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 month or less (short term leases) and low value leases. For these short term and low value leases, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at inception, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

Lease liability has been included in borrowing and ROU asset has been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a Lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the term of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

2.7 Cash and cash equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits are considered an integral part of the Group's cash management. Outstanding bank overdrafts are not considered integral part of the Group's cash management.

2.8 Impairments of Non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset 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.

2.9 Retirement and other employee benefits

(i) Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(ii) Gratuity

Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with The Payment of Gratuity Act, 1972. The same is payable at the time of separation from the group or retirement, whichever is earlier. The benefit vest after five years of continuous service.

The group's gratuity scheme is a defined benefit plan. The group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior period. Such benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit credit Method which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(iii) Compensated absences

The employees of the Group are entitled to compensated absences as per the policy of the Group. The Group recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss.

(iv) Presentation

For the purpose of presentation of defined benefit plans and other long term employee benefits.

(v) Share based payments

Equity-settled share-based payments to employees that are granted are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the vesting conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

2.10 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of 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. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates. Contingent liabilities are recognised when there is possible obligation arising from past events.

2.11 Income Taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

(i) Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if the Group has a legally enforceable right to set off the recognised amounts, and it intends to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation, supported by convincing evidence.

Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the standalone statement of profit and loss in the period of the change. The carrying amount and unrecognised deferred tax assets are reviewed at each Balance Sheet date.

Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to set-off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.12 Earning per share (basic and diluted)

The Group reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity share holders for the period / year by the weighted average number of equity shares outstanding during the period / year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the period / year, except where the results are anti-dilutive.

2.13 Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.14 Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

2.15 Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

2.16 Discontinued Operations

An operation is classified as discontinued operation if a component of the Company that either has been disposed of, or is classified as held for sale, and
(a) represents a separate major line of business or geographical area of operations,
(b) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or
(c) is a subsidiary acquired exclusively with a view to resale.

An operation is considered as discontinued operation if the Company winds up the major line of business or has an intention to do so.

Further, if a disposal group to be abandoned meets the discontinued operation criteria, the cash flows and results of the disposal group are presented as discontinued operations at the date on which it ceases to be used.

Revenue is recognised to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

Expenses are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Assets that meet the criteria to be classified as held for sale to be measured at the lower of carrying amount and fair value less costs to sell, and depreciation on such assets to cease and assets that meet the criteria to be classified as held for sale to be presented separately in the balance sheet. Assets that does not meet the criteria to be classified as held for sale as such assets can be utilised for another business operation shall be recorded at the carrying value.

Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss. When an operation is classified as a discontinued operation, the comparative Statement of Profit and Loss is represented as if the operation had been discontinued from the start of the comparative period.

2.17 Segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the group's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

2.18 The new and amended standards that are notified and effective, up to the date of issuance of the Group's financial statements are disclosed below:

The amendments are applicable from annual periods beginning on or after 1 April, 2020 for Ind AS 1, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 8, Ind AS 10, Ind AS 34, Ind AS 37. However, the amendments have no impact on the restated standalone statements hence not considered.

3 Critical accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the Group becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. Following are estimates and judgements that have significant impact on the carrying amount of assets and liabilities at each balance sheet:

3.1 Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI (Solely Payments of Principal and Interest) and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the consolidated statement of profit and loss in the period in which they arise.

3.2 Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these mo4dels are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please refer annexure XXXX-10

Some of the group's assets and liabilities are measured at fair value for financial reporting purposes. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at measurement date
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Group can access at measurement date

3.3 Effective Interest Rate (EIR) method

The group’s EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the financial instruments.

This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well expected changes to India’s base rate and other fee income/expense that are integral parts of the instrument.

3.4 Provisions and other contingent liabilities

The Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the group’s business.

When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

3.5 Share based payments

Estimating fair value for share based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option , volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share based payments transactions are discussed in Annexure XXXX-5.

3.6 Expected Credit loss

When determining whether the risk of default on a financial instruments has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the group's historical experience and credit assessment and including forward looking information.

The inputs used and process followed by the Group in determining the ECL have been detailed in Annexure XXXX-11.

3.7 Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

3.8 Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

3.9 Leases

Ind AS 116 defines a lease term as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Company consider all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term are included in the lease term, if it is reasonably certain that the lessee will exercise the option. The Company reassess the option when significant events or changes in circumstances occur that are within the control of the lessee. The Company considers all relevant facts and circumstances while determining discount rate for lease discounting purpose.

Part A : Summarized below are the restatement adjustments made to the Audited Consolidated Financial Statements for the year ended March 31, 2019 and March 31, 2018 and their impact on the profit / (loss) of the Group:

i) Reconciliation between audited profit and restated profit

₹ in million

Particulars	Notes	For the period ended 30 June 2020	For the Year ended		
			31 March 2020	31 March 2019	31 March 2018 (Proforma)
Audited total comprehensive income		468.52	813.85	829.61	1,079.29
Adjustment for conversion of financial statements from IGAAP to Ind AS	1	-	-	(33.81)	(6.17)
Restatement adjustment		-	-	-	-
Restated total comprehensive income		**468.52**	**813.85**	**795.80**	**1,073.12**

ii) Reconciliation between audited equity and restated equity

₹ in million

Particulars	Notes	As at				
		30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)	01 April 2017 (Proforma)
A. Audited equity		6,390.80	5,914.19	5,344.68	4,749.43	3,894.35
B. Adjustment for conversion of financial statements	1	-	-	(30.33)	(13.69)	(7.53)
C. Material restatement adjustments						
(i) Audit qualifications		-	-	-	-	-
(ii) Other material adjustments						
Change in accounting policies		-	-	-	-	-
Other adjustment		-	-	-	-	-
Total (C)						
D. Total Equity as Restated Summary Statement of Assets and Liabilities (A+B+C)		**6,390.80**	**5,914.19**	**5,314.35**	**4,735.74**	**3,886.82**

Notes:

The audited financial statements of the Group as at and for the year ended 31 March 2019 and 2018 were prepared in accordance with accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended from time to time ("Indian GAAP"). The same has been converted into Ind AS to confirm with the accounting policies generally accepted in India including Indian Accounting Standards ("Ind AS") specified under section 133 of the Act, Read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. For further details, refer Note 4 (I) for Ind AS adjustments of total comprehensive income for year ending 31 March 2019 and Equity as at 31 March 2019 and Note 4 (II) for Proforma Ind AS adjustments of total comprehensive income for year ending 31 March 2018 and Equity as at 31 March 2018.

iii) The Group has applied Ind AS 116 w.e.f. April 1, 2018 for the purpose of audited financial statements and April 1, 2017 for the purpose of restated financial statements. On adoption of Ind AS 116 lease liabilities were measured as at April 1, 2017 (proforma adjustments) at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate. Hence, differences due to restatement adjustments made as at 31 March 2018 (proforma Ind AS financial statements) and as at 01 April 2018 IND AS transition date are as stated below :

₹ in million

Particulars	Annexure	31st March 2018 (Proforma)	01 April 2018 IND AS transition date	Difference	Reference
Other Financial assets	XIII	289.93	290.37	(0.45)	(i)
Deferred tax assets (Net)	XVI	61.15	59.65	1.50	(iv)
Right of use assets	XX	121.23	119.86	1.37	(ii)
Other non-financial assets	XXI	135.88	136.23	(0.35)	(i)
Trade payables- total outstanding dues of creditors other than micro enterprises and small enterprises	XXII	6,146.57	6,146.49	0.08	(v)
Borrowings	XXIII	11,374.28	11,368.78	5.49	(ii)
Other financial liabilities	XXIV	1,242.43	1,243.04	(0.61)	(v)
Other Equity	XXIX	4,015.79	4,018.65	(2.85)	(iii)

Other Equity Reconciliation:

₹ in million

Other Financial assets	Amount
Other Equity as on 31 March 2018	**4,015.79**
EIR Impact of security deposit	0.10
Lease accounting impact	4.32
Deferred Tax Impact on Ind AS Adjustments	(1.49)
Others	(0.07)
Other Equity as on 01 April 2018	**4,018.65**

(i) Movement in other financial assets and other non financial assets is on account of change in discount rates used for amortisation calculation while preparation of Proforma financials of 31 March 2018 and as on transition date i.e., 01 April 2018.

(ii) Movement in Right of use assets and Borrowings is on account of change in assumptions of discount rates, short term leases classifications and impact of lease equilisation reserve taken while preparation of Proforma financials of 31 March 2018 and as on transition date i.e., 01 April 2018.

(iii) Movement in Other Equity is on account of above stated change in assumptions while preparation of Proforma financials of 31 March 2018 and as on transition date i.e., 01 April 2018.

(iv) Movement in Deferred tax assets (Net) is on account of above stated change in assumptions while preparation of Proforma financials of 31 March 2018 and as on transition date i.e., 01 April 2018.

(v) Movement in Other financial liabilities and trade payables is on account of above stated change in assumptions while preparation of Proforma financials of 31 March 2018 and as impact of lease equilisation reserve taken while preparation of Proforma financials of 31 March 2018 and as on transition date i.e., 01 April 2018.

Restated Consolidated Statement of Reconciliations

I For the year ended 31 March 2019

(A) Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables presents the reconciliation from regrouped previous GAAP/Indian GAAP to Ind AS.

(a) Reconciliation of equity as at 31 March 2019 ₹ in million

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Financial Assets				
Cash and cash equivalents		4,469.62	-	4,469.62
Bank Balance other than cash and cash equivalents		5,390.09	-	5,390.09
Trade Receivables	(v)	2,164.76	(18.32)	2,146.44
Loans	(iv),(vi)	7,615.10	1.76	7,616.86
Investments		149.10	-	149.10
Other Financial Assets	(ii)	691.66	(9.73)	681.93
Non-financial Assets				
Inventories		0.45	-	0.45
Tax Assets (Net)		51.73	-	51.73
Deferred Tax Assets (Net)	(xi), (xii)	53.60	22.09	75.69
Investment Property	(xiv)	-	1.31	1.31
Property, Plant and Equipment	(xiv)	1,064.18	(1.31)	1,062.87
Right to use Asset	(viii),(ii)	-	208.46	208.46
Intangible assets		67.08	-	67.08
Intangible assets under development		5.69	-	5.69
Other non-financial assets	(ii),(iv)	157.54	0.40	157.94
Total Assets		**21,880.60**	**204.66**	**22,085.26**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Trade Payables	(viii)	6,377.63	(0.03)	6,377.60
Borrowings	(iii),(viii),(xiii)	8,505.36	212.82	8,718.18
Other financial liabilities	(viii),(ix)	1,360.80	(2.60)	1,358.20
Non-Financial Liabilities				
Tax liabilities (Net)		2.65	-	2.65
Provisions		52.34	-	52.34
Other non-financial liabilities	(ii),(iv),(vii)	237.14	24.80	261.94
EQUITY				
Equity Share capital		719.95	-	719.95
Other Equity	(d)	4,624.73	(30.33)	4,594.40
Total equity and liabilities		**21,880.60**	**204.66**	**22,085.26**

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of profit or loss for the year ended 31 March 2019 ₹ in million

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
Revenue from operation	(vii),(ix),(i)	7,646.22	(20.01)	7,626.21
Other Income	(ii),(iv),(v),(vi),(viii)	254.29	10.64	264.93
Total income		**7,900.51**	**(9.37)**	**7,891.14**
Expenses				
(a) Finance Costs	(viii),(xiii),(iii)	672.65	19.06	691.71
(b) Fees and commission expense		2,419.55	-	2,419.55
(c) Impairment on financial instruments	(v),(vi)	145.07	6.83	151.90
(d) Employee Benefits Expenses	(iv),(x)	1,606.58	10.78	1,617.36
(e) Depreciation, amortization and impairment	(viii)	136.17	63.87	200.04
(f) Others expenses		1,632.80	(66.47)	1,566.33
Total expenses		**6,612.82**	**34.07**	**6,646.89**
Profit before tax		**1,287.69**	**(43.44)**	**1,244.25**
Tax expense				
Current tax		458.25	-	458.25
Deferred tax	(xi), (xii)	(4.19)	(12.18)	(16.37)
Tax for earlier years		4.02	-	4.02
Total income tax expense		**458.08**	**(12.18)**	**445.90**
Profit for the year		**829.61**	**(31.26)**	**798.35**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement of net defined benefit liability	(xi)	-	(3.91)	(3.91)
Income tax effect		-	1.36	1.36
Total Other comprehensive income for the year		**-**	**(2.55)**	**(2.55)**
Total comprehensive income for the year		**829.61**	**(33.81)**	**795.80**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(c) Reconciliation of total equity

₹ in million

	Notes to first-time adoption	As at 31 March 2019
Equity Share Capital		719.95
General Reserve		132.85
Statutory Reserve		57.22
Capital Reserve		53.59
Securities Premium Account		977.08
Surplus in statement of profit and loss account		3,403.99
Shareholder's equity as per Indian GAAP audited financial statements		**5,344.68**
Adjustment		
EIR Impact of security deposit	(ii)	(0.60)
Loan processing charges	(iii)	0.10
Impact of lease accounting	(viii)	(13.68)
Loans to employees measured at amortised costs	(iv)	0.18
Deferred revenue	(vii)	(24.80)
Provision for expected Credit Loss on trade receivables	(v)	(18.32)
Provision for expected credit loss on Loan receivable	(vi)	1.98
Others		2.74
Deferred Tax Impact on Ind AS Adjustments	(xi), (xii)	22.09
Total Adjustment		**(30.33)**
Shareholder's equity as per Ind AS		**5,314.35**

(d) Reconciliation of total comprehensive income for the year ended 31 March 2019

₹ in million

	Notes to first-time adoption	For the year ended 31 March 2019
Profit / (Loss) as per Indian GAAP		829.61
Adjustment		
Loan processing charges	(iii)	(0.06)
Fair Valuation of Equity Shares and Mutual Funds	(i)	(8.80)
Loans to employees measured at amortised costs	(iv)	0.18
Deferred revenue	(vii)	(10.83)
Impact of security deposit	(ii)	(0.10)
Impact of lease accounting	(viii)	(13.51)
Interest free loan taken	(xiii)	(0.42)
Variable Consideration	(ix)	0.48
Actuarial gain/loss recognised in OCI	(xi)	3.91
Expected Credit Loss provision on trade receivables	(v)	(1.84)
Expected Credit Loss provision on loan receivable	(vi)	1.87
Fair value of Employee stock option plan	(x)	(14.31)
Deferred Tax Impact on Ind AS Adjustments	(xi), (xii)	12.18
Net profit as per Ind AS		**798.35**
Other comprehensive income:		
- Actuarial gain/ loss on defined benefit obligations, net of tax		(2.55)
Total comprehensive income as per Ind AS		**795.80**

(B) Notes to first-time adoption

(i) **Fair valuation of equity shares and mutual funds**

Under Indian GAAP, the Group has recognised investments in Equity Shares at lower of cost or fair value. Under Ind AS, such investments are measured at fair value through profit and loss account. Difference between the instruments' fair value between 31 March 2019 and 31 March 2018 amounted to ₹ 8.80 million has been recognised in the statement of Profit and Loss.

(ii) **Security deposit**

Under Indian GAAP, interest-free security deposit given are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognized at fair value. Accordingly the group has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognized in "Right of use asset" and "Prepaid expense". Due to this security deposit is decreased by ₹ 9.65 million ; Right of use asset is increased by ₹ 9.13 million and Prepaid expense is reduced by ₹ 0.03 million. The profit for the year ended on 31 March 2019 is reduced by ₹ 0.10 million due to recognition of depreciation over right of use asset over the lease term amounting to ₹ 2.55 million and amortisation of prepaid expense amounted ₹ 0.80 million and notional interest income of ₹ 23.24 million recognised on security deposits of the tenure of security deposit given.

(iii) **Amortisation of borrowing cost**

Under the Indian GAAP, transaction costs pertaining to loans were charged to the Statement of Profit and Loss as and when incurred. As required under the IND AS 109 transactions costs incurred towards origination of borrowings have been deducted from the carrying amount of borrowings on initial recognition. Accordingly loan from bank is debited and retaining earning is credited by ₹ 0.10 million as on 31 March 2019. These costs are amortised over the tenure of the borrowing as interest expense and changed to statement of profit and loss amounted ₹ 0.06 million for the year ended 31 March 2019.

(iv) **Loan to employees measured at amortised cost**

Under Previous GAAP, the carrying value of Interest free loan to director was recognised at the principal amount receivable. Under Ind AS, interest free loan being a financial asset is required to be recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. The difference between fair value of loan and the carrying value of loan is recognised as prepaid employee cost which is disclosed under "Other non-financial assets". Accordingly, unwinding of interest has been recognised of ₹ 0.55 million as interest income and prepaid employee cost has been recognised for ₹ 0.37 million as other expense in the Statement of Profit & Loss for the year ended 31 March 2019.

(v) **Expected credit loss on trade receivable**

In the financial statements prepared under Previous GAAP, the carrying value of trade receivable was recognised at the principal amounts receivable customer. Under Ind AS expected credit loss was provided for loss in time value of money and also assessed for forward-looking basis. The difference between gross trade receivable less present value of gross trade receivable amounted ₹ 18.32 million as at 31 March 2019 is recognised as expected credit loss provision. On account of this there is total amount debited to statement of Profit and loss foe the year ended 31 March 2019 is ₹ 1.84 million.

(vi) **Expected credit loss on Loan receivable**

Under Indian GAAP, the Group recognized impairment on loans based on the ageing of the due balance. Under Ind AS, the Group applies the expected credit loss (ECL) model for measurement and recognition of impairment loss. The loans are categorized into three stages and the 12 month or lifetime expected loss as applicable is calculated. The provision made in erstwhile Indian GAAP has been reversed and ECL is recognised on gross amount of loan receivable.

This has resulted in increase in the retained earnings by ₹ 1.98 million in 31 March 2019 and amount credit in the statement of profit and loss of ₹ 1.87 million for the year ended 31 March 2019.

(vii) **Deferred Revenue**

Under Previous GAAP, personal training fee and membership fees were recognized upfront. However, as per Ind AS 115 the income on contract with customers needs to be recognized over the period of performance obligation. Hence, the income has been reduced by ₹ 10.83 million for the year ended 31 March 2019.

(viii) **Operating Lease capitalised as per Ind AS 116**

Initial recognition and measurement

The group has elected the 'modified retrospective approach'.

Subsequent measurement:

The lease liability is measured in subsequent periods using the effective interest rate method. The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term.

As per para D9B of Ind AS 101 Group while recognising lease liabilities and right-of-use assets, has applied following approach to all of its leases, to measure a lease liability at the date of transition to Ind AS. Group has measured lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the initial application date of Ind AS. Right of use asset has been measured as lease liability adjusted for prepaid rent at the initial application date of Ind AS.

Ind AS 116 is applicable to the Group from 1 April 2019. An entity is required to use the same accounting policies in its opening Ind AS Balance Sheet and throughout all periods presented in its first Ind AS financial statements. Those accounting policies are required to comply with each Ind AS effective at the end of its first Ind AS reporting period.

"The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
4. Applied the practical expedient to grand father the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases.

Consequent to this, the right to use asset is increased by ₹ 199.30 million as at 31 March 2019. Lease liability is increased by ₹ 212.91 million as at 31 March 2019 and ₹ 13.51 million recognised in profit and loss for the year ended 31 March 2019.

(ix) **Provision for variable consideration**

As per Ind AS 115, An entity shall recognise a refund liability if the entity receives consideration from a customer and expects to refund some or all of that consideration to the customer. A refund liability is measured at the amount of consideration received (or receivable) for which the entity does not expect to be entitled (i.e. amounts not included in the transaction price). Consequently the amount recognised in provision stands at ₹ Nil as at 31 March 2019. For the year ended 31 March 2019, the profit has been increased by ₹ 0.48 million.

(x) **Fair value of Employee stock option**

Under previous GAAP, the Group has not recognised for the share-based payment arrangement as the exercise price was equivalent to the fair value of share price. Under Ind AS, the Group has opted to account for the unvested options for comparative period. Accordingly, the grant date fair value of equity settled options have been recognised as an expense over the vesting period in the statement of profit or loss with a corresponding increase being made to Equity-Settled share-based payment reserve. Thus, profit for the period ended 31 March 2019 has been decreased by ₹ 14.31 million.

(xi) **Actuarial gain/loss**

Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurement gains and losses, are recognised in other comprehensive income. Thus, employee benefits expense is reduced by ₹ 3.91 million and is recognised in other comprehensive income during the year ended 31 March 2019. The related deferred tax expense of ₹ 1.36 million for the year ended 31 March 2019 has also been reclassified from Profit and loss account to other comprehensive income.

(xii) **Deferred Tax**

In the financial statements prepared under Previous GAAP, deferred tax was accounted as per the income statement approach which required creation of deferred tax asset/liability on temporary differences between taxable profit and accounting profit. Under Ind AS, deferred tax is accounted as per the Balance Sheet approach which requires creation of deferred tax asset/liability on temporary differences between the carrying amount of an asset/liability in the Balance Sheet and its corresponding tax base. Consequently, deferred tax assets increased by ₹ 6.40 million on account of Expected credit loss on trade receivable, ₹ 6.42 million on account of deferred revenue, ₹ 4.90 million on account of Employee stock option, ₹ 4.77 million on account of lease accenting, ₹ 0.22 million on account of security deposits adjustments and decreased by ₹ 0.57 million on Expected credit loss on loans and ₹ 0.06 million for loan to employee as at 31 March 2019. Consequently total deferred tax assets increased by ₹ 22.09 million as on 31 March 2019.

(xiii) **Interest free loan taken**

In the financial statements prepared under previous GAAP, the carrying value of Interest free loan was recognised at the principal amounts payable by the borrower. Under Ind AS, Interest free borrowing being a financial liability is required to be recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

The unwinding of interest amounted ₹ 0.42 million is charged to statement of profit and loss for the year ended 31 March 2019.

(xiv) **Investment Property**

Under the previous GAAP, investment properties were presented as part of property, plant and equipment as there was no such concept of Investment property. Under Ind AS, investment properties are required to be separately presented on the face of the balance sheet. For the year ended 31 March 2019, depreciation on investment property has been reclassified amounted ₹ 0.03 million.

(xv) **Cash flow Statement**

The Ind AS adjustments are either non cash adjustments or are regrouping among the cash flows from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended 31 March 2019 as compared with the previous GAAP.

(C) Optional exemptions and Mandatory exception

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

(i) Optional Exemptions availed

(a) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment, intangible assets and Investment property as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption is also applicable for intangible assets and Investment property.

Accordingly, the Group has elected to measure all of its property, plant and equipment, intangible assets and Investment property at their previous GAAP carrying value.

(b) Business Combination

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from 01 April, 2017 date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. During the year 2017-2018 Angel Commodities Broking Private Limited (ACBPL) merged with Angel Broking Limited and the Group has availed the said exemption and elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Accordingly business combinations occurring prior to the transition date have not been restated.

(c) Revenue from contracts with customers

The Group has availed the following practical expedients in applying the standard retrospectively:

a. For completed contracts within the same annual reporting period, no restatement has been done;

b. For completed contracts that have variable consideration, the Group has used the transaction price at the date the contract was completed rather than estimating variable consideration amounts in the comparative reporting periods; and

c. For all reporting periods presented before the beginning of the first Ind AS reporting period, no disclosures of the amount of transaction price allocated to the remaining performance obligations have been done.

(ii) Mandatory exceptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 1 April 2018 and 31 March 2019 are consistent with the estimates as at the same date made in conformity with previous GAAP.The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

(b) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(c) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Group has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(d) Impairment of financial assets

The Group has applied the impairments requirement of Ind AS 109 retrospectively; however as permitted by Ind AS 101, it has used the reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments which were initially recognised and compare that to the credit risk at the date of transition to Ind AS.

II For the year ended 31 March 2018

(A) Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables presents the reconciliation from regrouped previous GAAP/Indian GAAP to Ind AS.

(a) Reconciliation of Balance Sheet as at 01 April 2017 ₹ in million

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Financial Assets				
Cash and cash equivalents		1,461.34	-	1,461.34
Bank Balance other than cash and cash equivalent		4,853.91	-	4,853.91
Trade Receivables	(iv)	8,581.53	(11.15)	8,570.38
Loans	(v)	1,004.40	2.94	1,007.34
Investments	(xiii)	496.02	11.14	507.16
Other Financial assets	(i)	237.66	(8.42)	229.24
		-	-	-
Non-financial Assets		-	-	-
Inventories		0.99	-	0.99
Tax assets (Net)		52.52	-	52.52
Deferred tax assets (Net)	(ix), (x)	20.32	7.93	28.25
Investment Property	(xii)	-	1.36	1.36
Property, Plant and Equipment	(xii)	1,144.15	(1.36)	1,142.79
Intangible assets under development		6.41	-	6.41
Intangible assets		83.67	-	83.67
Right to use asset	(i),(vii)	-	211.42	211.42
Other non-financial assets	(i),(vii)	75.09	0.06	75.15
Total assets		**18,018.01**	**213.92**	**18,231.93**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Trade Payables	(vii)	5,315.12	0.03	5,315.15
Borrowings	(vii), (xi)	7,719.37	208.83	7,928.20
Other financial liabilities	(vii)	899.21	(6.58)	892.63
Non-Financial Liabilities				
Tax liabilities (Net)				
Provisions		42.24	-	42.24
Other non-financial liabilities	(vi)	147.72	19.17	166.89
EQUITY				
Equity Share capital		143.64	-	143.64
Other Equity	(d)	3,750.71	(7.53)	3,743.18
Total equity and liabilities		**18,018.01**	**213.92**	**18,231.93**

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of Balance Sheet as at 31 March 2018 ₹ in million

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Financial Assets				
Cash and cash equivalents		1,230.34	-	1,230.34
Bank Balance other than cash and cash equivalent		8,216.74	-	8,216.74
Trade Receivables	(iv)	1,584.63	(16.48)	1,568.15
Loans	(v)	10,925.03	(0.65)	10,924.38
Investments	(xiii)	56.22	8.80	65.02
Other Financial assets	(i)	295.74	(5.81)	289.93
Non-financial Assets				
Inventories		0.56	-	0.56
Tax assets (Net)		15.27	-	15.27
Deferred tax assets (Net)	(ix), (x)	51.10	10.05	61.15
Investment Property	(xii)	-	1.33	1.33
Property, Plant and Equipment	(xii)	1,066.44	(1.33)	1,065.11
Intangible assets		91.60	-	91.60
Right to use asset	(i),(vii)	-	121.23	121.23
Other non-financial assets	(i),(vii)	135.10	0.78	135.88
Total Assets		**23,668.77**	**117.92**	**23,786.69**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Trade Payables	(vii)	6,146.49	0.08	6,146.57
Borrowings	(vii), (xi)	11,249.84	124.44	11,374.28
Other financial liabilities	(vii)	1,249.25	(6.82)	1,242.43
Non-Financial Liabilities		-	-	
Tax liabilities (Net)		2.12	-	2.12
Provisions		44.01	-	44.01
Other non-financial liabilities	(vi)	227.62	13.92	241.54
EQUITY				
Equity Share capital		719.95	-	719.95
Other Equity	(d)	4,029.49	(13.70)	4,015.79
Total equity and liabilities		**23,668.77**	**117.92**	**23,786.69**

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

(c) **Reconciliation of profit or loss for the year ended 31 March 2018**

₹ in million

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
Revenue from operation	(v),(vi),(viii),(xiii)	7,698.77	3.15	7,701.92
Other Income	(i),(iv),(vii)	145.21	15.19	160.40
Total income		**7,843.98**	**18.34**	**7,862.32**
Expenses				
(a) Finance Costs	(ii),(vii),(xi),	935.79	18.18	953.97
(b) Fees and commission expense		2,464.03	-	2,464.03
(c) Impairment on financial instruments	(vi),(v)	83.99	13.28	97.27
(d) Employee Benefits Expenses	(ix)	1,238.73	3.52	1,242.25
(e) Depreciation, amortization and impairment	(i),(ii),(vii),(xi)	145.29	58.87	204.16
(f) Others expenses	(i),(v),(vii)	1,389.21	(63.71)	1,325.50
Total expenses		**6,257.04**	**30.14**	**6,287.18**
Profit before tax		**1,586.94**	**(11.80)**	**1,575.14**
Tax expense				
Current tax		549.75	-	549.75
Deferred tax	(ix), (x)	(30.78)	(3.36)	(34.14)
Tax for earlier years		(11.32)	-	(11.32)
Total income tax expense		**507.65**	**(3.36)**	**504.29**
Profit for the year		**1,079.29**	**(8.44)**	**1,070.85**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement of net defined benefit liability	(ix)	-	3.52	3.52
Income tax effect	(x)	-	(1.25)	(1.25)
Total Other comprehensive income for the year		**-**	**2.27**	**2.27**
Total comprehensive income for the year		**1,079.29**	**(6.17)**	**1,073.12**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(d) **Reconciliation of total equity**

₹ in million

	Notes to first-time adoption	As at 31 March 2018 (Proforma)	As at 01 April 17 (Proforma)
Equity Share Capital		719.95	143.64
General Reserve		132.85	132.85
Statutory Reserve		47.33	36.95
Capital Reserve		53.59	53.59
Securities Premium Account		977.08	1,542.47
Surplus in statement of profit and loss account		2,818.63	1,984.85
Shareholder's equity as per Indian GAAP audited financial statements		**4,749.43**	**3,894.35**
Adjustment			
Fair Valuation of Equity Shares and Mutual Funds		8.80	11.14
EIR Impact of security deposit	(i)	(0.56)	(0.84)
Loan processing charges	(ii)	0.16	-
Interest free loan	(xi)	0.43	1.62
Impact of lease accounting	(vii)	(1.80)	-
Variable Consideration	(viii)	(0.48)	-
Deferred revenue	(vi)	(13.92)	(19.17)
Provision for expected Credit Loss on trade receivables	(iv)	(16.48)	(11.15)
Provision for expected credit loss on Loan receivable	(v)	0.12	2.94
Deferred Tax Impact on Ind AS Adjustments	(ix), (x)	10.05	7.93
Total Adjustment		**(13.69)**	**(7.53)**
Shareholder's equity as per Ind AS		**4,735.74**	**3,886.82**

(e) **Reconciliation of total comprehensive income for the period ended 31 March 2018**

₹ in million

	Notes to first-time adoption	For the period ended 31 March 2018 (Proforma)
Profit / (Loss) as per Indian GAAP		**1,079.29**
Adjustment		
Loan processing charges	(ii)	0.16
Fair Valuation of Equity Shares and Mutual Funds	(xiii)	(2.34)
Deferred revenue	(vi)	5.25
Impact of security deposit	(i)	0.28
Impact of lease accounting	(vii)	(1.80)
Interest free loan taken	(xi)	(1.19)
Variable Consideration	(viii)	(0.48)
Actuarial gain/loss recognised in OCI	(ix)	(2.27)
Expected Credit Loss provision on trade receivables	(iv)	(5.34)
Expected Credit Loss provision on loan receivable	(v)	(2.82)
Deferred Tax Impact on Ind AS Adjustments	(ix), (x)	2.12
Net profit as per Ind AS		**1,070.86**
Other comprehensive income:		
- Actuarial gain/ loss on defined benefit obligations, net of tax		2.27
Total comprehensive income as per Ind AS		**1,073.13**

(B) Notes to first-time adoption

(i) **Security deposit**

Under Indian GAAP, interest-free security deposit given are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognized at fair value. Accordingly the Group has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognized in "Right of use asset" and "Prepaid expense". Due to this security deposit is decreased by ₹ 8.42 million ; Right of use asset is increased by ₹ 7.53 million and Prepaid expense is increased by ₹ 0.06 million as on 01 April 2017. The profit for the year ended on 31 March 2018 is increased by ₹ 0.28 million due to recognition of depreciation over right of use asset over the lease term amounting to ₹ 4.14 million and amortisation of prepaid expense amounted ₹ 0.05 million over the tenure of security deposit given and by notional interest income of ₹ 4.47 million recognised on security deposits.

(ii) **Amortisation of borrowing cost**

Under the Indian GAAP, transaction costs pertaining to loans were charged to the Statement of Profit and Loss as and when incurred. As required under the IND AS 109 transactions costs incurred towards origination of borrowings have been deducted from the carrying amount of borrowings on initial recognition. Accordingly loan from bank is debited and retaining earning is credited as on the date of transition. These costs are amortised over the tenure of the borrowing as interest expense and charged to statement of profit and loss amounting to ₹ 0.16 million for the period ended 31 March 2018.

(iii) **Loan to employees measured at amortised cost**

Under Previous GAAP, the carrying value of Interest free loan to director was recognised at the principal amounts receivable. Under Ind AS, interest free loan being a financial asset is required to be recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. The difference between fair value of loan and the carrying value of loan is recognised as prepaid employee cost which is disclosed under non-financial assets. Accordingly loan to employee is credited and prepaid expense is debited by ₹ 0.77 million as on 31 March 2018.

(iv) **Expected credit loss on trade receivable**

In the financial statements prepared under Previous GAAP, the carrying value of trade receivable was recognised at the principal amounts receivable customer. Under Ind AS expected credit loss was provided for loss in time value of money and also assessed for forward-looking basis. The difference between gross trade receivable less present value of gross trade receivable amounted ₹ 11.15 million as at 01 April 2017 and ₹ 16.48 million as at 31 March 2018 which is recognised as expected credit loss provision . For the year ended 31 March 2018 additional expense is of ₹ 5.34 million. This has resulted in increase in the retained earnings by ₹ 16.48 million as on 31 March 2018.

(v) **Expected credit loss on Loan receivable**

Under Indian GAAP, the Group recognized impairment on loans based on the ageing of the due balance. Under Ind AS, the Group applies the expected credit loss (ECL) model for measurement and recognition of impairment loss. The loans are categorized into three stages and the 12 month or lifetime expected loss as applicable is calculated. The provision made in erstwhile Indian GAAP has been reversed and ECL is recognised on gross amount of loan receivable.

This has resulted in increase in the retained earnings by ₹ 2.94 million on 01 April 2017 and ₹ 0.12 million in 31 March 2018. The statement of profit and loss is debited by ₹ 2.82 million for the year ended 31 March 2018 by way of interest income of ₹ 0.73 million and expense provision of ₹ 3.55 million.

(vi) **Deferred Revenue**

Under Previous GAAP, personal training fee and membership fees were recognized upfront. However, as per Ind AS 115 the income on contract with customers needs to be recognized over the period of performance obligation. Hence, the retained earnings has been reduced and non financial liability is created for ₹ 19.17 million as at 01 April 2017. Also, the income has been reduced and non financial liability is created for ₹ 5.25 million for the year ended 31 March 2018.

(vii) **Operating Lease capitalised as per Ind AS 116**

Initial recognition and measurement

The Group has elected the 'modified retrospective approach'.

Subsequent measurement:

The lease liability is measured in subsequent periods using the effective interest rate method. The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term.

As per para D9B of Ind AS 101 Group while recognising lease liabilities and right-of-use assets, has applied following approach to all of its leases, to measure a lease liability at the date of transition to Ind AS. Group has measured lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the initial application date of Ind AS. Right of use asset has been measured as lease liability adjusted for prepaid rent at the initial application date of Ind AS.

Ind AS 116 is applicable to the Group from 1 April 2019. An entity is required to use the same accounting policies in its opening Ind AS Balance Sheet and throughout all periods presented in its first Ind AS financial statements. Those accounting policies are required to comply with each Ind AS effective at the end of its first Ind AS reporting period.

"The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
4. Applied the practical expedient to grand father the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases.

Consequent to this, as at 01 April 2017 the right to use asset is increased by ₹ 203.89 million and lease liability is increased by ₹210.44 million. Right to use asset is increased by ₹ 116.00 million as at 31 March 2018. Lease liability is increased by ₹125.03 million as at 31 March 2018 and ₹ 1.80 million recognised in profit and loss for the year ended 31 March 2018.

(viii) **Provision for variable consideration**

As per Ind AS 115, An entity shall recognise a refund liability if the entity receives consideration from a customer and expects to refund some or all of that consideration to the customer. A refund liability is measured at the amount of consideration received (or receivable) for which the entity does not expect to be entitled (i.e. amounts not included in the transaction price). Consequently the amount recognised in provision stands at ₹ 0.48 million as at 31 March 2018. For the period ended 31 March 2018, the profit has been reduced by ₹ 0.48 million.

(ix) **Actuarial gain/loss**

Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, remeasurement gains and losses, are recognised in other comprehensive income. Thus, employee benefits expense is increased by ₹ 3.52 million and is recognised in other comprehensive income during the period ended 31 March 2018. The related deferred tax income of ₹ 1.25 million for the period ended 31 March 2018 has also been reclassified from Profit and loss account to other comprehensive income.

(x) **Deferred Tax**

In the financial statements prepared under Previous GAAP, deferred tax was accounted as per the income statement approach which required creation of deferred tax asset/liability on temporary differences between taxable profit and accounting profit. Under Ind AS, deferred tax is accounted as per the Balance Sheet approach which requires creation of deferred tax asset/liability on temporary differences between the carrying amount of an asset/liability in the Balance Sheet and its corresponding tax base. Consequently, deferred tax assets increased by ₹ 3.86 million on account of Expected credit loss on trade receivable, ₹ 4.94 million on account of deferred revenue ₹ 0.24 million on account of security deposits adjustments and decreased by ₹ 0.68 million on Expected credit loss on loans and ₹ 0.42 million for Interest free loan taken as on 01 April 2017.

Further, Deferred tax assets increased by ₹ 5.76 million on account of Expected credit loss on trade receivable, ₹ 3.62 million on account of deferred revenue ₹ 0.14 million on account of security deposits adjustments ₹ 0.64 million on account Lease accounting and decreased by ₹ 0.05 million on Expected credit loss on loans and ₹ 0.11 million for Interest free loan taken as on 01 April 2017.

Consequently total deferred tax assets increased by ₹ 7.93 million as on 01 April 2017 ₹ 10.05 million as on 31 March 2018.

(xi) **Interest free loan taken**

In the financial statements prepared under previous GAAP, the carrying value of Interest free loan was recognised at the principal amounts payable by the borrower. Under Ind AS, Interest free borrowing being a financial liability is required to be recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Accordingly, borrowings have reduced by ₹ 1.62 million as at 01 April 2017. The unwinding of interest amounted ₹ 1.19 million is charged to statement of profit and loss for the year ended 31 March 2018.

(xii) **Investment Property**

Under the previous GAAP, investment properties were presented as part of property, plant and equipment as there was no such concept of Investment property. Under Ind AS, investment properties are required to be separately presented on the face of the balance sheet. There is no impact on the total equity or profit as a result of this adjustment. Accordingly, amount of ₹ 1.33 million has been reclassified from property, plant and equipment to investment property. For the year ended 31 March 2018, depreciation on investment property has been reclassified amounted ₹ 0.03 million.

(xiii) **Fair Valuation of Equity Shares and Mutual Funds**

Under Indian GAAP, the Group has recognised investments in Equity Shares and mutual funds at lower of cost or fair value. Under Ind AS, such investments are measured at fair value through profit and loss account. On 1st April 2017, and on 31st March 2018 difference between the instruments' fair value and Indian GAAP carrying value amounted ₹ 11.14 million and ₹ 2.34 million respectively which has been recognised in retained earnings and Statement of Profit and Loss respectively.

(xiv) **Cash flow Statement**

The Ind AS adjustments are either non cash adjustments or are regrouping among the cash flows from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the period ended 31 March 2018 as compared with the previous GAAP.

(C) Optional exemptions and Mandatory exception

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

(i) Optional Exemptions availed

(a) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment, intangible assets and Investment property as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption is also applicable for intangible assets and Investment property.

Accordingly, the Group has elected to measure all of its property, plant and equipment, intangible assets and Investment property at their previous GAAP carrying value.

(b) Business Combination

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from 01 April, 2017 date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. During the year 2017-2018 Angel Commodities Broking Private Limited (ACBPL) merged with Angel Broking Limited and the Group has availed the said exemption and elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Accordingly business combinations occurring prior to the transition date have not been restated.

(c) Revenue from contracts with customers

The Group has availed the following practical expedients in applying the standard retrospectively:

a. For completed contracts within the same annual reporting period, no restatement has been done;

b. For completed contracts that have variable consideration, the Group has used the transaction price at the date the contract was completed rather than estimating variable consideration amounts in the comparative reporting periods; and

c. For all reporting periods presented before the beginning of the first Ind AS reporting period, no disclosures of the amount of transaction price allocated to the remaining performance obligations have been done.

(ii) Mandatory exceptions

(a) Estimates

An entity’s estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 31 March 2018 are consistent with the estimates as at the same date made in conformity with previous GAAP.The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

(b) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(c) De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity’s choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Group has applied the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(d) Impairment of financial assets

The Group has applied the impairments requirement of Ind AS 109 retrospectively; however as permitted by Ind AS 101, it has used the reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments which were initially recognised and compare that to the credit risk at the date of transition to Ind AS.

VIII Restated Consolidated Statement of Cash and cash equivalents

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Cash on hand	0.45	0.65	0.83	0.65
Balances with banks				
-in current accounts	1,390.52	3,611.93	2,995.06	761.91
-Fixed deposits with maturity of less than 3 months *	3,754.50	2,510.95	1,458.28	385.04
-Interest accrued on fixed deposit with maturity less than 3 months	6.89	3.44	12.47	1.49
Cheques on hand	3.92	5.39	2.98	81.25
Total	**5,156.28**	**6,132.36**	**4,469.62**	**1,230.34**

* **Breakup of deposits**

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Fixed deposits under lien with stock exchanges **	-	1.57	501.49	-
Fixed deposits against bank guarantees	-	-	-	180.00
Fixed deposits against credit facilities of the Group	3,754.50	2,509.38	877.69	205.04
Fixed deposits free from charges	-	-	79.10	-
Total	**3,754.50**	**2,510.95**	**1,458.28**	**385.04**

** The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters

IX Restated Consolidated Statement of Bank balances other than Cash and cash equivalent

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
In fixed deposit with maturity for more than 3 months but less than 12 months *	14,337.18	7,907.50	5,264.25	8,044.98
Fixed deposit with maturity for more than 12 months *	39.08	39.08	30.58	30.40
Interest accrued on fixed deposits	78.40	56.65	95.26	141.36
Total	**14,454.66**	**8,003.23**	**5,390.09**	**8,216.74**

* **Breakup of deposits**

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Fixed deposits under lien with stock exchanges **	13,034.26	6,380.77	3,571.53	6,627.89
Fixed deposits with government authorities	4.50	4.50	4.50	6.20
Fixed deposits free from charges	-	166.34	-	152.77
Fixed deposits against credit facilities of the Group	200.47	195.47	54.23	480.50
Fixed deposits for bank guarantees	1,137.02	1,199.50	1,664.57	808.02
Total	**14,376.25**	**7,946.58**	**5,294.83**	**8,075.38**

** The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters.

X Restated Consolidated Statement of Trade receivable

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Receivables considered good - Secured*	565.45	388.82	2,142.59	750.62
Receivables considered good - Unsecured*	11.39	14.68	22.17	834.01
Trade receivables which have significant increase in credit risk and	-	-	-	-
Trade receivables – credit impaired	-	-	-	-
Less : Provision for Expected Credit Loss / Impairment loss allowance	(14.06)	(13.23)	(18.32)	(16.48)
Total	**562.78**	**390.27**	**2,146.44**	**1,568.15**

*Includes ₹ 23.44 millions as on 30 June 2020 (31 March 2020: ₹ 83.52 millions; 31 March 2019: ₹ 1,586.14 millions and 31 March 2018: ₹ 797.94 millions) receivable from stock exchanges on account of trades executed by clients on last day.

No trade or other receivable are due from directors or others officers of the group either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

XI Restated Consolidated Statement of Loans

₹ in million

		As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
(A)	Loans measured at Amortised Cost				
	(i) Loan for margin trading facility	7,687.03	2,471.28	6,857.68	9,778.84
	Add: Accrued interest on margin trading fund	45.95	24.08	56.71	83.30
	(ii) Loans against securities	417.25	316.51	704.19	1,057.46
	(iii) Loan to employees*	-	0.31	3.84	11.78
	(iv) Loan to Others	0.14	0.14	-	-
	Total (A) Gross	**8,150.37**	**2,812.32**	**7,622.42**	**10,931.38**
	Less: Provision for expected credit loss	(6.30)	(6.54)	(5.56)	(7.00)
	Total (A) Net	**8,144.07**	**2,805.78**	**7,616.86**	**10,924.38**
(B)	(i) Secured by securities/shares	8,127.81	2,772.06	7,581.65	9,853.59
	(ii) Unsecured	22.56	40.26	40.77	1,077.79
	Total (B) Gross	**8,150.37**	**2,812.32**	**7,622.42**	**10,931.38**
	Less: Provision for expected credit loss	(6.30)	(6.54)	(5.56)	(7.00)
	Total (B) Net	**8,144.07**	**2,805.78**	**7,616.86**	**10,924.38**
(C)	**Loans in India**				
	(i) Public Sector	-	-	-	-
	(ii) Others				
	-Body corporates	30.09	12.80	19.70	71.23
	-Others (Includes Firms, Trusts, HUFs)	8,120.28	2,799.52	7,602.72	10,860.15
	Total (C) Gross	**8,150.37**	**2,812.32**	**7,622.42**	**10,931.38**
	Less: Provision for expected credit loss	(6.30)	(6.54)	(5.56)	(7.00)
	Total (C) Net	**8,144.07**	**2,805.78**	**7,616.86**	**10,924.38**

* Includes loan to directors, unamortised amount of ₹ Nil as on 30 June 2020 (₹ 0.31 million as on 31 March 2020 ; ₹ 4.06 million as on 31 March 2019 ,₹ 7.50 million as on 31 March 2018). (Refer Annexure XXXIX)

XII Restated Consolidated Statement of Investments

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Investment in India				
Investments measured at Fair Value through Profit or Loss (Refer note A)				
Equity instruments	0.00	0.00	0.00	8.62
Mutual funds	23.64	352.65	149.10	56.40
Total	**23.64**	**352.65**	**149.10**	**65.02**

Details of investments -

A Investments measured at Fair Value through Profit or Loss

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Investment in Equity Instruments (fully paid-up)				
Quoted				
Equity shares in BSE Ltd (face value of Rs. 2 each, NIL (31 March 2020 : NIL , 31 March 2019: NIL and 31 March 2018 : 11,400 shares)	-	-	-	8.62
Unquoted				
Equity Shares in Hubtown Limited (face value of Rs. 350 each, (01 share as on 30 June 2020; 31 March 2020; 31 March 2019 and 31 March 2018) (Represents ownership of Premises as a member in co-operative society)	0.00	0.00	0.00	0.00
Investment in Mutual fund - Unquoted				
- 79,498.481 units (31 March 2020 : NIL 31 March 2019: NIL units and 31 March 2018: NIL) of ICICI Prudential Liquid Fund - DP Growth (NAV Rs. 297.4055 per Unit)	23.64	-	-	-
-NIL units of Essel Liquid Plan - Growth (31 March 2020: NIL; 31 March 2019: Nil units and 31 March 2018: 2,168.392 units)	-	-	-	4.15
- NIL units (31 March 2020: NIL; 31 March 2019- 10,36,711.975 and 31 March 2018 - 5,21,383.788) of ICICI Prudential Liquid Plan - Direct Monthly Dividend	-	-	149.10	52.25
-NIL units of ICICI Prudential Liquid Fund DP Daily Dividend (31 March 2020 - 175,217.173 units; 31 March 2019 and 31 March 2018: NIL units)	-	17.54	-	-
-NIL units (31 March 2020 - 3,110,120.896 units; 31 March 2019: Nil units and 31 March 2018: Nil units) of ICICI Prudential Liquid Plan - Overnight Fund DP Growth	-	335.11	-	-
Total	**23.64**	**352.65**	**149.10**	**65.02**

XIII Restated Consolidated Statement of Other Financial assets (Unsecured, considered good)

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Security deposits(Refer note (a) below)	106.11	2,673.08	662.63	261.70
Accrued delayed payment charges	1.60	2.34	2.43	5.66
Deposits against arbitrations**	19.61	18.93	31.52	11.23
Less: Provision against arbitrations	(19.61)	(18.93)	(31.52)	(11.23)
Other Receivables	31.78	30.41	16.87	22.57
Total	**139.49**	**2,705.83**	**681.93**	**289.93**

(a) Security Deposits

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Security deposits - Stock exchanges#	49.68	2,619.40	611.64	199.86
Security deposits - Premises	46.66	44.19	41.61	42.98
Security deposits - Others	9.77	9.49	9.38	18.86
Total	**106.11**	**2,673.08**	**662.63**	**261.70**

The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

** Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration.

XIV Restated Consolidated Statement of Inventories

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Closing Stock of Traded Goods*	-	0.07	0.08	0.05
Consumables	-	0.38	0.37	0.51
	-	**0.45**	**0.45**	**0.56**

*The closing stock of traded goods primarily consist of number of food supplements purchased and sold to the client/member's of company's subsidiary.

XV Restated Consolidated Statement of Tax assets

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Advance payment of taxes and tax deducted at source {net of MAT credit utilised ₹ 0.10 millions (31 March 2020: ₹ 0.34 millions; 31 March 2019: ₹ 1.69 millions and 31 March 2018: ₹ 9.38 millions) and provision for taxation ₹ 9.65 millions (31 March 2020: ₹ 1,528.24 millions ; 31 March 2019: ₹ 1,621.89 millions and 31 March 2018: ₹1,257.24 millions)	10.73	49.18	51.73	15.27
Total	**10.73**	**49.18**	**51.73**	**15.27**

XVI Restated Consolidated Statement of Deferred tax assets (Net)

(A) Deferred tax relates to the following:

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Deferred tax assets				
- Difference between book and tax depreciation	3.46	2.53	6.09	9.87
- Provision for gratuity	13.40	11.36	10.69	9.52
- Provision for Compensated absences	6.57	5.53	7.16	5.44
- Amalgamation expenses	-	0.09	0.24	0.48
- On lease capitalised as per Ind AS 116	3.19	2.86	4.77	3.12
- Disallowance u/s 40(a)(ia)	-	0.05	6.39	-
- Expected credit loss on trade receivables	3.54	3.33	6.40	5.76
- Expected credit loss on loan	1.29	1.47	6.20	1.45
- On income received in advance	-	1.38	6.42	3.62
- On impact of variable consideration	-	-	-	0.13
- On impact of security deposit	-	0.12	0.22	0.14
	31.45	**28.72**	**54.58**	**39.53**
Deferred tax liabilities				
- On fair valuation of shares and Mutual funds	(0.01)	(0.36)	-	-
- On impact of security deposit	(0.86)	-	-	-
- On processing fee	(0.00)	(0.02)	-	-
- On loan to employee	-	(0.01)	(0.06)	(0.11)
- Others	-	-	-	(0.04)
	(0.87)	(0.39)	(0.06)	(0.15)
Add: MAT Credit Entitlement	20.50	20.56	21.17	21.77
Deferred tax asset (net)	**51.08**	**48.89**	**75.69**	**61.15**

(B) The movement in deferred tax assets and liabilities during the period:

₹ in million

	OCI	Profit and Loss	Total
Deferred tax assets/(liabilities)			
As at 01 April 2017			**28.25**
- Expense allowed in the year of payment (Gratuity and compensated absences)	(1.25)	1.87	0.62
- Difference between book and tax depreciation	-	48.81	48.81
- Revenue received in Advance	-	(12.86)	(12.86)
- Amalgamation expenses	-	0.48	0.48
- Disallowance u/s 40(a)(ia)	-	(3.92)	(3.92)
- Expected credit loss on trade receivables	-	1.90	1.90
- Expected credit loss on loan	-	0.69	0.69
- MAT movement	-	(3.38)	(3.38)
- Others	-	0.56	0.56
As at 31 March 2018			**61.15**
Restated adjustments*	-	-	(1.49)
- Expense allowed in the year of payment (Gratuity and compensated absences)	1.36	1.53	2.89
- Difference between book and tax depreciation	-	(3.78)	(3.78)
- Lease capitalised as per Ind AS 116	-	3.14	3.14
- Amalgamation expenses	-	(0.24)	(0.24)
- Disallowance u/s 40(a)(ia)	-	6.39	6.39
- Income received in advance	-	2.94	2.94
- Provision for expected credit loss on loans	-	4.75	4.75
- Others	-	(0.06)	(0.06)
As at 31 March 2019			**75.69**
- Expense allowed in the year of payment (Gratuity and compensated absences)	3.24	(4.19)	(0.96)
- Lease capitalised as per Ind AS 116	-	(1.91)	(1.91)
- Difference between book and tax depreciation	-	(3.56)	(3.56)
- Amalgamation expenses	-	(0.15)	(0.15)
- Disallowance u/s 40(a)(ia)	-	(6.34)	(6.34)
- Income received in advance	-	(5.04)	(5.04)
- Provision for expected credit loss on trade receivables	-	(3.07)	(3.07)
- Provision for expected credit loss on loans	-	(4.73)	(4.73)
- Others	-	(1.04)	(1.04)
As at 31 March 2020			**48.89**
- Expense allowed in the period of payment (Gratuity and compensated absences)	1.51	1.56	3.07
- Lease capitalised as per Ind AS 116	-	0.33	0.33
- Difference between book and tax depreciation	-	0.94	0.94
- EIR of security deposit	-	(0.98)	(0.98)
- Income received in advance	-	(1.38)	(1.38)
- Provision for expected credit loss on trade receivables	-	0.21	0.21
- Provision for expected credit loss on loans	-	(0.18)	(0.18)
- Others	-	0.18	0.18
As at 30 June 2020			**51.08**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii).

(C) Income tax expense

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Current taxes	165.80	297.31	458.25	549.75
Deferred tax charge / (income)	(1.97)	24.55	(13.29)	(35.93)
Minimum alternative tax credit entitlement	(0.13)	-	(1.09)	-
Minimum alternative tax credit adjustment for earlier year	-	0.26	-	3.38
Taxes for earlier years	-	(2.34)	4.03	(11.37)
Total	**163.70**	**319.78**	**447.90**	**505.83**

(D) Income Tax recognised in other comprehensive income

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Deferred Tax asset related to items recognised in Other Comprehensive income during the period/ year :				
- Income tax relating to re-measurement gains on defined benefit plans	1.51	3.24	1.36	(1.25)
Total	**1.51**	**3.24**	**1.36**	**(1.25)**

(E) Reconciliation of tax expense and the accounting profit multiplied by tax rate

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Profit before tax - from Continuing operations	646.29	1,187.67	1,281.92	1,600.33
Enacted income tax rate in India applicable to the company	25.17%	25.17%	34.94%	34.61%
Tax amount at the enacted income tax rate	162.66	298.91	447.96	553.84
Tax amount at the enacted income tax rate				
Tax effect on:				
Non- deductible expenses for tax purpose	0.90	8.93	-	8.24
Loss of subsidiaries on which deferred tax are not recognised	(0.01)	-	-	-
Income exempted from income taxes	-	(5.13)	(1.15)	(2.93)
Difference in tax rate for certain entities of the Group	0.00	0.10	(3.17)	(9.15)
Additional allowance for tax purpose	(0.34)	(2.14)	(3.68)	(4.74)
Income Tax rate change impact	-	17.00	0.17	(34.35)
Taxes for earlier years	-	(2.35)	4.03	(11.42)
Others	0.49	4.46	3.74	2.96
Income tax expense charged to the statement of profit and loss	**163.70**	**319.78**	**447.90**	**502.45**
Effective tax rate	25.33%	26.92%	34.94%	31.51%

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Loss before tax - from Discontinuing operations	(8.17)	(39.21)	(37.66)	(25.19)
Enacted income tax rate in India applicable to the company	25.17%	25.17%	26.00%	26.00%
Tax amount at the enacted income tax rate	(2.06)	(9.87)	(9.79)	(6.55)
Tax amount at the enacted income tax rate				
Tax effect on:				
Non- deductible expenses for tax purpose	0.01	0.04	-	-
Loss of subsidiaries on which deferred tax are not recognised	3.87	19.28	10.08	9.92
Income Tax rate change impact	-	(0.15)	-	0.05
Taxes for earlier years	-	-	(0.01)	0.05
Others	(0.40)	(4.08)	(2.59)	(1.63)
Income tax expense charged to the statement of profit and loss	**1.42**	**5.22**	**(2.31)**	**1.84**
Effective tax rate	-17.38%	-13.32%	6.14%	-7.30%

XVII Restated Consolidated Statement of Investment property

Reconciliation of carrying amount

₹ in million

Gross carrying amount	
Closing balance as at 01 April 2017	**1.36**
Additions	-
Disposals/adjustments	-
Closing balance as at 31 March 2018	**1.36**
Additions	-
Disposals/adjustments	-
Closing balance as at 31 March 2019	**1.36**
Additions	-
Disposals/adjustments	-
Closing balance as at 31 March 2020	**1.36**
Additions	32.09
Disposals/adjustments	-
Closing balance as at 30 June 2020	**33.45**
Accumulated depreciation	
As at 01 April 2017	
For the year April 2017 to March 2018	0.03
Disposals/adjustments	-
As at 31 March 2018	**0.03**
For the year April 2018 to March 2019	0.02
Disposals/adjustments	-
As at 31 March 2019	**0.05**
For the year April 2019 to March 2020	0.03
Disposals/adjustments	-
As at 31 March 2020	**0.08**
For the period April 2020 to June 2020	0.07
Disposals/adjustments	
As at 30 June 2020	**0.15**
Net block	
As at 31 March 2018	**1.33**
As at 31 March 2019	**1.31**
As at 31 March 2020	**1.28**
As at 30 June 2020	**33.30**
Fair value	
As at 31 March 2018	**21.34**
As at 31 March 2019	**23.28**
As at 31 March 2020	**25.07**
As at 30 June 2020	**56.51**

(B) Amount recognised in Statement of Profit and Loss from investment property

₹ in million

	Period ended 30 June 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018 (Proforma)
Rental income derived from investment properties	0.27	0.81	0.63	0.63
Direct operating expenses generating rental income	(0.07)	(0.14)	(0.12)	(0.11)
Income arising from investment properties before depreciation	0.20	0.67	0.51	0.52
Depreciation	(0.07)	(0.03)	(0.03)	(0.03)
Income arising from investment properties (Net)	**0.13**	**0.64**	**0.48**	**0.49**

(C) Measurement of fair values

(i) Fair value hierarchy

These fair value of investment property has been determined by Rane Engineers & Surveyors Pvt. Ltd., an accredited independent valuer. The fair value measurement for the property to be valued is residential flat which is the highest and best use, been categorized as a level 2 fair value based on the inputs to the valuation technique. These inputs include comparable sale instances for 'Market Approach and Comparable Rental' instances for income approach.

(ii) Valuation technique

For the purpose of valuation, the primary valuation methodology used is Market Approach, as the best evidence of fair value is current prices in an active market for similar properties and cross checked by Income Capitalisation Approach. The market rate for sale/purchase of similar assets is representative of fair values. The property to be valued is at a location where active market is available for similar kind of properties. Income capitalization involves capitalizing a 'normalized' single - year net income estimated by an appropriate market-based yield. This approach is best utilized with stable revenue producing assets, whereby there is little volatility in the net annual income.

(D) Premises given on operating lease

The Group's investment properties consist of residential property in India given on cancellable lease for a period of 12 month.

(E) The total future minimum lease rentals receivable at the Balance Sheet date is as under: ₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
For a period not later than one year	1.21	-	-	-
For a period later than one year and not later than five years	-	-	-	-
For a period later than five years	-	-	-	-

(F) The Group has availed the deemed cost exemption as per IND AS 101 in relation to the investment property as on the date of transition (1 April 2017) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April 2017 under the previous GAAP.

₹ in million

Gross Block	1.60
Accumulated Depreciation	0.24
Deemed cost as on 01 April 2017	**1.36**

XVIII Restated Consolidated Statement of Property, plant and equipment

₹ in million

	Buildings (Refer note (a))	Leasehold Improvements	Office Equipments	Air Conditioners	Computer Equipments	VSAT Equipments (Refer note (d))	Furniture and Fixtures	Vehicles	Gym Equipments	Total
Gross carrying amount										
As at 01 April 2017	818.46	42.48	43.13	8.16	96.52	-	83.73	33.37	16.93	**1,142.78**
Additions/ Adjustments	4.90	2.44	9.52	0.56	26.33	-	0.68	-	-	**44.43**
Deductions/ Adjustments	-	(9.35)	(0.20)	(0.45)	(1.25)	-	(0.53)	(0.06)	-	**(11.84)**
As at 31 March 2018	**823.36**	**35.57**	**52.45**	**8.27**	**121.60**	**-**	**83.88**	**33.31**	**16.93**	**1,175.37**
Additions/ Adjustments	0.40	8.49	11.92	3.47	66.35	-	4.65	8.68	0.84	104.80
Deductions/ Adjustments	-	(0.76)	(0.49)	(0.93)	(1.50)	-	(0.47)	-	-	(4.15)
As at 31 March 2019	**823.76**	**43.30**	**63.88**	**10.81**	**186.45**	**-**	**88.06**	**41.99**	**17.77**	**1,276.02**
Additions/ Adjustments	-	1.81	19.75	0.94	64.48	-	1.79	13.67	1.24	103.68
Deductions/ Adjustments	-	(2.95)	(2.03)	(1.18)	(1.10)	-	(7.22)	-	-	(14.48)
Reclassification (refer Annexure XIX)	1.60	(2.13)	(2.66)	-	1.81	-	0.72	-	-	(0.66)
As at 31 March 2020	**825.36**	**40.03**	**78.94**	**10.57**	**251.64**	**-**	**83.35**	**55.66**	**19.01**	**1,364.56**
Additions/ Adjustments	-	-	0.04	0.07	18.67	-	-	-	-	18.78
Deductions/ Adjustments	-	(3.33)	(0.80)	(0.50)	(4.87)	-	(2.61)	-	(0.05)	(12.16)
As at 30 June 2020	**825.36**	**36.70**	**78.18**	**10.14**	**265.44**	**-**	**80.74**	**55.66**	**18.96**	**1,371.18**
Accumulated depreciation										
For the year	15.34	3.59	15.64	2.97	42.11	-	28.37	5.00	2.76	115.78
Disposals	-	(4.05)	(0.09)	(0.27)	(0.84)	-	(0.21)	(0.06)	-	(5.52)
As at 31 March 2018	**15.34**	**(0.46)**	**15.55**	**2.70**	**41.27**	**-**	**28.16**	**4.94**	**2.76**	**110.26**
For the year	15.36	3.02	13.59	2.54	39.95	-	23.30	5.18	2.82	105.76
Disposals	-	(0.14)	(0.27)	(0.62)	(1.50)	-	(0.34)	-	-	(2.87)
As at 31 March 2019	**30.70**	**2.42**	**28.87**	**4.62**	**79.72**	**-**	**51.12**	**10.12**	**5.58**	**213.15**
For the year	15.38	3.45	20.98	1.86	46.73	-	22.09	6.74	2.93	120.16
Disposals	-	(1.42)	(0.96)	(0.37)	(0.60)	-	(3.59)	-	-	(6.94)
Reclassification (refer Annexure XIX)	1.76	(1.84)	(1.26)	(0.00)	0.54	-	0.22	-	-	(0.58)
As at 31 March 2020	**47.84**	**2.61**	**47.63**	**6.11**	**126.39**	**-**	**69.84**	**16.86**	**8.51**	**325.79**
For the period	3.83	0.71	3.55	0.41	13.41	-	4.79	1.91	0.74	29.35
Disposals	-	(0.56)	(0.80)	(0.48)	(4.83)	-	(1.80)	-	(0.02)	(8.49)
As at 30 June 2020	**51.67**	**2.76**	**50.38**	**6.04**	**134.97**	**-**	**72.83**	**18.77**	**9.23**	**346.65**
Net block										
As at 31 March 2018	**808.02**	**36.03**	**36.90**	**5.57**	**80.33**	**-**	**55.72**	**28.37**	**14.17**	**1,065.11**
As at 31 March 2019	**793.06**	**40.88**	**35.01**	**6.19**	**106.73**	**-**	**36.94**	**31.87**	**12.19**	**1,062.87**
As at 31 March 2020	**777.52**	**37.42**	**31.31**	**4.46**	**125.25**	**-**	**13.51**	**38.80**	**10.50**	**1,038.77**
As at 30 June 2020	**773.69**	**33.94**	**27.80**	**4.10**	**130.47**	**-**	**7.91**	**36.89**	**9.73**	**1,024.53**

Intangible assets under development

Intangible assets under development includes various softwares under development.

(a) Includes value of shares in the co-operative society, aggregating to ₹ 0.005 millions (31 March 2020: ₹ 0.005 millions; 31 March 2019: ₹ 0.005 millions , 31 March 2018 : ₹ 0.005 millions and 31 March 2017 : ₹ Nil) registered in the name of the Group.

(b) The Group has written off WDV ₹ NIL (₹ NIL as at 31 March 2020; ₹. 0.35 millions as at 31 March 2019 WDV and as at 31 March 2018: ₹ 5.31 millions) worth of assets under air conditioner, computer equipments, furniture and fixtures, office equipments and lease improvements as the same were not identified during physical verification carried out during the period.

(c) There are no adjustments to property, plant and equipment on account of borrowing costs and exchange differences. There is no revaluation of property, plant and equipment during the period/previous year.

(d) The Group has VSAT equipments of ₹ 2.07 millions which has been fully depreciated as on 31 March 2018. Therefore its deemed cost is zero as on the transition date.

(e) The Group has elected to continue with carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements, as its deemed cost at the date of transition under Ind AS 101 "First-time adoption of Indian Accounting Standards", i.e. 1st April, 2017.

₹ in million

	Buildings	Leasehold Improvements	Office Equipments	Air Conditioners	Computer Equipments	VSAT Equipments	Furniture and Fixtures	Vehicles	Gym Equipments	Total
Gross block	914.77	126.45	192.50	77.12	526.67	2.11	293.09	50.59	26.84	**2,210.14**
Accumulated Depreciation	96.31	83.97	149.37	68.96	430.15	2.11	209.36	17.22	9.91	**1,067.36**
Deemed cost as on 01 April 2017	**818.46**	**42.48**	**43.13**	**8.16**	**96.52**	**-**	**83.73**	**33.37**	**16.93**	**1,142.78**

Angel Broking Limited
Annexure forming part of the Restated Consolidated Financial Statements

XIX Restated Consolidated Statement of Intangible assets

₹ in million

	Computer Software
Gross carrying amount	
Deemed cost as at 1 April 2017	**83.67**
Additions/ Adjustments	37.41
Deductions/ Adjustments	-
As at 31 March 2018	**121.08**
Additions/ Adjustments	5.87
Deductions/ Adjustments	-
As at 31 March 2019	**126.95**
Additions/ Adjustments	7.30
Deductions/ Adjustments	-
Reclassification (refer Annexure XVIII)	0.78
As at 31 March 2020	**135.03**
Additions/ Adjustments	2.40
Deductions/ Adjustments	(0.90)
As at 30 June 2020	**138.33**
Accumulated amortization	
For the year April 2017 to March 2018	29.48
Disposals/adjustments	-
As at 31 March 2018	**29.48**
For the year April 2018 to March 2019	30.39
Disposals/adjustments	-
As at 31 March 2019	**59.87**
For the year April 2019 to March 2020	27.05
Disposals/adjustments	-
Reclassification (refer Annexure XVIII)	0.70
As at 31 March 2020	**87.62**
For the period April 2020 to June 2020	6.30
Disposals/adjustments	(0.90)
As at 30 June 2020	**94.82**
Net block	
As at 31 March 2018	**91.60**
As at 31 March 2019	**67.08**
As at 31 March 2020	**47.41**
As at 30 June 2020	**43.51**

The Group has availed the deemed cost exemption as per IND AS 101 in relation to intangible assets as on the date of transition (1 April 2017) and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1 April 2017 under the previous GAAP.

₹ in million

	Computer Software
Gross block	260.75
Accumulated Depreciation	177.08
Deemed cost as on 01 April 2017	**83.67**

XX Restated Consolidated Statement of Right of use assets

₹ in million

Carrying amount as at 01 April 2017	**211.42**
Addition	61.87
Adjustments/deletion	(97.26)
Depreciation for the year	(54.80)
Carrying amount as at 31 March 2018	**121.23**
Restated adjustments*	(1.37)
Carrying amount as at 01 April 2018	**119.86**
Addition	156.28
Adjustments/deletion	(3.81)
Depreciation for the year	(63.87)
Carrying amount as at 31 March 2019	**208.46**
Addition	75.84
Adjustments/deletion	(57.15)
Depreciation for the year	(73.99)
Carrying amount as at 31 March 2020	**153.16**
Addition	0.33
Adjustments/deletion	(42.65)
Depreciation for the period	(17.03)
Carrying amount as at 30 June 2020	**93.81**

Refer annexure XXXX-9 for details of carrying value of Right of use assets.

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii).

XXI Restated Consolidated Statement of Other non financial assets

₹ in million

	As at 30 June 2020	**As at 31 March 2020**	**As at 31 March 2019**	**As at 31 March 2018 (Proforma)**
Prepaid expenses	74.41	51.47	64.20	38.81
Advance to vendor	8.81	13.68	23.28	42.89
Balance with government authorities	66.14	40.28	27.21	33.32
Advance to employee	1.26	1.42	1.53	0.89
Others	44.88	44.78	41.72	19.97
Total	**195.50**	**151.63**	**157.94**	**135.88**

XXII Restated Consolidated Statement of Trade Payables

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Total outstanding dues of micro enterprises and small enterprises*				
Total outstanding dues of creditors other than micro enterprises and small enterprises				
- Trade payables- Clients**	14,992.55	9,368.56	6,339.80	6,071.88
- Trade payables - Expenses	44.23	26.37	37.80	74.69
Total	**15,036.78**	**9,394.93**	**6,377.60**	**6,146.57**

**Includes ₹ 2,334.43 millions as on 30 June 2020 (31 March 2020: ₹ 813.44 millions ; 31 March 2019: ₹ 104.77 millions and 31 March 2018: ₹ 203.56 millions) payable to stock exchanges on account of trades executed by clients on last day.

*No interest was paid during the period / previous years 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 year of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. Nil (previous years Nil) interest was accrued and unpaid at the end of the accounting period / year. No further interest remaining due and payable even in the succeeding period / 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 Group.

XXIII Restated Consolidated Statement of Borrowings

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Borrowings measured at Amortised Cost (in India)				
Secured				
(a) Loan from banks and financial institution				
- secured against mortgage on commercial property	-	27.45	51.90	72.19
- Secured against hypothecation of vehicles*	18.09	20.61	18.79	18.74
(b) Loans repayable on demand (Refer note (a))				
Overdraft / Loan from banks / NBFCs	2,967.74	2,503.16	8,434.58	10,800.25
- Working Capital Demand Loan	3,495.07	2,200.46	-	350.00
(ii) Unsecured				
(a) Loans from related parties repayable on demand	-	-	-	8.07
(b) Lease liability payable over the period of the lease (refer note (b))	99.16	157.11	212.91	125.03
Total	**6,580.06**	**4,908.79**	**8,718.18**	**11,374.28**

Rate of interest is ranging from 3.45% to 9.40% for above borrowings.

* The aforesaid term loans from banks are secured by hypothecation of vehicles, repayable in 60 monthly instalments except two loans which is repayable in 36 and 48 monthly instalments from the start of the loan.

(a) Security against borrowings from banks repayable on demand:

₹ in million

Security	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Hypothecation of book debts and personal guarantee of a director	2,091.98	-	2,272.20	6,012.28
Hypothecation of current assets of the Group and personal guarantee of a director	1,499.97	1,249.93	2,797.11	-
Lien on fixed deposits of the Group (Refer annexure VIII and IX)	1,876.54	2,553.59	883.94	3,634.03
Mortgage of property and personal guarantee of a director	994.32	900.10	1,000.14	-
Mortgage of commercial property	-	-	0.73	993.94
Pledge of client securities	-	-	1,480.46	510.00
	6,462.81	**4,703.62**	**8,434.58**	**11,150.25**

(b) Movement of lease liabilities

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening Balance	157.11	212.91	119.53	210.44
Additions	0.33	72.21	149.08	64.09
Adjustments/Deletions	(48.90)	(63.05)	(4.23)	(103.72)
Interest expense	2.95	17.79	18.58	17.15
Lease payments	(12.33)	(82.75)	(70.05)	(62.93)
Closing Balance	**99.16**	**157.11**	**212.91**	**125.03**
Restated adjustments*				5.50
Restated Balance as at 01 April 2018				**119.53**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii).

Angel Broking Limited
Annexure forming part of the Restated Consolidated Financial Statements

XXIV Restated Consolidated Statement of Other financial liabilities

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Interest accrued but not due on borrowings	13.04	0.93	1.30	17.04
Payable to Sub broker	989.48	966.08	857.31	723.86
Employee Benefits Payable	53.84	103.86	83.94	15.71
Expenses payable	212.79	188.47	378.18	432.19
Refund payable to customers	23.16	-	-	-
Other payables	49.21	45.31	37.47	53.63
Total	**1,341.52**	**1,304.65**	**1,358.20**	**1,242.43**

XXV Restated Consolidated Statement of Tax liabilities (net)

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Income tax payable {Net of advance tax ₹ 1,703.05 millions (31 March 2020: ₹ 77.08 millions; 31 March 2019: ₹ 77.56 millions and 31 March 2018: ₹ 57.31 millions)	58.87	0.45	2.65	2.12
Total	**58.87**	**0.45**	**2.65**	**2.12**

XXVI Restated Consolidated Statement of Provisions

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Provision for employee benefits				
Provision for gratuity (Refer annexure XXXX-4)	52.48	44.44	31.46	28.02
Provision for compensated absences	26.81	22.64	20.88	15.99
Total	**79.29**	**67.08**	**52.34**	**44.01**

XXVII Restated Consolidated Statement of Other non financial liabilities

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Statutory dues payable	349.93	184.61	160.05	164.97
Revenue received in advance	119.51	103.38	73.64	61.47
Advance from Customer	0.00	23.69	27.82	14.98
Others	-	-	0.43	0.12
Total	**469.44**	**311.68**	**261.94**	**241.54**

XXVIII Restated Consolidated Statement of Equity share capital

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Authorized				
10,00,00,000 (31 March 2020 : 10,00,00,000; 31 March 2019 : 10,00,00,000 and 31 March 2018 : 10,00,00,000) Equity shares of ₹ 10/- each.	1,000.00	1,000.00	1,000.00	1,000.00
	1,000.00	**1,000.00**	**1,000.00**	**1,000.00**
Issued, Subscribed and paid up				
7,19,95,003 (31 March 2020 : 7,19,95,003; 31 March 2019 : 7,19,95,003 and 31 March 2018 : 7,19,95,003) Equity Share of ₹ 10 each, fully paid up	719.95	719.95	719.95	719.95
Total	**719.95**	**719.95**	**719.95**	**719.95**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the period / year:

₹ in million

(i)

	As at 31 March 2018 (Proforma)	
	No. of shares	Amount
Outstanding at the beginning	1,43,64,175	143.64
Add: Changes during the year		
Issued during the year – Employee Share Purchase Scheme (ESPS)	1,74,128	1.74
Issued during the year – Bonus issue	5,74,56,700	574.57
Outstanding at the end	**7,19,95,003**	**719.95**

₹ in million

(ii)

	As at 31 March 2019	
	No. of shares	Amount
Outstanding at the beginning	7,19,95,003	719.95
Add: Changes during the year	-	-
Outstanding at the end	**7,19,95,003**	**719.95**

₹ in million

(iii)

	As at 31 March 2020	
	No. of shares	Amount
Outstanding at the beginning	7,19,95,003	719.95
Add: Changes during the year	-	-
Outstanding at the end	**7,19,95,003**	**719.95**

₹ in million

(iv)

	As at 30 June 2020	
	No. of shares	Amount
Outstanding at the beginning	7,19,95,003	719.95
Add: Changes during the period	-	-
Outstanding at the end	**7,19,95,003**	**719.95**

(b) Rights, preferences and restrictions attached to shares

The Group has 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.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at 30 June 2020; 31 March 2020 ; 31 March 2019 and 31 March 2018	
Name of the shareholder	**No. of shares**	**% of holding**
Dinesh Thakkar	1,67,68,805	23%
International Finance Corporation, Washington	1,29,27,760	18%
Lalit Thakkar	89,36,780	13%
Nirwan Monetary Services Private Limited	60,65,310	8%
Mukesh Gandhi jointly with Bela Gandhi	55,81,500	8%
Nishith Shah Jointly with Jitendra Shah	40,87,500	6%
Total	**5,43,67,655**	**76%**

(d) In the financial year 2017-18 the Company has allotted fully paid bonus shares amounting to ₹ 57.46 millions by capitalization of securities premium and issued shares under Employee Share Purchase Scheme amounting to ₹ 0.17 millions

XXIX Restated Consolidated Statement of Other equity

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
General reserve	132.85	132.85	132.85	132.85
Securities premium reserve	977.08	977.08	977.08	977.08
Retained earnings	4,397.67	3,929.97	3,358.22	2,804.95
Statutory reserve	66.80	65.33	57.22	47.32
Capital reserve	53.59	53.59	53.59	53.59
Equity-Settled share-based payment reserve	41.73	34.29	14.31	-
Impairment reserve	1.13	1.13	1.13	-
Total	**5,670.85**	**5,194.24**	**4,594.40**	**4,015.79**

(A) General reserve

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	132.85	132.85	132.85	132.85
Add : Changes during the period / year	-	-	-	-
Closing balance	**132.85**	**132.85**	**132.85**	**132.85**

(B) Securities premium reserve

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	977.08	977.08	977.08	1,542.47
Add: Premium on issue of shares under ESPS	-	-	-	9.18
Add : Changes during the period / year	-	-	-	-
Less: Amount utilized towards issue of fully paid up bonus shares	-	-	-	(574.57)
Closing balance	**977.08**	**977.08**	**977.08**	**977.08**

(C) Retained earnings

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	3,929.97	3,358.22	2,807.80	1,977.23
Add : Net profit for the period / year	473.00	823.46	798.35	1,070.85
Less: Interim dividend paid	-	(194.39)	(194.39)	(195.35)
Less : Tax on interim dividend	-	(39.60)	(39.96)	(39.77)
Transferred to Statutory Reserve	(1.47)	(8.11)	(9.90)	(10.28)
Transferred from Equity-Settled share-based payment reserve	0.65	-	-	-
Transferred to Impairment reserve	-	-	(1.13)	
Less: Re-measurement loss on post employment benefit	(4.48)	(9.61)	(2.55)	2.27
Closing balance	**4,397.67**	**3,929.97**	**3,358.22**	**2,804.95**
Restated adjustments*				2.85
Restated balance as at 01 April 2018				**2,807.80**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii).

(D) Statutory Reserve

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	65.33	57.22	47.32	37.04
Add: Transfer from retained earnings	1.47	8.11	9.90	10.28
Closing balance	**66.80**	**65.33**	**57.22**	**47.32**

* Impact of Proforma Ind AS financial reversed to align with audited Ind AS financial statement based on transition date of 01 April 2018. Refer annexure VI part A(iii).

(E) Capital Reserve

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	53.59	53.59	53.59	53.59
Add : Changes during the period / year	-	-	-	-
Closing balance	**53.59**	**53.59**	**53.59**	**53.59**

(F) Equity-Settled share-based payment reserve

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	34.29	14.31	-	-
Transferred to Retained earnings	(0.65)	-	-	-
Addition during the period / year for options granted	8.09	19.98	14.31	-
Closing balance	**41.73**	**34.29**	**14.31**	**-**

(G) Impairment reserve

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Opening balance	1.13	1.13	-	-
Addition during the period / year	-	-	1.13	-
Closing balance	**1.13**	**1.13**	**1.13**	**-**

Nature and purpose of reserves

(A) General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations however, the same is not requuired to be created under Companies Act, 2013. This reserve can be utilised only in accordance with the specified requirements of Companies Act, 2013.

(B) Securities premium

Securities premium is used to record the premium received on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

(C) Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to generate reserve, dividends or other distributions paid to Shareholders. It also includes remeasurement gains and losses on defined benefit plans recognised in other comprehensive income (net of taxes).

(D) Statutory Reserve

As required by section 45-IC of the RBI Act 1934, the Group maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every period / year as disclosed in the profit and loss account and before any dividend is declared. The Group cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time.

(E) Capital Reserve

Capital reserve is utilised in accordance with provision of the Act.

(F) Equity-Settled share-based payment reserve

This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Group. Once shares are issued by the Company, the amount in this reserve will be transferred to Share capital, Securities premium or retained earnings. Further, if options are lapsed the amount in this reserve will be transferred to retained earnings.

(G) Impairment reserve

This reserve represents the difference of impairment allowance under ind AS 109 and provision required under IRACP (Income Recognition, Asset classification and Provisioning). This impairment reserve should not be reckoned for regulatory capital. Further, no withdrawals are permitted from this reserve without the prior permission from the Department of Supervision, RBI.

XXX Restated Consolidated Statement of Interest income

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
On financial assets measured at Amortised Cost				
Interest on margin trading fund	204.62	1,105.06	1,479.56	1,798.64
Interest Income from lending Activities	13.17	86.43	137.03	171.88
Interest on fixed deposits under lien with stock exchanges	123.01	325.24	327.14	330.31
Interest on delayed payment by customers	8.45	60.65	79.80	68.32
Total	**349.25**	**1,577.38**	**2,023.53**	**2,369.15**

XXXI Restated Consolidated Statement of Fees and commission income

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Brokerage	1,780.68	5,039.06	5,014.12	4,784.59
Income from depository operations	161.97	345.40	325.12	306.07
Portfolio management services fees	0.27	2.16	6.21	9.23
Income from distribution activity	20.70	99.78	116.33	125.08
Investment advisory services	14.34	39.67	33.95	-
Other operating Income	53.64	117.93	59.83	40.87
Total	**2,031.60**	**5,644.00**	**5,555.56**	**5,265.84**

XXXII Restated Consolidated Statement of Net gain on fair value changes*

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
On financial instruments designated at fair value through profit or loss on Investments				
Investment in Equity Shares	-	-	0.66	(2.52)
Investment in Mutual Funds	3.39	24.86	0.03	10.33
Total net gain on fair value changes	**3.39**	**24.86**	**0.69**	**7.81**
Fair Value changes:				
-Realised	3.35	23.42	0.69	5.47
-Unrealised	0.04	1.44	-	2.34

*Fair value changes in this schedule are other than those arising on account of interest income/expense.

XXXIII Restated Consolidated Statement of Other Income

₹ in million

		30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Dividend income	Recurring	0.13	21.49	4.13	8.92
Income from co-branding	Non recurring	-	16.19	47.62	11.76
Bad Debts recovered	Recurring	19.59	49.59	40.12	12.61
Gain on cancellation of operating leases	Non recurring	6.09	5.90	0.43	6.46
Profit/(loss) on sale of Property, plant and equipment (net)	Non recurring	-	-	0.09	-
Lease income from director	Recurring	0.27	0.81	0.63	0.63
Write back of provision for expected credit loss	Non recurring	-	-	1.44	-
Interest on deposits with banks	Recurring	45.91	188.47	136.49	82.39
Interest on security deposits measured at amortised cost	Recurring	3.96	5.48	3.24	4.47
Interest on loan to employees	Recurring	0.00	0.22	0.55	4.26
Interest on trade receivables at amortised cost	Recurring	1.50	5.59	4.98	-
Interest Income on bonds	Non recurring	-	-	-	18.92
Interest on income tax refund	Non recurring	0.18	1.76	1.34	2.11
Writeback of provision on standard assets and loss assets	Non recurring	0.49	1.40	0.87	0.41
Miscellaneous Income	Recurring	3.59	4.00	19.42	4.17
Total		**81.71**	**300.90**	**261.35**	**157.11**

XXXIV Restated Consolidated Statement of Finance costs

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
On financial liabilities measured at Amortised Cost				
Interest on borrowings	71.69	430.47	616.14	891.70
Interest on Lease liability	2.90	17.55	18.58	17.15
Other interest expense	0.43	1.68	1.52	1.94
Bank guarantee and commission charges	6.77	38.89	48.22	34.87
Total	**81.79**	**488.59**	**684.46**	**945.66**

XXXV Restated Consolidated Statement of Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Financial instruments measured at Amortised Cost				
Trade receivables	2.33	0.50	6.83	9.58
Loans	-	0.98	-	3.70
Bad debts written off (net)	187.44	375.62	144.69	83.83
Total	**189.77**	**377.10**	**151.52**	**97.11**

XXXVI Restated Consolidated Statement of Employee benefits expenses

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Salaries and wages	335.46	1,430.05	1,421.00	1,096.76
Contribution to provident and other funds (Refer Annexure XXXX-4)	12.92	71.31	72.70	58.45
Gratuity and compensated absences expenses	7.72	27.74	21.29	17.38
Training and Recruitment expenses	5.55	28.03	43.04	26.36
Expense on employee stock option scheme (Refer Annexure XXXX-5)	8.09	19.98	14.31	-
Staff welfare expenses	3.36	20.92	19.34	20.76
Total	**373.10**	**1,598.03**	**1,591.68**	**1,219.71**

XXXVII Restated Consolidated Statement of Depreciation and amortization expense

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Depreciation on property, plant & equipment	26.55	108.98	94.87	102.30
Depreciation on investment property	0.07	0.03	0.03	0.03
Amortization of intangible assets	6.30	27.05	30.32	29.33
Depreciation on right of use assets	16.75	73.11	63.87	58.87
Total	**49.67**	**209.17**	**189.09**	**190.53**

XXXVIII Restated Consolidated Statement of Other expenses

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Rent, rates and taxes	4.18	24.73	31.53	25.57
Communication Costs	13.52	57.51	61.89	69.79
Printing and stationery	9.57	46.52	61.00	50.12
Advertisement and publicity	140.73	477.23	598.89	430.67
Director's fees, allowances and expenses	0.54	1.96	2.06	-
Legal and Professional charges	53.43	172.82	142.51	156.47
Insurance	1.49	4.18	3.48	1.20
Interest on service tax	-	1.00	0.13	0.44
Late payment of taxes	-	-	-	(0.00)
Software connectivity license/maintenance expenses	56.93	209.02	235.18	181.71
Travel and conveyance	15.93	120.32	124.65	106.96
Electricity	5.25	47.26	47.41	48.47
Administrative support services	7.06	30.01	29.42	25.31
Demat Charges	21.41	25.95	29.33	38.71
Bank charges	1.74	10.03	5.25	3.30
Membership & subscription fees	2.24	3.11	1.14	3.11
Loss on account of Error Trades (Net)	6.73	19.78	17.45	9.03
Loss on sale of shares	-	-	-	0.09
Repairs and maintenance				
- Building	0.74	8.66	9.65	4.61
- Others	1.38	15.78	19.54	17.48
Auditors' remuneration*	1.24	4.61	3.58	3.25
Loss on sale/write off of Property, Plant and Equipment	3.58	6.15	-	4.97
Provision for Loss and Doubtful assets	0.24	1.41	0.64	0.19
Office Expenses	5.89	32.29	33.41	28.82
Security guards expenses	1.87	8.19	6.99	6.72
Interest on income tax	-	0.01	0.26	6.82
Corporate social responsibility expenses (refer Annexure XXXX-14)	-	23.16	18.00	11.23
Miscellaneous Expenses	4.70	30.49	39.52	47.50
	360.39	**1,382.18**	**1,522.91**	**1,282.54**

* **Auditors' remuneration**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Statutory Audit Fees	1.24	4.40	3.29	3.25
Out of pocket expenses	-	0.19	0.09	-
GST audit fees	-	0.02	-	-
Other matters	-	-	0.20	0.01
Total	**1.24**	**4.61**	**3.58**	**3.26**

XXXIX Restated Consolidated Statement of Related Party Disclosures:

(A) Names of related parties and nature of relationship

(a) Individuals owning directly or indirectly interest in voting power that gives them control or significant influence	
Mr. Dinesh Thakkar	Chairman and Managing Director
Mr. Lalit Thakkar	Director (Till May 11, 2018)
(b) Relatives of above individuals	
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
Mr. Vijay Thakkar	Son of Mr. Dinesh 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	HUF
(c) Key Management Personnel	
Mr. Vinay Agrawal	CEO and Director
Ms. Anisha Motwani	Independent Director
Mr. Kamalji Jagat Bhushan Sahay	Independent Director
Mr. Uday Sankar Roy	Independent Director
Ms . Naheed Patel	Company Secretary
(d) Enterprises in which director is a member	
Nirwan Monetary Services Private Limited	
Jack and Jill Apparel Private Limited	
Angel Insurance Brokers and Advisors Private Limited	

(B) Details of transactions with related party in the ordinary course of business for the period / year ended: ₹ in million

Nature of Transactions	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Interest Received				
Enterprises in which director is a member				
Angel Insurance Brokers & Advisors Private Limited	0.00	0.01	0.01	-
Nirwan Monetary Services Private Limited		-	-	0.09
Interest on Delayed payment				
Enterprises in which director is a member				
Nirwan Monetary Services Private Limited	-	-	-	0.00
Reimbursement of Expenses				
Enterprises in which director is a member				
Angel Insurance Brokers & Advisors Private Limited	-	-	0.00	-
Remuneration Paid				
Key management personnel & their relatives				
Vinay Agrawal	9.42	19.14	19.36	15.84
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives				
Ashok Thakkar	0.95	3.80	3.59	3.59
Vijay Thakkar	0.40	3.16	2.99	2.74
Dinesh Thakkar	6.30	25.21	23.79	18.38
Lalit Thakkar	2.10	8.94	8.79	9.36
Naheed Patel	0.69	2.07	1.43	1.29
Purchase of property				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives				
Lalit Thakkar	8.00	-	-	-
Enterprises in which director is a member				
Nirwan Monetary Service Private Limited	24.09	-	-	-
Lease income from furnished property				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence				
Dinesh Thakkar	0.27	0.81	0.63	0.63
Business support services				
Enterprises in which director is a member				
Angel Insurance Brokers and Advisors Private Limited	0.00	-	-	-
Income from broking activities				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence				
Anuradha Thakkar	0.01	0.01	0.02	0.06
Ashok Thakkar	0.00	0.04	0.04	0.18
Deepak Thakkar	0.02	0.05	0.04	0.14
Dinesh Thakkar	0.01	0.39	0.19	0.23
Rahul Thakkar	0.00	0.03	0.09	0.12
Tarachand Thakkar	-	-	-	0.00
Kanta Thakkar	-	-	-	0.00
Key Management Personnel and their relatives				
Vinay Agrawal	0.00	0.00	-	0.00
Enterprises in which director is a member				
Jack and Jill Apparel Private Limited	-	0.01	0.01	0.01
Nirwan Monetary Service Private Limited	0.00	0.05	0.05	0.03
Professional fees paid				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives				
Sunita Magnani	0.71	2.82	2.82	-
Vijay Thakkar	0.40	-	-	-
Directors' seating fees				
Key Management Personnel				
Anisha Motwani	0.14	0.52	0.58	-
Kamalji Jagat Bhushan Sahay	0.18	0.72	0.74	-
Uday Sankar Roy	0.22	0.72	0.74	-
Membership Fees				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives				
Dinesh Thakkar	-	-	0.05	-
Hema Thakkar	-	-	0.02	-
Personal training fees				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives				
Dinesh Thakkar	-	0.04	0.05	0.17
Hema Thakkar	-	0.04	0.11	0.05

₹ in million

Nature of Transactions	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Income from cafeteria				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence				
Dinesh Thakkar	-	0.00	0.02	0.04
Vijay Thakkar	-	0.00	0.00	0.09
Loans Given				
Enterprises in which director is a member				
Angel Insurance Brokers & Advisors Private Limited	-	0.14	0.02	-
Nirwan Monetary Services Private Limited	-	-	-	87.53
Dividend paid				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives				
Dinesh Thakkar	-	45.28	45.28	45.61
Lalit Thakkar	-	24.13	24.13	24.48
Dinesh Thakkar HUF	-	1.67	1.67	1.68
Kanta Thakkar	-	0.01	0.01	0.01
Ashok Thakkar	-	8.64	8.64	8.70
Mahesh Thakkar	-	0.01	0.01	0.01
Sunita Magnani	-	2.03	2.03	2.04
Jaya Ramchandani	-	0.00	0.00	0.00
Deepak Thakkar	-	-	-	9.41
Enterprises in which director is a member				
Nirwan Monetary Services Private Limited	-	16.38	16.38	16.50
Key Management Personnel and their relatives				
Vinay Agrawal	-	0.59	0.59	0.12
Repayment of Loan Given				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives				
Lalit Thakkar	-	-	8.50	24.00
Dinesh Thakkar	-	-	-	-
Enterprises in which director is a member				
Angel Insurance Brokers and Advisors Private Limited	-	0.09	-	-
Loan Repaid				
Enterprises in which director is a member				
Nirwan Monetary Services Private Limited	-	-	-	87.53

All related party transactions entered during the period/year were in ordinary course of the business and are on arm's length basis.

(C) Amount due to/from related party

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Loans				
Key Management Personnel				
- Vinay Agrawal	-	-	-	7.50
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence				
- Dinesh Thakkar	-	-	-	5.00
- Lalit Thakkar	-	-	-	8.50
Other receivables				
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence				
- Dinesh Thakkar	7.50	7.50	7.50	7.50
Key Management Personnel and their relatives				
Vinay Agarwal	-	0.31	4.06	-
Enterprises in which director is a member				
- Angel Insurance Brokers and Advisors Private Limited	0.14	0.14	0.11	-

Refer Annexure XXIII (a) for personal guarantee given by director against overdraft facilities obtained from banks.

No rent is charged on property taken from one of the directors which is used as an office by the Company. ₹ 7.50 millions pertains to security deposits paid against the same property.

provision for post-employment benefits like gratuity fund and leave encashment are made based on actuarial valuation on an overall Company basis are not included in remuneration to key management personnel.

XXXX-1 Restated Consolidated Statement of Earnings per share

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Profits attributable to equity holders - from continuing operations	482.59	867.89	834.02	1,097.88
Weighted average number of equity shares outstanding	7,19,95,003	7,19,95,003	7,19,95,003	7,18,22,783
Basic earnings per share (₹) (FV of ₹ 10 each)	6.70	12.05	11.58	15.29

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Profits attributable to equity holders - from discontinuing operations	(9.59)	(44.43)	(35.67)	(27.03)
Weighted average number of equity shares outstanding	7,19,95,003	7,19,95,003	7,19,95,003	7,18,22,783
Basic earnings per share (₹) (FV of ₹ 10 each)	(0.13)	(0.62)	(0.50)	(0.38)

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Profits attributable to equity holders - from total operations	473.00	823.46	798.35	1,070.85
Weighted average number of equity shares outstanding	7,19,95,003	7,19,95,003	7,19,95,003	7,18,22,783
Basic earnings per share (₹) (FV of Rs. 10 each)	6.57	11.44	11.09	14.91

Diluted earning per share is similar to basic earning per share as the average market price is lower than the exercise price as at the grant dates.

XXXX-2 Restated Consolidated Statement of Contingent liabilities

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Guarantees				
(i) Bank guarantees with exchanges as margin / government authorities	2,276.50	2,401.50	3,252.70	1,972.50
Others				
(i) Claims against the group not acknowledged as debts*	49.10	48.65	47.24	58.88
(ii) Disputed income tax demands not provided for (Refer note (a) below)	263.43	263.43	263.72	104.66
	2,589.03	**2,713.58**	**3,563.66**	**2,136.04**

*Relates to legal claims filed against us by our customers in the ordinary course of business.

Note (a):

Above disputed income tax demands not provided for includes:

Rs. 6.65 million on account of disallowance made as deemed dividend for Assessment Year 2005-06, considered by ITAT in favour of the Group. 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;

Rs. 87.93 million on account of disallowance made as deemed dividend for Assessment Year 2008-09, considered by ITAT in favour of the Group. 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;

Rs. 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. Group filed an appeal before CIT(A);

Rs. 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Group. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;

Rs. 38.50 million on account of disallowance made as deemed dividend for Assessment Year 2010-11 considered by ITAT in favour of the Group. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018; and

Rs. 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 Group. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018.

Rs. 13.52 million on account of disallowance made as deemed dividend for Assessment Year 2010-11 relates to Angel Securities Limited considered by ITAT in favour of the Group. 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 Group's financial position and result of operations.

XXXX-3 Restated Consolidated Statement of Capital commitments

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Capital commitment for purchase of property, plant and equipments and Intangible assets	4.31	2.62	17.83	-

XXXX-4 Restated Consolidated Statement of Employee benefits

(A) Defined Contribution Plans

During the period, the Group has recognized the following amounts in the Statement of Profit and Loss

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Contribution to Provident and other Funds	13.05	72.35	73.50	59.15

(B) Defined benefit plans

Gratuity payable to employees

The Group’s liabilities under the Payment of Gratuity Act,1972 are determined on the basis of actuarial valuation made at the end of each reporting period using the projected unit credit method.

The gratuity benefit is provided through unfunded plan and annual contributions are charged to the statement of profit and loss. Under the scheme, the settlement obligation remains with the Group. Group accounts for the liability for future gratuity benefits based on an actuarial valuation. The net present value of the Group’s obligation towards the same is actuarially determined based on the projected unit credit method as at the Balance Sheet date.

Discount rate

Discount Rate for this valuation is based on government bonds having similar term to duration of liabilities. Due to lack of a deep and secondary bond market in India, government bond yields are used to arrive at the discount rate.

Mortality/ disability

If the actual mortality rate in the future turns out to be more or less than expected then it may result in increase / decrease in the liability.

Employee turnover/withdrawal rate

If the actual withdrawal rate in the future turns out to be more or less than expected then it may result in increase / decrease in the liability

Salary escalation rate

More or less than expected increase in the future salary levels may result in increase / decrease in the liability.

(i) **Principal assumptions used for the purposes of the actuarial valuations**

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Economic Assumptions				
Discount rate (per annum)	4.87%	5.74%	6.93%	7.16%
Salary Escalation rate	3.00%	3.00%	3.00%	3.00%
Demographic Assumptions				
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Employee turnover/Withdrawal rate				
(A) Sales Employees				
(i) For service less than 4 years	99%	99%	99%	99%
(ii) Thereafter	2%	2%	2%	2%
(B) Non-sales employees				
(i) For service less than 4 years	49%	49%	49%	49%
(ii) Thereafter	2%	2%	2%	2%
Retirement age	58 years	58 years	58 years	58 years

(ii) **Amount recognised in balance sheet**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Present value of unfunded defined benefit obligation	52.48	44.44	31.46	28.02
Net liability recognized in Balance Sheet	**52.48**	**44.44**	**31.46**	**28.02**
Current benefit obligation	6.56	3.69	1.34	1.14
Non-current obligation	45.92	40.75	30.12	26.88
Net liability recognized in Balance Sheet	**52.48**	**44.44**	**31.46**	**28.02**

(iii) **Changes in the present value of defined benefit obligation (DBO)**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Present value of obligation at the beginning of the period / year	44.44	31.46	28.02	25.62
Interest cost on DBO	0.67	2.38	2.19	2.18
Current service cost	1.80	7.17	6.29	6.52
Benefits paid	(0.42)	(9.42)	(8.95)	(8.21)
Actuarial (gain)/ loss on obligations	-			
- Effect of change in Financial Assumptions	4.71	4.75	0.75	(1.07)
- Experience (gains)/losses	1.28	8.10	3.16	(2.45)
Acquisition/Business combination/Divestiture	-	-	-	1.33
Past service cost	-	-	-	4.10
Present value of obligation at the end of the period / year	**52.48**	**44.44**	**31.46**	**28.02**

The weighted average duration of defined benefit obligation is 3.33 years as at 30 June 2020 (31 March 2020: 3.35 years; 31 March 2019: 3.43 years and 31 March 2018: 3.47 years)

(iv) **Expense recognized in the Statement of Profit and Loss**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Service cost	1.80	7.17	6.29	6.52
Net Interest cost	0.67	2.38	2.19	2.18
Past service cost	-	-	-	4.10
Total expenses recognized in the Statement Profit and Loss	**2.47**	**9.55**	**8.48**	**12.80**

(v) **Expense recognized in Other comprehensive income**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Remeasurements due to-				
- Effect of change in financial assumptions	4.71	4.75	0.75	(1.07)
- Effect of experience adjustments	1.28	8.10	3.16	(2.45)
Net actuarial (gains) / losses recognised in OCI	**5.99**	**12.85**	**3.91**	**(3.52)**

(vi) **Quantitative sensitivity analysis**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Impact on defined benefit obligation				
Rate of discounting				
1% increase	(5.81)	(4.94)	(3.47)	(3.09)
1% decrease	6.63	5.63	3.96	3.52
Rate of increase in salary				
1% increase	5.82	4.94	3.43	3.05
1% decrease	(5.08)	(4.31)	(3.00)	(2.66)
Withdrawal rate				
1% increase	2.65	2.26	1.59	1.41
1% decrease	(2.34)	(1.99)	(1.40)	(1.24)

(vii) **Maturity profile of defined benefit obligation**

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Within next 12 months	6.72	3.80	1.38	1.18
Between 2 and 5 years	6.79	8.36	6.83	6.58
Between 5 and 10 years	14.74	14.23	12.16	9.72
Beyond 10 years	70.33	67.39	56.91	54.54
Total expected payments	**98.58**	**93.78**	**77.28**	**72.02**

XXXX-5 Restated Consolidated Statement of Employee stock option plan

(a) 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 (Angel Fincap Private Limited and Angel Financial advisors Private Limited). According to the Scheme 2018, the employee selected by the Nomination and 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.

(b) **Summary of option granted under the scheme**

	30 June 2020	31 March 2020	31 March 2019
	Number of option	Number of option	Number of option
Opening balance	22,57,600	25,34,370	-
Granted during the period / year	-	-	29,40,870
Exercised during the period / year*	-	-	-
Forfeited / Lapsed during the period / year	(2,56,178)	(2,76,770)	(4,06,500)
Closing balance	**20,01,422**	**22,57,600**	**25,34,370**
Vested and exercisable	1,77,285	1,83,640	-

*The weighted average share price at the date of exercise of options exercised during the period ended 30 June 2020 is ₹ 211.51 (31 March 2020 : ₹ 211.51 ; 31 March 2019: ₹ 211.51)

(c) **Expiry date and exercises prices of the share options outstanding**

Grant date	Expiry date	Exercise price	Share options as at 30 June 2020	Share options as at 31 March 2020	Share options as at 31 March 2019
11 May 2018	11 July 2020	211.51	1,27,208	1,47,990	1,80,560
11 May 2018	11 July 2021	211.51	2,94,644	3,47,920	3,61,120
11 May 2018	11 July 2022	211.51	4,49,220	5,21,880	5,41,680
11 May 2018	11 July 2023	211.51	5,98,960	6,95,840	7,22,240
01 August 2018	01 October 2020	211.51	16,450	16,450	34,450
01 August 2018	01 October 2021	211.51	26,320	32,900	68,900
01 August 2018	01 October 2022	211.51	49,350	49,350	1,03,350
01 August 2018	01 October 2023	211.51	65,800	65,800	1,37,800
15 October 2018	15 December 2020	211.51	12,000	12,000	15,000
15 October 2018	15 December 2021	211.51	24,000	30,000	30,000
15 October 2018	15 December 2022	211.51	45,000	45,000	45,000
15 October 2018	15 December 2023	211.51	60,000	60,000	60,000
02 November 2018	02 January 2021	211.51	7,200	7,200	9,000
02 November 2018	02 January 2022	211.51	18,000	18,000	18,000
02 November 2018	02 January 2023	211.51	27,000	27,000	27,000
02 November 2018	02 January 2024	211.51	36,000	36,000	36,000
18 March 2019	18 May 2021	211.51	14,427	14,427	14,427
18 March 2019	18 May 2022	211.51	28,854	28,854	28,854
18 March 2019	18 May 2023	211.51	43,281	43,281	43,281
18 March 2019	18 May 2024	211.51	57,708	57,708	57,708
Total			**20,01,422**	**22,57,600**	**25,34,370**
Weighted average remaining contractual life of options outstanding at end of period / year			1.26 years	1.48 years	2.39 years

(d) **The fair value of each option granted is estimated on the date of grant using the black Scholes model with the following inputs**

Scheme	**A**	**B**	**C**	**D**	**E**
Grant date	11 May 2018	01 August 2018	15 October 2018	02 November 2018	18 March 2019
Weighted average fair value of options granted	20.13	7.26	2.78	2.68	2.18
Exercise price	211.51	211.51	211.51	211.51	211.51
Share price at the grant date	211.51	142.37	103.17	100.34	95.31
Expected volatility	28.44%- 40.95%	31.30%-40.30%	34.21%-39.95%	36.99%-41.46%	40.03%-41.14%
Risk free interest rate	7.04%- 7.78%	7.14%-7.81%	7.47%-7.86%	7.20%-7.63%	6.58%-7.00%
Expected dividend yield	30%	30%	30%	30%	30%

The expected price volatility is based on the historic volatility (based on the remaining life of options), adjusted for any expected changes to future volatility due to publicly available information.

Life of options - The employees have a period of 1 year from vesting date, to exercise their vested options. The management expects that these options will be exercised immediately on its vesting.

(e) **Expense arising from share based payment transaction**

₹ in million

	30 June 2020	**31 March 2020**	**31 March 2019**
Gross expense arising from share based payments	8.09	19.98	14.31
Employee share based payment expense recognised in statement of profit and loss	**8.09**	**19.98**	**14.31**

XXXX-7 Restated Consolidated Statement of Segment information

The Chief Operating Decision Maker (CODM) reviews the operations of the Group in three segment :

a. Broking and related services : Broking, advisory, third party product distribution, margin trade facility and other fee based services.

b. Finance and Investing Activities : Income from financing and investment activities

c. Health and allied fitness activities : Income from fitness center operations

The Group's operating 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, profit, 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.

₹ in million

Particulars	For the period ended June 30, 2020					For the year ended March 31, 2020					For the year ended March 31, 2019					For the year ended March 31, 2018 (Proforma)				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Revenue																				
External Revenue (excluding interest income)	2,059.99	5.22	1.17	-	2,066.38	5,755.76	12.50	52.03	-	5,820.29	5,669.74	1.26	50.00	-	5,721.00	5,316.10	0.41	62.41	2.11	5,381.03
Interest Income	387.44	13.17	0.08	0.18	400.87	1,690.68	86.43	0.03	1.76	1,778.90	2,031.77	137.03	-	1.34	2,170.14	2,309.41	171.88	-	-	2,481.29
Inter - Segment Revenue	1.59	3.82	-	-	5.41	14.22	4.74	-	-	18.96	15.44	-	-	-	15.44	42.15	4.99	-	-	47.14
Total Revenue	**2,449.02**	**22.21**	**1.25**	**0.18**	**2,472.66**	**7,460.66**	**103.67**	**52.06**	**1.76**	**7,618.15**	**7,716.95**	**138.29**	**50.00**	**1.34**	**7,906.58**	**7,667.66**	**177.28**	**62.41**	**2.11**	**7,909.46**
Profit before interest and tax	717.58	10.33	(7.48)	0.18	720.61	1,619.37	55.14	(34.76)	1.76	1,641.51	1,864.59	99.18	(29.15)	1.34	1,935.96	2,419.99	123.89	(16.88)	2.11	2,529.11
Less: Interest expense	81.79	-	0.69	-	82.48	486.72	1.87	4.44	-	493.03	662.56	21.89	7.26	-	691.71	889.41	56.25	8.31	-	953.97
Profit before tax	**635.79**	**10.33**	**(8.17)**	**0.18**	**638.13**	**1,132.65**	**53.27**	**(39.20)**	**1.76**	**1,148.48**	**1,202.03**	**77.29**	**(36.41)**	**1.34**	**1,244.25**	**1,530.58**	**67.64**	**(25.19)**	**2.11**	**1,575.14**
Less: Income taxes	-	-	-	165.13	165.13	-	-	-	325.01	325.01	-	-	-	445.91	445.91	-	-	-	504.29	504.29
Profit after tax					**473.00**					**823.47**					**798.34**					**1,070.85**
Other Information																				
Segment Depreciation and Amortization	48.88	0.79	3.09	-	52.76	202.93	6.23	12.07	-	221.23	182.40	6.69	10.95	-	200.04	170.20	6.70	13.63	-	190.53
Segment non-cash expense other than Depreciation	207.60	1.69	0.11	-	209.40	426.65	4.97	0.75	-	432.37	184.85	0.77	0.70	-	186.32	112.71	4.36	0.17	-	117.24

Other Information

₹ in million

Particulars	For the period ended June 30, 2020					For the year ended March 31, 2020					For the year ended March 31, 2019					For the year ended March 31, 2018 (Proforma)				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Assets	28,836.65	838.12	154.06	127.95	29,956.78	20,762.78	833.81	166.82	138.36	21,901.77	20,996.17	794.60	167.07	127.42	22,085.26	12,258.23	11,275.47	176.56	76.42	23,786.68
Segment Liabilities	23,471.04	7.32	28.72	58.87	23,565.95	15,911.40	10.77	64.95	0.45	15,987.57	16,672.60	7.87	87.78	2.65	16,770.90	18,365.04	529.28	154.51	2.12	19,050.95
Capital Expenditure (including capital work-in-progress)	23.65	-	0.03	-	23.68	122.62	-	3.56	-	126.18	112.92	-	3.44	-	116.36	75.07	0.02	0.33	-	75.42

*The company has discontinued the health and allied fitness activities which were engaged in fitness centre operations. (Refer annexure XXXX-16)

Inter segment pricing are at arm's length basis. Profit or loss on inter segment transfer are eliminated at the Group level.

Segment information for secondary segment reporting (by geographical segments)

The Group operates in one geographic segment namely "within India", hence no geographical disclosures are required.

Information about major customers

No customer individually accounted for more than 10% of the revenues in the period ended 30 June 2020 and years ended 31 March 2020; 31 March 2019 and 31 March 2018.

XXXX-8 Restated Consolidated Statement of Revenue from contracts with customers

The Group has recognised following amounts relating revenue in the statement of profit & loss

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Total revenue from contract with customers	2,031.60	5,644.00	5,555.56	5,265.85

Disaggregation of revenue from contracts with customers

Set out below is the disaggregated information on revenue from contracts with customers:

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Primary geographical market				
Within India	2,031.60	5,644.00	5,555.56	5,265.85
Outside India	-	-	-	-
Total	**2,031.60**	**5,644.00**	**5,555.56**	**5,265.85**
Timing of revenue recognition				
Services transferred at a point in time	1,971.61	5,436.49	5,344.12	5,121.22
Services transferred over a period of time	59.99	207.51	211.44	144.63
Total	**2,031.60**	**5,644.00**	**5,555.56**	**5,265.85**

Contract Balances

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Trade Receivables	562.78	390.28	2,146.44	1,568.15
Revenue received in advance (contract liability)*	119.51	103.38	73.64	61.47

Movement in Contarct Liability

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Amounts included in contract liability at the beginning of the period/yeaı	103.38	73.64	61.47	33.37

* Applying practical expedient as given in Ind AS 115, the Company has not disclosed movement of contract liabilities as the performance obligation is part of a contract that has an original expected duration of one year or less.

XXXX-9 Restated Consolidated Statement of Leases

Information about lease

The Group has taken office premises at certain locations on operating lease.

The changes in the carrying value of right of use assets (ROU) has been disclosed in Annexure XX

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the statement of Profit and Loss.

The movement in lease liabilities has been disclosed in Annexure XXIII

The below table provides the details regarding the contractual maturities of lease liabilities on an undiscounted basis:

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Less than one year	43.92	82.09	83.00	51.34
One to five years	59.01	130.48	169.94	103.67
More than five years	3.68	6.15	4.37	7.09
Total	**106.61**	**218.72**	**257.31**	**162.10**

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The total cash outflows for leases are ₹ 13.20 million for the period ended 30 June 2020 (31 March 2020: ₹ 83.92 million, 31 March 2019: ₹ 75.71 million, 31 March 2018: ₹ 68.60 million).

Short term and low value lease:

Rental expense incurred and paid for short term leases is ₹ 2.06 million for 30 June 2020. (31 March 2020 : ₹ 9.37 million ; 31 March 2019 : ₹ 10.22 million and 31 March 2018 : ₹ 10.85 million)

Rental expense incurred and paid for Low value leases is ₹ Nil for 30 June 2020. (31 March 2020 : ₹ 0.02 million ; 31 March 2019 : ₹ 0.06 million and 31 March 2018 : ₹ 0.07 million)

The weighted average incremental borrowing rate applied to lease liabilities is 9.94% p.a.

Angel Broking Limited
Annexure XXXX- Other information forming part of the Restated Consolidated Financial Statements

XXXX-10 Restated Consolidated Statement of Fair value measurement
(A) Financial instrument by category

₹ in million

	FVOCI	FVTPL	Amortised Cost
As at 31 March 2018			
Financial Assets			
Cash and cash equivalents	-	-	1,230.36
Bank Balance other than cash and cash equivalent	-	-	8,216.74
Trade Receivables	-	-	1,568.15
Loans	-	-	10,924.37
Investments	-	65.02	-
Other Financial assets	-	-	289.92
Total Financial Assets	**-**	**65.02**	**22,229.54**
Financial Liabilities			
Trade payables	-	-	6,146.57
Borrowings	-	-	11,374.28
Other financial liabilities	-	-	1,242.44
Total Financial liabilities	**-**	**-**	**18,763.29**
As at 31 March 2019			
Financial Assets			
Cash and cash equivalents	-	-	4,469.62
Bank Balance other than cash and cash equivalent	-	-	5,390.09
Trade Receivables	-	-	2,146.44
Loans	-	-	7,616.86
Investments	-	149.10	-
Other Financial assets	-	-	681.93
Total Financial Assets	**-**	**149.10**	**20,304.94**
Financial Liabilities			
Trade payables	-	-	6,377.60
Borrowings	-	-	8,718.18
Other financial liabilities	-	-	1,358.20
Total Financial liabilities	**-**	**-**	**16,453.98**
As at 31 March 2020			
Financial Assets			
Cash and cash equivalents	-	-	6,132.36
Bank Balance other than cash and cash equivalent	-	-	8,003.21
Trade Receivables	-	-	390.28
Loans	-	-	2,805.78
Investments	-	352.65	-
Other Financial assets	-	-	2,705.83
Total Financial Assets	**-**	**352.65**	**20,037.46**
Financial Liabilities			
Trade payables	-	-	9,394.93
Borrowings	-	-	4,908.79
Other financial liabilities	-	-	1,304.65
Total Financial liabilities	**-**	**-**	**15,608.37**
As at 30 June 2020			
Financial Assets			
Cash and cash equivalents	-	-	5,156.28
Bank Balance other than cash and cash equivalent	-	-	14,454.66
Trade Receivables	-	-	562.78
Loans	-	-	8,144.07
Investments	-	23.64	-
Other Financial assets	-	-	139.49
Total Financial Assets	**-**	**23.64**	**28,457.28**
Financial Liabilities			
Trade payables	-	-	15,036.78
Borrowings	-	-	6,580.06
Other financial liabilities	-	-	1,341.52
Total Financial liabilities	**-**	**-**	**22,958.36**

(B) Fair Value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets measured at fair value on a recurring basis: ₹ in million

	Level 1	Level 2	Level 3	Total
As at 31 March 2018				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	8.62	-	-	8.62
Investment in mutual funds	56.40	-	-	56.40
As at 31 March 2019				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	0.00
Investment in mutual funds	149.10	-	-	149.10
As at 31 March 2020				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	0.00
Investment in mutual funds	352.65	-	-	352.65
As at 30 June 2020				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	0.00
Investment in mutual funds	23.64	-	-	23.64

The carrying amount of cash and bank balances, trade receivables, loans, trade payables and other receivables and payables are considered to be the same as their fair values. The fair values of borrowings and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

* **Valuation techniques used to determine fair value**

Specific valuation techniques used to value financial instruments includes investment in equity investment valued at quoted closing price on stock exchange and investment in mutual fund at closing NAV as at reporting period.

XXXX-11 Restated Consolidated Statement of Financial risk management objectives and policies

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Group's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk arising mainly from borrowings with floating interest rates. The Group is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Group manages the interest rate risks by maintaining a debt portfolio comprising a mix of fixed and floating rate borrowings.
At the reporting date, the interest profile of the Group's borrowings is as follows:

Interest rate risk exposure ₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Fixed rate borrowings	117.26	177.73	283.61	224.04
Variable rate borrowings	6,462.80	4,731.06	8,434.57	11,150.24
Total borrowings	**6,580.06**	**4,908.79**	**8,718.18**	**11,374.28**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

₹ in million

	Increase/ (decrease) in basis points	Effect on profit before tax
31 March 2018		
₹	50 bp	(55.75)
₹	(50 bp)	55.75
31 March 2019		
₹	50 bp	(42.17)
₹	(50 bp)	42.17
31 March 2020		
₹	50 bp	(23.66)
₹	(50 bp)	23.66
30 June 2020		
₹	50 bp	(32.31)
₹	(50 bp)	32.31

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at each reporting date, the Group does not have exposure in foreign currency, therefore it is not exposed to currency risk.

(B) Credit risk

Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligation. The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties, and by monitoring exposures in relations to such limits.
The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements. The Group's major classes of financial assets are cash and cash equivalents, loans, term deposits, trade receivables and security deposits.

Cash and cash equivalents and term deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors. Security deposits are kept with stock exchanges for meeting minimum base capital requirements. These deposits do not have any significant credit risk.
The management has established accounts receivable policy under which customer accounts are regularly monitored. The Group has a dedicated risk management team, which monitors the positions, exposures and margins on a continuous basis.

a) **Expected credit loss**

A) Trade receivables

The Group applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics as follow:
• Receivable from Brokerage (Secured by collaterals mainly in form of Securities of listed Group)
• Receivable from Exchange (Unsecured)
• Receivable from Depository (Secured by collaterals mainly in form of Securities of listed Group)

Receivable from Exchange (Unsecured): There are no historical loss incurred in respect of Receivable from exchange. Entire exposure/receivable as at each reporting period is received and settled within 7 days from reporting period. Therefore, no ECL is recognised in respect of receivable from exchange.

Receivable from Brokerage and depository: Group has large number of customer base with shared credit risk characteristics. As per risk management policy of the Group, trade receivable to the extent not covered by collateral (i.e. unsecured trade receivable) is considered as default and are fully written off as bad debt against respective trade receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the income statement as bad debts recovered. Trade receivable of the Group is of short duration with credit period ranging up to maximum 30 days. In case of delay in collection, the Group has right to charges interest (commonly referred as delayed payment charges) on overdue amount for the overdue period. However, in case of receivable from depository, the Group doesn't have right to charge interest. Though credit period given to customer in respect of receivable from depository is very short, generally there is significant delay in ultimate collection. The Group has computed expected credit loss due to significant delay in collection. Effective interest rate on these trade receivable for the purpose of computing time value loss is considered as incremental borrowing rate.

₹ in million

	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)
Trade receivable				
Past due 1-30 days	437.01	263.87	1,944.74	1,391.30
Past due 31-60 days	1.02	14.26	33.92	43.97
Past due 61-90 days	5.69	3.85	18.01	16.34
Past due more than 90 days	133.12	121.53	168.09	133.02
Loss allowances	(14.06)	(13.23)	(18.32)	(16.48)
Net Carrying amount	562.78	390.28	2,146.44	1,568.15

Movements in the allowances for impairment in respect of trade receivables and loans is as follows: ₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Opening Provision	13.23	18.32	16.48	11.15
Creation / (utilisation) during the period / year	0.83	(5.09)	1.84	5.33
Closing provision	**14.06**	**13.23**	**18.32**	**16.48**

B) Loans

i) Loan against Margin Trading facilities:

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles, primarily based on past due.

Group has large number of customer base with shared credit risk characteristics. Loan against margin trading facilities are secured by collaterals. As per policy of the Group, loan against Margin trade facilities to the extent not covered by collateral (i.e. unsecured portion) is considered as default and are fully written off as bad debt against respective loan receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the Statement of Profit and Loss as bad debts recovered.

As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the Group is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, the maximum period to consider when measuring expected credit losses for these loans is the maximum contractual period (i.e. on demand/one day).

For the computation of ECL, the loan against margin trading facilities are classified into three stages as follows:

Following table provides information about exposure to credit risk and ECL on Margin trading facility

Staging as per Ind AS 109	**Loan receivable including interest**
Stage 1	0 to 30 days past due
Stage 2	31 to 90 days past due
Stage 3	More than 90 days past due

The Group does not have any loan book which may fall under stage 2 or stage 3.

ECL is computed as follow assuming that these loans are fully recalled by the Group at each reporting period:

EAD is considered as loan receivable including interest (net of write off).

PD is considered at 100% for all loans receivables being the likelihood that the borrower would not be able to repay in the very short payment period.

LGD is determined based on fair value of collateral held as at the reporting period. Unsecured portion is considered as LGD.

ii) Loans against securities

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles, primarily based on past due.
Group has large number of customer base with shared credit risk characteristics. Loans against securities are repayable by customer unconditionally in full on demand at the absolute discretion of the Group. Loan against securities are secured by collaterals.

As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the entity is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, the maximum period to consider when measuring expected credit losses for these loans is the maximum contractual period (i.e. on demand/one day).
For the computation of ECL, the loans against securities are classified into three stages as follows:

Staging as per Ind AS 109	Loan receivable including interest
Stage 1	0 to 30 days past due
Stage 2	31 to 90 days past due
Stage 3	More than 90 days past due

ECL is computed as follow assuming that these loans are fully recalled by the Group at each reporting period:
EAD is considered as loan receivable including interest (net of write off).
PD is considered at 100% for all loans receivables being the likelihood that the borrower would not be able to repay in the very short payment period.
LGD is determined based on fair value of collateral held as at the reporting period. Unsecured portion is considered as LGD.
Interest on Stage 3 assets is recognised based on net carrying amount of financial assets. PD and LGD of 100% is applied on interest recognised on Stage 3 assets.

Default:

As per risk management policy, all financial asset which are 90 days past due, are considered as 'default' unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy:

The Group writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include (i) ceasing enforcement activity and (ii) whether the Group's recovery method is foreclosing on collateral and the value of the collaterals is such that there is no reasonable expectation of recovering in full.
The Group may write-off financial assets that are still subject to enforcement activity. The Group still seeks to recover the amount it is legally owed in full, but which have been partially written off due to no reasonable expectation of full recovery.

Following table provides information about exposure to credit risk and ECL on Loan ₹ in million

Stages	**As at 30 June 2020**	**As at 31 March 2020**	**As at 31 March 2019**	**As at 31 March 2018 (Proforma)**
Stage 1	256.16	191.00	570.13	862.19
Stage 2	14.69	2.69	78.09	164.14
Stage 3	146.40	122.82	55.97	31.13
Less: Provision for expected credit loss	(6.30)	(6.54)	(5.56)	(7.00)
Total Carrying value	**410.95**	**309.97**	**698.63**	**1,050.46**

Analysis of changes in the Impairment loss allowance: ₹ in million

	As at 30 June 2020			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Impairment loss allowance - opening balance	2.08	1.04	3.42	6.54
Originated or new	0.15	0.00	0.00	0.15
Matured or repaid (excluding write offs)	(0.22)	(0.00)	(0.18)	(0.40)
Transfer to stage 1	-	(0.00)	(0.02)	(0.02)
Transfer to stage 2	(0.06)	-	(0.02)	(0.08)
Transfer to stage 3	0.01	0.01	-	0.02
Increase / (decrease) in ECL provision without changes in stages	(0.23)	(0.00)	0.32	0.09
Impairment loss allowance - Closing balance	**1.73**	**1.05**	**3.52**	**6.30**

₹ in million

	As at 31 March 2020			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Impairment loss allowance - opening balance	0.55	0.73	4.27	5.55
Originated or new	0.18	0.01	0.26	0.45
Matured or repaid (excluding write offs)	(0.01)	(0.02)	(0.47)	(0.50)
Transfer to stage 1	-	0.09	(0.17)	(0.08)
Transfer to stage 2	0.03	-	(0.14)	(0.11)
Transfer to stage 3	0.49	0.23	-	0.72
Increase / (decrease) in ECL provision without changes in stages	0.84	0.00	(0.33)	0.51
Impairment loss allowance - Closing balance	**2.08**	**1.04**	**3.42**	**6.54**

₹ in million

	As at 31 March 2019			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Impairment loss allowance - opening balance	1.64	0.85	4.51	7.00
Originated or new	0.00	0.17	0.51	0.68
Matured or repaid (excluding write offs)	(0.80)	(0.23)	(0.29)	(1.32)
Transfer to stage 1	-	0.01	(0.74)	(0.73)
Transfer to stage 2	0.06	-	(0.29)	(0.23)
Transfer to stage 3	(0.35)	0.27	-	(0.08)
Increase / (decrease) in ECL provision without changes in stages	0.00	(0.33)	0.57	0.24
Impairment loss allowance - Closing balance	**0.55**	**0.74**	**4.27**	**5.56**

Analysis of changes in the Loan amount:

₹ in million

	As at 30 June 2020			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Loan - Opening balance as at 31 March 2020	191.00	2.69	122.82	316.51
Originated or new	38.95	1.84	-	40.79
Matured or repaid (excluding write offs)	(26.52)	(0.17)	(0.41)	(27.10)
Transfer to stage 1	-	2.11	1.91	4.02
Transfer to stage 2	(1.09)	-	(0.09)	(1.18)
Transfer to stage 3	1.74	0.02	-	1.76
Increase/(decrease) in loan without changes in Stages	79.22	(0.11)	3.34	82.45
Loan - Closing balance as on 30 June 2020	**283.30**	**6.38**	**127.57**	**417.25**

₹ in million

	As at 31 March 2020			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Loan - Opening balance as at 31 March 2019	570.14	78.09	55.97	704.20
Originated or new	51.16	0.27	0.56	51.99
Matured or repaid (excluding write offs)	(111.22)	(19.56)	(29.42)	(160.20)
Transfer to stage 1	-	(26.02)	(5.64)	(31.66)
Transfer to stage 2	(1.93)	-	(0.46)	(2.39)
Transfer to stage 3	(42.55)	(1.94)	-	(44.49)
Increase/(decrease) in loan without changes in Stages	(197.73)	0.11	(3.32)	(200.94)
Loan - Closing balance as on 31 March 2020	**267.87**	**30.95**	**17.69**	**316.51**

₹ in million

	As at 31 March 2019			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Loan - Opening balance as at 31 March 2018	862.18	164.14	31.13	1,057.45
Originated or new	48.18	8.92	2.31	59.41
Matured or repaid (excluding write offs)	(180.25)	(31.49)	(2.19)	(213.93)
Transfer to stage 1	-	(16.11)	(3.63)	(19.74)
Transfer to stage 2	(47.54)	-	(7.10)	(54.64)
Transfer to stage 3	(5.40)	(18.66)	-	(24.06)
Increase/(decrease) in loan without changes in Stages	(81.90)	(20.30)	1.90	(100.30)
Loan - Closing balance as on 31 March 2019	**595.27**	**86.50**	**22.42**	**704.19**

Comparison between the provisions required under the IRACP and the impairment allowance computed as per Ind AS 109:

₹ in million

	As at 30 June 2020					
Assets classification as per RBI norms	**Asset classification as per Ind AS**	**Gross carrying amount as per Ind AS**	**Loss allowance (Provision as per Ind AS)**	**Net carrying amount as per Ind AS**	**Provision required as per IRACP**	**Difference between provision as per Ind AS 109 and IRACP**
(1)	**(2)**	**(3)**	(4)	**(5)=(3)-(4)**	**(6)**	**(7)=(4)-(6)**
Performing Assets (PA)						
Standard	**Stage 1**	256.16	0.52	255.64	0.65	(0.13)
	Stage 2	14.68	0.07	14.61	0.04	0.03
	Stage 3	133.66	0.55	133.11	0.33	0.22
Subtotal for PA		**404.50**	**1.14**	**403.36**	**1.02**	**0.12**
Non-performing Assets (NPA)						
Substandard	**Stage 3**	8.01	0.98	7.03	0.70	0.28
Doubtful-upto 1 year	**Stage 3**	-	-	-	-	-
Doubtful-upto 1 to 3 years	**Stage 3**	0.43	0.11	0.32	0.08	0.03
Doubtful-More than 3 years	**Stage 3**	-	-	-	-	-
Loss	**Stage 3**	4.31	4.07	0.24	4.23	(0.18)
Subtotal for NPA		**12.75**	**5.16**	**7.59**	**5.01**	**0.15**
Other items such as guarantees, loan, commitments,etc which are in the scope of Ind AS 109 but not covered under current IRACP	**Stage 1**	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		**-**	**-**	**-**	**-**	**-**
Total	**Stage 1**	256.16	0.52	255.64	0.64	(0.12)
	Stage 2	14.68	0.07	14.61	0.04	0.03
	Stage 3	146.41	5.71	140.70	5.35	0.36
	Total	**417.25**	**6.30**	**410.95**	**6.03**	**0.27**

₹ in million

Assets classification as per RBI norms	Asset classification as per Ind AS	Gross carrying amount as per Ind AS	Loss allowance (Provision as per Ind AS)	Net carrying amount as per Ind AS	Provision required as per IRACP	Difference between provision as per Ind AS 109 and IRACP
	As at 31 March 2020					
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets (PA)						
Standard	**Stage 1**	191.00	1.34	189.66	0.48	0.86
	Stage 2	2.69	0.14	2.55	0.01	0.13
	Stage 3	113.33	0.65	112.68	0.28	0.37
Subtotal for PA		**307.02**	**2.13**	**304.89**	**0.77**	**1.36**
Non-performing Assets (NPA)						
Substandard	**Stage 3**	5.02	0.51	4.51	0.45	0.06
Doubtful-upto 1 year	**Stage 3**	-	-	-	-	-
Doubtful-upto 1 to 3 years	**Stage 3**	0.46	0.12	0.33	0.09	0.03
Doubtful-More than 3 years	**Stage 3**	-	-	-	-	-
Loss	**Stage 3**	4.01	3.78	0.23	3.95	(0.17)
Subtotal for NPA		**9.49**	**4.41**	**5.08**	**4.49**	**(0.08)**
Other items such as guarantees, loan, commitments,etc which are in the scope of Ind AS 109 but not covered under current IRACP	**Stage 1**	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		**-**	**-**	**-**	**-**	**-**
Total	**Stage 1**	191.00	1.34	189.66	0.48	0.86
	Stage 2	2.69	0.14	2.55	0.01	0.14
	Stage 3	122.82	5.06	117.76	4.77	0.28
	Total	**316.51**	**6.54**	**309.97**	**5.26**	**1.28**

₹ in million

Assets classification as per RBI norms	Asset classification as per Ind AS	Gross carrying amount as per Ind AS	Loss allowance (Provision as per Ind AS)	Net carrying amount as per Ind AS	Provision required as per IRACP	Difference between provision as per Ind AS 109 and IRACP
	As at 31 March 2019					
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets (PA)						
Standard	**Stage 1**	570.13	0.11	570.02	1.43	(1.32)
	Stage 2	78.09	0.36	77.73	0.20	0.16
	Stage 3	46.50	0.11	46.39	0.12	(0.01)
Subtotal for PA		**694.72**	**0.58**	**694.14**	**1.75**	**(1.17)**
Non-performing Assets (NPA)						
Substandard	**Stage 3**	3.36	0.39	2.97	0.30	0.09
Doubtful-upto 1 year	**Stage 3**	-	-	-	-	-
Doubtful-upto 1 to 3 years	**Stage 3**	1.68	0.42	1.26	0.27	0.15
Doubtful-More than 3 years	**Stage 3**	-	-	-	-	-
Loss	**Stage 3**	4.43	4.17	0.26	4.39	(0.22)
Subtotal for NPA		**9.47**	**4.98**	**4.49**	**4.96**	**0.02**
Other items such as guarantees, loan, commitments,etc which are in the scope of Ind AS 109 but not covered under current IRACP	**Stage 1**	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		**-**	**-**	**-**	**-**	**-**
Total	**Stage 1**	570.13	0.11	570.02	1.43	(1.32)
	Stage 2	78.09	0.36	77.73	0.20	0.16
	Stage 3	55.97	5.09	50.88	5.07	0.02
	Total	**704.19**	**5.56**	**698.63**	**6.71**	**(1.15)**

₹ in million

Assets classification as per RBI norms	Asset classification as per Ind AS	Gross carrying amount as per Ind AS	Loss allowance (Provision as per Ind AS)	Net carrying amount as per Ind AS	Provision required as per IRACP	Difference between provision as per Ind AS 109 and IRACP
	As at 31 March 2018 (Proforma)					
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets (PA)						
Standard	**Stage 1**	862.18	1.64	860.54	2.16	(0.52)
	Stage 2	164.14	0.85	163.29	0.41	0.44
	Stage 3	18.02	1.00	17.02	0.05	0.95
Subtotal for PA		**1,044.34**	**3.49**	**1,040.85**	**2.62**	**0.87**
Non-performing Assets (NPA)						
Substandard	**Stage 3**	10.91	1.61	9.30	0.93	0.68
Doubtful-upto 1 year	**Stage 3**	-	-	-	-	-
Doubtful-upto 1 to 3 years	**Stage 3**	0.41	0.11	0.30	0.06	0.05
Doubtful-More than 3 years	**Stage 3**	-	-	-	-	-
Loss	**Stage 3**	1.80	1.79	0.01	1.79	-
Subtotal for NPA		**13.12**	**3.51**	**9.61**	**2.78**	**0.73**
Other items such as guarantees, loan, commitments,etc which are in the scope of Ind AS 109 but not covered under current IRACP	**Stage 1**	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	**Stage 1**	862.19	1.63	860.56	2.16	(0.53)
	Stage 2	164.14	0.85	163.29	0.41	0.44
	Stage 3	31.13	4.52	26.61	2.83	1.69
	Total	**1,057.46**	**7.00**	**1,050.46**	**5.40**	**1.60**

Presented in compliance with RBI Notification number DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020.

b) Collaterals

The Group holds collateral and other credit enhancements against certain of its credit exposures. The following table sets out the principal types of collateral held against different types of financial assets.

Instrument type	Percentage of exposure that is subject to collateral				Principal type of collateral held
	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018 (Proforma)	
Loan against securities	98.77%	98.15%	99.34%	98.25%	Shares and securities
Loans for Margin trading facility	99.82%	98.76%	99.51%	99.96%	Shares and securities

(C) **Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Group's financial liabilities:

₹ in million

	0 - 1 year	1-2 year	2-3 year	3-4 year	Beyond 4 years	Total
31 March 2018						
Borrowings	11,185.15	35.68	17.33	13.72	6.39	11,258.27
Trade payables	6,146.57	-	-	-	-	6,146.57
Other financial liabilities	1,242.43	-	-	-	-	1,242.43
	18,574.15	**35.68**	**17.33**	**13.72**	**6.39**	**18,647.27**
31 March 2019						
Borrowings	8,592.65	19.49	15.63	7.37	0.73	8,635.87
Trade payables	6,377.60	-	-	-	-	6,377.60
Other financial liabilities	1,358.20	-	-	-	-	1,358.20
	16,328.45	**19.49**	**15.63**	**7.37**	**0.73**	**16,371.67**
31 March 2020						
Borrowings	2,723.71	18.47	10.17	3.29	0.56	2,756.20
Trade payables	9,394.93	-	-	-	-	9,394.93
Other financial liabilities	1,304.65	-	-	-	-	1,304.65
	13,423.29	**18.47**	**10.17**	**3.29**	**0.56**	**13,455.78**
30 June 2020						
Borrowings	6,471.32	5.37	3.79	2.68	0.22	6,483.38
Trade payables	15,036.78	-	-	-	-	15,036.78
Other financial liabilities	1,341.52	-	-	-	-	1,341.52
	22,849.62	**5.37**	**3.79**	**2.68**	**0.22**	**22,861.68**

Angel Broking Limited
Annexure XXXX- Other information forming part of the Restated Consolidated Financial Statements

XXXX-12 Restated Consolidated Statement of Maturity analysis of assets and liabilities

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

₹ in million

	As at 31 March 2018 (Proforma)		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	1,230.36	-	1,230.36
Bank Balance other than cash and cash equivalents	8,134.66	82.08	8,216.74
Trade Receivables	1,568.15	-	1,568.15
Loans	10,920.54	3.84	10,924.38
Investments	65.02	0.00	65.02
Other Financial assets	28.23	261.70	289.93
Inventories	0.56	-	0.56
Tax assets (Net)	-	15.27	15.27
Deferred tax assets (Net)	-	61.15	61.15
Investment Property	-	1.33	1.33
Property, Plant and Equipment	-	1,065.11	1,065.11
Intangible assets under development	-	-	-
Other Intangible assets	-	91.60	91.60
Right to use assets	-	121.23	121.23
Other non-financial assets	102.55	33.33	135.88
Total Assets	**22,050.07**	**1,736.64**	**23,786.71**
Liabilities			
Trade Payables	6,146.57	-	6,146.57
Borrowings	11,182.59	191.69	11,374.28
Other Financial liabilities	1,242.43	-	1,242.43
Tax liabilities (Net)	2.12	-	2.12
Provisions	9.08	34.93	44.01
Other Non-financial liabilities	241.54	-	241.54
Total Liabilities	**18,824.33**	**226.62**	**19,050.95**

₹ in million

	As at 31 March 2019		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	4,469.62	-	4,469.62
Bank Balance other than cash and cash equivalents	5,358.53	31.56	5,390.09
Trade Receivables	2,146.44	-	2,146.44
Loans	7,616.55	0.31	7,616.86
Investments	149.10	0.00	149.10
Other Financial assets	26.87	655.06	681.93
Inventories	0.45	-	0.45
Tax assets (Net)	-	51.73	51.73
Deferred tax assets (Net)	-	75.69	75.69
Investment Property	-	1.31	1.31
Property, Plant and Equipment	-	1,062.87	1,062.87
Intangible assets under development	-	5.69	5.69
Intangible assets	-	67.08	67.08
Right to use assets	-	208.46	208.46
Other non-financial assets	98.04	59.90	157.94
Total Assets	**19,865.60**	**2,219.66**	**22,085.26**
Liabilities			
Trade Payables	6,377.60	-	6,377.60
Borrowings	8,574.51	143.67	8,718.18
Other Financial liabilities	1,358.20	-	1,358.20
Tax liabilities (Net)	2.65	-	2.65
Provisions	12.99	39.35	52.34
Other non-financial liabilities	261.94	-	261.94
Total Liabilities	**16,587.89**	**183.02**	**16,770.91**

Angel Broking Limited
Annexure XXXX- Other information forming part of the Restated Consolidated Financial Statements

₹ in million

	As at 31 March 2020		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	6,132.36	-	6,132.36
Bank Balance other than cash and cash equivalents	7,961.85	41.38	8,003.23
Trade Receivables	390.27	-	390.27
Loans	2,805.78	-	2,805.78
Investments	352.65	0.00	352.65
Other Financial assets	38.62	2,667.21	2,705.83
Inventories	0.45	-	0.45
Tax assets (Net)	-	49.18	49.18
Deferred tax assets (Net)	-	48.89	48.89
Investment Property	-	1.28	1.28
Property, Plant and Equipment	-	1,038.77	1,038.77
Intangible assets under development	-	20.88	20.88
Other Intangible assets	-	47.41	47.41
Right to use assets	-	153.16	153.16
Other non-financial assets	110.50	41.13	151.63
Total Assets	**17,792.48**	**4,109.29**	**21,901.77**
Liabilities			
Trade Payables	9,394.93	-	9,394.93
Borrowings	4,775.72	133.07	4,908.79
Other Financial liabilities	1,304.65	-	1,304.65
Tax liabilities (Net)	0.45	-	0.45
Provisions	26.91	40.17	67.08
Other non-financial liabilities	311.68	-	311.68
Total Liabilities	**15,814.34**	**173.24**	**15,987.58**

₹ in million

	As at 30 June 2020		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	5,156.28	-	5,156.28
Bank Balance other than cash and cash equivalents	14,412.95	41.71	14,454.66
Trade Receivables	562.78	-	562.78
Loans	8,144.07	-	8,144.07
Investments	23.64	0.00	23.64
Other Financial assets	54.69	84.80	139.49
Inventories	-	-	-
Tax assets (Net)	-	10.73	10.73
Deferred tax assets (Net)	-	51.08	51.08
Investment Property	-	33.30	33.30
Property, Plant and Equipment	-	1,024.53	1,024.53
Intangible assets under development	-	23.38	23.38
Other Intangible assets	-	43.51	43.51
Right to use assets	-	93.81	93.81
Other non-financial assets	127.12	68.38	195.50
Total Assets	**28,481.53**	**1,475.23**	**29,956.76**
Liabilities			
Trade Payables	15,036.78	-	15,036.78
Borrowings	6,476.64	103.42	6,580.06
Other Financial liabilities	1,341.52	-	1,341.52
Tax liabilities (Net)	58.87	-	58.87
Provisions	20.43	58.86	79.29
Other non-financial liabilities	469.44	-	469.44
Total Liabilities	**23,403.68**	**162.28**	**23,565.96**

XXXX-13 Restated Consolidated Statement of Capital management

The group manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or raise / repay debt. The primary objective of the group's capital management is to maximise the shareholders' value.

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern. There is no non compliance with any covenants of borrowings.

₹ in million

		30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Borrowings		6,580.06	4,908.79	8,718.18	11,374.28
Less: cash and cash equivalents		(5,156.28)	(6,132.36)	(4,469.62)	(1,230.36)
Net debt	(i)	**1,423.78**	**(1,223.57)**	**4,248.56**	**10,143.92**
Total equity	(ii)	6,390.82	5,914.20	5,314.36	4,735.73
Total capital	(iii= i+ii)	**7,814.60**	**4,690.63**	**9,562.92**	**14,879.65**
Gearing ratio	(i)/(iii)	**18%**	**(26)%**	**44%**	**68%**

XXXX-14 Restated Consolidated Statement of Corporate social responsibility (CSR) expenses

Gross amount required to be spent by the group during the period/year 30 June 2020 is₹ Nil millions. (31 March 2019 : ₹ 23.16 millions ; 31 March 2019 : ₹ 18.00 millions and 31 March 2018 : ₹ 11.23 millions)

Amount spent during the period ending on 30 June, 2020: ₹ in million

CSR Activities	In Cash	Yet to be paid in cash	Total
(i) Construction / acquisition of any asset	-	-	-
(ii) On purpose of other than (i) above	-	-	**-**

Amount spent during the year ending on 31 March, 2020: ₹ in million

CSR Activities	In Cash	Yet to be paid in cash	Total
(i) Construction / acquisition of any asset	-	-	-
(ii) On purpose of other than (i) above	23.16	-	**-**

Amount spent during the year ending on 31 March 2019: ₹ in million

CSR Activities	In Cash	Yet to be paid in cash	Total
(i) Construction / acquisition of any asset	-	-	-
(ii) On purpose of other than (i) above	18.00	-	**-**

Amount spent during the year ending on 31 March 2018: ₹ in million

CSR Activities	In Cash	Yet to be paid in cash	Total
(i) Construction / acquisition of any asset	-	-	-
(ii) On purpose of other than (i) above	11.23	-	**11.23**

XXXX-15 Restated Consolidated Statement of Disclosure of interest in Subsidiaries

The consolidated financial statements include the financial statements of Group and its subsidiaries. Group does not have any joint ventures or associates. Angel Broking Limited is the ultimate parent company of the Group.

Significant subsidiaries of Group are:

Name of the entity	Place of business/ Country of incorporation	30 June 2020	31 March 2020	31 March 2019	31 March 2018
Angel Financial Advisors Private Limited	India	100%	100%	100%	100%
Angel Fincap Private Limited	India	100%	100%	100%	100%
Angel Securities Limited	India	100%	100%	100%	100%
Angel Wellness Private Limited	India	100%	100%	100%	100%
Mimansa Software Systems Private Limited	India	100%	100%	100%	100%

Angel Broking Limited
Annexure XXXX- Other information forming part of the Restated Consolidated Financial Statements

XXXX-16 Note on Discontinued Operations

The current economic environment on account of Covid 19 posed significant challenges to the Gym and Healthcare business. The Company only operates into the Gym and healthcare business. After evaluating various options relating to sustainability of this business, Board of Directors of the Company has decided in its meeting dated June 23, 2020 to discontinue/abandon this line of business.

However, Management has decided to enter into new business activities and use existing resources to continue for the foreseeable future. Management also believes that they will be able to use the assets pertaining to existing operations as part of new business activities and accordingly, all assets and liabilities have been carried at the book value and have not classified as Held for Sale.

Further, as per the requirements of accounting standards, Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss.

a. Financial performance:

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
INCOME				
(a) Revenue from operations	-	47.23	46.42	59.12
(b) Other income	1.32	4.83	3.58	3.29
Total income (I)	**1.32**	**52.06**	**50.00**	**62.41**
EXPENSES				
(a) Finance costs	0.69	4.44	7.26	8.31
(b) Impairment on financial instruments	-	0.13	0.38	0.17
(a) Employee benefits expenses	3.54	30.02	25.67	22.55
(c) Depreciation expense	3.09	12.07	10.95	13.63
(d) Other expenses	2.17	44.61	43.40	42.94
Total expense (II)	**9.49**	**91.27**	**87.66**	**87.60**
Profit / (Loss) before tax (I-II=III)	**(8.17)**	**(39.21)**	**(37.66)**	**(25.19)**
(a) Deferred Tax	1.42	5.22	(1.98)	1.79
(b) Taxes for earlier years	-	-	(0.01)	0.05
Total tax expense (IV)	**1.42**	**5.22**	**(1.99)**	**1.84**
Loss for the period after tax (III-IV=V)	**(9.59)**	**(44.43)**	**(35.67)**	**(27.03)**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
(a) Remeasurement of net defined benefit liability	(0.07)	(0.13)	(0.07)	(0.08)
(b) Income tax relating to above items	0.02	0.03	0.02	0.02
Total other comprehensive income (net of tax) (VI)	**(0.05)**	**(0.10)**	**(0.05)**	**(0.06)**
Total comprehensive income for the period (V+VI)	**(9.64)**	**(44.53)**	**(35.72)**	**(27.09)**

b. Cash Flow Statement

₹ in million

	30 June 2020	31 March 2020	31 March 2019	31 March 2018 (Proforma)
Net cash used in operating activities	(10.80)	(23.76)	(67.12)	14.31
Net cash used in investing activities	(0.03)	(3.52)	(3.33)	(0.33)
Net cash flows from financing activities	4.03	33.25	68.14	(11.02)

XXXX-17 Restated Consolidated Statement of additional information pursuant to requirement of Schedule III to the Companies Act, 2013 under General Instructions for preparation of consolidated financial statements

a. Net assets ₹ in million

Name of the entity	30 June 2020		31 March 2020		31 March 2019		31 March 2018 (Proforma)	
	% of Consolidated net assets	Amount	% of Consolidated net assets	Amount	% of Consolidated net assets	Amount	% of Consolidated net assets	Amount
Holding Company								
Angel Broking Limited	97%	6,162.56	96%	5,684.80	95%	5,038.95	96%	4,491.72
Subsidiaries (Indian)								
Angel Financial Advisors Private Limited	1%	53.63	1%	53.24	2%	86.59	1%	63.48
Angel Fincap Private Limited	5%	335.12	6%	326.58	5%	283.17	5%	233.06
Angel Securities Limited	1%	59.77	1%	59.57	1%	56.94	1%	55.64
Angel Wellness Private Limited	(4%)	(243.91)	(4%)	(232.68)	(3%)	(171.94)	(3%)	(127.05)
Mimansa Software Systems Private Limited	0%	23.63	0%	22.68	0%	20.64	0%	18.89
Total	**100%**	**6,390.80**	**100%**	**5,914.19**	**100%**	**5,314.35**	**101%**	**4,735.74**

b. Share in profit or loss ₹ in million

Name of the entity	30 June 2020		31 March 2020		31 March 2019		31 March 2018 (Proforma)	
	% of Consolidated net profit/ (loss)	Amount	% of Consolidated net profit/ (loss)	Amount	% of Consolidated net profit/ (loss)	Amount	% of Consolidated net profit/ (loss)	Amount
Holding Company								
Angel Broking Limited	101%	479.62	100%	827.90	95%	758.58	95%	1,008.17
Subsidiaries (Indian)								
Angel Financial Advisors Private Limited	0%	0.56	1%	6.30	3%	24.82	4%	44.49
Angel Fincap Private Limited	1%	3.93	5%	38.53	7%	56.28	5%	49.54
Angel Securities Limited	(0%)	(0.09)	0%	2.70	0%	2.16	0%	1.63
Angel Wellness Private Limited	(2%)	(9.59)	(5%)	(44.43)	(4%)	(35.67)	(3%)	(26.83)
Mimansa Software Systems Private Limited	(0%)	(1.43)	(1%)	(7.54)	(1%)	(7.82)	(1%)	(6.15)
Total	**100%**	**473.00**	**100%**	**823.46**	**100%**	**798.35**	**100%**	**1,070.85**

c. Share in Other Comprehensive Income ₹ in million

Name of the entity	30 June 2020		31 March 2020		31 March 2019		31 March 2018 (Proforma)	
	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount
Holding Company								
Angel Broking Limited	93%	(4.17)	97%	(9.30)	103%	(2.62)	108%	2.44
Subsidiaries (Indian)								
Angel Financial Advisors Private Limited	1%	(0.06)	2%	(0.19)	(2%)	0.04	(14%)	(0.33)
Angel Fincap Private Limited	4%	(0.18)	0%	0.01	(6%)	0.15	10%	0.22
Angel Securities Limited	0%	(0.00)	0%	-	1%	(0.03)	0%	0.01
Angel Wellness Private Limited	1%	(0.05)	1%	(0.10)	2%	(0.05)	(3%)	(0.06)
Mimansa Software Systems Private Limited	0%	(0.02)	0%	(0.03)	1%	(0.04)	(0%)	(0.01)
Total	**100%**	**(4.48)**	**100%**	**(9.61)**	**100%**	**(2.55)**	**100%**	**2.27**

d. Share in Total Comprehensive Income ₹ in million

Name of the entity	30 June 2020		31 March 2020		31 March 2019		31 March 2018 (Proforma)	
	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount
Holding Company								
Angel Broking Limited	101%	475.45	101%	818.60	95%	755.96	94%	1,010.61
Subsidiaries (Indian)								
Angel Financial Advisors Private Limited	0%	0.50	1%	6.11	3%	24.86	4%	44.16
Angel Fincap Private Limited	1%	3.75	5%	38.54	7%	56.43	5%	49.76
Angel Securities Limited	(0%)	(0.09)	0%	2.70	0%	2.13	0%	1.64
Angel Wellness Private Limited	(2%)	(9.64)	(5%)	(44.53)	(4%)	(35.72)	(3%)	(26.89)
Mimansa Software Systems Private Limited	(0%)	(1.45)	(1%)	(7.57)	(1%)	(7.86)	(1%)	(6.16)
Total	**100%**	**468.52**	**100%**	**813.85**	**100%**	**795.80**	**100%**	**1,073.12**

XXXX-18 The outbreak of COVID - 19 pandemic has affected several countries across the world, including India. The Government of India had announced a complete lockdown across the Country which is still continuing with gradual relaxations. Stock Broking services, being part of Capital Market operations have been declared as essential services and accordingly, the Company faced no business interruption on account of the lockdown. There has been no material change in the controls or processes followed in the closing of the financial statements of the Company.

As at June 30, 2020, based on facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties, which affect its liquidity position; and its ability to continue as a going concern. The ongoing COVID-19 situation may result in some changes in the overall economic and market conditions, which may inturn have an impact on the operations of the Company.

XXXX-19 Subsequent events:

There were no significant events after the end of the reporting period which require any adjustment or disclosure in the financial statements other than as stated below:

- The Board of Directors have declared first interim dividend on 07 July 2020 of Rs. 1.21 per equity share for ordinary equity shareholders total amounting to₹ 87.11 millions.

XXXX-20 The financial statements of the Group were authorised for issue in accordance with a resolution of the directors on 07 August 2020

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
Chairman and Managing Director
Din : 00004382

Vinay Agrawal
CEO and Director
DIN : 01773822

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place:
Date : 07 August, 2020

Place:
Date : 07 August, 2020

Angel Broking Limited
Annexure XXXXI Restated Consolidated Statement of Dividend

Break up of interim dividend paid and corporate tax on interim dividend

₹ in million

		For the period	For the Year		
Sr No.	**Particulars**	**30 June 2020**	**31 March 2020**	**31 March 2019**	**31 March 2018 (Proforma)**
1st	Interim Dividend Paid	NIL	64.80	64.80	48.84
	Corporate Tax Paid on Interim Dividend	NIL	13.32	13.32	9.94
	Dates of Declaration	NA	17-Jul-19	11-Jul-2018	17-Aug-2017
	Rate per equity share (₹)	NA	0.90	0.90	3.40
2nd	Interim Dividend Paid	NIL	64.80	64.80	48.84
	Corporate Tax Paid on Interim Dividend	NIL	13.08	13.32	9.94
	Dates of Declaration	NA	15-Oct-19	01-Nov-18	22-Nov-17
	Rate per equity share (₹)	NA	0.90	0.90	3.40
3rd	Interim Dividend Paid	NIL	64.80	64.80	97.68
	Corporate Tax Paid on Interim Dividend	NIL	13.20	13.32	19.89
	Dates of Declaration	NA	12-Feb-20	13-Feb-2019	43,157.00
	Rate per equity share (₹)	NA	0.90	0.90	6.80
Total Interim Dividend Paid			194.39	194.39	195.35
Total Corporate Tax Paid on Interim Dividend			39.60	39.96	39.77

Angel Broking Limited
Annexure XXXXII Restated Consolidated Statement of Accounting Ratios

₹ in million

Sr No.	Particulars	For the period 30 June 2020	For the Year 31 March 2020	31 March 2019	31 March 2018 (Proforma)
1	Restated Profit / (Loss) after Tax (₹ in millions)	473.00	823.46	798.35	1,070.85
2	Net Profit / (Loss) available to Equity Shareholders (₹ in millions)	473.00	823.46	798.35	1,070.85
3	Weighted average number of Equity Shares outstanding during the period / year	7,19,95,003	7,19,95,003	7,19,95,003	7,18,22,783
4	Number of Equity Shares outstanding at the end of the period / year	7,19,95,003	7,19,95,003	7,19,95,003	7,19,95,003
5	Net Worth for Equity Shareholders (₹ in millions)	6,390.80	5,914.19	5,314.35	4,735.74
6	Accounting Ratios:				
	Basic & Diluted Earnings / (Loss) per Share (₹) (2)/(3)	6.57	11.44	11.09	14.91
	Return on Net Worth for Equity Shareholders(2)/(5)	7.40%	13.92%	15.02%	22.61%
	Net Asset Value Per Share (₹) (5)/(4)	88.77	82.15	73.82	65.78

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 period / year.

2 Net worth for ratios mentioned = 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.

Angel Broking Limited
Annexure XXXXIII Restated Consolidated Statement of Capitalisation

₹ in million

Particulars	Pre-Issue as at June 30, 2020	Post-Issue
Debt:		
Total debt (A)	6,580.06	[•]
Shareholders Funds:		
Equity Share Capital	719.95	[•]
Reserves and Surplus	5,670.85	[•]
Total Shareholders Funds (B)	**6,390.80**	[•]
Total Debt/Equity Ratio (A/B)	1.03	[•]

Notes:
i) The above has been computed on the basis of the Restated Consolidated Financial Information.
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, 2020, the aggregate outstanding amounts of our Company on a consolidated basis, comprising fund-based borrowings (excluding lease liability payable over the period of the lease) and non-fund based borrowings in the form of bank guarantees placed with exchanges as margin or with government authorities, were ₹ 6,480.90 million and ₹ 2,276.50 million, respectively.

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, 2020, the aggregate outstanding borrowings of our Company (excluding lease liability payable over the period of the lease) on a standalone basis are as follows:

(in ₹ million)

Category of borrowing	Sanctioned amount	Outstanding amount
Secured		
Fund Based		
Overdraft Against Hypothecation of Book Debts(1)	8,250.00	2,091.99
Overdraft against Hypothecation of Current Assets of the Company (2)	4,000.00	1,499.97
Overdraft against Fixed Deposits of the Company and its certain Subsidiaries	4,810.00	1,876.52
Overdraft against Mortgage of Commercial Property(3)	1,000.00	994.32
Term loan from banks – secured against hypothecation of car	44.71	18.09
Sub Total [A]	**18,104.71**	**6,480.89**
Unsecured		
Inter corporate deposits repayable on demand	300.00	133.78
Sub Total [B]	**300.00**	**133.78**
Total Fund Based [A+B = C]	**18,404.71**	**6,614.67**
Non-Fund Based		
Bank Guarantees placed at exchanges as margin [D]	2,752.50	2,276.50
Total [C+D]	**21,157.21**	**8,891.17**

Excluding Lease liability payable over the period of the lease of Rs. 97.20 million as at June 30, 2020
(1) Includes working capital demand loans availed as a sub-limit of overdraft facilities.
(2) Includes working capital demand loans availed as a sub limit of overdraft facilities
(3) Includes working capital demand loans availed as a sub-limit of overdraft facilities.

Our fund based facilities on a standalone basis includes overdrafts and working capital demand loans (availed as sub-limits of overdrafts) against hypothecation of book debts, current assets and mortgage of property from commercial banks, vehicle loans from banks and NBFCs (secured against hypothecation of cars) and inter corporate deposits repayable on demand.

Principal terms of the secured fund-based 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. For overdraft against fixed deposits, the interest rate charged is typically a certain percentage of spread over and above the interest rate earned on the fixed deposits. The interest rate on vehicle loans availed by us are typically between 7.90% p.a. to 9.16% p.a.

2. ***Tenor***

The tenor of the working capital demand loans pursuant to the Facility Agreements ranges from 7 days to 6 months. The overdraft facilities availed by the Company typically have a tenor of 12 months. The tenor of vehicle loans is ranges from 36 to 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). mortgage of the immovable commercial property of the Company;

(d). creation of charge on the current assets of our Company;

(e). provide personal guarantee by one of our Promoters in certain cases; and

(f). 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). change in the shareholding pattern of our Company;

(e). modifications or amendments to the constitution and ownership of our Company; and

(f). 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.

Additionally, unsecured fund-based borrowings in the form of inter-corporate deposits are availed by our Company from AFPL and by our Subsidiaries which are typically valid for a period of one year from April 1, 2020 to March 31, 2021. The interest payable on these inter-corporate deposits is at the rate of 9% per annum, which shall be charged/paid on daily outstanding balance (net) at the end of the month.

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, 2020, the amount of bank guarantees placed at exchanges as margin or government authorities was ₹ 2,756.50 million. 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 in the form of fixed 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 the Restated Ind-AS Consolidated Summary Statements, including the related notes, schedules and annexures. The Restated Ind-AS Consolidated Summary Statements, as provided in the section entitled "Financial Information" on page 355, is, in the case of the Restated Ind-AS Consolidated Summary Statements as at and for the period ended June 30, 2020 and as at and for the Financial Year ended March 31, 2020 derived from audited consolidated financial information as prepared and presented in accordance with Ind AS, and in the case of the Restated Ind-AS Consolidated Summary Statements as at and for the Financial Years ended March 31, 2019 and March 31, 2018 (Proforma) derived from audited consolidated financial information as prepared and presented in accordance with Indian GAAP, in each case restated in accordance with the requirements of the 2009 SEBI ICDR Regulations, the SEBI Circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and the Guidance Note on "Reports in Company Prospectuses (Revised 2016)" issued by the ICAI.

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 17 and 19, respectively. The Restated Consolidated Financial Information for the period ended June 30, 2020 has not been annualized and accordingly, such financial information is not comparable to the Restated Consolidated Financial Information for any Financial Year.

Overview

Our Company is one of the largest retail broking houses in India in terms of active clients on NSE as of June 30, 2020 (*Source: CRISIL Report*). We are a technology-led financial services company providing 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 and allied services are offered through (i) our online and digital platforms, and (ii) our network of over 11,000 Authorised Persons (the "**Authorised Persons**"), as of June 30, 2020. We have had more than 4.39 million downloads of our *Angel Broking* mobile application and nearly 1 million downloads of our *Angel BEE* mobile application as of June 30, 2020, which enable our clients to avail our services digitally. Digital marketing has enabled our Company to garner 398 million digital impressions in June, 2020 on its various online and digital platforms. Our customer outreach, spans across approximately 96.87% or 18,649 pin codes in India as of June 30, 2020. We manage ₹ 132,540 million in client assets and over 2.15 million operational broking accounts as of June 30, 2020.

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. Over the years, we have enhanced client engagement and experience through digitisation of our processes and augmentation of our technological platforms. We launched our mobile application for 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. Our primary focus is to profitably grow our retail broking, margin funding and distribution businesses through our online and digital platforms, "*Angel Broking Mobile App*", "*trade.angelbroking.com*", "*Angel SpeedPro*", "*Angel BEE*", which are powered by "*ARQ*", a rule-based investment engine. We provide our broking services through various web, digital and .exe platforms, which are integrated with each other enabling our clients to have a seamless trading and investment experience, positioning us 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, certificates and accolades for our services and products, including 'Best performing Retail Member' award at Market Achievers Awards organised by NSE for three consecutive years, being 2017, 2018 and 2019, 'Trendsetter' award at the NetApp - Innovation Awards 2019, 'Best Marketing Campaign of the Year 2019 in India' organised by Tefla's, 'Digital First Organisation of the Year 2019 in India' organised by Tefla's, 'Franchise 100 India's Top Franchises, 2019' certified by Franchise India, the 'Fulcrums of Commodity Derivatives Market' award by MCX for 2018, one of the 'top volume Performers in Equity Retail Segment 2016 - 17' by BSE, 'Fintech Trading Platform of the Year by moneytech'17 Awards organised by BusinessEx.com 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. To complement our broking and advisory services, we also provide the following additional services to our clients:

    (i) Research *Services*: As of June 30, 2020, we have a dedicated research team of 54 members who cater to quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities currencies and mutual funds.

    (ii) *Investment Advisory*: We provide investment advisory services to our retail clients with customized investment recommendations aided by our rule based investment engine *"ARQ"*, 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 total revenue from operations was ₹ 2,384.24 million, ₹ 7,246.24 million, ₹ 7,579.78 million and ₹ 7,642.80 million for the period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018, respectively. Further, our profit from continuing operations as restated was ₹ 482.59 million, ₹ 867.89 million, ₹ 834.02 million and ₹ 1,097.88 million for the period ended June 30, 2020 and in Financial Years 2020, 2019 and 2018, respectively. Our return on net worth for equity shareholders (RoNW) for the period ended June 30, 2020 was 7.40% (not annualised) and Financial Year 2020 was 13.92%.

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 20.

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 20.

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 became 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. The progressive use of artificial intelligence and machine learning to augment the analytical prowess of our various processes, starting from marketing and lead sourcing to digital service delivery is an important milestone in the journey. Our continued investment in the IT infrastructure underlying our digital 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 28.

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. We introduced a flat brokerage plan to simplify our product offering. The commission income from our brokerage business and the interest earned from out MTF book accounted for a substantial portion of our total income and, as a result, our revenues from 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 further penetrate amongst the new age investors 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 and asset managers, among others, which operate in the markets in which we conduct our business.

Over the last few quarters, brokers offering digital platforms are able to garner a significant proportion of the market share both in terms of incremental clients as well as trading volumes. Our Company, having transformed into a completely digital business model, has been able to reap benefits of this phenomena. 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 28.

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 in the new digital framework, our reliance on technological platforms and systems is higher in comparison to the augmentation of human capital. These platforms and systems are highly scalable with minimum investments. We will continue to hire domain experts in artificial intelligence, machine learning, analytics and new technology platforms. Changes affecting our expenses may impact our financial condition and results of operations.

Sharing of brokerage with intermediaries

As at June 30, 2020, our Company had more than 11,000 authorised persons, 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 authorised persons 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 authorised persons that has been established pursuant to agreements required by the relevant regulations. Under the terms of these agreements, which are separately negotiated with each authorised persons, we generally receive a certain percentage of the brokerage or net revenue earned through clients introduced and serviced by our authorised persons using our technology platforms. Our ability to negotiate brokerage share with the authorised persons would result in us maintaining and augmenting our profitability financial condition and results of operations.

Significant Accounting Policies

Restated Ind-AS Consolidated Summary Statements

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the "**Group**") as at June 30, 2020. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(i). The contractual arrangement with the other vote holders of the investee;

(ii). Rights arising from other contractual arrangements;

(iii). The Group's voting rights and potential voting rights; and

(iv). The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holder.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period / year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., period ended on June 30, 2020.

Consolidation Procedure:

(a). Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
(b). Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
(c). Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

If the Group loses control over a subsidiary, it:

(a). derecognises the assets (including goodwill) and liabilities of the subsidiary;
(b). derecognises the carrying amount of any non-controlling interests;
(c). derecognises the cumulative translation differences recorded in equity;
(d). recognises the fair value of the consideration received;
(e). recognises the fair value of any investment retained;
(f). recognises any surplus or deficit in profit or loss; and
(g). reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind AS of accounting on accrual basis. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

The Group recognises revenue from contracts with customers based on a five step model as set out in Ind 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

(i). Revenue from contract with customer is recognised point in time when performance obligation is satisfied. Income from broking activities is accounted for on the trade date of transactions.

(ii). Dividend income is recognised when the right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

(iii). Depository services income are accounted as follows:

Revenue from depository services on account of annual maintenance charges have been accounted for over the period of the performance obligation.

Revenue from depository services on account of transaction charges is recognised point in time when the performance obligation is satisfied.

(iv). Portfolio Management Fees are accounted over a period of time as follows:

Performance obligations are satisfied over a period of time and portfolio management fees are recognized in accordance with the Portfolio Management Agreement entered with respective clients i.e., as per predecided percentage over the portfolio managed by group.

(v). Revenue from contract with customer is recognised point in time when performance obligation is satisfied i.e., as per pre decided percentage over the portfolio managed by group. An entity shall recognise a refund liability if the entity receives consideration from a customer and expects to refund some or all of that consideration to the customer.

(vi). "Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial assets through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial assets after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

(vii). The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs)."

(viii). Delayed payment charges (Interest on late payments) are accounted at a point in time of default.

(ix). Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Membership fees and Personal training fees are recognised as income over the period of income.

(x). Revenue from software consultancy charges are accounted over a period of time as per terms and conditions.

(xi). In respect of other heads of Income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

Property, plant and equipment

(i). Recognition and measurement

"Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'."

(ii). Subsequent expenditure

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits/functioning capability from/of such assets.

(iii). Depreciation, estimated useful lives and residual value

Depreciation is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act.

The estimated lives used are noted in the table below:-

Asset Class	Useful life of Asset (In Years)
Buildings	60
Office equipments	5
Air Conditioner	5
Computer Equipments	3 to 6
Furniture & Fixtures	10
VSAT Equipments	5
Leasehold Improvements	Amortised over the primary period of lease
Gym Equipments	10
Vehicles	8

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.

The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

For transition to Ind AS, the Group has elected to continue with carrying value of its property, plant and equipment recognised as of April 1, 2017 measured as per the previous GAAP and use that carrying value as its deemed cost as of the date.

Investment property

Investment property is property held to earn rentals and for capital appreciation. Investment Property are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16’s requirements for cost model. An Investment property is derecognised upon disposal or when the investment property are permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which property is derecognised.

For transition to Ind AS, the Group has elected to continue with carrying value of its investment property recognised as of April 1, 2017 measured as per the previous GAAP and use that carrying value as its deemed cost as of the date.

Depreciation on investment property is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used is at 60 years for investment property.

Intangible assets

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Group. Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. The useful life of these intangible assets is estimated at 5 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.

For transition to Ind AS, the Group has elected to continue with carrying value of its intangible assets recognised as of 01 April 2017 measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

The residual values, useful lives and methods of amortisation are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

Financial instruments

Date of recognition

Financial assets and financial liabilities are recognised in the group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Initial measurement

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Classification and subsequent measurement

Financial assets

"Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the Group classifies and measures financial assets in the following categories :

- Amortised cost

- Fair value through other comprehensive income ('FVOCI')

- Fair value through profit or loss ('FVTPL')"

Financial assets carried at amortised cost

“A financial assets is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL :

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.”

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using effective interest rate (‘EIR’) method. Interest income and impairment expenses are recognised in profit or loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in profit or loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets at fair value through other comprehensive income

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ('Contractual cash flows of assets collected through hold and sell model') and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income (‘OCI’), except interest / dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

Financial assets at fair value through profit and loss

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI or either designated, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Group records investments in equity instruments and mutual funds at FVTPL.

Financial liabilities and equity instrument

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group is recognised at the proceeds received, net of directly attributable transaction costs.

Financial liabilities

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognised at fair value and subsequently determined based on the EIR method. Interest expense is recognised in profit or loss. Any gain or loss on de-recognition of financial liabilities is also recognised in profit or loss. The group does not have any financial liability which are measured at FVTPL.

Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line or in the period the Group changes its business model for managing financial assets. Financial liabilities are not reclassified.

Derecognition

Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:

- The contractual rights to receive cash flows from the financial asset have expired, or

- The Group has transferred its rights to receive cash flows from the asset and the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Group neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss (except for equity instruments measured at FVOCI).

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

Impairment of financial assets

"Trade receivables

The Group applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle the receivables. The Group has also computed expected credit loss due to significant delay in collection."

Loans

"In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles. At each reporting date, the Group assesses whether the loans have been impaired. The Group is exposed to credit risk when the customer defaults on his contractual obligations. For the

computation of ECL, the loan receivables are classified into three stages based on the default and the aging of the outstanding as follows:"

PD	The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.
EAD	The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.
LGD	The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Stage 1 : Loan receivable including interest overdue for less than 30 days past due.

Stage 2 : Loan receivable including interest overdue between 30-90 days past due.

Stage 3 : Loan receivable including interest overdue for more than 90 days past due.

"For the purpose determining the stages as per Ind AS 109:

(i) Loan given (principal amount) is considered as overdue, from the date when the Group recalls and pending repayment from customer.

(ii) In case loan given (principal amount) is not recalled, these loans are considered as not due."

If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Leases

Group as a Lessee

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Group assess whether (i) the contract involves the use of an identified assets ; (ii) the Group has substantially all the economic benefits from use of the assets through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use assets (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 month or less (short term leases) and low value leases. For these short term and low value leases, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at inception, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

Lease liability has been included in borrowing and ROU asset has been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a Lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the term of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

"Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease."

Cash and cash equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits are considered an integral part of the Group's cash management. Outstanding bank overdrafts are not considered integral part of the Group's cash management.

Impairments of Non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset 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.

Retirement and other employee benefits

(i). Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(ii). Gratuity

"Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with The Payment of Gratuity Act, 1972. The same is payable at the time of separation from the group or retirement, whichever is earlier. The benefit vest after five years of continuous service.

The group's gratuity scheme is a defined benefit plan. The group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior period. Such benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit credit Method which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet."

(iii).Compensated absences

The employees of the Group are entitled to compensated absences as per the policy of the Group. The Group recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss.

(iv). Presentation

For the purpose of presentation of defined benefit plans and other long term employee benefits.

(v). Share based payments

Equity-settled share-based payments to employees that are granted are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the vesting conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of 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. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates. Contingent liabilities are recognised when there is possible obligation arising from past events.

Income Taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

(i). Current tax

"Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if the Group has a legally enforceable right to set off the recognised amounts, and it intends to realise the asset and settle the liability on a net basis or simultaneously."

(ii). Deferred tax

"Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation, supported by convincing evidence.

Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the standalone statement of profit and loss in the period of the change. The carrying amount and unrecognised deferred tax assets are reviewed at each Balance Sheet date.

Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to set-off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws."

Earning per share (basic and diluted)

The Group reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity shareholders for the period / year by the weighted average number of equity shares outstanding during the period / year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity shareholders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the period / year, except where the results are anti-dilutive.

Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable. The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Discontinued Operations

An operation is classified as discontinued operation if a component of the Company that either has been disposed of, or is classified as held for sale, and

(a). represents a separate major line of business or geographical area of operations;
(b). is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or

(c). is a subsidiary acquired exclusively with a view to resale.

An operation is considered as discontinued operation if the Company winds up the major line of business or has an intention to do so.

Further, if a disposal group to be abandoned meets the discontinued operation criteria, the cash flows and results of the disposal group are presented as discontinued operations at the date on which it ceases to be used.

Revenue is recognised to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

Expenses are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Assets that meet the criteria to be classified as held for sale to be measured at the lower of carrying amount and fair value less costs to sell, and depreciation on such assets to cease and assets that meet the criteria to be classified as held for sale to be presented separately in the balance sheet. Assets that does not meet the criteria to be classified as held for sale as such assets can be utilised for another business operation shall be recorded at the carrying value.

Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss. When an operation is classified as a discontinued operation, the comparative Statement of Profit and Loss is represented as if the operation had been discontinued from the start of the comparative period.

Segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the group's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

The new and amended standards that are notified and effective, up to the date of issuance of the Group's financial statements are disclosed below:

The amendments are applicable from annual periods beginning on or after April 1, 2020 for Ind AS 1, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 8, Ind AS 10, Ind AS 34, Ind AS 37. However, the amendments have no impact on the restated standalone statements hence not considered.

Critical accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the Group becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. Following are estimates and judgements that have significant impact on the carrying amount of assets and liabilities at each balance sheet:

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI (Solely Payments of Principal and Interest) and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the consolidated statement of profit and loss in the period in which they arise.

Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility.

"Some of the group's assets and liabilities are measured at fair value for financial reporting purposes. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:"

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at measurement date

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Group can access at measurement date

Effective Interest Rate (EIR) method

"The Group's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the financial instruments.

This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument."

Provisions and other contingent liabilities

"The Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the Group's business.

When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates."

Share based payments

Estimating fair value for share based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

Expected Credit loss

When determining whether the risk of default on a financial instruments has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the group's historical experience and credit assessment and including forward looking information.

Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Leases

Ind AS 116 defines a lease term as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Company consider all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term are included in the lease term, if it is reasonably certain that the lessee will exercise the option. The Company reassess the option when significant events or changes in circumstances occur that are within the control of the lessee. The Company considers all relevant facts and circumstances while determining discount rate for lease discounting purpose.

Restated IGAAP Consolidated Financial Information

Principles of Consolidation

The restated consolidated financial statements relate to the Group. The subsidiaries considered in the consolidated financial statements are summarised below:

Name of the Subsidiary	Country of Incorporation	% voting power held as at March 31,	
		2017	2016
Angel Financial Advisors Private Limited (AFAPL)	India	100	100
Angel Securities Limited (ASL)	India	100	100
Angel Commodities Broking Private Limited (ACBPL)	India	100	100
Mimansa Software Systems Private Limited (MSSPL)	India	100	100
Angel Fincap Private Limited (AFPL)	India	100	100
Angel Wellness Private Limited (AWPL)	India	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 separate financial statements.

Minority interest if any, includes equity capital, share of reserves and share of profit (loss) for the year.

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 or materialised. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

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).

(b). Revenue from mutual fund distribution, insurance, personal loan, depository income, IPO and cross sales operations has been accounted on an accrual basis and when there is a reasonable certainty of its ultimate collection.

(c). Delayed payment charges 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 Reserve Bank of India Prudential norms for Non-Banking Financial Companies Directions, 2015.

(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). In respect of other heads of income, the Group accounts the same on accrual basis.

(m). 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.

(n). Revenue excludes service tax or value added tax.

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)	
Property, plant and equipments	**March 31, 2017**	**March 31, 2016**
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
Gym Equipments	10	10
Furniture and Fixtures	10	10
Vehicles	8	8

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 with effect from 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 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.

The Company has used the following useful life (in years) and rates to amortise intangible assets.

Assets	Useful life (in years)	
Intangible assets	**March 31, 2017**	**March 31, 2016**
Computer software	Amortised over the period of 5 years of useful life	

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). 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.

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.

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 consolidated 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 consolidated statement of profit and loss.

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.

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.

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 or 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.

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.

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 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 consolidated statement of 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 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 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 three months 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 the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated expenses or income".

Dividends to Company's shareholders

The 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 of directors.

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.

Basis of preparation and presentation of our Restated Financial Information

Restated Ind-AS Consolidated Summary Statements

The restated consolidated summary statements of the Company comprise of the restated consolidated statement of assets and liabilities as at June 30, 2020, March 31, 2020, March 31, 2019 and March 31, 2018 (Proforma), the related restated consolidated summary statements of profit and loss (including other comprehensive income), restated consolidated summary statements of changes in equity and the restated consolidated summary statements of cash flows for the period ended June 30, 2020 and years ended March 31, 2020, March 31, 2019 and March 31, 2018 (Proforma), and the summary of significant accounting policies and explanatory notes. These financial statements have been prepared by the management for the purpose of preparation of the restated financial statements, prepared by the Company in terms of the requirements of:

(a). Section 26 of Part I of Chapter III of the Companies Act, 2013;
(b). The 2009 SEBI ICDR Regulations; and
(c). The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI) (the "**Guidance Note**").

The restated consolidated summary statements have been compiled from:

(i). audited consolidated financial statements of the Company as at and for the period ended June 30, 2020, which were prepared in accordance with principles of Indian Accounting Standard 34 'Interim Financial Reporting' ("**Ind AS 34**"), as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, and which have been approved by the Board of Directors at their meeting held on August 7, 2020;

(ii). audited Consolidated financial statements of the Company as at and for the year ended March 31, 2020, which were prepared in accordance with the Ind AS as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, and which have been approved by the Board of Directors at their meeting held on May 14, 2020;

(iii). audited consolidated financial statements of the Company as at and for the year ended March 31, 2019, which were prepared in accordance with Indian GAAP at the relevant time and which have been approved by the Board of Directors at their meeting held on May 22, 2019. The management of the Company has adjusted financial information for the year ended March 31, 2019 included in such Indian GAAP consolidated financial statements using recognition and measurement principles of Ind AS and has included such adjusted financial information as comparative financial information in the consolidated financial statements for the year ended March 31, 2020 ; and

(iv). audited consolidated financial statements of the Company as at and for the year ended March 31, 2018, which were prepared in accordance with Indian GAAP at the relevant time and which have been approved by the Board of Directors at their meeting held on May 11, 2018. The proforma consolidated summary statements for the year ended March 31, 2018 have been prepared by the management from the audited consolidated financial statements for the year ended March 31, 2018 prepared under Indian GAAP and have been adjusted as described in Note II of Annexure VII to the restated consolidated summary statements to make them compliant with recognition and measurement under Ind AS.

The proforma consolidated summary statements of the Company as at and for the year ended March 31, 2018, is prepared in accordance with the requirements of SEBI Circular no. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 and the Guidance Note. For the purpose of proforma financial statements for the year ended March 31, 2018 (Proforma) the Company has followed the same accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on transition date i.e. April 1, 2018. Accordingly, suitable restatement adjustments (both re-measurements and reclassifications) in the accounting heads are made to the proforma consolidated summary statements for the year ended March 31, 2018 following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions) consistent with that used at the date of transition to Ind AS (i.e. April 1, 2018).

The basis of preparation for specific items where exemptions has applied are as follows:

Property Plant & Equipment, Intangible assets and Investment Property: As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP as 'deemed cost' at April 1, 2017 for all the items of property, plant & equipment. For the purpose of proforma consolidated summary statements for the year ended March 31, 2018, the Company has provided the depreciation based on the estimated useful life of respective years and as the change in estimated useful life is considered as change in estimate, accordingly there is no impact of this roll back. Similar approach has been followed with respect to intangible assets and investment property.

The difference between equity balance computed under proforma consolidated summary statements for the year ending March 31, 2018 (i.e. equity under Indian GAAP adjusted for impact of Ind AS 101 items and after considering profit or loss for the year ended March 31, 2018, with adjusted impact due to Ind AS principles applied on proforma basis) and equity balance computed in opening Ind AS balance sheet as at transition date (i.e. April 1, 2018), prepared for filing under Companies Act, 2013. has been adjusted as a part of restated adjustments and carried forward to opening Ind AS balance sheet as at transition date already adopted for reporting under Companies Act, 2013.

The consolidated financial statements for the year ended March 31, 2020 are the first consolidated financial statements the Company has prepared in accordance with Ind AS. The transition to Ind AS has been carried out from accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, which is considered as the previous GAAP, for purposes of Ind AS 101. For detailed information on how the Company transitioned to Ind AS for the years ended March 31, 2019 and March 31, 2018, please see the section entitled "*Financial Statements*" on page 240.

In accordance with 2009 SEBI ICDR Regulations, the Company has availed exemption from presenting comparatives for the stub period as required under Ind AS 34.

The restated consolidated summary statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at period ended June 30, 2020.

The balance sheet, the statement of changes in equity, the statement of profit and loss and disclosures are presented in the format prescribed under Division III of Schedule III of the Companies Act, 2013 as amended, from time to time, that are required to comply with Ind AS. The statement of cash flows has been presented as per the requirements of Ind AS 7 'Statement of Cash Flows'.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit- plan liabilities and share based payments being measured at fair value.

Restated IGAAP Consolidated Financial Information

The restated consolidated statement of assets and liabilities of the Company as at March 31, 2017 and March 31, 2016 and the restated consolidated statement of profit and loss and the restated consolidated statement of cash flows, for the year ended March 31, 2017 and March 31, 2016 and other consolidated financial information have been complied by the management from the audited consolidated financial statements for the years ended March 31, 2017 and March 31, 2016 which are approved by the Board of Directors.

These consolidated financial statements have been 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 the 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.

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 accordance with the requirements of the 2009 SEBI ICDR Regulations read along with the SEBI circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016.

Revenues and Expenses

Our revenues and expenditures are reported in the following manner:

Revenue

Total Income: Total income comprises revenue from operations and other income.

Revenue from operations: Revenue from operations comprises interest income, namely interest income from lending activities, interest on margin trading facility, interest received on fixed deposits under lien with Stock Exchanges and delayed payment charges, fees and commission income, namely brokerage income, income from depository operations, portfolio management services fee, income from distribution activities, investment advisory services, net gains on fair value changes of investments in equity shares and mutual funds and income from other operating activities.

Other income: Other income primarily comprises interest on fixed deposits with banks, income from co-branding, dividend income, interest on security deposits measured at amortised cost, gain on cancellation of operating leases, and miscellaneous income.

Expenses

Expenses comprise fees and commission expense, employee benefit expenses, depreciation, amortisation and impairment, finance costs, impairment on financial instruments and other expenses.

Employee benefits expenses: Employee benefits expenses comprise salaries and wages, contribution to employees' provident and other funds, gratuity and compensated absences expenses, training and recruitment expenses, expenses relating to ESOP 2018 and staff welfare expenses.

Depreciation and amortization expenses: Depreciation and amortization expenses comprises depreciation on property, plant and equipment, depreciation on investment property, amortization of intangible assets and depreciation on right of use assets.

Finance costs: Finance costs primarily comprise interest on lease liabilities, bank guarantee and commission charges and other interest expenses.

Other expenses: Other expenses primarily comprise advertisement and publicity expenses, legal and professional fee, 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 derived from our restated consolidated statement of profit and loss for the period ended June 30, 2020 and the Financial Years 2020, 2019 and 2018, the components of which are also expressed as a percentage of total income for such periods:

(₹ in millions)

Particulars	For the period ended June 30, 2020		For the year ended March 31, 2020		For the year ended March 31, 2019		For the year ended March 31, 2018	
	Amount	**Percentage of Total Income (%)**	**Amount**	**Percentage of Total Income (%)**	**Amount**	**Percentage of Total Income (%)**	**Amount**	**Percentage of Total Income (%)**
REVENUE								
Revenue from Operations								
Interest Income	349.25	14.16	1,577.38	20.90	2,023.53	25.81	2,369.15	30.37
Fees and commission income	2,031.60	82.39	5,644.00	74.78	5,555.56	70.85	5,265.84	67.51
Net gain on fair value changes	3.39	0.14	24.86	0.33	0.69	0.01	7.81	0.10
Total Revenue from Operations	**2,384.24**	**96.69**	**7,246.24**	**96.01**	**7,579.78**	**96.67**	**7,642.80**	**97.99**
Other Income	**81.71**	**3.31**	**300.90**	**3.99**	**261.35**	**3.33**	**157.11**	**2.01**
Total Income	**2,465.95**	**100.00**	**7,547.14**	**100.00**	**7,841.13**	**100.00**	**7,799.91**	**100.00**
EXPENSES								
Finance costs	81.79	3.32	488.59	6.47	684.46	8.73	945.66	12.12
Fees and commission expense	764.94	31.02	2,304.40	30.53	2,419.55	30.86	2,464.03	31.59
Impairment on financial instruments	189.77	7.70	377.10	5.00	151.52	1.93	97.11	1.25
Employee benefits expenses	373.10	15.13	1,598.03	21.17	1,591.68	20.30	1,219.71	15.64
Depreciation, amortization and impairment	49.67	2.01	209.17	2.77	189.09	2.41	190.53	2.44
Other expenses	360.39	14.61	1,382.18	18.31	1,522.91	19.42	1,282.54	16.44
Total Expenses	**1,819.66**	**73.79**	**6,359.47**	**84.26**	**6,559.21**	**83.65**	**6,199.58**	**79.48**
Profit before tax from continuing operations	**646.29**	**26.21**	**1,187.67**	**15.74**	**1,281.92**	**16.35**	**1,600.33**	**20.52**
TAX EXPENSE								
Current tax	165.80	6.72	297.31	3.94	458.25	5.84	549.75	7.05
Deferred Tax	(2.10)	(0.09)	24.55	0.33	(14.38)	(0.18)	(35.93)	(0.46)
Taxes for earlier years	-	-	(2.08)	(0.03)	4.03	0.05	(11.37)	(0.15)
Total Income tax expense	**163.70**	**6.64**	**319.78**	**4.24**	**447.90**	**5.71**	**502.45**	**6.44**
Profit for the period / year from continuing operations	**482.59**	**19.57**	**867.89**	**11.50**	**834.02**	**10.64**	**1,097.88**	**14.08**

Particulars	For the period ended June 30, 2020		For the year ended March 31, 2020		For the year ended March 31, 2019		For the year ended March 31, 2018	
	Amount	Percentage of Total Income (%)	Amount	Percentage of Total Income (%)	Amount	Percentage of Total Income (%)	Amount	Percentage of Total Income (%)
Loss before tax from discontinued operations (before tax)	(8.17)	(0.33)	(39.21)	(0.52)	(37.66)	(0.48)	(25.19)	(0.32)
Tax expense on discontinued operations	1.42	0.06	5.22	0.07	(1.99)	(0.03)	1.84	0.02
Loss after tax from discontinued operations	**(9.59)**	**(0.39)**	**(44.43)**	**(0.59)**	**(35.67)**	**(0.45)**	**(27.03)**	**(0.35)**
Profit for the period / year	**473.00**	**19.18**	**823.46**	**10.91**	**798.35**	**10.18**	**1,070.85**	**13.73**
Other Comprehensive Income for the period / year	**(4.48)**	**(0.18)**	**(9.61)**	**(0.13)**	**(2.55)**	**(0.03)**	**2.27**	**0.03**
Total Comprehensive Income for the period / year	**468.52**	**19.00**	**813.85**	**10.78**	**795.80**	**10.15**	**1,073.12**	**13.76**

Note: The Restated Consolidated Financial Information for the period ended June 30, 2020 has not been annualized and accordingly, such financial information is not comparable to the Restated Consolidated Financial Information for any Financial Year.

Period ended June 30, 2020

Total Income

Our total income for the period ended June 30, 2020 was ₹ 2,465.95 million. Of this brokerage income was ₹ 1,780.68 million. During the period ended June 30, 2020, we added 346,695 new clients to our client roster which led to 6.34% sequential growth in our ADTO.

Revenue from operations

Our total revenue from operations for the period ended June 30, 2020 was ₹ 2,384.24 million. Brokerage accounted for 74.69% of our total revenue from operations, followed by 9.49%, 6.79%, 5.16%, 0.87% and 3.00% from client funding (the aggregate of the interest on margin trading fund, interest income from lending activities and interest on delayed payment by customers), income from depository operations, interest on fixed deposits under lien with stock exchanges, income from distribution activity and others, respectively.

Other income

Our other income for the period ended June 30, 2020 was ₹ 81.71 million, which consisted of ₹ 45.91 million of interest on deposits with banks, and accounted for 3.31% of our total income.

Expenses

Total Expenses

Our total expenses for the period ended June 30, 2020 was ₹ 1,819.66 million.

Employee benefits expenses

Our employee benefits expenses for the period ended June 30, 2020 was ₹ 373.10 million, accounting for 15.13% of our total income.

Depreciation, amortization and impairment

Our depreciation, amortization and impairment for the period ended June 30, 2020 was ₹ 49.67 million, accounting for 2.01% of our total income.

Finance costs

Our finance costs for the period ended June 30, 2020 was ₹ 81.79 million, accounting for 3.32% of our total income.

Fees and commission expense

Our fees and commission expense for the period ended June 30, 2020 was ₹ 764.94 million, accounting for 31.02% of our total income. This was due to growth in our ADTO during the period.

Impairment on financial instruments

Impairment on financial instruments for the period ended June 30, 2020 was ₹ 189.77 million. On April 20, 2020, crude oil futures traded at a negative price as oil traders avoided taking physical delivery of actual crude oil and squared-off their contracts before the expiry date i.e. April 21, 2020. Due to this market fluctuation in international markets, MCX faced an unprecedented situation in terms of determining the due date rate/ settlement price. For further details, please see the section entitled "*Industry Overview*" on page 118. In view of above, we have created a 100% provisioning of debit balances of clients to the extent of ₹ 127.90 million during the period ended June 30, 2020.

Other expenses

Our other expenses for the period ended June 30, 2020 was ₹ 360.39 million.

Total Income tax expense

Our total income tax expense for the period ended June 30, 2020 was ₹ 163.70 million.

Profit for the period from continuing operations

Our profit for the period from continuing operations for the period ended June 30, 2020 was ₹ 482.59 million.

Profit for the period

Our profit for the period ended June 30, 2020 was ₹ 473.00 million.

Financial Year 2020 compared to Financial Year 2019

Revenue and Expenses

(₹ in millions)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from operations		
Interest on margin trading fund	1,105.06	1,479.56
Interest Income from lending Activities	86.43	137.03
Interest on fixed deposits under lien with stock exchanges	325.24	327.14
Interest on delayed payment by customers	60.65	79.80
Brokerage	5,039.06	5,014.12
Income from depository operations	345.40	325.12
Portfolio management services fees	2.16	6.21

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Income from distribution activity	99.78	116.33
Investment advisory services	39.67	33.95
Other operating Income	117.93	59.83
Net gain on fair value changes	24.86	0.69
Total Revenue from operations (I)	**7,246.24**	**7,579.78**
Other Income (II)	300.90	261.35
Total Income (I + II=III)	**7,547.14**	**7,841.13**
Expenses		
Finance costs	488.59	684.46
Fees and commission expense	2,304.40	2,419.55
Impairment on financial instruments	377.10	151.52
Employee benefits expenses	1,598.03	1,591.68
Depreciation, amortization and impairment	209.17	189.09
Other expenses	1,382.18	1,522.91
Total Expenses (IV)	**6,359.47**	**6,559.21**
Profit before tax from continuing operations (III-IV=V)	**1,187.67**	**1,281.92**
Tax Expense:		
Current Tax	297.31	458.25
Deferred Tax	24.55	(14.38)
Taxes for earlier years	(2.08)	4.03
Total Income tax expense (VI)	**319.78**	**447.90**
Profit for the year from continuing operations (V-VI=VII)	867.89	834.02
Loss before tax from discontinued operations (before tax) (VIII)	(39.21)	(37.66)
Tax expense on discontinued operations (IX)	5.22	(1.99)
Loss after tax from discontinued operations (VIII – IX = X)	**(44.43)**	**(35.67)**
Profit for the year (VII + X=XI)	**823.46**	**798.35**
Other Comprehensive Income for the year (XII)	**(9.61)**	**(2.55)**
Total Comprehensive Income for the year (XI + XII)	**813.85**	**795.80**

Total Income

Our total income decreased by 3.75% from ₹ 7,841.13 million in Financial Year 2019 to ₹ 7,547.14 million in Financial Year 2020, due to decrease in: (i) interest on margin trading fund; (ii) interest income from lending activities; (iii) interest on fixed deposits under lien with stock exchanges; (iv) interest on delayed payment by customers; (v) fee income from portfolio management services; and (vi) income from distribution activity, which was partially offset by increase in: (i) brokerage income; (ii) income from depository operations; (iii) investment advisory services; (iv) other operating income; and (v) net gain on fair value changes.

Revenue from operations

(i). Interest on margin trading fund

Decline in our interest on margin trading fund is largely due to lower lending book on account of weak market conditions and macro-economic environment. In line with this trend, interest income from margin trading fund decreased by 25.31% from ₹ 1,479.56 million in Financial Year 2019 to ₹ 1,105.07 million in Financial Year 2020.

(ii). Interest Income from lending Activities

Our average lending book reduced from ₹ 924.62 million in Financial Year 2019 to ₹ 581.47 million in Financial Year 2020, registering a decline by 37.11%. We believe, the reason for this decline is largely linked to market conditions and macro-economic environment. In line with this trend, interest income from lending activities decreased by 36.93% from ₹ 137.03 million in Financial Year 2019 to ₹ 86.43 million in Financial Year 2020.

(iii). Interest on fixed deposits under lien with stock exchanges

Our interest on fixed deposits under lien with stock exchanges decreased by 0.58% from ₹ 327.14 million in Financial Year 2019 to ₹ 325.24 million in Financial Year 2020. This decrease was primarily due to lower yield on account of changes in repo rates. With increase in ADTO, we changed the composition of the collaterals placed with exchange towards various margins requirement.

(iv). Interest on delayed payment by customers

Our interest on delayed payment by customers decreased by 24.00% from ₹ 79.80 million in Financial Year 2019 to ₹ 60.65 million in Financial Year 2020. This decrease was primarily due to lower book size.

(v). Brokerage Income

Our brokerage income marginally increased by 0.50% from ₹ 5,014.12 million in Financial Year 2019 to ₹ 5,039.06 million in Financial Year 2020. Placid market conditions and introduction of flat pricing structure impacted our revenue growth. However, this was offset by 40.47% increase in our client base from 1.29 million at the end of Financial Year 2019 to 1.82 million at the end of Financial Year 2020.

(vi). Income from depository operations

Our income from depository operations increased by 6.24% from ₹ 325.12 million in Financial Year 2019 to ₹ 345.40 million in Financial Year 2020. Increase in income from depository operations was on account of increase in transactions during the Financial Year.

(vii). Fee income from portfolio management services

Our fee income from portfolio management services fees decreased by 65.22% from ₹ 6.21 million in Financial Year 2019 to ₹ 2.16 million in Financial Year 2020. This decrease was primarily due to weak market conditions.

(viii). Income from distribution activity

Our income from distribution activity decreased by 14.23% from ₹ 116.33 million in Financial Year 2019 to ₹ 99.78 million in Financial Year 2020. This decrease was primarily due to decrease in commissions from distribution of third party products.

(ix). Investment advisory services

Our income from investment advisory services increased by 16.85% from ₹ 33.95 million in Financial Year 2019 to ₹ 39.67 million in Financial Year 2020. This increase was primarily due to a rise in our client base and more clients opting to take up our Angel Platinum services.

(x). Other operating income

Our other operating income increased by 97.11% from ₹ 59.83 million in Financial Year 2019 to ₹ 117.93 million in Financial Year 2020. This is primarily due to increase in transactions during the Financial Year.

(xi). Net gain on fair value changes

Our net gain on fair value changes increased from ₹ 0.69 million in Financial Year 2019 to ₹ 24.86 million in Financial Year 2020. This increase was primarily due to gain in short term investments during the Financial Year.

Other income

Our other income increased by 15.13% from ₹ 261.35 million in Financial Year 2019 to ₹ 300.90 million in Financial Year 2020 primarily due to higher interest income on deposits from bank on account of higher investments.

Total Expenses

Our total expenses decreased by 3.05% from ₹ 6,559.21 million in Financial Year 2019 to ₹ 6,359.47 million in Financial Year 2020 primarily due to decrease in finance costs, fees and commission expense, advertisement, software expenses, and other miscellaneous expenses incurred by us. Further, during Financial Year 2020, we gradually reduced our branch count and corresponding employee strength for sales as we focused more on our digital offerings.

(i). Employee benefits expenses

Our employee benefits expenses increased marginally by 0.40% from ₹ 1,591.68 million in Financial Year 2019 to ₹ 1,598.03 million in Financial Year 2020. Whilst our headcount has reduced, we have recruited human capital relevant to our changing business model.

(ii). Depreciation, amortization and impairment

Our depreciation, amortization and impairment increased by 10.62% from ₹ 189.09 million in Financial Year 2019 to ₹ 209.17 million in Financial Year 2020, primarily due to increase in investment in property, plant and equipment.

(iii). Finance costs

Our finance costs decreased by 28.62% from ₹ 684.46 million in Financial Year 2019 to ₹ 488.59 million in Financial Year 2020 primarily due to lower client funding book.

(iv). Fees and commission expense

Our fees and commission expense decreased by 4.76% from ₹ 2,419.55 million in Financial Year 2019 to ₹ 2,304.40 million in Financial Year 2020. This decrease was primarily due to due to change in revenue mix with increasing share by direct clients.

(v). Impairment on financial instruments

Our impairment on financial instruments increased by 148.88% from ₹ 151.52 million in Financial Year 2019 to ₹ 377.10 million in Financial Year 2020 primarily due to bad debt write off.

(vi). Other expenses

Our other expenses decreased by 9.24% from ₹ 1,522.91 million in Financial Year 2019 to ₹ 1,382.18 million in Financial Year 2020 primarily due to rationalisation in advertisement, other administrative expense and miscellaneous expenses. During Financial Year 2020, we recalibrated our marketing strategy and focused on using more of digital medium as compared to traditional media, such as print and electronic media. This led to a decrease of 20.31% in our advertising costs in Financial Year 2020 in comparison to Financial Year 2019.

Total Income tax expense

Our total income tax expense decreased by 28.60% from ₹ 447.90 million in Financial Year 2019 to ₹ 319.78 million in Financial Year 2020, primarily due to a lower profit before tax and tax rate changes.

Profit for the year from continuing operations

Our profit for the year from continuing operations increased by 4.06% from ₹ 834.02 million in Financial Year 2019 to ₹ 867.89 million in Financial Year 2020.

Profit for the year

Our profit for the year increased by 3.15% from ₹ 798.35 million in Financial Year 2019 to ₹ 823.46 million in Financial Year 2020.

Financial Year 2019 compared to Financial Year 2018

Revenue and Expenses

(₹ in millions)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue from operations		
Interest on margin trading fund	1,479.56	1,798.64
Interest Income from lending Activities	137.03	171.88
Interest on fixed deposits under lien with stock exchanges	327.14	330.31
Interest on delayed payment by customers	79.80	68.32
Brokerage	5,014.12	4,784.59
Income from depository operations	325.12	306.07
Portfolio management services fees	6.21	9.23
Income from distribution activity	116.33	125.08
Investment advisory services	33.95	-
Other operating Income	59.83	40.87
Net gain on fair value changes	0.69	7.81
Total Revenue from operations (I)	**7,579.78**	**7,642.80**
Other Income (II)	261.35	157.11
Total Income (I + II=III)	**7,841.13**	**7,799.91**
Expenses		
Finance costs	684.46	945.66
Fees and commission expense	2,419.55	2,464.03
Impairment on financial instruments	151.52	97.11
Employee benefits expenses	1,591.68	1,219.71
Depreciation, amortization and impairment	189.09	190.53
Other expenses	1,522.91	1,282.54
Total Expenses (IV)	**6,559.21**	**6,199.58**
Profit before tax from continuing operations (III-IV=V)	**1,281.92**	**1,600.33**
Tax Expense:		
Current Tax	458.25	549.75
Deferred Tax	(14.38)	(35.93)
Taxes for earlier years	4.03	(11.37)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Total Income tax expense (VI)	**447.90**	**502.45**
Profit for the year from continuing operations (V-VI=VII)	**834.02**	**1,097.88**
Loss before tax from discontinued operations (before tax) (VIII)	(37.66)	(25.19)
Tax expense on discontinued operations (IX)	(1.99)	1.84
Loss after tax from discontinued operations (VIII – IX = X)	**(35.67)**	**(27.03)**
Profit for the year (VII + X=XI)	**798.35**	**1,070.85**
Other Comprehensive Income for the year (XII)	**(2.55)**	**2.27**
Total Comprehensive Income for the year (XI + XII)	**795.80**	**1,073.12**

Total Income

Our total income increased by 0.53% from ₹ 7,799.91 million in Financial Year 2018 to ₹ 7,841.13 million in Financial Year 2019, due to .increase in: (i) income on delayed payment by customers; (ii) brokerage income; (iii) income from depository operations; (iv) income from investment advisory services; and (v) income from other operating income, partially offset by the decrease in: (i) interest on margin trading fund; (ii) interest income from lending activities; (iii) interest on fixed deposits under lien with stock exchanges; (iv) fee income from portfolio management services; (v) income from distribution activity; and (vi) net gain on fair value changes.

Revenue from operations

(i). *Interest on margin trading fund*

Our interest on margin trading fund decreased by 17.74% from ₹ 1,798.64 million in Financial Year 2018 to ₹ 1,479.56 million in Financial Year 2019. This decrease was primarily due to decrease in lending book.

(ii). *Interest Income from lending Activities*

Our interest income from lending activities decreased by 20.28% from ₹ 171.88 million in Financial Year 2018 to ₹ 137.03 million in Financial Year 2019. This decrease was primarily due to decrease in lending book.

(iii). *Interest on fixed deposits under lien with stock exchanges*

Our interest on fixed deposits under lien with stock exchanges decreased marginally by 0.96% from ₹ 330.31 million in Financial Year 2018 to ₹ 327.14 million in Financial Year 2019. This decrease was primarily due to lower yield on account of changes in repo rates. With increase in ADTO, we changed the composition of the collaterals placed with exchange towards various margins requirement.

(iv). *Interest on delayed payment by customers*

Our interest on delayed payment by customers increased by 16.80% from ₹ 68.32 million in Financial Year 2018 to ₹ 79.80 million in Financial Year 2019. This increase was primarily due to an increase in client funding book.

(v). *Brokerage Income*

Our brokerage income increased by 4.80% from ₹ 4,784.59 million in Financial Year 2018 to ₹ 5,014.12 million in Financial Year 2019. This increase was primarily due to an increase in our ADTO by 36.54% from ₹ 123,103 million in Financial Year 2018 to ₹ 168,087 million in Financial Year 2019, driven by 39.94% increase in our derivatives volume and 27.33% increase in our cash volumes, partially offset by a 25.93% reduction in our cash delivery ADTO.

(vi). *Income from depository operations*

Our income from depository operations increased by 6.22% from ₹ 306.07 million in Financial Year 2018 to ₹ 325.12 million in Financial Year 2019. Increase in income from depository operations was on account of increase in transactions during the Financial Year.

(vii). *Fee income from portfolio management services*

Our fee income from portfolio management services decreased by 32.72% from ₹ 9.23 million in Financial Year 2018 to ₹ 6.21 million in Financial Year 2019. This decrease was primarily due to weak market conditions.

(viii). *Income from distribution activity*

Our income from distribution activity decreased by 7.00% from ₹ 125.08 million in Financial Year 2018 to ₹ 116.33 million in Financial Year 2019. This decrease was primarily due to decrease in commissions from distribution of third party products.

(ix). *Investment advisory services*

Our income from Investment advisory services increased from ₹ nil in Financial Year 2018 to ₹ 33.95 million in Financial Year 2019.

(x). *Other operating income*

Our other operating income increased by 46.39% from ₹ 40.87 million in Financial Year 2018 to ₹ 59.83 million in Financial Year 2019. This is primarily due to increase in transactions during the Financial Year.

(xi). *Net gain on fair value changes*

Our net gain on fair value changes decreased by 91.17% from ₹ 7.81 million in Financial Year 2018 to ₹ 0.69 million in Financial Year 2019. This decrease was primarily due to lower gain on short term investments during the Financial Year.

Other income

Our other income increased by 66.35% from ₹ 157.11 million in Financial Year 2018 to ₹ 261.35 million in Financial Year 2019 primarily due to receipt of interest on fixed deposits with banks, recovery of bad debts and miscellaneous income.

Total Expenses

(i). *Employee benefits expenses*

Our employee benefits expenses increased by 30.50% from ₹ 1,219.71 million in Financial Year 2018 to ₹ 1,591.68 million in Financial Year 2019 primarily due to an increase in sales and support staff to accelerate our client acquisition and correspondingly our market share in demat accounts. During the Financial Year 2019, as we were transforming to become a digital player, we acquired talent skilled with domain knowledge.

(ii). *Depreciation, amortization and impairment*

Our depreciation, amortization and impairment marginally decreased by 0.76% from ₹ 190.53 million in Financial Year 2018 to ₹ 189.09 million in Financial Year 2019 primarily due to decrease in depreciation on property, plant and equipment.

(iii). *Finance costs*

Our finance costs decreased by 27.62% from ₹ 945.66 million in Financial Year 2018 to ₹ 684.46 million in Financial Year 2019 primarily due to lower client funding book.

(iv). *Fees and commission expense*

Our fees and commission expense decreased by 1.81% from ₹ 2,464.03 million in Financial Year 2018 to ₹ 2,419.55 million in Financial Year 2019 primarily due to change in revenue mix with increasing share by direct clients.

(v). *Impairment on financial instruments*

Our impairment on financial instruments increased by 56.03% from ₹ 97.11 million in Financial Year 2018 to ₹ 151.52 million in Financial Year 2019 primarily due to bad debts write off.

(vi). *Other expenses*

Our other expenses increased by 18.74% from ₹ 1,282.54 million in Financial Year 2018 to ₹ 1,522.91 million in Financial Year 2019 primarily expenses on advertisement, software expenses, and miscellaneous expenses.

Total Income tax expense

Our total income tax expense decreased by 10.86% from ₹ 502.45 million in Financial Year 2018 to ₹ 447.90 million in Financial Year 2019 primarily due to lower profit before tax.

Profit for the year from continuing operations

Our profit for the year from continuing operations decreased by 24.03% from ₹ 1,097.88 million in Financial Year 2018 to ₹ 834.02 million in Financial Year 2019.

Profit for the year

Our profit for the year decreased by 25.45% from ₹ 1,070.85 million in Financial Year 2018 to ₹ 798.35 million in Financial Year 2019.

Financial Position

The following table sets forth, at the dates indicated, our summary balance sheet:

(In ₹ million)

Particulars	**As at 30 June 2020**	**As at 31 March 2020**	**As at 31 March 2019**	**As at 31 March 2018**
ASSETS				
Financial Assets				
(a) Cash and cash equivalents	5,156.28	6,132.36	4,469.62	1,230.34
(b) Bank Balance other than cash and cash equivalent	14,454.66	8,003.23	5,390.09	8,216.74
(c) Trade Receivables	562.78	390.27	2,146.44	1,568.15
(d) Loans	8,144.07	2,805.78	7,616.86	10,924.38
(e) Investments	23.64	352.65	149.10	65.02
(f) Other financial assets	139.49	2,705.83	681.93	289.93
Non-financial Assets				
(a) Inventories	-	0.45	0.45	0.56
(b) Tax assets (Net)	10.73	49.18	51.73	15.27
(c) Deferred tax assets (Net)	51.08	48.89	75.69	61.15
(d) Investment Property	33.30	1.28	1.31	1.33
(e) Property, Plant and Equipment	1,024.53	1,038.77	1,062.87	1,065.11
(f) Intangible assets under development	23.38	20.88	5.69	-
(g) Intangible assets	43.51	47.41	67.08	91.60
(h) Right of use assets	93.81	153.16	208.46	121.23
(i) Other non-financial assets	195.50	151.63	157.94	135.88
Total Assets	**29,956.76**	**21,901.77**	**22,085.26**	**23,786.69**
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
(a)Trade Payables				

Particulars	As at 30 June 2020	As at 31 March 2020	As at 31 March 2019	As at 31 March 2018
o Total outstanding dues of micro enterprises and small enterprises	-	-	-	-
o Total outstanding dues of creditors other than micro enterprises and small enterprises	15,036.78	9,394.93	6,377.60	6,146.57
(b) Borrowings	6,580.06	4,908.79	8,718.18	11,374.28
(c) Other financial liabilities	1,341.52	1,304.65	1,358.20	1,242.43
Non-Financial Liabilities				
(a) Tax liabilities (Net)	58.87	0.45	2.65	2.12
(b) Provisions	79.29	67.08	52.34	44.01
(c) Other non-financial liabilities	469.44	311.68	261.94	241.54
EQUITY				
(a) Equity Share capital	719.95	719.95	719.95	719.95
(b) Other Equity	5,670.85	5,194.24	4,594.40	4,015.79
Total Liabilities and Equity	**29,956.76**	**21,901.77**	**22,085.26**	**23,786.69**

Period ended June 30, 2020

Our total assets was ₹ 29,956.76 million as at June 30, 2020. Our total liabilities was ₹ 23,565.96 million as at June 30, 2020, consisting of ₹ 15,036.78 million worth of trade payables. These are the funds deposited by our customers in anticipation of their future trades and investments. Our networth as at June 30,2020 was ₹ 6,390.80 million.

Financial Year 2020 compared to Financial Year 2019

Our total assets decreased by 0.83% from ₹ 22,085.26 million as at March 31, 2019 to ₹ 21,901.77 million as at March 31, 2020. This decrease was primarily due to a decrease in trade receivables and Loans. The decrease in loans was on account of decrease in client lending book from ₹ 7,561.87 million as at March 31, 2019 to ₹ 2,787.79 million as at March 31, 2020. This sharp decline in our lending book occurred in the last 15 days of March 2020 when the impact of COVID-19 became more pronounced and the country experienced a lockdown.

Our total liabilities decreased by 4.67% from ₹ 16,770.91 million as at March 31, 2019 to ₹ 15,987.58 million as at March 31, 2020. This decrease was primarily due decrease in borrowings in line with decline in our margin trading facility.

Financial Year 2019 compared to Financial Year 2018

Our total assets decreased by 7.15% from ₹ 23,786.69 million as at March 31, 2018 to ₹ 22,085.26 million as at March 31, 2019. This was primarily due to in decrease in loans, on account of decline in margin trading facility from ₹ 10,836.29 million as at March 31, 2018 to ₹ 7,561.87 million as at March 31, 2019.

Our total liabilities decreased by 11.97% from ₹ 19,050.95 million as at March 31, 2018 to ₹ 16,770.91 million as at March 31, 2019. This decrease was primarily due decrease in borrowings in line with decline in our margin trading facility.

Liquidity and Capital Resources

The following table sets forth, for the periods indicated, a summary of cash flows:

Cash Flows

(in ₹ million)

Particulars	For the period ended June 30, 2020	For the Financial Year ended 2020	For the Financial Year ended 2019	For the Financial Year ended 2018
Net cash generated from / (used in) operating activities	(2,900.23)	6,432.97	7,087.60	(2,970.00)
Net cash (used in) / generated from investing activities	277.07	(281.32)	(193.62)	414.32
Net cash (used in) / generated from financing activities	1,647.07	(4,488.90)	(3,654.70)	2,324.68

Net cash generated from / (used in) operating activities

Period ended June 30, 2020

Net cash used in operating activities was ₹ 2,900.23 million for the period ended June 30, 2020.

Financial Year 2020 compared to Financial Year 2019

Net cash generated from operating activities decreased by 9.24% from ₹ 7,087.60 million in Financial Year 2019 to ₹ 6,432.97 million in Financial Year 2020. This change was primarily due to increase in other financial assets mainly in balances maintained for exchange obligations, which was offset by corresponding decrease in trade receivables, margin trading facility and higher trade payables.

Financial Year 2019 compared to Financial Year 2018

Net cash generated from operating activities increased by 338.64% from ₹ (2,970.00) million in Financial Year 2018 to ₹ 7,087.60 million in Financial Year 2019. This increase in net cash used in operating activities was primarily due to increase in loans (client funding).

Net cash (used in) / generated from investing activities

Period ended June 30, 2020

Net cash generated from investing activities was ₹ 277.07 million for the period ended June 30, 2020.

Financial Year 2020 compared to Financial Year 2019

Net cash used in investing activities increased by 45.29% from ₹ 193.62 million in Financial Year 2019 to ₹ 281.32 million in Financial Year 2020. This decrease in net cash generated from investing activities was primarily due to outflow on account of investment in mutual funds.

Financial Year 2019 compared to Financial Year 2018

Net cash generated from investing activities decreased by 146.73% from ₹ 414.32 million in Financial Year 2018 to ₹ (193.62) million in Financial Year 2019. This increase in net cash used in investing activities was primarily due to investments in bonds and mutual funds and investment in plant, property and equipment.

Net cash (used in) / generated from financing activities

Period ended June 30, 2020

Net cash used in financing activities was ₹ 1,647.07 million for the period ended June 30, 2020. This was on account of repayments of working capital facilities to the banks.

Financial Year 2020 compared to Financial Year 2019

Net cash used in financing activities increased by 22.83% from ₹ 3,654.70 million in Financial Year 2019 to ₹ 4,488.90 million in Financial Year 2020. This decrease in net cash generated from financing activities was primarily due to repayment of bank borrowings.

Financial Year 2019 compared to Financial Year 2018

Net cash generated from financing activities decreased by over 257.21% from ₹ 2,324.68 million in Financial Year 2018 to ₹ (3,654.70) million in Financial Year 2019. This decrease in net cash generated from financing activities was primarily due to repayment of bank borrowings.

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 Ind AS 37):

(in ₹ million)

Particulars	As at June 30, 2020	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Guarantees:				
Bank guarantees with Exchanges as Margin / Government Authorities	2,276.50	2,401.50	3,252.70	1,972.50
Others:				
Claims against the group not acknowledged at debts	49.10	48.65	47.24	58.88
Disputed Income Tax Demands not provided for	263.43	263.43	263.72	104.66
TOTAL	**2,589.03**	**2,713.58**	**3,563.66**	**2,136.04**

Borrowings

As at June 30, 2020, we have borrowings amounting to ₹ 6,580.06 million.

Our short term borrowings primarily comprise of overdraft facilities and working capital loans repayable on demand from banks. Short term borrowings are being used to meet the working capital requirements of the company.

Material Contractual Obligations

As at June 30, 2020, 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 as set out in the table below (disclosed as per Ind AS 37):

(in ₹ million)

Particulars	As at June 30, 2020
Guarantees	
(i). Bank guarantees with exchanges as margin / government authorities	2,276.50
Others	
(i). Claims against the group not acknowledged as debts	49.10
(ii). Disputed income tax demands not provided for	263.43
(iii). Capital commitment for purchase of property, plant and equipments and intangible assets	4.31
Total	**2,593.34**

Off-Balance Sheet Arrangements

As of the date of this 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 486 and the uncertainties described in the section entitled "*Risk Factors*" on page 19.

Unusual or Infrequent Events or Transactions

To our knowledge, except as disclosed below and in this Prospectus, there are no events or transactions relating to us which, in our judgment, would be considered unusual or infrequent:

(i). The statutory dues outstanding for a period of more than six months as at March 31, 2020 in relation to the stamp duty on the transfer of shares is ₹ 56.16 million; and

(ii). in order to curtail the rapid spread of COVID-19, the Government of India announced a series of lockdowns from time to time, however certain essential services, including the ones involved in capital market operations, were exempt from the purview of the aforesaid lockdowns. Our Company, being a part of the capital market operations, did not experience any disruption in its business activities due to the lockdowns. However, in compliance with the various directives issued by the Government of India, appropriate measures were taken to equip a majority of our employees to work from home and less than 10% of our employees worked on-site on extremely critical processes, which required on-site presence.

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 20.

Significant Developments after June 30, 2020

According to our management, other than as disclosed in this Prospectus, there has not arisen any circumstances since June 30, 2020 which materially and adversely or are likely to affect our financial condition or results of operations:

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, was effective until March 31, 2020. The Board, at its meeting held on August 7, 2020, decided that since the gymnasium operations has been shut down permanently with effect from June 30, 2020, the SPA stands terminated.

STATEMENT OF CAPITALISATION

Restated Ind AS Standalone Statement of Capitalisation

(₹ in million)

Particulars#	As at June 30, 2020	
	Pre- Offer	As adjusted for Offer*
Debt	6,711.87	6,711.87
Total debt (A)	**6,711.87**	**6,711.87**
Shareholders Funds:		
Equity share capital	719.95	817.99
Reserves and Surplus	5,354.45	8,256.41
Total Shareholders funds (B)	**6,074.40**	**9,074.40**
Total Debt/ Equity Ratio (A/B)	**1.10**	**0.74**

^ The above has been derived from the Restated Ind AS Standalone Financial Information of the Company.
** As adjusted for the offer column reflects changes in Total Equity only on account of proceeds from the fresh issue of ₹3,000.00 million, out of which ₹98.04 million has been adjusted towards Equity share capital and ₹ 2,901.96 million has been adjusted towards Other Equity. Further, the Other Equity amount has not been adjusted for share issue expenses on account of the offer.*
 # Debt, Shareholders Funds and Reserves and Surplus referred to in the above table are referred as Borrowings, Total Equity and Other Equity, respectively, in the Restated Ind AS Standalone Financial Information.

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Restated Ind AS Consolidated Statement of Capitalisation

(₹ in million)

Particulars#	As at June 30, 2020	
	Pre- Offer^	As adjusted for Offer*
Debt	6,580.06	6,580.06
Total Debt (A)	**6,580.06**	**6,580.06**
Shareholders Funds:		
Equity share capital	719.95	817.99
Reserves and Surplus	5,670.85	8,572.81
Total Shareholders funds (B)	**6,390.80**	**9,390.80**
Total Debt/ Equity Ratio (A/B)	**1.03**	**0.70**

^ The above has been derived from the Restated Ind AS Consolidated Financial Information of the Company.
** As adjusted for the offer column reflects changes in Total Equity only on account of proceeds from the fresh issue of ₹3,000.00 million, out of which ₹98.04 million has been adjusted towards Equity share capital and ₹ 2,901.96 million has been adjusted towards Other Equity. Further, the Other Equity amount has not been adjusted for share issue expenses on account of the offer.*
 # Debt, Shareholders Funds and Reserves and Surplus referred to in the above table are referred as Borrowings, Total Equity and Other Equity, respectively, in the Restated Ind AS Consolidated Financial Information.

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 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 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 total comprehensive income as restated of our Company as per the Restated Consolidated Financial Information of our Company for the Financial Year ended March 31, 2020, was ₹ 813.85 million. Our Board, at its meeting held on August 7, 2020, has considered and adopted a policy of materiality for identification of material litigation. In accordance with the 2009 SEBI ICDR Regulations, the Companies Act, 2013 and the rules framed thereunder, as amended and the Companies Act 1956 and the rules framed thereunder, as applicable 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 total comprehensive income as restated, of our Company, as per the Restated Consolidated Financial Information for the Financial Year ended March 31, 2020, 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.

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 ₹ 8.14 million (being, 1.00% or more of the total comprehensive income as restated as per the Restated Consolidated Financial Information for the Financial Year ended March 31, 2020), (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 period ended June 30, 2020 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 ₹ 751.84 million (being approximately equal to or in excess of 5.00% of total dues owed by our Company to creditors as at June 30, 2020).

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. Thereafter, on January 19, 2019, the Magistrate issued a process against the Accused, which was challenged by the Accused before the Court of Sessions, Greater Bombay (the "**Court**"), by way of a criminal revision application. However, the criminal revision application was rejected by the Court by way of its order dated December 2, 2019. 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. Thereafter, the Complaint was placed by the Court for mediation, by way of its order dated October 16, 2018, before the Mediation Centre, KKD Courts, Delhi, for settlement, to be held on October 23, 2018. However, the Court by way of its order dated December 22, 2018, stated that the mediation proceedings conducted between the parties failed. 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 ("**Magistrate**") alleging dishonour of the cheques which were issued by third parties. Further, the Magistrate transferred the complaint to the court having appropriate jurisdiction and our Company has not received any notice thereafter. 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, which was rejected, which may be challenged by the Complainant.

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, by way of a settlement agreement dated August 21, 2017 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 dated October 10, 2014 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. Rajesh Shukla ("**Applicant**") filed an application dated August 29, 2016 under Section 156(3) of the Cr.P.C. before the Special Additional Chief Judicial Magistrate C.B.I., Lucknow (the "**ACJM**") against Dinesh Thakkar, Lalit Thakkar, Vinay Agarwal, our Company and certain other employees of our Company, alleging, amongst others, misappropriation of certain funds and false assurances of return on investment. The Applicant by way its application, requested the ACJM to direct the concerned officer of the police to investigate the matter. Further, our Company received a notice under Section 160 of the Cr.P.C, in relation to an investigation under Section 202 of the Cr.P.C, to which our Company has responded through their counsel by way of a letter dated May 30, 2019. The matter is currently pending.

16. Amit Ramesh Aswani ("**Applicant**") filed a complaint under Section 156(3) of Cr.P.C. before the Additional Chief Metropolitan Magistrate, Mumbai ("**Metropolitan Court**") in order to direct the Azad Maidan Police Station (" **Police Station**") to lodge a FIR against Ashish Vimalchand Jain ("**Respondent no. 2**"), Reema Castelino, ("**Respondent no. 3**") Dinesh D. Thakkar ("**Respondent no. 4**") and Vijay Agrawal ("**Respondent no. 5**"), collectively referred to as (the "**Respondents**") for offences committed by the Respondents under Sections, 406, 409, 420, 465, 467, 471 read with 34, 109 and 120B of the IPC in relation to unauthorized trades carried out through the trading accounts of the Applicant and his family members. The Metropolitan Court by way of its order dated March 30, 2016, directed the Police Station to register the crime and to investigate the complaint. The FIR was lodged on April 8, 2016 ("**FIR**") by the Police Station and the Applicant contended that after lodging the FIR there was no further investigation carried out for four months. On August 20, 2016, the Applicant wrote a letter to the Senior Inspector of the Police Station demanding for information regarding the investigation. Thereafter, the Applicant filed a R.T.I on October 6, 2016 seeking information regarding progress in the investigation. Since there was no response, the Applicant filed two appeals under sections 19(1) and 19 (3) of the R.T.I Act, 2005 on November 22, 2016 and January 24, 2017 respectively, stating that despite demanding the information from the Senior Inspector of the Police Station, no information was provided. Thereafter, the Applicant filed another complaint, bearing no. 627/Misc/2016, before the Metropolitan Court, praying, amongst others, to direct the Senior Inspector of the Police Station to file detailed reports on the investigation carried out by them and to appoint a new investigation officer to conduct the investigation. The Metropolitan Court, by way of its order dated November 17, 2016 rejected the Applicant's complaint.

Subsequently, Respondent no. 3 filed a Criminal Writ Petition, bearing no. 2386 of 2017, before the Bombay High Court for quashing the FIR lodged by the Applicant. The Applicant further filed a Writ Petition, bearing no. 3435 of 2017, before the Bombay High Court seeking transfer of investigation to an appropriate investigating agency from the Police Station. The aforesaid writ petitions are currently pending. The office of Respondent no. 1 through their communication dated October 30, 2017 ("**Notice**") notified the Applicant their intention to file a "B summary report" in relation to the FIR filed by the Applicant. Aggrieved by the Notice, the Applicant protested and challenged it by way of a protest petition, bearing no. 1529/Misc/2017 ("**Protest Petition**"), which was subsequently rejected by the Metropolitan Court.

Thereafter, being aggrieved and dissatisfied by the order of the Metropolitan Court for rejecting the Protest Petition, the Applicant filed a Criminal Revision Application, bearing no. 821 of 2019, before the Sessions Court, Greater Mumbai against the Respondents, praying, amongst others, (i) to set aside the order dated June 22, 2019 passed by the Metropolitan Court and to pass an order for further investigation under Section 173 (8) of the Cr.P.C.; (ii) to assign the said investigation to an appropriate police station; and (iii) to conduct the investigation under the supervision of DCP Zone -1 and to file a report within eight weeks from the receipt of the order. The matter is currently pending.

17. Eight separate FIRs have been filed by clients ("**Complainants**") before certain police stations against our Company and others ("**Respondents**") alleging, amongst others, cheating, impersonation, dishonesty, unauthorised trades, fabricating digital account opening forms, forgery and criminal breach of trust by our Company. The aggregate amount involved in these FIRs is ₹ 5.75 million 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 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, eviction and termination of service suits against our Company before various courts in relation to, amongst others, recovering of financial losses, claiming exorbitant interest from our Company, reinstatement of service, alleging, unauthorized trades being carried out in trading accounts, misappropriation of funds, eviction of premises occupied by our Company and arbitrary termination of service. Additionally, one of our clients has also filed a suit seeking a permanent injunction and restraining our Company from selling, mortgaging, gifting, transferring or assigning certain shares of the respective client. 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 ₹ 8.11 million. These matters are currently pending before various courts.

3. Sanjeev Jain, certain clients of our Company along with others (the "**Petitioners**") have filed a writ petition bearing no. W.P.(C) 3472/2020 ("**Writ Petition**") before the Delhi High Court (the "**Court**") against the Union of India ("**Respondent no. 1**"), SEBI ("**Respondent no. 2**"), Multi Commodity Exchange of India Limited ("**MCX** or "**Respondent no. 3**"), Multi Commodity Exchange Clearing Corporation Limited ("**MCXCCL** or "**Respondent no. 4**"), our Company and several others (collectively, the "**Respondents**"), in relation to the losses suffered by the

Petitioners for the April 2020 future contract of crude oil being, entered into with their respective brokers ("**Crude Oil Future Contract**"), settled by MCX at a negative value of ₹ 2884 per barrel. MCX and MCXCCL, by way of its various circulars dated March 26, 2020, April 14, 2020 and April 15, 2020, bearing reference no.'s MCX/TRD/214/2020, MCX/TRD/258/2020, MCX/MCXCCL/267/2020 and MCXCCL/C&S/081/2020 respectively, revised the online trading time on their platform from 9 am to 11:30 pm to 9 am to 5 pm. Further, MCX and MCXCCL by way of its circulars dated April 21, 2020, bearing reference no.'s MCX/MCXCCL/282/2020 and MCXCCL/DDR/086/2020, informed the petitioners that the due date rate for the Crude Oil Future Contract, expired on April 20, 2020 at 5 pm, and the rate had been fixed at a negative value of ₹ 2884 per barrel.

The Petitioners by way of this Writ Petition prayed, amongst others, for the Court (i) to issue a writ of certiorari directing to set aside the MCX circular dated April 21, 2020, bearing reference no. MCX/MCXCCL/282/2020; (ii) to issue a writ of mandamus directing Respondent no. 1 and 2 to issue necessary clarifications and to call upon Respondent no. 3 to settle the Crude Oil Future Contract at the value which was available at the time when trading closed in India on April 20, 2020 at 5 pm; (iii) to issue a writ of mandamus directing Respondent no. 2 to 4 to issue a direction to the other respondents to make good the account of the investors by treating the Crude Oil Future Contract to be settled at ₹ 965; (iv) to issue a writ of mandamus directing Respondent no. 1 to initiate necessary enquiry against Respondent no. 2 to 4 as to how and why the information relating to the Crude Oil Future Contract was not made available to the investors despite their knowledge and whereas a foreign commodity exchange with which a memorandum of understanding was signed, issued such advice to caution their investors. The matter is currently pending.

4. Jabs International Private Limited ("**Jabs**") filed a writ petition before the Bombay High Court (the "**Court**") against the Union of India (through the Ministry of Finance), SEBI, NCDEX, NCCL, Bombay Stock Exchange Brokers Forum, Association of National Exchanges Members of India and our Company praying that, amongst others a direction be issued to SEBI to set aside the NCDEX and NCCL circulars (the "**Circulars**") for castor seed contracts traded on their platforms, alleging that (i) these Circulars were void ab initio, being in contradiction of the risk management guidelines, the rules for trade transparency, price stability and price discovery and SEBI risk management norms, so as to cause undue gains to short position holders and (ii) on account of these Circulars, Jabs was forced to pay penalty despite being a non-defaulting party. Jabs prayed, amongst others, for the Court to issue a writ of mandamus and/or certiorari to (i) set aside the Circulars, (ii) take appropriate penal action for market manipulation, or appoint a specialized independent committee to investigate castor seed trades. The matter is currently pending.

Consumer cases

1. Certain clients have filed 34 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, false guarantees of assured returns and misappropriation of funds. Thereafter, various district consumer commissions passed orders directing our Company to pay certain amounts to the complainants. Our Company has filed various appeals under section 15 of the Consumer Protection Act, 1986 before the state consumer dispute redressal forums against the orders passed by the district consumer dispute redressal forums. These appeals are currently pending. 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. Further, one of the complaints filed earlier against our subsidiary, AFAPL, in relation to the alleged mis-selling of an insurance policy and loss caused to the complainant for investment in securities, has now been filed against our Company. The aggregate amount involved in these matters is ₹ 44.99 million. These matters are currently pending.

2. Certain persons ("**Applicants**") have filed 8 separate applications before the District Consumer Redressal Forum, Thane ("**Forum**"), against our Company and certain others ("**Respondents**"), under section 25 of the Consumer Protection Act, 1986, for execution of the orders passed against our Company by the Forum, directing payment of certain sums of money as decreed in the said orders. The aggregate amount involved in these matters is ₹ 3.60 million. These matters are currently pending.

Arbitration matters

1. Certain clients of our Company have instituted 22 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, wrongful squaring off positions and non – payment of rent and other related amounts. The aggregate amount involved in these matters is ₹ 12.96 million. These matters are currently pending.

2. There are (i) 16 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) 10 arbitration petitions that have been filed under Section 34 of the Act by our clients challenging awards passed in favour of our Company before various courts; (iii) two arbitration petitions filed by our clients under Section 37 of the Act challenging an award passed by an Appellate Arbitral Tribunal passed in favour of our Company; (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; and (v) one special civil application filed by one of our clients before the High Court of Gujarat under section 14, 19 and 226 of the Constitution of India, arising out of an appeal filed under Section 34 of the Act, which was previously rejected , in relation to matters involving, amongst others, 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 ₹ 48.46 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) violation of SEBI Stock Brokers Regulations and SEBI FUTP Regulations by stock brokers and authorised persons associated with us; (iii) violation of the AMFI Guidelines; (iv) violation of SEBI Portfolio Managers Regulations; (v) regulatory supervision of our Company; (vi) to ensure compliance with the SEBI Act, SEBI Investment Advisers Regulations and any other circulars, directives issued by SEBI from time to time; and (vii) certain adverse findings by our auditor while conducting the audit. 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 authorised persons associated with us or result in regulatory/ statutory action.

3. SEBI, pursuant to its inspection of the books of accounts and other records of the Company for the period April 1, 2013 to March 31, 2016, observed that (i) the Company did not settle the running accounts of its clients periodically, (ii) the Company permitted clients having negative ledger balance or zero balance to trade and have pay-in obligations on the date of settlement, and (iii) the Company met the pay-in obligations of the clients having debit balance from the funds having credit balance. SEBI alleged that the Company violated the provisions of the code of conduct specified in clause A(2) and A(5) of Schedule II read with Regulation 9(f) of the SEBI Stock Brokers Regulations, the SEBI

Circular No. SMD/SED/CIR/93/23321 dated November 18, 1993 and the SEBI Circular No. MIRSD/SE/Cir-19/2009 dated December 3, 2009.

Accordingly, SEBI issued a show cause notice dated March 20, 2019, calling upon the Company to show cause as to why an inquiry should not be held against it in terms of Rule 4 of the Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 and why a penalty should not be imposed under Section 15HB of the Securities and Exchange Board of India Act, 1992 read with Section 23D of the Securities Contracts (Regulation) Act, 1956 and Rule 4 of Securities Contracts (Regulation) Act. The Company, by way of its settlement application dated April 25, 2019 filed with SEBI, proposed to meet with the SEBI Internal Committee Team and discuss a mutually agreeable amount for settlement. The Company, by its letter dated June 17, 2019, proposed of ₹ 3.18 million towards full and final settlement of the proceedings in relation to the said show cause notice, without admitting or denying any violation on its part, after meeting the Internal Committee of SEBI. The High Powered Advisory Committee ("**HPAC**"), in its meeting held on June 27, 2019, considered the settlement terms and thereafter proposed and recommended the case for settlement upon payment of ₹ 3.18 million by the Company. Upon the recommendation of HPAC, SEBI agreed to accept the terms of settlement and the same was communicated by SEBI to the Company on July 5, 2019. The Company remitted a sum of ₹ 3.18 million towards the settlement charges. The instant adjudication proceedings initiated against the Company are disposed of.

4. SEBI issued a show cause notice to Angel Commodities Broking Private Limited, an erstwhile wholly owned subsidiary of our Company ("**ACBPL**") on September 25, 2018 (the "**SEBI SCN**") under Regulation 25(1) of the SEBI Intermediaries Regulations alleging that ACBPL had participated/ facilitated in 'pair contracts' in the NSEL platform in its capacity as a Trading-cum-Clearing Member from September 2009 to July 2013 and had consequently, violated the conditions of registration under the SEBI Intermediaries Regulations, read with the SEBI Stock Brokers Regulations, the Forward Contracts Regulation Act, 1952 and the notification dated June 5, 2007 issued by the Central Government. SEBI further alleged that the grant and continuance of registration of ACBPL as a stock broker was detrimental to the interest of the securities market since ACBPL was not a 'fit and proper' person, in terms of the SEBI Stock Brokers Regulations. The Company, by its response dated October 5, 2018 and October 9, 2018 to the SEBI SCN, stated, amongst others, that (i) while ACBPL was registered as a member of the NSEL platform, it had never enabled its membership; (ii) ACBPL had not registered a single client; and (iii) ACBPL and its clients had not executed any trades through the NSEL platform, and also provided the copies of the client account and settlement account related bank statements for NSEL – Commodity Segment, evidencing that no transactions had taken place. Further, the Company informed SEBI that the client account and settlement accounts had been closed on March 30, 2017 and September 3, 2014, respectively, and further clarified that the deposit of ₹ 15,000 appearing in the settlement account of ACBPL was deposited in the said account without any client details and was converted into a demand draft at the time of closure of the account, which was currently lying in the suspense account. Pursuant to the amendment of the SEBI Stock Brokers Regulations which permitted a single entity to carry on the business of commodity broking and stock broking and to achieve business and administrative synergies, reduce administrative costs and avoid duplication of efforts, ACBPL was amalgamated into our Company, in accordance with the ACBPL Scheme. For details of the ACBPL Scheme, please refer to the section entitled "*History and Certain Corporate Matters*" on page 194. Subsequently, SEBI, by way of its letter dated July 29, 2019, disposed of the enquiry proceedings under the SEBI SCN.

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. Subsequently, our Company entered into a settlement agreement dated November 1, 2019 with Tejas V. Ahuja for an amount of ₹ 0.8 million and our Company has received the settlement amount of ₹ 0.8 million from Tejas V. Ahuja. However, the court is yet to pass an order for disposing of the FIR. 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 Arshiya 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 ("**Bogus accounts**") with our Company and traded in the dematerialized equity shares of various listed companies, in an illegal and unauthorized manner, thereby causing loss to the rightful owners of the shares. In total, approximately 3,56,222 shares, amounting to ₹ 46 million were acquired through these Bogus accounts in a fraudulent manner. During the course of the investigation by EOW, our Company has produced documents and participated in personal hearing before the EOW. Our Company also immediately froze all the Bogus accounts on April 18, 2013 and April 23, 2013. 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.

Thereafter, SEBI issued a notice dated October 31, 2015 ("**SCN 2015**"), to our Company, under Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995, (the "**Rules**"), alleging violations of Clauses 4, 16 and 19 of the Code of Conduct, read with Regulation 20AA, of the SEBI Depositories and Participants Regulations. In relation to the Bogus accounts, on perusal of the account opening forms and the KYC documents, it was observed, amongst others, that (i) these clients were imposters with assumed names and fake identities; (ii) some of these clients had opened accounts in different names with different addresses but had used similar looking photographs through Company's different branches from time to time; (iii) certain procedural inconsistencies in relation to, absence of place and date on the account opening forms; (iv) certain clients had common mobile numbers and addresses etc. Our Company was called upon by SEBI to show cause as to why an enquiry should not be held against it in terms of Rule 4 of the Rules, read with Sub-section 2 of Section 15 I of the SEBI Act and why a penalty should not be imposed under Section 15 HB of the SEBI Act.

Subsequently, SEBI issued another notice dated October 9, 2018 ("**SCN 2018**"), to our Company, under Regulation 25 of the SEBI Intermediaries Regulations, observing certain deficiencies in the procedures adopted by our Company in relation to the registration and account opening documents of the Bogus accounts. Further, it was alleged, amongst others, that our Company (i) was in violation of certain provisions of Clause A(2) of the Code of Conduct, as specified in Schedule II of Regulation 9(f) of the SEBI Stock Brokers Regulations and Clause 1.2 and 1.3 of the Code of Conduct, as specified in Schedule III of Regulation 16 of the SEBI Intermediaries Regulations. Our Company was called upon by SEBI to show cause as to why an action provided under Section 12(3) of the SEBI Act read with Regulation 27 of the SEBI Intermediaries Regulations and Regulation 27 of the SEBI Stock Brokers Regulations, should not be recommended against our Company.

Our Company has filed a settlement application dated July 29, 2020 to SEBI, in relation to the SCN 2015 and SCN 2018 and proposed to offer ₹ 4.13 million each, which is a consolidated amount of ₹ 8.26 million, towards settling the SCN 2015 and the SCN 2018, without admitting or denying any violation. 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. 121 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 ₹ 188.25 million. These matters are currently pending.

Arbitration matters

1. Our Company had instituted 9 arbitration proceedings before various arbitral tribunals of the Stock Exchanges the rules, regulations and bye-laws of the Stock Exchanges, in relation to, amongst others, outstanding dues owed to our Company. The aggregate amount involved in these matters is ₹ 15.95 million. These matters are currently pending.

2. Our Company instituted 10 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 ₹ 9.64 million. These matters are currently pending.

Other matters

1. Our Company has filed 54 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 ₹ 35.79 million. These matters are currently pending.

2. Our Company has initiated two 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. Additionally, a writ petition has been filed by our Company against one of our deceased clients in relation to certain interest allowances on the credit balance in their broking ledger. The aggregate amount involved in these matters is ₹ 2.82 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). 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, including show cause notices, 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. Additionally, IRDAI has also issued a show cause notice dated January 27, 2020 to AFAPL in relation to, amongst others, violation of certain provisions of the IRDAI Registration of Corporate Agents Regulations. AFAPL has submitted its responses by way of its letter dated March 4, 2020. Further, a personal hearing was to be conducted during the period June 8, 2020 to June 26, 2020. Due to the COVID – 19 pandemic, AFAPL sought an extension in relation to the personal hearing until the end of July 2020 and any further correspondence from IRDAI is yet to be received with regard to this matter. This matter is currently pending.

B. Litigation involving Angel Fincap Private Limited

Other than as disclosed in the section entitled "- *Litigation against our Company – Criminal matters*" on page 528, 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 538, 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 Complainant. 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 528.

(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 528, 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 538, 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 528 and 537, 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 528, 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 528, 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 ₹ 15,036.78 million which are due towards small scale undertakings (micro, small and medium enterprises) and other creditors (trade payables) as on June 30, 2020. Our Company owes the following amounts, whereby material dues to creditors are identified as each creditor exceeding ₹ 751.84 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, 2020.

Particulars	Amount (₹ in million)
Due to small scale undertakings (micro, small and medium enterprises)	Nil
Material dues to creditors (trade payables)	2,306.15
Other dues to creditors	12,730.63
Total	**15,036.78**

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, as of June 30, 2020:

Nature of case	Number of cases	Amount involved (in ₹ million)
Company		
Direct Tax	6	249.92*
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 485.

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 approvals applied for but not received..

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 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 letters 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 November 21, 2017, read with the revised certificate of registration dated August 24, 2018, issued by SEBI under the SEBI Portfolio Managers Regulations.

(v). Registration as a research analyst dated March 24, 2015, read with the revised certificate of registration dated September 3, 2018 issued by SEBI under the SEBI Research Analyst Regulations.

(vi). Registration as an investment adviser dated August 2, 2017, read with the revised certificate of registration dated September 3, 2018, issued by SEBI under SEBI Investment Advisers Regulations.

(vii). Registration as a point of presence under the National Pension System, dated April 9, 2018 read with the revised certificate of registration dated September 4, 2018, issued by PFRDA under the PFRDA Act and the PFRDA (POP) Regulations.

(viii). Registration as a repository participant dated April 11, 2018 read with the revised certificate of registration 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, read with revised certificate of registration dated February 28, 2019, issued by IRDAI under the IRDAI Registration of Corporate Agents Regulations. The registration is valid from April 1, 2019 to March 31, 2022.

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 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 March 26, 2019 issued by SEBI under the SEBI Stock Brokers Regulations. This single registration permits it to act as a trading member on the cash segment and equity derivative segment of NSE and cash segment of BSE, self-clearing member on the cash segment of NSE and BSE and clearing member on the equity derivatives segment of NSE.

3. **Approvals applied for but not received**

As on the date of this Prospectus, the following applications are pending:

(i). In connection with a transfer of 1,00,000 Equity Shares each (by way of gift) by one of the Shareholders of our Company, Bharat Chimanlal Shah, to Esha Rajiv Bhatia and Ranvir Rajiv Bhatia, our Company has submitted letter dated August 27, 2018 to SEBI, seeking approval for the change in shareholding (without change in control) of our Company, in the capacity as a portfolio manager. Subsequently, our Company has submitted a letter dated August 20, 2020 to SEBI in relation to the corporate action.

(ii). 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, our Company has submitted letter dated October 8, 2018 to SEBI seeking approval for the change in shareholding (without change in control) of our Company, in the capacity as a portfolio manager. Subsequently, our Company has updated SEBI in relation to the Offer through a letter dated August 20, 2020. Subsequently, our Company has submitted a letter dated August 20, 2020 to SEBI in relation to the corporate action.

4. **Approvals for which applications are yet to be made**

As on the date of this Prospectus, there are no approvals for which applications are yet to be made.

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 by way of its resolution dated August 14, 2018 and the IPO Committee by way of its resolution dated September 8, 2020 have taken on record the approval of the Offer for Sale by the Selling Shareholders. Further, the IPO Committee approved the Red Herring Prospectus pursuant to its resolution dated September 15, 2020 and the Prospectus pursuant to its resolution dated September 26, 2020, respectively.

For details on the authorisations of the Selling Shareholders in relation to the Offer, please see the section entitled "*The Offer*" on page 79.

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 the Draft Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 26(6) of the 2009 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 September 21, 2018 and April 16, 2019, 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. Subsequently, our Company has updated BSE in relation to the Offer through a letter dated August 20, 2020.

(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. Subsequently, our Company has updated NSE in relation to the Offer through a letter dated August 20, 2020.

(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. Subsequently, our Company has updated MSEI in relation to the Offer through a letter dated August 20, 2020.

(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. Subsequently, our Company has updated MCX in relation to the Offer through a letter dated August 20, 2020.

(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. Since the approval was valid till December 27, 2018, our Company submitted a letter dated August 20, 2020 seeking an extension of its approval. In response, our Company received NCDEX's no-objection dated September 2, 2020.

(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 received NERL's confirmation dated August 24, 2018 and is advised to intimate

NERL upon effecting the change in shareholding. Subsequently, our Company has updated NERL in relation to the Offer through a letter dated August 20, 2020.

(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. Subsequently, our Company has updated PFRDA in relation to the Offer through a letter dated August 20, 2020.

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 and advised our Company to inform CDSL of the shareholding pattern along with relevant documents upon completion of the Offer. Subsequently, our Company has updated CDSL in relation to the Offer through a letter dated August 20, 2020.

(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. Subsequently, our Company has updated CCRL in relation to the Offer through a letter dated August 20, 2020.

(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. Subsequently, our Company has updated SEBI in relation to the Offer through a letter dated August 20, 2020.

(iv). Our Company 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, pursuant to the Offer, as a portfolio manager. Our Company has submitted letter dated August 20, 2020 informing SEBI of the change in shareholding pattern (without change in control) pursuant to the Offer, in compliance with the SEBI Portfolio Managers Regulations.

(v). 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. Subsequently, our Company has updated AMFI in relation to the Offer through a letter dated August 20, 2020.

(vi). Our Company submitted a letter dated June 27, 2018, to intimate Indian Clearing Corporation Limited ("**ICCL**") of the change in shareholding pattern (without change in control) of our Company pursuant to the Offer. Subsequently, our Company has updated ICCL in relation to the Offer through a letter dated August 20, 2020.

(vii). 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. Subsequently, our Company has updated NSCCL in relation to the Offer through a letter dated August 20, 2020.

(viii). 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. Subsequently, our Company has updated MCCL in relation to the Offer through a letter dated August 20, 2020.

(ix). 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. Subsequently, our Company has updated MCXCCL in relation to the Offer through a letter dated August 20, 2020.

(x). 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. Subsequently, our Company has updated NCCL in relation to the Offer through a letter dated August 20, 2020.

(xi). 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. Subsequently, our Company has updated MCX in relation to the Offer through a letter dated August 20, 2020.

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 21.

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.

Further, there are no violations of securities laws committed by our Company, our Promoters, relatives of our Promoters, Directors, Group Companies, nor the Selling Shareholders in the past or are pending against them.

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 527, 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.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter, members of our Promoter Group and the Selling Shareholders, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them as on the date of this Prospectus.

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.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 26(1) of the 2009 SEBI ICDR Regulations as explained under the eligibility criteria calculated in accordance with the Restated Financial Information:

- 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, 2020; 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 Information included in this Prospectus as at, and for the last five years ended Financial Year 2020 are provided below:

(*₹ in million*)

	Financial Year 2020 (Ind AS)	Financial Year 2019 (Ind AS)	Financial Year 2018 (Ind AS)	Financial Year 2017 (I-GAAP)	Financial Year 2016 (I-GAAP)
Restated Standalone Financial Information					
Pre-tax operating profit, as restated(1)	847.04	931.90	1,326.85	108.08	221.91
Net worth(2)	5,688.66	5,038.94	4,491.51	3,124.89	3,026.73
Net tangible assets(3) (A)	21,523.98	21,619.84	22,741.10	15,329.48	9,232.78
Monetary assets, as restated(4) (B)	13,751.92	9,481.46	8,914.40	4,621.87	2,663.84
Monetary assets, as restated as a percentage of net tangible assets, as restated – (B)/(A)%	63.89	43.86	39.20	30.15	28.85
Restated Consolidated Financial Information					
Pre-tax operating profit, as restated(1)	886.77	1,020.57	1,443.22	345.59	381.21
Net worth(2)	5,860.60	5,260.76	4,682.15	3,840.75	3,639.44
Net tangible assets(3) (A)	21,833.48	22,012.49	23,695.09	17,938.40	11,331.95
Monetary assets, as restated(4) (B)	14,135.59	9,859.71	9,447.08	6,315.26	4,512.26
Monetary assets, as restated as a percentage of net tangible assets, as restated – (B)/(A)%	64.74	44.79	39.87	35.21	39.82

(1) *'Pre-tax operating profit' has been calculated as net profit from continuing operations 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.*

Our Company has operating profits in the Financial Years 2018, 2019 and 2020 in terms of our Restated Financial Information.

Further, in accordance with Regulation 26(4) of the 2009 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 2009 SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE 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 THE 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 THE 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 THE DRAFT RED HERRING PROSPECTUS, AND THE SELLING SHAREHOLDERS ARE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THE 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 THE 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) **THE 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 THE 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 THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID. -COMPLIED WITH AND NOTED FOR COMPLIANCE**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. - <u>NOTED FOR COMPLIANCE</u>**

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 THE 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. – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

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 THE DRAFT RED HERRING PROSPECTUS. – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE.</u>**

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. – <u>NOT APPLICABLE</u>**

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. – COMPLIED WITH TO THE EXTENT APPLICABLE

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 THE 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 DEMATERIALISED 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 THE 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. – COMPLIED WITH**

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. – COMPLIED WITH**

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. – COMPLIED WITH**

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 Prospectus does not, however, absolve our Company or any person who has authorised the issue of this 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 the Draft Red Herring Prospectus, the Red Herring Prospectus or this Prospectus.

The filing of this 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 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 (i) uploading the Bids due to faults in any software or hardware system or otherwise, or (ii) blocking of application amount by the SCSBs (including on receipt of instruction from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI mechanism).

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 relation to Angel Broking Limited acting as a Syndicate Member for the Offer

Our Company will act as a Syndicate Member for the Offer and accordingly, our Company will accept Bids in the Offer. We will ensure compliance with the SEBI Stock Brokers Regulations at all times. Further, our Company will not undertake any solicitation in relation to the Offer and will comply with all applicable restrictions under Regulation S of the Securities Act as contemplated herein. our Company would continue to strictly abide by all laws related to avoidance or management of conflicts of laws applicable to our Company and the Offer.

Disclaimer in respect of Jurisdiction

This Offer has been 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. The Red Herring Prospectus did not and this 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 the Red Herring Prospectus and this 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 the 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 the Red Herring Prospectus and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this 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

BSE Limited ("the Exchange") has given vide its letter dated September 21, 2018, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause of the NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/353 dated April 16, 2019 permission to the Issuer to use the Exchange's name in this offer document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Filing

A copy of the 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 prescribed under Section 32 of the Companies Act, 2013, have been delivered for registration to the RoC and a copy of this 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. NSE 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 this 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:**

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	HDFC Asset Management Company Limited	28,003.31	1,100.00	06-Aug-18	1,726.25	+58.04%,[+1.17%]	+30.61%,[-7.32%]	+23.78%,[-4.33%]
2	Creditaccess Grameen Limited	11,311.88	422.00	23-Aug-18	390.00	-21.16%,[-3.80%]	-14.91%,[-8.00%]	-5.71%,[-8.13%]
3	Aavas Financiers Ltd	16,403.17	821.00	08-Oct-18	750.00	-19.32%,[+1.76%]	+2.42%,[+3.67%]	+38.82%,[+12.74%]
4	IndiaMart InterMesh Ltd	4,755.89	973.00(1)	04-Jul-19	1,180.00	+26.36%,[-7.95%]	+83.82%,[-4.91%]	+111.64%,[+2.59%]
5	Affle (India) Limited	4,590.00	745.00	08-Aug-19	926.00	+13.09%,[-0.78%]	+86.32%,[+8.02%]	+135.49%,[+6.12%]
6	Spandana Sphoorty Financial Limited	12,009.36	856.00	19-Aug-19	824.00	-0.56%,[-2.14%]	+52.76%,[+7.61%]	+17.32%,[+9.59%]
7	Sterling and Wilson Solar Limited	28,496.38	780.00	20-Aug-19	706.00	-21.88%,[-1.60%]	-48.63%,[+7.97%]	-64.78%,[+9.95%]
8	Rossari Biotech Limited	4,962.50	425.00	23-July-20	669.25	+87.25%,[+1.39%]	NA*	NA*
9	Happiest Minds Technologies Limited	7,020.20	166.00	17-Sep-20	350.00	NA*	NA*	NA*
10	Route Mobile Limited	6,000.00	350.00	21-Sep-20	717.00	NA*	NA*	NA*

**Data not available*

(1) Discount of Rs. 97 per equity share offered to Eligible Employees. All calculations are based on Issue Price of Rs. 973.00 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 previous 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 (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-21*	3	17,982.70	-	-	-	1	-	-	-	-	-	-	-	-
2019-20	4	49,850.66	-	-	2	-	1	1	1	-	-	2	-	1
2018-19	4	60,843.16	-	-	2	1	-	1	-	-	2	-	1	1

This data covers issues up to year to date ("YTD**").*

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]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Route Mobile Limited	6,000.00	350.00	September 21, 2020	717.00	Not Applicable	Not Applicable	Not Applicable
2.	Prince Pipes and Fittings Limited	5,000.00	178.00	December 30, 2019	160.00	0.14% [-1.63%]	-44.33% [-29.34%]	-35.00% [-15.28%]
3.	IndiaMART InterMESH Limited	4,755.89	973.00**	July 4, 2019	1180.00	26.36% [-7.95%]	83.82% [-4.91%]	111.64% [2.59%]
4.	Polycab India Limited	13,452.6	538.00^	April 16, 2019	633.00	15.36% [-5.35%]	14.70% [-1.99%]	23.76% [-4.09%]
5.	Aavas Financiers Limited	16,403.17	821.00	October 8, 2018	750.00	-19.32% [1.76%]	2.42% [3.67%]	38.82% [12.74%]
6.	Fine Organic Industries Limited	6,001.69	783.00	July 2, 2018	815.00	5.72% [6.56%]	35.20% [2.56%]	50.21% [1.90%]
7.	ICICI Securities Limited	34,801.16	520.00	April 4, 2018	435.00	-27.93% [5.44%]	-37.26% [5.22%]	-44.39% [7.92%]

Source: www.nseindia.com

***^Polycab India Limited – employee discount of** ₹53 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 ₹538 per equity share*
*** IndiaMART InterMESH Limited - A discount of ₹ 97 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹973 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 previous trading day has been considered.*
4. *The Nifty 50 index is considered as the benchmark index*
5. *Not Applicable. – Period not completed*

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 - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-21*	1	6,000.00	-	-	-	-	-	-	-	-	-	-	-	-
2019-20	3	23,208.49	-	-	-	-	1	2	-	1	-	1	-	1
2018-19	3	57,206.02	-	1	1	-	-	1	-	1	-	1	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 previous trading day has been considered.*
3. *The Nifty 50 index is considered as the Benchmark Index.*

**For the financial year 2020-21- 1 issue has been completed. However 30 calendar days and 180 calendar days, from listing date has not elapsed therefore data for same is not available*

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]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	SBI Cards & Payment Services Ltd.[1]	1,03,407.88	755.00	March 16, 2020	661.00	-33.05% [-2.21%]	-21.79% [+8.43%]	12.50% [+24.65]
2.	Indian Railway Catering and Tourism Corporation Ltd [2]	6,379.60	320.00	October 14, 2019	626.00	191.53% [+5.05%]	186.64% [+8.07%]	291.84% [-19.66%]
3.	Sterling and Wilson Solar Limited	28,496.38	780.00	August 20, 2019	706.00	-21.88% [-1.60%]	-48.63% [+7.97%]	-64.78% [+9.95%]
4.	Ircon International Limited [3]	4,667.03	475.00	September 28, 2018	412.00	-27.04% [+8.24%]	-6.60% [-1.84%]	-15.71% [+5.06%]
5.	RITES Limited [4]	4,604.40	185.00	July 02, 2018	190.00	34.97% [+6.56%]	33.03% [+2.56%]	49.70% [+1.90%]
6.	ICICI Securities Ltd	35,148.49	520.00	April 04, 2018	435.00	-27.93% [+5.44%]	-37.26% [+5.22%]	-44.39% [+7.92%]
7.	Mishra Dhatu Nigam Limited [5]	4,328.96	90.00	April 04, 2018	87.00	67.89% [+5.44]	40.44% [+5.22%]	29.50% [+7.92%]

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 previous 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*

1. *Price for eligible employees was Rs. 680.00 per equity share*
2. *Price for retail individual bidders bidding in the retail portion and to eligible employees was Rs. 310.00 per equity share*
3. *Price for retail individual bidders bidding in the retail portion and to eligible employees was Rs. 465.00 per equity share*
4. *Price for retail individual bidders bidding in the retail portion and to eligible employees was Rs. 179.00 per equity share*
5. *Price for retail individual bidders bidding in the retail portion and to eligible employees was Rs. 87.00 per equity share*

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 - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-21*	0	-	-	-	-	-	-	-	-	-	-	-	-	-
2019-20	3	138,283.86	-	1	1	1	-	-	1	-	-	1	-	1
2018-19	4	48,748.88	-	1	1	1	1	-	-	1	-	-	2	1

** The information is as on the date of this Prospectus.*

 # Date of Listing for the issue is used to determine which financial year that particular issue falls into

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.om
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 Account 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 this Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of this Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the 2009 SEBI ICDR Regulations, our Statutory Auditors have given their written consent for inclusion of their examination reports dated August 7, 2020 on the Restated Financial Information of our Company and the statement of tax benefits dated August 21, 2020, included in this Prospectus and such consent has not been withdrawn up to the time of delivery of this Prospectus for registration with the RoC.

Expert to the Offer

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

Our Company has received written consent dated September 26, 2020, from the Statutory Auditors namely, S.R. Batliboi & Co. LLP, to include the references to include their name as required under Section 26(1) of the Companies Act, 2013 read with the 2009 SEBI ICDR Regulations in this 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 7, 2020 on our Restated Consolidated Financial Information and our Restated Standalone Financial Information; and (ii) their report dated August 21, 2020 on the statement of tax benefits, included in this Prospectus and such consent has not been withdrawn as on the date of this 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 106.

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 were 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 106.

Commission payable to SCSBs, Sponsor Bank, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCBS, Sponsor Bank, Registered Brokers, RTAs and CDPs please see the section entitled "*Objects of the Offer*" on page 106.

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 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 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 91, 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 this 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 this Prospectus.

Partly Paid-up Equity Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this 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, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder, the ASBA Account number or the UPI ID (for RIIs who make the payment of Bid Amount through the UPI mechanism) linked to the ASBA Account and the name and address of the relevant Booking Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor (in case of Anchor Investor).

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 81.

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 216.

Our Company has not received any investor complaint during the three years preceding the date of this Prospectus.

Disposal of investor grievances by our listed Group Companies or listed companies under the same management

As of the date of this 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	September 11, 2017	Until the conclusion of the 26th 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 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 91.

Revaluation of Assets

Our Company has not revalued its assets at any time in the last five years preceding the date of filing this Prospectus.

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, the SEBI ICDR Regulations, SCRA, SCRR, the Memorandum of Association and Articles of Association, the terms of the Red Herring Prospectus, this 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 Memorandum of Association and Articles of Association 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 628. 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 238 and 628, respectively.

Face Value and Offer Price

The face value of each Equity Share is ₹10 and the Offer Price at the Floor Price is ₹ 305 per Equity Share and the Offer Price at the Cap Price is ₹ 306 per Equity Share. The Anchor Investor Offer Price is ₹ 306 per Equity Share.

The Price Band and the minimum Bid Lot size for the Offer was 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, The Financial Express, (ii) all editions of the Hindi national daily newspaper, Jansatta, and (iii) the Mumbai edition of the Marathi newspaper, Navshakti (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and was 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, was 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 628.

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 49 Equity Shares. For the method of Basis of Allotment, see "*Offer Procedure*" on page 567.

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 BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, in case of RIBs using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders (other than Anchor Investors) and shall notify the Escrow Banks to release the Bid Amounts to the 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 OPENED ON	September 22, 2020*
BID/OFFER CLOSED ON	September 24, 2020

* *The Anchor Investor Bid/Offer Period opened and closed one Working Day prior to the Bid/Offer Opening Date, being September 21, 2020.*

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Closing Date	September 24, 2020
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about September 29, 2020
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about September 30, 2020
Credit of Equity Shares to demat accounts of Allottees	On or about October 1, 2020
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about October 5, 2020

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.*

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

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.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will submit reports of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of the Red Herring Prospectus may result in changes to the above mentioned timelines. Further, the offer procedure is subject to change to any revised SEBI circulars to this effect.

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 have been 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 or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading Bids on the Bid/Offer Closing Date, Bidders were advised to submit their Bid one day prior to the Bid/Offer Closing Date and in any case, no later than 3.00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in the Red Herring Prospectus and this 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 or in respect of which the full Bid Amount in the ASBA Account is not blocked on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism 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.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90.00% of the Fresh Issue; or (ii) for at least such percentage of the post-Offer Equity Share capital of our Company (calculated at the Offer Price) that will be at least ₹ 4,000 million in terms of Rule 19(2)(b)(ii) of the SCRR, read with Regulation 31 of the 2018 SEBI ICDR Regulations, including through devolvement of Underwriters, as applicable, or in accordance with

Regulation 26(2) of the 2018 SEBI ICDR Regulations, within sixty days from the date of Bid/Offer Closing Date, our Company and the Selling Shareholders shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the 2018 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 Prospectus and the 2018 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 49(1) of the 2018 SEBI ICDR Regulations.

Arrangements for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

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 91 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 628.

OFFER STRUCTURE

Initial public offer of 19,607,835 Equity Shares* for cash at price of ₹ 306 per Equity Share (including a share premium of ₹ 296 per Equity Share) aggregating to ₹ 6,000.00 million comprising a Fresh Issue of 9,803,921 Equity Shares* aggregating to ₹ 3,000.00 million and an Offer for Sale of 9,803,914Equity Shares* by the Selling Shareholders aggregating to ₹ 3,000.00 million. The Offer will constitute 23.97 of the post- Offer paid-up Equity Share capital of our Company.

** Subject to finalisation of Basis of Allotment.*

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)]	9,803,916 Equity Shares*	2,941,176 Equity Shares* available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	6,862,743 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 QIB Bidders. However, 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). 196,079 Equity Shares* shall be available for allocation on a proportionate basis to Mutual Funds only; and (b). 3,725,485 Equity Shares* shall be Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above 5,882,352 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 the General Information Document
Mode of Bid	ASBA only other than for Anchor Investors (excluding the UPI Mechanism)[(3)]	ASBA only	ASBA only
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	49 Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of 49 Equity Shares not exceeding the size of the Offer, subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of 49 Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to	Such number of Equity Shares in multiples of 49 Equity Shares so that the Bid Amount does not exceed ₹ 200,000

Particulars	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
		limits applicable to each Bidder	
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	49 Equity Shares and in multiples of 49 Equity Shares thereafter		
Allotment Lot	49 Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[(4)]	Mutual Funds, VCFs, AIFs, FVCIs, FPIs (other than individuals, corporate bodies and family offices), public financial institution as defined in Section 2(72) of the Companies Act, 2013, a scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 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 NBFC-SI.	Eligible NRIs, Resident Indian individuals, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies, trusts, and FPIs who are individuals, corporate bodies and family offices.	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(5)] **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) that is specified in the ASBA Form at the time of submission of the ASBA Form or through the UPI mechanism (only for RIIs).		

* *Subject to finalisation of Basis of Allotment.*

(1) *Our Company in consultation with the BRLMs allocated 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with 2018 SEBI ICDR Regulations. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids having been 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 565.*

(2) *Subject to valid Bids having been received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b)(ii) of the SCRR and under the 2018 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 616.*

(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 read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (I) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) price discovery and allocation (vii) general instructions (limited to instructions for completing the Bid cum Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Bid cum Application Form; (xi) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI by way of its circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI by way of its circular SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. Accordingly, this Offer is being made under UPI Phase II.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company, the Selling Shareholder 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 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 the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

Further, our Company, the Selling Shareholders and the members of the Syndicate do not accept any responsibility for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in the Offer.

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 allocated 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the 2018 SEBI ICDR Regulations, of which one-third was reserved for domestic Mutual Funds, subject to valid Bids having been received from them at or above the Anchor Investor Allocation Price. Further, 5.00% of the Net QIB Portion was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. Further, not less than 15.00% of the Offer was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer was available for allocation to Retail Individual Bidders in accordance with the 2018 SEBI ICDR Regulations, subject to valid Bids having been 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, UPI ID (in case of RIBs using the UPI Mechanism) 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.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by Retail Institutional Bidders through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

a) **Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a Retail Institutional Bidder also had the option to submit the ASBA Form with any of the intermediary and use his or her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

b) **Phase II:** This phase has become applicable from July 1, 2019 and the continuation of this phase has been extended until March 31, 2020. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice.

c) **Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the RIBs using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the ASBA Form (other than for Anchor Investors) and the abridged prospectus were available with the Designated Intermediaries at the Bidding Centres, and at the Registered Office and Corporate Office of our Company. An electronic copy of the ASBA Form was also 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 (i) the bank account details and authorisation to block funds in the relevant space provided in the ASBA Form or (ii) the UPI ID (in case of RIBs), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable for rejection. RIBs using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43).

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism, shall submit their ASBA Forms with Syndicate Members, Registered Brokers, RTAs or Depository Participants. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

Anchor Investors are not permitted to participate in this Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form were 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, including resident QIBs, Non-institutional Investors and Retail Individual Investors, each resident in India 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*

** *Bid cum Application Forms for Anchor Investors were made available at the office of the BRLMs.*

^ *Electronic Bid cum Application forms were also available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com).*

All Non-Resident Bidders will be required to attach 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. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For RIBs using UPI mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Offer. The Book Running Lead Managers shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analysing the same and fixing liability.

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.

Except as disclosed below, neither the BRLMs nor any associate of the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i). mutual funds sponsored by entities which are associate of the BRLMs;

(ii). insurance companies promoted by entities which are associate of the BRLMs;

(iii). AIFs sponsored by the entities which are associate of the BRLMs; or

(iv). FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the BRLMs

The Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer. Further, persons related to the Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion. However, a qualified institutional buyer who has any of the following rights in relation to the Company shall be deemed to be a person related to the Promoters or Promoter Group of our Company:

(i). rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group of our Company;

(ii). veto rights; or

(iii). right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if:

(i). either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or

(ii). either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or

(iii). there is a common director, excluding nominee director, amongst the Anchor Investors and the Book Running Lead Managers.

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 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 cooler).

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 (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of RIBs Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Non-debt Instrument Rules.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in color).

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

For details of restrictions on investment by NRIs, see the section entitled "*Restrictions on Foreign Ownership of Indian Securities*" beginning on page 627.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Non-debt Instrument Rules.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Non-debt Instrument Rules with respect to its paid-up equity capital on a fully diluted basis. The aggregate limit as provided above may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020. The Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively. However, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold.

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.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. 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 and unregulated broad based funds, which are classified as Category II Foreign Portfolio Investors by virtue of their investment manager being appropriately regulated, may issue 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 if (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 to any persons that are not regulated by an appropriate foreign regulatory authority.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

(a). such offshore derivative instruments are issued only by persons registered as Category I FPIs;
(b). such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
(c). such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and
(d). such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)) and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Further, Bids received from FPIs bearing the same PAN have been treated as multiple Bids and were liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, were liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids have been rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Non-debt Instrument Rules.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations).

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA rules.

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. Our Company, the Selling Shareholders, and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the 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 and the Promoter Selling Shareholders, in consultation with the Book Running Lead Managers, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, (the "**Banking Regulation Act**"), and the Master Directions - Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial services company cannot exceed 20% of the investee company's paid up share capital and reserves. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (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 bank's 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 the RBI. A banking company would require a prior approval of the RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (iii) investment in a non-financial services company in excess of 10% 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, as amended.

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 in whole or in part, in either case 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 Anchor Investors

For details in relation to Bids by Anchor Investors, see "*Offer Procedure – Part B – General Information Document for Investing in Public Issues*" on page 583.

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.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, with minimum corpus of ₹250 million, subject to applicable laws, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason therefor.

Under-subscription, if any, in any category including the, 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.

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 the 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 the 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 (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) and PAN 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 relevant Bidding Centre (except in case of electronic Bids) within

the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document.

6. If you are RIB and using UPI mechanism, ensure that the name of the bank with which your ASBA Account is maintained appears in the list of SCSBs displayed on the SEBI website which are live on UPI. In case such bank with which such ASBA Account is maintained is not live on UPI, RIB may submit the ASBA Form with SCSB physically, or using the facility of linked online trading, demat and bank account. Further, ensure that the name of the mobile application and the UPI handle being used for making such application is also appearing on the SEBI website.

7. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only.

8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries.

9. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form.

10. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. 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.

11. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or acknowledgment specifying the application number as a proof of having accepted the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary.

12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment.

13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial 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.

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 to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges.

16. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted.

17. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws.

18. However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

19. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for RIBs bidding through UPI mechanism) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for RIBs bidding through UPI mechanism) 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, UPI ID (for RIBs bidding through UPI mechanism) and PAN available in the Depository database.

20. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).

21. Ensure that you have correctly signed the authorisation / undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid.

22. Ensure that the Demographic Details are updated, true and correct in all respects.

23. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI.

24. In case of RIBs, once the Sponsor Bank issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner.

25. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a RIB Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the RIB Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account.

26. RIBs bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form.

27. RIBs using the UPI Mechanism who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

28. Bids by Eligible NRIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer.

29. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

30. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI Circular dated July 26, 2019, is liable to be rejected.

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 Lot;

2. Do not submit a Bid using UPI ID, if you are not a RIB;

3. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/ revise the Bid amount to less than the floor price or higher than the cap price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

10. Do not submit the Bid for an amount more than funds available in your 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 fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

15. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;

16. In case of ASBA Bidders (other than RIBs using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;

17. If you are RIB and are using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

18. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

19. Anchor Investors should not bid through the ASBA process;

20. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

21. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

22. Do not submit the GIR number instead of the PAN;

23. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

24. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

25. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid / Offer Closing Date;

26. 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;

27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RIB and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

28. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a RIB Bidding through the UPI Mechanism. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

29. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

30. Do not Bid if you are an OCB.

31. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;

32. RIBs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

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.

Further, in case of any pre-issue or post issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For further details, please see the section entitled "*General Information – Compliance Officer*" on page 82.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

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: "Angel Broking Limited IPO Anchor Resident Account"

(b) In case of Non-Resident Anchor Investors: "Angel Broking Limited IPO Anchor Non-resident Account

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collection of Bid Amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company has, after registering the Red Herring Prospectus with the RoC, published a pre-Offer advertisement, in the form prescribed under the 2018 SEBI ICDR Regulations, in: (i) all editions of English national daily newspaper, Jansatta, (ii) all editions of the Hindi national daily newspaper, The Financial Express, and (iii) the Mumbai edition of the Marathi newspaper, Navshakti (Marathi being the regional language of Maharashtra where our Registered Office is located), each with wide circulation. This advertisement, subject to the provisions of Section 30 of the Companies Act 2013, will be in the format prescribed in Part A of Schedule X of the 2018 SEBI ICDR Regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Underwriters have entered into an Underwriting Agreement after the finalisation of the Offer Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus is being with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. This Prospectus contains details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and is complete in all material respects. This advertisement, subject to the provisions of Section 30 of the Companies Act 2013, has been in the format prescribed in Part A of Schedule X of the 2018 SEBI ICDR Regulations.

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 subject to availability of postal services in India;
- 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 which may be issued pursuant to exercise of options under ESOP 2018, no further issue of the Equity Shares shall be made till the Equity Shares offered through this 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 the 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 2009 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 the 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 the 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 OFFERS

*This General Information Document highlights certain key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**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 Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer. The General Information Document has been updated to reflect various enactments and regulations, to the extent applicable to a public issue, as on the date of the Prospectus.*

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*SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 ("**UPI Circular**") has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later("**UPI Phase II**"), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors ("**UPI Phase III**"), as may be prescribed by SEBI. Accordingly, the Offer will be made under UPI Phase II, unless UPI Phase III becomes effective and applicable on or prior to the Bid / Offer Opening Date. If the Offer is made under UPI Phase III, the same will be advertised in all editions of the English national daily newspaper, Financial Express, all editions of the Hindi national daily newspaper, Jansatta and all editions of the Marathi daily newspaper, Navshakti (Marathi being the regional language of Mumbai, where our Registered and Corporate Office is located) on or prior to the Bid / Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.*

Merchant Banker shall be the nodal entity for any issues arising out of public issuance process.

In terms of regulation 23(5) and regulation 271 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the timelines and processes mentioned in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

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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 Offers. 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, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the 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, 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 refer to the section "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.

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.

2.3 Other Eligibility Requirements:

An Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the SEBI LODR Regulations, the Companies Act, 2013 (to the extent notified and in effect), 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 Offers – Fixed Price Offers and Book Built Offers

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Offer Price through the Book Building Process ("**Book Built Offer**") or undertake a Fixed Price Offer ("**Fixed Price Offer**").

The cap on the Price Band should be less than or equal to 120% 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-offer advertisement was given at least two Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO and determine the Offer Price at a later date before registering the Prospectus with the Registrar of Companies.

The Floor Price or the Offer 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 Offer or a Fixed Price Offer.

2.5 OFFER PERIOD

The Offer shall be kept open for a minimum of three Working Days (for all categories 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).

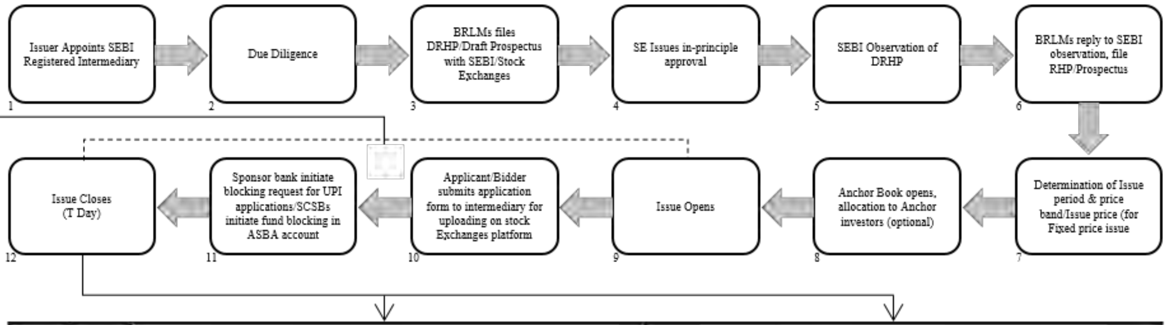
In case of a Book Built Offer, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision in the Price Band in Book Built Offers the Bid/Offer Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding ten Working Days. For details of any revision of the Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

In case of force majeure, banking strike or similar circumstances, the Issuer may, for reasons to be recorded in writing, extend the bidding (Offer) period for a minimum period of three working days, subject to the total Bid/Offer Period not exceeding 10 Working Days.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Offers is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

▪ Flow chart of timeline for Phase II



S. No	Day	Retail applications with UPI	QIB/NII applications
13	T+1	• Sponsor Bank may not accept bid details from Stock Exchanges post 11:00 a.m • Sponsor Bank to initiate request for blocking of funds to investor for any balance applications • Applicant to accept mandate request for blocking of funds prior to cut off-time of 12:00 p.m • Sponsor Bank to send Final Certificate to the registrar through stock exchange by 6:00 p.m • After the closure of modification & mandate acceptance by the Applicant, NPCI shall share the analysis of failures in UPI mandate transactions with the Sponsor Bank by 8:00 p.m • Sponsor Bank shall share the report received from NPCI with the BRMs by 8:15 p.m • BRLMs shall share the report received from the Sponsor Bank with SEBI by 9:00 p.m	• Intermediaries to forward a schedule as per requisite format and application forms to the designated branches of the respective SCSBs for blocking of funds • Designated branches of SCSBs may not accept schedule and applications after T+1 day (11:00 a.m.) • SCSBs to send Final Certificate to the registrar by 6:00 p.m
14	T+2	• Third party confirmation process to be initiated by the Registrar not later than 9:00 a.m. SCSBs and the Issuer Banks shall provide confirmation on the third party applications to the Registrar not later than 9:00 p.m • Registrar to reconcile the compiled data received from the stock exchanges, all SCSBs and Sponsor Bank • Registrar to undertake "Technical Rejection" • BRLMs shall submit a compliance report to SEBI by 10:00 p.m	
15	T+3	• Approval of Basis of allotment by designated stock exchange • Registrar and merchant banker to issue funds transfer instructions to SCSBs and Sponsor Bank • BRLMs shall submit a compliance report to SEBI by 9:00 p.m	
16	T+4	• SCSBs and Sponsor Bank to credit the funds in public issue account of the issuer • Registrar / Issuer to initiate corporate action for credit of shares to successful allottees • Issuer and registrar to file allotment details with designated stock exchange(s) • Registrar to send bank-wise data of allottees, amount due and balance amount to be unblocked to SCSBs / Sponsor Bank. • The Sponsor Bank, in coordination with NPCI and the Issuer Banks shall share the details of debit/unblock requests of allottees/non-allottees with the Registrar • The Registrar shall coordinate with the Sponsor Bank / SCSBc & submit a report on the status of debit/unblock requests of allottees/non-allottees to the BRLMs by 8:00 p.m, which shall be submitted by the BRLMs with SEBI by 9:00 p.m • BRLMs shall submit a report of compliance with SEBI by 9:00 p.m	
17	T+5	• Registrar to receive confirmation of demat credit from depositories • Issuer and Registrar to file confirmation of demat credit, lock-in and issuance instructions to unblock ASBA funds, as applicable, with the Stock Exchanges. • Issuer to make a listing application to stock exchanges • Stock exchanges to issue commencement of trading notice • BRLMs shall submit a report of compliance with SEBI by 9:00 p.m	
18	T+6	• Trading commences • BRLMs shall identify the non-adherence of timelines and processes ('T' to 'T+6' days) and submit a report to SEBI with a comprehensive analysis of entities responsible for the delay and the reasons associated with it	

Reconciliation steps to be done on a daily basis between Issue opening date and Issue closing date (for UPI Mandates):
• Sponsor Bank Shall reconcile bid requests received from the Stock Exchanges and share it with NPCI • NPCI shall ensure that all bid request received from the Sponsor Bank are forwarded to the corresponding payment system participants of the Issuer Banks • The Issuer Bank/Sponsor Bank shall download the mandate related UPI settlement files and raw data files from NPCI portal on daily basis after every settlement cycle and shall do a three way reconciliation with Banks UPI switch data, CBS data and the UPI raw data. NPCI shall coordinate with issuer banks /sponsor bank on continuous basis. • Issuer Banks shall process all incoming bid requests & send responses to NPCI on a real time basis. NPCI shall facilitate the flow of information to the Sponsor Bank. • Sponsor Bank shall reconcile the bid responses received from NPCI and share it with the Stock Exchanges • Sponsor Bank shall do a final reconciliation of all bid requests and responses, on a daily basis, and share a consolidated report to the BRLMs by 7:00 p.m, which shall be share by the BRLMs with SEBI, on daily basis, by 9:00 p.m • On T day, Sponsor Bank shall share the consolidated date to the BRLMs by 7:00 p.m, which shall be shared by the BRLMs with SEBI by 9:00 p.m

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN OFFER

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 or in specific sectors as 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 hold and 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 ICDR Regulations and other laws, as applicable);
- FPIs other than FPIs which are individuals, corporate bodies and family offices Bidding under the QIBs category;
- FPIs which are individuals, corporate bodies and family offices, Bidding under the NIIs category;
- 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;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- 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 OFFER

Book Built Offer: Bidders should only use the specified Bid cum Application Form bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with 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 and advertisements in the newspaper(s). For Anchor Investors, Bid cum Application Forms shall be available at the offices of the BRLMs.

Fixed Price Offer: Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application Forms will also be available with the Designated Branches of the SCSBs and at the registered 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 color of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Color of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs applying on a repatriation basis, FPIs	Blue
Anchor Investors (where applicable)	As specified by the Issuer
Reserved Category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in accordance 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.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that Bid cum Application Form not filled completely or correctly as per instructions provided in this GID, the RHP/Prospectus 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.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form – For Residents

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC OFFER - R

Registered Office: xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx Tel: xxxxxxxxxxxx Fax: xxxxxxxxxxxxxxxxx
Corporate Office: xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx Tel: +xxxxxxxxxxxxxxx Fax: xxxxxxxxxxxxxxx
Contact Person: xxxxxxxxxxxxxxx Fax: xxxxxxxxxxxxxxx E-mail: xxxxxxxxxxxxxxx Website: xxxxxxxxxxxxxxx
Corporate Identity Number: xxxxxxxxxxxxxxx

FOR RESIDENT INDIAN INVESTORS, INCLUDING RESIDENT QIBs, NON-INSTITUTIONAL BIDDERS, RETAIL INDIVIDUAL BIDDERS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

100% BOOK BUILT OFFER
ISIN : XXXXXXXXX

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | REGISTERED BROKER/SCSB/CDP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr./Ms./M/s.

Address

Email

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

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 only)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

- ☐ Individual(s) - IND
- ☐ Hindu Undivided Family - HUF*
- ☐ Bodies Corporate - CO
- ☐ Systemically Important NBFCs
- ☐ Banks & Financial Institutions - FI
- ☐ Mutual Funds - MF
- ☐ National Investment Fund - NIF
- ☐ Insurance Companies - IC
- ☐ Insurance Funds
- ☐ Venture Capital Funds (VCF)
- ☐ Alternative Investment Fund - AIF
- ☐ Other QIBs - OTH
- ☐ Non Resident Indian - NRI (Non repatriation basis)
- ☐ All entities other than QIBs, Bodies Corporates and Individuals - NOH

*HUF should apply only through Karta (Application by HUF would be treated on par with individuals)

7. PAYMENT DETAILS [IN CAPITAL LETTERS] PAYMENT OPTION : ☐ FULL PAYMENT ☐ PART PAYMENT

Amount blocked (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

OR

UPI Id (Maximum 45 characters)

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDER'S UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, 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

Date : ____________, 2018

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer.

1)
2)
3)

SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

INITIAL PUBLIC OFFER - R

Acknowledgement Slip for Syndicate Member/Registered Broker/SCSB/CDP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount blocked (₹ in figures) | ASBA Bank A/c No./UPI Id

Bank Name & Branch

Stamp & Signature of SCSB Branch

Received from Mr./Ms./M/s.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC OFFER - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Blocked (₹)			

Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No./UPI Id

Bank Name & Branch

Bid cum Application Form No.

Important Note : Application made using third party UPI Id Or ASBA Bank A/c are liable to be rejected.

XYZ LIMITED

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Application Form – For Non – Residents

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC OFFER - NR

Corporate Identity Number: xxxxxxxxxxxxxxxxx

Registered office: xxxxxxxxxxxxxxxxxxxxxxxxxxxxxx, Tel: xxxxxxxxxxxxx, Fax: xxxxxxxxxxxxx

Corporate office: xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx

Contact Person: xxxxxxxxxxxxxxxxxxxxx, Company Secretary and Compliance Officer; Tel: xxxxxxxxxx; Fax: xxxxxxxxxx

E-mail: xxxxxxxxxxxxxxxxx Website: xxxxxxxxxxxxxxxxxxxx

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs APPLYING ON A REPATRIATION BASIS, FPIs, FVCIs AND REGISTERED MULTI LATERAL AND BILATERAL DEVELOPMENT FINANCIAL INSTITUTIONS ETC.

LOGO

To,
The Board of Directors
XYZ LIMITED

100% BOOK BUILT OFFER
ISIN : XXXXXXXXXX

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | REGISTERED BROKER/SCSB/CDP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr./Ms./M/s.

Address

Email

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

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 only) 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					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. INVESTOR STATUS

NRI Non-Resident Indian(s) (Repatriation basis)

FVCI Foreign Venture Capital Investor

FPI Foreign Portfolio Investor, other than foreign portfolio investors which are individuals, corporate bodies and family offices

RBMI Registered Bilateral and Multi Lateral Development Financial Institutions

OTH Others (Please Specify)

7. PAYMENT DETAILS [IN CAPITAL LETTERS]

PAYMENT OPTION : ☑ FULL PAYMENT ☒ PART PAYMENT

Amount blocked (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

OR

UPI ID (Maximum 45 characters)

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC OFFERS ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDER'S UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, 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

Date :

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer

1)

2)

3)

SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC OFFER - NR

Acknowledgement Slip for Syndicate Member / Sub Syndicate / Registered Broker / SCSB / CDP / RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount blocked (₹ in figures) | ASBA Bank A/c No./UPI Id

Bank Name & Branch

Stamp & Signature of SCSB Branch

Received from Mr./Ms./M/s.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC OFFER - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Blocked (₹ in figures)			

Stamp & Signature of Syndicate Member / Sub Syndicate / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No./UPI Id

Bank Name & Branch

Bid cum Application Form No.

Important Note : Application made using third party UPI or ASBA Bank A/c are liable to be rejected.

XYZ LIMITED 1

TEAR HERE · PLEASE FILL IN BLOCK LETTERS · TEAR HERE

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.

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 (including letters notifying the unblocking of the bank accounts of Bidders (other than Anchor Investors) 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, 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. All communications may be addressed to such first Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(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 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.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. For Allotment of the Equity Shares in dematerialized form, there will be no 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(s) in whose 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. A Bid cum Application Form/Application Form without PAN, except in case of PAN Exempted Bidders/Applicants, is liable to be rejected. 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 beneficial 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/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders 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/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 PAN, 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 any correspondence(s) related to the 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 the place where the Issuer's registered office is situated, at least two 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 Investors or Employees or Retail Individual Shareholders in the Shareholder Reservation Portion (if any) can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs are liable to be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Book Running Lead Managers 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 the basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the Retail Category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the minimum 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 Investors 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.

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.

The maximum bid Amount under the Employee Reservation Portion by an Eligible Employee could not exceed ₹ 500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion could not exceed ₹ 200,000. Only in the event of an undersubscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the
Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000.

(b) 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.

(c) Bids by QIBs and NIIs 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. Non-Institutional Investors and QIBs are not allowed to Bid at 'Cutoff Price'.

(d) RIIs may revise or withdraw their bids until the Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and all categories of investors are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors 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% of the QIB Category 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 Allocation Price is lower than the

Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Allocation Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid by QIB bidder 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. It is clarified that, multiple Bids by a FPI Bidder utilising the multi investment manager structure shall be aggregated for determining the permissible maximum Bid.

(i) A Bid by NII bidder cannot be submitted for more than the Offer size excluding QIB portion.

(j) 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 Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer 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 of 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 Bids at three 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 and FPIs which utilise the multi investment manager structure of the same beneficial owner as provided under Regulation 20 (4)(d)(xiii) of the SEBI Foreign Portfolio Regulations, 2019, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds and FPIs that utilise the multi investment manager structure, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders/ Applicants, 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 Eligible Employees and Retail Individual Shareholders in their respective Reservation Portion as well as Bids made by them in the Net Offer portion in the 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 following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs:

- FPIs which utilise the multi investment manager structure

- Offshore Derivative Instruments (ODI) which have obtained separate FPI registration for ODI and proprietary derivative investments.

- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration.

- FPI registrations granted at investment strategy level/sub fund level where a Collective Investment Scheme or fund has multiple investment strategies/subfunds with identifiable differences and managed by a single investment manager.

- Multiple branches in different jurisdictions of foreign bank registered as FPIs.

   Government and Government related investors registered as Category 1

  FPIs.

- Entities registered as Collective Investment Scheme having multiple share classes.

The bids belonging to the aforesaid seven structures and having same PAN may be collated and identified as a single bid in the bidding process. The shares allotted in the bid may be proportionately distributed to the applicant FPIs (with same PAN).

v. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category 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 ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer 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 ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR 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: BIDDER 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) Bidders are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Bidder doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted by RIIs to Designated Intermediaries (other than SCSBs), RIIs providing both, the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application. NRIs applying in the Offer through the UPI mechanism are advised to enquire with the relevant Bank, whether their account is UPI linked, prior to making such application through Channel III.

(b) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorization provided in the Bid cum Application Form. If the Discount is applicable in the Offer, the RIIs and Retail Individual Shareholders and Employees Bidding in the Employee Reservation Portion (if any) should indicate the full Bid Amount in the Bid cum Application Form and the payment 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.

(c) RIIs bidding at Cut-off price, the amount shall be blocked based on the Cap Price.

(d) All QIB and NII Bidders (other than Anchor Investors) can participate in the Offer only through the ASBA mechanism

(e) RIIs submitting their applications through Designated Intermediaries (other than SCSBs) can participate in the Offer only through the UPI mechanism, using their UPI ID linked with their bank account. RIIs applying in the Offer through the UPI mechanism shall ensure that the name of the bank, with which the RII maintains his account, appears in the list of SCSBs displayed on the SEBI website, which are live on UPI. RIIs shall also ensure that the name of the mobile application and the UPI handle being used for making the application in the Offer are also appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website. NRIs applying in the Offer through the UPI mechanism are advised to enquire with the relevant Bank, whether their account is UPI linked, prior to making such application through Channel III.

(f) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

▪

4.1.7.1. **Instructions for Anchor Investors:**

(a) Anchor Investors shall submit their Bids only with any of the BRLMs to the Offer.

(b) Payments should be made either by direct credit, RTGS, NACH or NEFT.

(c) The Anchor Escrow Bank(s) shall maintain the monies in the Anchor Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2. **Payment instructions for Bidders (other than Anchor Investors)**

(a) **RIIs bidding through Designated Intermediaries** should note that with the introduction of UPI as a payment mechanism, there are three channels of making applications in public issues available to them in UPI Phase II (i.e., from July 1, 2019, until further notice). The three channels for making applications in public issues available to RIIs bidding through Designated Intermediaries are as follows:

Channel I	Channel II	Channel III
RIIs may submit the Bid cum Application Form with ASBA as the sole mechanism for making	RIIs may submit the Bid cum Application Form online using the facility of linked online trading, demat and	RIIs may submit the Bid cum Application Form with any of the Designated Intermediaries (other than SCSBs) and use

RIIs bidding in the Offer through UPI shall make such applications only through the SCSBs/mobile applications whose name appears on the SEBI website – **www.sebi.gov.in** at the following path:

Home » Intermediaries/Market Infrastructure Institutions » Recognised Intermediaries » Self Certified Syndicate Banks eligible as Issuer Banks for UPI

Home » Intermediaries/Market Infrastructure Institutions » Recognised Intermediaries » list of mobile applications for using UPI in public issues

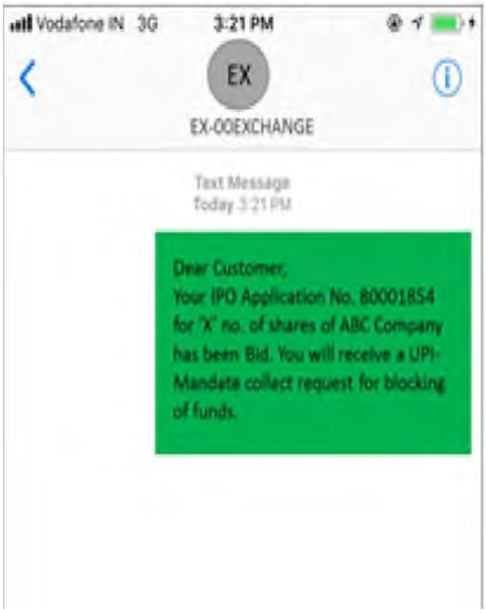
RIIs whose bank is not live on UPI may use the other alternate channels available to them, i.e., submission of application form with SCSB (Channel I) or using the facility of linked online trading, demat and bank account (Channel II).

NRIs applying in the Offer through the UPI mechanism are advised to enquire with the relevant Bank, whether their account is UPI linked, prior to making such application through Channel III.

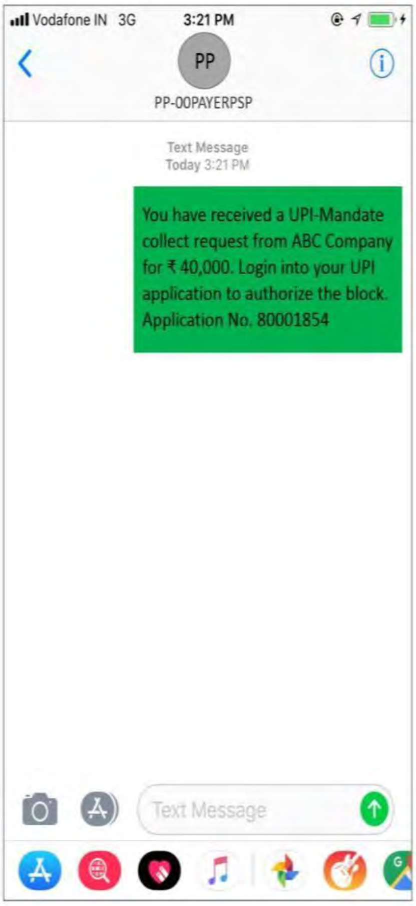
For UPI Phase III, RIIs will also have the option to use the same channels (as described above) for making applications in a public issue.

Please see below a graphical illustrative process of the investor receiving and approving the UPI Mandate Request.

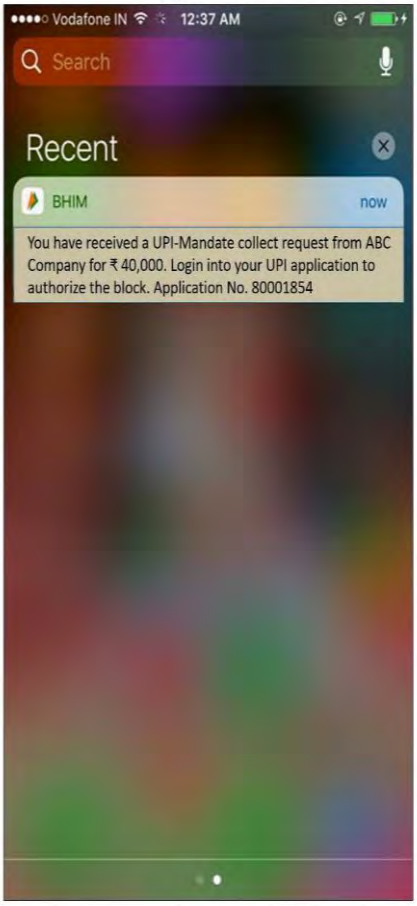
Illustrative SMS



Block request SMS to investor



Block request intimation through UPI application



1. Investor UPI application screen

2. Sample of IPO details in attachment

3. Post verification of details above

4. Pre-confirmation page

(b) QIB and NII Bidders may submit the Bid cum Application Form either

   i. to SCSBs in physical or 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.

(c) Bidders must specify the Bank Account number or the UPI ID (for RIIs bidding using the UPI mechanism), as applicable, in the Bid cum Application Form. The Bid cum Application Form submitted by a 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, may not be accepted.

(d) Bidders should note that application made using third party UPI ID or ASBA Account is liable to be rejected.

(e) NRIs applying in the Offer through the UPI mechanism are advised to enquire with the relevant Bank, whether their account is UPI linked, prior to making such application through Channel III.

(f) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.

(g) Bidders (other than RIIs bidding through the non-UPI mechanism) 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 CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI mechanism should either submit the physical Bid cum Application Form with the SCSBs or Designated Branches of SCSBs under Channel I or submit the Bid cum Application Form online using the facility of 3-in1 type accounts under Channel II.

(h) **Bidders (other than RIIs bidding through the non-UPI mechanism) bidding through Designated Intermediaries** 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.

(i) **Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(j) Upon receipt of the Bid cum Application 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.

(k) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(l) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(m) Upon submission of a completed Bid cum Application Form each Bidder (not being a RII who has opted for the UPI mechanism and provided a UPI ID with the Bid cum Application Form) 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 Bid cum Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Bid Amount for RIIs who have provided a UPI ID with the Application Form please refer to paragraph 4.1.7.4.

(n) 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 Offer Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Bid, as the case may be.

(o) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.3**. 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 or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA Accounts and for successful applications transfer the requisite money to the Public Offer 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 ASBA Account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Bid Amount in the relevant account within four Working Days of the Bid/Offer Closing Date.

4.1.7.4. **Additional Payment Instructions for RIIs bidding through Designated Intermediaries (other than SCSBs) using the UPI mechanism**

(a) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile application, associated with the UPI ID linked bank account, for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available. RIIs shall also ensure that the name of the mobile application and the UPI handle being used for making the application in the Offer are appearing in the following path on SEBI website – **www.sebi.gov.in**:

Home » Intermediaries/Market Infrastructure Institutions » Recognised Intermediaries » list of mobile applications for using UPI in public issues

It is clarified that if a RII makes an application through a UPI handle not covered in the prescribed list (as mentioned in the path above), such an application is liable to be rejected.

(b) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at the following path on SEBI website – **www.sebi.gov.in**:

Home » Intermediaries/Market Infrastructure Institutions » Recognised Intermediaries » Self Certified Syndicate Banks eligible as Issuer Banks for UPI

It is clarified that if a RII makes an application using a bank account of an SCSB or bank which is not covered in the prescribed list (as mentioned in the path above), such an application is liable to be rejected.

(c) RIIs shall mention his / her UPI ID along with the bid details in the Bid cum Application Form

in capital letters and submit the Bid cum Application Form to any of the Designated Intermediaries (other than SCSBs). It is clarified that if an RII submits a third party UPI ID instead of his/her own UPI ID in the Bid cum Application Form, the application is liable to be rejected.

(d) The Designated Intermediary (other than SCSBs) upon receipt of the Bid cum Application Form will upload the bid details along with UPI ID in the stock exchange bidding platform.

(e) Once the bid has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the respective Designated Intermediary through its bidding platform, for corrections, if any.

(f) Once the bid details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the bid details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.

(g) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.

(h) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the Bid are correct by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire Bid Amount mentioned in the Bid Cum Application Form and subsequent debit in case of Allotment.

(i) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.

(j) RIIs may continue to modify or withdraw the Bid till the closure of the Bidding Period. For each modification of the Bid, the RII will submit a revised Bid and will receive a UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.

(k) RIIs to check the correctness of the details on the mandate received before approving the Mandate Request.

(l) Post closure of the Offer, the stock exchange will share the Bid details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

4.1.7.5. **DISCOUNT (IF APPLICABLE)**

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under Retail Category, Retail Individual Shareholder and Employees under Employee Reservation Portion 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 their ASBA Account for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder (other than employees) 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 Retail 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) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB or using the UPI to the Sponsor Bank, 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.

(c) 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 or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form.

(b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblocking of funds, the Bidders/Applicants should contact the Registrar to the Offer.

ii. In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

iv. In case of queries relating to uploading of Bids by a Designated Intermediary, the Bidders/Applicants should contact the relevant Designated Intermediary.

v. In case of queries relating to uploading of Bids through the UPI Mechanism, the Bidders/Applicants should contact the Designated Intermediary/BRLM.

vi. Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Offer.

(c) The following details (as applicable) should be quoted while making any queries –

i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

ii. name and address of the Designated Intermediary, where the Bid was submitted along with the acknowledgment slip from Designated Intermediary or

iii. Bids, ASBA Account number or the UPI ID (for RIIs who make the payment of Bid Amount through the UPI mechanism) linked to the ASBA Account where the Bid Amount was blocked.

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 NIIs, 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.

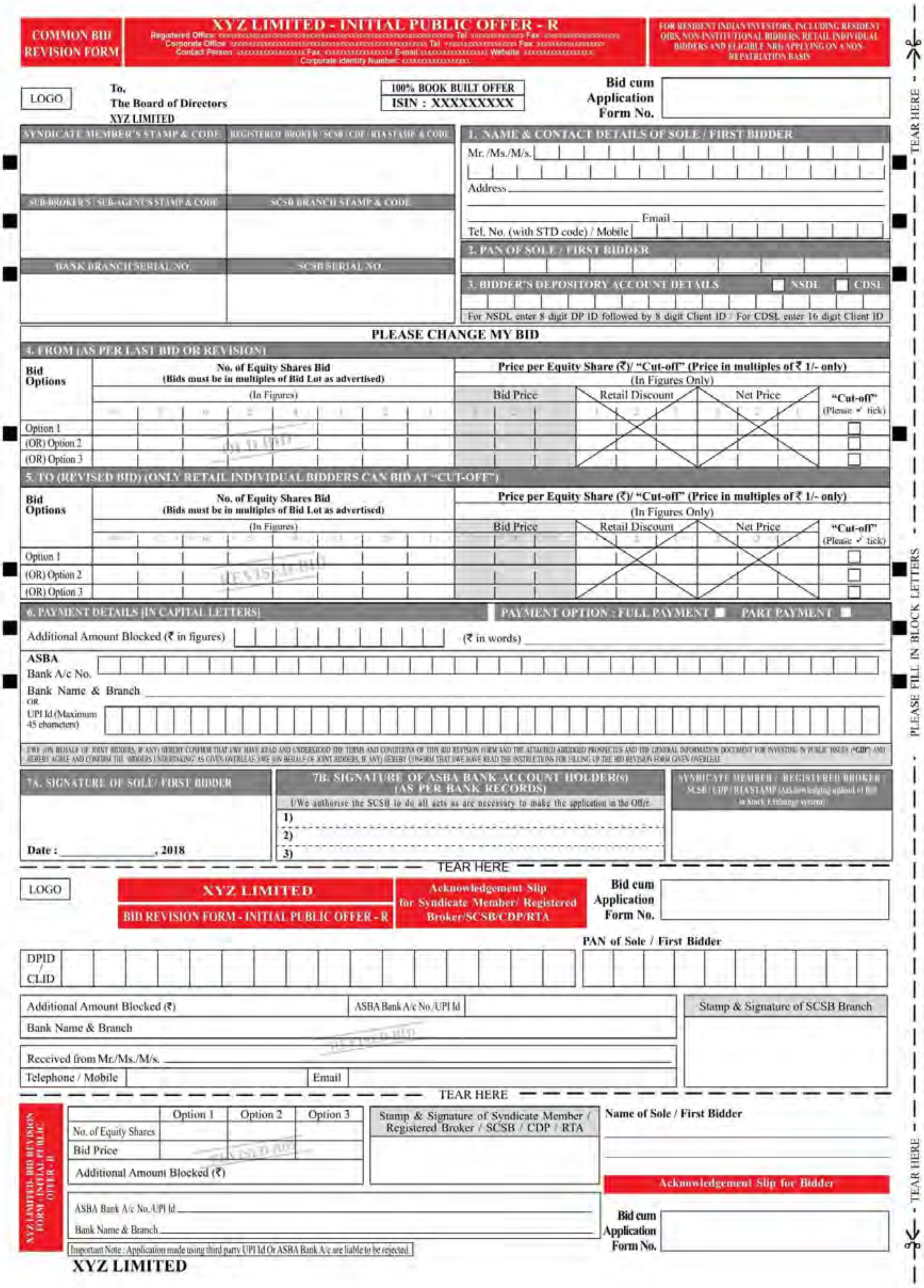
(b) RII may revise their Bids or withdraw their bids until Bid/Offer Closing date.

(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. It is clarified that RIIs whose original Bid is made using the UPI mechanism can make revision(s) to their Bid using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new

UPI Mandate Request. 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 OFFER - R

FOR RESIDENT INDIAN INVESTORS, INCLUDING RESIDENT QIBS, NON-INSTITUTIONAL BIDDERS, RETAIL INDIVIDUAL BIDDERS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

100% BOOK BUILT OFFER
ISIN : XXXXXXXXX

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | REGISTERED BROKER / SCSB / CDP / RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr./Ms./M/s.

Address

Email

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL 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 Only) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

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 Only) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

6. PAYMENT DETAILS (IN CAPITAL LETTERS) | PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Blocked (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

OR

UPI Id (Maximum 45 characters)

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : , 2018

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer

1)
2)
3)

SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC OFFER - R

Acknowledgement Slip for Syndicate Member/ Registered Broker/SCSB/CDP/RTA

Bid cum Application Form No.

DPID / CLID | PAN of Sole / First Bidder

Additional Amount Blocked (₹) | ASBA Bank A/c No./UPI Id | Stamp & Signature of SCSB Branch

Bank Name & Branch

Received from Mr./Ms./M/s.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED- BID REVISION FORM - INITIAL PUBLIC OFFER - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Blocked (₹)			

Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No./UPI Id

Bank Name & Branch

Important Note : Application made using third party UPI Id Or ASBA Bank A/c are liable to be rejected.

Bid cum Application Form No.

XYZ LIMITED

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

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/APPLICANT, 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 RIIs 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 Cutoff Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.

(d) In case of revision of Bids by Employees, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 500,000.

(e) If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cutoff Price.

(f) In case of a downward revision in the Price Band, RIIs and Bids by Employees and Retail Individual Shareholders 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 will be unblocked.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorize blocking of the full Bid Amount (less Discount (if applicable) at the time of submitting the Bid Revision Form. 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/Applicant 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 of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, 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.

4.2.4 **FIELD 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 OFFER)**

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 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 Book Running Lead Manager to the Offer (LM) 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 RIIs and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount less Discount (as applicable) payable does not exceed ₹ 200,000.

(d) Applications by Employees must be for such number of shares that the application amount payable less Discount (as applicable) does not exceed ₹ 500,000.

(e) 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.

(f) An application cannot be submitted for more than the Offer size.

(g) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(h) **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.

(i) For details regarding the procedures to be followed by the Registrar to detect multiple applications. Applicants should refer to paragraphs 4.1.4.2(b) and 4.1.4.2(c).

4.3.3 FIELD NUMBER 5 : CATEGORY OF APPLICANTS

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Offer are RIIs, individual applicants other than RII'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 ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR 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) Bidders are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Bidder doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected**.** For application submitted to Designated Intermediaries (other than SCSBs), Bidder providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

(b) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Offer.

(c) RIIs applying through Designated Intermediaries (other than SCSBs) may make use of the UPI mechanism for applying in the Offer. If RIIs are applying in the Offer through non-UPI mechanism then it shall either submit physical Bid cum Application Form with the SCSBs or the Designated

Branches of the SCSBs under Channel I or submit the Bid cum Application Form online using the facility of 3-in1 type accounts under Channel II.

(d) Application Amount cannot be paid in cash, cheques or demand drafts through money order or through postal order or through stock invest.

4.3.5.1 **Payment instructions for 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 paragraph 4.1.7.3.

4.3.5.3 **Additional Payment Instructions for RIIs bidding through Designated Intermediaries using the UPI mechanism**

Applicants should refer to instructions contained in paragraph 4.1.7.4.

4.3.5.4 **Discount** (if applicable)

Applicants should refer to instructions contained in paragraph 4.1.7.5.

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/ REVISION FORM/APPLICATION 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	To one of the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form
Applications from QIBs and NIIs	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the CRTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations; and (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained
Applications from RIIs applying through UPI mechanism	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the CRTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations; and
Applications from RIIs applying through nonUPI mechanism	(a) To the Designated Branches of the SCSBs where the ASBA Account is maintained (b) To the Brokers providing the facility of linked online trading, demat and bank account (3-in-1 type accounts) online

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had submitted 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 Registrar of Companies (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 Offer Price and filing of the Prospectus with the RoC, the Bid-cumApplication Form will be considered as the application form.

SECTION 5: OFFER PROCEDURE IN BOOK BUILT OFFER

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 Offer Price based on the Bids received as detailed in Schedule XIII of SEBI ICDR Regulations 2018. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer 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, ASBA Bidders/Applicants may approach any of the Designated Intermediary to register and submit their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach one of the Book Running Lead Managers on the Anchor Investor Bidding Date to register and submit their Bid.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs or the Sponsor Bank, as applicable, 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 facility 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.

(c) Only Bids that are uploaded on the Stock Exchanges Platform would be considered for allocation/ Allotment. In UPI Phase II, the Designated Intermediaries are given time till 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 Offer 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 Book Running Lead Managers 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) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid, 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 in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB or the Sponsor Bank, as applicable, for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs 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 (including UP ID, as applicable) uploaded by the Designated Intermediary; and

iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The Book Running Lead Managers and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs or the Sponsor Banks, as applicable, 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) Book Running Lead Managers 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, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

- 5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Form 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, among other things, on the following grounds, 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 of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account;

(c) Bids/Applications by OCBs;

(d) 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;

(e) 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/Application Form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(i) ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Bid cum Application Form/Application Form;

(j) In case of Bids by RIIs (applying through the UPI mechanism) through a UPI handle not covered in the prescribed list of SEBI.

(k) In case of Bids by RIIs (applying through the UPI mechanism) using a bank account of an SCSB or bank which is not covered in the prescribed list of SEBI.

(l) PAN not mentioned in the Bid cum Application Form/Application Form 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;

(m) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(n) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(o) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(p) Bids/Applications at Cut-off Price by NIIs and QIBs;

(q) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(r) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(s) Submission of Bid cum Application Forms/Application Form using third party UPI ID or ASBA Bank Account;

(t) Submission of more than one Bid cum Application Form per UPI ID by RIIs bidding through Designated Intermediaries other than SCSBs (except for RIIs applying as Retail Individual Shareholders also);

(u) Submission of more than one Bid cum Application Form per ASBA Account by Bidders bidding through Designated Intermediaries (except in case of joint account holders);

(v) In case of joint Bids, submission of Bid cum Application Forms/Application Form using second or third party's UPI ID or ASBA Bank Account;

(w) Bids/Applications for number of Equity Shares which are not in multiples of Equity Shares as specified in the RHP;

(x) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(y) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(z) Bank account mentioned in the Bid cum Application Form (for Bidders applying through the non-UPI mechanism) may not be an account maintained by SCSB. Inadequate funds in the ASBA Account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the ASBA Account;

(aa) In case of Bids by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Bid cum Application Form is linked to a third party bank account;

(bb) In case of Bids by RIIs (applying through the UPI mechanism), the UPI ID is not mentioned in the Bid cum Application Form;

(cc) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Anchor Escrow Bank;

(dd) Where no confirmation is received from SCSB or the Sponsor Bank, as applicable, for blocking of funds;

(ee) Bids/Applications by QIB and NII Bidders (other than Anchor Investors) not submitted through ASBA process;

(ff) Bid cum Application Form submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Anchor Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;

(gg) Bid cum Application Form submitted physically by RIIs bidding through the non-UPI mechanism to Designated Intermediaries other than SCSBs;

(hh) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(ii) 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.

(jj) The UPI Mandate is not approved by Retail Individual Investor; and

(kk) The original Bid/Application is made using the UPI mechanism and revision(s) to the Bid/Application is made using ASBA either physically or online through the SCSB, and viceversa.

(ll) Bidders are required to enter either the ASBA Bank account details or the UPI ID in the Bid cum Application Form. In case the Bidder doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Bidder providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

(m) RIIs shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount is available for blocking, has been notified as Issuer Banks for UPI. A list of such banks is available on SEBI website – **www.sebi.gov.in**:

Home » Intermediaries/Market Infrastructure Institutions » Recognised Intermediaries » Self Certified Syndicate Banks eligible as Issuer Banks for UPI

(mm) In case of revision of Bids by RII Bidders, if UPI Mandate Request for the revised Bid is not approved, the Application is liable to be rejected.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the applicable 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 category) 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 Book Running Lead Managers and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

(c) In case of under subscription in the Net Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net 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 at various prices and is collated from bids received from various bidders.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
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 offer 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, may finalise the Offer Price at or below such cut-off price, i.e., at or below ₹ 22.00. All bids at or above this Offer 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. RIIs, NIIs 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: OFFER PROCEDURE IN FIXED PRICE OFFER

Applicants may note that there is no Bid cum Application Form in a Fixed Price Offer. As the Offer 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.

ASBA Applicants may submit an Application Form either in physical form to 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 Investors; and remaining to (i) individual bidders other than Retail Individual Investors; 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 Investors 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 Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor 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 Issue (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 RIIs

Bids received from the RIIs at or above the Offer 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 Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot **("Maximum RII Allottees")**. The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees; (i) all such RIIs 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 RIIs 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 RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (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 NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIIs 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 Offer 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 ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer 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 Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer 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 Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (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 Category, 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 Offer Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Category 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 ₹ 10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor; and
- in case of allocation above two hundred fifty crore rupees; a minimum number of five Anchor Investors and a maximum number of 15 Anchor Investors for allocation up to ₹ 250 crores and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum allotment of ₹ 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum 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.

(c) **In the event that the Offer Price is higher than the Anchor Investor Offer 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 Offer Price and the Anchor Investor Offer 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.

(d) **In the event the Offer Price is lower than the Anchor Investor Offer 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), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED OFFER

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 ICDR 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.

(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 Anchor Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Accounts, as per the terms of the Cash Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer 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 Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs or the Sponsor Bank, as applicable, to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer 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 resolutions and undertake corporate actions to facilitate the Allotment and credit of Equity Shares to successful Bidders/Applicants. 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 five 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 may 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.

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 will be 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) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may 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 for 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 the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to Bidders 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, as applicable, 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. This is further subject to the compliance with Rule 19(2) (b) of the SCRR. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of undersubscription in the Offer, the Equity Shares in the Offer 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 or unblock 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 prescribed time period under applicable laws, 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 OFFERS MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 6(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 6(2) of SEBI ICDR Regulations but fails to Allot at least 75% of the Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

1. **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 or in case of Bids by RIIs applying through the UPI mechanism to the Sponsor Bank to revoke the mandate and for unblocking the amount for unsuccessful Bids or for any excess amount blocked on Bidding.

2. **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.

3. 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 Bid cum 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.

4. In the case of Bids from Eligible NRI Bidders and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

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:

i. **NACH**—National Automated Clearing House is a consolidated system of ECS. Payment of refund would be done through NACH for Anchor Investors having an account at any 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 refund 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 the applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

ii. **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 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 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.

iii. **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.

iv. **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹ 0.2

million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

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, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Bidders/Applicants 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 refund orders, as applicable, are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working 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. In case of inconsistency in the description of a term mentioned herein below and the description ascribed to such term in the Red Herring Prospectus, the description as ascribed to such term in the Red Herring Prospectus/ Prospectus shall prevail.

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	A Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors at the end of the Anchor Investor Bid/Offer Period in terms of the Red Herring Prospectus and the Prospectus, which will be decided by the Company, in consultation with the BRLMs
Anchor Escrow Account	Account opened with the Anchor Collection Bank 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
Anchor Escrow Bank	Refer to definition of Banker(s) to the Offer
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category 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 Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Offers, includes Fixed Price Offer
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB and will include amounts blocked by RIIs using the UPI mechanism
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB or the account of the RII Bidder blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Offer/ Anchor Escrow Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Anchor Escrow Accounts 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 Date 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/Applicant 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/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. Applicants/Bidders 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. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Opening Date

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 Bidders/Applicants (other than Anchor Investors) 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 ICDR Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
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/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
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
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application 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
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Manager(s), the Anchor Escrow Bank 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
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
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the Circular on Streamlining of Public Issues
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band (inclusive of the floor price and cap price). Only RIIs, 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/sebiweb/other/OtherAction.do?doRecognised=yes
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application 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 Bid cum Application 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 Anchor Escrow Bank from the Anchor Escrow Account and 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, 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 /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and CRTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the CRTAs where Bidders can submit the Bid cum Application Forms to CRTAs. The details of such Designated RTA Locations, along with names and contact details of the CRTAs eligible to accept Bid cum Application 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 Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Offers and which may mention a price or a Price Band
Employees/Eligible Employees	Employees of an Issuer as defined under SEBI ICDR 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
Employees Reserved Portion	Equity Shares reserved for the Eligible Employees
Equity Shares	Equity Shares of the Issuer
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 ICDR Regulations, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer 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, 2019, as amended from time to time
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
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs 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 Category (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
NACH	National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants 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 refund through NACH is mandatory for Applicants 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

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 Investors or NIIs	All Bidders/Applicants, including FPIs which are individuals, corporate bodies and family offices, 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 NIIs 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 Shareholders
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Offer. These include individual applicants other than retail individual investors 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 two 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 Lead Manager(s) finalise the Offer 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 Offer Price, the size of the Offer and certain other information
Public Offer Account	An account opened with the Banker to the Offer to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	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 ICDR 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
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
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 ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹ 200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
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 RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII 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 ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Sponsor Bank	The Banker to the Offer registered with SEBI which is appointed by the Issuer/Offeror to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI
Stock Exchanges/SEs	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 Bid cum Application Forms by Syndicate Members
Syndicate Member(s)/SM(s)	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
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid / Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of 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 circulars issued by SEBI

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries or departments of the Government of India and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT, issued the FDI Policy by way of circular bearing number D/o IPP F. No. 5(1)/2017-FC-1 dated the August 28, 2017, which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 28, 2017.

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. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of a country which shares land border with India ("Restricted Investors"), can only be made through the Government approval route, as prescribed in the FDI Policy. These investment restrictions shall also apply to subscribers of offshore derivative instruments. It is not clear from the press note whether or not an issuance of the Equity Shares to Restricted Investors will also require a prior approval of the Government of India and each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required and such approval has been obtained, the Bidder is required to intimate the Company and the Registrar about such approval within the Offer Period.

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 the 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 revote / 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, thinks 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 it's 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 the Red Herring Prospectus)) were attached to the copy of the Red Herring Prospectus which was delivered to the RoC for filing and will be attached to this Prospectus, as applicable, which will be delivered to the RoC for filing . The copies of the documents for inspection referred to hereunder, will be available at the Corporate Office of our Company, from10.00 A.M. to 4.00 P.M. on Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such agreements which were executed after the Bid/Offer Closing Date).

Any of the contracts or documents mentioned in this 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 read with the amendment to the Offer Agreement dated September 11, 2020.

2. Registrar Agreement dated September 3, 2018 entered into between our Company, the Selling Shareholders and the Registrar to the Offer.

3. Escrow and Sponsor Bank Agreement dated September 11, 2020 entered into between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank, the Sponsor Bank and the Syndicate Members.

4. Share Escrow Agreement dated September 11, 2020 entered into between the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated September 11, 2020 entered into between our Company, the Selling Shareholders and the Syndicate Members.

6. Monitoring Agency Agreement dated September 11, 2020 entered into between our Company and the Monitoring Agency.

7. Underwriting Agreement dated September 25, 2020 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, 2020, March 31, 2019, March 31, 2018, March 31, 2017 and March 31, 2016.

5. Audited Interim Ind AS Financial Statements for the period ended June 30, 2020.

6. Copy of the report entitled "*Assessment of Capital Market, Wealth Management and Financial Products distribution in India*" dated July 2020 prepared by CRISIL Research and the consent letter dated July 14, 2020 issued by CRISIL Limited in respect of such reports.

7. Resolutions of the Board of Directors dated July 11, 2018 and August 14, 2018 authorising the Offer and other related matters.

8. Resolutions of the IPO Committee dated September 15, 2020 approving the Red Herring Prospectus and September 26, 2020 approving the Prospectus for filing with SEBI, the RoC and Stock Exchanges.

9. Resolution dated July 17, 2018 passed by the Shareholders authorising the Offer and other related matters.

10. Consent Letters dated June 21, 2018 and September 11, 2020 issued by the Investor Selling Shareholder in relation to the Offer for Sale for the portion of the Equity Shares offered by it.

11. Consent Letters issued by (i) Amit Majumdar (jointly held with Dolly Majumdar) dated August 18, 2020, (ii) Ashok Popatlal Shah dated August 18, 2020, (iii) Ashwin S. Thakkar dated August 18, 2020; (iv) Bela Mukesh Gandhi (jointly held with Mukesh Gandhi) dated August 18, 2020, (v) Bharat Chimanlal Shah (jointly held with Hansa Bharat Shah) dated August 18, 2020, (vi) Chandresh Popatlal Shah dated August 18, 2020, (vii) Deepak T. Thakkar August 18, 2020, (viii) Lalit T. Thakkar dated August 18, 2020, (ix) Mahesh D. Thakkar dated August 18, 2020, (x) Manjula Ramnik Gala dated August 18, 2020, (xi) Mukesh Gandhi (jointly held with Bela Mukesh Gandhi) dated August 18, 2020, (xii) Muskaan Doultani dated August 18, 2020, (xiii) Nikhil H. Daxini dated August 18, 2020; and (xiv) Nishith Jitendra Shah (jointly held with Jitendra Nimchand Shah) pursuant to the letter dated August 18, 2020, approving the Offer for Sale for the Equity Shares offered by them.

12. Consent Letters issued by the Promoter Selling Shareholders each dated August 18, 2020 approving the Offer for Sale for the Equity Shares offered by them.

13. Due diligence certificate dated September 3, 2018 addressed from the BRLMs to SEBI.

14. Consent letter from the Statutory Auditors dated September 26, 2020.

15. The Statement of Tax Benefits dated August 21, 2020 issued by the Statutory Auditors.

16. Examination reports on the Restated Standalone Financial Information and Restated Consolidated Financial Information each dated August 7, 2020 of our Statutory Auditors, included in this Prospectus.

17. 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, Sponsor Bank, Public Offer Account Bank, Refund Bank, Share Escrow Agent, lenders of our Company, the Registrar to the Offer, the Monitoring Agency to act in their respective capacities.

18. 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. Thakker, Dinesh Thakkar HUF, International Finance Corporation and our Company (formerly, Angel Infin Private Limited).

19. Amendment to the SSSA dated September 3, 2018 read with the Second Amendment Agreement to the SSSA dated September 11, 2020 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. Thakker, Dinesh Thakkar HUF, International Finance Corporation and our Company (formerly, Angel Infin Private Limited).

20. Certificate dated September 12, 2020 issued by P.M Khatri & Co., Chartered Accountants, in relation to the compilation of working capital assumptions and estimates for our Company.

21. Scheme of amalgamation of Angel Commodities Broking Private Limited and our Company.

22. 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).

23. Angel Broking Employee Stock Option Plan 2018.

24. Angel Broking Employee Share Purchase Scheme 2017.

25. In-principle listing approvals dated September 21, 2018 and April 16, 2019 issued by BSE and NSE, respectively.

26. Tripartite agreement dated June 28, 2018 among our Company, NSDL and the Registrar to the Offer.

27. Tripartite agreement dated June 13, 2018 among our Company, CDSL and the Registrar to the Offer.

28. SEBI final observation letter no. CFD/DIL II/ADM/RK/OW/19193/2019 dated July 26, 2019.

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 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 Prospectus are true and correct.

SIGNED BY

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Dinesh D. Thakkar
(Chairman and Managing Director)

Place: Mumbai
Date: September 26, 2020

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 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 Prospectus are true and correct.

SIGNED BY

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Kamalji Sahay
(Independent Director)

Place: Mumbai
Date: September 26, 2020

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 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 Prospectus are true and correct.

SIGNED BY

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Vinay Agrawal
(Director and Chief Executive Officer)

Place: Mumbai
Date: September 26, 2020

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 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 Prospectus are true and correct.

SIGNED BY

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Anisha Motwani
(Independent Director)

Place: Mumbai
Date: September 26, 2020

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 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 Prospectus are true and correct.

SIGNED BY

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Uday Sankar Roy
(Independent Director)

Place: Mumbai
Date: September 26, 2020

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 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 Prospectus are true and correct.

SIGNED BY

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Ketan Shah
(Non-Executive Director)

Place: Mumbai
Date: September 26, 2020

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 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 Prospectus are true and correct.

SIGNED BY

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Vineet Agrawal
(Chief Financial Officer)

Place: Mumbai
Date: September 26, 2020

DECLARATION

The undersigned Investor Selling Shareholder hereby certifies that all statements, disclosures and undertakings specifically made or confirmed by it in this 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 Prospectus.

Signed by the Investor Selling Shareholder

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Name: Hemalata Mahalingam
Designation: Regional Industry Manager, Financial Institutions Group, South Asia
Place: Mumbai
Date: September 26, 2020

DECLARATION

The undersigned Promoter Selling Shareholder hereby certifies that all statements, disclosures and undertakings made by him in this 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 26, 2020

DECLARATION

The undersigned Promoter Selling Shareholder hereby certifies that all statements, disclosures and undertakings made by her in this 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 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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) (through their authorised attorney)

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Place: Mumbai
Date: September 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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

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Place: Mumbai
Date: September 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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

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Place: Mumbai
Date: September 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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)

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Place: Mumbai
Date: September 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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)

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Place: Mumbai
Date: September 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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

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Place: Mumbai
Date: September 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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

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Place: Mumbai
Date: September 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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)

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Place: Mumbai
Date: September 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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 (through his duly authorised attorney)

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Place: Mumbai
Date: September 26, 2020

DECLARATION

Each Individual Selling Shareholder, severally and not jointly, certifies that all statements, disclosures and undertakings made in this 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 26, 2020