



DRAFT RED HERRING PROSPECTUS
Dated September 3, 2024
(Please read Section 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

(Please scan this QR code to view the DRHP)

DAM CAPITAL ADVISORS LIMITED

CORPORATE IDENTITY NUMBER: U99999MH1993PLC071865

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
PG-1, Ground Floor, Rotunda Building, Dalal Street, Fort, Mumbai 400 001, Maharashtra, India	One BKC, Tower C, 15 th Floor, Unit No. 1511, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Maharashtra, India	Rajesh Tekadiwala <i>Company Secretary and Compliance Officer</i>	E-mail: compliance@damcapital.in Tel: +91 22 4202 2500	www.damcapital.in

OUR PROMOTERS: DHARMESH ANIL MEHTA, SONALI DHARMESH MEHTA AND BOOMBUCKET ADVISORS PRIVATE LIMITED

DETAILS OF THE OFFER

Type	Fresh Issue size	Offer for Sale size	Total Offer size	Eligibility and reservation
Offer for Sale	Not applicable	Up to 32,064,010 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	Up to 32,064,010 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). For further details, see "Other Regulatory and Statutory Disclosures - Eligibility for the Offer" on page 283. For details in relation to share reservation amongst QIBs, NIIs, RIIs and Eligible Employees, see "Offer Structure" on page 302.

DETAILS OF THE OFFER FOR SALE

Name of the Selling Shareholder	Type	Number of Equity Shares offered/ Amount (in ₹ million)	Weighted average cost of acquisition per Equity Share (in ₹) ⁽¹⁾⁽²⁾
Multiples Asset Management Private Limited	Investor Selling Shareholder	Up to 8,800,000 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	14.64
Narotam Satyanarayan Sekhsaria	Investor Selling Shareholder	Up to 7,068,600 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	14.64
RBL Bank Limited	Investor Selling Shareholder	Up to 6,831,000 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	14.64
Easyaccess Financial Services Limited	Investor Selling Shareholder	Up to 5,123,250 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	14.64
Dharmesh Anil Mehta	Promoter Selling Shareholder	Up to 4,241,160 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	5.39 ⁽³⁾

⁽¹⁾ As certified by Shaparia Mehta & Associates LLP, Chartered Accountants, by way of their certificate dated September 3, 2024.

⁽²⁾ Average cost of acquisition has been calculated after considering split of face value of equity shares from ₹10 per equity share to ₹2 per equity share pursuant to a Board resolution dated July 23, 2024 and Shareholders' resolution dated August 13, 2024.

⁽³⁾ Average cost of acquisition has been calculated after considering equity shares received through gift.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹2 each. The Floor Price, Cap Price and Offer Price determined by our Company in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Offer Price" on page 94 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 28.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the stock exchanges being BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with the BSE, the "Stock Exchanges"). For the purposes of the Offer, the Designated Stock Exchange shall be BSE.

BOOK RUNNING LEAD MANAGER

	Nuvama Wealth Management Limited	Contact Person: Manish Tejawani	Tel: + 91 22 4009 4400 E-mail: dcal.ipo@nuvama.com
--	---	---	---

REGISTRAR TO THE OFFER

	Link Intime India Private Limited	Contact Person: Shanti Gopalkrishnan	Tel: +91 810 811 4949 E-mail: damcapital.ipo@linkintime.co.in
--	--	--	--

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	[●] ⁽¹⁾	BID/ OFFER OPENS ON	[●]	BID/ OFFER CLOSURES ON	[●] ⁽²⁾⁽³⁾
-------------------------------------	--------------------	----------------------------	-----	-------------------------------	-----------------------

⁽¹⁾ Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

⁽²⁾ Our Company may, in consultation with the BRLM, 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.

⁽³⁾ UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.



DRAFT RED HERRING PROSPECTUS
Dated September 3, 2024
(Please read Section 32 of the Companies Act, 2013)
(This Draft Red Herring Prospectus will
be updated upon filing with the RoC)
100% Book Built Offer

DAM CAPITAL ADVISORS LIMITED

Our Company was originally incorporated as “S. S. Kantilal Ishwarlal Sharebrokers and Investors Private Limited” as a private limited company under the provisions of the Companies Act, 1956, at Bombay, India, pursuant to a certificate of incorporation dated May 7, 1993, issued by the Registrar of Companies, Maharashtra at Mumbai (“RoC”). The name of our Company was changed to “S. S. Kantilal Ishwarlal Securities Private Limited” pursuant to a special resolution of our shareholders dated March 26, 1994, and a fresh certificate of incorporation dated April 22, 1994 was issued by the RoC. Subsequently, the name of our Company was changed to IDFC-SSKI Securities Private Limited, pursuant to a special resolution of our shareholders dated September 21, 2007, and a fresh certificate of incorporation dated October 24, 2007, was issued by the RoC. Thereafter, pursuant to a shareholders’ resolution dated February 12, 2008, our Company was converted into a public limited company and the name of our Company was changed to “IDFC-SSKI Securities Limited”, and a fresh certificate of incorporation dated March 10, 2008 was issued by the RoC. Pursuant to a special resolution dated February 16, 2010 passed by the shareholders, the name of our Company was changed to IDFC Securities Limited and a certificate of incorporation dated March 12, 2010 was issued by the RoC. The name of our Company changed to “DAM Capital Advisors Limited” pursuant to a special resolution of our shareholders dated June 25, 2020, and a fresh certificate of incorporation dated July 28, 2020, was issued by the RoC. For details in relation to the changes in the name and registered office of our Company, see “*History and Certain Corporate Matters– Brief history of our Company*” and “*History and Certain Corporate Matters - Changes in the registered office of our Company*” on page 168.

Corporate Identity Number: U99999MH1993PLC071865

Registered Office: PG-1, Ground Floor, Rotunda Building, Dalal Street, Fort, Mumbai 400 001, Maharashtra, India

Corporate Office: One BKC, Tower C, 15th Floor, Unit No. 1511, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Maharashtra, India

Contact Person: Rajesh Tekadiwala, Company Secretary and Compliance Officer

Tel: +91 22 4202 2500 | **E-mail:** compliance@damcapital.in | **Website:** www.damcapital.in

OUR PROMOTERS; DHARMESH ANIL MEHTA, SONALI DHARMESH MEHTA AND BOOMBUCKET ADVISORS PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO 32,064,010 EQUITY SHARES OF FACE VALUE OF ₹2 EACH (“EQUITY SHARES”) OF DAM CAPITAL ADVISORS LIMITED (OUR “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (THE “OFFER PRICE”) AGGREGATING UP TO ₹[●] MILLION COMPRISING AN OFFER FOR SALE OF UP TO 8,800,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY MULTIPLES ALTERNATE ASSET MANAGEMENT PRIVATE LIMITED (“MAAMPL”), UP TO 7,068,600 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY NAROTAM SATYANARAYAN SEKHSARIA (“NSS”), UP TO 6,831,000 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY RBL BANK LIMITED, UP TO 5,123,250 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY EASYACCESS FINANCIAL SERVICES LIMITED (“EFSL”), TOGETHER WITH MAAMPL, NSS AND RBL, THE “INVESTOR SELLING SHAREHOLDERS”) AND UP TO 4,241,160 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY DHARMESH ANIL MEHTA (THE “PROMOTER SELLING SHAREHOLDER”, TOGETHER WITH THE INVESTOR SELLING SHAREHOLDERS, THE “SELLING SHAREHOLDERS” AND SUCH OFFER BY THE SELLING SHAREHOLDERS, THE “OFFER FOR SALE”).

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE ₹2 EACH, AGGREGATING UP TO ₹[●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (“EMPLOYEE RESERVATION PORTION”), THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE “NET OFFER”. THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER), AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED MARATHI DAILY NEWSPAPER, MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice and also by indicating the change on the websites of the BRLM and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and Sponsor Banks, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Category”), provided that our Company in consultation with the BRLM, may allocate up to 60% of the QIB Category to Anchor Investors, on a discretionary basis (the “Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which Equity Shares are allocated to Anchor Investors. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category (excluding the Anchor Investor Portion) (the “Net QIB Category”). Further, 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors (“NIIs”) (“Non-Institutional Category”), in accordance with the SEBI ICDR Regulations, of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors (“RIIs”) (“Retail Category”), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount (“ASBA”) process and shall provide details of their respective bank account (including UPI ID in case of UPI Bidders (defined hereinafter)) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or the Sponsor Bank(s), as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see “*Offer Procedure*” beginning on page 307.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹2 each. The Floor Price, Cap Price and Offer Price determined by our Company in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Offer Price*” on page 94 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “*Risk Factors*” beginning on page 28.

ISSUER’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, BSE shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and Section 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, see “*Material Contracts and Documents for Inspection*” on page 354.

BOOK RUNNING LEAD MANAGER

REGISTRAR TO THE OFFER



Nuvama Wealth Management Limited
801- 804, Wing A, Building No. 3, Inspire BKC
G Block, Bandra Kurla Complex, Bandra East
Mumbai 400 051, Maharashtra, India
Tel: + 91 22 4009 4400
E-mail: dcal ipo@nuvama.com
Investor Grievance ID: customerservice.mb@nuvama.com
Contact Person: Manish Tejawani
Website: www.nuvama.com
SEBI Registration Number: INM000013004

Link Intime India Private Limited
C-101, 1st Floor
247 Park, Lal Bahadur Shastri Marg
Vikhroli (West)
Mumbai 400 083, Maharashtra, India
Tel: +91 810 811 4949
E-mail: damcapital.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail: damcapital.ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE [●]⁽¹⁾ **BID/ OFFER OPENS ON** [●] **BID/ OFFER CLOSING ON** [●]⁽²⁾⁽³⁾

⁽¹⁾ Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

⁽²⁾ Our Company may, in consultation with the BRLM, 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.

⁽³⁾ UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

TABLE OF CONTENTS

SECTION I – GENERAL	1
DEFINITIONS AND ABBREVIATIONS.....	1
CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION.....	14
FORWARD-LOOKING STATEMENTS.....	18
SUMMARY OF THE OFFER DOCUMENT.....	20
SECTION II – RISK FACTORS	28
SECTION III – INTRODUCTION	65
THE OFFER.....	65
SUMMARY FINANCIAL INFORMATION	67
GENERAL INFORMATION.....	71
CAPITAL STRUCTURE.....	79
OBJECTS OF THE OFFER.....	91
BASIS FOR OFFER PRICE	94
STATEMENT OF SPECIAL TAX BENEFITS	102
SECTION IV – ABOUT OUR COMPANY	107
INDUSTRY OVERVIEW.....	107
OUR BUSINESS.....	149
KEY REGULATIONS AND POLICIES IN INDIA	163
HISTORY AND CERTAIN CORPORATE MATTERS	168
OUR SUBSIDIARIES.....	172
OUR MANAGEMENT	174
OUR PROMOTERS AND PROMOTER GROUP	187
DIVIDEND POLICY	192
SECTION V – FINANCIAL INFORMATION	193
RESTATED CONSOLIDATED FINANCIAL STATEMENTS.....	193
OTHER FINANCIAL INFORMATION	243
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	244
CAPITALISATION STATEMENT.....	270
FINANCIAL INDEBTEDNESS	271
SECTION VI – LEGAL AND OTHER INFORMATION	275
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	275
GOVERNMENT AND OTHER APPROVALS	279
OUR GROUP COMPANY	281
OTHER REGULATORY AND STATUTORY DISCLOSURES	282
SECTION VII – OFFER RELATED INFORMATION	295
TERMS OF THE OFFER	295
OFFER STRUCTURE	302
OFFER PROCEDURE.....	307
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	328
SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION	329
SECTION IX – OTHER INFORMATION	354
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION.....	354
DECLARATION.....	357

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

Unless the context otherwise indicates, all references to “DAM Capital”, “the Company”, and “our Company”, are references to DAM Capital Advisors Limited, a public limited company incorporated in India under the Companies Act 1956 with its Registered Office at PG-1, Ground Floor, Rotunda Building, Dalal Street, Fort, Mumbai 400 001, Maharashtra, India and Corporate Office at One BKC, Tower C, 15th Floor, Unit No. 1511, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India. Furthermore, unless the context otherwise indicates, all references to the terms “we”, “us” and “our” are to our Company and our Subsidiaries (as defined below) on a consolidated basis.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), the Depositories Act, 1966, as amended or the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies in India”, “Financial Information”, “Outstanding Litigation and Material Developments” and “Main Provisions of the Articles of Association”, beginning on pages 102, 107, 163, 193, 275 and 329, respectively, will have the meaning ascribed to such terms in those respective sections.

Company Related Terms

Term	Description
Amendment and Waiver Agreement	Amendment and waiver agreement to the SHA dated September 3, 2024 between our Company, Dharmesh Anil Mehta, Sonali Dharmesh Mehta, Boombucket Advisors Private Limited, Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited, Easyaccess Financial Services Limited
Articles or Articles of Association or AoA	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board, as described in “ <i>Our Management - Committees of the Board – Audit Committee</i> ” on page 179
Auditor or Statutory Auditor	The statutory auditor of our Company, namely, KKC & Associates LLP, Chartered Accountants (<i>formerly Khimji Kunverji & Co LLP, Chartered Accountants</i>)
BAPL or Corporate Promoter	Boombucket Advisors Private Limited
Board or Board of Directors	The board of directors of our Company (including any duly constituted committee thereof). For details, see “ <i>Our Management</i> ” on page 174
Chairperson	The chairperson of our Company, namely MV Nair. For details, see “ <i>Our Management</i> ” on page 174
Chaperoning Arrangement	Service agreement between our Company and DAM USA, originally dated August 1, 2011 (as updated on August 20, 2024)
Chief Financial Officer	The chief financial officer of our Company, namely Hitesh Mahendrakumar Desai. For details, see “ <i>Our Management</i> ” on page 174
Company Deed of Adherence	Deed of adherence dated June 23, 2020 executed by our Company (<i>formerly IDFC Securities Limited</i>) pursuant to which our Company became a party to the SHA
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Rajesh Tekadiwala. For details, see “ <i>Our Management</i> ” on page 174
Corporate Office	The corporate office of our Company situated at One BKC, Tower C, 15 th Floor, Unit No. 1511, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India
Corporate Social Responsibility Committee or CSR Committee	The corporate social responsibility committee of our Board, as described in “ <i>Our Management – Committees of the Board – Corporate Social Responsibility Committee</i> ” on page 183
DAM USA	DAM Capital (USA) Inc.

Term	Description
Deed of Adherence	Deed of adherence dated March 15, 2024 executed by Sonali Dharmesh Mehta pursuant to which she became a party to the SHA
Director(s)	The director(s) on our Board, as appointed from time to time. For details, see “ <i>Our Management</i> ” on page 174
EFSL	Easyaccess Financial Services Limited
Equity Shares	The equity shares of our Company of face value of ₹2 each
ESOP Scheme	DAM Capital Employee Stock Option Scheme 2024
Executive Director	The executive director(s) on our Board. For details, see “ <i>Our Management</i> ” on page 174
Independent Accountant or ICA	Chartered Shaparia Mehta & Associates LLP, Chartered Accountants
Independent Director(s)	The independent director(s) on our Board, as described in “ <i>Our Management</i> ” on page 174
Investor Grievances and Stakeholders’ Relationship Committee	The investor grievances and stakeholders’ relationship committee of our Board, as described in “ <i>Our Management – Committees of the Board – Investor Grievances and Stakeholders’ Relationship Committee</i> ” on page 182
Investor Selling Shareholders	Collectively, Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited and Easyaccess Financial Services Limited
IPO Committee	The IPO committee of our Board constituted to facilitate the process of the Offer, comprising Dharmesh Anil Mehta, Jateen Madhukar Doshi and Nithya Easwaran
Key Managerial Personnel or KMP	The key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Management – Key Managerial Personnel and Senior Management – Key Managerial Personnel</i> ” on page 185
MAAMPL	Multiples Alternate Asset Management Private Limited
Materiality Policy	Policy for identification of (i) companies to be disclosed as group companies; (ii) material outstanding civil litigation proceeding involving our Company, our Subsidiaries, our Promoters and our Directors; and (iii) material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board pursuant to its resolution dated August 28, 2024
Memorandum of Association or MoA	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in “ <i>Our Management – Committees of the Board – Nomination and Remuneration Committee</i> ” on page 181
Non-Executive Director	The non-executive director(s) on our Board, as described in “ <i>Our Management</i> ” on page 174
NSS	Narotam Satyanarayan Sekhsaria
Promoter Group	The individuals and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see “ <i>Our Promoters and Promoter Group</i> ” on page 187
Promoter Selling Shareholder	Dharmesh Anil Mehta
Promoters	The promoters of our Company, namely, Dharmesh Anil Mehta, Sonali Dharmesh Mehta and Boombucket Advisors Private Limited
RBL	RBL Bank Limited
Registered Office	The registered office of our Company situated at PG-1, Ground Floor, Rotunda Building, Dalal Street, Fort, Mumbai 400 001, Maharashtra, India
Registrar of Companies or RoC	Registrar of Companies, Maharashtra at Mumbai
Restated Consolidated Financial Statements	The restated consolidated financial statements of our Company and our Subsidiaries as at and for Fiscals 2024, 2023 and 2022, comprising the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for Fiscals 2024, 2023 and 2022, the summary statement of material accounting policies, and other explanatory information prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI
Selling Shareholders	Together, the Promoter Selling Shareholder and Investor Selling Shareholders
Senior Management	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Management – Key Managerial Personnel and Senior Management – Senior Management</i> ” on page 185
SHA	Shareholders’ agreement dated June 10, 2020, entered into between Dharmesh Anil Mehta, Hansa Anil Mehta, Boombucket Advisors Private Limited, Multiples

Term	Description
	Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited, Easyaccess Financial Services Limited
Shareholders	The shareholders of our Company from time to time
Shareholders' Agreement	SHA read with the Company Deed of Adherence, Deed of Adherence and the Amendment and Waiver Agreement. For details, see " History and Certain Corporate Matters - Shareholders' agreement and other key agreements " on page 170
SPA	Share purchase agreement dated November 7, 2019, as amended pursuant to the amendment agreement dated June 10, 2020, entered into between Dharmesh Anil Mehta, Hansa Anil Mehta, Boombucket Advisors Private Limited, Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited, Easyaccess Financial Services Limited, our Company and IDFC Financial Holding Company Limited
Split of Equity Shares 1	Pursuant to the Board resolution dated January 14, 1994, and the Shareholders' resolution dated January 21, 1994, the authorised share capital of our Company was sub-divided from 10,000 equity shares of face value of ₹100 each into 100,000 equity shares of ₹10 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company consisting of 110 equity shares of ₹100 each were sub-divided into 1,100 equity shares of ₹10 each
Split of Equity Shares 2	Pursuant to the Board resolution dated July 23, 2024, and the Shareholders' resolution dated August 13, 2024, the authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹10 each into 260,000,000 equity shares of ₹2 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company consisting of 14,137,200 equity shares of ₹10 each were sub-divided into 70,686,000 equity shares of ₹2 each
Subsidiaries	The subsidiaries of our Company as on the date of this Draft Red Herring Prospectus, as disclosed in " Our Subsidiaries " on page 172
	For the purpose of financial information derived from Restated Consolidated Financial Statements in this Draft Red Herring Prospectus, "Subsidiary" would mean Subsidiaries of our Company as at and for the relevant Financial Year(s)

Offer Related Terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of prospectus as may be specified by SEBI in this regard
Acknowledgment Slip	The slip or document issued by the relevant Designated Intermediary(ies) to the Bidder as proof of registration of the Bid cum Application Form
Allot or Allotment or Allotted	Unless the context otherwise requires, the allotment of Equity Shares pursuant to the transfer of Offered Shares as part of the Offer for Sale to successful Bidders
Allotment Advice	Advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom an Allotment is made
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus, which will be decided by our Company in consultation with the BRLM on the Anchor Investor Bidding Date
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price
	The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLM
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by our Company in consultation with the BRLM, to Anchor Investors on a discretionary basis, in consultation with the BRLM, in accordance with the SEBI ICDR Regulations out of

Term	Description
	which one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹100 million
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders
ASBA Bidder(s)	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
ASBA or Application Supported by Blocked Amount	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 specified bank account maintained with such SCSB and will include amounts blocked by UPI Bidders using the UPI Mechanism
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, the Refund Bank, the Public Offer Account Bank and the Sponsor Bank, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, described in “ Offer Procedure ” on page 307
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 Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable
	In the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid Amount shall be Cap Price multiplied by the number of Equity Shares Bid by such Eligible Employee and mentioned in the Bid cum Application Form
	The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹2 each
Bid(s)	An indication by a ASBA Bidder to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term ‘Bidding’ shall be construed accordingly
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries shall not accept any Bid, being [●], which shall be published in [●] (a widely circulated English national daily newspaper), [●] (a widely circulated Hindi national daily newspaper) and the [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located). In case of any revisions, the extended Bid/Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the BRLM and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks. Our Company, in consultation with the BRLM, 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

Term	Description
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located)
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 (excluding Anchor Investors) can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in accordance with the terms of the Red Herring Prospectus Our Company, in consultation with the BRLM, 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
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Manager or BRLM	The book running lead manager to the Offer, being Nuvama Wealth Management Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker, provided that Retail Individual Investors may only submit ASBA Forms at such broker centres if they are Bidding using the UPI Mechanism. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
CAN or Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall not be more than 120% of the Floor Price, provided that the Cap Price shall be at least 105% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLM, Syndicate Member(s), the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Banks, and the Refund Bank(s) for, among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, transfer of funds to the Public Offer Account(s) and where applicable remitting refunds, if any, to Bidders on the terms and conditions thereof
CDP or Collecting Depository Participant	A depository participant as defined under the Depositories Act, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the lists available on the websites of BSE and NSE, as updated from time to time
Cut-Off Price	Offer Price, which shall be any price within the Price Band, finalised by our Company, in consultation with the BRLM. Only Retail Individual Investors in the Retail Category and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time

Term	Description
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Offer Account or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediary(ies)	SCSBs, Syndicate, sub-Syndicate, Registered Brokers, CDPs and RTAs who are authorised to collect ASBA Forms from the ASBA Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated September 3, 2024 filed with SEBI and Stock Exchanges in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible Employees	Permanent employees of our Company or of our Subsidiaries (excluding such employees not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of filing the Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company or our Subsidiaries until the submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form and does not include our Promoters or persons belonging to Promoter Group; or Director of our Company, whether whole-time or otherwise, not holding either himself/herself or through their relatives or through any body corporate, directly or indirectly, more than 10% of the outstanding Equity Shares (excluding Directors not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is working and present in India or abroad as on the date of submission of the ASBA Form The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of an under-subscription in the Employee Reservation Portion post 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
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby
Eligible NRIs	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million which shall not exceed 5% of the post Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis
Escrow Account(s)	'No-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid

Term	Description
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue under the BTI Regulations, and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
General Information Document	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, issued by SEBI and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLM
Group Company	The companies identified as ‘group companies’ in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations including the Materiality Policy. Our Company does not have any group company. For details, see “ <i>Our Group Company</i> ” on page 281
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Category consisting of [●] Equity Shares of face value of ₹2 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Net Offer	The Offer, less the Employee Reservation Portion
Net QIB Category	The portion of the QIB Category less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Category	The portion of the Offer, being not less than 15% of the Net Offer or [●] Equity Shares of face value of ₹2 each, which will be made available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹1,000,000, provided that under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Non-Institutional Investors or NIIs	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with the SEBI, that are not QIBs (including Anchor Investors) or Retail Individual Investors or the Eligible Employees Bidding in the Employee Reservation Portion, who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Nuvama	Nuvama Wealth Management Limited
Offer	Initial public offering of up to 32,064,010 Equity Shares of face value of ₹2 each for cash at a price of ₹[●] per Equity Share aggregating up to ₹[●] million comprising the Offer for Sale
Offer Agreement	The agreement dated September 3, 2024 executed amongst our Company, the Selling Shareholders and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to 32,064,010 Equity Shares of face value of ₹2 each aggregating to ₹[●] million by the Selling Shareholders in the Offer. For further information, see “ <i>The Offer</i> ” beginning on page 65
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders other than Anchor Investors in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLM on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus
Offered Shares	The Equity Shares offered by the Selling Shareholders in the Offer by way of Offer for Sale. For further information, see “ <i>The Offer</i> ” on page 65
Price Band	The price band ranging from a Floor Price of ₹[●] per Equity Share to a Cap Price of ₹[●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot, as decided by our Company, in consultation with the BRLM will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), and [●] editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), at least

Term	Description
	two Working Days prior to the Bid/Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
	Provided that the Cap Price shall be at least 105% of the Floor Price and shall not be greater than 120% of the Floor Price
Pricing Date	The date on which our Company in consultation with the BRLM, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	The 'no-lien' and 'non-interest bearing' bank account to be opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Public Offer Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
QIB Bidders	QIBs who Bid in the Offer
QIB Category	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer or not more than [●] Equity Shares of face value of ₹2 each which shall be available for allocation to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors)
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
Refund Bank	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI
Registrar Agreement	The agreement dated September 3, 2024 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 Resident Indian	Link Intime India Private Limited
Retail Category	Portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares of face value of ₹2 each which shall be available for allocation to Retail Individual Investors (subject to valid Bids being received at or above the Offer Price)
Retail Individual Investors or RIIs	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs)
Revision Form	Form used by the 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 Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date

Term	Description
RTAs or 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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services 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 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for 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=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 Mechanism is appearing in the “list of mobile applications for using UPI in Public Issues” displayed on the SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 . The said list shall be updated on the SEBI website from time to time
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholders and credit of such Offered Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the UPI Mandate Request by the UPI Bidders and carry out other responsibilities, in terms of the UPI Circulars in this case being [●]
Syndicate Agreement	The agreement to be entered into amongst our Company, the Registrar to the Offer, the Selling Shareholders, the BRLM and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate
Syndicate Member(s)	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations
Syndicate or Members of the Syndicate	The BRLM and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into amongst the Underwriters, our Company and the Selling Shareholders, on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors who applied as (i) Retail Individual Investors in the Retail Category; (ii) Eligible Employees in the Employee Reservation Portion; and (iii) Non-Institutional Investors with a Bid size of up to ₹500,000 in the Non-Institutional Category bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 are required to use UPI Mechanism and are required to provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26,

Term	Description
	2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI master circular number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 9, 2024 (to the extent applicable) and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference number 25/2022 dated August 3, 2022, and the circular issued by BSE having reference number 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of an SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds equivalent to Bid Amount in the relevant ASBA Account through UPI, and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that shall be used by UPI Bidders to make a Bid in the Offer in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai, India are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression “Working Day” shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression ‘Working Day’ shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI

Conventional and General Terms or Abbreviations

Term	Description
AGM	Annual general meeting of shareholders under the Companies Act, 2013
Banking Regulation Act	Banking Regulation Act, 1949
BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
AIF	An alternative investment fund as defined in and registered with SEBI under the SEBI AIF Regulations
BSE	BSE Limited
CAGR	Compounded annual growth rate
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CIN	Corporate Identity Number
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Consolidated FDI Policy	The Consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
COVID-2019/ 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
CSR	Corporate Social Responsibility

Term	Description
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder
DIN	Director Identification Number
DP ID	Depository Participant's Identity Number
DP or Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), GoI
EBIT	Earnings before interest and tax
EBITDA	EBITDA is calculated as profit before tax, plus depreciation and amortization expenses, plus finance cost, less other income
EBITDA Margin	EBITDA margin is calculated as EBITDA divided by total income.
EPS	Earnings Per Share
FCNR Account	Foreign currency non-resident bank account established in accordance with the provisions of FEMA
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Non-Debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI
Financial Year or FY or Fiscal or Fiscal Year	Unless states otherwise, the period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
GoI or Government or Central Government	The Government of India
GST	Goods and services tax
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
Income Tax Act	The Income-tax Act, 1961, read with the rules framed thereunder
Income Tax Rules	The Income-tax Rules, 1962
Ind AS	The Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Accounting standards notified under section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006 and the Companies (Accounts) Rules, 2014
IPO	Initial public offering
IT	Information Technology
IST	Indian Standard Time
MCA	The Ministry of Corporate Affairs, Government of India
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NEFT	National Electronic Fund Transfer
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs
NPCI	National Payments Corporation of India
NRI	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price / earnings ratio

Term	Description
PAN	Permanent account number
PAT	Profit after tax
PBT	Profit before tax
PBT Margin	Profit before tax margin
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real time gross settlement
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Intermediaries Regulations	Securities and Exchange Board of India (Intermediaries) Regulations, 2008
SEBI Listing Regulations	The 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 ICDR Master Circular	SEBI master circular bearing reference number SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024
SEBI Research Analysts Regulations	Securities and Exchange Board of India (Research Analysts) Regulations, 2014
SEBI SBEB SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Stock Broker Regulations	Securities and Exchange Board of India (Stock Brokers) Regulations, 1992
SEBI VCF Regulations	Erstwhile, the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
State Government	The government of a state in India
Stock Exchanges	Together, the BSE and NSE
TAN	Tax deduction account number
Trade Marks Act	The Trade Marks Act, 1999
USD or \$	U.S. Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S. QIBs	“Qualified institutional buyers” as defined in Rule 144A under the U.S. Securities Act
U.S. Securities Act	The U.S. Securities Act of 1933
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations and the SEBI AIF Regulations, as the case may be
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
Year/ Calendar Year	The 12-month period ending December 31

Technical/ Industry Related Abbreviations

Term	Description
Broking Revenue as a % of Total Income	Broking revenue as a % of total income represents revenue from broking business for the relevant period/ year divided by the total income for the relevant period/ year
Buyback	An offer by a company to buy its own shares from its existing shareholders
Capital Market Issuances	Total number of capital market issuances advised (IPO, QIP, OFS, REITs, InvITs, Rights Issue, Buyback and Open Offer) over the relevant period/ year
CRISIL	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited, appointed by our Company pursuant to an engagement letter dated July 12, 2024
CRISIL Report	Report titled “Assessment of Investment Banking and Institutional Equities Industries in India” dated August 2024 prepared by CRISIL MI&A which has been exclusively commissioned and paid for by us in connection with the Offer and is available on our Company’s website https://www.damcapital.in/static/investor-relation.aspx .

Term	Description
ECM	Equity capital markets
Employee cost as % of Total Income	Employee cost as a % of total income represents employee cost for the relevant period/ year divided by the Total Income for the relevant period/ year
FII	Foreign institutional investors
FINRA	Financial Industry Regulatory Authority
Investment Banking Revenue as a % of Total Income	Investment banking revenue as a % of total income represents investment banking revenue for the relevant period/ year divided by the total income for the relevant period/ year
InvIT	Infrastructure investment trust
M&A	Mergers and acquisitions
Number of Sectors Covered by Research	Total number of sectors under institutional research coverage as of the last day of relevant period/ year
Number of Stocks Covered by Research	Total number of stocks under institutional research coverage as of the last day of relevant period/ year
OFS	Offer for sale
Open Offer	An offering to acquire equity shares by an acquirer to public shareholders of target company
PAT Margin	PAT margin (%) is calculated as profit for the year divided by total income
PE	Private equity
Prime Database	Praxis Consulting and Information Services Private Limited
Profit After Tax	Profit after tax for the period/ year represents the profit after tax for the relevant period/ year
QIPs	Qualified institutions placements
REIT	Real estate investment trust
Return on Equity	Return on equity is calculated by dividing profit/(loss) after tax for a fiscal year by average net worth, where average net worth is calculated by dividing sum of closing net worth of the current fiscal year and closing net worth of the previous fiscal year by 2
Revenue per Employee	Revenue per employee represents total income for the relevant period/ year divided by the aggregate number of our employees as of the last day of relevant period/ year
Rights Issue	An issue of equity shares at a designated price to the existing shareholders of a company
SEC	U.S. Securities and Exchange Commission
SIPC	Securities investor protection corporation
Total Income	Total income is calculated by adding revenue from operations and other income for the relevant period/year.
Total Number of Employees	Total number of employees represents total number of employees as of the last day of relevant period/ year
VCCEdge	Mosaic Media Venture Private Limited

CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

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

All references herein to the ‘Government’, ‘Indian Government’, ‘GoI’, ‘Central Government’ or the ‘State Government’ are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time and all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Consolidated Financial Statements. The Restated Consolidated Financial Statements comprises the restated consolidated financial statements of our Company and our Subsidiaries as at and for Fiscals 2024, 2023 and 2022, comprising the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated cash flow statement for Fiscals 2024, 2023 and 2022, the summary statement of material accounting policies, and other explanatory information prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. The Restated Consolidated Financial Statements have been prepared to comply with the Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, presentation requirements of division II of Schedule III to the Companies Act, 2013, as applicable to the consolidated financial statements and other relevant provisions of the Companies Act, 2013.

For further information of our Company’s financial information, please see “**Financial Information**” on page 193.

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 Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, 2013, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited. For details, see “**Risk Factors –Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.**” on page 63.

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

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 28, 149 and 244, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from the Restated Consolidated Financial Statements.

Non-Generally Accepted Accounting Principles Financial Measures

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, PAT Margin, Return on Equity, Net Asset Value per Equity Share, Net worth, Return on Net worth and certain other statistical information relating to our operations and financial performance (together, “**Non-GAAP Measures**”) that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-Indian GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. For the risks relating to our Non-GAAP Measures, see “*Risk Factors – We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward.*” on page 55.

Industry and Market Data

Unless stated otherwise, the industry and market data used in this Draft Red Herring Prospectus has been derived from industry publications, in particular, the report titled “*Assessment of Investment Banking and Institutional Equities Industries in India*” dated August 2024 (“**CRISIL Report**”) prepared and issued by CRISIL Market Intelligence and Analytics (“**CRISIL**”), appointed by us on July 12, 2024 and exclusively commissioned and paid for by us in connection with the Offer. CRISIL is an independent agency which has no relationship with our Company, our Promoters, our Subsidiaries, any of our Directors or Key Managerial Personnel or Senior Management or the BRLM or Selling Shareholders. For risks in relation to commissioned reports, see “*Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company.*” on page 53.

The CRISIL Report is available on the website of our Company at <https://www.damcapital.in/static/investor-relation.aspx>.

CRISIL has required us to include the following disclaimer in connection with the CRISIL Report:

*“CRISIL Market Intelligence & Analytics (“**CRISIL MI&A**”), a division of CRISIL Limited (“**CRISIL**”) has taken due care and caution in preparing this report (“**Report**”) based on the information obtained by CRISIL from sources which it considers reliable (“**Data**”). This Report is not a recommendation to invest/disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. DAM Capital Advisors Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL MI&A operates independently of and does not have access to information obtained by CRISIL Ratings Limited, which may, in its regular operations, obtain information of a confidential*

nature. The views expressed in this Report are that of CRISIL MI&A and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval"

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources. 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. Accordingly, no investment decision should be made solely on the basis of such information. Further, industry sources and publications are also prepared based on information as of a specific date and may no longer be current or reflect current trends.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in ***"Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company."*** on page 53.

In accordance with the SEBI ICDR Regulations, the section ***"Basis for Offer Price"*** on page 94, includes information relating to our peer company and industry averages. Such information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect.

Currency and Units of Presentation

All references to:

- "Rupee(s)", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India;
- "U.S. Dollar(s)" or "USD" or "US Dollar" are to United States Dollars, the official currency of the United States of America;
- "€" or "EUR" are to the Euro, which is the official currency of the European Union;
- "£" or "Pounds" or "GBP" are to Pound Sterling, the official currency of the United Kingdom; and
- "SGD" are to Singapore Dollar, which is the official currency of Republic of Singapore.

All the figures in this Draft Red Herring Prospectus have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. One million represents 10 lakhs or 1,000,000, one billion represents 1,000 million and one trillion represents 1,000 billion. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than million or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

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

The following table sets forth as at the dates indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

(in ₹)

Currency	Exchange rate as on		
	March 31, 2024	March 31, 2023	March 31, 2022
USD	83.37	82.22	75.81
EUR	90.22	89.61	84.66
GBP	105.29	101.87	99.55
SGD	61.67	61.83	55.78

Source: www.rbi.org.in, www.oanda.com and www.fbil.org.in

Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward looking statements, which may include statements with respect to our business strategy, our revenue and profitability, our goals and other such matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements generally can be identified by words or phrases such as “*aim*”, “*anticipate*”, “*believe*”, “*goal*”, “*expect*”, “*estimate*”, “*intend*”, “*likely to*”, “*objective*”, “*plan*”, “*projected*”, “*should*” “*will*”, “*will continue*”, “*seek to*”, “*will pursue*” or other words or phrases of similar import. Similarly, statements that describe our expected financial conditions, results of operations, strategies, objectives, prospects, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All forward-looking statements whether made by us or any third parties in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, uncertainties 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 the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company has businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, changes in the competitive landscape, the performance of the financial markets in India and globally, incidence of any natural calamities and/or acts of violence, changes in laws, regulations and taxes and changes in competition in our industry.

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

1. We operate in a highly regulated environment which is subject to changes in laws and regulations and government policies which could adversely affect our business, financial condition and results of operations.
2. Our investment banking and institutional equities business is highly dependent on market and economic conditions. Adverse market or economic conditions could have a significant economic and financial impact on our business.
3. Our Company and Subsidiary, DAM USA, are subject to periodic inspections by various statutory and regulatory authorities. Non-compliance with the observations made during any such inspections could lead to penalties, adverse regulatory actions or issue of warning letters which may adversely impact our reputation, financial condition and results of operations.
4. The success of our business operations is extensively dependent on our Promoter and Managing Director, Dharmesh Anil Mehta, and on Directors, Key Managerial Personnel and Senior Management as well as our ability to attract, train and retain employees.
5. We face various risks in relation to our investment banking business, such as ability to attract and retain clients, investors and employees, execution of the transaction in timely manner, unfavourable market conditions and regulatory environment.
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.
7. We are exposed to the risk of human error, malfeasance or other misconduct, which could adversely impact our business and damage our brand strength and reputation.
8. A significant portion of our revenue is from only two income streams, namely, advisory fee income and brokerage, which are highly dependent on general macro-economic conditions, and their continued success is necessary for our business prospects.

9. Our inability to protect or use our intellectual property rights may adversely affect our business. We may also unintentionally infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.
10. We have incurred losses in the stock broking segment in the past. Any further reduction in our brokerage fee could have a material adverse effect on our business, financial condition, cash flows and results of operations.

For a further discussion on factors that could cause our actual results to differ from our expectations, see “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 28, 149 and 244, respectively.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoters, our Directors, the Selling Shareholders, the Syndicate, the Book Running Lead Manager, 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. 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.

In accordance with regulatory requirements of SEBI and as prescribed under applicable law, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the date of listing and trading approvals by the Stock Exchanges. In accordance with the requirements of SEBI and as prescribed under the applicable law, each of the Selling Shareholders will, severally and not jointly, ensure (through our Company and the BRLM) that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in the Red Herring Prospectus until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by each of the Selling Shareholders to the extent of information pertaining to it and/or its respective portion of the Offered Shares, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Financial Information”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of the Articles of Association” beginning on pages 28, 65, 79, 91, 107, 149, 193, 275, 307 and 329, respectively, of this Draft Red Herring Prospectus.

Summary of our primary business

DAM Capital is the fastest growing investment bank in India by revenue CAGR from Fiscals 2022 to 2024 with the highest profit margin in Fiscal 2024, among the peers considered (*Source: CRISIL Report*). We are one of the leading investment banks in India with a market share of 12.1% based on the number of initial public offerings and qualified institutional placements undertaken by us as the book running lead manager in Fiscal 2024 (*Source: CRISIL Report*). We provide a wide range of financial solutions in areas of (i) investment banking comprising equity capital markets (“ECM”), mergers and acquisitions (“M&A”), private equity (“PE”), and structured finance advisory; and (ii) institutional equities comprising broking and research.

For further information, see “Our Business” on page 149.

Summary of the industry in which we operate

The Indian Capital Market is one of the most dynamic and high growth organised markets in the world. It witnessed strong performance during the period Fiscal 2011-2024. The market capitalization of National Stock Exchange grew at 14.4% CAGR during Fiscal 2011 to Fiscal 2024. The NIFTY 50 index has grown at a CAGR of 10.9% over this period. Both domestic and global factors were supportive of foreign capital inflows. The Indian capital market has shown a strong growth in Fiscal 2024 compared to Fiscal 2023 in terms of the number of issues (IPO, QIP, OFS, Rights Issue, Buyback, InvIT/REIT, FPO) which have increased from 234 in Fiscal 2023 to 316 in Fiscal 2024. (*Source: CRISIL Report*)

For further information, see “Industry Overview” on page 107.

Promoters

The Promoters of our Company are Dharmesh Anil Mehta, Sonali Dharmesh Mehta and Boombucket Advisors Private Limited.

For further details, see “Our Promoters and Promoter Group” on page 187.

Offer Size

The following table summarizes the details of the Offer. For further details, see “The Offer” and “Offer Structure” on pages 65 and 302, respectively.

Offer ⁽¹⁾	Up to 32,064,010 Equity Shares of face value of ₹2 each, aggregating up to ₹ [●] million		
which includes			
Offer for Sale ⁽²⁾	Name of the Selling Shareholder		Equity Shares offered
	Multiple	Alternate	Asset
	Management Private Limited		Up to 8,800,000 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
	Narotam Satyanarayan Sekhsaria		Up to 7,068,600 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
	RBL Bank Limited		Up to 6,831,000 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
	Easyaccess Limited	Financial	Services
	Dharmesh Anil Mehta		Up to 5,123,250 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
			Up to 4,241,160 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million

The Offer consists of:

Employee Reservation Portion⁽³⁾ Up to [●] Equity Shares of ₹2 each aggregating up to ₹ [●] million

Net Offer Up to [●] Equity Shares of ₹2 each aggregating up to ₹ [●] million

⁽¹⁾ The Offer has been authorized by a resolution of our Board dated August 9, 2024.

⁽²⁾ Our IPO Committee has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated September 3, 2024. The Equity Shares being offered by each of the Selling Shareholders have been held by them for a period of at least one year immediately preceding the date of this Draft Red Herring Prospectus with the SEBI and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details of authorisations received from the Selling Shareholders for the Offer for Sale, see “Other Regulatory and Statutory Disclosures – Authority for the Offer -Approvals from the Selling Shareholders” on page 282.

⁽³⁾ Eligible Employees bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of an under-subscription 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. For further details, see “Offer Structure” and “Offer Procedure” on pages 302 and 307, respectively.

For details, see “Other Regulatory and Statutory Disclosures” on page 282.

The Offer and Net Offer would constitute [●]% and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company. For further details, see “The Offer” beginning on page 65.

Objects of the Offer

The objects of the Offer are to (i) carry out the Offer for Sale of up to 32,064,010 Equity Shares of face value of ₹2 each by the Selling Shareholders aggregating up to ₹[●] million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. The Selling Shareholders will be entitled to the entire proceeds of the Offer after deducting its portion of the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer.

For further details, see “Objects of the Offer” on page 91.

Aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and Selling Shareholders

The aggregate pre-Offer Equity shareholding and percentage of the pre-Offer paid-up Equity Share capital, of each of our Promoters, members of our Promoter Group and Selling Shareholders as on the date of this Draft Red Herring Prospectus is set forth below:

Name	Pre-Offer		Post-Offer ⁽¹⁾	
	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer Equity Share capital (%)	Number of Equity Shares of face value of ₹2 each	Percentage of post-Offer Equity Share capital (%)
Promoters				
Dharmesh Anil Mehta (also a Promoter Selling Shareholder)	18,561,350	26.26	[●]	[●]
Sonali Dharmesh Mehta ⁽²⁾	6,304,350	8.92	[●]	[●]
Boombucket Advisors Private Limited	7,567,600	10.71		
Total (A)	32,433,300	45.88	[●]	[●]
Promoter Group (other than Promoters)				
N.A.	N.A.	N.A.	[●]	[●]
Total (B)	N.A.	N.A.	[●]	[●]
Investor Selling Shareholders				
Multiples Alternate Asset Management Private Limited	13,661,350	19.33	[●]	[●]
Narotam Satyanarayan Sekhsaria	10,929,350	15.46	[●]	[●]
RBL Bank Limited	6,831,000	9.66	[●]	[●]
Easyaccess Financial Services Limited	6,831,000	9.66	[●]	[●]
Total (C)	38,252,700	54.12	[●]	[●]

Name	Pre-Offer		Post-Offer ⁽¹⁾	
	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer Equity Share capital (%)	Number of Equity Shares of face value of ₹2 each	Percentage of post-Offer Equity Share capital (%)
Total (A+B+C)	70,686,000	100.00	[●]	[●]

⁽¹⁾ Subject to completion of the Offer and finalization of the Allotment.

⁽²⁾ Jointly with Dharmesh Anil Mehta

For further details, see “*Capital Structure*” beginning on page 79.

Summary of Selected Financial Information derived from our Restated Consolidated Financial Statements

The summary of selected financial information of the Company derived from the Restated Consolidated Financial Statements is set forth below.

Particulars	(<i>₹ in million, unless otherwise specified</i>)		
	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity Share capital	141.37	141.37	141.37
Net worth ⁽¹⁾	1,626.11	951.26	879.73
Revenue from operations	1,800.42	849.26	933.68
Profit/(loss) for the year	705.23	86.74	218.98
Basic EPS (₹) ⁽²⁾	9.98	1.23	3.10
Diluted EPS (₹) ⁽³⁾	9.98	1.23	3.10
Net asset value per equity share (₹) ⁽⁴⁾	23.00	13.46	12.45
Total borrowings ⁽⁵⁾	49.29	32.94	14.06

Notes:

⁽¹⁾ Net worth means equity share capital plus other equity.

⁽²⁾ Basic earnings per share (₹) is calculated by dividing the net profit or net loss for the year attributable to equity shareholders by the weighted average number of Equity Shares of face value of ₹2 each outstanding during the year.

⁽³⁾ Diluted earnings per share (₹) is calculated by dividing the net profit or net loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares of face value of 2 each outstanding during the year.

⁽⁴⁾ Net asset value per Equity Share (₹) is computed as the closing net worth divided by the equity shares outstanding as at the respective year end, as adjusted for the subdivision of equity shares from face value of ₹10 each to ₹2 each.

⁽⁵⁾ Total borrowings represent vehicle loan outstanding, other than debt securities.

For further details, see “*Restated Consolidated Financial Statements*” on page 193.

Qualifications of the Auditor which have not been given effect to in the Restated Consolidated Financial Statements

The Statutory Auditor has not made any qualifications in their examination report, which have not been given effect to in the Restated Consolidated Financial Statements.

Summary of Outstanding Litigation and Material Developments

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Promoters and our Directors, as disclosed in this Draft Red Herring Prospectus as per the Materiality Policy, is provided below.

Category of individuals/entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation as per the Materiality Policy	Aggregate amount involved* (in ₹ million)
Company						
By our Company	Nil	5	N.A.	N.A.	Nil	15.51
Against our Company	Nil	Nil	Nil	N.A.	Nil	Nil
Directors						
By our Directors	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Directors	Nil	Nil	1	N.A.	Nil	0.15
Promoters						

Category of individuals/entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation as per the Materiality Policy	Aggregate amount involved* (in ₹ million)
By the Promoters	Nil	Nil	N.A.	N.A.	Nil	N.A.
Against our Promoters	Nil	Nil	Nil	Nil	Nil	N.A.
Subsidiaries						
By our Subsidiaries	Nil	Nil	N.A.	N.A.	Nil	N.A.
Against our Subsidiaries	Nil	Nil	Nil	N.A.	Nil	N.A.

* To the extent quantifiable.

As on the date of this Draft Red Herring Prospectus, there is no Group Company of our Company.

For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Material Developments*” beginning on page 275.

Risk Factors

Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. Details of our top 10 risk factors are set forth below.

1. We operate in a highly regulated environment which is subject to changes in laws and regulations and government policies which could adversely affect our business, financial condition and results of operations.
2. Our investment banking and institutional equities business is highly dependent on market and economic conditions. Adverse market or economic conditions could have a significant economic and financial impact on our business.
3. Our Company and Subsidiary, DAM USA, are subject to periodic inspections by various statutory and regulatory authorities. Non-compliance with the observations made during any such inspections could lead to penalties, adverse regulatory actions or issue of warning letters which may adversely impact our reputation, financial condition and results of operations.
4. The success of our business operations is extensively dependent on our Promoter and Managing Director, Dharmesh Anil Mehta, and on Directors, Key Managerial Personnel and Senior Management as well as our ability to attract, train and retain employees.
5. We face various risks in relation to our investment banking business, such as ability to attract and retain clients, investors and employees, execution of the transaction in timely manner, unfavourable market conditions and regulatory environment.
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.
7. We are exposed to the risk of human error, malfeasance or other misconduct, which could adversely impact our business and damage our brand strength and reputation.
8. A significant portion of our revenue is from only two income streams, namely, advisory fee income and brokerage, which are highly dependent on general macro-economic conditions, and their continued success is necessary for our business prospects.
9. Our inability to protect or use our intellectual property rights may adversely affect our business. We may also unintentionally infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.

10. We have incurred losses in the stock broking segment in the past. Any further reduction in our brokerage fee could have a material adverse effect on our business, financial condition, cash flows and results of operations.

For details, see “*Risk Factors*” beginning on page 28.

Summary of Contingent Liabilities

The following is a summary table of our contingent liabilities as per Ind AS 37 as on March 31, 2024 as indicated in our Restated Consolidated Financial Statements.

		<i>(in ₹ million)</i>
Particulars		As at March 31, 2024
Contingent liabilities		
Claims not acknowledged as debts in respect of:		
-	Income Tax matters under appeal	6.88
Total		6.88

For further details, please see “*Restated Consolidated Financial Statements – Note 33 – Contingent Liabilities*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Outstanding Litigation and Material Developments*” beginning on pages 232, 244 and 275, respectively.

Summary of Related Party Transactions

The following is the summary of transactions with related parties for the Fiscals 2024, 2023 and 2022, as per the requirements under Ind AS 24, derived from the Restated Consolidated Financial Statements.

		<i>(₹ in million)</i>		
Related parties with whom transactions have taken place	Nature of transaction	Fiscal 2024	Fiscal 2023	Fiscal 2022
Key Management Personnel				
Dharmesh Anil Mehta <i>Managing Director and Chief Executive Officer</i>	Employee benefit expense	48.61	48.30	31.08
Jateen Madhukar Doshi <i>Executive Director</i>	Employee benefit expense	10.66	10.92	7.89
Hitesh Mahendrakumar Desai <i>Chief Financial Officer</i>	Employee benefit expense	6.68	7.74	5.39
Rajesh Tekadiwala <i>Company Secretary</i>	Employee benefit expense	3.96	4.10	3.50
Directors				
Rajendra Prabhakar Chitale <i>Independent Director</i>	Directors’ sitting fees paid	0.90	0.90	1.05
Nithya Easwaran <i>Nominee Director⁽¹⁾</i>	Directors’ sitting fees paid	0.85	0.85	1.05
Lalit Mohanlal Ratadia <i>Independent Director (w.e.f. May 11, 2022)⁽²⁾</i>	Directors’ sitting fees paid	0.90	0.85	-
Individual owning directly or indirectly interest in voting power that gives them control or significant influence				
Narotam Satyanarayan Sekhsaria	Fees and commission income received	3.19	0.04	0.22

⁽¹⁾ Re-designated from being a nominee director appointed on behalf of Multiples Alternate Asset Management Private Limited to a Non-Executive Director w.e.f. August 19, 2024.

⁽²⁾ Resigned as an Independent Director from our Board w.e.f. August 10, 2024

For details of the related party transactions in accordance with Ind AS 24, see “*Restated Consolidated Financial Statements – Note 39 – Related Party Transactions*” on page 238.

Financing Arrangements

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

Details of price at which equity shares were acquired by our Promoters, members of the Promoter Group, Selling Shareholders and Shareholders with right to nominate directors or other rights in the last three years preceding the date of this Draft Red Herring Prospectus

Set out below are details of the price at which equity shares were acquired by the Promoters, members of the Promoter Group, Selling Shareholders and Shareholders with right to nominate directors or other rights acquired specified securities in the last three years preceding the date of this Draft Red Herring Prospectus:

Name of acquirer / shareholder	Nature of the transaction	Face value (in ₹)	Date of acquisition	Number of equity shares acquired	Acquisition price per equity share (in ₹)*
Promoters					
Dharmesh Anil Mehta (also the Promoter Selling Shareholder)	Transfer of shares by way of gift	10**	March 15, 2024	1,550,000	Nil
Sonali Dharmesh Mehta^	Transfer of shares by way of gift	10**	March 15, 2024	1,260,870	Nil
Boombucket Advisors Private Limited	N.A.	N.A.	N.A.	N.A.#	N.A.
Promoter Group					
N.A.	N.A.	N.A.	N.A.	N.A.#	N.A.
Investor Selling Shareholders (including Shareholders with right to nominate directors or other rights)					
Multiples Alternate Asset Management Private Limited	N.A.	N.A.	N.A.	N.A.#	N.A.
Narotam Satyanarayan Sekhsaria	N.A.	N.A.	N.A.	N.A.#	N.A.
RBL Bank Limited	N.A.	N.A.	N.A.	N.A.#	N.A.
Easyaccess Financial Services Limited	N.A.	N.A.	N.A.	N.A.#	N.A.

* As certified by Shaparia Mehta & Associates LLP, Chartered Accountants, by way of their certificate dated September 3, 2024.

** Pursuant to the Board resolution dated July 23, 2024, and the Shareholders' resolution dated August 13, 2024, the authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹10 each into 260,000,000 equity shares of ₹2 each. Accordingly, the face value of equity shares has been sub-divided from ₹10 to ₹2 each.

^ Jointly with Dharmesh Anil Mehta

No Equity shares were acquired in the past 3 years preceding the date of this Draft Red Herring Prospectus

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

The weighted average price at which the equity shares were acquired by our Promoters and the Selling Shareholders in the one year preceding the date of this Draft Red Herring Prospectus is as follows.

Name	Number of equity shares of face value of ₹10 acquired in last one year	Weighted average price of equity shares acquired in the last one year (in ₹)
Promoters		
Dharmesh Anil Mehta*	1,550,000 [§]	Nil [®]
Sonali Dharmesh Mehta^	1,260,870 [§]	Nil [®]
Boombucket Advisors Private Limited	-	-#
Investor Selling Shareholders		
Multiples Alternate Asset Management Private Limited	-	-#
Narotam Satyanarayan Sekhsaria	-	-#
RBL Bank Limited	-	-#
Easyaccess Financial Services Limited	-	-#

As certified by Shaparia Mehta & Associates LLP, Chartered Accountants, by way of their certificate dated September 3, 2024.

* Also acting in the capacity as a Selling Shareholder.

® Average cost of acquisition has been calculated after considering equity shares received through gift (Nil) and split of face value of equity shares from ₹10 per equity share to ₹2 per equity share pursuant to a Board resolution dated July 23, 2024 and Shareholders' resolution dated August 13, 2024.

[^] Jointly with Dharmesh Anil Mehta

[#] No equity shares were acquired in the past one year preceding the date of this Draft Red Herring Prospectus.

^{\$} Number of equity shares are the equity shares transferred (received as gift) prior to split of face value of equity shares from ₹10 per equity share to ₹2 per equity share pursuant to a Board resolution dated July 23, 2024 and Shareholders' resolution dated August 13, 2024.

Average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders

The average cost of acquisition per Equity Share by our Promoters and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is as follows.

Sr. No.	Name	Number of Equity Shares of face value of ₹2 each held	Average cost of acquisition per Equity Share (in ₹) [^]
Promoters			
1.	Dharmesh Anil Mehta [*]	18,561,350	5.39 [#]
2.	Sonali Dharmesh Mehta [@]	6,304,350	Nil [#]
3.	Boombucket Advisors Private Limited	7,567,600	9.25
Investor Selling Shareholders			
1.	Multiples Alternate Asset Management Private Limited	13,661,350	14.64
2.	Narotam Satyanarayan Sekhsaria	10,929,350	14.64
3.	RBL Bank Limited	6,831,000	14.64
4.	Easyaccess Financial Services Limited	6,831,000	14.64

As certified by Shaparia Mehta & Associates LLP, Chartered Accountants, by way of their certificate dated September 3, 2024.

^{*} Also acting in the capacity as a Selling Shareholder

[#] Average cost of acquisition has been calculated after considering equity shares received through gift

[@] Jointly with Dharmesh Anil Mehta

[^] Average cost of acquisition has been calculated after considering split of face value of equity shares from ₹10 per equity share to ₹2 per equity share pursuant to a Board resolution dated July 23, 2024 and Shareholders' resolution dated August 13, 2024

Weighted average cost of acquisition of all shares transacted in last one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus

Period	Weighted average cost of acquisition ⁽¹⁾ (in ₹)	Cap Price is 'x' times the weighted average cost of acquisition ⁽²⁾	Range of acquisition price: lowest price – highest price ⁽¹⁾ (in ₹)
Last one year	Nil	[●]	0-0
Last 18 months	Nil	[●]	0-0
Last three years	Nil	[●]	0-0

As certified by Shaparia Mehta & Associates LLP, Chartered Accountants, by way of their certificate dated September 3, 2024.

⁽¹⁾ Average cost of acquisition has been calculated after considering equity shares received through gift and split of face value of equity shares from ₹10 per equity share to ₹2 per equity share pursuant to a Board resolution dated July 23, 2024 and Shareholders' resolution dated August 13, 2024.

⁽²⁾ To be updated in the Prospectus, once the Price Band information is available.

Details of pre-IPO placement

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till listing of the Equity Shares.

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

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split / Consolidation of Equity Shares in the last one year

Except as disclosed below, our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus:

Pursuant to resolutions passed by our Board at its meeting dated July 23, 2024 and the Shareholders at their EGM dated August 13, 2024, our Company has sub-divided its equity shares of face value of ₹10 each to equity shares of face value of ₹2 each.

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

Our Company has not applied for or received any exemption from complying with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION II – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Potential investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, our Equity Shares, or the industry in which we currently operate or propose to operate. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse impact on our business, results of operations, cash flows and financial condition. If any of the following risks or a combination of risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition may be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. To obtain a complete understanding of our business, you should read this section in conjunction with the sections titled “**Industry Overview**”, “**Our Business**”, “**Restated Consolidated Financial Statements**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 107, 149, 193 and 244, respectively, of this Draft Red Herring Prospectus, as well as the other financial information contained in this Draft Red Herring Prospectus.*

*In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Draft Red Herring Prospectus contains certain 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 the considerations described in this section and elsewhere in this Draft Red Herring Prospectus. See “**Forward-Looking Statements**” on page 18 of this Draft Red Herring Prospectus.*

*Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. For further information, see “**Restated Consolidated Financial Statements**” on page 193. Our financial year ends on March 31 of each year, so all references to a particular financial year or Fiscal are to the 12-month period ended March 31 of that year.*

Unless the context otherwise requires, in this section, references to “we”, “us”, or “our” refers to DAM Capital Advisors Limited and its Subsidiaries on a consolidated basis and references to “the Company” or “our Company” refers to DAM Capital Advisors Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “**Assessment of Investment Banking and Institutional Equities Industries in India**” dated August 2024 (the “**CRISIL Report**”) prepared and issued by CRISIL MI&A, appointed by us on July 12, 2024 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report is available on the website of our Company at <https://www.damcapital.in/static/investor-relation.aspx>. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information relevant for the proposed Offer, that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see “**Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company**” on page 53. Also see, “**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data**” on page 14.*

Internal Risk Factors

- 1. We operate in a highly regulated environment which is subject to changes in laws and regulations and government policies which could adversely affect our business, financial condition and results of operations.***

We operate in the investment banking and institutional equities industry which is subject to extensive regulation. Our Company is registered with the Securities and Exchange Board of India (“SEBI”) as (i) a category I merchant banker for carrying on the activities of issue management which includes offering the sale or purchase of securities by a corporate body and other activities as prescribed under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992; (ii) a stockbroker/proprietary trading member/ clearing member for carrying on the activities of buying, selling or dealing in securities/clearing and settlement of trades under the Stock Brokers Regulations, 1992; (iii) a research analyst under the Securities and Exchange Board of India (Research Analysts) Regulations, 2014. Our Company is also registered as (i) a trading and a trading cum clearing member of BSE; (ii) a trading member in capital markets, futures and options, interest rate futures and currency derivatives of NSE.

To undertake our business activities, we may need to obtain and renew registrations and approvals under regulations issued by regulatory authorities, especially SEBI. Such regulations include the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, Securities and Exchange Board of India (Research Analysts) Regulations, 2014, Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Securities and Exchange Board of India (Intermediaries) Regulations, 2008 and Securities and Exchange Board of India (Stock Brokers) Regulations, 1992. Additionally, we need to ensure compliance with various statutes, such as the Securities Contracts (Regulation) Act, 1956 (“SCRA”) read with the Securities Contracts (Regulation) Rules, 1957 (“SCRR”), the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), and various rules, regulations, notifications and circulars issued under such statutes. Additionally, our business operations are subject to regulatory limits on brokerage fee rates and net worth requirements imposed by SEBI and the Stock Exchanges.

We are subject to periodic inspections and oversight by various regulatory authorities, especially SEBI. Our activities have been and may continue to be subject to divergent regulations in different jurisdictions. Among other things, as a result of law enforcement authorities, regulators or private parties challenging our compliance with existing laws and regulations, we could be exposed to fines, criminal charges or sanctions; be prohibited from engaging in some of our business activities, subjected to limitations or conditions on our business activities. These limitations or conditions may limit our business activities and negatively impact our profitability. Notably, these limitations or conditions may impact our eligibility to hold other licenses or to obtain new licenses necessary for expanding our business. Such eligibility issues may pose constraints on our ability to conduct our existing business and to enter new business segments.

While we aim to ensure compliance with applicable law including various acts, rules, regulations and circulars issued by SEBI and other applicable regulatory authorities relating to our activities, we cannot assure you that SEBI or any other regulatory authorities regulating us will not take different interpretations regarding applicability of, or compliance with, the laws and regulatory framework governing our business. 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 actions, including fines, suspension or termination of approvals or registrations, or restrictions on undertaking all or some of our business activities. For further details, see “**Key Regulations and Policies in India**” and “**Outstanding Litigation and Material Developments**” on pages 163 and 275, respectively.

In order to comply with the various regulations, we formulate various policies and codes, such as the ‘*code of conduct on prevention of insider trading*’ and ‘*code of conduct and ethics*’, investor grievance resolution policy and whistle blower policy. There is no assurance that the policies adopted 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.

Further, although we have established an internal framework to monitor the conduct of our employees, such as creating policies, codes of conduct and procedure that limits access /interaction between certain departments, we cannot assure you that none of our employees will violate such code(s) and provisions of applicable regulations 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 regulations 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. We are subject to various laws relating to the prevention of insider trading, front running and other conflicts of interest.

We are and may continue to be subject to increased scrutiny concerning perceived conflicts of interest that increase the risk of financial liability and reputational harm resulting from adverse regulatory actions. A

failure to identify and address conflicts of interest appropriately could adversely affect our business and our inability to implement any amendment to, or changes to governing laws, regulation or policy governing conflicts of interest in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also adversely affect our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also limit our activities and/or increase our costs and expose us to liabilities.

The requirements imposed by SEBI and other regulators are designed to ensure the integrity of the financial markets and to protect investors and other third parties who deal with us and may not always coincide with the interests of our shareholders. Consequently, these regulations may serve to limit our activities and/or increase our costs, including through investor protection, compliance management and market conduct requirements.

2. *Our investment banking and institutional equities business is highly dependent on market and economic conditions. Adverse market or economic conditions could have a significant economic and financial impact on our business.*

As an investment banking and securities firm, our business is materially affected by conditions in the economy and financial markets both India and globally. The Indian capital markets witnessed strong performance during the period Fiscal 2011-24. (*Source: CRISIL Report*). This favourable growth and economic environment may not continue indefinitely, and our business may be affected by times of economic slowdowns and market volatility. In the event of a market downturn, our businesses could be adversely affected. With a decline in Indian markets, our revenues are likely to decline as well, and consequently our profits could be affected. In the past, there were instances where our investment banking business was impacted due to geo-political tensions and uncertain economic conditions. As a result of the low capital markets activity in the backdrop of global uncertainties, our advisory fee income decreased by ₹88.26 million or 14.44% from ₹611.14 million in Fiscal 2022 to ₹522.88 million in Fiscal 2023 and our brokerage income decreased by ₹10.90 million or 3.60%, from ₹302.40 million in Fiscal 2022 to ₹291.50 million in Fiscal 2023.

Markets tend to be highly volatile and can be adversely impacted by unfavourable or uncertain economic and market conditions caused by a myriad of factors, including decline in economic growth, changes in consumer spending, pandemics, high level of inflation, interest rate fluctuations, exchange rate or basic commodity price volatility, uncertainty concerning fiscal or monetary policy, political instability, uncertainty about potential increases in tax rates and other regulatory changes, laws and regulations that limit trading, worsening of domestic or international geopolitical tensions or hostilities, terrorism, nuclear proliferation, cybersecurity threats or attacks and other forms of disruption to or curtailment of global communication, corporate frauds, political or other scandals that reduce investor confidence in capital markets, extreme weather events or other natural disasters, or a combination of these or other factors.

The investment banking and institutional equities industry has been materially and adversely affected in the past by significant declines in the values of nearly all asset classes, by a serious lack of liquidity and by high levels of borrower defaults. For instance, the 2008 stock market crash was triggered by the collapse of the subprime mortgage market and the ensuing financial crisis led to a severe global economic downturn across the globe. Major financial institutions faced huge losses due to exposure to mortgage-backed securities which were illiquid and difficult to value, resulting in widespread bankruptcies and government bailouts. Major global and Indian stock indices, including the S&P 500 and Dow Jones Industrial Average, Sensex and NIFTY plummeted, erasing trillions in market value and eroding investor wealth. The crisis caused a deep recession, leading to significant job losses, reduced consumer spending, and prolonged economic instability. A major event in the form of the NBFC crisis in fiscal 2019 also slowed funding inflows, followed by the impact of COVID-19 in Fiscal 2020.

As a result of the volatility in the markets, our revenues from operations have historically varied significantly. In Fiscals 2024, 2023 and 2022, our total revenue from operations were ₹1,800.42 million, ₹849.26 million and ₹933.68 million, respectively and our profit after tax were ₹705.23 million, ₹86.74 million and ₹218.98 million, respectively.

Unfavourable financial or economic conditions would likely reduce the volume and size of transactions in which we provide capital markets, mergers and acquisitions advisory and other services. Our revenues derived from investment banking and institutional equities business, in the form of commissions and left

lead fees, are directly related to the number and size of the transactions in which we participate, and our results of operations would therefore be adversely affected by a sustained market downturn.

3. Our Company and Subsidiary, DAM USA, are subject to periodic inspections by various statutory and regulatory authorities. Non-compliance with the observations made during any such inspections could lead to penalties, adverse regulatory actions or issue of warning letters which may adversely impact our reputation, financial condition and results of operations.

We face significant legal risks in our investment banking and institutional equities businesses and the volume and amount of damages claimed in litigation against financial intermediaries could be significant. These risks include potential liability under securities laws for materially false or misleading statements made in offer documents in connection with securities and other transactions, potential liability for the advice we provide to participants in corporate transactions and disputes over the terms and conditions of complex trading arrangements. We are also exposed to claims against us for recommending investments that are not consistent with a client's investment objectives or engaging in unauthorized or excessive trading. During a prolonged market downturn, we would expect these types of claims to increase. These risks often may be difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time.

Our business activities are subject to periodic inspection by various authorities, such as SEBI, BSE and NSE. In the past, BSE and NSE have (a) identified certain deficiencies in our operations, (b) made certain observations in relation to our operations during its periodic inspections and (c) sought certain clarifications about our operations, including as follows:

- reported incorrect data towards segregation and monitoring of collateral at client level to clearing; member/clearing corporation;
- incorrect reporting of margin collected from client to the stock exchanges;
- mismatches in submission of data; and
- Adverse findings reported by the internal auditor.

In the past, based on findings of inspections conducted by BSE/NSE, internal audit observations and penalties levied by stock exchanges on certain routine processes, our Company has paid penalties as mentioned in the table below. Except as follows, there are no penalties imposed by the SEBI and stock exchanges, in India or abroad, involving the Company and its Subsidiaries:

(₹ in million)					
S. No.	Nature of penalty	2023-24	2022-23	2021-22	Total
1.	Client code modification	0.56	-	-	0.56
2.	Internal audit observation /other	0.24	0.02	-	0.27
3.	Short/non-allocation of margin	0.04	0.09	0.03	0.17
4.	Non-allocation of one-time registration	0.05	0.05	0.03	0.13
5.	Others	0.05	0.01	0.01	0.07
6.	Unregistered client code	-	0.04	-	0.04
7.	Non-submission of system and cyber audit report	0.00	-	-	0.00
Total		0.95	0.22	0.08	1.24

In reference to our investment banking business, we have also received a warning letter from SEBI in July 2022 for non-compliance in disclosure requirements in an offer document related to an initial public offer. Further in April 2023, we have received a warning letter from SEBI for certain non-compliances for merchant banking operations for Fiscal 2022, found by SEBI during the course of its inspection. As per the directions of SEBI both the warning letters were placed before our Board of Directors and necessary corrective steps were taken.

Our Subsidiary, DAM USA, is registered as a broker-dealer incorporated in the State of New York, USA and is registered with FINRA and the SEC. Further, our Subsidiary and our Company have entered into an agreement relying on the exemptions provided under Rule 15a-6 of the Securities Exchange Act of 1934 for undertaking transactions on US exchanges through DAM USA through a Chaperoning

Arrangement. DAM USA is subject to regular examinations and inspections by the SEC. Any adverse order passed against DAM USA, our Subsidiary, which prohibits it from undertaking any business may adversely impact our ability to undertake transactions with our US clients.

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. 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 applicable laws and regulations 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.

4. The success of our business operations is extensively dependent on our Promoter and Managing Director, Dharmesh Anil Mehta, and on Directors, Key Managerial Personnel and Senior Management as well as our ability to attract, train and retain employees.

The success of our business operations is attributable to our Key Managerial Personnel and senior management. We believe that the experience of our Senior Management team has enabled us to experience consistent growth and profitability as well as a robust liquidity and capital position. Our Promoter and Managing Director, Dharmesh Anil Mehta, has been instrumental in setting up our business and the brand image of our Company since the acquisition and he has played a key role in the growth and profitability of our business.

Our ability to sustain our growth depends upon our ability to attract and retain key personnel, developing managerial experience to address emerging business and operating challenges and ensuring a high standard of client service. The relationships we maintain with various clients, sectors, and funds are deeply dependant on our Key Managerial Personnel and Dharmesh Anil Mehta. Their industry expertise, strategic vision, and ability to foster and nurture these relationships have been fundamental to securing and retaining our client base. The trust and confidence our clients place in us are largely a reflection of the skills, reputation, and leadership provided by our Key Managerial Personnel and Dharmesh Anil Mehta. Our business and its growth are therefore significantly dependent on Dharmesh Anil Mehta and our Key Managerial Personnel and our Senior Management.

We also face attrition of our existing workforce as a result of increased competition or other factors relating to our businesses. The following table sets forth the attrition rate of the periods indicated below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total number of employees	111	100	92
Attrition Rate (%) ⁽¹⁾	18.02%	12.00%	23.91%

⁽¹⁾ Attrition Rate has been calculated as the number of employees who have resigned during the period, divided by the number of employees existing at the end of the period

Our management’s domain expertise, leadership skills and market insights provide us with a competitive advantage which help us implement our business strategies. Our employees have experience in investment banking, research, equity sales, trading and investment advisory services. They also market our services and develop and maintain relationships with clients and various stakeholders including intermediaries. We have formulated an ESOP Scheme to reward and incentivise our employees for their association, retention, dedication and contribution to the goals of the Company. For further information relating to our ESOP Scheme, see “*Capital Structure - Employee stock options scheme of our Company*” on page 89.

India has stringent labor legislation that protects the interests of employees, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution, and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment.

If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. We will need to recruit new employees, who will have to be trained and integrated into our operations. We will also have to train existing employees to adhere properly to the ever-evolving regulatory environment, internal controls and risk management procedures. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, require additional hiring, reducing the quality of client service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us. Any inability to attract and retain talented

employees, or the resignation or loss of key management personnel, may have an adverse impact on our business and future financial performance

5. *We face various risks in relation to our investment banking business, such as ability to attract and retain clients, investors and employees, execution of the transaction in timely manner, unfavourable market conditions and regulatory environment.*

Our investment banking business subjects us to various risks including failure or inability to obtain necessary regulatory observations or failure to timely execute a mandate, which may subject us to regulatory penalties, reputational risk and adversely affect our business. Public offering of securities of companies are subject to regulatory reviews. The result and timing of these reviews are dependent on multiple factors which are beyond our control and may cause delays to, or the termination of, securities offerings. There can be no assurance that regulatory observations on securities offerings of our clients will be granted in a timely manner or at all in the future. Our inability to satisfy the regulatory requirements may result in a decline in the securities offerings advised by us and could reduce our revenue from investment banking, as we normally receive majority of our fees only after the completion of a transaction.

We depend on the accuracy and completeness of information provided by or on behalf of our investment banking clients. When acting as merchant bankers, we may be subject to regulatory sanctions, fines, penalties, investor compensation, disciplinary actions or other legal liabilities for conducting inadequate due diligence in connection with an offering or the post-transaction compliance supervision, fraud or misconduct committed by issuers, their agents, other sponsors or ourselves, misstatements and omissions in disclosure documents, or other illegal or improper activities that occurred during the course of the merchant banking or advisory process. Further, in certain instances, our engagement letters usually contain an indemnity provided by us in favour of our clients. While some of these indemnities are capped to the fee earned by us as part of the transaction, in certain instances the indemnities may be uncapped or have higher caps. Our valuation and pricing for various investment banking mandates are based on estimates as to future growth prospects of the clients, the industry and the likely economic and political scenario. If they prove inadequate, it could impact our reputation, client relationships and prospects.

Our ability to attract and retain clients, investors and employees is highly dependent on our reputation. Any reputational damage caused due to our non-compliance with the regulatory framework, inadequate due diligence standards, wrong advice provided to clients or our inability to raise capital for our clients in a timely manner, can significantly affect our business and results of operation. Any damage to our reputation may result in a reduction in business opportunities, increased scrutiny from regulators, and potential legal liabilities. Furthermore, negative media coverage or public criticism can erode trust among stakeholders, resulting in a decline in our market standing.

The performance of our investment banking business also depends on market conditions. Unfavourable market conditions and capital markets volatility may also cause delays to, or the termination of, securities offerings advised by us, or may result in fewer mandates, which may in turn materially adversely affect our revenue from the investment banking business. In addition, in case we enter into 'hard' underwriting arrangements with our clients, we may be required to purchase the entire unsubscribed portion for our own account, which may even cause us to incur losses in case of a fall in prices or lack of liquidity. For example, if we are required to 'hard underwrite' securities as a manager of an equity offering instead of merely managing their distribution, we would face various other risks and require significant additional capital.

Our investment banking business exposes our employees to sensitive data in relation to private and public companies, including material non-public information. The unauthorised dissemination of such information, or its use for illicit trading purposes, by our employees could subject us to fines and regulatory actions, damage our client relationships and harm our reputation.

By the nature of the investment banking business, we may be subject to litigation and/or regulatory action, in and outside India, arising from facilitating the sale of securities to investors. Furthermore, changes to the regulatory requirements for investment banking business may pose challenges in terms of deal execution, client development, pricing and distribution capabilities.

We also face increased competition from competitors who have various advantages over us, including larger financial resources, stronger brand recognition, lower costs or the ability to charge lower fees.

Further, any delayed or non-payment of fees by current and prior clients could have a material adverse effect on our business, financial condition and results of operations.

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 believe that we are compliant with the circulars on 'Cyber Security & Cyber Resilience framework for Stock Brokers/Depository Participants' dated December 3, 2018, October 15, 2019, June 7, 2022, June 30, 2022 and August 20, 2024 issued by SEBI, we have recognised and continue to address the need to have sophisticated technology systems in place to meet our clients' business requirements.

A prolonged disruption of, or failure of, our information processing or communications systems would limit our ability to process transactions. While these events have not materially impacted the operations of our Company in the past, any failure of, or inadequacies in our IT systems in the future may 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.

The financial services industry is characterized by rapidly changing technology. 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. To meet this rapid changing technology, we have a comprehensive Information Security Policy Standards and Procedures ("**ISSP**"). Through the ISSP, we have established a holistic system to effectively manage the information assets of our Company, to manage risks of IT system failure. However, we cannot assure you that there will be no failure of any of our IT systems or communication networks. Though we have cyber security measures in place, we are in the risk of facing cyber threat of fraud and cyber-attacks, such as hacking, phishing, trojans and other threats, attempting to exploit our network to disrupt services to clients and/or theft of sensitive internal company data or client information. This may cause damage to our reputation and adversely impact our business and financial results.

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, ransomware, 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. Disruptions 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 and could harm our business, reputation and prospects.

The proper functioning of our 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. For more information, please see "**Risk Factors - We face various risks due to our heavy reliance on third-party intermediaries and vendors**" on page 46.

7. *We are exposed to the risk of human error, malfeasance or other misconduct, which could adversely impact our business and damage our brand strength and reputation.*

We are expected to process and monitor, on a daily basis, a very large number of transactions and related tasks, many of which are highly complex and occur at high volumes and frequencies, across numerous and diverse markets. These transactions often must adhere to client-specific guidelines, as well as legal and regulatory standards. Compliance with these legal and reporting requirements can be challenging, and we have been and may in the future be subject to regulatory fines and penalties for failing to follow these rules or to report timely, accurate and complete information in accordance with these rules.

Therefore, human error represents a significant risk in our operations. Human error could be in the nature of inability to comply with a regulatory requirement, inadequate due diligence, client miscommunication, operational delay and inefficiencies, data entry errors, incorrect trade executions, or misjudgements in financial analysis. These errors can arise from various sources, including inadequate training, system malfunctions, or oversight failures. Human errors can lead to substantial financial losses, regulatory penalties, or reputational damage, affecting overall operational efficiency and investor confidence.

Human errors and mistakes may lead to (i) non-compliance with regulatory requirements, resulting in fines, sanctions, or increased scrutiny from regulatory bodies, (ii) direct financial losses, impacting profitability and capital reserves, (iii) disruption of daily operations, leading to delays, inefficiencies, or the need for corrective measures that can be costly and time-consuming, (iv) damage our brand equity, potentially reducing client trust and impacting future business opportunities and (v) lead to legal disputes or litigation, with associated costs and potential settlements affecting our financial stability. Furthermore, the identification of liability for individual employees involved in such errors or misconduct can be complex, particularly if they leave the organization before the discovery of the issue. In such cases, determining responsibility and addressing the consequences may require thorough internal investigations and could involve pursuing legal action to hold former employees accountable. The challenge of attributing liability in these circumstances can exacerbate the operational, financial, and reputational risks already posed by the error or misconduct, potentially complicating remediation efforts and increasing exposure to regulatory or legal penalties.

8. A significant portion of our revenue is from only two income streams, namely, advisory fee income and brokerage, which are highly dependent on general macro-economic conditions, and their continued success is necessary for our business prospects.

The primary sources of our revenue are our advisory fee income and brokerage. Our total fees and commission income in Fiscals 2024, 2023 and 2022 were ₹1,738.35 million, ₹814.38 million and ₹913.54 million respectively. The table below sets forth details of our total income for the last three Fiscals:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ million)	Percentage of total income (%)	Amount (₹ million)	Percentage of total income (%)	Amount (₹ million)	Percentage of total income (%)
Advisory fee income	1,243.63	68.33%	522.88	61.49%	611.14	64.67%
Brokerage	494.72	27.18%	291.50	34.28%	302.40	32.00%
Interest income	62.07	3.41%	34.52	4.06%	16.35	1.73%
Dividend income	-	0.00%	0.01	0.00%	0.14	0.01%
Net gain on fair value changes	-	0.00%	0.35	0.04%	3.65	0.39%
Other income	19.58	1.08%	1.15	0.14%	11.40	1.21%
Total income	1,820.00	100.00%	850.41	100.00%	945.08	100.00%

Our business is highly dependent upon the levels of activity in the securities markets in India and in particular, upon the volume of financial assets traded, the number of listed securities, the number of new listings and subsequent issuances, liquidity and changes in investor sentiment. Any adverse changes in such factors, as a result of general economic or market conditions or otherwise, could materially adversely affect our business, financial condition, cash flows and results of operations.

We believe that our revenue from operations has been largely influenced by general macroeconomic conditions and rising capital markets in India. Any adverse change in the general macroeconomic conditions or in the Indian capital markets may adversely affect our future growth.

We are therefore exposed to risks associated with general economic and market conditions in India and globally. General economic and political conditions in India, such as 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, availability of short-term and long-term market funding sources and cost of funding, could affect our business. Global economic and political conditions may also adversely affect the Indian economic conditions. Market conditions may change rapidly, and the Indian capital markets have experienced significant volatility in the past. For further details please see “**Risk Factor - Our investment banking and institutional equities business is highly dependent on market and economic conditions. Adverse market or economic conditions could have a significant economic and financial impact on our business**” on page 30.

The Indian economy has had sustained periods of high inflation in the recent past. With RBI increasing interest rates in fiscal 2023, bank fixed deposits became more attractive and acted as a roadblock in bringing new investors to mutual funds. 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 (*Source: CRISIL Report*).

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 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 volume and number of fund raisings and M&A transactions could significantly decline, thereby affecting our revenues from our investment banking business;
- we may face higher risk of defaults by our clients or counterparties on their contractual obligations;
- we may face increased competition in all our businesses, leading to lower fees and commissions and lower income;
- our financing costs may increase due to the limited access to liquidity and the capital markets, 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.

9. Our inability to protect or use our intellectual property rights may adversely affect our business. We may also unintentionally infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.

We provide our services through the brand name ‘*DAM Capital*’ which is applied for and pending registration as a registered trademark. Our marketing and business brandings are all done through the ‘*DAM Capital*’ brand name. Our success and ability to compete depends on our ability to continue using the brand name and if we fail to register it under the relevant intellectual property laws, the values attached to our brand could deteriorate, which could have a material adverse effect on our business growth and prospects, financial condition, results of operations, and cash flows. For more information, please see “**Government and Other Approvals – Intellectual Property**” and “**Our Business – Intellectual property**” on pages 280 and 162, respectively.

In particular, the use of similar trade name by third parties may result in confusion among our clients, and we are exposed to the risk that entities in India and elsewhere could pass off their services which may adversely affect our business, resulting in a decrease in market share. Such actions may not only result in loss in our business but also adversely affect our reputation and consequently our business prospects and results of operations. In the event of such unauthorized use, we may be compelled to pursue legal action for the protection of our brand and intellectual property, which may divert our attention and resources thereby affecting our business operations. However, we may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be adequate to compensate us for the harm suffered.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing upon any existing third-party intellectual property rights which may force us to alter our offerings. We may also be susceptible to objections and claims from

third parties asserting infringement and other related claims. Any such claims raised in the future could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Further, necessary licenses may not be available to us on satisfactory terms, if at all. Any of the foregoing could have an adverse effect on our business, results of operations, cash flows and financial condition.

Further, necessary licenses may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, the settlement of which could be costly and time consuming. We may also be liable for any past infringements. Any of the foregoing could adversely affect our business, financial condition, results of operations and cash flows.

10. *We have incurred losses in the stock broking segment in the past. Any further reduction in our brokerage fee could have a material adverse effect on our business, financial condition, cash flows and results of operations.*

For the Fiscals 2024, 2023 and 2022, our stock broking segment represented 28.27%, 35.75%, and 32.65% of our total income, respectively. For Fiscals 2023 and 2022, our stock broking business has incurred losses amounting to ₹147.84 million and ₹116.59 million, 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 and 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, if there is any 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.

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, see "**Risk Factor - 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**", "**Risk Factors - We operate in a highly regulated environment which is subject to changes in laws and regulations and government policies which could adversely affect our business, financial condition and results of operations.**", "**Risk Factor - There are operational risks associated with the investment banking and institutional equities industry which, if realised, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.**" on pages 34, 28 and 37, respectively.

11. *There are operational risks associated with the investment banking and institutional equities 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 investment banking and institutional equities 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;
- breach of the terms of agreements entered with clients may expose us to indemnities and liabilities under the terms of engagement entered with our clients;
- inadvertent deviations from defined processes and inadvertent errors due to the manual nature of certain processes;
- 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 disruptions in our operations;
- inadequate technology infrastructure or inappropriate systems architecture;
- failure to adequately monitor and control authorised persons and personnel at our helpdesks;
- 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 helpdesks 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;
- inadequate due diligence, including client verification, non-adherence to anti-money laundering guidelines, KYC processes and client needs analysis, in the sales process.

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 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 penalised and in the future, we may be penalised by the regulators and exchanges for non-compliance with regulations, rules and byelaws relating to operational failure, including in connection with cases of operational failures beyond our control.

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.

12. We may not be able to sustain our growth or expand our client base in light of competitive pressure or failure to implement business strategies.

Our total number of billed clients in investment banking business were 30, 27 and 36 in Fiscal 2022, Fiscal 2023 and Fiscal 2024 respectively. Our total number of billed clients in institutional equities business increased from 133 in Fiscal 2022 to 167 in Fiscal 2023 and 203 in Fiscal 2024. Investment banking clients are typically not recurring, as engagements are often based on specific events or transactions. This lack of recurring business can result in unpredictable revenue streams and increased dependency on securing new mandates. Our ability to sustain our growth depends on various factors, including our ability to manage our growth and expand our client base.

We may not be able to sustain our growth in light of competitive pressure or other factors, such as not being able to implement business strategies and development plans effectively and efficiently. Sustained growth may place significant demands on our administrative, operational and financial resources, which we may be unable to handle. Any slowdown in our growth, whether in absolute terms or relative to industry trends could adversely affect our market position and a loss of our market position could adversely affect our ability to sustain our growth. Moreover, the viability to predict future business growth remains low due to the inherent unpredictability of market dynamics and external factors beyond our control. Fluctuations in economic conditions, regulatory changes, or unforeseen global events could all impede our ability to forecast growth accurately. This unpredictability increases the difficulty of making strategic decisions and planning for long-term expansion, potentially impacting our ability to sustain growth and expand our client base.

Our business is highly competitive, and we need to maintain our existing clients and attract new clients in order to maintain or grow our market share. 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. Additionally, 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. If we are unable to address the needs of our clients 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' 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.

13. *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, clearing corporations, and Stock Exchanges, and other regulatory authorities, and the terms and conditions of the approvals, licenses, registrations and permissions obtained for operating our business. Some of the approvals, licenses and registrations may elapse in the ordinary course of business and we make applications for renewal as 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. We are also yet to apply for registration with SEBI for our newly incorporated DAM Asset Management Company Limited. 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. For further information, see "**Key Regulations and Policies**" on page 163.

If we fail to obtain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, or if we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and we may not be able to carry on such activity, which could adversely affect our business, results of operations, cash flows and financial condition. For further information on the nature of approvals and licenses required for our business, see "**Government and Other Approvals**" on page 279. Additionally, any unfavourable changes in or interpretations of existing laws, or the promulgation of new laws, governing our business and operations could require us to obtain additional licenses and approvals. Regulatory authorities could also impose notices and other orders on us if we fail to obtain any required licenses or approvals. We may also face claims and incur significant liabilities if found completely or partially liable for any injuries, damages or losses. Claims against us may exceed the amount of our insurance coverage or may not be covered by insurance at all.

There is no assurance that such approvals and licenses will be granted or renewed in a timely manner or at all by the relevant regulatory authorities. Failure to obtain or renew such approvals and licenses in a timely manner would make our operations non-compliant with applicable laws and may result in imposition of penalties by relevant authorities, and may also prevent us from carrying out our business. Our licenses and approvals are subject to various conditions, including periodic renewal and maintenance standards. Any actual or alleged failure on our part to comply with the terms and conditions of such regulatory licenses and registrations could expose us to legal action, compliance costs or liabilities, or could affect our ability to continue to operate at the locations or in the manner in which we have been operating thus far. Any of the foregoing could disrupt our services, cause us to incur substantial expenses and divert the time and attention of our management, which may have a material adverse effect on our business, financial condition, cash flows and results of operations.

14. *Our inability to recruit, retain and motivate key employees may severely impact business, financial condition, cash flows, results of operations and prospects.*

Intellectual capital is critical for our business and our performance is largely dependent on the talent and efforts of highly skilled individuals. Competition in the financial services industry, especially across investment banking firms, for qualified employees is intense. Our continued ability to compete effectively in our businesses depends on our ability to attract new employees and to retain and motivate our existing employees.

As of July 31, 2024, we had employed 115 employees, of which 38 were investment banking professionals. In Fiscals 2024, 2023 and 2022 our rate of attrition was 18.02%, 12.00% and 23.91% respectively. We typically experience higher attrition during phases of high growth and volume in the securities market and lower attrition during phases of low growth and reduced transaction volumes (which results in higher operating costs as compared to our revenues in high growth phases).

Factors that affect our ability to attract and retain such employees include our ability to match or better the compensation and benefits offered by our competitors, and our brand reputation. As a significant portion of the compensation that we pay to our employees is in the form of year-end discretionary bonuses, decline in the volume of transactions executed and closed by us in a particular financial year or decline in our profitability, or in the outlook for our future profitability, as well as regulatory limitations on compensation levels and terms, can negatively impact our ability to hire and retain highly qualified employees. We have formulated an ESOP Scheme to reward and incentivise our employees for their association, retention, dedication and contribution to the goals of the Company. For further information relating to our ESOP Scheme, see “*Capital Structure*” on page 79.

Competition from within the investment banking and institutional equities industry and demand for qualified employees has often been intense, not only from within the investment banking and institutional equities industry, but also from sectors outside the investment banking and institutional equities industry seeking to employ experienced investment banking and institutional equities professionals. We have experienced increased competition in hiring and retaining employees to address the demands of our client-oriented businesses.

If we are unable to grow or retain our intellectual capital, we may not realize the benefits we anticipate which may severely impact business, financial condition, cash flows, results of operations and prospects.

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

The investment banking and institutional equities industry is intensely competitive. According to the SEBI Annual Report for March 2024, published on August 9, 2024, there were 220 merchant bankers registered with SEBI. We compete on the basis of a number of factors, including transaction execution capability, our products and services, innovation, reputation and price. We have experienced intense price competition in our investment banking business in recent years. We believe we may experience pricing pressures in these and other areas in the future as some of our competitors seek to obtain market share by reducing prices.

The investment banking and institutional equities industry in India is fragmented, characterized by a diverse array of entities including large multinational banks, domestic banks, independent brokers, and new fintech startups. This fragmentation results in low barriers to entry, enabling new players to enter the market with relative ease. The presence of numerous competitors offering similar products and services

further intensifies the competition, as these players adopt various strategies to differentiate themselves and capture market share. Consequently, the competitive landscape remains dynamic, posing ongoing challenges to our growth and strategic initiatives. Accordingly, we face significant competition from companies seeking to attract our clients. We compete with, amongst others, Indian and foreign brokerage houses, investment banks, institutional equity and structured finance businesses.

In terms of our investment banking business, we face increased competition from competitors who have various advantages over us, such as larger financial resources, broader geographic presence, stronger brand recognition, lower costs and the ability to charge lower fees. Moreover, competitors may develop new services more quickly or attract and retain key talent more successfully than we can. We also face significant competition in terms of our structured finance and institutional equities businesses as our competitors may possess greater financial resources, better execution and transaction efficiency, stronger client relationships, extensive experience and more advanced technological capabilities than us. Additionally, competitors may benefit from economies of scale, enabling them to offer competitive pricing or more attractive terms to clients. Public disclosures, which are required by regulatory authorities to maintain transparency and provide stakeholders with critical information, can inadvertently expose key aspects of our business strategies, operational methodologies, and technological innovations. Competitors, both domestic and international, may scrutinize these filings, gaining insights into our processes, products, and service offerings and they may replicate or adapt these strategies to their own operations, potentially diluting our competitive advantage. This replication could lead to increased competition in areas where we previously held a unique position, thereby diminishing our market share and reducing our potential for growth in those segments.

In terms of our stock broking segment, 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;
- ability to charge lower commissions/ brokerage;
- lower cost of capital;
- more diversified operations which allow utilisation of funds from profitable business activities to support business activities with lower, or no profitability;
- longer operating history than us in certain businesses;
- better technology and advanced infrastructure/applications;
- greater brand recognition among consumers;
- larger retail client base in India; and
- partnerships with various service providers and distribution platforms;

Our competitors are players present in Capital markets – investment banking and stock broking firms. These include ICICI Securities Limited, IIFL Securities Limited, JM Financials Limited and Motilal Oswal Financial Services Limited (*Source: CRISIL Report*).

Further, many of our product and service offerings in the stock broking segment are easy to replicate. This increases the risk of competition from commercial banks, 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, compliance, client service and settlement. The Indian financial services industry (including securities industry) is undergoing rapid and significant technological and other changes. (Source: *CRISIL Report*) 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.

16. A significant decrease in our liquidity could negatively affect our business and reduce client confidence.

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 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.

Maintaining adequate liquidity is crucial to our brokerage operations, including key functions such as transaction settlement and 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 cash and derivatives 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 and we will be subject to credit risk and 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.

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.

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.

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

We believe that the 'DAM Capital' brand we have developed, has significantly contributed to the success of our business. We also believe that maintaining and enhancing the 'DAM Capital' brand is critical to maintaining and expanding our client base. Maintaining and enhancing our brand may require us to make substantial investments in various areas, such as 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.

As we expand into new market segments, there can be no assurance that consumers in these market segments will accept our brand. Further, our brand may also be adversely affected if our public image or reputation is tarnished by any negative publicity. Maintaining and enhancing our brand 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 be able to do successfully. If we are unable to maintain or enhance our brand image, our results of operations and our business may be affected. Further, any change in control of our Promoters on our Company may correspondingly adversely affect our goodwill, operations and profitability.

18. We may fail to successfully implement our growth strategy, which includes venturing into new lines of business and if we are unable to successfully run the new businesses profitably, our results of operations and financial condition may be affected.

As part of our growth strategy, we aim to expand our business by venturing into new lines of business. While we have a diversified portfolio of financial services which includes investment banking comprising equity capital markets (“ECM”), mergers and acquisitions (“M&A”), private equity (“PE”), and structured finance advisory, and institutional equities comprising broking and research, we endeavour to enhance our financial services portfolio by venturing into lines of businesses like asset management and retail broking business. For this, we may incur substantial expenditure in establishing the new business line and also towards marketing and publicity initiatives. However, we cannot assure you that we will succeed in implementing such strategies, as their success is subject to many factors beyond our control, such as competition, client requirements, market conditions, regulatory environment, and rising employee costs.

As we plan to expand our financial services portfolio, our business may be exposed to additional challenges, including obtaining additional governmental or regulatory approvals, successfully marketing our services in markets in which we have no familiarity, attracting clients in a market in which we do not have significant experience or visibility, and maintaining standardized systems and procedures. To address these challenges, we may have to make significant investments that may not yield desired results or incur costs that we may not be able to recover. Further, we have limited experience in the prospective business verticals which may impact our growth strategy.

19. There are outstanding litigation proceedings involving our Company and Directors. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows.

There are outstanding legal proceedings involving our Company and Directors, which are pending at various levels of adjudication before various courts, tribunals and other authorities. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and material civil litigation (as defined in the section “*Outstanding Litigation and Material Developments*” on page 275) involving our Company and Directors.

Category of individuals/entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation	Aggregate amount involved* (in ₹ million)
Company						
By our Company	Nil	5	N.A.	N.A.	Nil	15.51
Against our Company	Nil	Nil	Nil	N.A.	Nil	N.A.
Directors						

Category of individuals/entities	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation	Aggregate amount involved* (in ₹ million)
By our Directors	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Directors	Nil	Nil	1	N.A.	Nil	0.15

* To the extent quantifiable.

For further information, see “*Outstanding Litigation and Material Developments*” on page 275.

There can be no assurance that these legal proceedings will be decided in favour of our Company or Directors. In addition, we cannot assure you that no additional liability will arise out of these proceedings. The decisions in such proceedings adverse to our interests may have an adverse effect on our reputation, business, financial condition, results of operations and cash flows.

20. Inability to effectively manage our risk management systems can adversely affect our business, financial conditions, and results of operations.

We are exposed to a variety of risks, including market risk, default risk, liquidity risk, operational risk and legal risk. The effectiveness of our risk management is limited by the quality and timeliness of available data. We are required to comply with the growing risk management requirements which are brought forth by SEBI on account of exponential growth in the derivatives segment. Management of operational, legal or regulatory risk requires, among other things, policies and procedures to properly record and verify the extent and the nature of risks.

Our Company has risk management processes to monitor, evaluate and manage the risks we assume in conducting our activities. These risks include market, credit, liquidity, operational, legal and reputational risks. Our Company has adopted a risk management policy to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and to ensure a systematic response in the case of crystallisation of such risks. 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.

Regulatory risk is the most prominent in the investment banking and broking industry. Risk management systems employed at our broking platform will need to ensure the safeguarding of investors and constant upgradation in view of regulations by SEBI, Stock Exchanges, and market movement. Our risk management techniques may not be fully effective in mitigating our risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Other risk management methods depend upon an evaluation of information regarding markets, clients, or other matters. The information may not in all cases be accurate, complete, current, or properly evaluated. There can be no assurance that we will successfully implement risk management systems in a timely manner or adapt our risk management systems to client requirements or evolving market standards and any failure to do so can adversely affect our business, financial conditions and results of operations. For further details, see **Risk**

Factor - There are operational risks associated with the investment banking and institutional equities industry which, if realised, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.” on page 37.

21. ***We may not be able to comprehensively detect or eliminate instances of money-laundering, insider trading and anti-terrorism rules and regulations, which could result in criminal and regulatory fines and severe reputational damage. Further, we may fail to detect illegal or improper activities in our business operations.***

Our businesses, have in the past, and may in the future, bring us into contact, directly or indirectly, with individuals and entities that are not our traditional clientele and from a jurisdiction in which we have traditionally not operated.

While we undertake rigorous checks prior to onboarding a new client or undertaking a new transaction, 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. As a SEBI registered intermediary, we are required to comply with applicable anti-money laundering laws and regulations. These laws and regulations require us 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.

If the controls and measures implemented for detecting or eliminating money laundering or other improper or illegal trading activities are considered inadequate under applicable laws and regulations by any regulatory, governmental or judicial authority, we may be subject to penal action, freezing or attachment of our assets, imposition of fines, or both. We cannot assure you that our controls and measures implemented by us are adequate to detect or eliminate every instance of money laundering or illegal trading activities in a timely manner or at all. Any such lapses may adversely affect our reputation, business operations, financial condition and results of operations.

22. ***We have had negative cash flow from operating activities Fiscal 2024 and may continue to have negative cash flows in the future.***

Our cash flows are set forth in the table below for the last three Fiscals.

Particulars	(in ₹ million)		
	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash (used in)/ generated from operating activities	(5,950.17)	6,793.96	374.36
Net cash (used in)/ generated from investing activities	6,582.24	(6,707.81)	(284.03)
Net cash (used in)/ generated from financing activities	(42.52)	(41.50)	(30.60)
Net increase/ (decrease) in cash and bank balances	589.55	44.65	59.73

For Fiscal 2024, we experienced a net cash outflow of ₹5,950.17 million from operating activities, compared to net cash inflows of ₹6,793.96 million and ₹374.36 million in Fiscals 2023 and 2022, respectively. This net cash outflow from operating activities in Fiscal 2024 was primarily due to decrease in trade payables on account of payment towards unsettled exchange obligation. This was partially offset by decrease in trade receivables on recovery of dues and decrease in other financial assets.

These factors may continue to affect, our cash flows, business, future financial performance and results of operations materially and adversely affected. For further details, see “**Management’s Discussion and Analysis of Financial Condition and Results of Operations – Cash flows**” on page 265.

23. ***We have contingent liabilities, and our financial condition could be adversely affected if any of these contingent liabilities materialise.***

The table below sets forth the details of contingent liabilities as at March 31, 2024:

<i>(in ₹ million)</i>	
Particulars	As at March 31, 2024
<i>Contingent liabilities</i>	
Claims not acknowledged as debts in respect of:	
- Income Tax matters under appeal	6.88
Total	6.88

While most of these contingent liabilities have been incurred in the normal course of business, if these were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition. For further details, see “***Restated Consolidated Financial Statements - Note 33 – Contingent Liabilities***” on page 232. Further, we cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future.

24. Failure to continue with our existing client relationships or to secure new client relationships as part of our investment banking business may have a material adverse effect on our competitiveness, financial condition and results of operations.

From the date of the share purchase agreement dated November 7, 2019, pursuant to which our Company was acquired by Dharmesh Anil Mehta and other investors, till July 31, 2024, we have successfully executed 67 equity capital markets transactions comprising 26 IPOs, 1 REIT, 15 QIPs, 5 OFS, 6 Preferential Issues, 3 Rights Issues, 7 Buybacks and 4 Open Offers, and have also advised on various M&A transactions. Additionally, our investment banking business offers equity capital markets services and other financial advisory services to corporate and financial sponsors. Hence, client retention and new client acquisitions are an integral part of our business and any failure to secure new client relationships or maintain our existing relationships could adversely affect our business operations and cash flows.

Our Company, in the ordinary course of its business, enters into engagement letters and agreements with clients. In terms of these agreements and engagement letters, our clients may terminate their relationship with us on short notice, may avail similar services offered by our competitors and may promote our competitors’ services. To the extent we are not able to maintain our existing client relationships or secure new client relationships, our financial condition and results of operations may be materially and adversely impacted.

25. 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.

Research is an integral part of our business. Our Company offer complementary in-house research and has a dedicated research team. Our research team provides our clients with research covering recommendations on various quantitative and qualitative research requirements relating to the stock market such as equities, derivatives, and commodities in addition to macroeconomic or industry-related research. We are also required to comply with the extant SEBI regulations applicable in relation to our research and advisory related services. 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, which may affect the accuracy of our research findings. Further, if we fail to operate in compliance with applicable regulations, we could suffer reputational harm, which would likely cause a material adverse effect on our business, financial condition, cash flows, results of operations and prospects. In addition, incorrect research findings may expose us to client complaints, which may 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 and results of operations.

26. We face various risks due to our heavy reliance on third-party intermediaries and vendors.

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 registrar and transfer agent, advertising and PR agencies, registered bankers to the issue, share escrow agents, industry experts, auditors, legal counsels, practicing company secretaries, chartered engineers among others, as may be applicable, for carrying out our diligence and completing the timebound activities in relation to our capital market transactions. We are exposed to various risks related to the business of such third parties, including the following:

For the investment banking business:

- failure to receive all true, correct and accurate information about our clients, which can lead to unforeseen liabilities;
- inaccuracy of financial, operational, or legal data provided to us during due diligence;
- reliance on auditors, external advisors or consultants; and
- failure to receive approvals from counter-parties, lenders or regulatory authorities in a timely manner or at all.

For the institutional equities business:

- fraud or misconduct, 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, 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.

We also outsource certain of our operations to third-party service providers, including tasks related to security vigilance and IT services. For example, we have subscribed to Sophos MDR managed security service, which enables us to meet our security and business objectives. Sophos' team of global cybersecurity experts monitors our environment 24/7, taking immediate action and notifying us if a threat is detected. Their experts help eliminate the threat, identify the root cause, and provide guidance on preventing similar threats in the future. Despite these measures, we cannot assure you that our third-party 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 may breach agreements with us due to factors beyond our control. They may also terminate or refuse to renew their agreements due to their own financial difficulties or business priorities, potentially at a time that is costly or inconvenient for us. In addition, if our third-party service 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 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 the 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.

27. *We require margin money to execute trades for the institutional equity broking segment for derivatives and cash equity segments. If these requirements are not met then it may have an adverse effect on our results of operations.*

As a registered stock-broker with the SEBI, NSE, BSE, our Company deals in cash Equity and derivatives instruments in the secondary market, executing trades on behalf of its clients, which primarily include institutional clients such as Foreign Portfolio Investors (“**FPIs**”), Mutual Funds (“**MFs**”), Domestic Institutional Investors (“**DIIs**”), financial institutions, insurance companies, and others like high networth individuals (“**HNIs**”), non-resident Indians (“**NRIs**”), family offices, alternate investment funds (“**AIF**”) etc. SEBI mandates upfront payment of trade margins on client trades, depending on the category of client and the product being traded.

For certain client segments, particularly FPIs (Category II & III), AIFs, PMS and NRIs, the cash equity trades are marginable, and the initial margin is blocked using our own capital until the custodian accepts the trade at the end of the day. Similarly, for other non-institutional clients, SEBI mandates the client to pay a standard upfront cash margin (the balance can be in terms of share pledge). However, for such clients the exchanges block the broker’s capital basis the current margin requirement for the specific stock being traded. We need to fund the difference from our own resources. Additionally, in scenarios where we act as both, the buyer and seller broker, we are obligated to provide margin on both sides of the transaction. The margin requirement gets accentuated when executing large block deals.

In the derivatives segment, all client trades are marginable. However, clients whose trades are custodian-settled need not pay us the upfront margin. Our Company’s capital is initially blocked towards the margin until the custodian accepts the trade by the end of the day, after which the margin gets released.

Our ability to arrange financing and the associated costs depend on various factors. We typically rely on internal accruals and credit facilities with banks to provide for our working capital needs. Any challenges in meeting these requirements could significantly impact our business and operations.

28. *Our international operations increase the risks that we face in the USA and from regulators of USA.*

Our wholly owned subsidiary, DAM Capital (USA) Inc. (“**DAM USA**”), is incorporated in the State of New York, USA, and registered as a broker-dealer with the Financial Industry Regulatory Authority (“**FINRA**”) and Securities Investor Protection Corporation (“**SIPC**”) and is also regulated by the Securities and Exchange Commission (“**SEC**”). We have entered into an agreement with DAM USA, dated December 26, 2011, for the provision of research and securities transaction services. Additionally, we have entered into a service agreement with DAM USA, originally dated August 1, 2011 (as updated on August 20, 2024) (“**Chaperoning Arrangement**”) pursuant to which DAM USA has agreed to provide certain services to U.S. institutional investors and major U.S. institutional investors (collectively, the “**U.S. Clients**”) relying on exemptions available under Rule 15a-6 of the Securities Exchange Act of 1934. This arrangement allows our Company, which is considered as a foreign broker-dealer in the USA, to avail the services of DAM USA, to engage in specific transactions with clients situated in the USA without obtaining a foreign broker registration in the USA.

DAM USA is subject to regular inspections and oversight by FINRA and SEC. Any regulatory action taken against DAM USA which adversely impacts our Chaperoning Arrangement, may limit our ability to serve and continue to engage with our clients in the US.

Further, our international operations subject us to various legal frameworks, some with extra-territorial applications. We must comply with the laws and regulations of different jurisdictions, including those at national and regional levels. Till date, there have been no notices or intimations from any governmental, regulatory, or judicial authority outside India concerning violations of applicable laws by us. However, we cannot assure you that our past or current business operations outside India would not be considered in violation of these applicable laws by relevant authorities.

Furthermore, our international profile increases the complexity of risks in areas such as currency risk, regulatory risk, reputational risk, and operational risk. As regulations become more stringent globally, we anticipate additional scrutiny, particularly in managing inconsistent legal and regulatory requirements across jurisdictions. Changes in tax laws or other regulatory shifts could also impact the attractiveness of our services to clients. The continued success of our international operations will be determined by our ability to navigate these challenges and capitalize on business opportunities in various jurisdictions.

29. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

Our Company has declared ₹35.34 million as dividend in Fiscal 2024, ₹14.14 million in Fiscal 2023 and ₹21.21 million in Fiscal 2022. The amount of future dividend payments by our Company, if any, will depend upon a number of factors, including but not limited to our future earnings, financial condition, cash flows, working capital requirements, contractual obligations, applicable Indian legal restrictions and capital expenditures. There can be no assurance that we will be able to pay dividends in the future. For further details, see “*Dividend Policy*” on page 192.

Additionally, we may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on our Equity Shares. Additionally, in the future, we may be restricted by the terms of our financing agreements in making dividend payments unless otherwise agreed to with our lenders. The declaration and payment of dividends will be recommended by our Board and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act 2013. We cannot assure you that we will be able to pay dividends in the future. Further, our Subsidiaries may not pay dividends on equity shares that we hold in them. Consequently, our Company may not receive any return on investments in our Subsidiaries.

30. *Our Company has outstanding loans and is subject to certain restrictive covenants in our loan documents, which may restrict our operations and ability to grow and may adversely affect our business and our inability in obtaining timely access to borrowings can have an adverse impact on our Company’s liquidity and financial condition.*

Our Company’s total outstanding borrowing as of March 31, 2024 was ₹ 777.67 million. There can be no assurance that our Company’s business will generate sufficient cash to enable it to service its existing debt or to fund its other liquidity needs. A disruption in sources of funds or increase in cost of funds because of any of these factors may have a material adverse effect on our Company’s liquidity and financial condition. 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.

31. *Our institutional equities business relies on the NSE, BSE and clearing corporations for a significant portion of our business.*

Our institutional equities business relies on NSE, BSE and the clearing corporations to execute and settle all our clients’ transactions. Our broking terminals are connected to such 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 institutional equities business.

Further, our international profile exposes us to a variety of regulatory and business challenges and risks. This also increases the complexity of our risks in a number of areas including currency risk, regulatory risk, reputational risk and operational risk. In light of enhanced regulations in many countries, we expect to face additional scrutiny in all of these areas and in the management of our overseas business. Our businesses are subject to changes in legal and regulatory requirements, and it may not be possible to predict the timing or nature of such changes. Business opportunities in these jurisdictions will also determine the growth in our operations.

32. Our Company is unable to trace certain corporate and statutory records pertaining to historical secretarial information in respect of our capital structure build-up and certain records from the filings with the RoC.

Our Company was incorporated on May 7, 1993. Dharmesh Anil Mehta, along with other investors acquired the entire issued and paid-up share capital of our Company from its erstwhile shareholder IDFC Financial Holding Company Limited pursuant to the share purchase agreement dated November 7, 2019. For the historical period prior to the Acquisition, we are unable to trace certain corporate and statutory records including in respect of our authorised capital, capital structure build-up, shifting of registered offices, change of names, conversion from private to public and certain records for the filings with the RoC. We have also placed reliance on the certificate dated September 3, 2024, from Pramod S Shah & Associates, Practicing Company Secretaries with respect to authorised capital, capital structure build-up and shifting of registered offices. We have also conducted independent searches by them through the relevant databases and at the office of the RoC. However, we have been unable to obtain all the relevant forms. These forms include the following:

Sr. No.	Form / Return / document missing	Details
1.	Form - 2	For the allotment dated January 14, 1994
2.	Form - 2	For the allotment dated February 24, 1994
3.	Form - 2	For the allotment dated May 10, 1994 and for making it fully paid-up
4.	Form - 2	For the allotment dated April 10, 1996
5.	Form - 2	For the allotment dated May 2, 1996
6.	Form - 2	For the allotment of bonus issue on November 20, 2000
7.	Form 18	For change in address of the Company from 64, Free Press House, Free Press Journal Marg, Nariman Point, Mumbai 400 021 to 3, ABCD Khatau Building, A.D. Modi Street, Fort, Mumbai 400 023 Date of change: February 1, 1994
8.	Form 18	For change in address from 206/ A, Phoenix House, Phoenix Mill Compound, 2nd Floor Senapati Bapat Marg, Lower Parel, Mumbai 400 013 to 803/804, Tulsiani Chambers, 8th Floor Nariman Point Mumbai 400 021 Date of change: March 26, 2001
9.	Form 5 Corresponding forms related to MoA/AoA and filing	For increase in authorised share capital from ₹1,000,000 to ₹30,000,000 Date of change: January 21, 1994 Corresponding forms related to MoA/AoA and filing
10.	Form 5 Corresponding forms related to MoA/AoA and filing	For increase in authorised share capital from ₹30,000,000 to ₹200,000,000 Date of change: May 10, 1994 Corresponding Forms related to MoA/AoA and filing

There may be other form filings which are not traceable. Accordingly, we have relied on signed minutes of the Board of Directors, its committees and/or shareholders' meetings, statutory registers and annual reports, to the extent available.

We have not been able to obtain copies of these documents from the RoC or otherwise. We cannot assure you that any such records will be available in the future. Further, we have intimated the RoC about above untraceable secretarial and other corporate records *vide* our letter dated September 3, 2024. We cannot assure you that any such records will be available in the future or that the information gathered in this

regard is correct, or that the regulatory filings were done in accordance with applicable law or at all or in timely manner.

While no legal proceedings or regulatory actions have been initiated against our Company or are pending in relation to untraceable secretarial and other corporate records or for errors / defective /incomplete filings as on the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that any fines will be imposed by regulatory authorities on our Company in this respect in the future

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

We have insurance policies against third-party liabilities. For further information, see “***Our Business – Insurance***” on page 162. As of March 31, 2024, the aggregate coverage of the insurance policies obtained on our assets was ₹ 188.84 million.

While we have obtained stock broker indemnity insurance as required under the guidelines of the various stock exchanges, we cannot assure you that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

34. *Our Promoters have significant control over us and have the ability to direct our business and affairs; their interests may conflict with the interests of the shareholders.*

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group hold 45.88% of our issued and outstanding Equity Shares. Our Promoters have the ability to control our business, including matters relating to any sale of all or substantially all of our assets, timing and distribution of dividends, election of our officers and directors and change of control transactions. Our Promoters’ control could delay, defer or prevent a change in control of the Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in the Company’s best interest. Our Promoters and members of the Promoter Group may influence the material policies of our Company in a manner that could conflict with the interests of our other shareholders.

35. *Certain of our Directors are on the board of directors of companies engaged in a line of business similar to that our Subsidiary, DAM Asset Management Limited, which it intends to enter into. Any conflict of interest that may occur as a result could adversely affect our business, financial condition, results of operations and cash flows.*

Our Director, Nithya Easwaran, is also on the board of directors of Zerodha Asset Management Private Limited, which is engaged in a line of business which our Subsidiary, DAM Asset Management Limited, intends to enter into. A conflict of interest may occur between the business of our Subsidiary, once operational, and the business of Zerodha Asset Management Private Limited, which could have an adverse effect on our business, financial condition, results of operations and cash flows.

36. *We have delayed payments of certain statutory dues and have also paid interest and fees towards such delayed payments.*

Our Company has delayed in making payments of statutory dues which were undisputed under certain statutory provisions. For the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, we have also paid interest and fees towards such delayed payments of certain statutory dues like professional tax, provident fund, etc., amounting to ₹ 5,985.00, ₹ 359.00 and ₹ 3,558.00, respectively. The delay in payments in the last three fiscals are detailed in the table below.

Head	Month	Fiscal	Interest amount (in ₹)	Month of deposit	Reason for delay
Tax deducted at source	August 2021	2022	3,375.00	September 2021	Late payment
Tax deducted at source	February 2022	2022	183.00	March 2022	Late payment
GST	February 2023	2023	359.00	March 2023	Late payment
GST	May 2023	2024	2,793.00	June 2023	Late payment
GST	June 2023	2024	262.00	July 2023	Late payment
GST	August 2023	2024	1,492.00	September 2023	Late payment
GST	January 2024	2024	1,438.00	February 2024	Late payment

Further, our Company has paid fees of a cumulative amount of ₹ 217,100 for the defective/incomplete filing of annual consolidated financials for Fiscals 2023, 2022, and 2021 to the RoC. However, we cannot assure you that no such defective/incomplete filing will not happen in future. While no legal proceedings or regulatory action has been initiated against our Company or is pending in relation to such defective/incomplete filing of annual consolidated financials as on the date of this Draft Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that any fines will be imposed by regulatory authorities on our Company in this respect in the future.

While we have paid the dues and no penalties were imposed on our Company, there is no assurance that there will not be any future instance of delays in payment in statutory dues and any prolonged delay in payment of statutory dues may attract penalties from statutory authorities and in turn, our cash flow from operations and financial conditions may be adversely affected to the extent we have to pay interest and penalties on the same.

37. We do not own all our premises including our Registered Office and Corporate Office. Any termination or failure by us to renew the lease agreements in a favourable and timely manner, or at all, could adversely affect our business and results of operations.

We operate out of 5 premises as of July 31, 2024 in Mumbai and Delhi. All our offices, including our Registered Office and the Corporate Office, are located on premises that we occupy pursuant to a lease or leave and license agreements. The lease agreement for our Registered office is till such duration that we remain a member of the BSE Limited and the same for our Corporate Office is for a period of 5 years with an option to extend it as per mutual agreement with the lessor. If we are unable to renew or extend such agreements on commercially acceptable terms, or at all, we may have to relocate our Registered and our Corporate Office. Further, we may be required to re-negotiate rent or other terms and conditions of such agreements.

In addition, lease agreements are required to be duly registered and adequately stamped under Indian law and if any one of our lease agreements is not duly registered and adequately stamped, we may face challenges in enforcing them and they may be inadmissible as evidence in a court in India subject to penalties along with the requisite stamp duty prescribed under applicable Indian law being paid.

Occurrence of any of the above events may have a material adverse effect on our business, results of operations, financial condition, and cash flows. Further, any adverse impact on the ownership rights of our landlords may impede our effective future operations. We may also face the risk of being evicted in the event that our landlords allege a breach on our part of any terms under these lease/ leave and license agreements and there is no assurance that we will be able to identify suitable locations to re-locate our operations.

38. Our Promoters, certain of our Directors and Key Management Personnel may be interested in us other than in terms of remuneration and reimbursement of expenses, and this may result in conflict of interest with us.

Our Promoter, certain of our Directors and Key Management Personnel are interested in us, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding, direct and indirect. We cannot assure you that our Promoters, certain of whom is our Directors and Key Management Personnel as well, will exercise their rights as shareholders to our benefit and best interest. Further, since our Promoters and Promoter Group hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of

expenses, it allows them to exercise significant influence over us. For further information, see “*Our Promoters and Promoter Group – Interests of Promoters*”, “*Our Management – Interest of Directors*” and “*Our Management – Interests of Key Managerial Personnel and Senior Management*” on pages 189, 178 and 186 respectively.

39. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company.

We have availed the services of an independent third-party research agency, CRISIL appointed on July 12, 2024, to prepare an industry report titled “*Assessment of Investment Banking and Institutional Equities Industries in India*” dated August 2024 (“**CRISIL Report**”) exclusively for purposes of inclusion of such information in this Draft Red Herring Prospectus. CRISIL’s Report highlights certain industry and market data, which may be subject to estimates and/or assumptions. We cannot assure you that estimates and/or assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Additionally, some of the data and information in the CRISIL Report is also based on discussions/conversations with industry sources. We have also relied on Prime Database for information in relation to the capital market transactions and VCCEdge for information relating to M&A transactions disclosed in this Draft Red Herring Prospectus. Industry sources and publications are also prepared based on information as of specific dates and may not be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect.

Given the scope and extent of the CRISIL Report, disclosures are limited to certain excerpts and the CRISIL Report has not been reproduced in its entirety in this Draft Red Herring Prospectus. The report is a paid report that has been commissioned by our Company and is subject to various limitations and based upon certain assumptions that are subjective in nature. 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 statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. Further, the CRISIL Report is not a recommendation to invest or disinvest in our Company.

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

We have in the ordinary course of business entered into transactions with related parties in the past and from time to time, we may enter into related party transactions in the future. While we believe none of such transactions are prejudicial to the interests of our Company, all such transactions have been conducted on an arm’s length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions. Further, it is likely that we may enter into additional related party transactions in the future. While such related party transactions will be undertaken in accordance with the applicable requirements under the SEBI Listing Regulations, the same related party transactions may potentially involve conflicts of interest and there can be no assurance that we will be able to address such conflict of interest in future.

The table below provides details of our aggregate amount of related party transactions and as a percentage of our revenue from operations for Fiscals 2024, 2023 and 2022:

Particulars	Fiscal		
	2024	2023	2022
Aggregate amount of related party transactions (₹ million)	75.75	73.70	50.19
Revenue from operations (₹ million)	1,800.42	849.26	933.68
Aggregate amount of related party transactions as a percentage of revenue from operations (%)	4.21%	8.68%	5.38%

Further, there have been no instances in the last three Fiscals, where any of our related party transactions constituted more than 10% of the total transactions of similar nature. For further information on our related

party transactions, see “*Summary of the Offer Document – Summary of Related Party Transactions*” on page 24.

While all the related party transactions in the current Fiscal have been carried out on arm’s length basis, we cannot assure you that each of the related party transactions will be carried out on an arm’s length basis in the future and on more favourable terms as compared to unrelated parties.

Our related party transactions are not prejudicial to the interest of our Company. It is likely that we will continue to enter into related party transactions in the future. Some of these transactions may require significant capital outlay and there can be no assurance that we will be able to make a return on these investments. Although all related-party transactions that we may enter into will be subject to Audit Committee, Board or shareholder approval, as may be required under the Companies Act, 2013 and the SEBI Listing Regulations, we cannot assure you that such transactions, individually or in the aggregate, will perform as expected/ result in the benefit envisaged therein.

41. *Our operations could be adversely affected by strikes or increased wage demands by our employees or any other kind of disputes with our employees.*

We have not experienced any material employee unrest in the recent past, however we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any employee unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. Such employee actions are difficult or impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

42. *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: (i) our clients; (ii) our employees; and (iii) 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 (i) increasing our operating costs; (ii) affecting the development of new products or services; (iii) demanding significant oversight by our management; and (iv) 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 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.

Our information security, including the security of our IT systems, is managed by us. We rely on our in-house security systems and employees, 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.

- 43. *We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward.***

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We have computed and disclosed some such non-GAAP financial and operational measures, and such other industry-related statistical and operational information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of businesses similar to ours, many of which provide such non-GAAP financial and operational measures, and other industry-related statistical and operational information. These non-GAAP financial and operational measures, and such other industry-related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry-related statistical information of similar nomenclature that may be computed and presented by other companies pursuing similar business. See “*Definitions and Abbreviations*”, “*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation*”, “*Basis for Offer Price*”, “*Our Business*”, “*Restated Consolidated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 1, 14, 94, 149, 193 and 244, respectively.

Further, in evaluating our business, we consider and use certain key performance indicators that are presented herein as supplemental measures to review and assess our operating performance. We present these key performance indicators because they are used by our management to evaluate our operating performance. These key performance indicators have limitations and may not be comparable to, estimates or similar metrics or information published by third parties and other peer companies due to differences in sources, methodologies, or the assumptions on which we rely, and hence their comparability may be limited. As a result, these metrics should not be considered in isolation or construed as an alternative to our financial statements or as an indicator of our operating performance, liquidity, profitability or results of operations. Further, as the industry in which we operate continues to evolve, the measures by which we evaluate our business may change over time. Investors are cautioned against considering such KPIs either in isolation or as a substitute for an analysis of the Restated Financial Information of our Company in disclosed in “*Our Business*”, “*Restated Consolidated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 149, 193 and 244, respectively.

Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our key performance indicators are not accurate representations of our business, or if investors do not perceive these metrics to be sufficient or accurate, or if we discover material inaccuracies with respect to these figures, our reputation may be materially and adversely affected, the market price of our shares could decline, we may be subject to shareholder litigation, and our business, results of operations, and financial condition could be materially adversely affected.

44. *The proceeds from the Offer for Sale will be paid to the Selling Shareholders.*

This Offer is being undertaken as an Offer for Sale of Equity Shares by the Selling Shareholders. The Selling Shareholders shall be entitled to the net proceeds from the Offer for Sale, which comprise the proceeds from the Offer for Sale net of Offer expenses shared by the Selling Shareholders, and our Company will not receive any proceeds from the Offer for Sale. For further details, see “*The Offer*”, “*Capital Structure*” and “*Objects of the Offer*” on pages 65, 79 and 91, respectively.

External Risk Factors

45. *Our business is dependent on the Indian economy. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.*

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India. The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors’ reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India and could then adversely affect our business, financial performance and the price of our Equity Shares.

Any other global economic developments or the perception that any of them could occur may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition, results of operations, cash flows and prospects, and reduce the price of our equity shares.

46. *Any downgrading of India’s sovereign debt rating by an international rating agency could have a negative impact on our business, results of operations and cash flows.*

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

47. *Changing laws, rules or regulations and legal uncertainties including taxation laws, or their interpretation, may significantly affect our financial statements.*

The regulatory environment in which we operate is evolving and is subject to change. Governmental and regulatory bodies in India and other countries may enact new regulations or policies, which may require us to obtain approvals and licenses from applicable governments and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are in the process of obtaining. New compliance requirements could increase our costs or otherwise adversely affect our business, prospects, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. For information on the laws applicable to us, see “*Key Regulations and Policies in India*” on page 163.

The Income Tax Act, 1961 (“**Income Tax Act**”) was amended vide the Taxation Laws (Amendment) Ordinance, 2019 on September 20, 2019 to provide domestic companies an option to pay corporate income tax at the effective rate of approximately 25.17% (inclusive of applicable surcharge and health and education cess), as compared to an effective rate of 34.94% (inclusive of applicable surcharge and health and education cess), provided such companies do not claim certain specified deductions or exemptions. Further, where a company has opted to pay the reduced corporate tax rate, the minimum alternate tax provisions would not be applicable. Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities, tribunals or courts would have an effect on our profitability.

Further, with the implementation of GST, we are obligated to pass on any benefits accruing to us as result of the transition to GST to the consumer thereby limiting our benefits. While we are and will continue to adhere to the GST rules and regulations, any failure may result in increased costs on account of non-compliance with the GST and may adversely affect our business and results of operations.

No dividend distribution tax is required to be paid 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 for residents as well as non-residents. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends.

Further, the GoI has notified the Finance Act, 2024 (“**Finance Act**”) which has introduced various amendments to the Income Tax Act. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business and operation could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Similarly, changes in other laws may require additional compliance and/or result in us incurring additional expenditure. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects.

48. *We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business, results of operations and cash flows.*

The Competition Act, 2002, of India, as amended (“**Competition Act**”), regulates practices having an appreciable adverse effect on competition in the relevant market in India (“**AAEC**”). Under the Competition Act, any formal or informal arrangement, understanding, or action in concert, which causes or is likely to cause an AAEC, is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment, or the provision of services, or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of clients in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On April 11, 2023, the Competition (Amendment) Bill 2023 received the assent of the President of India to become the Competition (Amendment) Act, 2023 (“**Competition Amendment Act**”), amending the Competition Act and giving the CCI additional powers to prevent practices that harm competition and the interests of consumers. It has been enacted to increase the ease of doing business in India and enhance

transparency. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered by us could be within the purview of the Competition Act. Further, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct, or combination occurring outside India if such agreement, conduct, or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered by us cannot be predicted with certainty at this stage. We may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows, and prospects.

Risks Relating to the Equity Shares and this Offer

49. *The Offer Price, market capitalization to revenue from operations multiple and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Company on listing or thereafter.*

Set forth below are details regarding our revenue from operations and restated profit / (loss) after tax in the corresponding year / period:

<i>(in ₹ million)</i>	
Particulars	Fiscal 2024
Revenue from operations	1,800.42
Profit / (loss) for the year	705.23

Our market capitalization to revenue from operations (Fiscal 2024) multiple is [●] times and our price to earnings ratio (based on Fiscal 2024 restated profit / (loss) after tax for the period / year) is [●] at the upper end of the Price Band and [●] at the lower end of the Price Band. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in “*Basis for Offer Price*” on page 94, and the Offer Price, multiples and ratios may not be indicative of the market price of the Company on listing or thereafter. Investors are advised to make an informed decision while investing in our Company taking into consideration the price per share that will be published in price advertisement, the revenue generated per share in the past and the market capitalization of our company vis-à-vis the revenue generated per share.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company would not be based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, our competitors launching new products or superior products, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, 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.

50. *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 BRLM is below their respective issue prices.

The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company, in consultation with the BRLM. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the BRLM through the Book Building Process. These will be based on numerous factors, including factors as described under “***Basis for Offer Price***” on page 94 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 BRLM is below their respective issue price. For further details, see “***Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLM***” on page 290. The factors that could affect the market price of the Equity Shares include, among 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.

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

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the “**Listed Securities**”) in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures (“**ASM**”) and graded surveillance measures (“**GSM**”).

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

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

52. 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, including in relation to class actions, may not be as extensive and widespread as shareholders’ rights under the laws of other countries or jurisdictions. Investors may face more challenges in asserting their rights as a shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

53. *Investors may not be able to enforce a judgment of a foreign court against us, our Directors, and executive officers in India respectively, except by way of a law suit in India.*

We are incorporated under the laws of India and most of our Directors, Key Managerial Personnel and Senior Management reside in India. As of the date of this Draft Red Herring Prospectus, all of our assets are located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognizes as a reciprocating territory must meet certain requirements of the Civil Procedure Code, 1908 (the “CPC”).

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided for under Sections 13, 14 and 44A of the CPC on a statutory basis. Section 44A of the CPC provides that where a certified copy of a decree of any superior court, within the meaning of that section, obtained in any country or territory outside India which the government has by notification declared to be in a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the CPC is applicable only to monetary decrees and does not apply to decrees for amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards (even if such awards are enforceable as a decree or judgment).

Among other jurisdictions, the United Kingdom, United Arab Emirates, Republic of Singapore and Hong Kong have been declared by the government to be reciprocating territories for the purposes of Section 44A of the CPC. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit upon the judgment under Section 13 of the CPC, and not by proceedings in execution. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and/ or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. The suit must be brought in India within three years from the date of judgment in the same manner as any other suit filed to enforce a civil liability in India.

The United States has not been declared by the GoI to be a reciprocating territory for the purposes of Section 44A of the CPC. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India.

Further, there may be considerable delays in the disposal of suits by Indian courts. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian law. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the FEMA to execute such a judgment or to repatriate any amount recovered.

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

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

of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India.

In terms of the Finance Bill (No.2), 2024, with effect from July 24, 2024, taxes payable by an assessee on the capital gains arising from transfer of long-term capital assets (introduced as Section 112A of the Income-Tax Act, 1961) shall be calculated on such long-term capital gains at the rate of 12.5%, where the long-term capital gains exceed ₹125,000. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. Unfavorable 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.

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

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

56. *Our Company's Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile and may not be indicative of the market price of the Equity Shares after the Offer, and you may be unable to resell your Equity Shares at or above the Offer Price or at all.*

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. These broad market fluctuations and industry factors may materially reduce the market price of our Equity Shares, regardless of our Company's performance. In addition, following the expiry of the six-month locked-in period on certain portions of the pre-Offer Equity Share capital, the pre-Offer shareholders may sell their shareholding in our Company, depending on market conditions and their investment horizon. Any perception by investors that such sales might occur could additionally affect the trading price of our Equity Shares. Consequently, the price of our Equity Shares may be volatile, and you may be unable to sell your Equity Shares at or above the Offer Price, or at all. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

57. *There is no guarantee that the Equity Shares of our Company will be listed on the Stock Exchanges in a timely manner or at all.*

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

58. *Investors will not be able to immediately sell any of the Equity Shares they purchase in the Offer on Indian stock exchanges.*

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' 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 the Offer and the credit of such Equity Shares to the applicant's demat account with a depository participant could take approximately two 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 three 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 approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

59. *Any future issuance of Equity Shares or convertible securities or other equity-linked instruments by us may dilute your shareholding and sale of Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares.*

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, convertible securities or securities linked to Equity Shares, including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or disposal of our Equity Shares by the Promoters or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India, or any public perception regarding such issuance or sales, may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoters will not dispose of further Equity Shares after the completion of the Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of a shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

Under foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior

regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries / departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

For further information, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 328.

61. *Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition.*

Our Restated Financial Information for Fiscals 2022, 2023 and 2024 are derived from our audited consolidated financial statements as at and for Fiscals 2022, 2023 and 2024, prepared in accordance with Ind AS and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisors for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

62. *QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after the Bid/Offer Closing Date.*

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to block 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/or withdraw their Bids until the Bid/Offer Closing date, but not thereafter. While we are 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, within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors’ decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit investors’ ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

63. *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, 2013 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 holders of three-

fourths of the equity shares voting on such resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors 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 the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

64. *A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.*

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that the interests of investors / shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company subsequent to completion of the Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI Takeover Regulations.

65. *Our clients may engage in transactions in or with countries or persons that are subject to U.S. and other sanctions.*

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions. We may enter into transactions with clients who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. There can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. If it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our reputation and future business prospects in the United States or with U.S. persons, or in other jurisdictions, could be adversely affected. We rely on our staff to be up-to-date and aware of the latest sanctions in place. Further, investors in the Equity Shares could incur reputational or other risks as the result of our clients' dealings in or with countries or with persons that are the subject of U.S. sanctions.

SECTION III – INTRODUCTION

THE OFFER

The following table summarises the Offer details:

Offer⁽¹⁾⁽²⁾	
<i>The Offer comprises:</i>	
Offer for Sale ⁽²⁾	Up to 32,064,010 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
<i>The Offer consists of:</i>	
Employee Reservation Portion ⁽³⁾	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
Net Offer	Up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
<i>The Net Offer comprises of:</i>	
A. QIB Category⁽⁴⁾	Not more than [●] Equity Shares of face value of ₹2 each
<i>Of which:</i>	
Anchor Investor Portion ⁽⁵⁾	Up to [●] Equity Shares of face value of ₹2 each
Net QIB Category (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹2 each
<i>Of which:</i>	
Mutual Fund Portion (5% of the Net QIB Category)	[●] Equity Shares of face value of ₹2 each
Balance of QIB Category for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹2 each
B. Non-Institutional Category⁽⁶⁾	Not less than [●] Equity Shares of face value of ₹2 each
<i>Of which:</i>	
One-third available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000	[●] Equity Shares of face value of ₹2 each
Two-thirds available for allocation to Bidders with a Bid size of more than ₹1,000,000	[●] Equity Shares of face value of ₹2 each
C. Retail Category	Not less than [●] Equity Shares of face value of ₹2 each
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)	70,686,000 Equity Shares of face value of ₹2 each
Equity Shares outstanding after the Offer	70,686,000 Equity Shares of face value of ₹2 each
Use of net proceeds	Our Company will not receive any portion of the proceeds from the Offer for Sale. For details, see “ <i>Objects of the Offer</i> ” on page 91.

⁽¹⁾ Our Board has authorised the Offer pursuant to their resolution dated August 9, 2024.

⁽²⁾ The Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. Each Selling Shareholder has, severally and not jointly, authorized the inclusion of their respective portion of the Offered Shares in the Offer for Sale. For details of authorizations received for the Offer for Sale, see “**Other Regulatory and Statutory Disclosures- Authority for the Offer**” beginning on page 282.

⁽³⁾ In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employees not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹500,000 to each Eligible Employee), shall be added to the Net Offer.

⁽⁴⁾ Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Category, 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 BRLM and the Designated Stock Exchange subject to applicable law. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in the section “**Offer Structure**” on page 302.

⁽⁵⁾ Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis, in consultation with the BRLM in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Category. For further details, see “**Offer Procedure**” on page 307.

⁽⁶⁾ *Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category.*

Pursuant to Rule 19(2)(b) of the SCRR, the Net Offer is being made for at least [●]% of the post-Offer paid-up Equity Share capital of our Company. Allocation to all categories of Bidders shall be made in accordance with SEBI ICDR Regulations. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than the minimum non-institutional application size, subject to availability of Equity Shares in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII to the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see “*Terms of the Offer*”, “*Offer Structure*” and “*Offer Procedure*” on pages 295, 302 and 307, respectively.

SUMMARY FINANCIAL INFORMATION

The summary financial information presented below should be read in conjunction with “*Restated Consolidated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 193 and 244, respectively. The following tables set forth summary financial information derived from our Restated Consolidated Financial Statements.

[Remainder of this page has been intentionally left blank]

Summary of restated consolidated statement of assets and liabilities
(₹ in millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS			
Financial assets			
Cash and cash equivalents	845.61	256.06	211.41
Bank balances other than cash and cash equivalents	746.33	7,292.33	562.78
Receivables			
(i) Trade receivables			
Billed	204.23	1,856.06	462.42
Unbilled	31.98	10.41	3.50
(ii) Other receivables	0.51	2.29	6.09
Investments	39.93	60.46	80.01
Other financial assets	63.74	2,282.05	65.17
Non-financial assets			
Current tax assets (net)	65.64	72.85	70.31
Deferred tax assets (net)	20.66	29.00	26.66
Property, plant and equipment	93.90	110.25	137.63
Intangible assets under development	-	5.40	-
Other Intangible assets	4.75	3.25	3.60
Other non-financial assets	29.53	31.14	37.59
Total assets	2,146.81	12,011.55	1,667.17
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
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	26.50	10,704.70	470.03
Borrowings (Other than Debt Securities)	49.29	32.94	14.06
Other Financial liabilities	24.63	58.83	85.35
Non-financial Liabilities			
Current tax liabilities (net)	20.89	-	-
Provisions	294.32	211.71	179.84
Other non-financial liabilities	105.07	52.11	38.17
EQUITY			
Equity share capital	141.37	141.37	141.37
Other equity	1,484.74	809.89	738.35
Total liabilities and equity	2,146.81	12,011.55	1,667.17

Summary of restated consolidated statement of profit and loss

(₹ in millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from operations			
i) Interest Income	62.07	34.52	16.35
ii) Dividend Income	-	0.01	0.14
iii) Fees and commission Income	1,738.35	814.38	913.54
iv) Net gain on fair value changes	-	0.35	3.65
Total revenue from operations	1,800.42	849.26	933.68
Other income	19.58	1.15	11.40
Total income	1,820.00	850.41	945.08
Expenses			
Finance costs	12.12	10.99	11.52
Fees and commission expenses	66.00	59.09	55.43
Employee benefit expense	653.41	535.07	482.38
Depreciation and amortisation expense	63.37	53.78	50.71
Other expenses	70.42	72.82	64.58
Total expenses	865.32	731.75	664.62
Profit/(loss) before tax	954.68	118.66	280.46
Tax expense:			
- Current tax	241.09	34.12	61.80
- Deferred tax	8.36	(2.20)	(0.32)
Total tax expense	249.45	31.92	61.48
Profit/(loss) for the year	705.23	86.74	218.98
Other comprehensive income			
a) Items that will not be reclassified to profit and loss			
(i) Remeasurements of post-employment benefit obligations	(3.49)	(0.08)	3.78
(ii) Changes in fair value of FVOCI equity instruments	-	-	-
(iii) Income tax relating to the above	0.88	0.02	(0.95)
b) Items that will be reclassified to profit and loss			
(i) Exchange differences on translating the financial statements of a foreign operation	(13.63)	6.07	2.56
Other comprehensive income/(loss) for the year	(16.24)	6.01	5.39
Total comprehensive income/(loss) for the year	688.99	92.75	224.37
Earnings per equity share (Face value ₹ 2/- per equity share)			
- Basic (Rs.)	9.98	1.23	3.10
- Diluted (Rs.)	9.98	1.23	3.10

Summary of restated consolidated statement of cashflows

(₹ in millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
CASH FLOW FROM OPERATING ACTIVITIES:			
Restated Consolidated financial statements Consolidated Profit/ (loss) before tax	954.68	118.66	280.46
Adjustments :			
Depreciation and amortisation	63.37	53.77	50.71
Interest income	(65.27)	(34.43)	(25.34)
Finance cost	12.11	10.99	11.52
Gain on sale of investments	-	(0.37)	(3.63)
Dividend income	-	(0.01)	(0.14)
(Gain) / Loss on sale of fixed assets	(0.33)	(0.31)	(0.01)
Provision for doubtful debts		4.93	-
Net (gain) / loss on investments measured at FVTPL			
- Unrealised	-	0.02	(0.02)
Unrealised foreign exchange loss/(gain) (part of FCTR)	(13.65)	5.93	2.50
Allowance written off on doubtful debts	(34.05)	-	-
Doubtful debt recovery			(2.31)
Operating surplus /(deficit) before working capital changes	916.86	159.18	313.74
Adjustments for (increase) /decrease in operating assets:			
(Increase) / decrease in trade receivables	1,663.28	(1,405.47)	(324.23)
(Increase) / decrease in other receivables	2.79	3.80	14.24
(Increase) / decrease in other financial assets	2,225.09	(2,215.40)	(8.77)
(Increase) / decrease in other non-financial assets	(1.87)	6.36	(12.06)
Adjustments for increase /(decrease) in operating liabilities			
(decrease)/ increase in trade payables	(10,678.20)	10,234.67	315.10
(decrease)/ increase in other non-financial liabilities	52.95	13.95	4.40
(decrease)/ increase in other financial liabilities	(1.57)	1.64	(2.48)
Increase/ (decrease) in provisions	82.61	31.87	124.11
Cash generated from operations	(5,738.06)	6,830.60	424.05
Less : Income tax (paid) / refund	(212.11)	(36.64)	(49.69)
Net cash (used in)/ generated from operating activities	(5,950.17)	6,793.96	374.36
CASH FLOW FROM INVESTING ACTIVITIES :			
Sale of investment measured at FVTPL			
Purchase of property, plant and equipment	(44.28)	(32.09)	(16.31)
Proceeds from sale of property, plant and equipments	1.49	0.96	0.01
Movement in other Bank balances	6,715.38	(6,675.15)	59.71
Interest received	64.02	33.29	24.30
Dividend received	-	0.01	0.14
Payment to acquire investments	-	(95.47)	(1,250.81)
Proceeds from sale of investments	20.53	115.35	1,174.46
Bank deposits placed	(174.90)	(54.71)	(275.53)
Net cash (used in)/ generated from Investing activities	6,582.24	(6,707.81)	(284.03)
CASH FLOW FROM FINANCING ACTIVITIES :			
Interest paid	(8.29)	(4.46)	(2.65)
Repayment of borrowings	16.35	18.88	5.10
Repayment of lease liabilities	(36.44)	(34.71)	(33.05)
Dividend paid to company's shareholders (including DDT)	(14.14)	(21.21)	-
Net cash (used in)/ generated from financing activities	(42.52)	(41.50)	(30.60)
NET INCREASE/(DECREASE) IN CASH AND BANK BALANCES	589.55	44.65	59.73
Add : Cash and cash equivalents at beginning of the year	256.06	211.41	151.68
Cash and cash equivalents at end of the year	845.61	256.06	211.41

GENERAL INFORMATION

Our Company was originally incorporated as “S. S. Kantilal Ishwarlal Sharebrokers and Investors Private Limited” as a private limited company under the provisions of the Companies Act, 1956, at Bombay, India, pursuant to a certificate of incorporation dated May 7, 1993, issued by the RoC. The name of our Company was changed to “S. S. Kantilal Ishwarlal Securities Private Limited” pursuant to a special resolution of our shareholders dated March 26, 1994, and a fresh certificate of incorporation dated April 22, 1994 was issued by the RoC. Subsequently, the name of our Company was changed to IDFC-SSKI Securities Private Limited, pursuant to a special resolution of our shareholders dated September 21, 2007, and a fresh certificate of incorporation dated October 24, 2007, was issued by the RoC. Thereafter, pursuant to a shareholders’ resolution dated February 12, 2008, our Company was converted into a public limited company and the name our Company was changed to “IDFC-SSKI Securities Limited”, and a fresh certificate of incorporation dated March 10, 2008 was issued by the RoC. Pursuant to a special resolution dated February 16, 2010 passed by the shareholders, the name of our Company was changed to IDFC Securities Limited and a certificate of incorporation dated March 12, 2010 was issued by the RoC. The name our Company changed to “DAM Capital Advisors Limited” pursuant to a special resolution of our shareholders dated June 25, 2020, and a fresh certificate of incorporation dated July 28, 2020, was issued by the RoC.

Corporate Identity Number: U99999MH1993PLC071865

Company Registration Number: 071865

Registered Office of our Company

PG-1, Ground Floor, Rotunda Building
Dalal Street, Fort
Mumbai 400 001
Maharashtra, India

Corporate Office of our Company

One BKC, Tower C, 15th Floor, Unit No.1511
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

For details of change in the registered office of our Company, see “*History and Certain Corporate Matters – Changes in the registered office of our Company*” on page 168.

Address of the Registrar of Companies

Our Company is registered with the RoC located at the following address:

Registrar of Companies, Maharashtra at Mumbai

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

Board of Directors of our Company

Details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus are set forth below:

Name and Designation	DIN	Address
MV Nair <i>Chairperson and Independent Director</i>	02284165	1902 A, Vivarea Hindustan Mill Compound, Satrasta, Mahalaxmi, Mumbai 400 011, Maharashtra, India
Natarajan Srinivasan <i>Independent Director</i>	00123338	9, North Avenue, Srinagar Colony, Saidapet, Chennai 600 015, Tamil Nadu, India
Rajendra Prabhakar Chitale <i>Independent Director</i>	00015986	64 th Floor, 6401, West Wing, Lodha World One, Senapati Bapat Marg, Upper Worli, Mumbai 400 013, Maharashtra, India

Name and Designation	DIN	Address
Balram Singh Yadav <i>Independent Director</i>	00294803	3703, Vivarea, Sane Guruji Marg, Mahalaxmi, Near Jacob's Circle, Mumbai 400 011, Maharashtra, India
Nithya Easwaran <i>Non-Executive Director</i>	03605392	A-405, 4 th Floor, Ashok Garden T-1, 180/188, T. J. Road, Sewree, Mumbai 400 015, Maharashtra, India
Dharmesh Anil Mehta <i>Managing Director and Chief Executive Officer</i>	06734366	Vivarea Tower A, 20 th Floor, Flat No. 2003, Sane Guruji Marg, Jacob Circle, Mumbai 400 011, Maharashtra, India
Jateen Madhukar Doshi <i>Executive Director</i>	08476768	1802, Raheja Regency, Plot 108, Road 29, Sion East, Mumbai 400 022, Maharashtra, India

For further details and brief profiles of our Directors, see “*Our Management*” on page 174.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been uploaded on the SEBI Intermediary Portal at <https://siportal.sebi.gov.in>, in accordance with Regulation 25(8) of the SEBI ICDR Regulations and the SEBI ICDR Master Circular and will also be filed with the SEBI at the following address:

Securities and Exchange Board of India

Corporation Finance Department, Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, ‘G’ Block
Bandra Kurla Complex Bandra (E)
Mumbai 400 051
Maharashtra, India

Filing of the Red Herring Prospectus and Prospectus

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

Company Secretary and Compliance Officer

Rajesh Tekadiwala is the Company Secretary and Compliance Officer of our Company. His contact details are set forth below:

Rajesh Tekadiwala

PG-1, Rotunda Building
Ground Floor, Dalal Street
Fort, Mumbai 400 023
Maharashtra, India

Tel: + 91 22 4202 2500

E-mail: compliance@damcapital.in

Investor Grievances

Bidders may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLM.

All Offer-related grievances, other than those of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

All Offer-related 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, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Manager

Nuvama Wealth Management Limited

801 - 804, Wing A, Building No 3

Inspire BKC, G Block

Bandra Kurla Complex, Bandra East

Mumbai 400 051 Maharashtra, India

Tel: + 91 22 4009 4400

E-mail: dcal.ipo@nuvama.com

Investor Grievance ID: customerservice.mb@nuvama.com

Contact Person: Manish Tejwani

Website: www.nuvama.com

SEBI Registration Number: INM000013004

Statement of inter-se allocation of responsibilities amongst the BRLM

The responsibilities and coordination by the BRLM for various activities in the Offer are as follows:

S. No	Activity	Responsibility and co-ordination
1.	Capital structuring, positioning strategy, due diligence of our Company including its operations/management, legal etc. Drafting and design of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, abridged prospectus and application form. The BRLM shall ensure compliance with the SEBI ICDR Regulations and stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI filings and follow up and coordination till final approval from all regulatory authorities	Nuvama
2.	Drafting and approval of statutory advertisements	Nuvama
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	Nuvama
4.	Appointment of intermediaries – Bankers to the Offer, Registrar to the Offer, advertising agency, Sponsor Banks, printers to the Offer and other intermediaries including co-ordination for agreements to be entered into with such intermediaries	Nuvama
5.	Preparation of road show marketing presentation	Nuvama
6.	Preparation of frequently asked questions	Nuvama
7.	International institutional marketing of the Offer, which will cover, inter alia: <ul style="list-style-type: none"> • Institutional marketing strategy; • Finalizing the list and division of international investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule. 	Nuvama
8.	Domestic institutional marketing of the Offer, which will cover, inter alia: <ul style="list-style-type: none"> • Institutional marketing strategy; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule. 	Nuvama
9.	Retail marketing of the Offer, which will cover, inter alia: <ul style="list-style-type: none"> • Finalising media, marketing, public relations strategy and publicity; • Budget including list of frequently asked questions at retail road shows; • Finalising collection centres; • Finalising application form; • Finalising centres for holding conferences for brokers etc.; 	Nuvama

S. No	Activity	Responsibility and co-ordination
	<ul style="list-style-type: none"> Follow - up on distribution of publicity; and Offer material including form, Red Herring Prospectus/ Prospectus and deciding on the quantum of the Offer material 	
10.	Managing the book and finalization of pricing in consultation with the Company	Nuvama
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation	Nuvama
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to bidders, etc.	Nuvama
	<p>Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising our Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable</p> <p>Co-ordination with SEBI and Stock Exchanges submission of all post-Offer reports including the initial and final post-Offer report to SEBI</p>	

Syndicate Members

[•]

Legal Counsel to the Company as to Indian Law

Trilegal

DLF Cyber Park
Tower C, 1st Floor
Phase II, Udyog Vihar, Sector 20
Gurugram 122 008
Haryana, India
Tel: +91 12 4625 8598

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: +91 810 811 4949
E-mail: damcapital.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance ID: damcapital.ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI registration number: INR000004058

Bankers to the Offer

Escrow Collection Bank

[•]

Public Offer Account Bank

[•]

Refund Bank

[•]

Sponsor Bank

[•]

Statutory Auditor to our Company

KKC & Associates LLP, Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Sunshine Tower, Level 19,

Senapati Bapat Marg

Elphinstone Road

Mumbai 400 013

Maharashtra, India

Email: info@kkcllp.in

Tel: + 91 22 61437333

Peer Review Certificate No.: 016960

Firm Registration No.: 105146W/W100621

Changes in auditors

There has been no change in the statutory auditors of our Company during the last three years.

Bankers to our Company

HDFC Bank Limited

Zenith House, 2nd Floor

Opposite Racecourse

Mahalaxmi, Mumbai 400 034

Maharashtra, India

Tel: +91 97699 67820

Email: bhushan.kulkarni@hdfc.com

Website: www.hdfcbank.com

Contact Person: Bhushan Kulkarni

Designated Intermediaries

Self-Certified Syndicate Banks

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

Self-Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with 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 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and

www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Syndicate Self-Certified Syndicate Banks Branches

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

Registered Brokers

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

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products-services/initial-public-offerings-asba-procedures respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Grading of the Offer

No credit agency registered with SEBI has been appointed for grading for the Offer.

Monitoring Agency

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

Expert

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

Our Company has received written consent dated September 3, 2024 from KKC & Associates LLP, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated August 9, 2024 relating to the Restated Consolidated Financial Statements and (ii) the statement of special tax benefits dated September 3, 2024 included in this Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated September 3, 2024 from Shaparia Mehta & Associates LLP, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in

respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Appraising Entity

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

Credit Rating

As the Offer is an offer for sale of Equity Shares, credit rating is not required.

Debenture Trustees

As the Offer is an offer for sale of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from Bidder on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms, if any within the Price Band which will be decided by our Company, in consultation with the BRLM and minimum Bid lot which will be decided by our Company, in consultation with the BRLM and advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective website. The Offer Price shall be determined by our Company, in consultation with the BRLM after the Bid/Offer Closing Date. For further details, see “*Offer Procedure*” on page 307.

All Investors (other than Anchor Investors) shall participate in the Offer mandatorily through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs, or in the case of UPI Bidders, by using the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and other Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bidding Date. Except Allocation to Retail Individual Investors, Non-Institutional Investors and the Anchor Investors, Allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner as prescribed under the SEBI ICDR Regulation. For further details on the Book Building Process and the method and process of Bidding, see “*Terms of the Offer*”, “*Offer Structure*” and “*Offer Procedure*” on pages 295, 302 and 307, respectively.

The Book Building Process is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Investors should note the Offer is also subject to obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, within three Working Days of the Bid/Offer Closing Date or such other time period as prescribed under applicable law.

For an illustration of the Book Building Process, price discovery process and allocation, see “*Offer Procedure*” on page 307.

Underwriting Agreement

After the determination of the Offer Price but prior to filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten as per the Underwriting Agreement. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

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

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

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares of face value of ₹2 each to be Underwritten	Amount underwritten (₹ in million)
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and will be finalised after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations. Based on representations made by the Underwriters, our Board of Directors are of the opinion that the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board/ IPO Committee, at its meeting held on [●], has approved the execution of the Underwriting Agreement by our Company.

Allocation amongst the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to Investors procured by them in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

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

<i>(in ₹, except share data)</i>			
S. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price*
A)	AUTHORISED SHARE CAPITAL⁽¹⁾		
	260,000,000 Equity Shares of face value of ₹2 each	520,000,000	-
B)	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER AS ON DATE OF THIS DRAFT RED HERRING PROSPECTUS		
	70,686,000 Equity Shares of face value of ₹2 each	141,372,000	-
C)	PRESENT OFFER⁽²⁾⁽³⁾		
	Offer for Sale of up to 32,064,010 Equity Shares aggregating up to ₹[●] million	[●]	[●]
	<i>The Offer includes:</i>		
	Employee Reservation Portion of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million ⁽⁴⁾	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹2 each	[●]	[●]
D)	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER*		
	70,686,000 Equity Shares of face value of ₹2 each	141,372,000	-
E)	SECURITIES PREMIUM ACCOUNT		
	Before the Offer (<i>as on date of this Draft Red Herring Prospectus</i>)		₹142.58 million
	After the Offer*		[●]

* To be included upon finalisation of the Offer Price and Basis of Allotment.

⁽¹⁾ For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see “**History and Certain Corporate Matters – Amendments to our Memorandum of Association**” on page 169.

⁽²⁾ Our Board has authorised the Offer, pursuant to their resolution dated August 9, 2024. Further, each of the Selling Shareholders have, severally and not jointly, confirmed and authorized their participation in the Offer for Sale. For further details, see “**Other Regulatory and Statutory Disclosures**” on page 282.

⁽³⁾ The Equity Shares being offered by each of the Selling Shareholders have been held by them for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus or are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the SEBI ICDR Regulations. For details of authorisations for the Offer for Sale, see “**The Offer**” and “**Other Regulatory and Statutory Disclosures**” on pages 65 and 282, respectively.

⁽⁴⁾ In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

Notes to Capital Structure

1. Equity share capital history of our Company

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

Date of allotment ⁽¹⁾	Nature of allotment	Name of the allottee(s)	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	
May 7, 1993	Initial subscription to the Memorandum of Association ⁽²⁾	Name of the allottee	Number of equity shares allotted	20	100	100	Cash	20
		Shripal Sevantial Morakhia	10					
		Shreyas Sevantial Morakhia	10					
January 14, 1994	Further issue	Name of the Allottee	Number of equity shares allotted	90	100	100	Cash	110
		Shripal Sevantial Morakhia	90					
<i>Split of Equity Shares 1</i>								
January 21, 1994	Split of equity shares	The authorised share capital of our Company was sub-divided from 10,000 equity shares of face value of ₹100 each into 100,000 equity shares of ₹10 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company consisting of 110 equity shares of ₹100 each were sub-divided into 1,100 equity shares of ₹10 each	-	10	-	-	1,100	
February 24, 1994	Further issue	Name of the allottee	Number of equity shares allotted	298,900	10	10	Cash	300,000
		Shripal Sevantial Morakhia	298,900					
May 10, 1994	Further issue	Name of the allottee	Number of equity shares allotted	708,000	10	250 ⁽³⁾	Cash	1,008,000
		Shripal Sevantial Morakhia jointly with Kalpana S. Morakhia	708,000					
April 10, 1996	Further issue	Name of the allottee	Number of equity shares allotted	66,000	10	375	Cash	1,074,000
		Palki Investments & Trading Private Limited	66,000					
May 2, 1996	Further issue	Name of the allottee	Number of equity shares allotted	211,200	10	375	Cash	1,285,200
		A.P. Investments Limited, Singapore	70,400					
		Sino-Asia Capital GBR, Singapore	70,400					
		Investment Enterprises Partnership – Singapore	70,400					

Date of allotment ⁽¹⁾	Nature of allotment	Name of the allottee(s)	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares	
November 20, 2000	Bonus issue in the ratio of 10 equity shares for every one equity share held	Name of the allottee	Number of equity shares allotted	12,852,000	10	N.A.	N.A.	14,137,200
		Shripal Sevantial Morakhia (Trustee of SSKI Employees Welfare Trust)	500,000					
		Shripal Sevantial Morakhia (Trustee of SSKI Employees Trust)	500,000					
		Shripal Sevantial Morakhia (Trustee of SSKI Group Employees Welfare Trust)	500,000					
		Shripal Sevantial Morakhia (Trustee of SSKI Group Employees Trust)	500,000					
		Shripal Sevantial Morakhia (Trustee of SSKI Group Employees Benefit Trust)	500,000					
		Shripal Sevantial Morakhia (Trustee of SSKI Employees Benefit Trust)	500,000					
		Shripal Sevantial Morakhia jointly with Shreyas S. Morakhia	7,080,000					
		Kalpana Morakhia	660,000					
		A.P. Investments Limited	704,000					
		Sino-Asia Capital GBR	704,000					
		Investment Enterprise Partnership NIF Asia 50-A	352,000					
Investment Enterprise Partnership NIF Asia 50-B	352,000							
Split of Equity Shares 2								
August 2024	13, Split of Equity Shares	The authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹10 each into 260,000,000 equity shares of ₹2 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company consisting of 14,137,200 equity shares of ₹10 each were sub-divided into 70,686,000 equity shares of ₹2 each	-	2	-	-	70,686,000	

⁽¹⁾ We have been unable to trace certain filings made by our Company, as applicable, for changes in our issued, subscribed and paid-up capital. Accordingly, we have placed reliance on minutes of the Board and Shareholders' meetings, register of members, to the extent available and as applicable and the certificate dated September 3, 2024 from Pramod S Shah & Associates, Company Secretaries. For details, see "Risk Factors – Our Company is unable to trace certain corporate and statutory records pertaining to historical secretarial information in respect of our capital structure build-up and certain records from the filings with the RoC" on page 50.

⁽²⁾ Our Company was incorporated on May 7, 1993 and the date of subscription to the Memorandum of Association was April 21, 1993.

⁽³⁾ These equity shares were allotted on a partly paid-up basis with ₹5 per equity share towards face value and ₹120 per equity share towards premium amount paid at the time of allotment. Pursuant to the Board resolution dated February 20, 1995, the equity shares became fully paid up and the balance ₹5 per equity share towards face value and ₹120 per equity share towards premium amount was received by the Company. These equity shares are fully paid-up as on the date of this Draft Red Herring Prospectus.

Our Company is in compliance with the Companies Act, 2013, to the extent applicable, with respect to issuance of Equity Shares from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus.

2. Preference share capital history of our Company

Our Company has no outstanding preference shares as on the date of this Draft Red Herring Prospectus.

The issue of the Equity Shares by the Company has been in compliance with the applicable provisions of Companies Act, 1956 and Companies Act, 2013.

3. Equity shares issued for consideration other than cash or by way of bonus issue

Except as set out below, our Company has not issued any equity shares for consideration other than cash or through bonus issue since its incorporation:

Date of allotment	Nature of allotment ⁽¹⁾	Names of allottees	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Benefits accrued to our Company
November 20, 2000	Bonus issue in the ratio of 10 equity shares for every one equity share held	Name of the allottee	Number of equity shares allotted	12,852,000	10	N.A.
		Shripal Sevantial Morakhia (Trustee of SSKI Employees Welfare Trust)	500,000			N.A.
		Shripal Sevantial Morakhia (Trustee of SSKI Employees Trust)	500,000			
		Shripal Sevantial Morakhia (Trustee of SSKI Group Employees Welfare Trust)	500,000			
		Shripal Sevantial Morakhia (Trustee of SSKI Group Employees Trust)	500,000			
		Shripal Sevantial Morakhia (Trustee of SSKI Group Benefit Trust)	500,000			
		Shripal Sevantial Morakhia (Trustee of SSKI Employees Benefit Trust)	500,000			
		Shripal Sevantial Morakhia jointly with Shreyas S. Morakhia	7,080,000			
		Kalpna Morakhia	660,000			
		A.P. Investments Limited	704,000			
		Sino-Asia Capital GBR	704,000			
		Investment Enterprise Partnership NIF Asia 50-A	352,000			

Date of allotment	Nature of allotment ⁽¹⁾	Names of allottees	Number of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Benefits accrued to our Company
		Investment Enterprise Partnership NIF Asia 50-B	352,000			

4. Shares issued out of revaluation reserves

Our Company has not issued any shares out of revaluation reserves since its incorporation.

5. Allotment of equity shares pursuant to schemes of arrangement

Our Company has not issued or allotted any equity shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

6. Issue of equity shares at a price lower than the Offer Price in the last one year

Our Company has not issued any Equity Shares in the last one year immediately preceding the date of this Draft Red Herring Prospectus.

7. Issue of equity shares under employee stock option schemes

As on the date of this Draft Red Herring Prospectus, our Company has not made any issuance of equity shares pursuant to the ESOP Scheme. For details, see “*Capital Structure – Notes on Capital Structure*” and “*Capital Structure – Employee stock options scheme of our Company*” on pages 80 and 89, respectively.

8. History of the share capital held by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters hold, in the aggregate, 32,433,300 Equity Shares, which constitute 45.88% of the issued, subscribed and paid-up equity share capital of our Company. All the Equity Shares held by our Promoters are in dematerialised form.

a) *Build-up of Promoters’ shareholding in our Company*

Set forth below is the build-up of our Promoters’ shareholding since the incorporation of our Company.

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/ transfer per equity share (₹)	Nature of consideration	Percentage of pre-Offer equity share capital (%)	Percentage of the post-Offer equity share capital ⁽¹⁾ (%)
<i>Dharmesh Anil Mehta</i>							
June 10, 2020	2,162,264 equity shares transferred by IDFC Financial Holding Company Limited	2,162,264	10	46.25*	Cash	15.29	[●]
June 11, 2020	1 equity share each transferred by Mayuri Chhichhiya, Nirav Shah, Mahendra N Shah and Goretto Deabreo held by them jointly with IDFC Financial Holding Company Limited	4	10	46.25*	Cash	Negligible	[●]
June 15, 2020	1 equity share each transferred by Hari Kumar Iyer and Prachiti Karandikar, held by them jointly with IDFC	2	10	46.25*	Cash	Negligible	[●]

Date of allotment / transfer	Nature of transaction	Number of equity shares allotted/ transferred	Face value per equity share (₹)	Issue/ acquisition/ transfer per equity share (₹)	Nature of consideration	Percentage of pre- Offer equity share capital (%)	Percentage of the post- Offer equity share capital ⁽¹⁾ (%)
	Financial Holding Company Limited						
March 15, 2024	1,550,000 equity shares gifted by Hansa Anil Mehta	1,550,000	10	Nil ⁽²⁾	N.A.	10.96	[●]
Split of Equity Shares 2							
Total (A)		18,561,350				26.26	[●]
Sonali Dharmesh Mehta⁽³⁾							
March 15, 2024	1,260,870 equity shares gifted by Hansa Anil Mehta	1,260,870	10	Nil ⁽²⁾	N.A.	8.92	[●]
Split of Equity Shares 2							
Total (B)		6,304,350				8.92	[●]
Boombucket Advisors Private Limited							
June 10, 2020	1,513,520 equity shares transferred by IDFC Financial Holding Company Limited	1,513,520	10	46.25*	Cash	10.71	[●]
Split of Equity Shares 2							
Total (C)		7,567,600				10.71	[●]
Grand Total (A+B+C)		32,433,300				45.88	[●]

* As certified by Shaparia Mehta & Associates LLP, Chartered Accountants by way of their certificate dated September 3, 2024

⁽¹⁾ Subject to finalisation of Basis of Allotment

⁽²⁾ Transferred by way of gift

⁽³⁾ Jointly with Dharmesh Anil Mehta

- b) All the Equity Shares held by our Promoters were fully paid-up on the respective date of acquisition of such Equity Shares.
- c) As of the date of this Draft Red Herring Prospectus, Equity Shares held by our Promoters are not subject to pledge with any creditor or any other encumbrance.

9. Shareholding of our Promoters, members of our Promoter Group and directors of our Corporate Promoter

Shareholding of our Promoters, members of Promoter Group and directors of our Corporate Promoter are set forth below, as on the date of this Draft Red Herring Prospectus:

Name of Shareholder	Pre-Offer		Post-Offer	
	Number of Equity Shares of face value of ₹2 each	Percentage of pre- Offer equity share capital (%)	Number of Equity Shares of face value of ₹2 each	Percentage of post- Offer equity share capital (%) ⁽¹⁾
Promoters, Promoter Group and directors of Corporate Promoter				
Dharmesh Mehta	Anil	18,561,350	26.26	[●]
Sonali Mehta ⁽²⁾	Dharmesh	6,304,350	8.92	[●]
Boombucket Advisors Limited ⁽³⁾	Private	7,567,600	10.71	[●]
Total A		32,433,300	45.88	[●]

⁽¹⁾ Subject to finalisation of Basis of Allotment

⁽²⁾ Jointly with Dharmesh Anil Mehta

⁽³⁾ Dharmesh Anil Mehta and Sonali Dharmesh Mehta are the directors of Boombucket Advisors Private Limited.

10. Details of minimum Promoters' Contribution locked in for 18 months

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoters' contribution and locked-in for a period of 18 months or any other period as may be prescribed under applicable law, from the date of Allotment (“**Promoters' Contribution**”).

The details of Equity Shares held by our Promoters, which will be locked-in for minimum Promoter's contribution for a period of 18 months, from the date of Allotment as Promoters' Contribution are as provided below:

Name of the Promoter	Number of Equity Shares held [#]	Number of Equity Shares locked-in [*]	Date of allotment/ transfer of equity shares [#]	Face value per equity share (₹)	Issue / Acquisition price per equity share (₹)	Nature of transaction	% of the post-Offer paid-up Capital	Date up to which Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.

[#] Equity Shares were fully paid-up on the date of acquisition of such Equity Shares.

^{*} Subject to finalisation of Basis of Allotment.

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

Our Promoter's shareholding in excess of 20% shall be locked in for a period of six months from the date of Allotment. As on the date of this Draft Red Herring Prospectus, our Promoters hold in the aggregate 32,433,300 Equity Shares of face value of ₹2 each, which constitutes 45.88% of the issued, subscribed and paid-up Equity Share capital of our Company.

The Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

- (i) The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits or from bonus issue against Equity Shares which are otherwise in-eligible for computation of Promoters' Contribution;
- (ii) The Promoter's Contribution does not include any Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- (iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm; and
- (iv) The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge with any creditor.

11. Details of share capital locked-in for six months

Pursuant to Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked in for a period of six months from the date of Allotment, except for (a) the Equity Shares that may be allotted to the employees under the ESOP Scheme pursuant to exercise of options that may be held by such employees; (b) the Equity Shares successfully transferred as a part of the Offer for Sale; and (c) Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor. As on the date of this Draft Red Herring Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor.

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

Pursuant to Regulation 22 of the SEBI ICDR Regulations, (a) the Equity Shares held by the Promoters, which are locked-in may be transferred to another promoter and among the members of the Promoter Group or to any new promoters of our Company, and (b) the Equity Shares held by persons other than the Promoters and locked-in for a period of six months 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; and

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in, as the case may be from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

12. Lock-in of Equity Shares Allotted to Anchor Investors

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

13. Sales or purchases of Equity Shares or other specified securities of our Company by our Promoters, directors of our Corporate Promoter, the members of our Promoter Group and/or our Directors and their relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus.

Except as disclosed below, none of our Promoters, directors of our Corporate Promoter, members of our Promoter Group, our Directors or their relatives have sold or purchased any Equity Shares of our Company during the six months preceding the date of this Draft Red Herring Prospectus.

Date of transfer	Name of transferor	Name of transferee	Nature of transaction	Number of equity shares transferred	Percentage of pre-Offer equity share capital of our Company (%)	Face value per equity share (₹)	Transfer price per equity share (₹)
March 15, 2024	Hansa Anil Mehta	Dharmesh Anil Mehta	Gift	1,550,000	10.96	10 ⁽¹⁾	Nil
March 15, 2024	Hansa Anil Mehta	Sonali Dharmesh Mehta	Gift	1,260,870	8.92	10 ⁽¹⁾	Nil

⁽¹⁾ Pursuant to the Board resolution dated July 23, 2024, and the Shareholders' resolution dated August 13, 2024, the authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹10 each into 260,000,000 equity shares of ₹2 each. Accordingly, the face value of equity shares has been sub-divided from ₹10 to ₹2 each.

14. *Our shareholding pattern*

The shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus is as set forth below:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)			Number of Equity Shares underlying outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)	
								Number of voting rights					Total as a % of (A+B+C)	Number (a)	As a % of total Shares held (b)	Number (a)		As a % of total Shares held (b)
								Class eg: Equity Shares	Class eg: Others	Total								
(A)	Promoters and Promoter Group	3	32,433,300	-	-	32,433,300	45.88	32,433,300	-	32,433,300	45.88	-	-	-	-	-	32,433,300	
(B)	Public	4	38,252,700	-	-	38,252,700	54.12	38,252,700	-	38,252,700	54.12	-	-	-	-	-	38,252,700	
(C)	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total	7	70,686,000	-	-	70,686,000	100.00	70,686,000	-	70,686,000	100.00	-	-	-	-	-	70,686,000	

15. Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company

Except as stated below, none of our Directors, Key Managerial Personnel or members of our Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Name	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer share capital (%)
Dharmesh Anil Mehta	18,561,350	26.26

16. Details of shareholding of the major shareholders of our Company

- (a) As on the date of this Draft Red Herring Prospectus, our Company has 7 Shareholders.
- (b) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer share capital (%)
1.	Dharmesh Anil Mehta	18,561,350	26.26
2.	Multiples Alternate Asset Management Private Limited	13,661,350	19.33
3.	Narotam Satyanarayan Sekhsaria	10,929,350	15.46
4.	Boombucket Advisors Private Limited	7,567,600	10.71
5.	RBL Bank Limited	6,831,000	9.66
6.	Easyaccess Financial Services Limited	6,831,000	9.66
7.	Sonali Dharmesh Mehta ⁽¹⁾	6,304,350	8.92
	Total	70,686,000	100.00

⁽¹⁾ Jointly with Dharmesh Anil Mehta

- (c) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer share capital (%)
1.	Dharmesh Anil Mehta	18,561,350	26.26
2.	Multiples Alternate Asset Management Private Limited	13,661,350	19.33
3.	Narotam Satyanarayan Sekhsaria	10,929,350	15.46
4.	Boombucket Advisors Private Limited	7,567,600	10.71
5.	RBL Bank Limited	6,831,000	9.66
6.	Easyaccess Financial Services Limited	6,831,000	9.66
7.	Sonali Dharmesh Mehta ⁽¹⁾	6,304,350	8.92
	Total	70,686,000	100.00

⁽¹⁾ Jointly with Dharmesh Anil Mehta

- (d) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of equity shares of face value of ₹10 each	Percentage of pre-Offer share capital (%)
1.	Hansa Anil Mehta	2,810,870	19.88
2.	Multiples Alternate Asset Management Private Limited	2,732,270	19.33
3.	Narotam Satyanarayan Sekhsaria	2,185,870	15.46
4.	Dharmesh Anil Mehta	2,162,270	15.29

S. No.	Name of Shareholder	Number of equity shares of face value of ₹10 each	Percentage of pre-Offer share capital (%)
5.	Boombucket Advisors Private Limited	1,513,520	10.71
6.	RBL Bank Limited	1,366,200	9.66
7.	Easyaccess Financial Services Limited	1,366,200	9.66
	Total	14,137,200	100.00

- (e) Set forth below are details of Shareholders holding 1% or more of the issued, subscribed and paid-up share capital of our Company as of two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of equity shares of face value of ₹10 each	Percentage of pre-Offer share capital (%)
1.	Hansa Anil Mehta	2,810,870	19.88
2.	Multiples Alternate Asset Management Private Limited	2,732,270	19.33
3.	Narotam Satyanarayan Sekhsaria	2,185,870	15.46
4.	Dharmesh Anil Mehta	2,162,270	15.29
5.	Boombucket Advisors Private Limited	1,513,520	10.71
6.	RBL Bank Limited	1,366,200	9.66
7.	Easyaccess Financial Services Limited	1,366,200	9.66
	Total	14,137,200	100.00

17. Employee stock options scheme of our Company

DAM Capital Employee Stock Option Scheme 2024 (“ESOP Scheme”)

Our Company adopted the ESOP Scheme pursuant to the resolution passed by our Board dated August 19, 2024 and the resolution passed by the Shareholders dated August 22, 2024. The ESOP Scheme has been instituted to grant stock options exercisable into Equity Shares to eligible employees of our Company.

As on the date of this Draft Red Herring Prospectus, under the ESOP Scheme, out of the total 35,34,300 options, no options have been granted, vested or exercised. The ESOP Scheme is in compliance with the SEBI SBEB SE Regulations.

18. There have been no financing arrangements whereby members of our Promoter Group, directors of our Corporate Promoter, our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
19. Our Company, our Directors and the BRLM have not entered into any buy-back arrangement for purchase of the Equity Shares being offered through the Offer.
20. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. The Equity Shares to be issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.
21. None of the BRLM and their respective associates (as defined under the SEBI Merchant Bankers Regulations) hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus. The Book Running Lead Manager and its associates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in investment banking transactions with our Company for which they may in the future receive customary compensation.
22. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus.

23. No person connected with the Offer, including, but not limited to, our Company, the Selling Shareholders, the members of the Syndicate, or our Directors, 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, except for fees or commission for services rendered in relation to the Offer.
24. Except for issuance of any Equity Shares pursuant to the exercise of options that may be granted under the ESOP Scheme, there will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.
25. Except for the issuance of any Equity Shares pursuant to the exercise of options that may be granted under the ESOP Scheme, there is no proposal or intention, negotiations or consideration by our Company to alter its capital structure by way of split or consolidation of the Equity Shares or issue of Equity Shares or convertible securities on a preferential basis or issue of bonus or rights or further public offer of such securities, within a period of six months from the Bid/Offer Opening Date. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.
26. The BRLM, and any person related to the BRLM or the Syndicate Members, cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLM, or insurance companies promoted by entities which are associates of the BRLM, or AIFs sponsored by entities which are associates of the BRLM, or an FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM or pension funds sponsored by entities which are associates of the BRLM.
27. As on the date of this Draft Red Herring Prospectus, our Company has not made any grants or allotments under the ESOP Scheme.
28. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
29. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) to carry out the Offer for Sale of up to 32,064,010 Equity Shares of face value of ₹2 each by the Selling Shareholders; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details of the Offer, see “*The Offer*” beginning on page 65. Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity and a public market for the Equity Shares in India.

Utilisation of the Offer proceeds by Selling Shareholders

Our Company will not receive any proceeds of the Offer for Sale by the Selling Shareholders. Each of the Selling Shareholders will be entitled to the respective proportion of the proceeds of the Offer for Sale after deducting their portion of the Offer related expenses and the relevant taxes thereon. For details of Offered Shares from the Selling Shareholders, see “*The Offer*” beginning on page 65.

Offer Expenses

The Offer expenses are estimated to be approximately ₹[●] million. The expenses in relation to the Offer include, among others, listing fees, underwriting fees, selling commission, brokerage, fees payable to the BRLM, fees payable to legal counsel of the Company, BRLM and Selling Shareholders, fees payable to the Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than (a) the listing fees, audit fees of the statutory auditors (other than to the extent attributable to the Offer) and expenses in relation to product or corporate advertisements of our Company consistent with its past practices (other than expenses in relation to the marketing and advertising undertaken specifically for the Offer) each of which will be borne solely by our Company; and (b) fees and expenses in relation to the legal counsel to the Selling Shareholders which shall be borne by the Selling Shareholders, all Offer expenses including, among other things, filing fees, book building fees and other charges, fees and expenses of SEBI, the Stock Exchanges, the RoC and any other governmental authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the Indian legal counsel to our Company and the legal counsel to the BRLM, fees and expenses of the statutory auditors (including the Statutory Auditors) and independent chartered accountant, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and, expenses of the BRLM, syndicate members, Self-Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer shall be borne by the Selling Shareholders in proportion to the number of Equity Shares transferred by each Selling Shareholder in the Offer, except as may be prescribed by the SEBI or any other regulatory authority. All such payments shall be made by our Company in the first instance on behalf of the Selling Shareholders and the Selling Shareholders agree that it shall, severally and not jointly, reimburse our Company out of the Offer proceeds in proportion to their respective Offered Shares, for any expenses incurred by our Company on behalf of such Selling Shareholder. In the event that the Offer is postponed or withdrawn or abandoned for any reason or the Offer is not successful or consummated, all costs and expenses with respect to the Offer which may have accrued up to the date of such postponement, withdrawal, abandonment or failure shall be borne by the Selling Shareholders in proportion to the number of Equity Shares the Selling Shareholders has agreed to sell in the Offer as will be disclosed in the updated Draft Red Herring Prospectus to be filed by our Company with the SEBI in relation to the Offer. The Selling Shareholders agrees that it shall reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the Selling Shareholders directly from the Public Offer Account in the manner as may be set out in the Other Agreements. In the event any Selling Shareholder withdraws or abandons the Offer or the Offer Agreement is terminated in respect of such Selling Shareholder at any stage prior to the completion of Offer, it shall reimburse to our Company all costs, charges, fees and expenses associated with and incurred in connection with the Offer on a *pro-rata* basis, up to the date of such withdrawal, abandonment or termination with respect to such Selling Shareholder.

The estimated Offer expenses are as follows:

(₹ in million)

S. No	Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
1.	Fees payable to the BRLM including underwriting commission, brokerage and selling commission, as applicable	[●]	[●]	[●]
2.	Commission and processing fees for SCSBs ⁽¹⁾⁽²⁾ Bankers to the Offer and Bidding Charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
4.	Other expenses:			
(i)	Listing fees, SEBI and Stock Exchange filing fees, book building software fees, NSDL and CDSL fee and other regulatory expenses	[●]	[●]	[●]
(ii)	Printing and stationery expenses	[●]	[●]	[●]
(iii)	Fees payable to the Statutory Auditor, Independent Chartered Accountant, industry service provider, independent chartered engineer and ROC consultant	[●]	[●]	[●]
(iv)	Advertising and marketing expenses for the Offer	[●]	[●]	[●]
(v)	Fees payable to the legal counsels to the Offer	[●]	[●]	[●]
(vi)	Miscellaneous	[●]	[●]	[●]
	Total Estimated Offer Expenses	[●]	[●]	[●]

* To be incorporated in the Prospectus after finalization of the Offer Price. Offer expenses are estimates and are subject to change. Offer expenses include goods and services tax, where applicable.

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

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

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.

No additional processing/uploading charges shall be payable by our Company or the Selling Shareholders to the SCSBs on the applications directly procured by them.

⁽²⁾ Processing fees payable to the SCSBs on the portion for Retail Individual Investors, portion for Non-Institutional Investors (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Brokers/RTAs/CDPs and submitted to SCSBs for blocking would be as follows:

Portion for Retail Individual Investors	₹[●] per valid Bid cum Application Forms* (plus applicable taxes)
Portion for Non-Institutional Investors	₹[●] per valid Bid cum Application Forms* (plus applicable taxes)
Portion for Eligible Employees	₹[●] per valid Bid cum Application Forms* (plus applicable taxes)

* Based on valid Bid cum Application Forms

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

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

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

Bidding Charges: ₹[●] (plus applicable taxes) per valid application bid by the Members of the Syndicate (including their sub-Syndicate members)/ RTA/CDPs.

Note: The brokerage/selling commission payable to the Syndicate/sub-Syndicate members will be determined on the basis of the ASBA Form number/series, provided that the application is also bid by the respective Syndicate/sub-Syndicate member. For clarification, if an ASBA bid on the application form number/series of a Syndicate/sub-Syndicate member, is bid for by an SCSB, the brokerage/selling commission will be payable to the SCSB and not to the Syndicate/sub-Syndicate member. The brokerage/selling commission payable to the SCSBs, RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of either of the Stock Exchanges. The bidding charges payable to the Syndicate/sub-Syndicate members will be determined on the basis of the bidding terminal ID as captured in the Bid book of the Stock Exchanges. Payment of brokerage/selling commission payable to the sub-brokers/agents of

the sub-Syndicate members shall be handled directly by the sub-Syndicate members, and the necessary records for the same shall be maintained by the respective sub-Syndicate member.

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

Portion for Retail Individual Investors	₹[●] per valid Bid cum Application Form* (plus applicable taxes)
Portion for Non-Institutional Investors	₹[●] per valid Bid cum Application Form* (plus applicable taxes)
Portion for Eligible Employees	₹[●] per valid Bid cum Application Form* (plus applicable taxes)

* Based on valid Bid cum Application Forms

- (5) Bidding charges of ₹[●] (plus applicable taxes) shall be paid per valid Bid cum Application 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 taken into account in order to determine the total bidding charges. Further, in order to determine to which Registered Broker/RTA/CDP, the commission is payable, the terminal from which the bid has been uploaded will be taken into account.

- (5) Processing fees for applications made by UPI Bidders would be as follows:

RTAs / CDPs/ Registered Brokers/Members of the Syndicate	₹[●] per valid Bid cum Application Form (plus applicable taxes)
Sponsor Bank(s)	₹[●] for applications made by UPI Bidders using the UPI mechanism* 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 applications

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

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company, in consultation with the BRLM, and in accordance with applicable law, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections “*Risk Factors*”, “*Our Business*”, “*Restated Consolidated Financial Statements*”, and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 28, 149, 193 and 244, respectively, to have an informed view before making an investment decision.

I. Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

- We are the fastest-growing investment bank in India.
- Proven execution with in-depth understanding of sectors and products.
- Institutional equities platform with comprehensive research and execution capabilities.
- Extensive coverage of corporates, financial sponsors and institutional investors, with repeat business.
- Experienced management and professionals, backed by a majority independent board.
- Strong track record of revenue growth and profitability.

For further details, see “*Our Business – Strengths*” on page 150.

II. Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Consolidated Financial Statements. For details, see “*Restated Consolidated Financial Statements*” on page 193.

Pursuant to the Board resolution dated July 23, 2024, and the Shareholders’ resolution dated August 13, 2024, the authorised share capital of our Company was sub-divided from 52,000,000 equity shares of face value of ₹10 each into 260,000,000 equity shares of ₹2 each. Accordingly, the issued, subscribed and paid-up equity share capital of our Company consisting of 14,137,200 equity shares of ₹10 each were sub-divided into 70,686,000 equity shares of ₹2 each. Sub-division of shares has been retrospectively considered for the computation of EPS in accordance with Ind AS 33 for all Fiscals/ periods presented.

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

1. Basic and diluted earnings per Equity Share (“EPS”), as adjusted for change in capital:

Financial Year ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2024	9.98	9.98	3
March 31, 2023	1.23	1.23	2
March 31, 2022	3.10	3.10	1
Weighted Average	5.92	5.92	

Source:

(i) Financial information for the Company is derived from the Restated Consolidated Financial Statements for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Notes:

(1) Basic and diluted earnings per share (₹) = Restated consolidated net profit after tax for the years attributable to equity shareholders / number of equity shares outstanding during the years as adjusted for stock split.

(2) Basic and diluted earnings per equity share (₹): Basic and diluted earnings per share are computed in accordance with Indian Accounting Standard 33 – ‘Earnings per Share’ notified under the Companies (Indian Accounting Standards) Rules of 2015.

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

(4) Pursuant to resolutions passed by our Board dated July 23, 2024, and the Shareholders’ dated August 13, 2024, the face value of the Equity Shares of our Company was sub-divided from ₹10 each to ₹2 each, the disclosure of basic and diluted earnings per share for all the period/ years presented has been arrived at after giving effect to the sub-division.

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

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)*
Based on basic EPS for Fiscal 2024	[●]	[●]
Based on diluted EPS for Fiscal 2024	[●]	[●]

* To be updated at the price band stage.

3. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company), details of the highest, lowest and industry average P/E ratio are set forth below:

Particulars	P/E ratio
Highest	21.43
Lowest	15.48
Average	17.76

Source:

- Financial information for the Company is derived from the Restated Consolidated Financial Statements for the year ended March 31, 2024.
- All the financial information for listed industry peers mentioned above is on consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports/ financial results as available of the respective company for the year ended March 31, 2024 submitted to stock exchanges or on company’s website as available.

Note:

- P/E Ratio (Based on Diluted EPS) = Closing market price of equity shares on NSE on August 23, 2024 / Diluted EPS for the year provided later in this section.
- The industry high and low has been considered from the industry peer set provided later in this section.
- For Industry P/E, P/E figures for the peers are computed based on the Last Traded Price (LTP) as on August 23, 2024 at NSE, / Diluted EPS (on consolidated basis unless otherwise available only on standalone basis) based on financial results of the respective company for the year ended March 31, 2024 submitted to stock exchanges

4. Return on Net Worth (“RoNW”)

Financial Year ended	RoNW (%)	Weight
March 31, 2024	43.37%	3
March 31, 2023	9.12%	2
March 31, 2022	24.89%	1
Weighted Average	28.87%	

Source:

- Financial information for the Company is derived from the Restated Consolidated Financial Statements for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Notes:

- Return on Net Worth (%) = Net profit after tax attributable to shareholders of the Company, as per Restated Consolidated Financial Statements for the years / net worth for the years as per Restated Consolidated Financial Statements
- ‘Net worth’: Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off.
- Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights

5. Net Asset Value per Equity Share (“NAV”), as adjusted for change in capital

Financial Year ended	Consolidated (₹)
As on March 31, 2024	23.00
<i>After the Offer</i>	
- At the Floor Price	[●]*
- At the Cap Price	[●]*
<i>At Offer Price</i>	[●]*

* To be computed after finalisation of the Price Band

To be determined on conclusion of the Book Building Process.

Notes:

- Net Asset Value per Equity Share is computed as the closing net worth divided by the equity shares outstanding as at March 31, 2024.
- Pursuant to resolutions passed by our Board dated July 23, 2024, and the Shareholders’ dated August 13, 2024, the face value of the Equity Shares of our Company was sub-divided from ₹10each to ₹2 each, the disclosure of basic and diluted earnings per share for all the period/ years presented has been arrived at after giving effect to the sub-division.

Source:

(i) Financial information for the Company is derived from the Restated Consolidated Financial Statements for the year ended March 31, 2024.

Notes:

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

(2) Net Asset Value per Equity Share for FY 2024 = Net worth as per the Restated Consolidated Financial Statements for the year ended March 31, 2024 / Number of equity shares outstanding as at the end of financial year adjusted for stock split.

(3) 'Net worth': Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off.

6. Comparison of Accounting Ratios with listed industry peers

Set forth below is a comparison of our accounting ratios with our listed peer company as identified in accordance with the SEBI ICDR Regulations:

Name of Company	Total income ⁽¹⁾ (in ₹ million)	Face value (₹ per share)	Closing price on August 23, 2024 ⁽²⁾ (in ₹)	EPS (₹)		NAV (per share) ⁽⁵⁾ (₹)	P/E (Based on Basic EPS) ⁽⁶⁾	P/E (Based on Diluted EPS) ⁽⁷⁾	RoNW ⁽⁸⁾⁽⁹⁾ (%)
				Basic ⁽³⁾	Diluted ⁽⁴⁾				
Our Company	1,820.00	2.00	N.A.	9.98	9.98	23.00	N.A.	N.A.	43.37%
ICICI Securities Limited ⁽¹⁰⁾	50,511.00	5.00	808.50	52.51	52.22	121.40	15.40	15.48	43.25%
IIFL Securities Limited	22,312.87	2.00	279.00	16.73	16.40	58.09	16.68	17.01	28.71%
JM Financial Limited	48,321.60	1.00	697.30	4.29	4.29	115.70	21.43	21.43	0.25%
Motilal Oswal Financial Services Limited ⁽¹¹⁾	71,305.20	1.00	91.92	41.16	40.73	147.12	16.94	17.12	27.89%

Source:

(i) Financial information for the Company is derived from the Restated Consolidated Financial Statements for the year ended March 31, 2024.

(ii) All the financial information for listed industry peers mentioned above is on consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports/ financial results as available of the respective company for the year ended March 31, 2024 submitted to stock exchanges or on company's website as available.

Notes:

- Total Income = Total revenue from operations + other income
- Closing price on August 23, 2024 has been taken as the Last Traded Price (LTP) as on August 23, 2024 at NSE
- Basic EPS refers to the basic EPS sourced from the annual report/ financial results of the respective company for the year ended March 31, 2024.
- Diluted EPS refers to the diluted EPS sourced from the annual report/ financial results of the respective company for the year ended March 31, 2024.
- Net Asset Value per Equity Share for FY 2024 = Net worth as per the Restated Consolidated Financial Statements for the year ended March 31, 2024 / Number of equity shares outstanding as at the end of financial year.
- P/E Ratio (Based on Basic EPS) has been computed based on the closing market price of equity shares on NSE on August 23, 2024 divided by the Basic EPS.
- P/E Ratio (Based on Diluted EPS) has been computed based on the closing market price of equity shares on NSE on August 23, 2024 divided by the Diluted EPS provided under Note 3.
- Return on Net Worth (%) = Net Profit after tax attributable to shareholders of the Company, as per Restated Consolidated Financial Statements for the year / net worth for the years as per Restated Consolidated Financial Statements.
- 'Net worth': Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off.
- For ICICI Securities, the number of shares outstanding have been calculated by dividing PAT by Basic EPS.
- For Motilal Oswal, basic and diluted EPS reflects increase in paid-up share capital from ₹149,260,903 to ₹597,043,612 after the bonus issue (3 bonus shares for every share issued) approved by the Board of Directors and Shareholders of the Company in their resolutions dated April 26, 2024 and May 30, 2024, respectively.

III. Key Performance Indicators ("KPIs")

The table below sets forth the details of the KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. These KPIs have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals segments in comparison to our peers. The Bidders can refer to the below-mentioned KPIs, being a combination of financial

and operational key financial and operational metrics, to make an assessment of our Company's performance in various business verticals and make an informed decision.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 28, 2024 and the Audit Committee has confirmed that the KPIs pertaining to our Company that have been disclosed to investors at any point of time during the three years period prior to the date of this Draft Red Herring Prospectus. All the KPIs that have been disclosed in this section have been subject to verification and certification by Shaparia Mehta & Associates LLP, Chartered Accountants, pursuant to its certificate dated September 3, 2024, which has been included as part of the "**Material Contracts and Documents for Inspections**" on page 354 and shall be accessible on the website of our Company at <https://www.damcapital.in/static/investor-relation.aspx>.

For details of other business and operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see "**Our Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 149 and 244, respectively.

Details of our KPIs for the Fiscals 2024, 2023 and 2022 are set out below:

(in ₹ million, unless otherwise indicated)

Particulars ⁽¹⁾	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial performance indicators			
Total Income ⁽²⁾	1,820.00	850.41	945.08
Investment Banking Revenue as a % of Total Income ⁽³⁾	67.24%	60.01%	64.01%
Broking Revenue as a % of Total Income ⁽³⁾	28.27%	35.75%	32.65%
Revenue per Employee ⁽⁴⁾	16.40	8.50	10.27
Employee cost as % of Total Income ⁽⁵⁾	35.90%	62.92%	51.04%
Profit After Tax	705.23	86.74	218.98
PAT Margin ⁽⁶⁾	38.75%	10.20%	23.17%
Return on Equity ⁽⁷⁾	54.72%	9.47%	28.53%
Operating performance indicators			
Total Number of Employees	111	100	92
Capital Market Issuances	21	13	12
Number of Stocks Covered by Research	168	153	128
Number of Sectors Covered by Research	19	20	19

Notes:

- (1) Data is taken on a consolidated basis
- (2) For our Company, for calculating Broking Revenue % and Investment Banking Revenue %:(a) Investment Banking Revenue includes Investment Banking segment; (b) Broking Revenue includes stock broking segment as per the segment reporting in restated financials
- (3) Investment Banking Revenue %, Broking Revenue % and other income revenue % has been calculated based on 'Total Income'
- (4) Revenue / employee is calculated as total income / number of employees
- (5) Employee cost as % of total income is calculated as employee benefit expense / total income
- (6) PAT Margin is calculated as PAT / total income
- (7) Return on Equity is calculated as PAT / average total equity

Our Company confirms that it shall continue to disclose all the KPIs included hereinabove in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges, or for such other period as may be required under the SEBI ICDR Regulations.

All such KPIs have been defined consistently and precisely in "**Definitions and Abbreviations – Conventional and General Terms or Abbreviations**" on page 10.

Explanation of the historic use of the Key Performance Indicators by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Statements. These KPIs may not be defined under Ind AS and are not presented in accordance with Ind AS and hence, should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our performance, liquidity, profitability or results of operations. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as

an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. For further details please see *“Risk Factors - We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward”* on page 55.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

KPI	Explanation for the KPI
Total Income	Total Income is used to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business
Profit After Tax PAT Margin	These metrics are used by the management to assess the profitability of the business of our Company
Return on Equity	This metric is used by the management to assess the return on the deployed equity capital of our Company
Revenue per Employee	This metric is used by the management to assess the employee level productivity
Investment Banking Revenue as a % of Total Income	This metric is used by the management to assess the growth in terms of scale of the Investment Banking Business and composition of business of our Company
Broking Revenue as a % of Total Income	This metric is used by the management to assess the growth in terms of scale of the Broking and composition of business of our Company
Employee cost as % of Total Income	This metric is used by the management to assess the cost efficiency of the business
Total Number of Employees	This metric is used by the management to assess the growth in terms of operations and employee count of our Company
Capital Market Issuances	This metric is used by the management to assess the growth in volume of transactions of Equity Capital Markets section of Investment Banking business of our Company
Number of Stocks Covered by Research	This metric is used by the management to assess the growth in research offerings of Institutional Equity Business of our Company
Number of Sectors Covered by Research	This metric is used by the management to assess the growth in research offerings of Institutional Equity Business of our Company

We have also described and defined the KPIs, as applicable, in *“Definitions and Abbreviations - Technical/ Industry Related Abbreviations”* on page 12..

IV. Comparison of Key Performance Indicators with listed industry peers

Set forth below is a comparison of our KPIs with our peer company listed in India:

(in ₹ million, unless otherwise indicated)

Particulars ⁽¹⁾	DAM Capital Advisors Limited			ICICI Securities Limited			IIFL Securities Limited			Motilal Oswal Financial Services Limited			JM Financial Limited		
	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2024	Fiscal 2023	Fiscal 2022	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial performance indicators															
Total Income ⁽²⁾	1,820.00	850.41	945.08	50,511.00	34,254.80	34,384.80	22,312.87	13,703.85	13,164.11	71,305.20	41,971.20	43,164.10	48,321.60	33,430.70	37,632.80
Investment Banking Revenue as a % of Total Income ⁽³⁾	67.24%	60.01%	64.01%	4.82%	3.27%	7.23%	10.06%	9.39%	11.43%	NA	NA	NA	NA	NA	NA
Broking Revenue as a % of Total Income ⁽³⁾	28.27%	35.75%	32.65%	59.77%	63.92%	70.15%	62.84%	64.73%	60.54%	NA	NA	NA	NA	NA	NA
Revenue per Employee ⁽⁴⁾	16.40	8.50	10.27	9.33	7.62	8.40	15.02	8.68	5.84	6.32	5.75	6.21	12.08	13.90	11.55
Employee cost as % of Total Income ⁽⁵⁾	35.90%	62.92%	51.04%	17.31%	20.37%	19.32%	20.48%	26.13%	24.62%	18.65%	24.03%	20.35%	16.46%	18.62%	14.56%
Profit After Tax	705.23	86.74	218.98	16,966.90	11,176.30	13,826.00	5,133.46	2,498.10	3,058.31	24,456.20	9,328.20	13,107.30	275.20	7,087.60	9,923.70
PAT Margin ⁽⁶⁾	38.75%	10.20%	23.17%	33.59%	32.63%	40.21%	23.01%	18.23%	23.23%	34.30%	22.23%	30.37%	0.57%	21.20%	26.37%
Return on Equity ⁽⁷⁾	54.72%	9.47%	28.53%	50.09%	42.31%	65.02%	32.72%	19.74%	28.46%	32.50%	15.57%	25.71%	0.25%	6.47%	9.78%
Operating performance indicators															
Total Number of Employees	111	100	92	5,413	4,494	4,094	1,486	1,579	2,254	11,290	7,303	6,951	4,000	2,405	3,259
Capital Market Issuances	21	13	12	56	19	47	37	18	25	14	8	11	47	19	34
Number of Stocks Covered by Research	168	153	128	NA	NA	NA	273+	262+	263+	250+	250+	250+	295	256	226
Number of Sectors Covered by Research	19	20	19	30+	30+	30+	20+	21+	21+	20+	20+	20+	NA	NA	NA

Notes:

⁽¹⁾ Data is taken on a consolidated basis

⁽²⁾ (i) For our Company, for calculating Broking Revenue % and Investment Banking Revenue %: (a) Investment Banking Revenue includes Investment Banking segment; (b) Broking Revenue includes stock broking segment as per the segment reporting in restated financials.

(ii) For ICICI Securities Limited, for calculating Broking revenue % and Investment Banking revenue %: (a) Broking business includes retail and equities, distribution revenue and institutional equities; (b) IB includes issuer and advisory services. (c) Others include Private wealth management.

(iii) For IIFL Securities Limited, for calculating Broking revenue % and Investment Banking revenue %: (a) Broking business includes retail broking, financial product distribution and institutional broking; (b) IB includes investment banking.

(iv) For Motilal Oswal Financial Services Limited, Segment reporting defines 'Capital Market' activities includes broking services to clients, research and advisory services, financial product distribution, depository services, investment banking, margin trading funding, etc. Thus, split of Investment Banking and Broking revenue is not available.

(v) For JM Financial Limited, Segment reporting defines 'Integrated Investment Bank' includes management of capital markets transactions, advising on mergers & acquisitions, and private equity syndication. This segment also includes institutional equities business and research, private wealth management, PMS, private equity funds, fixed income, syndication and finance. Thus, split of Investment Banking and Broking revenue is not available.

⁽³⁾ Investment Banking revenue %, Broking revenue % and other income revenue % has been calculated based on 'Total income' as per segment wise addition

⁽⁴⁾ Revenue / Employee is calculated as Total Income / Number of employees

⁽⁵⁾ Employee Cost as % of Total Income is calculated as Employee Benefit expense / Total Income

⁽⁶⁾ PAT Margin is calculated as PAT / Total Income

⁽⁷⁾ Return on Equity is calculated as PAT / average total equity

Comparison of KPIs based on additions or dispositions to our business

Our Company has not made any material acquisitions or dispositions to its business during the Fiscal 2024, 2023 and 2022. For details regarding acquisitions and dispositions made our Company in the last 10 years, see “*History and Certain Corporate Matters — Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years*” on page 169.

V. Weighted average cost of acquisition, Floor Price and Cap Price

1. The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)

There has been no instance of issuance of Equity Shares or convertible securities, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“**Primary Issuance**”).

2. The price per share of our Company based on secondary sale/ acquisitions of shares (equity / convertible securities)

There have been no secondary sales / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Selling Shareholders or Shareholder(s) having the right to nominate director(s) on our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“**Secondary Transactions**”).

Since there are no such transactions to report under 1 and 2 above, the following are the details of the price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Selling Shareholder, or Shareholder(s) having the right to nominate Director(s) on the Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

Primary transactions:

There are no primary transactions in the last three years preceding where our Promoters, Promoter Group, Selling Shareholders, or shareholder(s) having the right to nominate director(s) on our Board are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus irrespective of the size of the transaction.

Secondary transactions:

Except as disclosed below, there have been no secondary transactions where our Promoters, Promoter Group, Selling Shareholders, or shareholder(s) having the right to nominate director(s) on our Board are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus:

S. No.	Name of Acquirer	Date of Transaction	Nature of Transaction	Acquisition Price per Specified securities (in ₹)	Number of Specified securities acquired
1.	Dharmesh Anil Mehta	March 15, 2024	Transfer by way of gift from Hansa Anil Mehta	Nil	1,550,000
2.	Sonali Mehta* Dharmesh	March 15, 2024	Transfer by way of gift from Hansa Anil Mehta	Nil	1,260,870

*Jointly with Dharmesh Anil Mehta.

VI. Weighted average cost of acquisition (“WACA”), floor price and cap price

Past transactions	Weighted average cost of acquisition per Equity Share (₹) [#]	Floor Price (₹) [*]	Cap Price (₹) [*]
Weighted average cost of acquisition of Primary Issuances	Nil	[●] times	[●] times
Weighted average cost of acquisition of Secondary Transactions	Nil	[●] times	[●] times

^{*} To be updated at the Prospectus stage.

[#] As certified by Shaparia Mehta & Associates LLP, Chartered Accountants by way of their certificate dated September 3, 2024.

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

The Offer Price of ₹[●] has been determined by our Company, in consultation with the BRLM, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company, in consultation with the BRLM, are justified of the Offer Price in view of the above qualitative and quantitative parameters.

VIII. Detailed explanation for Offer Price/ Cap Price being [●] times of WACA of primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company’s KPIs and financial ratios for Fiscals 2024, 2023 and 2022

[●]^{*}

^{*} To be included on finalisation of Price Band.

IX. Explanation for the Offer Price/Cap Price, being [●] times of WACA of primary issuances/secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Issue.

[●]^{*}

^{*} To be included on finalisation of Price Band.

Investors should read the above-mentioned information along with “**Risk Factors**”, “**Our Business**”, “**Restated Consolidated Financial Statements**” and “**Management Discussion and Analysis of Financial Condition and Revenue from Operations**” beginning on pages 28, 149, 193 and 244, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the section “**Risk Factors**” beginning on page 28 and any other factors that may arise in the future and you may lose all or part of your investment.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors

DAM Capital Advisors Limited

One BKC, Tower C, 15th Floor,
Unit no 1511, Bandra Kurla Complex,
Bandra (East), Mumbai 400051
Maharashtra (the “Company”)

Book Running Lead Manager(s) (collectively, the “BRLM(s)”):

Nuvama Wealth Management Limited

(formerly known as Edelweiss Securities Limited)

801 - 804, Wing A, Building No 3
Inspire BKC, G Block, Bandra Kurla Complex
Bandra East, Mumbai 400051
Maharashtra

Dear Sirs,

Re:

Proposed initial public offering of equity shares (the “Equity Shares”) by DAM Capital Advisors Limited (the “Company”) comprising of offer for sale of Equity Shares by certain shareholders of the Company (“Offer for Sale” or the “Offer”).

1. In relation to the Company and its affiliates, we, KKC & Associates LLP, Chartered Accountants (formerly ‘Khimji Kunverji & Co LLP’) are an independent firm of Chartered Accountants and statutory auditors of the Company. We hereby confirm the enclosed statement in the Annexure A (the “Statement”), provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, as amended by the Finance Act 2024 the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, Union Territory Goods and Services Tax Act, 2017, applicable goods and services tax legislations, as promulgated by various states in India, Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2015-2020 (as extended) including the rules, regulations, circulars, orders and notifications issued thereunder (collectively the “Taxation Laws”), presently in force in India for inclusion in the draft red herring prospectus, red herring prospectus and the prospectus (“Offer Documents”) in connection with the Offer, available to the Company and its shareholders
2. The benefits discussed in the enclosed Statement are not exhaustive and cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to them.
3. Several of the benefits mentioned in the accompanying Statement are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Therefore, the ability of the Company or its shareholders to derive the tax benefits is dependent on fulfilling such conditions. We are unable to express any opinion or provide any assurance as to whether the Company, its shareholders and/or Subsidiaries will continue to obtain the benefits per the Statement in future or the conditions prescribed for availing the benefits per the Statement have been/ would be met with.
4. The Statement is only intended to provide general information to the investors and is neither

designed nor intended to be a substitute for a professional tax advice. Our views expressed in the statement enclosed are based on the facts and assumptions indicated to us and on the existing provisions of Taxation Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Further, we give no assurance that the revenue authorities / courts will concur with our views expressed herein. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Reliance on the Statement is on an express understanding that we do not assume responsibility towards the investors who may or may not invest in the Offer relying on the Statement. We shall not be liable to the Company for any claims, liabilities, or expenses relating to this assignment.

5. The contents of the enclosed Statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company and have not audited or tested them.
6. We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (the “Guidance Note”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that perform audits and reviews of Historical Financial information, and Other Assurance and Related Service Engagements.
7. We hereby give consent to include this statement of special tax benefits in the draft red herring prospectus (“DRHP”), red herring prospectus (“RHP”), prospectus (“Prospectus”) and in any other material used in connection with the Offer. This report is not to be used, referred to or distributed for any other purpose without our prior written consent.
8. This statement has been prepared solely in connection with the Offer under the Regulations and for inclusion in the Offer Documents.

All capitalized terms used but not defined herein shall have the meaning assigned to them in the DRHP.

Yours faithfully,

For and on behalf of

KKC & Associates LLP

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621

Devang Doshi

Partner

ICAI Membership Number: 140056

UDIN: 24140056BKFFQE6744

Date: 03 September 2024

Place: Mumbai

Encl: As above

CC:

Legal Counsel to the BRLM Chandhiok & Mahajan, Advocates and Solicitors C-524 Defence Colony New Delhi 110 024	Legal Counsel to the Company Trilegal DLF Cyber Park, Tower C, 1 st Floor Phase II, Udyog Vihar, Sector 20 Gurugram 122 008 Haryana, India
---	--

ANNEXURE A

1) Special tax benefits available to the Company DIRECT TAXATION

This Annexure sets out only the possible special direct tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 (the "Act") as amended by the Finance Act, 2024 i.e. applicable to Financial Year 2024-25 relevant to Assessment Year 2025-2026, presently in force in India.

I. Special direct tax benefits available to the Company under the Act

Lower Corporate Tax Rate under section 115BAA

A new section 115BAA was inserted by the Taxation Laws (Amendment) Act, 2019 ("The Amendment Act, 2019") granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), subject to the condition that going forward it does not claim specified deductions/ exemptions as specified in section 115BAA(2) of the Act and computes total income as per the provisions of section 115BAA(2) of the Act. Proviso to section 115BAA(5) provides that once the company opts for paying tax as per section 115BAA of the Act, such option cannot be subsequently withdrawn for the same or any other previous year. Further, the provisions of Section 115JB i.e. MAT provisions shall not apply to the company on exercise of the option under section 115BAA, as specified under sub-section (5A) of Section 115JB of the Act.

The Company has evaluated and decided to opt for the lower corporate tax rate of 25.168% with effect from the Financial Year 2022-23. Such option has been exercised by the Company while filing its return for the Financial Year 2022-23 within the due date prescribed under sub-section (1) of section 139 of the Act.

INDIRECT TAXATION

There are no special tax benefits available to the Company pursuant to indirect taxation laws, as amended and read with the rules, circulars and notifications issued in connection thereto.

2) Special tax benefits available to Shareholders

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions. Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend.
2. Any dividend income received by the shareholders would be subject to tax deduction at source by the company under section 194 @ 10%. However, in case of individual shareholders, this would apply only if dividend income exceeds Rs 5,000. Further, dividend income is now taxable in the hands of the shareholders.
3. Section 111A of the Income Tax Act, 1961 provides for concessional rate of tax @ 15% in respect of short-term capital gains (provided the short-term capital gains exceed the basic threshold limit of exemption, where applicable) arising from the transfer of a short-term capital asset (i.e. capital asset held for the period of less than 12 months) being an Equity Share in a company or a unit of an equity oriented fund wherein STT is paid on both acquisition and transfer. The above-mentioned rate of tax is applicable upto 22nd July 2024.

The Finance Act (No. 2), 2024, has amended the rate of tax in respect of short-term capital gains taxed under section 111A from 15% to 20% on or after 23 July 2024.

4. In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
5. Section 112A of the Income Tax Act, 1961 provides for concessional tax rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from the transfer of equity shares or units of an equity-oriented fund or shares / units and subject to fulfilment of other prescribed conditions (including Notification No.60/2018/F.No.370142/9/2017-TPL dated 1 October 2018). The above-mentioned rate of tax is applicable upto 22nd July 2024.

The Finance Act (No. 2), 2024, has amended the rate of tax in respect of long-term capital gains under section 112A from 10% to 12.50% (exceeding limit increased from Rs. 1,00,000 to Rs. 1,25,000) on or after 23 July 2024.

Note:

- a. The above Statement set out in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- b. The above statement covers only certain relevant direct tax law benefits and does not cover any benefit under any other law.
- c. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

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

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “Assessment of Investment Banking and Institutional Equities Industries in India” dated August, 2024 (the “CRISIL Report”) prepared and issued by CRISIL Market Intelligence & Analytics, a division of CRISIL Limited (“CRISIL”), appointed by us on July 12, 2024 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report is available on the website of our Company at <https://www.damcapital.in/static/investor-relation.aspx>.

The data included herein includes excerpts from the CRISIL Report and may have been reordered by us for the purposes of presentation. CRISIL is an independent agency and is not related to the Company, its Directors, Promoters, Selling Shareholders, Subsidiaries or BRLM. There are no parts, data or information relevant for the proposed Offer, that has been left out or changed in any manner.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Financial information used herein is based solely on the audited financials of the Company and other peers. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. See also, “Risk Factors - Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company.” on page 53.

Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured.

While preparing its report, CRISIL has also sourced information from publicly available sources, including our Company’s financial statements. However, financial information relating to our Company presented in other sections of this Draft Red Herring Prospectus has been prepared in accordance with Ind AS and restated in accordance with the SEBI ICDR Regulations.

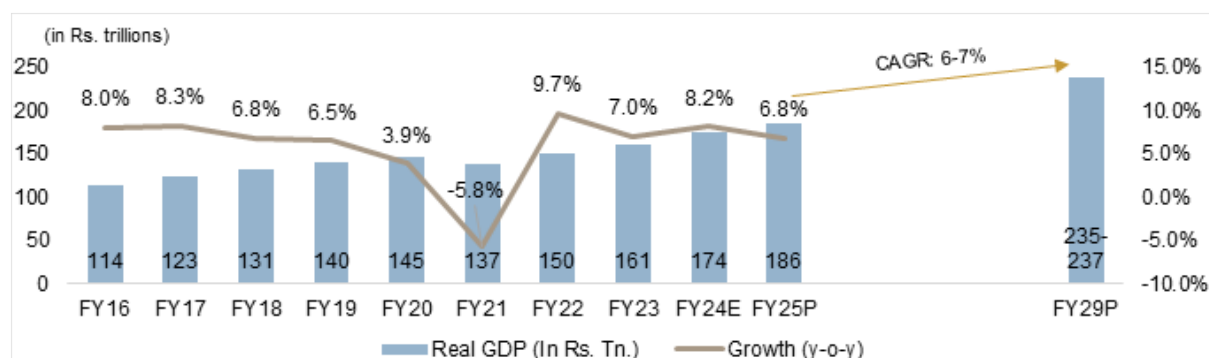
Accordingly, the financial information of our Company in this section is not comparable with Ind AS financial information presented elsewhere in this Draft Red Herring Prospectus.

Macroeconomic scenario

India expected to remain one of the fastest growing economies in the world

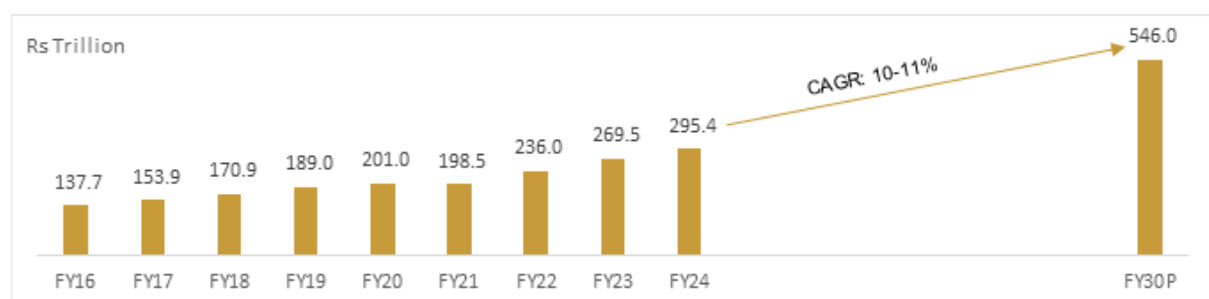
Despite global geopolitical instability, India continues to maintain its position as one of the fastest-growing economies globally. In May 2024, the National Statistical Office (NSO) in its provisional estimate of national income estimated the real GDP to have grown at 8.2% year-on-year in fiscal 2024, while in Q4 FY24, growth was much stronger at 7.8% than 5.9% factored in in the second advance estimates in February 2024. Going forward, CRISIL MI&A expects a moderation in GDP growth rate to 6.8% in Fiscal 2025, largely due to various factors like Government’s focus on fiscal consolidation, which is likely to lead to moderation in investments, which is a key factor for economic growth.

India's economy expected to grow at 6.8% in Fiscal 2025



Note: E = Estimated, P = Projected; GDP growth till fiscal 2023 is actual. GDP Estimates for fiscal 2024 is based on NSO Estimates and 2024-2025 is projected based on CRISIL MI&A estimates and that for fiscals 2025-2029 based on IMF estimates; Source: NSO, CRISIL MI&A, IMF (World Economic Outlook – April 2024 update)

India is projected to almost double (1.85 times) its nominal GDP by Fiscal 2030



Note: P = Projected; GDP growth till fiscal 2024 is actuals. GDP Estimates for fiscal 2024 is based on NSO Estimates and that for fiscals 2025-2030 based on IMF estimates; Source: NSO, CRISIL MI&A, IMF (World Economic Outlook – April 2024 update)

Over the past three fiscals (FY22-24), Indian economy has outperformed its global counterparts by witnessing faster growth. In IMF's July 2024 update, it raised the GDP growth forecast for India highlighting India's improved prospect for private consumption particularly in rural areas. Going forward as well, IMF projects that Indian economy will remain strong and would continue to be one of the fastest growing economies.

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

Country	2019	2020	2021	2022	2023	2024P	2025P	2026P	2027P	2028P
India	3.9	-5.8	9.7	7.0	7.8	7.0	6.5	6.5	6.5	6.5
China	6.0	2.2	8.5	3.0	5.2	5.0	4.5	3.8	3.6	3.4
United Kingdom	1.6	-10.4	8.7	4.3	0.1	0.7	1.5	1.7	1.7	1.6
United States	2.5	-2.2	5.8	1.9	2.5	2.6	1.9	2.0	2.1	2.1
Brazil	1.2	-3.3	4.8	3.0	2.9	2.1	2.4	2.1	2.0	2.0
Russia	2.2	-2.7	6.0	-1.2	3.6	3.2	1.5	1.3	1.3	1.3
South Africa	0.3	-6.0	4.7	1.9	0.6	0.9	1.2	1.4	1.4	1.4
Japan	-0.4	-4.1	2.6	1.0	1.9	0.7	1.0	0.8	0.6	0.6

Note: All forecasts refer to IMF forecasts. GDP growth is based on constant prices, Data represented is for calendar years, For India, data and forecasts are presented on a fiscal year basis. Figures for CY 2024 & 2025 as per WEO -July 2024, P: Projected; Source: IMF (World Economic Outlook – April 2024), CRISIL MI&A

Ranking of countries based on Nominal GDP (2023)

As per IMF, India stands at fifth place in terms of nominal GDP (USD 3,572.1 billion) as of 2023.

S. No.	Country	Nominal GDP (USD billion)	Market cap (USD billion)
1	Unites States	27,357.8	25,564.6 (New York stock exchange)
2	China	17,662.0	6,524.8 (Shanghai stock exchange)
3	Japan	4,212.9	6,149.2 (Japan exchange group)

S. No.	Country	Nominal GDP (USD billion)	Market cap (USD billion)
4	Germany	4,457.4	NA
5	India	3,572.1	4,340.1 (National stock exchange of India)

Source: IMF, World Federation of Exchanges (WFE)

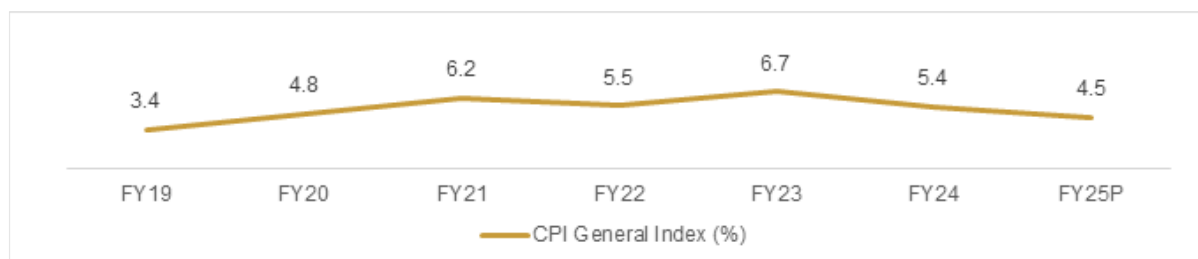
Indian Economy to be a major part of the world trade

Along with being one of the fastest growing economies in the world, India ranked fifth in the world in terms of nominal GDP according to IMF forecasts (World Economic Outlook -October Update). India overtook UK to become the fifth largest economy in the world in CY2022. In terms of purchasing power parity (“PPP”), India is the third largest economy in the world, only after China and the United States.

Consumer Price Index (“CPI”) inflation to average at 4.5% in FY25

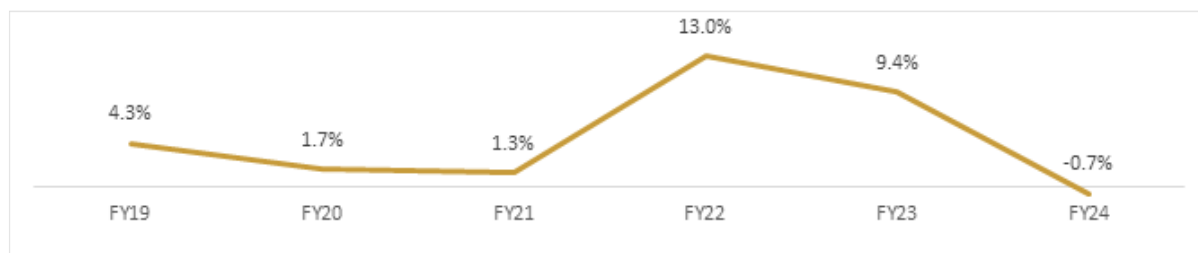
Consumer price index (CPI) inflation moderated slightly to 4.75% in May from 4.8% in April. Food inflation has remained unchanged from April at 8.7% due to seasonal pressure. Core inflation continued to trend downwards, to 3% from 3.2% and fuel inflation also deflated to 3.8% in May. The worry, though, remains on persistently high food inflation, at 8.7%. Higher cereals inflation, erratic vegetable inflation and elevated pulses inflation are a cause of concern. CRISIL MI&A expects CPI inflation to continue to soften in FY25 to 4.5% from 5.4% in FY24, supported by the assumption of a normal monsoon, softer domestic demand, and benign global oil prices.

Inflation to moderate to 4.5% in Fiscal 2025



Note: P - Projected, Source: CRISIL MI&A

Wholesale price index (WPI)



Note: P - Projected, Source: CRISIL MI&A

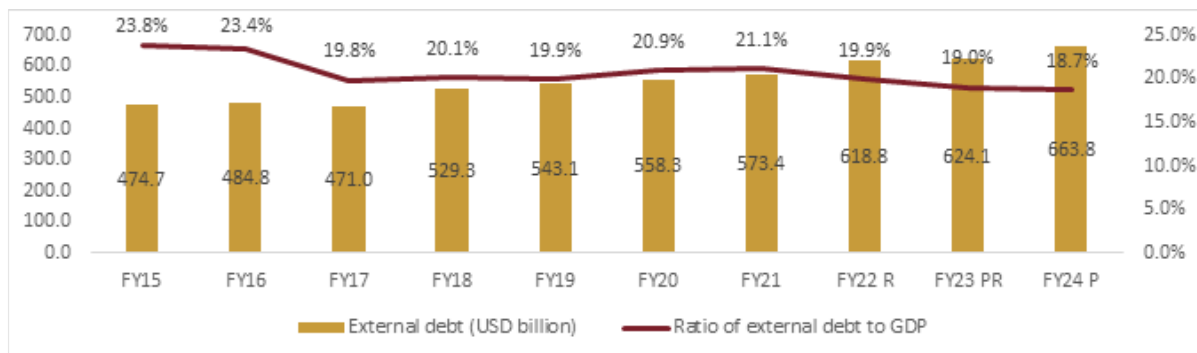
Macroeconomic outlook for fiscal 2025

Macro variables	FY24	FY25P	Rationale for outlook
Real GDP (y-o-y)	8.2%#	6.8%	Slowing global growth is likely to weaken India’s exports, while peak impact of past rate hikes and lower fiscal impulse could temper domestic demand. Despite the lower forecast, India continues to grow at the highest rate among major economies propelled by budgetary support to capital expenditure and strong rural demand to support growth.
Consumer price index (CPI) inflation (y-o-y)	5.4%	4.5%	Lower commodity prices, base effect, and cooling off domestic demand is likely to help in moderating inflation in FY25. With IMD prediction of above normal monsoon, food inflation is expected to soften. But if crude oil prices surge and stay elevated on account of geopolitical reasons, inflation can increase going forward.

Macro variables	FY24	FY25P	Rationale for outlook
Rs/\$ (March average)	83.0	84.0	Narrower CAD and healthy foreign portfolio flow into debt amid a favorable domestic macro environment will support the rupee

*P – Projected, # As per NSO estimates *FY24 and FY25 numbers are government’s revised and budget estimates; \$ CY26 numbers are from World Economic Outlook April 2024 Edition, Source: Reserve Bank of India (RBI), National Statistics Office (NSO), CRISIL MI&A*

External debt to GDP ratio of India is at a decadal low since FY15



Note: R – Revised, PR – Partially revised, P – Provisional

Source: Reserve Bank of India (RBI), CRISIL MI&A

Positive government measures to aid economic growth for India

- Focus on infrastructure:** The Union Budget of 2024-25 announced a 17.1% rise in capital expenditure in FY25 at Rs.11.1 trillion from Rs. 9.5 trillion in fiscal 2024, with infrastructure sectors continued to get the highest allocation (24.5% of total budgetary capex). Such a huge capex from the government is also expected to promote private investments into infrastructure sector and need for fund raising activities.
- MSMEs:** MSMEs are considered as a backbone of economy and contribute to around 30% of GDP and therefore MSMEs have received special focus, with initiatives such as the new credit guarantee scheme, offering coverage of up to 100 crore per applicant, increases in the limit for the Tarun category under Mudra loans from Rs 10 lakhs to Rs 20 lakhs. With the support from government, MSMEs are expected to perform better and may look to raise funds from different sources for expansion.
- Rural areas:** Budgetary support towards rural areas through higher allocation under PM Awas Yojana – Rural (up 70.3% on year) and PM Gram Sadak Yojana (up 11.8% on year), aggregate allocation on major rural schemes like Pradhan Mantri Kisan Samman Nidhi (PM KISAN), Mahatma Gandhi National Rural Employment Guarantee Act (MNREGA), PM Gram Sadak Yojana, PM Awas Yojana- Rural to Rs. 2.2 trillion, a 12.6% on year increase will support rural employment, income and consumption.

Key structural reforms: Long-term positives for the Indian economy

Several structural reforms have taken place in last few years such as introduction of GST regime which is bringing more transparency and formalization and consistent growth in GST collections indicate resilience of Indian economy and improve investors’ confidence in the market, introduction of Make in India program to transform India into a manufacturing hub under which various sectors were opened for FDI and several sectors such as railways, electronics, automobiles, defense, aviation, etc. which have seen tremendous growth due to the program. Further, Production linked incentive (PLI) scheme, which aims to incentivize local manufacturing by giving volume-linked incentives, has been launched by the government for six of India’s top 10 export verticals, which is likely to propel incremental exports.

India stands at 4th position globally in renewable energy installed capacity as per Ministry of New and Renewable Energy and REN21 Renewables 2022 Global Status Report. The government has taken several initiatives to promote renewable energy and therefore, the installed Renewable energy capacity (including large hydro) has increased from 76.37 GW in March 2014 to 167.75 GW in December 2022, and total Solar Power Capacity in the country has increased from 2.63 GW in March 2014 to 63.30 GW in December 2022.

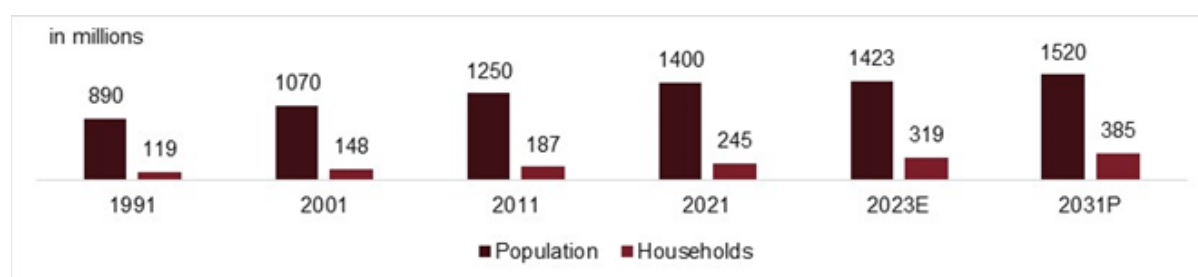
These initiatives have helped the government in increasing the extent of formal economy, increasing financial inclusion and digitization. These have helped in boosting business sentiments in India stimulating higher foreign and domestic investments in various sectors such as infrastructure, technology, financial services, etc., thereby creating new opportunities.

Key growth drivers

India has the world's largest population

As per Census 2011, India's population was ~1.3 billion, and comprised nearly 245 million households. The population, which grew at nearly 1.5% CAGR between 2001 and 2011, is expected by CRISIL MI&A to have increased at 1.1% CAGR between 2011 and 2021 and reached 1.4 billion. As of 2023, it is estimated that India has largest population in the world surpassing China. The population is expected to reach 1.5 billion by 2031, and the number of households are expected to reach ~385 million over the same period.

India's population growth trajectory and number of households

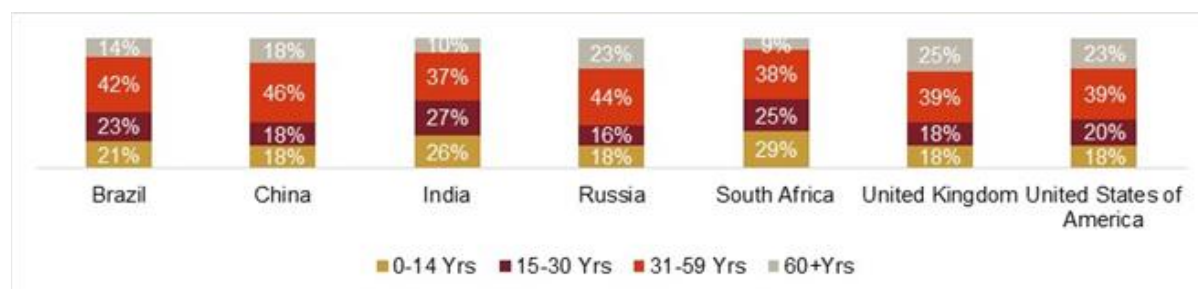


Note: As at the end of each Fiscal. P: Projected, Source: United Nations Department of Economic and Social Affairs, (<https://population.un.org/wpp/>), Census India, CRISIL MI&A

Favorable demographics

India has one of the world's largest youth populations, with a median age of 28 years. About 90% of Indians are below 60 years of age. In 2022, it is estimated that India has the highest share of young working population (15-30 years) compared to major developed and developing countries with the share of 27%. CRISIL MI&A expects that the large share of the working population, coupled with rapid urbanization and rising affluence, will propel growth in the economy.

India has the highest share of young population (15-30 years) among the major economies



Source: United Nations World Population prospects 2022 Estimated

Urbanization on the rise

India's urban population has been rising consistently over the decades. As per the 2018 revision of World Urbanization Prospects, the urban population was estimated at 37.4% of India's total population in 2023. Further, as compared to other major economies such as China, Germany, UK and USA, India still has a lot of scope to increase the urbanization.

Urban population as a percentage of total population globally (%)

Country Name	1960	1970	1980	1990	2000	2010	2020E	2022E	2023E
India	17.9	19.8	23.1	25.5	27.7	30.9	34.9	35.9	37.4

Country Name	1960	1970	1980	1990	2000	2010	2020E	2022E	2023E
Sri Lanka	16.4	17.6	18.6	18.5	18.4	18.2	18.7	19.0	19.6
Pakistan	22.1	24.8	28.1	30.6	33.0	35.0	37.2	37.7	38.7
China	16.2	17.4	19.4	26.4	35.9	49.2	61.4	63.6	66.5
Germany	71.4	72.3	72.8	73.1	75.0	77.0	77.5	77.6	78.0
Malaysia	26.6	33.5	42.0	49.8	62.0	70.9	77.2	78.2	79.7
France	61.9	71.1	73.3	74.1	75.9	78.4	81.0	81.5	82.3
United States	70.0	73.6	73.7	75.3	79.1	80.8	82.7	83.1	83.7
United Kingdom	78.4	77.1	78.5	78.1	78.7	81.3	83.9	84.4	85.1

Note: E: Estimated, P: Projected; Source: World Urbanization Prospects: The 2018 Revision (UN)

Increasing per capita GDP

India's per capita net national income at constant price expanded 7.4% in fiscal 2024, reflecting robust economic growth and the government's continued endeavor to make the country an upper middle-income economy. However, GDP per capita of India is much lesser than other major economies and therefore India has huge upside potential which will lead to increase in income, savings and consumption as well. As per IMF estimates, India's per capita income (at constant prices) is expected to grow at 5-6% CAGR in real terms from FY25 to FY27.

Per capita NNI	FY2024 (Rs. '000)		Growth of Real GDP Per Capita at constant prices (%)										
	Current prices	Constant prices	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24
	184	107	4.6	6.2	6.7	6.9	5.5	5.2	2.5	-8.9	7.6	5.7	7.4

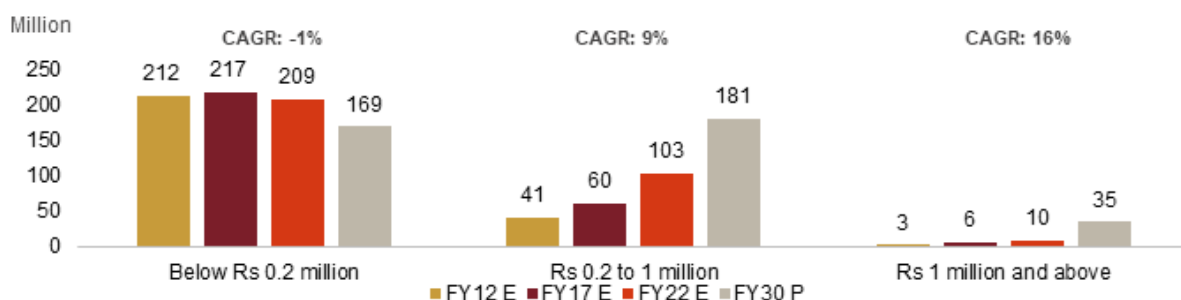
Note: P – projected. (^) Per capita NNI as per Provisional Estimates of Annual GDP, 2023-24

Source: Ministry of Statistics and Program Implementation (MoSPI), International Monetary Fund (IMF), CRISIL MI&A

Rising Middle India population to help sustain economic growth

The proportion of “Middle India” (defined as households with annual income of Rs 0.2-1.0 million) has been on the rise over the past decade and is expected to continue increasing with rising GDP and household incomes. CRISIL MI&A estimates there were 41 million middle-income households in India in fiscal 2012 and expects it to increase to 181 million households by fiscal 2030. CRISIL MI&A believes that improvement in literacy levels, increasing access to information and awareness, increase in the availability of necessities and improvement in road infrastructure have increased the aspirations of Middle India.

Middle India households to witness high growth over fiscals 2012-2030

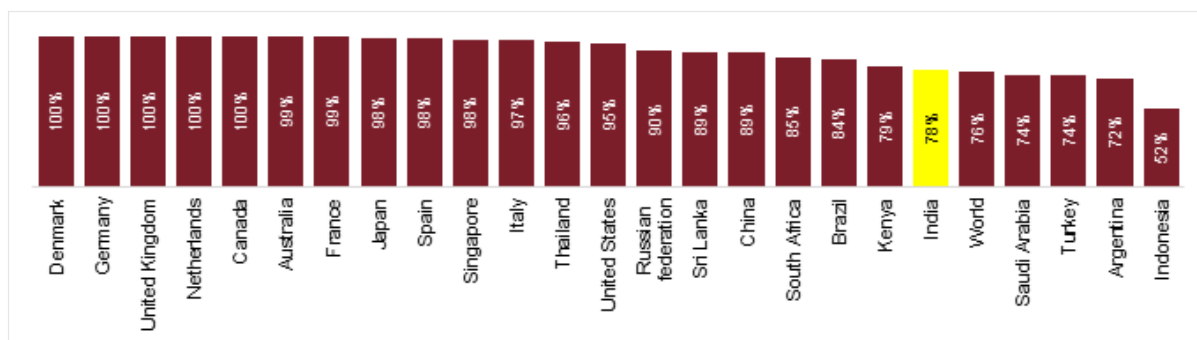


Note: E: Estimated, P: Projected; Source: CRISIL MI&A

Financial Inclusion on a fast path in India

According to the World Bank's Global Findex Database 2021, the global average of adult population with an account opened with a bank, financial institution, or mobile money provider, was approximately 76% in calendar year 2021. India's financial inclusion has improved significantly over calendar years 2014 to 2021 as adult population with bank accounts increased from 53% to 78% (Source: Global Findex Database) due to the Indian government's concentrated efforts to promote financial inclusion and the proliferation of supporting institutions.

Adult population with a bank account (%): India vis-à-vis other countries



Note: 1. Global Findex data for India excludes northeast states, remote islands and selected districts. 2. Account penetration is for the population within the age group of 15+, Source: World Bank – The Global Findex Database 2021, CRISIL MI&A

Increasing Gross fixed capital formation (current prices)

Rs billion	FY19	FY20	FY21	FY22	FY23	FY24	CAGR (FY19-FY24)
GFCF	55,684	57,204	54,250	69,796	82,870	91,070	10.3%

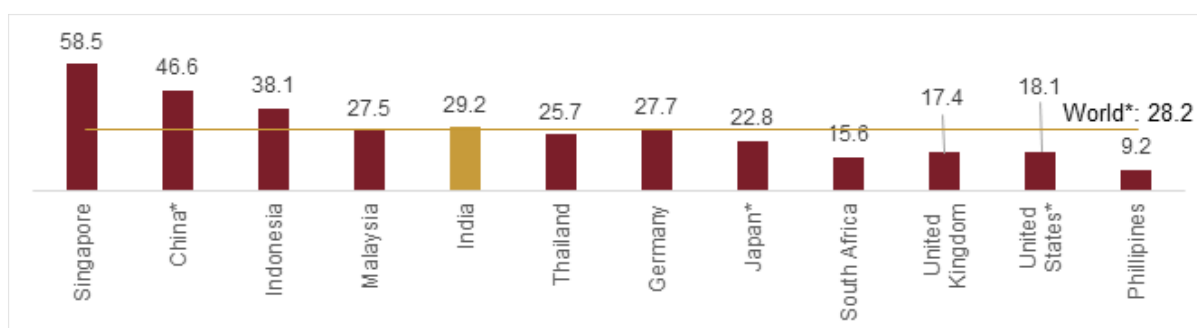
Source: NSSO, CRISIL MI&A

Ease of doing business: The government has been taking several steps to promote ‘Ease of doing business’ in India and create a conducive business environment. India ranks 63rd in the World Bank’s Doing Business Report (DBR), 2020 published in October 2019 before its discontinuation by the World Bank which improved from 142nd in 2014. The key focus areas of the initiative are: (i) Simplification of procedures related to applications, renewals, inspections, filing records, etc. (ii) Rationalization of legal provisions, by repealing, amending or omission of redundant laws, (iii) Digitization of government processes by creating online interfaces, and (iv) Decriminalization of minor, technical or procedural defaults.

Household savings expected to increase

In 2023, India's gross domestic savings as a percentage of GDP rose to 29.2%, reflecting an upward trend from 2022 when it reached 28.4%, highlighting the economy's recovery and improved income levels. However, in 2020, this percentage had declined to 27.3% due to the economic disruptions caused by the pandemic. India remains favourable in terms of gross domestic savings rate compared with most other emerging market peers at 29% in 2023, greater than the world average of 28% in 2022.

India’s gross domestic savings rate is higher than global average (2023)



Note: The savings rate is in %, * Data as of 2022

Source: World Bank, CRISIL MI&A

Household savings growth

CRISIL MI&A expects India to continue being a high savings economy and savings rate increasing in the medium-term, as households become more focused on building a budget and financial plan post the COVID-19 pandemic-induced uncertainty.

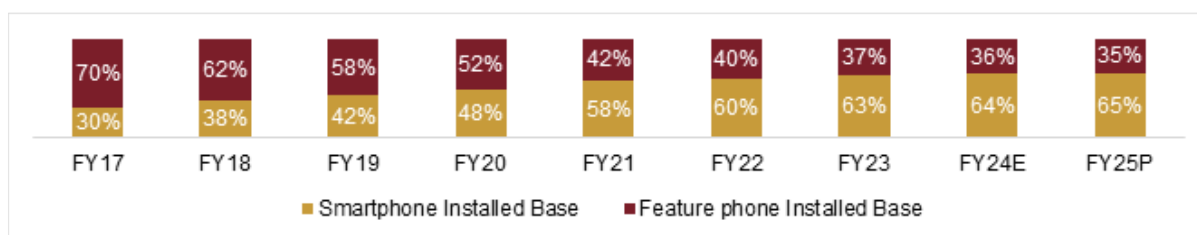
Huge scope for financial assets to increase its share in the savings

Physical assets in the form of real estate, gold and silver still account for most household savings in India. Household savings in physical assets witnessed an increase to 71% in FY23 from 69% in FY12. Post covid, during FY22 with opening of lockdown's this share increased significantly to 64% and further to 71% in FY23, due to increase in prices of gold and silver during the fiscals along with rise in construction of houses. The Indian economy has had sustained periods of high inflation in the recent past. If inflation or real interest rates were to rise significantly, the trends towards increased financial savings might slow down or reverse. Going forward, CRISIL MI&A expects the share of financial assets as a proportion of net household savings to increase over the next five years as elevated inflation after the pandemic could have further goaded investors to move to higher-yielding instruments in real terms.

Digitization aided by technology to play pivotal role in growth of economy

Technology is expected to play an important role by progressively reducing the cost of reaching out to smaller markets. Among many initiatives by the government, the Unified Payments Interface (UPI) is playing a pivotal role towards financial inclusion. The volume of digital transactions has also seen a surge in the past few years, driven by increased adoption of UPI.

Data-savvy and younger users to drive adoption of smartphones



Note: E: Estimated, P: Projected; Source: CRISIL MI&A

Rise in 4G and smartphone usage

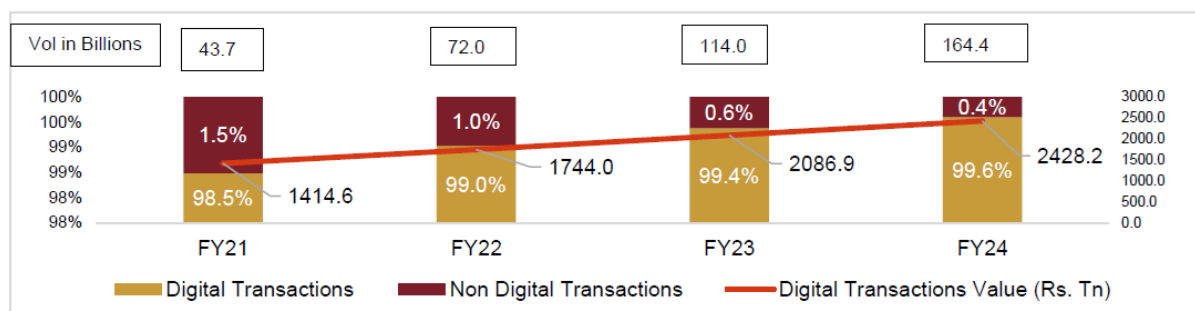
	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24	FY25P
Wireless subscribers (million)	1,170	1,183	1,162	1,157	1,181	1,142	1,144	1,165	1,177-1,183
Data subscribers (million)	401	473	615	720	799	814	883	956	989-1,006
Data subscribers as a proportion of wireless subscribers	34%	40%	53%	62%	68%	71%	77%	82%	84%-85%
4G data subscribers (million)	131	287	478	635	719	734	786	707	660-670
4G data subscribers' proportion	33%	61%	78%	88%	90%	90%	89%	74%	~67%

Note: P: Projected, Source: TRAI, CRISIL MI&A

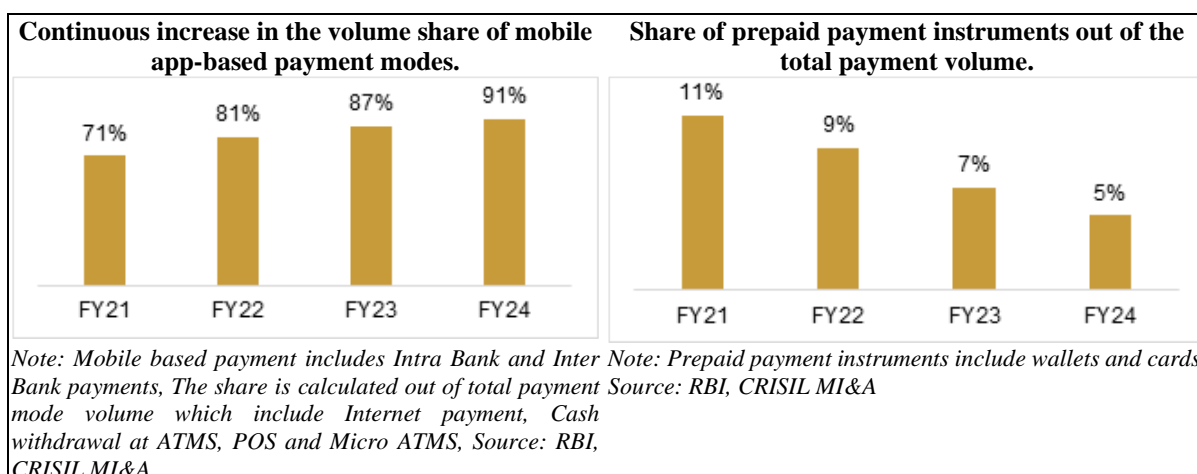
Digital payments have witnessed substantial growth

Between FY21 and FY24, the volume of digital payments transactions has increased from 43.7 billion to 164.4 billion, growing at a CAGR of ~56%. During the same period, the value of digital transactions has increased from Rs. 1,414.6 trillion in FY21 to Rs 2,428.2 trillion in FY24. CRISIL MI&A expects the share of mobile banking to increase dramatically over the coming years. With increasing smartphone penetration, digital payments is leading to increase in mobile trading as most of the brokers have started offerings various technology solutions for trading on mobile.

Trend in value and volume of digital payments



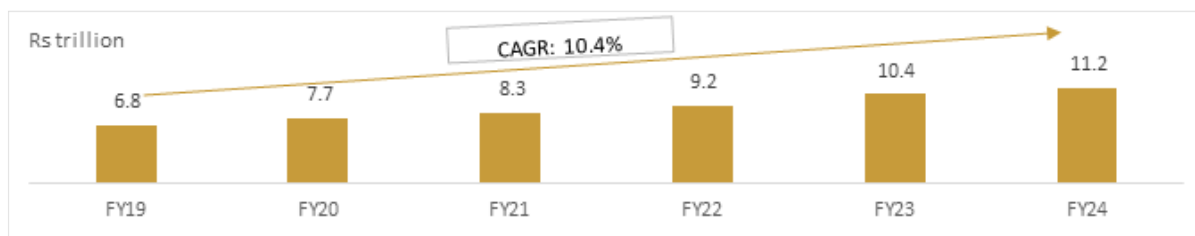
Note: Digital Payments includes RTGS payments, Credit transfers (AePS, APBS, ECS Cr, IMPS, NACH, NEFT, UPI), Debit Transfers (BHIM, ECS Dr, NACH Dr, NETC), Card Payments (Debit and Credit Cards) and Prepaid Payments Instruments; Source: RBI, CRISIL MI&A



Robust growth in Indian insurance premium in the last five fiscals

The aggregate premium collected by Indian insurance industry has grown at a strong pace over the past five years, against the backdrop of an expanding domestic economy, various government schemes and rising awareness among people on insurance. Total premium clocked a CAGR of 10.4% to reach Rs 11.2 trillion as of FY24 from Rs 6.8 trillion as of FY19.

Total insurance premium (Life + Non-life) logged a CAGR of 10.4% between FY19 and FY24



Source: IRDAI, Public disclosures of life insurance companies, CRISIL MI&A

Overview of start-up ecosystem in India: The government has taken “Start-up India” initiative to provide momentum to the start-up ecosystem and foster innovation and entrepreneurship in India. Under this initiative, eligible companies can be recognized as Start-up and avail tax benefits, easier compliance norms, IPR fast-tracking, etc. Between 2016-2023, more than 1 lakhs Start-ups have been recognized and 12.42 lakhs employment were generated. Further, 50% of start-ups are from Tier 2 and Tier 3 cities.

Number of unicorns in India: The term ‘unicorn’ refers to the start-ups having valuation of more than USD 1 billion. The Indian Start-up ecosystem, third largest in the world in number of unicorns, as of 5th May 2022, is home to 100 unicorns with a total valuation of USD 332.7 billion (Source: PIB, Ministry of Commerce and

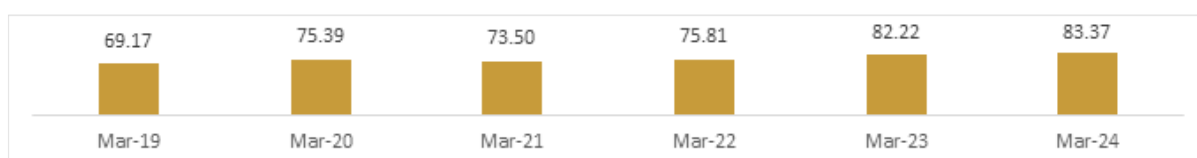
Industry). CarDekho, EaseMyTrip, MapmyIndia, Nykaa, Policybazaar, etc. are few companies amongst unicorns that have gone for IPOs.

Based on all the above discussed strategic reforms and growth drivers, India is considered as attractive market among major markets and emerging economies.

Challenges to Indian macro-economic scenario

Vulnerability to US dollar appreciation: Indian rupee has been depreciating against US dollar. Since Mar 2019, US dollar has depreciated by almost 20.5% with respect to Indian rupee and therefore can pose a challenge to Indian economy as it majorly affects the current account of the country. Further, it also discourages foreign investments in India as real rate of return for them decreases due to dollar appreciation.

USD vs INR



Source: RBI, CRISIL MI&A

Dependency on strategic imports: India is heavily dependent on imports for items like crude oil, minerals, chemicals, electronics items, etc. which are strategically important in nature for providing momentum to the growth of economy. Any diverse initiatives by countries providing these items to India will likely hamper financial stability of India.

Implementation of policies: The government has developed several new policies for promoting ease of doing business in which India has made a good progress and moved up to a 63rd rank. However, implementation of such policies, continuous monitoring and progress will play a key role in maintaining economic growth. Any negative deviation in these processes may impact the economy severely.

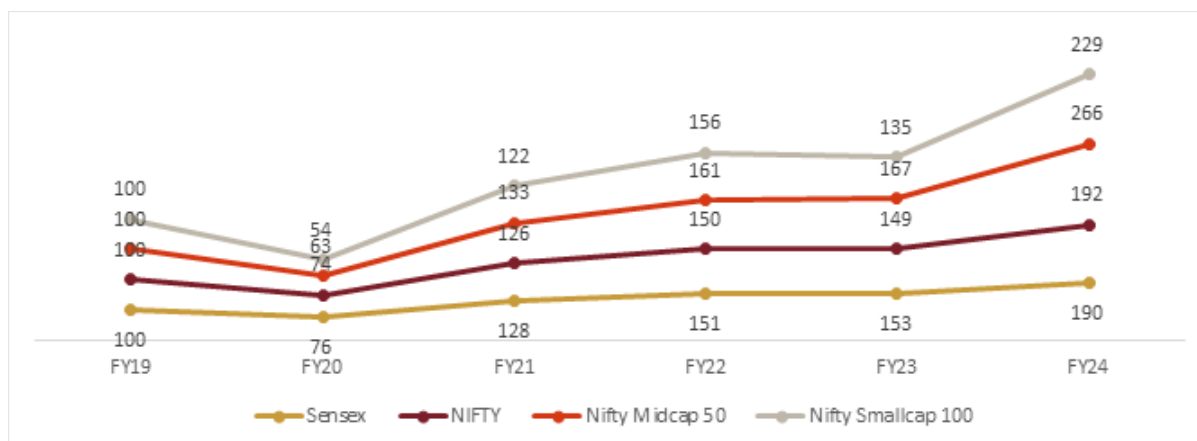
Geopolitical risks Geopolitical tensions keep uncertainty at elevated levels. So far, these developments have not dented the Indian economy's resilience. But any escalation (Middle East/Red Sea crisis) will be a red herring as logistics costs have started rising and crude oil supplies could come under pressure. This can impact the competitiveness of India's exports and reverse the softening trend of core and fuel inflation and make interest rates stay higher for longer in India.

Overview of Capital Markets in India

Capital markets clocked strong growth with NIFTY 50 clocking 10.9% CAGR from FY11-24

The Indian Capital Market is one of the most dynamic and high growth organised markets in the world. It witnessed strong performance during the period Fiscal 2011-24. The market capitalization of National Stock Exchange ("NSE") grew at 14.4% CAGR during Fiscal 2011 to Fiscal 2024. The NIFTY 50 index has grown at a CAGR of 10.9% over this period. BSE Sensex has followed a similar growth trajectory to Nifty 50. Indian equities continued to see strong gains in calendar year 2024. Both domestic and global factors were supportive of foreign capital inflows. The S&P BSE Sensex, the Nifty 50 on average rose 0.55% in June 2024 compared to May 2024.

BSE and NSE performance, FY19-24



Note: Indices indexed to 100 in Fiscal 2019

Source: NSE, BSE, CRISIL MI&A

At the end of March 2024, both Nifty and Sensex experienced substantial growth of 28.6% and 24.9% compared to March 2023. However, market capitalization at NSE and BSE saw a slight decrease of 0.1% and 0.3% compared to previous month. The P/E ratios for S&P BSE Sensex and Nifty rose to 25.0 and 22.9 respectively in March 2024 as compared to March 2023 of 22.2 and 20.3 respectively. Despite geopolitical tensions among nations, challenging interest rate scenario, the Indian stock market performed well in FY23-24. The bullish sentiment in the stock market can be attributed to India's strong GDP growth in FY24.

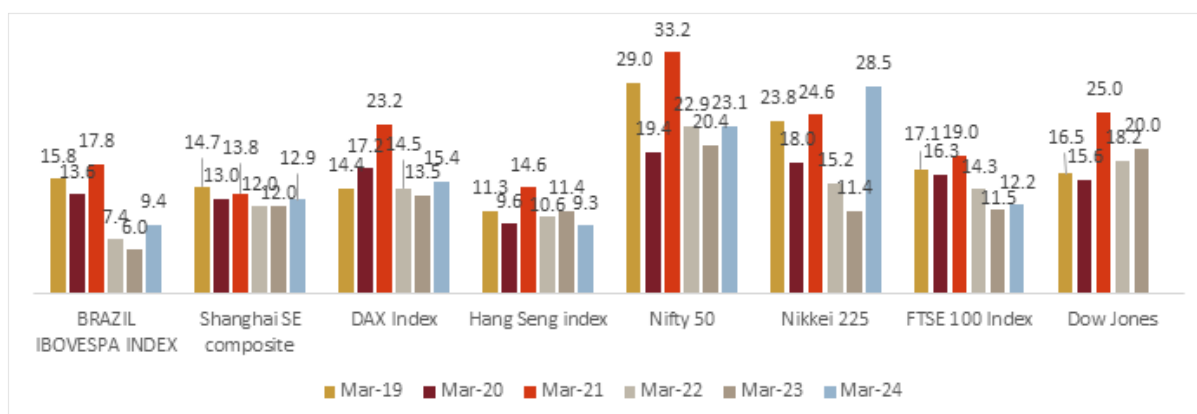
Nifty 50 gave highest overall return from Mar-19 to Mar-24 among the major indices

Index	Overall returns (FY19 to FY24)
BRAZIL IBOVESPA INDEX	34.3%
Shanghai SE composite	14.4%
DAX Index	60.4%
Hang Seng index	-43.1%
Nifty 50	92.1%
Nikkei 225	90.4%
FTSE 100 Index	9.3%
Dow Jones	53.5%

Source: SEBI Bulletins, CRISIL MI&A

As compared to other major market indices, NIFTY 50 enjoys premium valuations considering the P/E ratio.

P/E ratio for major indices



Note: Mar-24 data for Dow Jones is not available.

Source: SEBI Bulletins, CRISIL MI&A

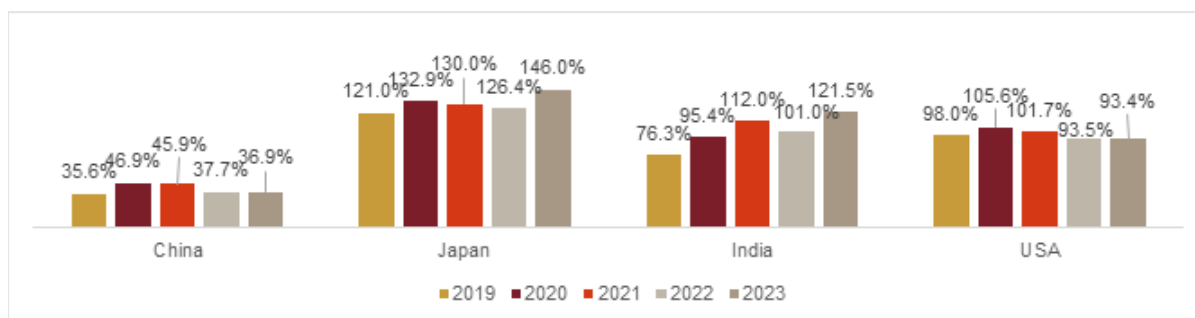
Trend in Market Capitalization to GDP

In Fiscal 2024, the equity markets in India have achieved record levels in terms of market capitalization of listed companies and the benchmark index performance. India's market capitalization to GDP stands at 130% as of fiscal 2024. India's market capitalization rose by a strong 52% YoY to Rs 394 trillion as of March 31st, 2024, marking the second highest growth in a year in the last 14 years. This translates into an annualized growth of 36% in the last four years from 2020-2024.

Indian capital markets by market capitalization as a proportion of GDP in comparison with other major economies

India's stock market capitalization to GDP has increased from 76.3% in 2019 to 121.5% in 2023. Japan's stock market capitalization to GDP ratio has remain highest for all the years among the countries compared.

Market capitalization as % of GDP

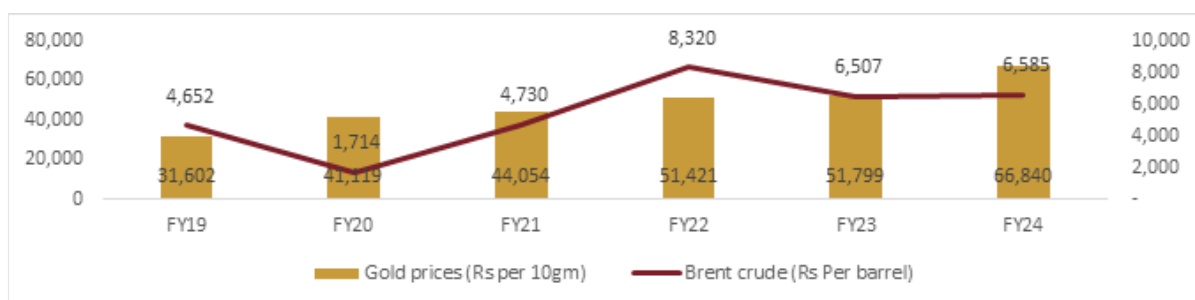


Note: Market capitalization of Shanghai stock exchange, Japan exchange group, National stock exchange of India and New York stock exchange has been considered. GDP data taken as per IMF database.

Source: World Federation of Exchanges (WFE), IMF, CRISIL MI&A

The gold prices have been increasing over the past few years and delivered CAGR of 16.1% between FY19 and FY24. Brent crude oil prices have been in the range as these prices are more dependent on geopolitical situations and output from oil producing countries.

Movement of spot prices of Gold and Brent crude oil



Note: Prices are as of end March. For FY24, Brent Crude oil spot price is as of 23rd Jan 2024.

Source: NSE, CRISIL MI&A

Performance of Nifty sectors (Annual returns)

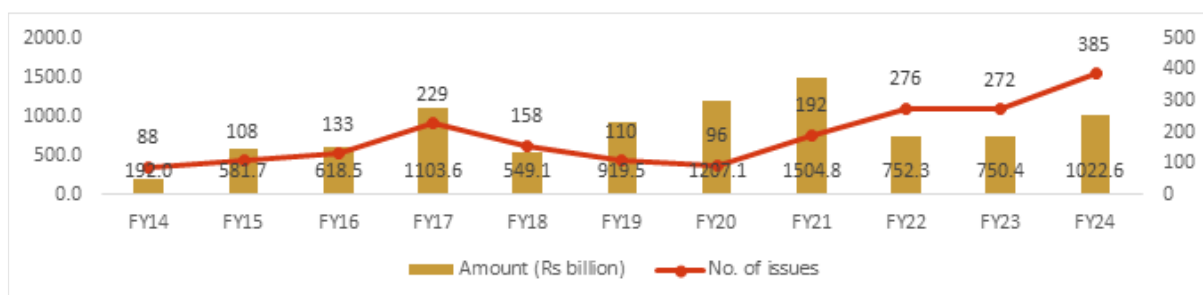
Sectors	FY19	FY20	FY21	FY22	FY23	FY24
Auto	-24.6%	-43.2%	108.5%	0.0%	16.0%	74.9%
Bank	25.1%	-37.1%	76.9%	-1.7%	11.6%	16.0%
Consumer durables	10.7%	-20.7%	72.7%	0.6%	-11.4%	34.5%
Energy	24.0%	-32.5%	65.6%	-1.3%	-11.6%	71.0%
FMCG	14.4%	-9.9%	26.6%	1.0%	26.5%	17.5%
Healthcare	6.7%	-17.4%	65.6%	0.5%	-10.0%	58.2%
Defense	-21.5%	-34.3%	86.3%	-0.8%	48.6%	117.5%
Manufacturing	-8.0%	-34.3%	95.7%	0.4%	-0.2%	54.0%
Infrastructure	-5.1%	-26.4%	73.9%	-0.4%	1.4%	63.7%

Sectors	FY19	FY20	FY21	FY22	FY23	FY24
IT	23.0%	-18.3%	104.7%	-1.0%	-21.0%	21.6%
Media	-25.1%	-58.3%	48.8%	-0.1%	-28.6%	5.6%
Metal	-14.0%	-47.9%	149.9%	0.4%	-14.4%	50.2%
Oil & Gas	11.9%	-30.9%	69.9%	0.1%	-9.1%	60.0%
Pharma	8.4%	-23.2%	70.1%	0.5%	-11.5%	58.1%
Realty	-9.2%	-34.8%	87.2%	1.7%	-16.4%	132.5%

Source: NSE, CRISIL MI&A

The primary market also saw strong activity in the recent years, As of Fiscal 2024, Rs 1,022.6 billion was raised through public and right issue with total 385 issues. The number of issues in FY24 increased by 42% from FY23.

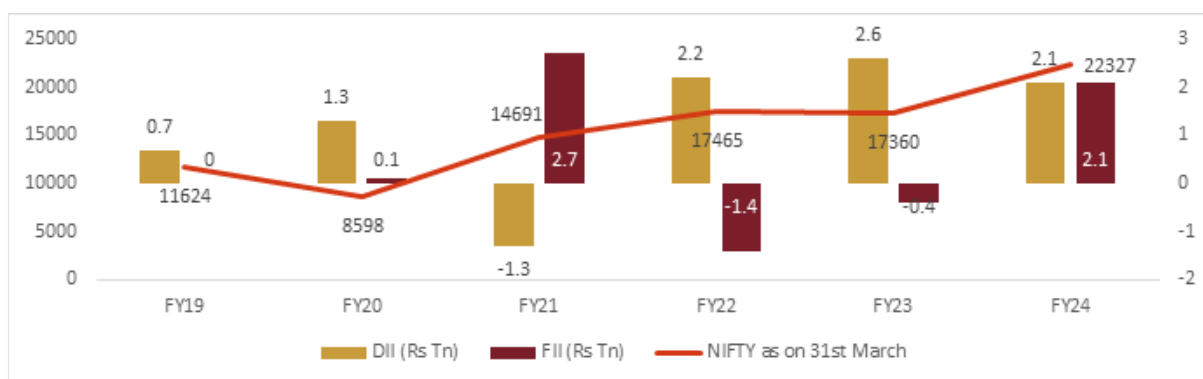
Resource Mobilisation through Public and Rights Issues (Equity and Debt)



Source: NSE, BSE, CRISIL MI&A

Post pandemic period, Nifty has risen in FY21 and FY22 due to inflow majorly coming from FIIs in FY21 and DIIs in FY22. In FY24, Nifty has rose riding inflow from both FIIs and DIIs. Mutual funds in India are increasingly holding higher cash reserves due to increased liquidity in the financial markets. This approach allows fund managers to quickly deploy capital when favorable conditions arise.

Trend in rolling one year net FIIs flow and DIIs flow in relation to NIFTY



Source: NSE, SEBI, CRISIL MI&A

ECM Deals split by IPO market cap and sectors

IPO Market cap	No. of deals					Amount raised (Rs Bn)						
	Rs billion	FY22	FY23	FY24	FY25*	Total	FY22	FY23	FY24	FY25*	Total	
Below 20 Bn	9	13	25	5	52	28%	22	42	70	14	148	6%
20 Bn - 50 Bn	19	12	31	5	67	36%	157	92	220	33	502	20%
50 Bn - 100 Bn	11	9	14	2	36	20%	203	113	172	31	518	21%
100 Bn +	14	3	6	6	29	16%	733	274	157	155	1,320	53%
Total	53	37	76	18	184	100%	1,115	521	619	233	2,488	100%

Note: *FY25 data is till 31st July 2024. Source: Prime Database, CRISIL MI&A

Sectors	No. of Deals						Amount Raised (Rs Bn)					
	Below Rs. 20 Bn	Rs. 20 Bn - 50 Bn	Rs. 50 Bn - 100 Bn	Rs. 100 Bn+	TOTAL		Below Rs. 20 Bn	Rs. 20 Bn - 50 Bn	Rs. 50 Bn - 100 Bn	Rs. 100 Bn+	TOTAL	
Automobile and Auto Components	2	5	1	1	9	5%	12	40	8	56	116	5%
Capital Goods	12	12	4	1	29	16%	27	83	44	20	173	7%
Chemicals	6	3	4	0	13	7%	11	28	77	0	116	5%
Construction	3		1	0	4	2%	5	0	10	0	15	1%
Construction Materials	0	0	0	1	1	1%	0	0	0	50	50	2%
Consumer Durables	6	5	1	2	14	8%	13	26	14	33	86	3%
Consumer Services	2	7	6	4	19	10%	7	65	114	197	384	15%
Fast Moving Consumer Goods	2	6	2	2	12	7%	7	44	24	53	128	5%
Financial Services	2	11	6	9	28	15%	5	83	78	633	798	32%
Healthcare	4	7	7	4	22	12%	12	56	117	100	285	11%
Information Technology	2	6	1	1	10	5%	7	42	10	30	90	4%
Media, Entertainment & Publication	1	0	0	0	1	1%	4	0	0	0	4	0%
Metals & Mining	1	0	0	0	1	1%	2	0	0	0	2	0%
Oil, Gas & Consumable Fuels	1	1	0	0	2	1%	5	5	0	0	10	0%
Realty	1	1	2	1	5	3%	4	6	14	25	49	2%
Services	5	3	1	2	11	6%	15	23	9	80	127	5%
Telecommunication	0	0	0	1	1	1%	0	0	0	43	43	2%
Utilities	2	0	0	0	2	1%	11	0	0	0	11	0%
TOTAL	52	67	36	29	184	100%	148	502	518	1,320	2,488	100%

Note: Data from FY22 to 31st July 2024. Source: Prime Database, Sectoral Classification as per BSE, CRISIL MI&A

ECM Deals split by IPO size and sectors

IPO Market cap	No. of deals						Amount raised (Rs Bn)					
	Rs billion	FY22	FY23	FY24	FY25	Total	FY22	FY23	FY24	FY25	Total	
Rs 4 Bn - Rs 6 Bn	5	9	20	4	38	26%	26	42	102	21	191	8%
Rs 6 Bn - Rs 10 Bn	11	10	18	3	42	28%	81	81	135	21	318	13%
Rs 10 Bn - Rs 15 Bn	10	3	10	0	23	16%	120	40	117	0	277	11%
Rs 15 Bn - Rs 25 Bn	6	5	7	5	23	16%	110	84	127	87	408	17%
Rs 25 Bn+	14	2	3	3	22	15%	769	258	102	99	1,228	51%
Total	46	29	58	15	148	100%	1,106	505	583	228	2,421	100%

Note: *FY25 data is till 31st July 2024. Source: Prime Database, CRISIL MIA

Sectors	No. of Deals						Amount Raised (Rs Bn)							
	Rs 4 Bn - Rs 6 Bn	Rs 6 Bn - Rs 10 Bn	Rs 10 Bn - Rs 15 Bn	Rs 15 Bn - Rs 25 Bn	Rs 25 Bn +	TOTAL	Rs 4 Bn - Rs 6 Bn	Rs 6 Bn - Rs 10 Bn	Rs 10 Bn - Rs 15 Bn	Rs 15 Bn - Rs 25 Bn	Rs 25 Bn +	TOTAL		
Automobile and Auto Components	2	5	1		1	9	6%	10	38	13	0	56	116	5%
Capital Goods	7	9	3	1		20	14%	36	70	35	20	0	160	7%
Chemicals	1	2	1	2	1	7	5%	5	16	15	30	39	105	4%
Construction		1				1	1%	0	10	0	0	0	10	0%

Sectors	No. of Deals							Amount Raised (Rs Bn)						
	Rs 4 Bn – Rs 6 Bn	Rs 6 Bn – Rs 10 Bn	Rs 10 Bn – Rs 15 Bn	Rs 15 Bn to Rs 25 Bn	Rs 25 Bn +	TOTAL	Rs 4 Bn – Rs 6 Bn	Rs 6 Bn – Rs 10 Bn	Rs 10 Bn – Rs 15 Bn	Rs 15 Bn to Rs 25 Bn	Rs 25 Bn +	TOTAL		
Construction Materials					1	1	1%	0	0	0	0	50	50	2%
Consumer Durables	4	2	2	1		9	6%	18	12	28	19	0	77	3%
Consumer Services	2	3	4	5	4	18	12%	10	24	50	89	209	382	16%
Fast Moving Consumer Goods	4	3	1	2	1	11	7%	21	25	12	32	36	126	5%
Financial Services	5	4	6	3	8	26	18%	25	31	68	52	617	794	33%
Healthcare	4	4	2	9	1	20	14%	21	31	22	165	43	283	12%
Information Technology	3	3	2		1	9	6%	15	18	24	0	30	87	4%
Media, Entertainment & Publication	1					1	1%	4	0	0	0	0	4	0%
Oil, Gas & Consumable Fuels	2					2	1%	10	0	0	0	0	10	0%
Realty	1	3			1	5	3%	4	20	0	0	25	49	2%
Services	2	2	1		2	7	5%	12	15	11	0	80	118	5%
Telecommunication					1	1	1%	0	0	0	0	43	43	2%
Utilities		1				1	1%	0	7	0	0	0	7	0%
TOTAL	38	42	23	23	22	148	100%	191	318	277	408	1228	2421	100%

Note: Data from FY22 to 31st July 2024. Source: Prime Database, Sectoral Classification as per BSE, CRISIL MI&A

NSE-listed universe: Ownership trend across key stakeholders by total market cap over last three years

% ownership	Private Indian promoters	Govt.	Foreign promoters	Passive DMFs ^	Active DMFs \$	Banks, FIs & Insurance	FPIs *	Non-promoter corporate	Individual Investor	Others **
Mar-22	36.3	6.0	8.7	1.4	6.3	4.5	19.2	3.6	9.7	4.3
Mar-23	33.2	8.4	8.8	1.7	7.0	6.1	19.1	1.7	9.4	4.7
Mar-24	32.7	11.2	8.0	1.7	7.2	5.6	17.9	1.9	9.5	4.3

Note: Note: Ownership across promoters and non-promoters is based on total market cap and add up to 100. *FPI ownership includes ownership through depository receipts held by custodians. ** Others include other institutional non-promoters, other non-institutional non-promoters and government non-promoters. ^ Passive mutual funds track an index by maintaining a portfolio that mimics the underlying assets of an index. \$ Active funds are those which involve active investment decisions on the part of the fund manager; share of these funds has been arrived at by subtracting passive AUM from the overall DMF holding.

Source: NSE, CRISIL MI&A

NSE-listed universe: Ownership trend across key stakeholders by floating stock over last three years

% ownership	Passive DMFs ^	Active DMFs \$	Banks, FIs & Insurance	FPIs*	Non-promoter corporate	Individual Investor	Others**
Mar-22	2.9	12.7	9.1	39.1	7.3	19.7	9.3
Mar-23	3.5	14.0	12.1	38.1	3.5	18.7	10.2
Mar-24	3.5	14.9	11.4	36.8	4.0	19.6	9.8

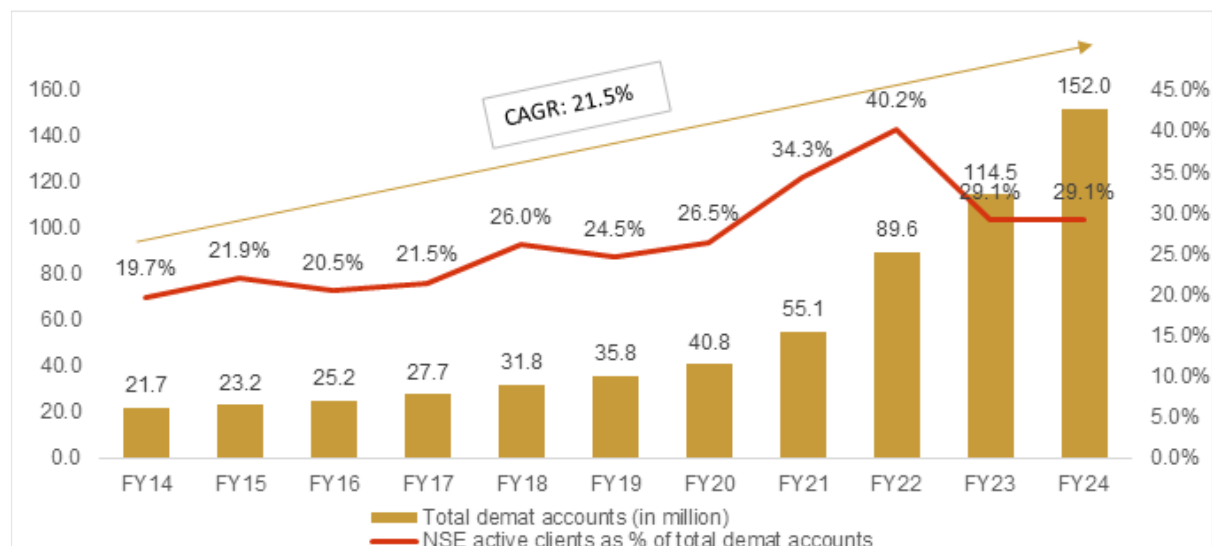
Note: Ownership across key non-promoter stakeholders is based on a free float market cap and add up to 100. *FPI ownership includes ownership through depository receipts held by custodians. ** Others include other institutional non-promoters, other non-institutional non-promoters and government non-promoters. ^ Passive mutual funds track an index by maintaining a portfolio that mimics the underlying assets of an index. \$ Active funds are those which involve active investment decisions on the part of the fund manager; share of these funds has been arrived at by subtracting passive AUM from the overall DMF holding.

Source: NSE, CRISIL MI&A

Trend in Demat accounts in India

The Demat Accounts in India have grown at 21.5% CAGR from Fiscal 2014 till Fiscal 2024. The above data points suggest the increasing awareness and willingness of the people to participate in capital markets for either trading or with long-term outlook. As of fiscal 2024, the total demat accounts stood at 152 million accounts.

Growth in Demat Accounts since Fiscal 2014 onwards and Active Client Base (as % of Demat Account) has improved substantially during last five years



Source: NSE, SEBI, CRISIL MI&A

The NSE Active Client Basis as a % of Demat Accounts increased from almost 20% in Fiscal 2014 to 29.1% in Fiscal 2024. Going forward, CRISIL MI&A expects the demat accounts to grow at strong growth over the next five years and Active Client Base on NSE as a % of demat accounts to increase around 45-50%. Increased participation from retail investors is one of the key drivers for capital markets growth. Retail participation is one of the key enablers of rising demand for equity issuances.

Equity market issuances in major economies from 2019 to 2023

Country / Stock Exchange	Parameters	2019	2020	2021	2022	2023
USA, New York Stock Exchange	Number of new listings through IPO (Domestic)	26	36	236	16	12
	Number of new listings through IPO (Foreign)	7	15	52	5	8
	Number of new listings through IPO (Total)	33	46	288	23	21
	Number of new listings not through IPO (Domestic)	17	15	100	66	67
	Number of new listings not through IPO (Foreign)	10	13	45	30	20
	Number of new listings not through IPO (Total)	17	20	145	96	87
	Number of new listings (Total)	50	71	433	119	108
	Capital raised through IPO (Total) in USD million	20,636	33,866	1,18,969	4,178	6,764
	Capital raised by already listed companies (Total) in USD million	78,002	99,710	1,00,569	27,217	34,886
Capital raised (Total) in USD million	98,638	1,35,401	2,19,538	31,395	41,650	
UK, London Stock Exchange	Number of new listings through IPO (Domestic)	NA	NA	89	26	18
	Number of new listings through IPO (Foreign)	NA	NA	13	5	4
	Number of new listings through IPO (Total)	NA	NA	102	31	22
	Number of new listings not through IPO (Domestic)	NA	NA	25	17	9
	Number of new listings not through IPO (Foreign)	NA	NA	11	4	0
	Number of new listings not through IPO (Total)	NA	NA	36	21	9
	Number of new listings (Total)	NA	NA	138	52	31
	Capital raised through IPO (Total) in USD million	NA	NA	14,188	1,399	1,276

Country / Stock Exchange	Parameters	2019	2020	2021	2022	2023
	Capital raised by already listed companies (Total) in USD million	NA	NA	27,545	8,169	5,703
	Capital raised (Total) in USD million	NA	NA	41,732	9,568	6,979
China, Shanghai stock exchange	Number of new listings through IPO (Domestic)	123	234	249	154	103
	Number of new listings through IPO (Foreign)	0	0	13	5	4
	Number of new listings through IPO (Total)	123	234	249	154	103
	Number of new listings not through IPO (Domestic)	719	1,186	1,766	1,816	1,853
	Number of new listings not through IPO (Foreign)	0	0	11	4	0
	Number of new listings not through IPO (Total)	719	1,186	1,766	1,816	1,853
	Number of new listings (Total)	842	1,420	2,015	1,970	1,956
	Capital raised through IPO (Total) in USD million	26,482	53,272	57,340	52,036	26,952
	Capital raised by already listed companies (Total) in USD million	47,413	86,022	73,471	70,875	57,624
	Capital raised (Total) in USD million	73,895	1,39,294	1,30,811	1,22,911	84,575
India, National Stock Exchange of India	Number of new listings through IPO (Domestic)	30	19	80	94	178
	Number of new listings through IPO (Foreign)	0	0	13	5	4
	Number of new listings through IPO (Total)	30	19	80	94	178
	Number of new listings not through IPO (Domestic)	3	0	53	51	49
	Number of new listings not through IPO (Foreign)	0	0	11	4	0
	Number of new listings not through IPO (Total)	3	0	53	51	49
	Number of new listings (Total)	33	19	133	145	227
	Capital raised through IPO (Total) in USD million	1,758	1,885	15,502	7,382	7,947
	Capital raised by already listed companies (Total) in USD million	40,896	30,979	12,099	13,349	14,901
	Capital raised (Total) in USD million	42,654	32,864	27,601	20,731	22,848

Note: NA – Not available; Source: World Federation of Exchanges (WFE), CRISIL MI&A

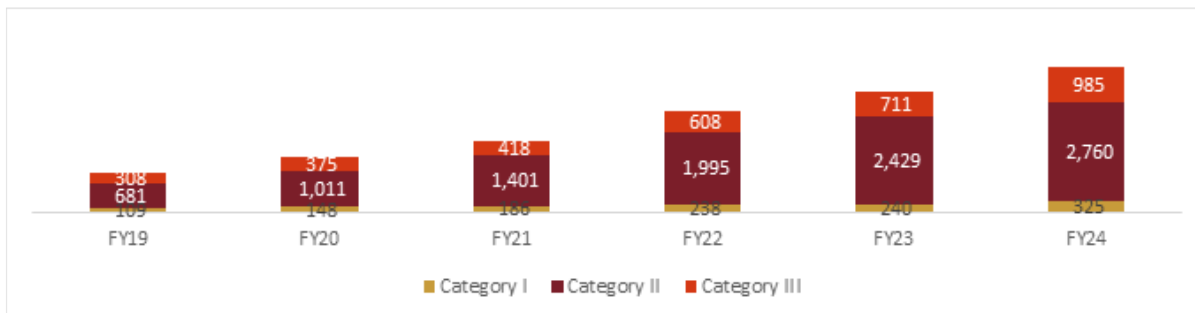
Emerging sectors in India – Sectors such as EVs, semiconductors and electronics expected to dominate investments

PLI and emerging sectors accounted for almost 5% of the capex between fiscal 2019 and fiscal 2023. These two segments are expected to drive the bulk of incremental capex. There is strong investment intent in most emerging sectors. Their scaling would require large capex. Three segments are expected to draw as much as 85-90% of the non-PLI emerging sector capex: EVs, semiconductors and electronics. Transition towards greener sources of fuel and setting up of semiconductor design hubs in India are expected to provide impetus. These segments will require more funds for expansion and therefore will lead to growth in capital market activities.

Alternate investment funds (AIFs)

It is a special investment category that differs from traditional financing avenues and generally, institutions invest in AIFs due to their high investment capacity. SEBI has divided these funds into 3 categories – Category I focuses on small and medium businesses, start-ups, and any new kind of businesses which may offer high growth potential, Category II focuses on private equity, debt and fund of funds and Category III focuses on hedge funds, etc.

AIF investments (Rs billion)



Source: SEBI, CRISIL MI&A

Cumulative investments made by AIFs as at end of March 2024

Category of AIF	Investments made (Rs billion)
Category I	
Category I AIF - Infrastructure Fund	54.5
Category I AIF - SME Fund	6.2
Category I AIF - Social Impact Fund	4.5
Category I AIF - Special Situation Fund	10.7
Category I AIF - VCF (Angel Fund)	33.4
Category I AIF - Venture Capital Fund	215.8
Category I Total	325.2
Category II AIF	2,760.3
Category III AIF	984.9
Grand Total	4,070.5

Source: SEBI, CRISIL MI&A

Key growth drivers

Key growth drivers for capital market activities are similar to the growth drivers for economic growth as both of these are inter-linked. Some of the key growth drivers for capital markets are demographics of India as in 2022, it is estimated that India has the highest share of young working population (15-30 years) compared to major developed and developing countries with the share of 27%, India's per capita net national income at constant price expanded 7.4% in fiscal 2024, reflecting robust economic growth, increasing trend in India's gross domestic savings as a percentage of GDP, increase in digital payments, etc. Due to increasing per capita income, people have started looking for various financial investment avenues and investing in the capital market. Some of the other growth drivers are:

Structural and Regulatory Changes

The introduction of faster settlement cycles and electronic trading have improved market efficiency. The Securities and Exchange Board of India (SEBI) has implemented various reforms to improve transparency, protect investors, and enhance market efficiency. Initiatives like the Goods and Services Tax (GST), Insolvency and Bankruptcy Code (IBC), and Real Estate Regulatory Authority (RERA) have also contributed to a more organized market.

Increasing Smartphone Penetration in the country will drive growth in mobile stock trading

The rise in smartphone penetration will continue to aid growth of mobile trading among the retail participants. The rise in mobile trading will especially benefit the brokers which continuously invest in Technology and Platforms and thus will be able to provide a superior trading and investing experience as compared to their peers.

Increasing Share of Non-Institutional and Retail Investors to drive growth for the industry

Individual investors (i.e., excluding promoters and institutions) ownership in NSE listed companies has increased steadily over the years, reflecting growing confidence in Indian equity markets. From March 2017 to March 2024, overall retail mutual fund AUM and retail equity mutual fund AUM has increased at a CAGR of 20.8% and 22.9% respectively. Going forward, CRISIL MI&A expects a significant potential for direct equity investments as the

total addressable market including mutual fund folios has seen significant growth in recent times. Moreover, with the increase in financial literacy of investors, direct equity ownership is expected to see an increase in the future.

Regulations and initiatives by SEBI and Exchanges to aid the penetration and growth in capital markets

SEBI has over the past systematically looked to make the Indian Capital Market a more safe and secured industry for investor. The regulator has over time introduced many newer regulations and evolved the existing ones. Some of the regulations and initiatives from the regulator are:

Application Supported by Blocked Amount (ASBA) which is a mechanism used for applying to Initial Public Offerings (IPOs) or Follow-on Public Offerings (FPOs). This mechanism creates a direct channel for flow of funds between the clearing corporation and the investors and ensures reduction in any fraud in handling of investor money by brokers.

Block mechanism facility which involves blocking of shares in the investors' demat whenever he/she wants to make a sale.

Shorter settlement cycle: The markets were functioning on a T+2 settlement cycle for the longest time. In January 2023, T+1 settlement cycle was brought into effect by SEBI. This meant that the trade settlement will be done within a day or 24 hours. The move was made in view of operational efficiency, faster fund remittances, quicker share delivery, and ease of the market participants.

SGX Nifty shifts to GIFT city; GIFT city on the path to become a global hub

The SGX Nifty was shifted to the GIFT city, Gandhinagar in mid-2023. NSE IFSC – SGX Connect was launched in July 2022 which marked the beginning of a transition of liquidity riding on SGX Nifty to NSE IFSC. Starting from July 2023, the SGX Nifty Index was structured from NSE IFSC in Gift City, Gujarat, and was known as the GIFT NIFTY Index, widening the liquidity pool for Nifty products there. This means, that the derivative contracts worth approx. \$750 crore which were earlier traded from Singapore shifted to India. GIFT Nifty includes, GIFT Nifty 50, GIFT Nifty Bank, GIFT Nifty Financial Services and GIFT Nifty IT derivative contracts

There are many initiatives underway with respect to GIFT International Exchange that will help Indian markets extend their reach among global investors through direct engagement. It's expected that Indian entities will soon be allowed to directly list on NSE IFSC. This would help Indian companies access capital from global investors. This brings GIFT city a step closer to the becoming a global competitor to other financial hubs such as Dubai, Mauritius, Singapore etc.

Investment Banking

Investment banks play a vital role in carrying out transactions which involve large institutions and huge funds. These firms are known for their offerings in public and private placements. These services are provided in the areas of equity capital markets, debt market, private equity, merger and acquisition, etc. Businesses carry out fund raising activities for their strategic expansion and other objectives and for such fund-raising activities avail themselves of services from investment banking firms.

Equity Capital Market

The performance of entities in the capital markets business is primarily influenced by two factors: the performance of the primary and secondary equity markets, and fund-raising through equity (initial public offer, rights issue, qualified institutions placement) or debt markets. The Indian capital market has shown a strong growth in fiscal 2024 compared to fiscal 2023 in terms of the number of issues which have increased from 234 in fiscal 2023 to 316 in fiscal 2024. Further, rising household disposable income and the ease with which investors can open demat account have driven retail investors participation in equity capital markets in past few years, taking the total number of demat accounts to reach 152 million in fiscal year 2024. Strong rally in capital markets, increased participation from retail investors and HNIs, and more companies reaching the scale for IPO are some of the key drivers for rising growth in number of issuances.

Number of issues

No. of Issues						
Product	FY20	FY21	FY22	FY23	FY24	Total
IPO	13	30	53	37	76	209
QIP	13	31	29	11	64	148
OFS	26	38	22	19	30	135
Rights Issue	13	20	10	12	13	68
Buyback	52	61	40	62	41	256
Open Offer	60	46	76	90	79	351
InvIT / ReIT*	1	4	6	3	13	27
FPO	-	1	1	-	-	2
TOTAL	178	231	237	234	316	1,196

Note: *InvIT / ReIT includes QIP, OFS, Right Issue

Source: Prime Database, CRISIL MI&A

Total issue amount

Total Issue Amount (Rs Mn)						
Product	FY20	FY21	FY22	FY23	FY24	Total
IPO	2,03,503	3,12,676	11,15,466	5,21,156	6,19,225	27,72,026
QIP	5,12,164	7,80,455	28,532	90,188	7,13,062	21,24,401
OFS	1,73,265	2,84,405	1,45,297	1,11,590	2,24,985	9,39,540
Rights Issue	5,59,980	6,42,558	2,53,010	57,793	1,39,658	16,52,998
Buyback	1,99,723	3,92,952	3,13,163	2,17,807	5,11,427	16,35,072
Open Offer	2,14,594	2,50,174	2,55,459	3,76,740	1,35,084	12,32,051
InvIT / ReIT*	23,060	3,72,002	1,54,416	23,825	3,39,719	9,13,022
FPO	-	1,50,000	43,000	-	-	1,93,000
TOTAL	18,86,287	31,85,222	23,08,343	13,99,098	26,83,159	1,14,62,109

Note: *InvIT / ReIT includes QIP, OFS, Right Issue

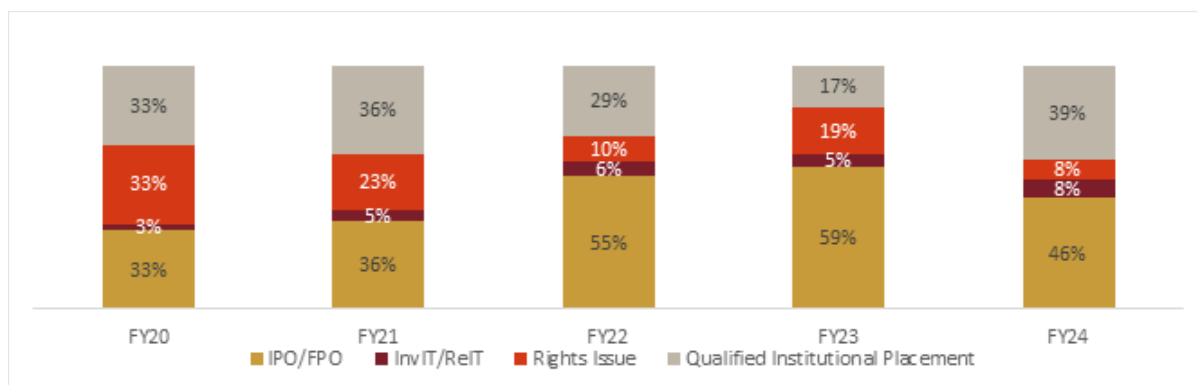
Source: Prime Database, CRISIL MI&A

Several companies opted for IPOs in fiscal 2024 due to strong rally in the capital markets, increased participation of retail investors and high net-worth individuals and flush of liquidity in the system. In terms of value around Rs. 619 billion was raised through primary markets through IPO with total number of IPO issues being 76 in FY24. In terms of volume, out of the total issuance of IPO/FPO, InvIT/ReIT, Rights Issue and QIP in FY24, 46% attributed to IPO/FPOs.

Further, multiple companies which were PE funded took an IPO route in past few years. Some of these companies which were PE funded and got listed recently are Dodla Dairy, Mrs Bector Food Specialities, Fivestar business finance, Rishabh Instruments, Le Travenues Technology (Ixigo), Entero Healthcare Solutions, Honasa Consumer (Mamaearth), etc.

As of August 2024, there are 23 number of companies which had filed for IPO/FPO and have received the approval from SEBI and estimated issue amount of these IPOs/FPOs is more than Rs 140 billion. Additionally, there are 38 number of companies which have filed for IPO/FPO but awaiting approval from SEBI and estimated issue amount of these IPOs/FPOs is more than Rs 835 billion. (Source: Prime Database)

IPO/FPOs accounted for the largest share of total ECM issuances based on volume (number of issues)



Note: % Share is calculated on total sum issues of IPO/FPO, InvIT/ReIT, Rights Issue and Qualified Institutional Placement (QIP).

Source: Prime Database, CRISIL MI&A

Average BRLM Fees % per Deal

Issue Size	FY19	FY20	FY21	FY22	FY23	FY24
Rs 0 - Rs 2.5 billion	3.2%	3.1%	5.2%	5.5%	5.1%	4.2%
Rs 2.5 billion - Rs 5 billion	1.9%	2.9%	3.2%	3.0%	3.4%	3.8%
Rs 5 billion - Rs 10 billion	2.6%	1.6%	2.8%	3.3%	3.0%	3.1%
Rs 10 billion to Rs 20 billion	2.5%	2.2%	2.7%	2.5%	2.5%	2.7%
Rs 20 billion to Rs 50 billion	0.7%	1.5%	0.8%	2.1%	2.7%	1.6%
Rs 50 billion +	-	0.5%	1.1%	2.1%	1.0%	-

Note: Average BRLM fees % per deal is calculated as Simple average of BRLM Fees per deal (IPOs and FPOs) in respective issue size buckets

Source: Prime Database, CRISIL MI&A

Average fee per BRLM (Rs million)

Issue Size	FY19	FY20	FY21	FY22	FY23	FY24
Rs 0 - Rs 2.5 billion	36.3	19.5	32.8	72.1	61.0	55.2
Rs 2.5 billion - Rs 5 billion	29.0	56.2	50.6	40.4	62.1	74.4
Rs 5 billion - Rs 10 billion	76.6	39.7	67.4	79.0	79.7	79.3
Rs 10 billion to Rs 20 billion	103.0	47.5	81.7	90.0	95.9	109.3
Rs 20 billion to Rs 50 billion	16.7	53.9	43.5	126.5	146.4	120.2
Rs 50 billion +	-	80.6	179.7	261.8	136.8	-

Note: Average fee per BRLM is calculated as Simple average of fee per BRLM in respective issue size buckets

Source: Prime Database, CRISIL MI&A

Since FY20, the BRLM fee percentage has seen a marked increase, particularly in the mid-sized issue bracket of Rs 5 billion to Rs 10 billion, where the average fee percentage has nearly doubled from 1.6% in FY20 to 3.1% in FY24. This upward trend is evident across other issue sizes as well, demonstrating the growing value that merchant bankers bring to the table in a thriving IPO/FPO market.

Additionally, not only has the total fee pool expanded, but also the average fee per BRLM has risen significantly across most issue size brackets. For instance, the average fee per BRLM for issue sizes of Rs 10 billion to Rs 20 billion has increased by 2.3 times from FY20 to FY24. This increase underscores the enhanced income in the industry, reflecting the heightened demand for skilled financial advisory services in the capital markets.

Overall, the data clearly indicates that the merchant banking industry is experiencing robust growth, driven by increased market activity and higher fee structures.

Competitive Landscape

FY20				FY21				FY22				FY23				FY24			
Rank	Investment Banker	No. of Issues	% of issues	Rank	Investment Banker	No. of Issues	% of issues	Rank	Investment Banker	No. of Issues	% of issues	Rank	Investment Banker	No. of Issues	% of issues	Rank	Investment Banker	No. of Issues	% of issues
1	AXISCAP (ENAM)	11	42.3	1	I-SEC	27	44.3	1	I-SEC	35	42.7	1	IIFL SECURITIES	15	31.3	1	I-SEC	44	31.4
2	KOTAK MAHINDRA	9	34.6	2	AXISCAP (ENAM)	26	42.6	2	AXISCAP (ENAM)	32	39	2	AXISCAP (ENAM)	13	27.1	2	JM FINANCIAL	37	26.4
3	JM FINANCIAL	8	30.8	3	SBICAP	19	31.1	3	IIFL SECURITIES	23	28	2	JM FINANCIAL	13	27.1	3	IIFL SECURITIES	28	20
4	I-SEC	7	26.9	4	KOTAK MAHINDRA	18	29.5	3	JM FINANCIAL	23	28	4	KOTAK MAHINDRA	11	22.9	4	AXISCAP (ENAM)	26	18.6
5	IIFL SECURITIES	6	23.1	5	IIFL SECURITIES	15	24.6	3	KOTAK MAHINDRA	23	28	5	I-SEC	10	20.8	5	NUVAMA	18	12.9
6	SBICAP	5	19.2	5	JM FINANCIAL	15	24.6	6	NUVAMA	13	15.9	6	DAM CAPITAL	5	10.4	6	DAM CAPITAL	17	12.1
6	YES SECURITIES (YES BANK)	5	19.2	7	NUVAMA	11	18	6	SBICAP	13	15.9	6	EQUIRUS CAPITAL	5	10.4	6	SBICAP	17	12.1
8	NUVAMA	4	15.4	8	CITIGROUP	8	13.1	8	CITIGROUP	9	11	6	JEFFERIES	5	10.4	8	KOTAK MAHINDRA	15	10.7
8	CLSA	4	15.4	9	CREDITSUISSE	7	11.5	8	NOMURA FIN	9	11	9	BOFA	4	8.3	9	MOTILAL OSWAL	12	8.6
8	HSBC	4	15.4	9	NOMURA FIN	7	11.5	10	BOFA	8	9.8	9	FEDEX	4	8.3	10	EQUIRUS CAPITAL	8	5.7
8	BOFA	4	15.4	11	AMBIT CAPITAL	6	9.8	10	CREDITSUISSE	8	9.8	9	SBICAP	4	8.3	10	JEFFERIES	8	5.7
12	CITIGROUP	3	11.5	11	HSBC	6	9.8	10	DAM CAPITAL	8	9.8	12	NUVAMA	3	6.3	12	BNP PARIBAS	6	4.3
12	CREDITSUISSE	3	11.5	13	BOFA	5	8.2	10	IDBI	8	9.8	12	J.P. MORGAN	3	6.3	12	CITIGROUP	6	4.3
12	J.P. MORGAN	3	11.5	13	DAM CAPITAL	5	8.2	10	MOTILAL OSWAL	8	9.8	12	MOTILAL OSWAL	3	6.3	12	J.P. MORGAN	6	4.3
12	NOMURA FIN	3	11.5	13	HDFC BANK	5	8.2	15	HDFC BANK	7	8.5	12	CLSA	3	6.3	15	AMBIT CAPITAL	5	3.6
16	BNP PARIBAS	2	7.7	13	J.P. MORGAN	5	8.2	15	J.P. MORGAN	7	8.5	16	CITIGROUP	2	4.2	15	BOFA	5	3.6
16	DAM CAPITAL	2	7.7	13	JEFFERIES	5	8.2	15	YES SECURITIES (YES BANK)	7	8.5	16	CREDITSUISSE	2	4.2	15	EMKAY	5	3.6

FY20				FY21				FY22				FY23				FY24			
Rank	Investment Banker	No. of Issues	% of issues	Rank	Investment Banker	No. of Issues	% of issues	Rank	Investment Banker	No. of Issues	% of issues	Rank	Investment Banker	No. of Issues	% of issues	Rank	Investment Banker	No. of Issues	% of issues
16	GOLDMAN SACHS	2	7.7	18	BNP PARIBAS	4	6.6	18	AMBIT CAPITAL	6	7.3	16	MORGAN STANLEY	2	4.2	15	HDFC BANK	5	3.6
16	HDFC BANK	2	7.7	18	CLSA	4	6.6	18	EMKAY	6	7.3	16	NOMURA FIN	2	4.2	15	HSBC	5	3.6
16	INDUSIND	2	7.7	18	GOLDMAN SACHS	4	6.6	18	EQUIRUS CAPITAL	6	7.3	16	SAFFRON	2	4.2	15	SYSTEMATI X	5	3.6

Note: Data mentioned is for IPOs and QIPs only. Players are ranked based on number of issues. Equal ranks are given to players with equal number of issues. Axiscap – Axis Capital, I-SEC – ICI Securities, SBICAP – SBICAP securities limited, BOFA – Bank of America, CLSA – CLSA Limited, Nuvama – Nuvama Wealth Management Limited and investment limited, Creditsuisse – Credit Suisse India, Nomura Fin – Nomura Financial advisory and securities (India) private limited, IndusInd – IndusInd Bank, Jefferies – Jefferies India private limited, Emkay – Emkay global financial services limited, Motilal Oswal – Motilal Oswal Financial Services Limited, Saffron – Saffron capital advisors private limited, DAM Capital – DAM Capital advisors limited, Systematix – Systematix group

Source: Prime Database, CRISIL MI&A

Some companies within investment banking space have been performing well and moving up their ranking.

- DAM Capital Advisors Limited, has emerged as one of the leading investment banks with a market share of 12.1% based on the number of initial public offerings and qualified institutional placements undertaken by them as the lead manager in Fiscal 2024. In Fiscal 2024, they were book running lead managers to 17 IPOs and QIPs, which represented 12.1% market share in the IPO and QIP transactions in India. They have consistently improved their market share from 8.2% in Fiscal 2021 to 12.1% in Fiscal 2024 in terms of the number of IPOs and QIP undertaken as lead manager. Subsequently, it has moved from 13th rank in FY21 to 6th rank in FY24 based on number of issuances in IPOs and QIPs.
- Nuvama Wealth Management Limited, has also emerged as one of the leading investment banks with a market share of 12.9% based on the number of initial public offerings and qualified institutional placements undertaken by them as the lead manager in Fiscal 2024. In Fiscal 2024, they were book running lead managers to 18 IPOs and QIPs, which represented 12.9% market share in the IPO and QIP transactions in India. It has moved from 7th rank in FY21 to 5th rank in FY24 based on number of issuances in IPOs and QIPs.
- Equirus Capital, has improved its market share to 5.7% based on the number of initial public offerings and qualified institutional placements undertaken by them as the lead manager in Fiscal 2024. In Fiscal 2024, they were book running lead managers to 8 IPOs and QIPs, which represented 5.7% market share in the IPO and QIP transactions in India. It has moved from 18th rank in FY22 to 10th rank in FY24 based on number of issuances in IPOs and QIPs.

Growth Drivers for ECM

Macroeconomic Factors

India's robust economic growth has fueled demand for capital and financial services. Investment banks facilitate capital raising through equity and debt markets, supporting corporate growth and infrastructure development. Government initiatives and regulatory reforms, such as the introduction of the Goods and Services Tax (GST), the Insolvency and Bankruptcy Code (IBC), and liberalized foreign investment norms, have enhanced market efficiency and investor confidence.

Rising demand for corporate debt and equity issuance

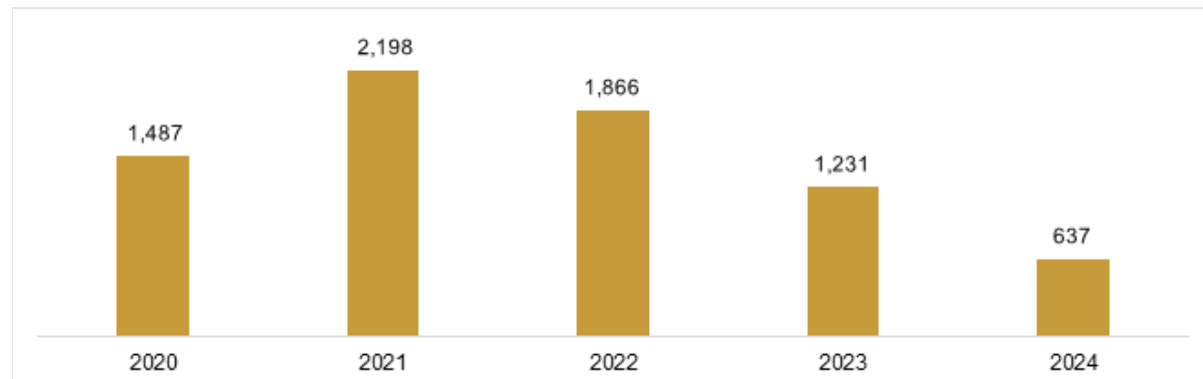
As India is surging ahead to become an economic powerhouse, Indian Capital Market is expected to play a greater role and remain in forefront in the days ahead. Persistent effort by the Government and SEBI in the last few years enabled a nascent Corporate Bond Market to move in the direction of maturity. Also, many companies have been doing equity issuances through IPOs over the last couple of years, as they raise capital to finance their growth opportunities. As the economy grows and businesses gain scale, more companies are expected to explore raising equity from capital markets. On the demand side, retail participation, index linked funds, and mechanisms to improve liquidity will be enablers. CRISIL MI&A believes that the following measures will enable the Indian debt Capital Market to play an important role:

- Implementing the draft Reserve Bank of India (Credit Derivatives) Directions, 2021, to facilitate the development of the credit default swaps (CDS) market.
- Improving liquidity in the market by fast-tracking the setting up of the institution to provide secondary market liquidity to corporate bonds, develop the Limited Purpose Clearance Corporation for corporate bond repos, and allow corporate bonds as collateral under the Reserve Bank of India's liquidity adjustment facility window
- ESG profiling of Indian corporates to attract foreign capital into the Indian debt capital markets

In addition, the funding requirements of corporates are expected to increase in the next five years, driven by improvement in the economic growth and revival in private sector investments. In addition, recently launched products such as InvITs are also likely to experience increased traction. As a result, the number of ECM issuances is expected to increase, thereby helping the investment banking business grow.

Private equity (PE) deals in India

Number of deals (PE) in India

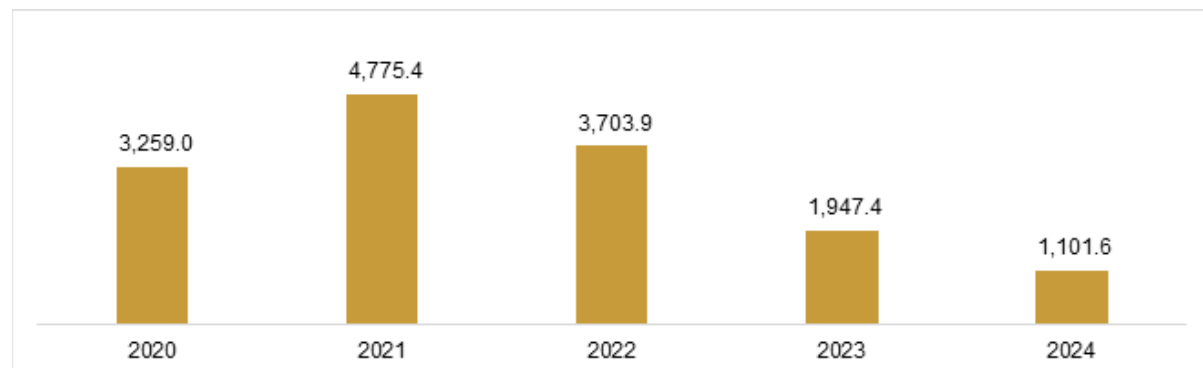


Note: Year in the above chart represents calendar year, 2024 data is as of H1CY24.

Source: VCCEdge, CRISIL MI&A

India witnessed an exceptional growth in PE deals in CY21 reaching 2,198 deals from 1,487 deals in CY20. From CY22, there was a decline in number of PE deals in CY23 amounting to 1,231 from 1,866 deals in CY22. In CY24, the number of deals has reached 637 by the end of H1CY24.

PE Deal Value (Rs Bn)



Note: Year in the above chart represents calendar year, 2024 data is as of H1CY24.

Source: VCCEdge, CRISIL MI&A

In CY21, the total deal value for PE deals in India reached Rs 4,775.4 billion. The total deal value declined to Rs 3,703.9 billion in CY22. At the end of H1CY24, the total deal value stands at Rs 1,101.6 billion.

PE Deal Type Split -Value of Deals

PE Deal type (Rs Bn)	2019	2020	2021	2022	2023	2024
Angel/Seed	48.7	168.4	149.8	175.1	87.0	58.0
Venture Capital	812.3	851.9	2483.6	1918.2	654.3	386.9
Private Equity	1350.5	1839.7	1719.8	1155.6	926.5	421.4
Pre-IPO	4.4	13.5	128.6	3.9	9.9	5.4
Public Equity	304.1	385.7	293.5	451.4	269.2	230.2

Note: Year in the above chart represents calendar year, 2024 data is as of H1CY24.

Source: VCCEdge, CRISIL MI&A

PE Deal Type Split -Number of Deals

PE Deal type - No. of deals	2019	2020	2021	2022	2023	2024
Angel/Seed	782	857	1263	1092	721	344
Venture Capital	600	438	710	606	344	189
Private Equity	186	127	153	117	103	52
Pre-IPO	3	3	5	6	10	6
Public Equity	56	62	57	45	53	46

Note: Year in the above chart represents calendar year, 2024 data is as of H1CY24.

Source: VCCEdge, CRISIL MI&A

PE Deal transaction size wise Split -Number of Deals

PE Deal Split by transaction size	2019	2020	2021	2022	2023	2024
Under USD 5 mn	823	733	1014	849	596	304
USD 5-USD 25 mn	302	219	399	371	233	142
USD 25-USD 50 mn	89	68	126	112	63	37
USD 50-USD 100 mn	64	44	93	99	47	22
USD 100 mn+	68	83	152	100	52	33

Note: Year in the above chart represents calendar year, there were 279, 337, 406, 313 and 15 numbers of deals in 2019, 2020, 2021, 2022 and 2023 respectively of which transaction size were not disclosed. 2024 data is as of H1CY24.

Source: VCCEdge, CRISIL MI&A

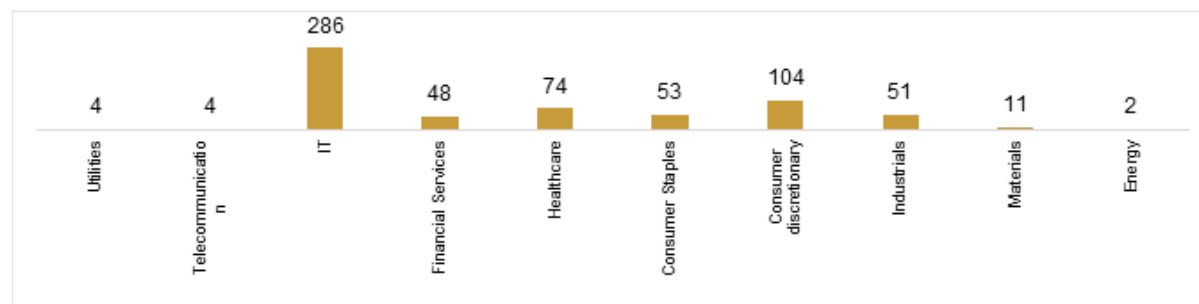
PE Deal transaction size wise split -Value of Deals

PE Total Investment by deal size (Rs Bn)	2019	2020	2021	2022	2023	2024
Under USD 5 mn	72.6	66.1	103.6	112.6	70.8	42.4
USD 5-USD 25 mn	247.9	175.6	340.7	350.3	211.0	128.6
USD 25-USD 50 mn	221.9	172.1	324.0	318.7	174.7	113.0
USD 50-USD 100 mn	299.3	226.8	477.4	554.9	250.9	121.3
USD 100 mn+	1,678.5	2,618.6	3,529.6	2,367.7	1,239.4	696.5

Note: Year in the above chart represents calendar year. 2024 data is as of H1CY24.

Source: VCCEdge, CRISIL MI&A

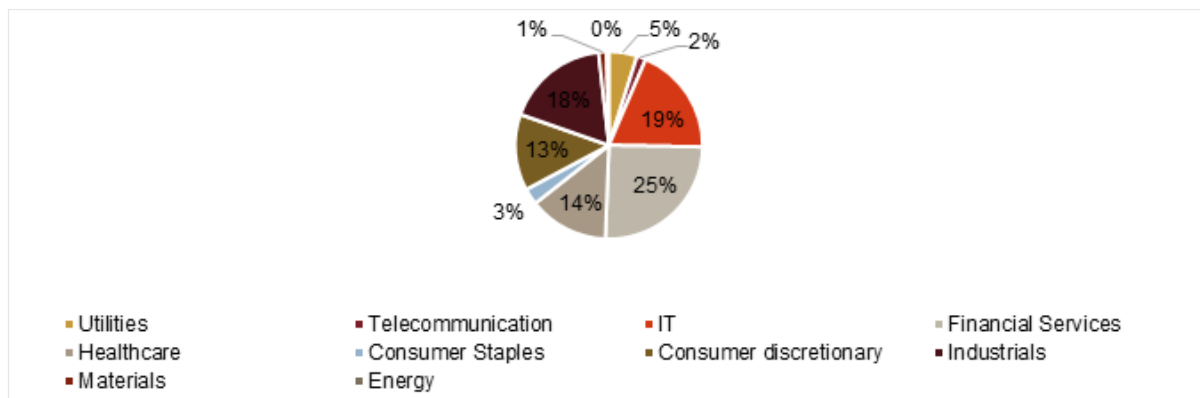
Sectors wise PE Deals – Deal Volume H1CY24



Source: VCCEdge, CRISIL MI&A

In terms of Deal Volume, the IT sector had the greatest number of deals – 286 deals followed by Consumer Discretionary and Healthcare sectors with 104 and 74 deals respectively. Consumer staples had 53 deals in H1CY24, and Energy sector had only 2 deals in H1CY24.

Sector wise PE Deals – Deal Value H1CY24



Source: VCCEdge, CRISIL MI&A

In terms of deal value, the financial services sector led the market amounting to deals worth USD 3,343 million across 48 deals in H1CY24 followed by the IT sector amounting to deals worth USD 2,487 million across 286 deals. Industrial and Healthcare were the other sectors that saw a high deal value showcasing substantial investment.

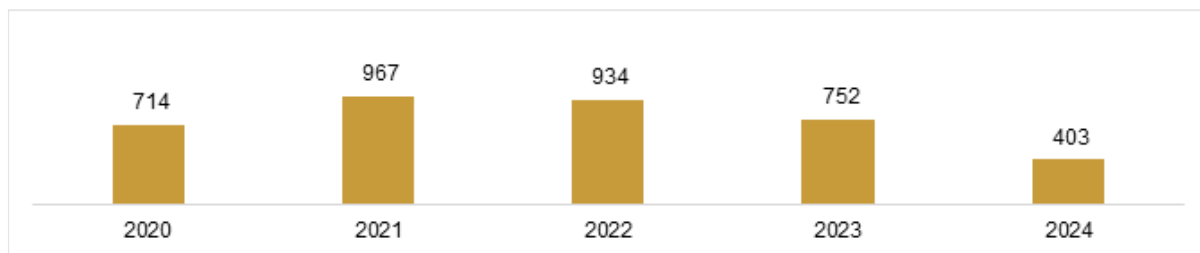
Competitive landscape

The PE market for investment banking firms is very fragmented. Top 10 firms accounted only for around 7% and 8% of total deals in CY2023 and H1CY2024 respectively. (Source: VCCEdge)

M&A deals in India

The Indian M&A market has seen considerable growth with high deal volumes and values influenced by economic conditions, regulatory changes and global market trends. The spike was mainly driven by economic optimism and availability of abundant capital, with many companies liquidating non-core assets to streamline large corporate structures. The growth in the M&A deals was also led by insurgent buyers looking for disruptive business models with an aim to stay buoyant in ever changing market dynamics, expand their portfolio and provide innovative offerings and experience to the customers.

Number of deals (M&A) in India

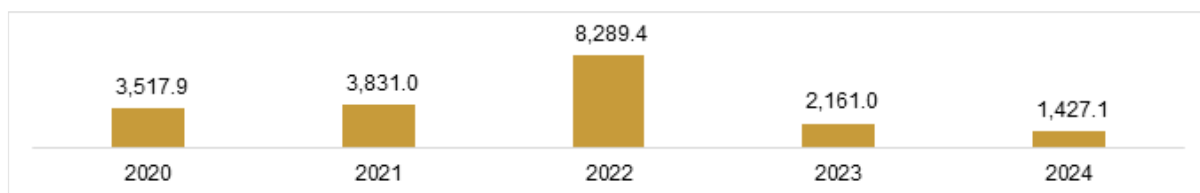


Note: Year in the above chart represents calendar year, 2024 data is as of H1CY24.

Source: VCCEdge, CRISIL MI&A

India witnessed an exceptional growth in M&A deals in CY21 amounting to 967 deals as compared to 714 M&A deals in CY20. In CY23, there was a decline of 19.5% year-on-year in number of M&A deals amounting to 752 deals from 934 deals in CY22. The number of deals has reached 403 by the end of H1CY24.

M&A Deal Value (Rs Bn)



Note: Year in the above chart represents calendar year, 2024 data is as of H1CY24

Source: VCCEdge, CRISIL MI&A

In CY22, the total deal value for M&A deals in India reached Rs 8,289.4 billion. The total deal value declined by 73.9% in CY23. At the end of H1CY24, the total deal value stands at Rs 1,427.1 billion.

M&A Deal split by transaction size (number of deals)

Transaction size	2019	2020	2021	2022	2023	2024
Under USD 5 mn	288	198	189	183	159	144
USD 5-USD 25 mn	134	107	162	147	119	67
USD 25-USD 50 mn	52	34	48	69	51	31
USD 50-USD 100 mn	27	22	48	57	39	18
USD 100 mn+	68	65	88	74	57	33

Note: Year in the above chart represents calendar year, 2024 data is as of H1CY24. There were 395, 281, 426, 380, and 27 numbers of deals in 2019, 2020, 2021, 2022 and 2023 respectively of which transaction size were not disclosed
Source: VCCEdge, CRISIL MI&A

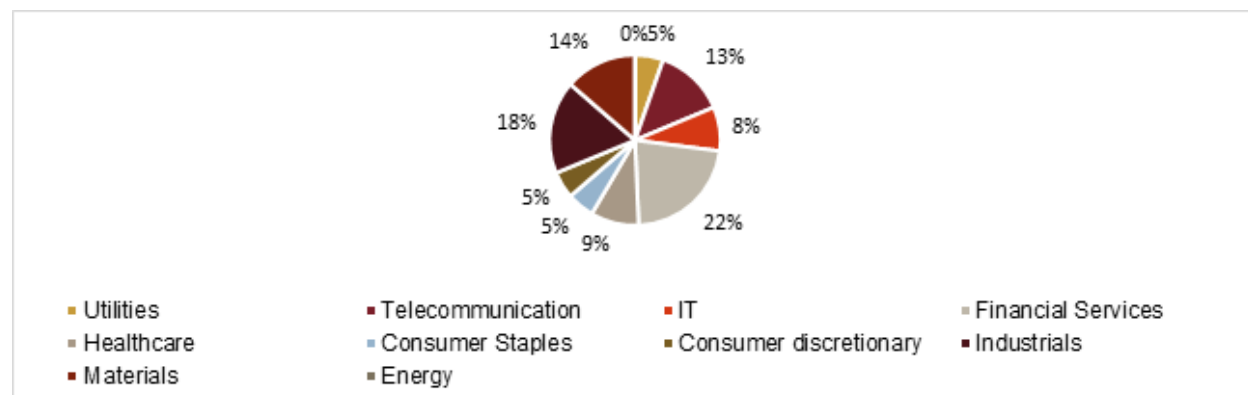
M&A Deal split by transaction size (Deal value in Rs Bn)

Transaction size	2019	2020	2021	2022	2023
Under USD 5 mn	25.5	21.1	21.3	25.1	18.4
USD 5-USD 25 mn	112.0	97.4	148.8	152.6	123.9
USD 25-USD 50 mn	139.4	88.9	121.0	208.4	143.8
USD 50-USD 100 mn	147.0	114.0	244.8	338.6	230.3
USD 100 mn+	2,335.1	3,196.4	3,295.0	7,565.1	1,644.7

Note: Year in the above chart represents calendar year.

Source: VCCEdge, CRISIL MI&A

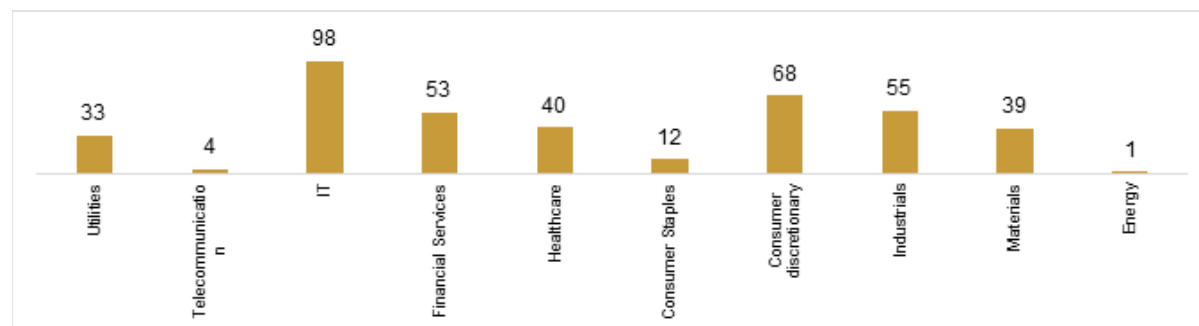
Sector wise M&A Deals – Deal Value H1CY24



Source: VCCEdge, CRISIL MI&A

In terms of deal value, the financial services sector led the market amounting to deals worth USD 3,812 million across 53 deals in H1CY24 followed by the Industrial Sector amounting to deals worth USD 3,014 million across 55 deals. Telecommunication and Materials were the other sectors that saw a high deal value showcasing substantial investment.

Sectors wise M&A Deals – Deal Volume H1CY24



Source: VCCEdge, CRISIL MI&A

In terms of Deal Volume, the IT sector had the greatest number of deals – 98 deals followed by Consumer Discretionary and Industrial sector with 68 and 55 deals respectively. Financial Services had 53 deals in H1CY24, and Energy sector had only 1 deal in H1CY24.

Competitive landscape

The M&A market for investment banking firms is very fragmented. Top 10 firms accounted only for around 9% and 8% of total deals in CY2023 and H1CY2024 respectively. (Source: VCCEdge)

Growth Drivers for PE and M&A

Sectors Consolidation: In sectors like banking, telecommunications, and retail, consolidation is becoming a significant driver. Companies are merging to gain scale and improve profitability in highly fragmented markets.

Private Equity and Venture Capital Inflows: The increasing presence of PE and venture capital (VC) funds in India has fueled M&A activity. These investors often look for exit opportunities through strategic sales, leading to a rise in M&A deals.

Corporate Restructuring: Indian companies are increasingly restructuring their operations to focus on core businesses. This often involves divesting non-core assets or subsidiaries, leading to a rise in M&A activity as other firms or investors acquire these divested assets.

Insolvency and Bankruptcy Code (IBC): IBC has revolutionized the handling of distressed assets in India. It provides a time-bound process for the resolution of insolvency, allowing for quicker resolution and better recovery rates for creditors. The IBC facilitates the sale of assets of insolvent companies, creating opportunities for strategic

acquisitions. For M&A, the IBC has been instrumental in enabling companies to acquire distressed assets at attractive valuations, allowing for strategic expansions or entry into new markets.

Note: Conversion rate used in the section is as follows:

Year	2019	2020	2021	2022	2023	2024
INR-USD rate	71.3449	73.3669	74.3025	82.7862	83.1164	83.4534

From 2019 to 2023, rate as of end of December has been considered and for 2024, rate as of end of June has been considered based on NSE India.

Overview of structured finance and debt syndication in India

Overview of wholesale credit

Wholesale finance represents lending services to medium-sized and large corporate firms, institutional customers and real estate developers by banks and other financial institutions. It encompasses both short- and long-term funding with long term loans accounting for most of the loan book.

Mezzanine financing is a combination of debt and equity financing which is used by companies to get funding. Equity component, generally, is in the form of warrants and / or convertible preference shares.

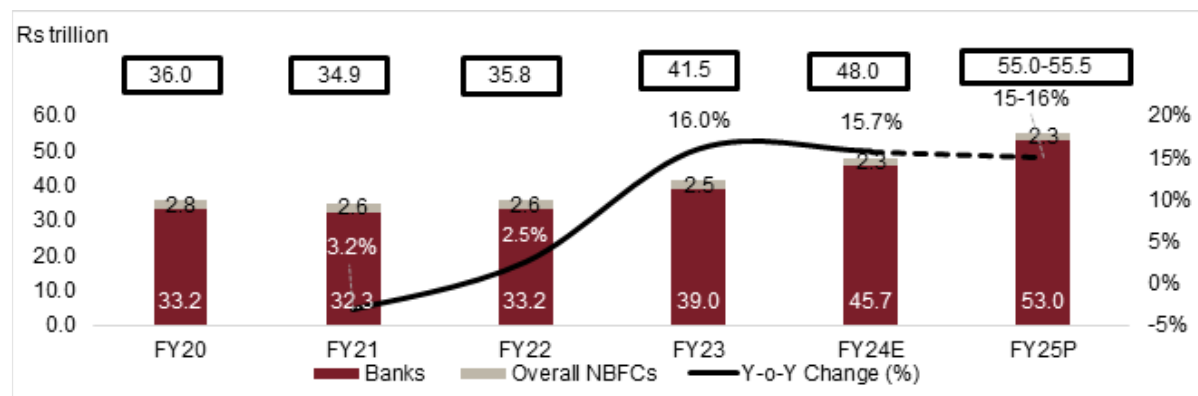
Structured finance is one of the financing ways through which the needs of issuers and investors can be met. The transaction generally involves large financial institutions. Apart from traditional sources of funding, NBFCs have started exploring several other sources of funds through securitization. There are generally two types of securitization structures, direct assignment (DA) and pass-through certificate (PTC), the common feature of these two types of transactions is that they both involve pooling of loans and selling them to a counterparty, therefore transferring credit risk. CRISIL MI&A expects securitization will continue to remain an important tool for NBFCs to mobilize liquidity.

The section discusses wholesale credit offered by banks and financial institutions in brief and provides an overview of the same.

Wholesale credit

Over the past few fiscals, NBFC funding towards the real estate sector has undergone considerable evolution in terms of size, complexity and interconnectedness with the financial sector. CRISIL MI&A excludes lease-rental discounting (LRD) from the wholesale book along with lending to the infrastructure sector and covers only loans offered to large and mid-sized corporates in non-infrastructure segments.

Overall Wholesale Credit projected to grow at 15-16% in Fiscal 2025

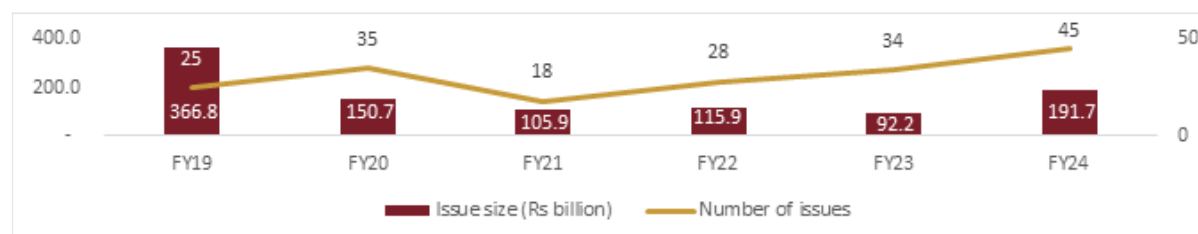


Note: E – Estimated, P – Projected.

Source: Industry, CRISIL MI&A

For the overall wholesale credit industry, bank have the lions share (~93%) of the market share.

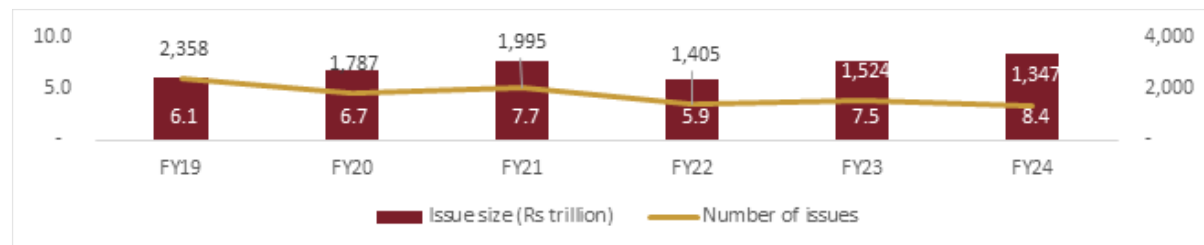
Public issue of Non-Convertible Debentures (NCDs)



Source: SEBI, CRISIL MI&A

Public issues of NCDs dipped in FY21 in terms of number of issuances and dipped in FY23 in terms of size of issue. Issuances in these years were majorly by larger players with a strong credit rating. Public issues of NCDs fell ~20% year-on-year in FY23 in terms of issue size, from Rs 115.9 billion in FY22 to Rs 92.2 billion in FY23, however, issue size of public issue of NCDs recovered in FY24 with ~108% year-on-year growth reaching Rs 191.7 billion.

Private placement of corporate bonds



Source: SEBI, CRISIL MI&A

Private placement of corporate bonds dipped in FY22 in terms of number of issuances as well as issue size. Private placement of corporate bonds fell ~24% year-on-year in FY22 in terms of issue size, from Rs 7.7 trillion in FY21 to Rs 5.9 trillion in FY22, however, issue size of private placement of corporate bonds recovered in FY23 and FY24 with ~28% and ~11% year-on-year growth respectively, reaching Rs 8.4 trillion in FY24.

Growth Drivers for Wholesale Credit Market

Revival in Capex Cycle: Substantial opportunities arising from revival of capex cycles may have a positive impact and prove to be beneficial to both lenders and borrowers. The boost in housing, roads and railways has resulted in capital formation and is a growth attributor for creditors in the wholesale credit space. This resurgence driven by central government capital expenditure could lead to enhanced financial fluidity and growth prospects in the economy, especially in the wholesale credit loan market.

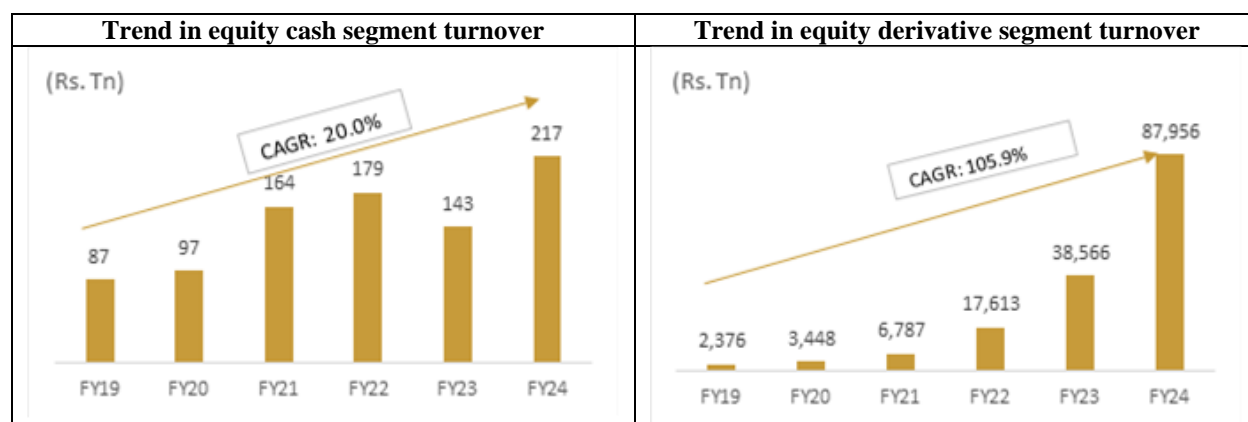
Strategic Credit Diversification and Risk Management: Lenders, by analyzing past experiences, are recognizing the critical importance of managing and diversifying their wholesale credit portfolios. Diversification, in this context, involves spreading credit exposure across various sectors and borrower segments to mitigate risks associated with economic downturns or sector-specific disruptions. This proactive approach positions lenders to capitalize on emerging opportunities in the market, thereby driving their growth in the landscape.

Institutional equities industry in India

The institutional equity industry in India is one of the major pillars of financial sector and capital market activities. It primarily caters to institutional investors such as mutual funds, insurance companies and other large scale investment firms. Some of the products and services provided by the players in institutional equity industry are brokerage services, research and advisory services, portfolio management services, IPOs and FPOs offerings, other structured products and fixed income products. The industry plays a crucial role in promoting market efficiency and contributing to economic growth through investments.

Overview of Turnover across Cash Equity and Equity Derivative segments

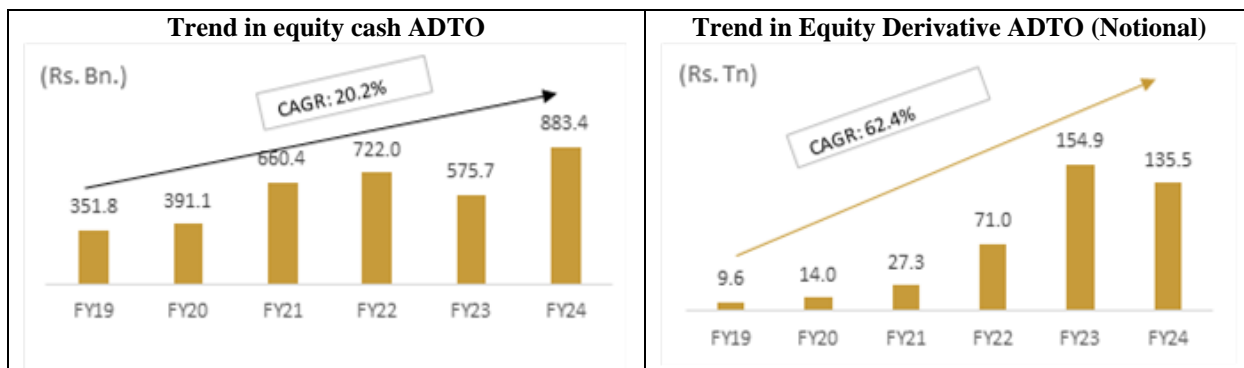
The turnover in the equity cash market and equity derivatives market grew at 20.0% CAGR and 105.9% CAGR respectively during Fiscal 2019 to Fiscal 2024. Both these segments registered stronger growth post fiscal 2021. The growth was primarily driven by the increase in retail participation due to ease of trading through mobile applications. As of FY24, total equity cash segment turnover stood at Rs. 217 trillion and total equity derivative market turnover clocked Rs. 87,956 trillion. Between fiscal 2019 and fiscal 2024, The ADTO (Average Daily Turnover) of Proprietary categories has grown at a faster pace (CAGR: 27.3%) than the non-proprietary category (CAGR: 18.0%). In overall equity ADTO, the share of proprietary has increased from 21.6% in fiscal 2019 to 28.7% in fiscal 2024.



Note: Turnover depicted above includes BSE and NSE

Source: SEBI, CRISIL MI&A

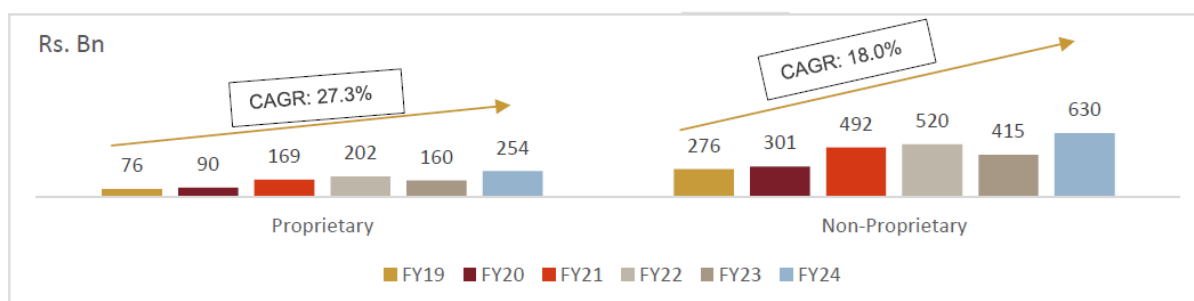
In FY24, the average daily turnover in equity cash segment has shown resilience and growth with a turnover of Rs 883.4 billion growing from FY19 to FY24 with a CAGR of 20.2%. Average daily turnover in the equity derivatives segment has shown a consistent upward trend from FY19 to FY24. There has been a growth of 62.4% from FY19 to FY24. For FY24 the average daily turnover in equity derivative segment is Rs 135.5 trillion.



Source: NSE, BSE, CRISIL MI&A

Equity ADTO (proprietary and non-proprietary turnover)

As of fiscal 2024, ADTO of proprietary and non proprietary client segments stood at Rs. 254 billion and Rs. 630 billion respectively. The ADTO for proprietary and non -proprietary grew with a CAGR of 27.3% and 18.0% respectively for between fiscal 2019 and fiscal 2024.

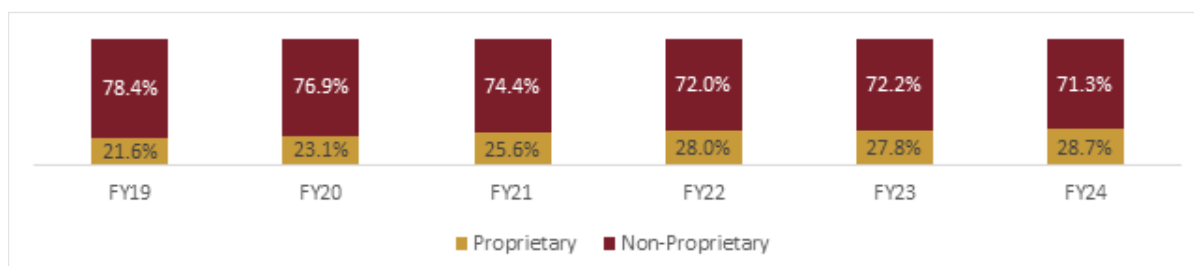


Note: Turnover depicted above includes BSE and NSE, Non-proprietary includes FPIs, Mutual Funds, Banks, Others including Retail

Source: SEBI, CRISIL MI&A

Equity ADTO (proprietary and non-proprietary share by turnover)

In the overall ADTO, the majority share is from non-proprietary client segments aggregating to nearly 71.3% as of fiscal 2024. The share of ADTO for proprietary client segment has grown over the last five fiscals, from 21.6% in fiscal 2019 to 28.7% in fiscal 2024.

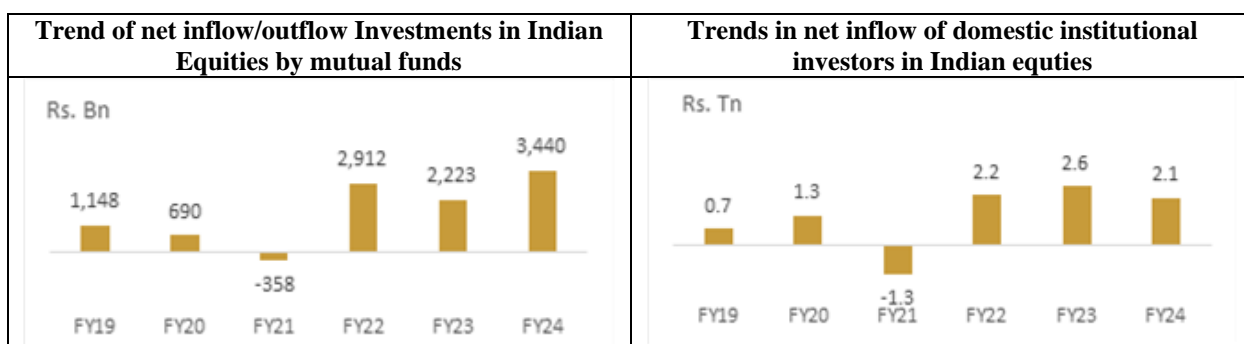


Note: Turnover depicted above includes BSE and NSE, Non-proprietary includes FPIs, Mutual Funds, Banks, Others including Retail

Source: SEBI, CRISIL MI&A

Trend of net inflow/outflow Investments in Indian Equities by mutual funds and domestic institutional investors

In fiscal 2024, equity investment by mutual funds witnessed the highest inflows in the last five fiscals, which reflects continued confidence of investors in equity-oriented schemes, despite volatility. Moreover, existing investors continued to invest in mutual funds through SIPs. Retail participation increased, with average monthly inflows into mutual funds through the SIP route increasing from approximately Rs 100.4 billion in fiscal 2022 to approximately Rs 166.0 billion in fiscal 2024. As of fiscal year 2024, aggregate inflow totaled Rs. 3,440 billion. Driven with record market performance and returns, Domestic institutions remained strong buyer for Indian equities during the last three fiscals with total inflow of ~Rs. 6.8 trillion. In fiscal 2024, DII's total net inflow in Indian equities was around Rs. 2.1 trillion.



Note: As per quarterly AUM data. Equity includes equity funds, ELSS, index funds, solution-oriented funds, and balanced funds
Source: AMFI, NSE market pulse, CRISIL MI&A

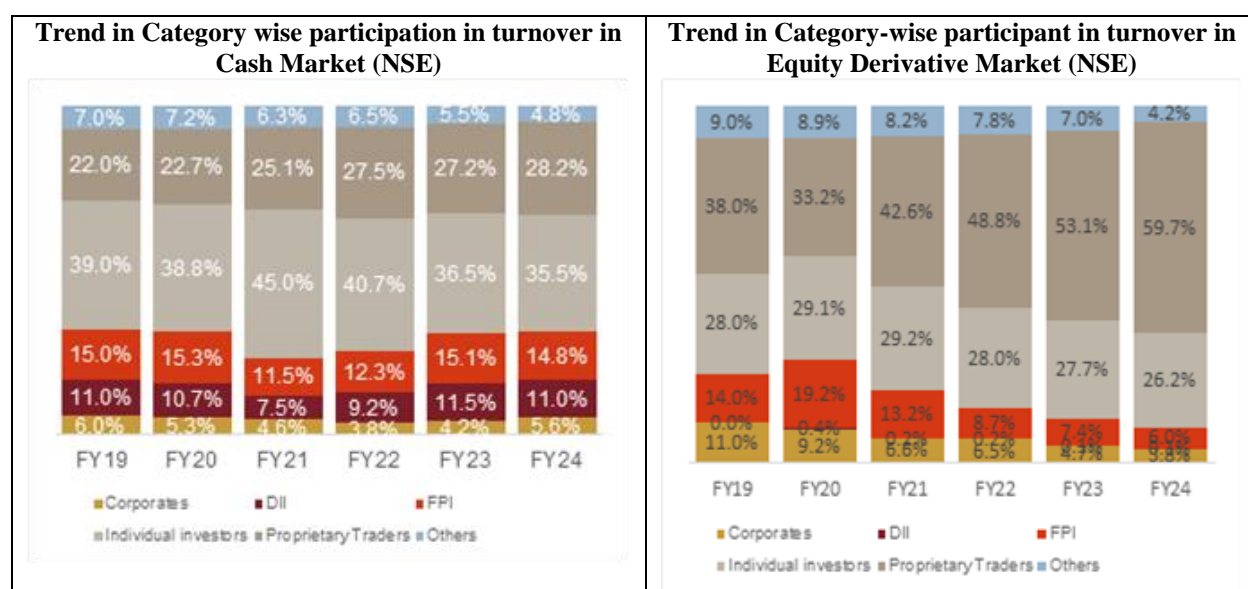
FPI net investments details

Financial year	FPI net investments (Rs billion)				
	Equity	Debt	Debt-VRR	Hybrid	Total
FY19	-0.9	-423.6	-	35.2	-389.3
FY20	61.5	-487.1	73.3	77.0	-275.3
FY21	2,740.3	-504.4	332.7	102.5	2,671.0
FY22	-1,400.1	16.3	126.4	35.0	-1,222.4
FY23	-376.3	-89.4	58.1	-1.8	-409.4
FY24	2,082.1	1,210.6	-29.7	127.7	3,390.7

Source: NSDL, CRISIL MI&A

Trends in Category-wise participation in turnover across Product Segments

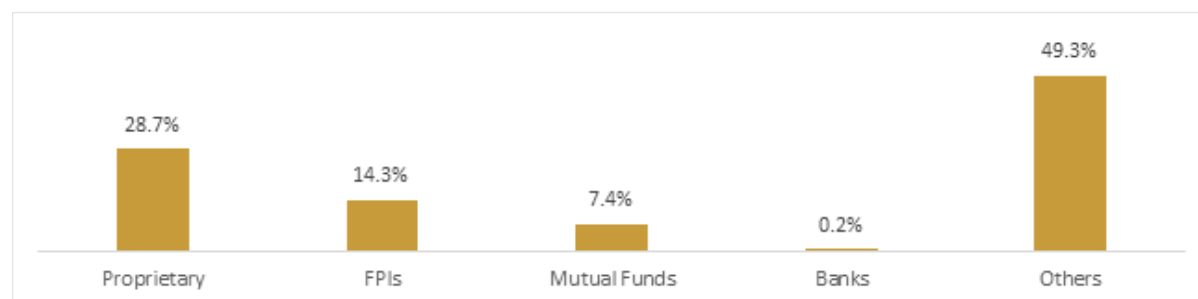
The share of individual investors dropped in Cash Markets on NSE Platform during fiscal 2019 to fiscal 2024. On NSE, the share dropped from 39.0% in fiscal 2017 to 35.5% in fiscal 2024. On the other hand, the share of proprietary investors in equity derivative market has seen a rise from 22.0% in Fiscal 2019 to 28.2% in Fiscal 2024. the share of FPIs and DIIs in cash market turnover remained same from 15% and 11% in fiscal 2019 to 14.8% and 11% in fiscal 2024. The share of proprietary investors increased substantially from 38.0% in fiscal 2019 to 59.7% in fiscal 2024.



Note: DII: Domestic Institutional Investors include Banks, Mutual Funds, Insurance Companies, NBFCs, Domestic VC Funds, AIFs, PMS clients etc., FII: Foreign Institutional Investors include FPIs, FDIs and Foreign VC Funds, OCB, FNs etc., Prop traders: Proprietary Traders, Individual investors: individual domestic investors, NRIs, sole proprietorship firms and HUFs, Others: Partnership Firms/LLP, Trust / Society, AIF, Depository Receipts, PMS clients, Statutory Bodies, etc. Above data represents share in gross turnover i.e., buy-side turnover + sell-side turnover.

Source: NSE, CRISIL MI&A

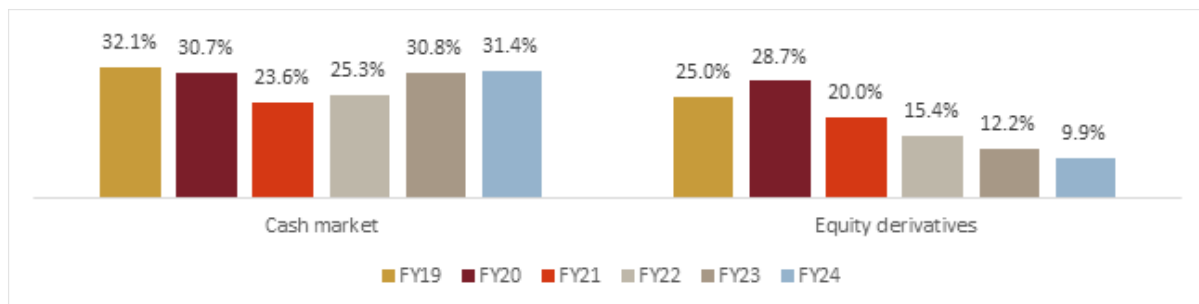
Participant wise share in Turnover (Cash segment) in FY24



Note: Turnover depicted above include BSE and NSE

Source: SEBI, CRISIL MI&A

Share of Institutional Participation in Turnover across cash and equity derivate segments on NSE



Note: Data for institutional includes share of FIIs, DIIs and corporates

Source: NSE Market Pulse, CRISIL MI&A

Number of block deals and value of block deals have seen tremendous growth over the past few years increasing from 419 block deals with Rs 457 billion in FY19 to 1374 block deals with Rs 1,470 billion in FY24. Such increase in block deals indicates the increasing importance of institutional brokers as they play a key role in block deal transactions.

Number of block deals in over few years have been increasing

Financial year	Number of block deals	Value (Rs bn)
FY19	419	457
FY20	293	521
FY21	677	1,045
FY22	1,383	1,137
FY23	3,620	1,716
FY24	1,374	1,470

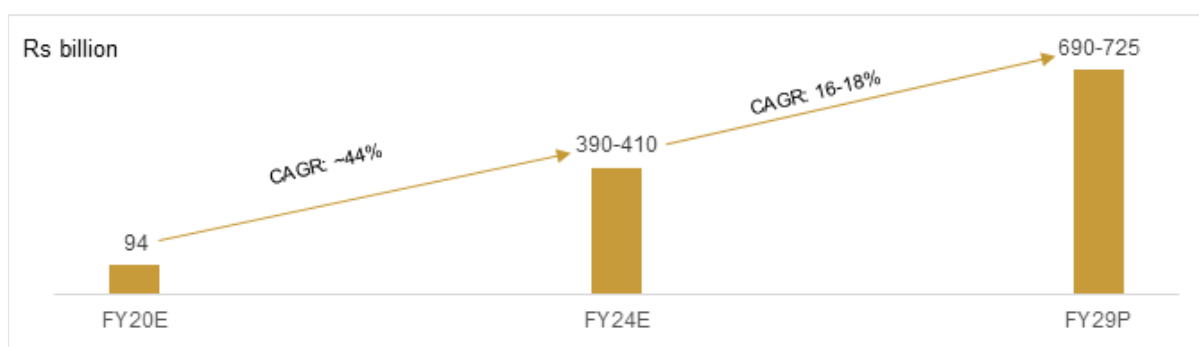
Note: Number and value of block deals based on Sell transactions. Source: BSE, NSE, CRISIL MI&A

The broking industry size in India is estimated at ~ Rs 390-410 billion as of fiscal 2024 and expected to grow at 16-18% over the medium term

The Broking Industry has seen strong growth over the last three years aided by the robust performance of capital markets. The Domestic Broking Industry registered around 44% CAGR growth during Fiscal 2020 to Fiscal 2024. The Active Client Base on NSE increased at 38.1% CAGR from 8.8 million in March 2019 to 44.2 million in March 2024.

Further, the industry is being driven by the flow from institutional investors. FIIs and DIIs have been looking at India as a high growth and high return market. Inflows from institutions majorly drive the capital market and therefore expand the activities in the market.

Domestic Broking Industry seen healthy growth owing to strong capital market performance



Source: NSE, CRISIL MI&A

Growth drivers for the broking industry

Demographics profile to aid folio growth in capital markets

Of India's population, more than 60% is in the working age group, which is 19-59 years of age, and is expected to remain above 60% for one more decade. CRISIL MI&A estimates that approximately 90% of Indians are still below the age of 60 in calendar year 2021 and that 63% of them are between 15 and 59 years. In comparison, in calendar year 2020, the United States (US), China and Brazil had 77%, 83% and 86%, respectively, of their population below the age of 60. Further with regards to long-term investment products, the 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 equity investments in capital markets.

India's growth prospects are encouraging leading to higher participation from institutional clients

India's equity market is witnessing increased participation from institutional investors, driven by strong economic growth, corporate earnings, and favorable government policies. The country's expanding consumer base, digitalization, and financial sector reforms are enhancing market potential, making Indian equities an attractive investment opportunity for both domestic and global institutions. The strong inflows in Indian equities in recent year

by can be attributed to significant gains delivered by the market throughout the year reaching multiple all-time highs, encouraging domestic as well as foreign institutional investors to be part of India growth story.

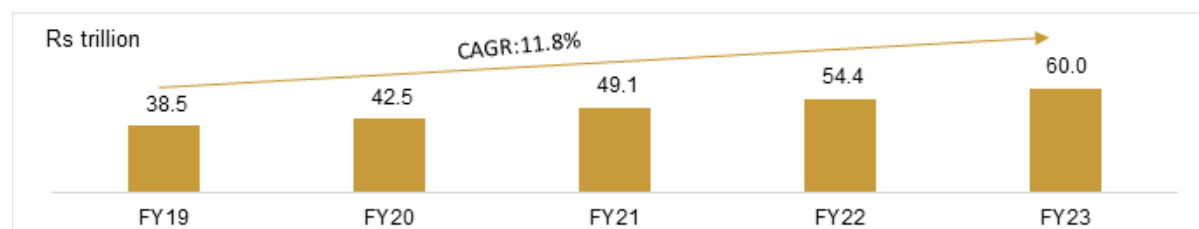
AUM of mutual funds

Overall mutual fund AUM increased from around Rs. 23,796 billion in fiscal 2019 to Rs. 53,402 billion at end of Fiscal 2024 with growth CAGR of 17.5% between the fiscal 2019 and 2024. SIP amount (monthly average) has also increased from Rs 77.2 bn in FY19 to Rs 166.0 bn in FY24.

Moderate penetration of equity leaves further scope for growth

The global market capitalization to GDP ratio continued to improve in calendar year 2020 to reach 133% 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 97% in 2020 (as per the World Bank). The ratio was impacted by the Covid-19 pandemic-triggered uncertainty in the markets however, with GDP growth gradually picking up, increasing formalisation of the economy and more entities from newer segments getting listed (insurance companies, e-commerce service providers), India's market capitalisation to GDP ratio is likely to increase further in the next few fiscals.

Growth in Insurance Companies AUM



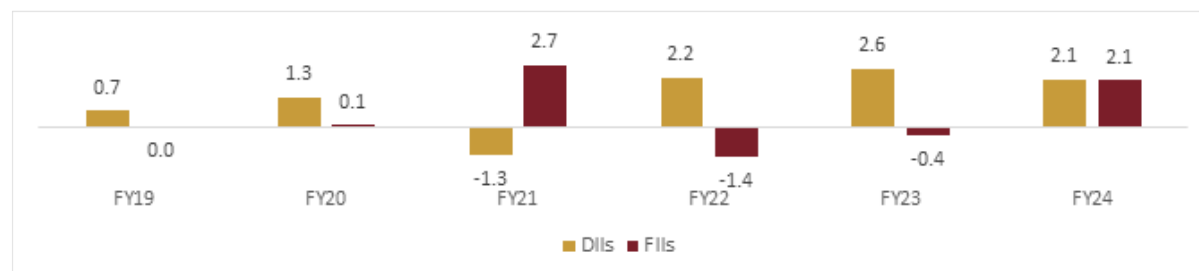
Source: IRDAI Handbook of statistics, CRISIL MI&A

Insurance companies form an important constituent of investors in the capital markets. The overall AUM of insurance companies has increased with a CAGR of 11.8% between fiscal 2019 to fiscal 2023. As of fiscal 2023, the overall AUM of insurance companies clocked Rs. 60.0 trillion, up from Rs. 38.5 trillion in fiscal 2019. Increase in AUM of insurance companies lead to increase in capital market activities and therefore support broking industry.

Institutional Investment into Equities

With strong participation in Indian capital markets, both FIIs and DIIs maintained record level of inflows in Indian equities due to robust macroeconomic fundamentals and significant return delivered by Indian market in recent years. DIIs remained strong buyers of Indian equities for the third year in a row, with net inflows of approximately Rs 2.1 trillion, aggregating to total net buying of more than Rs 6.5 trillion in the last three years. On the other hand, after remaining on sidelines in the previous two fiscal, FIIs turned aggressive buyers of Indian equities in fiscal 2024 with net inflow of 2.1 trillion.

Net Buying Patterns of DIIs and FIIs in last 5 years (Rs. Trillion)



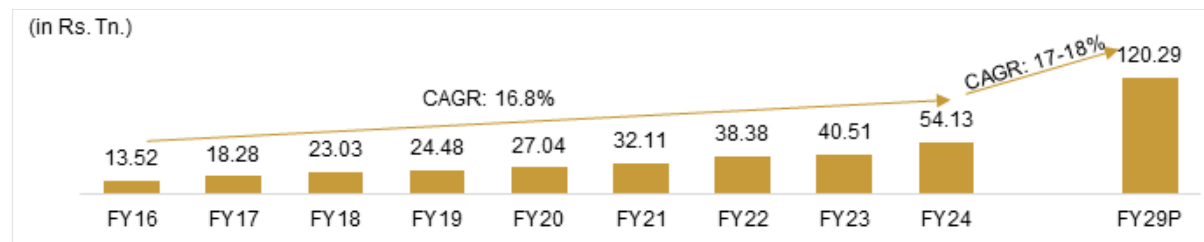
Source: NSE, SEBI, CRISIL MI&A

Asset management Industry

Robust growth in Indian mutual fund AUM between Fiscal 2016 and Fiscal 2024

The aggregate AUM of the Indian mutual fund industry has grown at a healthy pace over the past few years, against the backdrop of an expanding domestic economy, robust inflows, and rising investor participation, particularly from individual investors. Average AUM clocked a CAGR of 16.8% to reach Rs 54.13 trillion as of March 2024 from Rs 13.52 trillion as of March 2016. The stellar performance of stock market in fiscal 2024, along with rise in inflows, growth in participation of retail investors and improved macroeconomic conditions led to surging of aggregate AUM by 34% year-on-year as of March 2024. The mutual fund AUM is expected to clock 17-18% CAGR between FY24 and FY29 and reach approximately Rs 120 trillion.

Mutual fund AUM expected to reach approximately Rs. 120 trillion in fiscal 2029

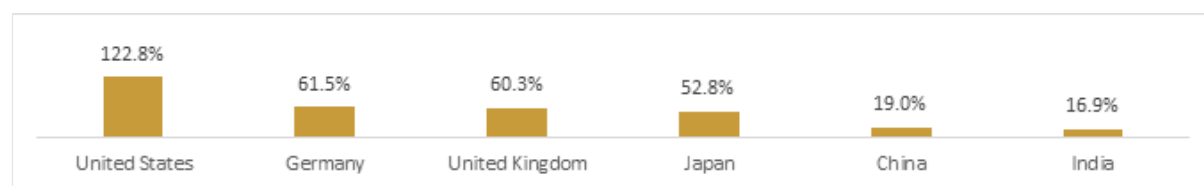


Note: P: Projected; AUM is the average of last quarter for each Fiscal, AUM excluding FoFs – domestic but including FoFs–overseas.

Source: AMFI, CRISIL MI&A

In terms of Mutual fund penetration and its comparison with global peers, India still has long way to go as its mutual fund penetration is currently at 16.9% as of 2023.

Mutual Fund penetration (MF AUM as a % of GDP) in India versus global markets (2023)



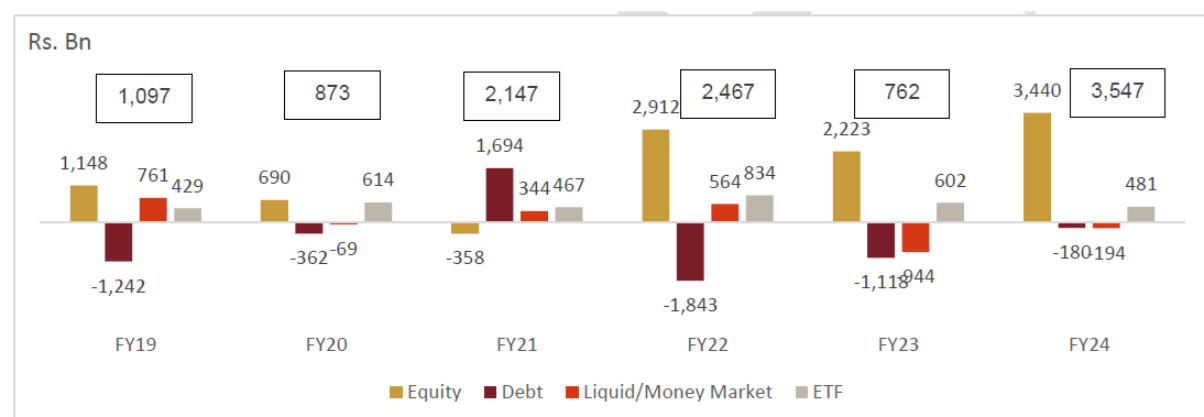
Note: Mutual fund data is of net assets excluding of fund of funds.

Source: IIFA, IMF, CRISIL MI&A

Net inflow of mutual funds rose at a CAGR 26.5% from fiscal 2019 to 2024; after decline in fiscal 2023, Net inflow of mutual funds witnessed a sharp rise in fiscal 2024

A major event in the form of the NBFC crisis in fiscal 2019 slowed inflows, followed by fiscal 2020, which ended with the disruption caused by the COVID-19 pandemic. In fiscal 2021, led by the resurgence of investor interest despite the COVID-19 pandemic, aggregate inflows totaled Rs 2,147 billion. Inflows continued to remain strong in fiscal 2022, with Rs 2,467 billion flowing in, mainly through equity funds. However, debt mutual funds witnessed heavy outflows of up to Rs 1,842 billion in fiscal 2022 due to lower returns and rising interest in equity market, which showed strong growth. The trend continued in fiscal 2023, where debt mutual funds and liquid funds witnessed outflows of Rs 1,118 billion and Rs 944 billion, respectively, as they offered muted returns to investors owing to tightening of monetary conditions both globally and in India, due to rising inflation. Moreover, with RBI increasing interest rates in fiscal 2023, bank fixed deposits became more attractive and acted as a roadblock in bringing new investors to mutual funds. On the other hand, in fiscal 2023, equity mutual funds witnessed the second highest inflows in the last five fiscals, marginally lower than fiscal 2022, which reflects continued confidence of investors in equity-oriented schemes, despite volatility. Moreover, existing investors continued to invest in mutual funds through SIPs. Retail participation increased, with average monthly inflows into mutual funds through the SIP route increasing from approximately Rs 100.4 billion in fiscal 2022 to approximately Rs 166.0 billion in fiscal 2024. As of fiscal year 2024, aggregate inflow totaled Rs. 3,547 billion.

Resurgence of investor interest led to high inflows in mutual funds in fiscal 2024

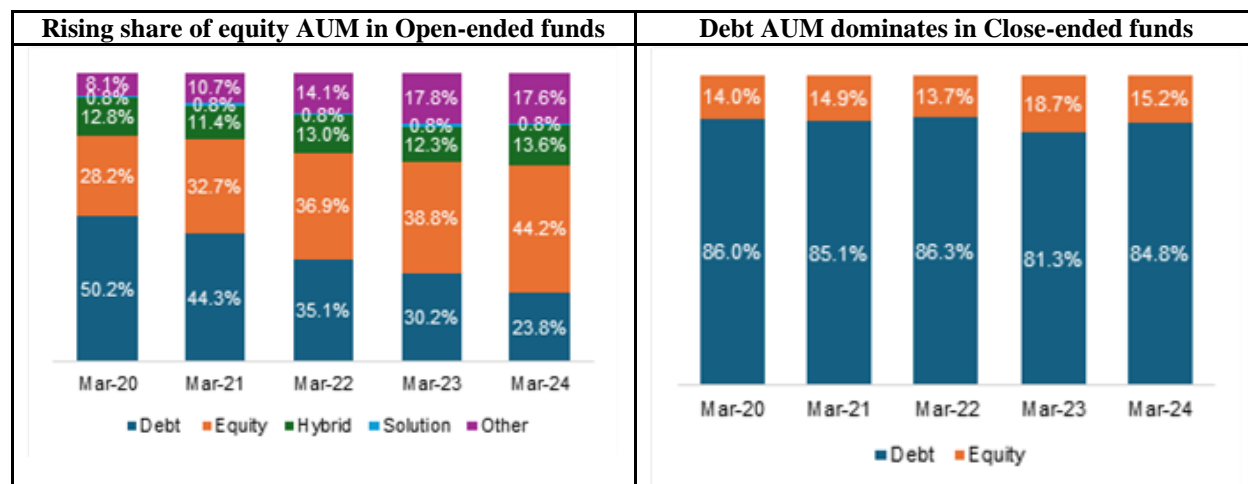


Notes: (1) As per quarterly AUM data. Equity includes equity funds, ELSS, index funds, solution-oriented funds, and balanced funds. Debt funds include gilt, income, conservative hybrid, floater funds, and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/money market includes liquid funds, overnight funds, and money market funds, (2) Figures in the box represent net inflow for the period; Source: AMFI, CRISIL MI&A

Equity oriented AUM continue to gain share in open-ended funds

Open-ended funds AUM contributed 99.5% of the total AUM as of March 2024. In open-ended funds, equity-oriented AUM has the highest share with 44.2% as of 31st March 2024. Continued investment by existing mutual funds investors and rising retail investors contributed to the growth of equity funds AUM. However, debt mutual funds accounted for 23.8% as of 31st March 2024 as against 30.2% last fiscal on account of heavy outflows due to subdued returns and rising interest rate scenario. Hybrid, solution-oriented and other funds contributed 13.6%, 0.8% and 17.6% respectively.

Close-ended funds include only debt and equity-oriented schemes and contributes only 0.5% of the total AUM as on 31st March 2024. Debt-oriented AUM contributes highest at 84.8% towards close-ended AUM as of 31st March 2024, however the share of equity-oriented AUM has decreased from 18.7% as of 31st March 2023 to 15.2% as of 31st March 2024 due to continued investments in ELSS scheme. Interval funds also include both debt and equity-oriented schemes. However, since March 2020, inflow from only debt-oriented interval funds is coming.



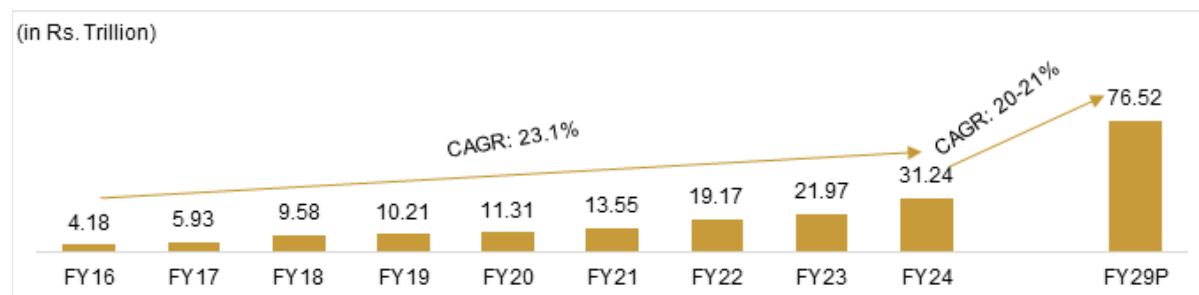
Note: Data includes net quarter-end AUM, 'Other' includes index funds, gold ETFs, other ETFs and fund of funds investing overseas

Source: AMFI, CRISIL MI&A

Equity AUM to grow at 20-21% between fiscal 2024 and fiscal 2029

In fiscal 2024, quarterly average equity AUM grew by 42.2% on-year to reach Rs. 31.24 trillion. CRISIL MI&A expects the Equity AUM to grow at 20-21% CAGR, the second fastest growth amongst all MF categories, over March 2024 to March 2029. ETFs are expected to grow the fastest, clocking a ~22-23% CAGR over the next 5 years, as passive investing continues to grow in popularity.

Growth trend shows equity AUM to reach approximately Rs. 77 trillion in fiscal 2029

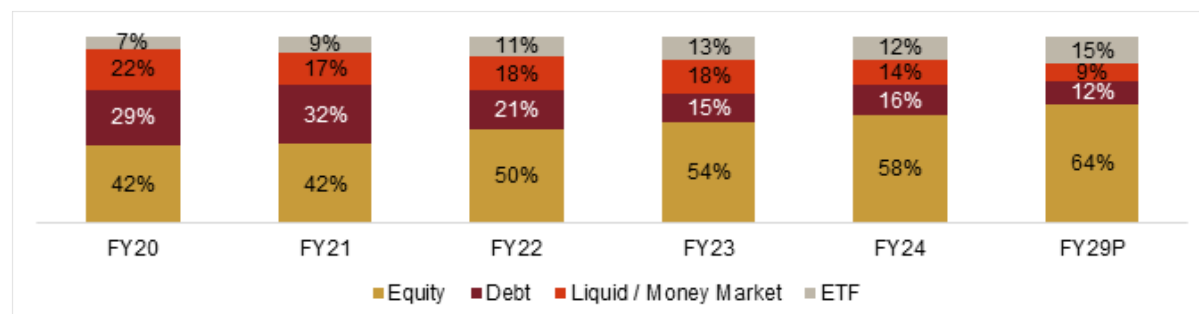


Note: P: Projected, As per quarterly average AUM; equity includes equity funds, ELSS, index funds, solution-oriented funds and balanced funds AUM excluding Fund of Funds – Domestic but including Fund of Funds – Overseas; Source: AMFI, CRISIL MI&A

In fiscal 2023, debt mutual fund declined drastically. There was an improvement over fiscal 2024 where debt funds grew at 42.2% to reach INR 8.86 trillion. Over March 2024 to March 2029, CRISIL MI&A expects the segment to grow at a slower rate of 10-11% CAGR as debt mutual funds will continue to get affected due to high-interest rate scenario in the medium term.

Quarterly average liquid/money market funds grew by 0.8% in fiscal 2024 due to heavy outflows. CRISIL MI&A expects the segment to grow at approximately 8-9% CAGR between March 2024 to March 2029.

Equity AUM projected to increase from 58% of overall AUM in fiscal 2024 to 64% in fiscal 2029



Note: P: Projected, the data is as per quarterly average AUM. Equity includes equity funds, ELSS, index funds, solution-oriented funds, and balanced funds. Debt funds include gilt, income, conservative hybrid, floater funds, and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/ money market includes liquid funds, overnight funds, and money market funds. Source: AMFI, CRISIL MI&A

Trend in AUM as well as growth across mutual fund segments till March 2029 (In Rs. Trillion)

Segments	FY21	FY22	FY23	FY24	YoY growth (FY21-FY22)	YoY growth (FY22-FY23)	YoY growth (FY23-FY24)	CAGR (FY24-29)	FY29P
Equity	11.3	13.6	19.2	22.0	31.2	41.5%	14.6%	42.2%	76.5
Debt	7.97	10.2	8.0	6.1	8.9	-21.3%	-23.5%	44.1%	14.8
Liquid Money	5.96	5.5	7.0	7.3	7.4	27.0%	3.7%	0.8%	10.9
ETFs	1.81	2.9	4.1	5.1	6.7	43.4%	23.4%	31.0%	18.0
Total	27.04	32.1	38.4	40.5	54.1	19.5%	5.6%	33.6%	120.3

Note: P: Projected; As per quarterly average AUM. Equity includes equity funds, ELSS, index funds, solution-oriented funds, and balanced funds. Debt funds include gilt, income, conservative hybrid, floater funds, and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/ money market includes liquid funds, overnight funds, and money market funds.

Source: AMFI, CRISIL MI&A

Growth of AUM to continue at CAGR 17%-18% between fiscal 2024 and fiscal 2029

In the long term, i.e., between fiscal 2024 and fiscal 2029, the overall industry's AUM is projected to sustain a high growth trajectory of 17-18% CAGR, reaching approximately Rs. 120 trillion. This growth in the mutual fund industry is expected to be driven by:

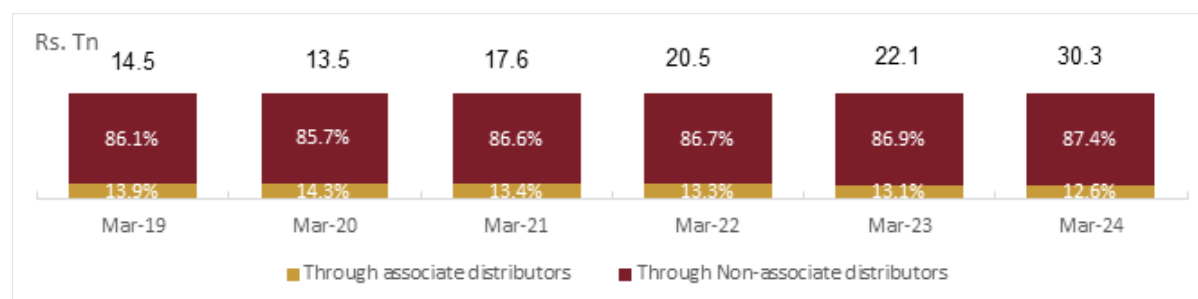
- Technological advancements, digitization and rising internet and smartphone penetration facilitating ease of investments and distribution of mutual funds
- Rising popularity of SIPs with majority of unique investors choosing SIP route for entering mutual funds market
- Rising inflows in thematic or sectoral mutual funds schemes with increased risk appetite of investors
- Higher disposable income and investable household surplus
- Increase in aggregate household and share of financial savings within the savings pie
- Deeper regional penetration as well as better awareness of mutual funds as an investment vehicle
- Perception of mutual funds as long-term wealth creators driven by 'Mutual Fund Sahi Hai' campaign

Investment & distribution channels

Share of non-associate distributor has shown improvement in overall MF AUM

The share of non-associate distributors in overall MF AUM witnessed an increase of ~1 percentage points over last 5 years. The share has improved to 87.4% as fiscal 2024 from 86.1% as of March 2019.

AUM derived through associate distributors posted a CAGR of 13.7% in between Mar-2019 to Mar-2024



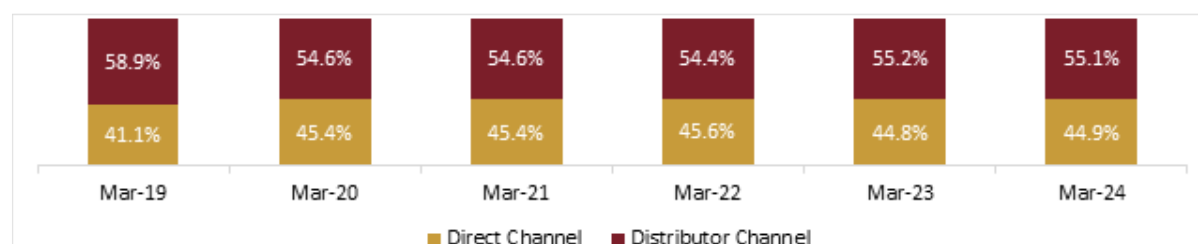
Note: Based on monthly average AUM, the value above chart refers to total AUM serviced by distributors

Source: AMFI, CRISIL MI&A

Regular plans account for 55% in overall Mutual Fund AUM

As of fiscal 2024, AUMs under direct plans now represent 44.9% of aggregate industry AUM, up from 41.1% share as of March 2019. While direct plans' share in retail has been increasing, regular plans still account for a 55% share of overall MF AUM and is expected to maintain its dominance owing to new investors gaining awareness about MFs and increased participation from B30 cities.

Direct plans gain traction, Regular plans continue to dominate mutual fund AUM



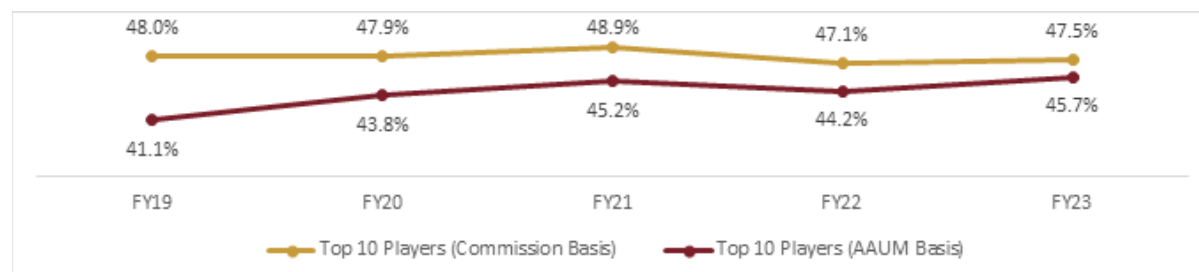
Note: Based on monthly average AUM

Source: AMFI, CRISIL MI&A

Top 10 mutual fund distributors account for close to 48% of industry commissions

Based on AMFI commission data, 1,783 distributors collected aggregate commissions of ₹ 120.71 billion on average AUM of ₹ 14.74 trillion in fiscal 2023. The top 10 distributors accounted for as much as 47.5% of total commissions for the industry as of fiscal 2023. Over the years, the share of these distributors in the commission has been increasing, indicating increasing gravitation of market shares towards distributors with a wider, well-entrenched network and offering ease of investing through the requisite technological platforms.

Trend in Market Share of Top 10 Players (Commission Paid and AAUM basis)



Note: Top 10 Players for FY23 on AAUM basis include SBI, NJ India Invest Pvt Ltd (“NJ India Invest”), HDFC Bank Limited (“HDFC Bank”), Axis Bank Limited (“Axis Bank”), ICICI Bank Limited (“ICICI Bank”), ICICI Securities Limited (“ICICI Securities”), Kotak Mahindra Bank Limited (“Kotak Mahindra Bank”), Prudent Corporate, HSBC, JB Wealth
Top 10 Players for FY23 on Commission basis include, NJ India Invest, SBI, Axis Bank, HDFC Bank, ICICI Securities, Prudent Corporate, ICICI Bank, Kotak Mahindra Bank, HSBC, Anand Rathi Wealth Services Limited (“Anand Rathi Wealth”)

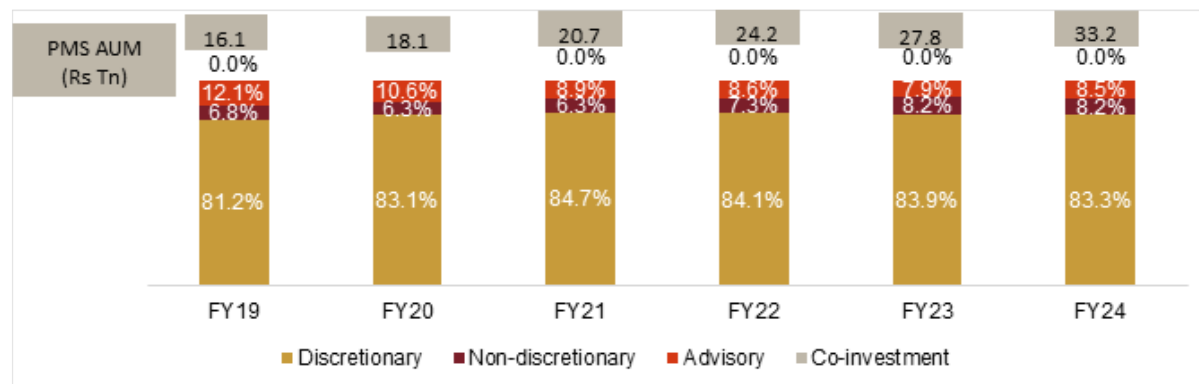
Source: AMFI, CRISIL MI&A

Portfolio Management Services in India

In India, Portfolio Management Services (PMS) are offered by AMCs, banks, brokerages, and independent investment managers. PMS is usually focused on customized 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. Over the last five years, the PMS industry has seen significant growth, with the market becoming more mature, increasing number of HNIs, greater need for customized asset allocation based on risk-return profiling, and growing awareness of PMS as a product. As of March 2024, the AUM of PMS asset managers stood at approximately Rs 33.2 trillion, reflecting a CAGR of 15.6% between Fiscal 2019 and Fiscal 2024. 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, and HNIs, etc.
- 3. Advisory PMS** – Advisory services are where managers advise clients about investing strategy.

PMS AUM grew at a CAGR of 15.6% between fiscal 2019 and fiscal 2024 and Discretionary PMS dominated the space with 83.3% share as of fiscal 2024



Source: SEBI, CRISIL MI&A

PMS AUM has been increasing from Rs 16.1 trillion in FY19 to Rs 33.2 trillion in FY24 clocking 15.6% CAGR between FY19 and FY24. If AUM of PMS vis-à-vis AUM of mutual fund is compared, it can be said that PMS has been gaining traction along with mutual funds.

Key Regulatory Changes – AIFs

Freedom for Category 1 and Category 2 AIFs to Create Encumbrances on Their Equity Stakes in Infrastructure Companies

Category 1 and Category 2 AIFs, which primarily invest in sectors like infrastructure, can now create encumbrances, such as pledges or lien, on their equity stakes in the infrastructure companies they invest in. This provision is intended specifically to secure loans taken out by these investee companies. This allowance is restricted to investee companies that are involved in development, operation or management of projects within the infrastructure sub sectors listed in Harmonized Master list of infrastructure sub sectors as issued by Government of India.

Mandatory Due Diligence Prior to Investments

SEBI released a consultation paper proposing stricter due diligence requirements for Alternative Investment Funds (AIFs), their managers, and the Key Management Personnel (KMP) of both the managers and AIFs. The proposal requires thorough due diligence on both investors and investments before each transaction. This measure is intended to prevent any attempts to bypass regulations set by financial sector regulators, fostering a more transparent and regulated investment environment.

Freedom for AIFs to Extend Their Schemes After Tenure Expiry to Manage Unliquidated Investments

Upon the expiry of an AIF's tenure (including any extensions), the AIF could opt for a dissolution period to manage unliquidated investments. This would be contingent on obtaining the affirmative consent of 75% of investors by value of their investment in the scheme, and this approval must be secured before the scheme's liquidation period expires. SEBI's Board has now approved this proposal, allowing AIFs to enter a dissolution period during which unsold, unliquidated investments can be retained within the same scheme.

Threats & Challenges for Capital Markets, broking industry, investment banking and mutual fund industry

The investment banking industry and institutional equities industry has been materially and adversely affected in the past by significant declines in the values of nearly all asset classes, by a serious lack of liquidity and by high levels of borrower defaults. For instance, the 2008 stock market crash was triggered by the collapse of the subprime mortgage market and the ensuing financial crisis, led to a severe global economic downturn across the globe. Major financial institutions faced huge losses due to exposure to toxic mortgage-backed securities, resulting in widespread bankruptcies and government bailouts. Major global and Indian stock indices, including the S&P 500 and Dow Jones Industrial Average, Sensex and NIFTY plummeted, erasing trillions in market value and eroding investor wealth. The crisis caused a deep recession, leading to significant job losses, reduced consumer spending, and prolonged economic instability.

Following are some of the key risks which may have negative impact on capital markets and therefore broking industry, investment banking and mutual fund industry.

Geopolitical Tensions and Risks

Escalating geopolitical conflicts have led to global economic uncertainty, impacting investor sentiment and causing volatility in the capital markets. Geopolitical tensions can disrupt global supply chains, affecting the profitability and performance of companies in various sectors. Trade tensions between US and China, Russia-Ukraine conflict, North Korea continued development and testing of nuclear weapons can significantly impact global supply chains and economic growth. These conflicts have caused disruptions in the energy market leading to higher prices.

Rising Interest rate and Debt Market attraction

Central banks raising interest rates to combat inflation can lead to higher borrowing costs, which may reduce corporate profits and consumer spending. Higher interest rates can make debt instruments more attractive compared to equities, potentially leading to a shift in investment preferences away from the stock market.

Impact on Equity Market Flows

Rising global interest rates and geopolitical risks can lead to capital flight as foreign investors seek safer or more attractive returns elsewhere. Changes in domestic policies, economic growth expectations, and inflation can influence DII investment strategies, impacting market liquidity.

Downturn or Volatility Affecting Retail Equity Flows

An economic downturn can lead to reduced corporate earnings, negatively affecting stock prices and overall market performance. High market volatility can deter retail investors, especially those who are risk-averse, leading to lower participation and liquidity in the market. These risks highlight the interconnectedness of global and domestic factors in shaping the dynamics of the Indian capital market.

Global Economic Slowdown

A slowdown in major economies, such as the United States, China, and the Eurozone, can reduce global demand for goods and services. This could adversely affect Indian exports and economic growth. It can lead to significant changes in commodity prices, impacting India's trade balance and corporate profitability, especially in sectors reliant on raw materials.

Technological Disruptions and Cybersecurity Risks

Rapid technological advancements can disrupt traditional industries, impacting corporate earnings and stock valuations in affected sectors. Increasing cyber threats and data breaches can lead to significant financial and reputational losses for companies, affecting their market performance. Even Indian financial services industry (including securities industry) is undergoing rapid and significant technological and other changes.

Speculative Trading

As per SEBI, around 70% of the investors are losing large proportion of household savings by investing money in speculative trading, especially for shorter period. In case of a market crash, retail investors would lose huge sums of money. Hence SEBI has introduced stricter norms for individual stocks that can launch F&O contracts. The company must be among the top 500 companies in terms of market capitalization and daily trading activity, and they must demonstrate sufficient liquidity to handle large trading volumes and transactions. SEBI may come up with regulations to restrict frequent trading in F&O contracts to protect investors.

Regulatory Changes

Increased regulatory compliance requirements, changes in tax slabs / structure, uncertainty or complexity in the tax regime would impact investments in the capital market. Modifications in capital gains can influence investment strategies. Higher capital gains tax on short term may deter frequent trading and force investors to look for long term investment opportunities.

Algorithmic Trading Regulations

Increasing heavy reliance on complex mathematical models to make high speed, high frequency trading common is growing in India. Retail investors who have limited knowledge are making use of the technique for short term gains which has led to increased market volatility and reduced market liquidity. SEBI has tightened regulations around algorithmic trading to curb market manipulation and ensure fair trading practices.

Higher transactions cost and lower liquidity

SEBI had introduced new margin requirements mandating upfront collections of margins for trading in equities and derivatives segments. Investors must deposit a certain percentage of trade value before executing the trade to ensure reduced volatility in the market. Higher margin requirements can deter small investors and traders from participating in the market potentially reducing trading volumes and liquidity. Higher transaction cost will make trading more expensive and less attractive for frequent traders.

Peer benchmarking

In this section, CRISIL MI&A has compared the financial and operating performances of brokerage and investment banking firms on a consolidated basis. Data has been obtained from publicly available sources, including annual reports and investor presentations of listed players, rating rationales, and/or company websites and other relevant documents published by the company.

Note: The peer set considered is an indicative and not exhaustive list of players present in Capital markets – investment banking and stock broking firms. For Peer benchmarking, CRISIL MI&A has considered the following players and nomenclature which has been used in further section of report is as follows:

- DAM Capital Advisors Ltd.: DAM Capital
- ICICI Securities Ltd: ICICI Securities
- IIFL Securities Ltd: IIFL Securities
- JM Financials Ltd: JM Financials
- Motilal Oswal Financial Services Limited: Motilal Oswal

Segment wise Revenue Split for peers (FY2024)

Players	Segment wise Revenue split	
	Segment Categories	Revenue Split (%)
DAM Capital	Investment Banking	67.2%
	Stock broking	28.3%
	Others	4.5%
ICICI Securities	Retail and Equities	43.7%
	Private wealth management	23.2%
	Distribution Revenue	10.6%
	Issuer services and advisory	4.8%
	Institutional equities	5.4%
	Other	12.2%
IIFL Securities	Retail Broking	29%
	Financial Product distribution	17%
	Institutional broking	17%
	Investment Banking	10%

Players	Segment wise Revenue split	
	Segment Categories	Revenue Split (%)
JM Financials	Others	27%
	Integrated investment bank	39.4%
	Mortgage Lending	30.5%
	Alternative and Distressed Credit	6.5%
	Asset Management, Wealth Management and Securities Business, (Platform AWS)	19.5%
	Others	4.1%
Motilal Oswal	Capital Market	47.3%
	Asset and Wealth management	26.6%
	Home Finance	7.5%
	Treasury Investment	18.5%
	Unallocated	0.0%

Note: The segment wise revenue % has been arrived at by taking proportion of the revenue from segment to sum of total revenue from all the segments. Inter-segmental revenue has not been considered for calculating the proportion.

Source: Company Annual reports, Quarterly investor presentations, CRISIL MI&A

It should be noted that DAM Capital is majorly into two areas and its Investment Banking segment contributed to 67.2% of its total income, which is the highest among the peers, the rest being contributed by stock broking segment (28.3%) and other income (4.5%). Other peers such as ICICI Securities had the highest revenue share coming from retail and equities, IIFL securities had the highest revenue share coming from retail broking, JM Financials had the highest revenue coming from Integrated services and investment banking followed by mortgage lending and Motilal Oswal had the highest revenue share coming from Capital market services and activities followed by asset and wealth management. Therefore, certain business segments of these peers are comparable.

DAM Capital is the fastest growing investment bank by revenue CAGR between Fiscals 2022 and 2024 among the peers considered

DAM Capital reported the highest growth in total income at a CAGR of 38.8% between FY22 and FY24 followed by IIFL Securities which registered 30.2% CAGR between FY22 and FY24. In FY24, DAM Capital had the highest fees and commission income as a percentage of total income of 95.5% among the peers considered. DAM Capital had the highest growth in EDITDA (CAGR 73.3% between FY22 and FY24) and the highest growth in PAT (CAGR of 79.4% between FY22 and FY24) followed by Motilal Oswal which registered CAGR 36.6% in PAT for the same period among the peers considered. DAM Capital reported a PAT of Rs 705.2 million registering a year-on-year growth of 712.8% in FY24.

Total Income (Rs million) for peers

Company	FY22	FY23	FY24	CAGR (FY22-24)
DAM Capital	945	850	1,820	38.8%
ICICI Securities	34,385	34,255	50,511	21.2%
IIFL Securities	13,164	13,704	22,313	30.2%
JM Financials	37,663	33,431	48,322	13.3%
Motilal Oswal	43,164	41,971	71,305	28.5%

Note: Values taken on consolidated basis

Source: Company Annual reports, CRISIL MI&A

Fees and Commission Revenue as percent of Total Income for peers

Company	FY22	FY23	FY24
DAM Capital	96.7%	95.9%	95.5%
ICICI Securities	77.2%	67.8%	64.7%
IIFL Securities	78.8%	82.6%	81.3%
JM Financials	21.7%	19.7%	22.7%
Motilal Oswal	60.4%	65.1%	50.8%

Note: NA: Not Available, Values taken on consolidated basis, Fees and Commission Revenue as percent of Total Income = Fees and commission revenue / Total Income for the fiscal year, For DAM Capital Fee and Commission Revenue has been taken as Revenue from operations.

Source: Company Annual reports, CRISIL MI&A

EBITDA for peers (Rs million)

Company	FY22	FY23	FY24	CAGR (FY22-24)
DAM Capital	342.7	183.4	1,030.2	73.4%
ICICI Securities	21,889.7	21,124.8	33,733.9	24.1%
IIFL Securities	5,670.9	4,832.6	9,444.1	29.0%
JM Financials	24,675.5	21,729.9	19,679.2	-10.7%
Motilal Oswal	21,388.4	18,964.6	41,286.0	38.9%

Note: Values taken on consolidated basis, EDITDA = Profit before Tax + Depreciation, Amortization and Impairment + Finance Costs

Source: Company Annual reports, CRISIL MI&A

Profit after Tax (PAT) for peers (Rs million)

Company	FY22	FY23	FY24	CAGR (FY22-24)
DAM Capital	219.0	86.8	705.2	79.4%
ICICI Securities	13,826.0	11,176.3	16,966.9	10.8%
IIFL Securities	3,058.3	2,498.1	5,133.5	29.6%
JM Financials	9,923.7	7,087.6	275.2	-83.3%
Motilal Oswal	13,107.3	9,328.2	24,456.2	36.6%

Source: Company Annual reports, CRISIL MI&A

DAM Capital has the highest profit margin in Fiscal 2024, among the peers considered

ICICI Securities reported the highest EBITDA margin of 66.8% in FY24 followed by Motilal Oswal with an EBITDA margin of 57.9% in FY24 among the peers considered. Further, DAM Capital recorded the highest profit margin of 38.7% in FY24 followed by Motilal Oswal and ICICI Securities with a profit margin of 34.3% and 33.6% respectively in FY24 among the peers considered.

EBITDA & Profit Margin for peers

Company	EBITDA margin			PAT margin		
	FY22	FY23	FY24	FY22	FY23	FY24
DAM Capital	36.3%	21.6%	56.6%	23.2%	10.2%	38.7%
ICICI Securities	63.7%	61.7%	66.8%	40.2%	32.6%	33.6%
IIFL Securities	43.1%	35.3%	42.3%	23.2%	18.2%	23.0%
JM Financials	65.6%	65.0%	40.7%	26.4%	21.1%	0.6%
Motilal Oswal	49.6%	45.2%	57.9%	30.4%	22.2%	34.3%

Note: Values taken on consolidated basis, EBITDA Margin = EBITDA / Total Income for the fiscal year and Profit Margin = Profit after Tax / Total Income for the fiscal year

Source: Company Annual reports, CRISIL MI&A

JM Financials has the lowest employee cost as % of revenue in FY24 followed by ICICI Securities. DAM Capital has the highest employee cost as % of revenue at 35.9% as of FY24.

Employee Costs as % of revenue for peers

Company	Employee cost as % of revenue		
	FY22	FY23	FY24
DAM Capital	51.0%	62.9%	35.9%
ICICI Securities	19.3%	20.4%	17.3%
IIFL Securities	24.6%	26.1%	20.5%
JM Financials	14.6%	18.6%	16.5%
Motilal Oswal	20.3%	24.0%	18.6%

Note: Values taken on consolidated basis, Employee Cost as % of Revenue = Employee Benefit Expenses / Total Income for the fiscal year

Source: Company Annual reports, CRISIL MI&A

DAM Capital reported the highest Return on Equity in FY24 among the peers considered

Among the peers considered, DAM Capital reported the highest return on equity of 54.7% in FY24 followed by ICICI securities with a return on equity of 50.1% in FY24.

Return on Equity for peers

Company	Return on equity		
	FY22	FY23	FY24
DAM Capital	28.5%	9.5%	54.7%
ICICI Securities	65.0%	42.3%	50.1%
IIFL Securities	28.5%	19.7%	32.7%
JM Financials	9.8%	6.5%	0.2%
Motilal Oswal	25.7%	15.6%	32.5%

Note: Values taken on consolidated basis, Return on Equity = Profit after tax / Average total equity; Average total equity = average of current and previous year's total equity

Source: Company Annual reports, CRISIL MI&A

Number of Employees for peers

Company	FY22	FY23	FY24
DAM Capital	92	100	111
ICICI Securities	4,094	4,494	5,413
IIFL Securities	2,254	1,579	1,486
JM Financials	3,259	2,405	4,000
Motilal Oswal	6,951	7,303	11,290

Note: Values taken on consolidated basis

Source: Company Annual reports, Websites, CRISIL MI&A

Revenue per employee for peers

Company	Revenue per employee (Rs million)		
	FY22	FY23	FY24
DAM Capital	10.27	8.50	16.40
ICICI Securities	8.40	7.62	9.33
IIFL Securities	5.84	8.68	15.02
JM Financials	11.55	13.90	12.08
Motilal Oswal	6.21	5.75	6.32

Note: Values taken on consolidated basis, Revenue per employee = Total Income for the fiscal year / Total number of employees
Source: Company Annual reports, CRISIL MI&A

Among the peers considered, DAM Capital had the highest revenue per employee in FY24 of Rs 16.40 million followed by IIFL Securities with a revenue per employee of Rs 15.02 million.

Market transactions by peers

Market Transactions (IPO, QIP, OFS, InVIT/ REITs, Rights Issue, Buyback, Open Offer)								
Peers	No. of Issues				Total Issue Amount (Rs billion)			
	FY22	FY23	FY24	Total	FY22	FY23	FY24	Total
DAM Capital	12	13	21	46	143	50	225	418
ICICI Securities	47	19	56	122	1,346	719	763	2,828
IIFL Securities	25	18	37	80	446	128	564	1,138
JM Financial	34	19	47	100	892	408	1,150	2,451
Motilal Oswal	11	8	14	33	103	21	118	242
TOTAL	129	77	175	381	2,930	1,327	2,821	7,078

Note: InvIT / ReIT includes QIP, OFS, Right Issue

Source: Prime Database, CRISIL MI&A

Number of stocks and sectors covered by Peers

Company	Number of Sectors Covered			Number of Stocks Covered		
	FY22	FY23	FY24	FY22	FY23	FY24
DAM Capital	19	20	19	128	153	168
ICICI Securities	30+	30+	30+	NA	89 of top 100 companies	89 of top 100 companies
IIFL Securities	21+	21+	20+	263+	262+	273+
JM Financials	NA	NA	NA	226	256	295
Motilal Oswal	20+	20+	20+	250+	250+	250+

Source: Company Annual reports, CRISIL MI&A

OUR BUSINESS

*Some of the information in this section, including information with respect to our business plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read “**Forward-Looking Statements**” on page 18 for a discussion of the risks and uncertainties related to those statements and also “**Risk Factors**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 28 and 244, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on or derived from our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus. For further information, see “**Restated Consolidated Financial Statements**” on page 193. Our financial year ends on March 31 of each year, so all references to a particular financial year or Fiscal are to the 12-month period ended March 31 of that year. Unless otherwise provided, all operational data included in this section has been calculated from the date of the share purchase agreement dated November 7, 2019, pursuant to which our Company was acquired by Dharmesh Anil Mehta and other investors (“**Acquisition**”). For details, see “**History and Certain Corporate Matters – Shareholders’ agreement and other key agreements**” on page 170.*

Unless the context otherwise requires, in this section, references to “we”, “us” and “our” are to DAM Capital Advisors Limited on a consolidated basis while references to “our Company” or “the Company”, are to DAM Capital Advisors Limited on a standalone basis.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “**Assessment of Investment Banking and Institutional Equities Industries in India**” dated August 2024 (the “**CRISIL Report**”) prepared and issued by CRISIL MI&A, appointed by us on July 12, 2024 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report is available on the website of our Company at <https://www.damcapital.in/static/investor-relation.aspx>. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information relevant for the proposed Offer, that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see “**Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company.**” on page 53. Also see, “**Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data**” on page 14.*

OVERVIEW

DAM Capital is the fastest growing investment bank in India by revenue CAGR from Fiscals 2022 to 2024 with the highest profit margin in Fiscal 2024, among the peers considered (*Source: CRISIL Report*). We are one of the leading investment banks in India with a market share of 12.1% based on the number of initial public offerings and qualified institutional placements undertaken by us as the book running lead manager in Fiscal 2024 (*Source: CRISIL Report*). We provide a wide range of financial solutions in areas of (i) investment banking comprising equity capital markets (“**ECM**”), mergers and acquisitions (“**M&A**”), private equity (“**PE**”), and structured finance advisory; and (ii) institutional equities comprising broking and research.

We focus on the Indian capital markets, one of the most dynamic and high growth organised markets in the world (*Source: CRISIL Report*). We leverage our deep domain knowledge across sectors and products combined with vast experience of our team to provide strategic advisory and capital markets solutions to our diverse and marquee clientele including corporates, financial sponsors, institutional investors and family offices. From the date of the Acquisition till July 31, 2024, we have successfully executed 67 ECM transactions comprising 26 initial public offerings (“**IPOs**”), 15 qualified institutions placements (“**QIPs**”), 5 offer for sale (“**OFS**”), 6 preferential issues, 3 rights issues (“**Rights Issues**”), 7 buybacks (“**Buybacks**”), 4 open offers (“**Open Offers**”) and 1 initial public offer of units by a real estate investment trust (“**REIT**”). We have also advised on 20 advisory transactions including M&A advisory, private equity advisory and structured finance advisory and have also executed block trades since the Acquisition till July 31, 2024. The institutional equities business, as of July 31, 2024, comprises of 27 employees in research and 33 employees in our broking team. They service 257 active clients including registered FPIs spread across geographies such as India, USA, UK, Europe, Hong Kong, Singapore, Australia, Taiwan, South Korea, Middle East and South Africa.

Under the leadership of Dharmesh Anil Mehta, a veteran investment banker with over 25 years of work experience, our Company has achieved rapid growth with the total income being ₹1,820.00 million, ₹850.41 million and ₹945.08 million for Fiscals 2024, 2023 and 2022, respectively, representing 38.77% CAGR over the same period. Our profit after tax was ₹705.23 million, ₹86.74 million and ₹218.98 million for Fiscals 2024, 2023 and 2022, respectively, representing a 79.46% CAGR over the same period. Our Company has declared a dividend of ₹35.34 million, ₹14.14 million and ₹21.21 million to our shareholders during Fiscals 2024, 2023 and 2022, respectively. We have achieved this growth by capitalising on strong relationships with our clients and our execution capabilities, successfully completing various landmark transactions, while navigating through market volatility.

India is projected to almost double its nominal GDP by Fiscal 2030 (*Source: CRISIL Report*). In Fiscal 2024, the equity markets in India have achieved record levels in terms of market capitalisation of listed companies and the benchmark index performance (*Source: CRISIL Report*). India’s market capitalisation rose by a strong 52% year-on-year to ₹394 trillion as of March 31, 2024, marking it the second highest growth in a year in the last 14 years (*Source: CRISIL Report*). DAM Capital is strategically positioned to capitalize on India’s growth story. By leveraging our deep

industry expertise, robust research capabilities, and large investor distribution network in our institutional equities business, we provide tailored solutions to our clients. Our client retention demonstrates our personalized, solution-oriented approach and our proven execution capabilities.

Our intellectual capital is the cornerstone of our success, which allows us to be well-informed about market opportunities and adapt our business strategies efficiently. As on July 31, 2024, we had a team of 115 employees across businesses comprising seasoned personnel with experience in executing transactions across product lines and sectors. Our senior team is extensively involved in building client relationships and structuring and executing our clients' transactions. Our team has an average of over 16.4 years of work experience with 54 of 115 employees having over 18 years of work experience.

We are backed by marquee investors with varied backgrounds and a diverse board of directors. Our board of directors comprises industry leaders, financial experts and thought leaders from different sectors. Their combined expertise contributes to our strategic decision-making, fosters innovation and ensures strengthened governance.

Our wholly-owned Subsidiary, DAM Capital (USA) Inc. (“**DAM USA**”) is incorporated in New York, USA and is registered as a Broker-Dealer with Securities and Exchange Commission (“**SEC**”) and a member of Financial Industry Regulatory Authority (“**FINRA**”) and Securities Investor Protection Corporation (“**SIPC**”). Through our Chaperoning Arrangement with DAM USA, we are able to broaden our access to serve clients in the United States of America and offer Rule 144A issuances of Indian companies to institutional investors in the United States of America.

The following table highlights certain of our financial and operational metrics as of the dates and for the years/ periods indicated:

Particulars ⁽¹⁾	<i>(in ₹ million, unless otherwise indicated)</i>		
	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial performance indicators			
Total Income ⁽²⁾	1,820.00	850.41	945.08
Investment Banking Revenue as a % of Total Income ⁽³⁾	67.24%	60.01%	64.01%
Broking Revenue as a % of Total Income ⁽³⁾	28.27%	35.75%	32.65%
Revenue per Employee ⁽⁴⁾	16.40	8.50	10.27
Employee cost as % of Total Income ⁽⁵⁾	35.90%	62.92%	51.04%
Profit After Tax	705.23	86.74	218.98
PAT Margin ⁽⁶⁾	38.75%	10.20%	23.17%
Return on Equity ⁽⁷⁾	54.72%	9.47%	28.53%
Operating performance indicators			
Total Number of Employees	111	100	92
Capital Market Issuances	21	13	12
Number of Stocks Covered by Research	168	153	128
Number of Sectors Covered by Research	19	20	19

Notes:

⁽¹⁾ Data is taken on a consolidated basis

⁽²⁾ For our Company, for calculating Broking Revenue % and Investment Banking Revenue %:(a) Investment Banking Revenue includes Investment Banking segment; (b) Broking Revenue includes stock broking segment as per the segment reporting in restated financials

⁽³⁾ Investment Banking Revenue %, Broking Revenue % and other income revenue % has been calculated based on 'Total Income'

⁽⁴⁾ Revenue / employee is calculated as total income / number of employees

⁽⁵⁾ Employee cost as % of total income is calculated as employee benefit expense / total income

⁽⁶⁾ PAT Margin is calculated as PAT / total income

⁽⁷⁾ Return on Equity is calculated as PAT / average total equity

Our history

We commenced our operations in the securities market in 1993 as S.S. Kantilal Ishwarlal Sharebrokers and Investors Private Limited. In 1994, we rebranded and operated under the name S.S. Kantilal Ishwarlal Securities Private Limited (“**SSKIPL**”). In 2006, Infrastructure Development Finance Company (“**IDFC**”) commenced the acquisition of SSKIPL which culminated in 2008. In 2019, IDFC group divested its entire stake, which was acquired by Dharmesh Anil Mehta and other investors. Subsequently, in July 2020, our name was changed to DAM Capital Advisors Limited.

STRENGTHS

Fastest-growing investment bank in India

DAM Capital is the fastest growing investment bank in India by revenue CAGR from Fiscals 2022 to 2024 with the highest profit margin in Fiscal 2024, among the peers considered (*Source: CRISIL Report*). We are one of the leading investment banks in India based on the number of initial public offerings and qualified institutional placements undertaken by us as the book running lead manager in Fiscal 2024. In Fiscal 2024, we were book running lead managers to 17 IPOs and QIPs, which represented 12.1% market share in the IPO and QIP transactions in India (*Source: CRISIL Report*). Since the Acquisition, we have consistently improved our market share from 8.2% in Fiscal 2021 to 12.1% in Fiscal 2024 in terms of the number of IPOs and QIPs undertaken as book running lead manager (*Source: CRISIL Report*).

The table below sets forth the number of equity offerings and corresponding amounts raised in transactions where we acted as a book running lead manager for the periods indicated:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Number of transactions	Aggregate amount raised (₹ in millions)	Number of transactions	Aggregate amount raised (₹ in millions)	Number of transactions	Aggregate amount raised (₹ in millions)
IPO's	9	87,066.80	4	32,735.50	8	136,678.70
QIP's	8	100,593.60	1	4,750.00	-	-
OFS	1	21,158.60	2	2,997.80	-	-
Rights issue	-	-	1	3,435.60	1	4,000.00
Buyback	2	2,850.00	4	5,785.50	1	2,000.00
Open offer	1	13,430.50	1	385.60	2	620.80
Preferential issue	1	2,000.00	1	570.00	1	2,980.00

From the Acquisition till July 31, 2024, we have advised on 67 equity transactions as set forth below:

Sr. No.	Name of the company	Issue Size (in ₹ millions)
Initial public offerings		
1.	Mazagon Dock Shipbuilders Limited	4,436.90
2.	Indian Railway Finance Corp. Limited*	46,333.80
3.	Laxmi Organic Industries Limited	6,000.00
4.	Glenmark Life Sciences Limited	15,136.00
5.	Krsnaa Diagnostics Limited	12,133.30
6.	Windlas Biotech Limited	4,015.40
7.	Go Fashion (India) Limited	10,136.10
8.	Star Health and Allied Insurance Company Limited	60,186.80
9.	C.E. Info Systems Limited	10,396.10
10.	Metro Brands Limited	13,675.10
11.	CMS Info Systems Limited	11,000.00
12.	Syrma SGS Technology Limited*	8,401.30
13.	Kaynes Technology India Limited*	8,578.20
14.	Inox Green Energy Services Limited	7,400.00
15.	Uniparts India Limited	8,356.10
16.	Avalon Technologies Limited	8,650.00
17.	Rishabh Instruments Limited*	4,907.80
18.	Yatra Online Limited	7,750.00
19.	JSW Infrastructure Limited	28,000.00
20.	ESAF Small Finance Bank Limited	4,630.00
21.	Credo Brands Marketing Limited*	5,497.80
22.	Epack Durable Limited	6,400.50
23.	Capital Small Finance Bank Limited	5,230.70
24.	Entero Healthcare Solutions Limited	16,000.00
25.	Le Travenues Technology Limited	7,401.00
26.	Bansal Wire Industries Limited	7,450.00
Real estate investment trust		
1.	Mindspace Business Parks REIT	45,000.00
Qualified institutions placement		
1.	RBL Bank Limited	20,252.70
2.	Avenue Supermarts Limited	40,980.00
3.	JM Financial Limited*	7,700.00
4.	Indiabulls Housing Finance Limited	6,828.70
5.	Ujjivan Small Finance Bank Limited	4,750.00
6.	Laxmi Organic Industries Limited*	2,591.20
7.	Bank of India	45,000.00
8.	Sterling and Wilson Renewable Energy Limited	15,000.00
9.	Kaynes Technology India Limited*	14,000.00
10.	Anant Raj Limited^	5,000.00
11.	DCX Systems Limited^	5,000.00
12.	Valor Estate Limited (earlier known as D B Realty Limited)*	9,202.00
13.	Wockhardt Limited^	4,800.40
14.	Aurionpro Solutions Limited^	3,777.30
15.	Shilpa Medicare Limited^	5,000.00
Offer for sale		
1.	Avenue Supermarts Limited	34,277.20
2.	Steel Authority of India Limited	27,204.70
3.	Sterling and Wilson Renewable Energy Limited	967.90
4.	Sterling and Wilson Renewable Energy Limited	2,029.90
5.	NLC India Limited	21,158.60
Preferential issues		
1.	RBL Bank Limited	6,758.00
2.	RBL Bank Limited	15,660.00
3.	Shilpa Medicare Limited	2,980.00
4.	UFO Moviez India Limited	970.00
5.	Singer India Limited	570.00
6.	Aurionpro Solutions Limited	2,000.00
Rights issue		
1.	Reliance Industries Limited	531,242.00
2.	Kesoram Industries Limited^	4,000.00

Sr. No.	Name of the company	Issue Size (in ₹ millions)
3.	Aurum Proptech Limited^	3,435.60
Buyback		
1.	Welspun India Limited	2,000.00
2.	CARE Ratings Limited	1,219.50
3.	Jenburkt Pharmaceuticals Limited	116.00
4.	Welspun Enterprises Limited	2,350.00
5.	Natco Pharma Limited	2,100.00
6.	Welspun India Limited	1,950.00
7.	SIS Limited	900.00
Open offer		
1.	Majesco Limited	573.20
2.	HG Industries Limited	47.70
3.	Lotus Chocolate Co. Limited	385.60
4.	Glenmark Life Sciences Limited	13,430.50

Source: Prime Database

* Left lead book running lead manager

^ Sole book running lead manager / lead manager

From the Acquisition till July 31, 2024, some of our notable M&A and PE transactions are set forth below:

Sr. No.	Period	Transaction description
M&A and PE advisory		
1.	January 2022; February 2022	Financial advisor to Shapoorji Pallonji and Company Private Limited on the sale of 40% stake in Sterling and Wilson Renewable Energy Limited to Reliance New Energy Solar Limited, a wholly-owned subsidiary of Reliance Industries Limited, through a combination of primary investment, secondary purchase and open offer, aggregating to ₹28,450 million
2.	February 2024	Advisor to Nirma Limited on the acquisition of 75% stake in Glenmark Life Sciences by the Nirma group
3.	April 2022	Co-advisor for the fund raise of USD 200 million secured by Sun King (Greenlight Planet Inc) from a global private equity fund
4.	July 2022	Advisor to Forbes & Company Limited on sale of its entire shareholding in Forbes Facility Services Private Limited to SILA Solutions Private Limited

Proven execution with in-depth understanding of sectors and products

We have 38 employees in our investment banking team, with 9 employees having over 18 years of work experience. Our understanding and expertise across sectors and products enable us to identify niche sub-sectors and product opportunities early. Early market insights enable us to pitch appropriate products to our clients. Further, our deep sector understanding allows us to identify unique stories which we are able to bring to the market.

We have consummated transactions across sectors including pharmaceuticals, infrastructure, manufacturing, retail, technology, financial services and healthcare. From the Acquisition till July 31, 2024, the following table sets out our transactions undertaken in different sectors:

Sr. No.	Sector ⁽¹⁾	Company ⁽²⁾	Product ⁽²⁾	Issue amount ⁽²⁾ (in ₹ millions)	Number of key transactions in the sector
1	Pharmaceuticals and Biotechnology	Glenmark Life Sciences Limited	IPO	15,136.00	8
		Windlas Biotech Limited	IPO	4,015.40	
		Shilpa Medicare Limited	QIP	5,000.00	
		Wockhardt Limited	QIP	4,800.40	
		Shilpa Medicare Limited	Preferential Issue	2,980.00	
		Natco Pharma Limited	Buyback	2,100.00	
		Jenburkt Pharmaceuticals Limited	Buyback	116	
		Glenmark Life Sciences Limited	Open Offer	13,430.50	
2	Banks	Capital Small Finance Bank Limited	IPO	5,230.70	7
		ESAF Small Finance Bank Limited	IPO	4,630.00	
		Bank of India	QIP	45,000.00	
		RBL Bank Limited	QIP	20,252.70	
		Ujjivan Small Finance Bank Limited	QIP	4,750.00	
		RBL Bank Limited	Preferential Issue	15,660.00	
		RBL Bank Limited	Preferential Issue	6,758.00	
3	Retail	Entero Healthcare Solutions Limited	IPO	16,000.00	5
		Go Fashion (India) Limited	IPO	10,136.10	
		Credo Brands Marketing Limited	IPO	5,497.80	
		Avenue Supermarts Limited	QIP	40,980.00	
		Avenue Supermarts Limited	OFS	34,277.20	
4	Construction	Sterling and Wilson Renewable Energy Limited	QIP	15,000.00	4
		Sterling and Wilson Renewable Energy Limited	OFS	2,029.90	
		Sterling and Wilson Renewable Energy Limited	OFS	967.9	
		Welspun Enterprises Limited	Buyback	2,350.00	

Sr. No.	Sector ⁽¹⁾	Company ⁽²⁾	Product ⁽²⁾	Issue amount ⁽²⁾ (in ₹ millions)	Number of key transactions in the sector
5	Industrial manufacturing	Kaynes Technology India Limited	IPO	8,578.20	4
		Syrma SGS Technology Limited	IPO	8,401.30	
		Mazagon Dock Shipbuilders Limited	IPO	4,436.90	
		Kaynes Technology India Limited	QIP	14,000.00	
6	Finance	Indian Railway Finance Corp. Limited	IPO	46,333.80	3
		JM Financial Limited	QIP	7,700.00	
		Indiabulls Housing Finance Limited	QIP	6,828.70	
8	IT - Software	C.E. Info Systems Limited	IPO	10,396.10	3
		Aurionpro Solutions Limited	QIP	3,777.30	
		Aurionpro Solutions Limited	Preferential Issue	2,000.00	
9	Realty	Mindspace Business Parks REIT	REIT	45,000.00	3
		Valor Estate Limited (<i>earlier known as D B Realty Limited</i>)	QIP	9,202.00	
		Anant Raj Limited	QIP	5,000.00	
10	Consumer durables	Metro Brands Limited	IPO	13,675.10	3
		Epac Durable Limited	IPO	6,400.50	
		Singer India Limited	Preferential Issue	570	
11	Commercial services and supplies	CMS Info Systems Limited	IPO	11,000.00	2
		SIS Limited	Buyback	900	
12	Chemicals and petrochemicals	Laxmi Organic Industries Limited	IPO	6,000.00	2
		Laxmi Organic Industries Limited	QIP	2,591.20	
13	Leisure services	Yatra Online Limited	IPO	7,750.00	2
		Le Travenues Technology Limited	IPO	7,401.00	
14	Electrical equipment	Avalon Technologies Limited	IPO	8,650.00	2
		Rishabh Instruments Limited	IPO	4,907.80	

⁽¹⁾ Sector classification as per BSE industry group classification

⁽²⁾ Source: Prime Database

We have executed 5 QIPs as a sole lead manager, demonstrating our ability to lead transactions. Further, depending on market conditions, we also focus on specialized products such as buybacks, delisting and open offers, enabling us to adapt with the evolving needs of the corporates, promoters or investors.

Institutional equities platform with comprehensive research and execution capabilities

Our institutional equities platform is characterized by its comprehensive research and an experienced sales and trading team, providing services to our clientele across investor categories. The key aspects of our institutional equities platform are as follows:

Research: Our research coverage includes fundamental research, macro-economic research and differentiated products such as thematic research, weekly insights and research as per client's requirements.

Sales: Our sales team covers geographies including India, USA, UK, Europe, Hong Kong, Singapore, Australia, Taiwan, South Korea, Middle East and South Africa. Based on the deep understanding of client needs and investment philosophy, our sales team does targeted and customised marketing of research products and also helps clients with corporate and lateral access, as well as data analysis.

Sales trading: Our sales trading team has execution abilities across cash segment including blocks and derivatives segment.

One of our key strengths is to facilitate investor interactions and liaise between corporates and investors through conferences, roadshows and expert calls. We have organized events and conferences in emerging sectors such as data centres, semiconductors and smart meters.

The relationship with our clients is built based on services provided by us which includes research services, corporate access, conferences and execution services. Most of the clients have internal rating systems with sell-side intermediaries they work with. The ratings are compiled basis all the above services mentioned – votes are given to analysts covering specific sectors, salespersons, sales traders, and corporate access including events. Many clients may or may not share a formal voting result of such ratings. Basis this voting, clients allocate the quantum of brokerage to be distributed amongst different intermediaries.

Our stock broking revenues have increased from ₹308.60 million to ₹514.60 million from Fiscal 2022 to Fiscal 2024. Our top 10 client concentration in broking has reduced from 45.09% in Fiscal 2022 to 36.44% in Fiscal 2024.

Extensive coverage of corporates, financial sponsors and institutional investors, with repeat business

We have long-standing relationships with institutional investors, financial sponsors, corporates and family offices as a result of our experienced team and consistent coverage of clients, many of whom have provided us with repeat business. We develop and maintain long-term relationships with our clients and are dedicated to providing them with a comprehensive range of products and services. This helps us successfully navigate through periods of market volatility.

Our industry expertise and deep relationships across the ecosystem enable us to provide a range of offerings across the investment banking spectrum. Our ability to operate across product segments results in client retention as we can offer tailored solutions to fulfil the client’s requirements across their lifecycle.

We aim to foster repeat business by establishing long-term relationships with our clients by becoming strategic partners as opposed to being solely transaction focused. We are also committed to developing new client relationships, and we maintain an active dialogue with a large number of potential clients, as well as with their financial and legal advisors, on an ongoing basis. Our business development efforts are designed to penetrate new markets, enhance our senior team with professionals who bring valuable client relationships and leverage our extensive network of senior executives, board members, attorneys, and other key stakeholders.

Set forth below is an illustrative table showcasing the repeat transactions undertaken by us:

Sr. No.	Client	Nature of transactions	Number of transactions with the same group
1.	Reliance Industries Limited	<ul style="list-style-type: none"> ₹531,242.00 million Rights Issue in Fiscal 2021 	2
	Reliance Consumer Products Limited	<ul style="list-style-type: none"> ₹386 million Open Offer of Lotus Chocolate Co. Limited in Fiscal 2023 	
2.	Shapoorji Pallonji Group including Sterling and Wilson Renewable Energy Limited	<ul style="list-style-type: none"> Two OFS aggregating to ₹2,997.80 million in Fiscal 2023 ₹15,000.00 million QIP in Fiscal 2024 Two M&A transactions in Fiscals 2021 and 2022 	5
3.	RBL Bank Limited	<ul style="list-style-type: none"> ₹20,252.70 million QIP in Fiscal 2020 ₹6,758.0 million Preferential Issue in Fiscal 2020 ₹15,660.00 million Preferential Issue in Fiscal 2021 	3
4.	Kaynes Technology India Limited	<ul style="list-style-type: none"> ₹8,578.20 million IPO in Fiscal 2023 ₹14,000.00 million QIP in Fiscal 2024 	2
5.	Laxmi Organic Industries Limited	<ul style="list-style-type: none"> ₹6,000.00 million IPO in Fiscal 2021 ₹2,591.20 million QIP in Fiscal 2024 	2
6.	Shilpa Medicare Limited	<ul style="list-style-type: none"> ₹2,980.00 million preferential issue in Fiscal 2022 ₹5,000.00 million QIP in Fiscal 2025 	2

Our relationships with financial sponsors provide us with a large funnel of transactions in the listed and unlisted segments. Our strategic financial sponsor relationships are expected to continue growth, as multiple companies which were PE funded took an IPO route in past few years. Some of these companies which were PE funded and got listed are Dodla Dairy, Mrs Bector Food Specialities, Five-star Business Finance, Rishabh Instruments, Le Travenues Technology (ixigo), Entero Healthcare Solutions, Honasa Consumer (Mamaearth), etc. (Source: CRISIL Report).

The testimonials of our clients set forth below illustrate the value proposition we offer to our clients:

Sr. No.	Client	Nature of transaction	Testimonials
1.	C.E. Infosystems Limited	IPO	<p>“We are extremely pleased to have DAM Capital as one of our lead bankers on our maiden journey in the capital markets. What stood out for me was the personal attention and guidance of the leadership team throughout the journey and the conversion of marquee investors early in the process drove the momentum for the entire deal. We certainly look forward to a long-term relationship with DAM Capital.”</p> <p>- Rakesh Verma, Chairman and Managing Director</p>
2.	CMS Info Systems Limited	IPO	<p>“We are delighted to have DAM Capital as our partner in the IPO journey. The DAM team differentiated itself through its ownership and commitment, including from its senior management, throughout the IPO process resulting in superior outcome and execution. We look forward to working with DAM Capital in our next phase of growth”</p> <p>- Rajiv Kaul, Executive Vice Chairman, Whole Time Director & CEO</p>
3.	Entero Solutions Limited	Healthcare IPO	<p>“Our company's listing as the youngest on the stock exchanges is a proud moment for us. We appreciate the guidance and contribution of DAM Capital and especially its senior management in the whole IPO process.”</p> <p>- Prabhat Agrawal, Promoter, MD and CEO</p>
4.	Go Fashion Limited	(India) IPO	<p>“We are very pleased to have DAM Capital as one of our bankers in our new journey that we have embarked on. We thank the entire team for the support provided during the entire IPO process. As a promoter, what I really liked was the personal attention of the</p>

Sr. No.	Client	Nature of transaction	Testimonials
			<p>leadership team, their hands on approach to supporting us throughout investor interactions and your ability to get marquee investors for us. We certainly would like to continue with this relationship and look forward for a long-term and enduring relationship with DAM Capital.”</p> <p>– Gautam Saraogi, Executive Director and Chief Executive Officer</p>
5.	JSW Limited	Infrastructure IPO	<p>“After 13 years, JSW group has tapped the capital markets. We are thrilled with the response we have received across investor categories and one the best responses for any Port or Infra IPO. This would not have been possible without the support and efforts of the DAM Capital team. The entire team right from leadership to junior most person was available whenever we wanted. Their guidance and critical inputs at every stage of the IPO has been invaluable. We look forward to engaging with the DAM team in future deals.”</p> <p>– Arun Maheshwari, Joint Managing Director and CEO – Lalit Singhvi, Whole Time Director and CFO</p>
6.	Kaynes Limited	Technology IPO	<p>“The DAM Capital team has led the transaction at every stage, and we would like to thank them for their leadership, execution and ability to convert key cornerstone investors. The ownership displayed by the leadership during the regulatory, marketing and execution stage has been key to achieving this milestone for our company.”</p> <p>– Ramesh Kunhikannan, Promoter & Managing Director</p>
7.	Le Travenues Limited	Technology IPO	<p>“The team at DAM puts their heart and soul into every deal and Dharmesh Mehta himself with his depth of experience is passionately involved in transactions. The team upholds the highest standards of professionalism, and we highly recommend them to our fellow entrepreneurs on their listing journey.”</p> <p>– Alope Bajpai, CMD & Group CEO – Rajnish Kumar, Director & Group Co-CEO – Saurabh Devendra Singh, Group CFO</p>
8.	Syrma Limited	SGS Technology IPO	<p>“The DAM Capital team has passionately led the transaction at every stage, and we would like to thank them for their leadership, effective execution, and their ability to overcome challenges amidst extremely volatile market conditions and assisting the company to achieve a key milestone.”</p> <p>– Sandeep Tandon, Promoter & Executive Chairman</p>
9.	Anant Raj Limited	QIP	<p>“DAM Capital's commitment to client success and unwavering dedication from the leadership team make them a standout choice. What impressed us the most was their ability to navigate the complexities of the market, offering sound advice and ensuring the deal was completed in tight timelines. We highly recommend DAM Capital to anyone seeking a trustworthy and proficient Investment Banking partner. We Look forward to continuing our successful partnership.”</p> <p>– Amit Sarin, Managing Director</p>
10.	Kaynes Limited	Technology India QIP	<p>“Thanks to the entire DAM Capital team for the contribution in successfully completing the QIP. We would like to commend the efforts and contributions from every team member of the Sales, ECM team, and the stellar leadership of Mr. Mehta for a successful conclusion. We are always very appreciative of your team for their sincerity & efforts in the fund-raise process which had to be concluded in a very short time frame. We would like to make a special mention of the Corporate Finance team for their efforts in closing the document on time during the IPO & in this QIP. Our appointment of DAM Capital as our left lead BRLM for this QIP was mainly based on, among other things, our internal assessment of the corporate finance team as being excellent. We look forward to continued collaboration & achieving even greater heights together.”</p> <p>– Ramesh Kunhikannan, Promoter & MD – Jairam P. Sampath, Chief Financial Officer</p>
11.	Laxmi Organic Limited	Industries QIP	<p>“It was a pleasure working with the DAM team for Laxmi Organic Industries Ltd. (LOIL) recent QIP fund raise. DAM team's expertise on the regulatory requirements and ability to guide on the same were key to the transaction. The QIP fund raise was another milestone for</p>

Sr. No.	Client	Nature of transaction	Testimonials
			<p>LOIL, and we are thankful to DAM for their contribution in its successful closure.”</p> <p>– Rajan Venkatesh, Managing Director and CEO</p>
12.	Shilpa Medicare Limited	QIP	<p>“We are extremely pleased with the efforts put in by the DAM Capital team in successfully executing our QIP. Their market intelligence and insight were critical to achieving this milestone and ensuring a smooth fundraising process. We look forward to partnering with the DAM team in our future endeavours.”</p> <p>– Vishnukant Bhutada, Managing Director</p>
13.	Sterling and Renewable Limited	Wilson Energy QIP	<p>“It was a pleasure working with the DAM Team on our QIP Fund Raise. Their ability to convert key cornerstone investors and their guidance has been key to our success. The fund raise is another milestone, and we are thankful to DAM for their contribution in its successful closure. We look forward to partnering with them in our future endeavours.”</p> <p>- Khurshed Daruvala, Chairman and Non-Executive Director</p>
14.	Wockhardt Limited	QIP	<p>“Thanks to DAM Capital, we achieved a timely success in the equity raise, crucial for business growth and NCE development. They were instrumental in understanding our business and positioning us with the right set of investors.”</p> <p>- Deepak Madnani, Chief Financial Officer</p>

Experienced management and professionals, backed by a majority independent board

Our intellectual capital comprises industry veterans who have a combination of industry expertise, capital market experience, product knowledge and regulatory understanding. This forms a key part of our business and is critical for our success. We endeavour to attract, cultivate, nurture and retain talent to build and strengthen our core competitive strengths. The quality of our management team has been a key distinguishing factor and the driving force behind our success and growth.

We have an experienced executive team comprising senior industry leaders with deep domain expertise. Our management team is led by our Promoter, Dharmesh Anil Mehta, with over 25 years of work experience. He has built strong corporate and investor relationships and has been a part of a number of marquee transactions in India.

We have successfully recruited and retained talented employees from a variety of backgrounds such as commerce, finance, engineering, humanities and economics. As of July 31, 2024, we have 115 employees who are responsible for executing our business strategy, managing our service areas, diversifying our product and sector mix, and expanding our client relationships. Of these, 47% have over 18 years of experience.

We have a distinguished Board comprising industry professionals. We have 4 independent Directors (including an Independent Chairperson), 1 Non-Executive Director and 2 Executive Directors. Our Directors add to the diversity of our experience and strategic insight which ensures our steadfast focus on creating shareholder value.

Our management’s technical understanding, leadership skills and market insights provide us with a competitive advantage which help us implement our business strategies. Our employees have experience in investment banking, research, equity sales, trading and investment advisory services. They also effectively market our services and develop and maintain relationships with clients and various stakeholders including intermediaries. Furthermore, we also have an ESOP Scheme to reward our employees for their association, retention, dedication and contribution to the goals of the Company. For further information relating to our management, see “**Our Management**” on page 174.

Strong track record of revenue growth and profitability

DAM Capital is the fastest growing investment bank in India by revenue CAGR from Fiscals 2022 to 2024 with the highest profit margin in Fiscal 2024, among the peers considered (*Source: CRISIL Report*).

Our total income and profit for the year increased from ₹945.08 million and ₹218.98 million, respectively, in Fiscal 2022 to ₹1,820.00 million and ₹705.23 million in Fiscal 2024 respectively, representing a CAGR of 38.77% and 79.46%, respectively. Our profit after tax margin and our return on equity are set forth below.

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
PAT Margin ⁽¹⁾	38.75%	10.20%	23.17%
Return on Equity ⁽²⁾	54.72%	9.47%	28.53%

Notes:

⁽¹⁾ PAT Margin is calculated as PAT / total income

⁽²⁾ Return on Equity is calculated as PAT / average total equity

STRATEGIES

Strengthen our competitive position in existing lines of business

For our investment banking business, our future growth might be an outcome of expanding products, our client base and average transaction value. Our competitive position is a consequence of our focused effort to increase the number of transactions and target high value transactions. To achieve this, we intend to broaden our coverage through a focused, relationship-driven approach that deepens our connections with key industry players and financial sponsors.

Additionally, we plan to expand the breadth of our industry expertise by continuously enhancing our knowledge across various sectors. This will allow us to better serve our clients by offering specialized insights and solutions that align with their unique needs. To further strengthen our market position, we will add new products to our existing portfolio such as InvITs, offshore listings, venture capital fundraising, cross-border M&A and debt capital markets, ensuring that we remain at the forefront of industry trends.

For the institutional equities business, we will continue to focus on advising our clients by showcasing attractive investment opportunities in emerging themes. Further, we aim to penetrate deeper with our existing clients and grow our market share among large investors by providing enhanced value through research, identifying and capturing white spaces in the coverage universe of our peers, and delivering tailored insights.

Enhance our investment banking platform

For our investment banking business, we plan to leverage our comprehensive capabilities to meet our clients' funding needs and increase our share of client business.

We intend to continue to build new relationships and strengthen existing relationships with our corporate and institutional clients by focused coverage activities. As part of this strategy, we endeavour to conduct industry teach-ins and seminars to showcase our knowledge and insights. These events are designed to engage our network of clients, highlight our expertise, and attract new business opportunities for us.

We intend to strengthen our rankings and position in the ECM business by adding new clients. We will also focus on companies operating in new economy sectors such as technology, artificial intelligence, clean energy, data centres and semiconductors by leveraging our domain knowledge and execution capabilities.

We also intend to develop long-term partnerships with growing companies by providing comprehensive financial and advisory support across the life cycle of the companies through private equity, M&A, IPOs and by undertaking post-listing transactions.

Further strengthen the institutional equities platform

As part of our institutional equities business, we provide domestic and foreign institutional investors with research and broking services. As part of our broking services, we provide sales, sales trading and corporate access. We are committed to enhancing this offering through key strategies set out below.

- (i) **Research:** We plan to expand our research coverage by adding new sectors and increasing the number of companies under coverage by attracting high calibre talent. This will enable us to provide more diverse and relevant insights to our clients. Our emphasis will also be on sunrise sectors and emerging themes, ensuring that our research remains at the forefront of market trends. To further improve research quality, we intend to adopt artificial intelligence and leverage analytical tools.
- (ii) **Sales:** Our active clients have increased from 144 as on March 31, 2022 to 257 as on July 31, 2024. Our strategy includes increasing our client base with a broader range of institutional clients and expanding our reach with foreign institutional investors. We intend to add experienced sales personnel to our existing team to cater to a range of clients. We aim to deepen our engagement with existing clients by enhancing the value of our interactions and expanding our service offerings, thereby increasing our wallet share among clients. We also intend to enhance our corporate access by conducting frequent seminars and conferences across different sectors. By strengthening these relationships, we expect to drive greater client satisfaction and retention.
- (iii) **Sales trading:** To boost our broking services revenue, we will enhance our sales trading capabilities through continuous upgradation of technology for effective execution and by upskilling and training existing teams and attracting experienced talent. By providing clients with more insightful and actionable research, we will increase our ability to cross-sell additional services and drive higher transaction volumes. We plan to leverage our comprehensive service capability to offer new products and services to meet our clients' evolving needs. We intend to create a more integrated and responsive broking service that aligns closely with our clients' needs and preferences by providing more customised solutions.

Build other complementary fee-based businesses

As a part of our growth strategy, we intend to venture into complementary fee-based businesses to help us improve risk-adjusted returns. We intend to venture into the retail broking and asset management business. The aggregate assets under management ("AUM") of the Indian mutual fund industry has grown at a healthy pace over the past few years, against the backdrop of an expanding domestic economy, robust inflows, and rising investor participation, particularly from individual investors. Average AUM clocked a CAGR of 16.8% to reach ₹54.13 trillion as of March 2024 from ₹13.52 trillion as of March 2016. The stellar performance of stock market in Fiscal 2024, along with rise in inflows, growth in participation of retail investors and improved macroeconomic conditions led to surging of

aggregate AUM by 34% year-on-year as of March 2024. The mutual fund AUM is expected to clock 17-18% CAGR between Fiscal 2024 and Fiscal 2029 and reach approximately ₹120 trillion. (Source: CRISIL Report).

With our existing customer base, we anticipate an efficient monetization of these new ventures by leveraging synergies, given the established relationships and trust with our clientele. In furtherance of our strategy, we have incorporated a wholly-owned subsidiary which will undertake our asset management business.

Explore potential strategic tie-up with a global investment bank for cross-border transactions

To enhance our cross-border transaction capabilities and expand our global reach, we aim to explore a strategic partnership with a global investment bank. We intend to tie-up with a partner bank which has global network, deep market insights, and specialized products in regions and sectors where we seek to expand. Such partnership would focus on integrating resources, sharing knowledge, and enabling joint client coverage teams to offer our clients financial services across borders.

Strengthen our talent pool by adding highly qualified and motivated professionals

Our people are our most important asset, and their reputation, talent, integrity, and dedication results in our success. We have been successful in attracting and retaining key professionals and intend to continue to seek out talent to further enhance and grow our business.

Our goal is to attract, retain, nurture and develop the best and brightest talent in our industry across all levels. We strive to foster a collaborative working environment, and we seek individuals who are passionate about our business and fit our culture. We reinforce our long-term vision and values by rewarding our employees based on client impact and lasting relationships built by them.

Recruitment is a key management activity, and we intend to continue to attract graduates from premier institutions as well as hire employees laterally with relevant work experience. By investing in a diverse team, we aim to drive innovation, enhance client service, and sustain our competitive edge in the industry.

Our business operations

Our principal business includes investment banking and institutional equities. The table below sets forth our revenue from each of our principal businesses for the last three Fiscals:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)
Investment banking ⁽¹⁾	1,223.75	67.24	510.32	60.01	604.93	64.01
Stock Broking ⁽¹⁾	514.60	28.27	304.04	35.75	308.60	32.65

⁽¹⁾ Investment Banking Revenue % and Stock Broking Revenue % has been determined as per the segment reporting in restated financials

Description of our business

Our business operations include two principal business lines: (i) investment banking; (ii) institutional equities.

Investment banking

We are a SEBI registered merchant banker, and our investment banking division provides comprehensive financial services to help clients achieve their strategic goals. We specialize in ECM, M&A and PE advisory, and structured finance advisory.

Equity capital markets

Our investment banking business offers ECM services to corporates and financial sponsors and assists clients in their domestic and overseas fund raising. We are one of the leading investment banks in India, with a market share of 12.1% based on the number of initial public offerings and qualified institutional placements undertaken by us as the book running lead manager in Fiscal 2024 as per the CRISIL Report. Our investment banking services in ECM include management of IPOs, QIPs, REIT, OFS, rights issues and preferential issues. We also assist in buybacks, de-listings, open offers and schemes of arrangements which are aimed to optimize shareholder value for our clients. We charge commissions and other fees for our ECM transactions at rates that are based on transaction size and/or market conditions.

M&A and PE advisory

We provide our clients with financial advisory services in relation to domestic and cross-border mergers and acquisitions, and restructuring. We have been amongst the most active investment banks across business cycles with experience in executing complex M&A transactions. Some of our marquee transactions include advisory on the acquisition of Glenmark Life Sciences Limited by the Nirma group and advisory to Sterling and Wilson Solar Limited on the acquisition of its 40% stake by Reliance New Energy Solar Limited, a wholly-owned subsidiary of Reliance Industries Limited, through a combination of primary investment, secondary purchase and open offer, aggregating to ₹28,450 million. Our financial advisory team also works closely with financial sponsors and global private equity funds in India to facilitate and advise on private equity investments and exits.

Structured finance advisory

We advise and assist clients in raising capital through leveraged products, customized to the needs of sponsors and /or companies. We have an in-depth understanding of capital providers and have strong relationships with key players such as non-banking financial companies (“NBFCs”), alternative investment funds (“AIFs”), credit funds, domestic and multi-national banks, funds and large family offices. This is a purely intermediary role and we do not take any balance sheet exposure.

Institutional equities

Our institutional equities platform is characterized by its comprehensive research and an experienced sales and trading team, providing a range of services designed to meet the needs of a diverse clientele which includes foreign institutional investors, mutual funds, insurance companies, private equity and venture capital funds, corporate and bank treasuries, sovereign funds, multi-strategy funds, and family offices. We earn brokerage fees based on the size and number of transactions.

Research

As of July 31, 2024, our research team comprises 27 employees covering 20 sectors and 161 companies. This includes 11 lead analysts with an average work experience of 13.6 years. Each lead analyst has research associates to assist them, and the lead analysts release regular reports on their sectors as well as the specific stocks in the sectors they cover. This typically includes a report after every quarterly earnings announced by a company and/or after any major corporate action by a company. We also host earnings calls for the listed companies to discuss the quarter gone by and communicate the company’s strategy to their investors. The research reports on specific companies typically have a rating classification of buy, sell or neutral, depending on their analysis and estimates of the companies’ prospects. For the companies we meet outside our coverage, we release unrated reports based on our interactions with such companies. Our research coverage includes the following:

- (i) ***Fundamental company & sector research:*** Our fundamental research comprises base company and sector reports, quarterly results, management meeting notes and event updates.
- (ii) ***Macroeconomic research:*** We release a monthly and weekly compendium of economic variables affecting markets, as well as impact reports of economic events.
- (iii) ***Differentiated products:*** In addition to traditional quarterly and sector updates, we offer differentiated products, which are set forth below:
 - (a) ***Thematic research:*** We carry out thematic research covering disruptive medium and long-term trends/themes.
 - (b) ***India macro strategy:*** We analyse macro drivers, equity flows, FPI and DII sectoral churn and evaluate key year-on-year changes in drivers across sectors.
 - (c) ***Quarterly previews:*** In our quarterly previews, we provide sectoral expectations, along with performance calls and expectations for each company across sectors.
 - (d) ***Weekly insights:*** We identify market-outliers basis comprehensive database on fundamental and technical parameters.
 - (e) ***Institutional fund-flows:*** We provide periodic fund-flow analysis of various market participants to determine trends across sectors which we then share with our institutional clients.
 - (f) ***India Inc. Ownership:*** We analyse ownership shifts in NSE-500 stocks.
 - (g) ***Bespoke research:*** We undertake customized research based on client requirements.

Broking

Our broking division comprises sales, sales trading, execution and corporate access. Our broking team comprises 33 employees with an average work experience of 23.3 years. This team engages with 257 clients across various geographies, including India, USA, UK, Europe, Hong Kong, Singapore, Australia, Taiwan, South Korea, Middle East and South Africa.

Sales: Apart from pitching investment ideas (including primary and secondary offerings), the sales team organises lateral and corporate meets, investor conferences, and on-ground interactions. Our sales representatives are allocated buy-side firms to actively cover depending on our relationship and geographical presence. We have sales representatives covering funds across geographies. Each sales representative interacts with fund managers and other members of their allocated funds to recommend ideas or stocks basis inputs from the research team.

Sales trading and execution: Our trading team undertakes execution across cash segment, including blocks, and derivatives segment. We have a sales trading and execution desk which is in constant touch with the trading desks of our clients to negotiate and execute trades which generate commissions for us. The trading desk is organised in two categories, cash and derivatives. Our traders execute trades based on client instructions.

Corporate Access: As part of corporate access, we arrange investor interactions and liaise between corporates and investors through conferences, roadshows and expert calls.

The Stock Broking income for Fiscals 2024, 2023 and 2022 was ₹514.60 million, ₹304.04 million and ₹308.60 million, respectively, representing 28.27%, 35.75% and 32.65% of our total income for the same period.

Information Technology

Information technology has evolved over the years and will continue to change the ways that securities and other financial products are marketed, traded, distributed and settled. This creates both opportunities and challenges for our business. Our IT capability is critical to the efficient operation and performance of our businesses. We have recognised, and continue to address, the need to have advanced technology 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 a dedicated information technology team that continues to develop and maintain our information technology systems to support our businesses. Our technology infrastructure is aimed at ensuring that its trading and information systems are up-to-date, reliable, and performance-enhancing to ensure that client data is secured.

Technology developments should improve our capabilities, aid us in effectively managing our risks and improve our overall efficiency and productivity.

For more information on risks associated with our technology, see *“Risk Factors – 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”* on page 34.

Business continuity and security

We place a high priority on business continuity and information security. To manage such risks, among others, we:

- have formulated contingency plans to provide reasonable assurance of business continuity and information security in the event of disruptions at critical facilities;
- have built in redundancy in our IT systems;
- have applied various cyber security safeguards to maintain confidentiality, integrity and availability of information resources including firewalls, anti-virus measures and data encryption;
- have 24x7 SOC (Security Operation Control) in place to monitor and manage cyber threats
- perform regular system checks to ensure adherence to our security policy

Risk management and compliance

Effective risk management is of primary importance to our operating success. Accordingly, our Company has risk management processes to monitor, evaluate and manage the risks we assume in conducting our activities. These risks include market, credit, liquidity, operational, legal and reputational risks. Our Company has adopted a risk management policy to ensure that various risks are identified, measured and mitigated and also that policies, procedures and standards are established to address these risks and to ensure a systematic response in the case of crystallisation of such risks.

We have established various policies with respect to such risks which set forth limits, mitigation strategies and internal controls to be implemented. Please see also *“Risk Factors - A significant decrease in our liquidity could negatively affect our business and reduce client confidence”*, *“Risk Factors - There are operational risks associated with the investment banking and institutional equities industry which, if realised, may have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects”* and *“Risk Factors - The operation of our businesses are highly dependent on information technology, and we are subject to risks arising from any failure of, or inadequacies in, our IT systems”* on pages 42, 37, and 34, respectively.

Compliance

Our Board, through its committees, oversees our compliance framework. We have formulated various policies and procedures related to internal and regulatory compliance, including a code of conduct and ethics, a code of conduct for the prevention of insider trading, an anti-bribery and anti-corruption policy, an anti-money laundering policy, a whistle-blower policy, code of conduct for Directors and an equal opportunity policy. These policies help ensure compliance with relevant laws and applicable regulatory guidelines issued by regulatory bodies, statutory and enforcement authorities from time to time, including at our international subsidiaries and branches. We have a standard process of identifying and addressing compliance risks and periodically reviewing our policies and procedures related to internal compliance.

Competition

We compete, directly or indirectly, with various companies in the financial services industry including investment banking firms, broking firms, and financial advisory firms. Many of our competitors may have substantially greater capital and resources than we do and offer a broader range of financial products and services. Please see *“Risk Factors— We face significant competition in our businesses, which may limit our growth and prospects.”* on page 40.

Human resources

Our people are our most valuable asset. Our goal is to attract, retain and develop the best and brightest talent in our industry across all levels. We strive to foster a collaborative environment, and we seek individuals who are passionate about our business and fit our culture. We incentivise our human capital to ensure motivation and ownership.

Furthermore, we also have an ESOP Scheme to reward our employees for their association, retention, dedication and contribution to the goals of the Company.

As on July 31, 2024, we had 115 employees on our payroll. Details of our employees are set forth below:

Department	Number of employees
Investment Banking	38
Broking	33
Research	27
Corporate Function*	17

Note: *KMPs are part of the Corporate Function

In order to enable the consistent growth of our business, we strive to have effective and efficient delivery of human capital related services for and to our employees and consultants across all segments. Identification, design and delivery of such employee services are in accordance with our overall values coupled with our human resource focus areas of:

- (i) Being able to attract, retain and grow talent in accordance with overall requirements of our business;
- (ii) Maintaining a work culture around the principles of integrity, ownership, learning and people-first approach;
- (iii) Focusing on overall employee growth through learning initiatives;
- (iv) Enabling employees towards effective performance and measuring performance objectively while recognizing and rewarding desired performance and behaviours; and
- (v) Enabling effective delivery of service through technological integration.

We aim to attract, train and retain young employees to build a strong base of knowledge and expertise for the future.

We have adopted several policies like equal opportunity policy and leave travel policy to provide incentives to our employees, improve retention and to enhance their productivity. Remuneration packages consist of both salaries and incentives, adjusted based on a defined performance management policy.

Property

Details of the properties of our Company are set forth below.

Purpose	Location	Owned/Leased	Area	Tenure of lease agreement
Registered Office	PG-1, Ground Floor, Rotunda Building, Dalal Street, Fort, Mumbai 400 001, Maharashtra, India	Leased	677 sq. ft.	Till the term of BSE membership
Corporate Office	One BKC, Tower C, 15 th Floor, Unit No. 1511, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India	Leased	4,668 sq. ft. (chargeable area) and 3112 sq. ft. (carpet area)	5 months from August 1, 2024
Office	One BKC, Tower C, 15 th Floor, Unit No 1512, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India	Leased	4,097 sq. ft. (chargeable area) and 2731 sq. ft. (carpet area)	60 months from March 15, 2020
Office	One BKC, Tower C, 15 th Floor, Unit No 1517, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India	Leased	2,179 sq. ft. (chargeable area) and 1371 sq. ft. (carpet area)	60 months from March 15, 2020
Co-working office	Regus Business Centre, 16 th Floor, World Trade Tower, Tower-B, Sector 16, Noida 201 301, Uttar Pradesh, India	Leased	Not applicable	August 19, 2024 to August 31, 2025

In addition to the above, we have also signed a letter of intent to shift to a new corporate office at Unit No. 2202, Raheja Altimus, Lower Parel Division, Worli, Mumbai 400 018, Maharashtra, India. We are required to pay security deposits, specified monthly rentals and maintenance charges for the duration of the lease agreement, subject to periodic escalations at agreed rates, and electricity, water and telephone charges with applicable taxes, in accordance with the terms of our lease deeds.

Insurance

We have insurance policies against third-party liabilities, including a group term insurance policy, a group accident policy and a group health insurance policy to cover the medical expenses incurred by our employees. While the level of insurance we maintain are reasonably adequate to cover the normal risks associated with the operation of our business, we do not have insurance policies to cover all possible events. For more information, please see *“Risk Factors - An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability”* on page 51.

Intellectual Property

Our success and ability to compete depend in part upon our ability to protect our technology and to establish and adequately protect our intellectual property rights. To accomplish these objectives, we have applied for trademark registrations of our logo, and word mark for “DAM CAPITAL” under Class 36 in India and such applications are currently pending with the Trademarks Registry.

For more information, please see, *“Risk Factors – Our inability to protect or use our intellectual property rights may adversely affect our business. We may also unintentionally infringe upon the intellectual property rights of others, any misappropriation of which could harm our competitive position.”* and *“Government and Other Approvals – Intellectual Property”* on pages 36 and 280, respectively.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies which are applicable to our Company, and the business undertaken by our Company. The information detailed in this section has been obtained from sources available in the public domain and is based on the current provisions of Indian law and the judicial, regulatory, and administrative interpretations thereof, which are subject to change or modification by subsequent legislative actions, regulatory, administrative, quasi-judicial, or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute professional legal advice.

*Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details, see “**Government and Other Approvals**” on page 279.*

Industry specific laws

The Securities and Exchange Board of India Act, 1992 (“SEBI Act”)

The main legislation governing the activities in relation to the securities markets 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 the Securities and Exchange Board of India (Intermediaries) Regulations, 2008 (“**SEBI Intermediaries Regulations**”) including suspending or cancelling the certificate of registration of an intermediary and to initiate 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.

Securities Contracts (Regulation) Act, 1956 (“SCRA”)

The SCRA seeks to prevent undesirable transactions in securities by regulating the business of dealing in securities and other related matters. It provides for grant of recognition for stock exchanges by the Central Government. Every recognized stock exchange is required to have in place a set of rules relating to its constitution and bye-laws for the regulation and control of contracts. The bye-laws normally provide inter alia for: (i) the opening and closing of markets and the regulation of the hours of trade; (ii) fixing, altering or postponing of days for settlements; (iii) determination and declaration of market rates, including the opening, closing highest and lowest rates for securities; (iv) the terms, conditions and incidents of contracts, including the prescription of margin requirements, if any, and conditions relating thereto, and the forms of contracts in writing; and (v) the regulation of contract initiation, execution, termination and cancellation covering agreements between members or between members and their clients.

Securities Contracts (Regulation) Rules, 1957 (“SCRR”)

The SCRR provides the requirements with respect to listing of securities on a recognized stock exchange, the manner of submitting applications for recognition of stock exchanges, and the qualifications for membership of a recognized stock exchange. It also empowers SEBI to appoint persons to inspect the books of accounts and other documents to be maintained and preserved by every member of a recognized stock exchange, in terms of these rules.

Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 (“SEBI Merchant Bankers Regulations”)

Under the SEBI Merchant Bankers Regulations, any person seeking to conduct business as a merchant banker must apply for and obtain a certificate of registration as a merchant banker from SEBI. Further, it provides the eligibility criteria, conditions of registration and procedure for obtaining the certificate of registration to carry-on business as a merchant banker. Among other things, based on the satisfaction of the specified capital adequacy requirements (i.e., net worth of not less than ₹50 million), SEBI grants registration for merchant banking activities. The merchant bankers are permitted to conduct certain activities as are prescribed in the SEBI Merchant Banker Regulations. The regulations also mandate prior approval of SEBI where a merchant banker proposes change in control. Further, the merchant bankers are required to adhere to a code of conduct prescribed under the SEBI Merchant Bankers Regulations.

Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 (“SEBI Stock Broker Regulations”)

The SEBI Stock Brokers Regulations, govern the registration and functioning of stock brokers and clearing members. In terms of the SEBI Stock Brokers Regulations, stock brokers are required to abide by a code of conduct and are subject to penalties for non-compliance of the regulations. SEBI has the authority to inspect the books of accounts of stock brokers and in case of violations by the stock broker of the provisions of the SCRA, to take such appropriate action as it deems fit after giving an opportunity for hearing. Further, in case of any change in its status or constitution, the stock broker is required to obtain the prior permission of SEBI in order to continue to buy, sell or deal in securities in any stock exchange.

Securities and Exchange Board of India (Research Analysts) Regulations, 2014 (“SEBI Research Analysts Regulations”)

The SEBI Research Analysts Regulations provides 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 regulations lay down, amongst other things, the eligibility criteria, conditions for grant of certificate to research analysts and general obligations and responsibilities of research analysts. Further, every research analyst is required to abide by the code of conduct as specified under the SEBI Research Analysts Regulations at all times.

Securities and Exchange Board of India (Intermediaries) Regulations, 2008 (“SEBI Intermediaries Regulations”)

The SEBI Intermediaries Regulations provides the manner of application for registration as an intermediary with SEBI, and the period of validity of the registration certificate. Further, the regulations provide 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 regulations also provide the criteria for determining ‘fit and proper person’ for the purpose of other SEBI regulations, including the SEBI Merchant Bankers Regulations, SEBI Stock Brokers Regulations and the SEBI Research Analysts Regulations.

SEBI Certification of Associated Persons Regulations, 2007

The SEBI Certification of Associated Persons Regulations provides 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/ clearing members to obtain the prescribed certification from NISM.

SEBI master circular for merchant bankers dated September 26, 2023

The SEBI master circular for merchant bankers prescribes comprehensive guidelines for merchant bankers. It provides for, among other things, an online registration mechanism for merchant bankers, prior approval for change in control and outlines general obligations and responsibilities of merchant bankers. It also 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.

SEBI master circular for stock brokers dated August 09, 2024

The SEBI master circular for stock brokers prescribes comprehensive guidelines for stock brokers. It provides for, among other things, a registration mechanism for stock brokers along with a registration mechanism for members of commodity derivatives exchanges. It also prescribes an online registration process for securities market intermediaries along with mechanisms for investor grievance redressal.

SEBI master circular for research analysts dated May 21, 2024

The SEBI master circular for research analysts prescribes comprehensive guidelines for research analysts. It provides for a mechanism for administration and supervision of research analysts, grievance redressal systems for investor complaints along with the procedure of seeking approval in cases of change in control.

SEBI master circular for Online Dispute Resolution dated December 28, 2023

The SEBI master circular for online dispute resolution prescribes comprehensive guidelines for online dispute resolution. It envisages two frameworks: Disputes between Investors/Clients and listed companies (including their registrar and share transfer agents) or any of the specified intermediaries /regulated entities in securities market (as specified in Schedule A to Master Circular) arising out of latter’s activities in the securities market, will be resolved in accordance with the Master Circular and by harnessing online conciliation and/or online arbitration. Institutional or corporate clients have the option of resolving disputes with specified intermediaries / regulated entities in securities market (specified in Schedule B to the SEBI Circular): a) in accordance with the SEBI Circular by harnessing online conciliation and/or arbitration; or b) by harnessing any independent institutional mediation, conciliation and/or online arbitration institution in India.

SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”)

The PIT Regulations prohibits an insider from trading in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed. ‘Insider’ includes a connected person or a person in possession of unpublished price sensitive information. An insider can trade in the securities of the Company by formulating a trading plan and presenting it to the compliance officer, designated by the Board of Directors for ensuring compliance with the Insider Trading Regulations, for his approval and public disclosure pursuant to which trades may be carried out by the insider in accordance with the trading plan.

Stock exchange rules, regulation, bye-laws and notices issued from time to time

Being a trading member of NSE and a trading and trading cum clearing member of BSE we are governed by the rules and regulations and the bye-laws of such exchanges. 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. These bye-laws cover various aspects such as trading protocols, settlement procedures, margin requirements, contract specifications, and dispute resolution mechanisms.

Information Technology Act, 2000 (“IT Act”)

IT Act has been enacted with the intention of providing legal recognition to transactions that are undertaken electronically. The IT Act has created a mechanism for authenticating electronic documentation by means of digital signatures, and provides for civil and criminal liability including fines and imprisonment for various offences. The IT Act prescribes various offences, including those offences relating to unauthorized access of computer systems, unauthorized disclosure of confidential information and frauds emanating from computer applications. By means of an amendment in 2008, the IT Act legalized the validity of contracts formed through electronic means. Additionally, the IT Act creates liability for negligence in dealing with or failure to protect sensitive personal data and gives protection to intermediaries in respect of liabilities for third party information made available to or hosted by them.

Other laws

In addition to the above, our Company is required to comply with other laws in our ordinary course of business, including, SEBI ICDR Regulations, the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, Guidelines on Anti-Money Laundering (AML) Standards and Combating the Financing of Terrorism (CFT) /Obligations of Securities Market Intermediaries under the Prevention of Money Laundering Act, 2002 and Rules framed there under.

Employment related laws

Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”)

The CLRA regulates the employment of contract labour in certain establishments. The CLRA provides that the appropriate Government may, after consultation with the Central or State Advisory Boards (constituted under the CLRA), prohibit employment of contract labour in any process, operation or other work in any establishment.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments’ acts, and the relevant rules framed thereunder, in each state, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

In addition to CLRA and the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers’ rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- Employee’s 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;
- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
- The Labour Welfare Fund Act, 1965;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

Rights of Persons with Disabilities Act, 2016; In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

- (a) The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, *among other things*, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

- (b) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.
- (c) The Code on Wages, 2019 received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.
- (d) The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force Section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

General Corporate laws

Companies Act, 2013

The Companies Act, 2013 deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private companies into public companies and vice versa is also laid down under the it. The procedure related to appointment of directors, winding up, voluntary winding up, and appointment of liquidator also forms part of the Companies Act, 2013. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

Competition Act, 2002

The Competition Act, 2002, was brought in to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act, 2002.

The Indian Contract Act, 1872

The Indian Contract Act, 1872, is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Indian Contract Act, 1872. The also provides for circumstances under which contracts will be considered as 'void' or 'voidable' and it further contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

The Specific Relief Act, 1963

The Specific Relief Act, 1963, is complementary to the provisions of the Indian Contract Act, 1872, and the Transfer of Property Act, 1882. It applies in cases where the court can order specific performance of a contract. Specific relief can be granted only for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means that the court will order the party to perform their part of agreement, instead of imposing on them any monetary liability to pay damages to another party.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in the form of Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment) Act, 1988 which was further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provisions to restrain people from issuing cheques without having sufficient funds in their account and stringent provisions to punish them in the event of such cheques not being honored by their bankers and returned unpaid.

The Registration Act, 1908

The Registration Act, 1908, was passed to consolidate the enactments relating to registration of documents. The main purpose for which the Registration Act, 1908, was designed, was to ensure that information about all land deals were registered to facilitate maintenance of correct land records. The Registration Act, 1908, is used for proper recording of transactions relating to certain immovable property and further also provides for registration of certain documents to ensure authenticity.

Tax laws

Income Tax Act, 1961

The Income Tax Act, 1961, deals with the taxation of individuals, corporates, partnership firms and others. As per the provisions of Income Tax Act, 1961, the rates at which entities are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of books of accounts and relevant supporting documents and registers are mandatory under the same. Filing of returns of income is compulsory for all assesses.

Goods and Service Tax

Goods and Services Tax (“**GST**”) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as the Constitution (One Hundred and First Amendment) Act, 2017, and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by central on intra-state supply of goods or services and by the states including union territories with legislature/ union territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the central and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (“**CGST**”), State Goods and Services Tax Act, 2017 (“**SGST**”), Union Territory Goods and Services Tax Act, 2017 (“**UTGST**”), Integrated Goods and Services Tax Act, 2017 (“**IGST**”) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder.

Foreign investment and trade regulations

Foreign investment regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy (the “**Consolidated FDI Policy**”), effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time.

In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA Regulations has now been entrusted to the concerned administrative ministries or departments. Foreign direct investment for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where foreign direct investment is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

Under the current Consolidated FDI Policy, 100% foreign investment is permitted in ‘Other Financial Services’ sector under automatic route.

Intellectual property laws

The Trade Marks Act, 1999 (“Trade Marks Act”)

The Trade Marks Act governs the statutory protection of trademarks and prohibits any use of deceptively similar trademarks, among others. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of registered trademarks. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trademark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as “S. S. Kantilal Ishwarlal Sharebrokers and Investors Private Limited” as a private limited company under the provisions of the Companies Act, 1956, at Bombay, India, pursuant to a certificate of incorporation dated May 7, 1993, issued by the RoC. The name of our Company was changed to “S. S. Kantilal Ishwarlal Securities Private Limited” pursuant to a special resolution of our shareholders dated March 26, 1994, and a fresh certificate of incorporation dated April 22, 1994 was issued by the RoC. Subsequently, the name of our Company was changed to IDFC-SSKI Securities Private Limited, pursuant to a special resolution of our shareholders dated September 21, 2007, and a fresh certificate of incorporation dated October 24, 2007, was issued by the RoC. Thereafter, pursuant to a shareholders’ resolution dated February 12, 2008, our Company was converted into a public limited company and the name our Company was changed to “IDFC-SSKI Securities Limited”, and a fresh certificate of incorporation dated March 10, 2008 was issued by the RoC. Pursuant to a special resolution dated February 16, 2010 passed by the shareholders, the name of our Company was changed to IDFC Securities Limited and a certificate of incorporation dated March 12, 2010 was issued by the RoC. The name our Company changed to “DAM Capital Advisors Limited” pursuant to a special resolution of our shareholders dated June 25, 2020, and a fresh certificate of incorporation dated July 28, 2020, was issued by the RoC.

Changes in the registered office of our Company

Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of change	Old Address	New Address	Reasons for change of registered office
February 1, 1994 ^{**#}	64, Free Press House, Free Press Journal Marg, Nariman Point, Mumbai 400 021, Maharashtra, India	3, ABCD Khatau Building, A.D. Modi Street, Fort, Mumbai 400 023, Maharashtra, India	For administrative convenience
November 22, 1999	3, ABCD Khatau Building, A.D. Modi Street, Fort, Mumbai 400 023, Maharashtra, India	206/ A, Phoenix House, Phoenix Mill Compound, 2nd Floor Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India	For administrative convenience
March 2001 ^{**#}	206/ A, Phoenix House, Phoenix Mill Compound, 2nd Floor Senapati Bapat Marg, Lower Parel, Mumbai 400 013, Maharashtra, India	803/804, Tulsiani Chambers, 8th Floor Nariman Point Mumbai 400 021, Maharashtra, India	For administrative convenience
December 25, 2009	803/804, Tulsiani Chambers, 8 th Floor Nariman Point Mumbai 400 021, Maharashtra, India	6 th Floor Naman Chambers, C 32, G Block, Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India	Expiry of the term of the lease
June 23, 2020	6 th Floor Naman Chambers, C 32, G Block, Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India	One BKC, Tower, 15 th Floor, Unit no. 1511, Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India	Due to change in control
July 23, 2024	One BKC, Tower C, 15 th Floor, Unit no. 1511, Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India	PG-1, Ground Floor, Rotunda Building, Dalal Street, Fort, Mumbai 400 001, Maharashtra, India	Expiry of the term of the lease

^{**} We have been unable to trace the form filings made by our Company, for changes in our registered office addresses. Accordingly, we have placed reliance on minutes of the Board and Shareholders’ meetings, to the extent available and as applicable and the certificate dated September 3, 2024 from Pramod S Shah & Associates, Company Secretaries. For details, see “Risk Factors – 32. Our Company is unable to trace certain corporate and statutory records pertaining to historical secretarial information in respect of our capital structure build-up and certain records from the filings with the RoC” on page 50.

[#] The dates are the date of the board resolutions since the form filed with RoC were not available and the board resolutions did not mention the effective date, the effective date could not be tracked.

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

“1. To carry on the business as merchant banker, investment banker, share and stock brokers, issue brokers, underwriters, registrars, transfer agents, stock exchange research consultants, research analyst, lenders, agents and dealers for dealing in stock, shares, debentures, bonds, units, scripts, options, participation certificates, company deposits, deposits certificates, treasury bills, negotiable instruments and securities of all types and deal in bullion, movable and immovable properties.

1(a) To engage in the business of management of security offering/issue of corporate bodies, buying or subscribing to or dealing in securities, preparation of offer documents/prospectus/ letter of offer, following up or co-ordinate up with other intermediaries in securities, rendering corporate advisory service, determining financial structure of issues, to manage portfolio securities, to handle allotment and refund of securities, to underwrite issues and to undertake all other matters connected with issue/offering of securities/Bonds including but not limited to engage in distribution of public offerings(IPO)/Follow on public offers(FPO)/Bonds

1(b) To act as portfolio managers, investment advisers and management consultants to corporate bodies, and to manage and invest and deploy them as deemed fit or to advise them in such manner as deemed fit, to give expert advice and suggest ways and means for improving efficiency in business organizations.

2. *To carry on business as holding and Investment Company and/or to invest in and acquire immovable, movable properties, securities, units, book debts, patents and trademarks”*

The main objects clause and matters necessary for furtherance of the main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being undertaken by us.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the last 10 years:

Date of Shareholder’s resolution	Particulars
June 25, 2020	Clause I of the Memorandum of Association was amended to reflect the change in name of our Company from IDFC Securities Limited to DAM Capital Advisors Limited.
September 30, 2021	Clause 1(b) of the Memorandum of Association was added after clause 1 (a) of Part III of the Memorandum of Association added to alter the objects of the Company and reflect the following: <i>“To act as portfolio managers, investment advisers and management consultants to corporate bodies, individuals and others in commercial and industrial management and policy matters and to receive funds from others and to manage and invest and deploy them as deemed fit or to advise them in such manner as deemed fit, to give expert advice and suggest ways and means for improving efficiency in business organizations”</i>
August 13, 2024	Clause V of the Memorandum of Association of our Company was amended to reflect the subdivision in the authorized share capital of our Company from 52,000,000 Equity Shares of face value of ₹10 each to into 260,000,000 equity shares of ₹2 each.
August 22, 2024	<p>Clause 1 and 1(a) of the Memorandum of Association was amended and replaced with the following:</p> <p><i>“1. To carry on the business as merchant banker, investment banker, share and stock brokers, issue brokers, underwriters, registrars, transfer agents, stock exchange research consultants, research analyst, lenders, agents and dealers for dealing in stock, shares, debentures, bonds, units, scripts, options, participation certificates, company deposits, deposits certificates, treasury bills, negotiable instruments and securities of all types and deal in bullion, movable and immovable properties.</i></p> <p><i>1(a) To engage in the business of management of security offering/issue of corporate bodies, buying or subscribing to or dealing in securities, preparation of offer documents/prospectus/ letter of offer, following up or co-ordinate up with other intermediaries in securities, rendering corporate advisory service, determining financial structure of issues, to manage portfolio securities, to handle allotment and refund of securities, to underwrite issues and to undertake all other matters connected with issue/offering of securities/Bonds including but not limited to engage in distribution of public offerings(IPO)/Follow on public offers(FPO)/Bonds.”</i></p> <p>Explanatory heading (C) – Other Objects has been removed.</p>

Major events and milestones of our Company

Our company does not have any major events and milestones as on the date of this Draft Red Herring Prospectus.

Awards, accreditations and recognition

For details on testimonials received from our clients, see *“Our Business – Strengths - Extensive coverage of corporates, financial sponsors and institutional investors, with repeat business”* on page 153.

Significant financial and strategic partnerships

Our Company does not have any significant financial or strategic partnerships as on the date of this Draft Red Herring Prospectus.

Time/cost overrun in setting up projects

Our Company has not experienced any time or cost overruns in relation to our business operations.

Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks

There has been no instance of rescheduling/restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/facility creation, location of projects

For details of key services offered by our Company, entry into new geographies or lines of business or exit from existing markets or capacity/facility creation, see *“Our Business”* on page 149.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years

Our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale

There have been no guarantees issued by the Promoter Selling Shareholder to third parties.

Shareholders' agreement and other key agreements

Except as disclosed below, there are no inter-se agreements, arrangements, deeds of assignment, acquisition agreements, shareholders' agreements, any agreements between our Company, our Promoters, and Shareholders, or agreements of like nature or agreements comprising clauses/covenants which are material to our Company. Further, there are no other clauses/covenants that are adverse or prejudicial to the interest of the minority/public shareholders of our Company. There are no other agreements or arrangements entered into by our Company or clauses or covenants applicable to our Company which are material, and which are required to be disclosed, or the non-disclosure of which may have bearing on the investment decision of prospective investors in the Offer.

Shareholders' agreement dated June 10, 2020 ("SHA") entered into between Dharmesh Anil Mehta, Hansa Anil Mehta, Boombucket Advisors Private Limited (former DAM Capital Private Limited), Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited and Easyaccess Financial Services Limited along with a deed of adherence dated June 23, 2020 ("Company Deed of Adherence") executed by our Company (formerly IDFC Securities Limited), deed of adherence dated March 15, 2024 ("Deed of Adherence") executed by Sonali Dharmesh Mehta and the amendment and waiver agreement dated September 3, 2024 ("Amendment and Waiver Agreement") between our Company, Dharmesh Anil Mehta, Sonali Dharmesh Mehta, Boombucket Advisors Private Limited, Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited and Easyaccess Financial Services Limited. (the Company Deed of Adherence, Deed of Adherence, Amendment and Waiver Agreement together with the SHA, the "Shareholders' Agreement").

Pursuant to the share purchase agreement dated November 7, 2019, as amended pursuant to the amendment agreement dated June 10, 2020 ("SPA"), Dharmesh Anil Mehta, Hansa Anil Mehta, Boombucket Advisors Private Limited (formerly DAM Capital Private Limited), Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited and Easyaccess Financial Services Limited (together as "Purchasers") acquired the entire issued and paid-up share capital of our Company (formerly IDFC Securities Limited) from its erstwhile shareholder, IDFC Financial Holding Company Limited ("Seller"). For more details, please see "**Capital Structure – Equity share capital history of our Company**" on page 80. Subsequently, the Purchasers entered into a shareholders' agreement dated June 10, 2020 setting out the inter-se rights and obligations in relation to their respective shareholding in our Company and other rights including governance and management of the Company and other related matters. Our Company was included as a party to the SHA by way of the Company Deed of Adherence. Subsequently, Hansa Anil Mehta transferred a part of her shareholding in our Company to Sonali Dharmesh Mehta and pursuant to the Deed of Adherence executed by Sonali Dharmesh Mehta, she became a party to the SHA. Certain rights that the Purchasers are entitled to under the Shareholders' Agreement include (i) the right to nominate directors on the Board of our Company available to each of Multiples Alternate Asset Management Private Limited and Narotam Satyanarayan Sekhsaria (together, "**Group 1 Investors**"), (ii) appointment of observers to the Board and the committees of our Company by the Group 1 Investors, (iii) rights in relation to restrictions on transfer of Equity Shares *inter alia* tag along right, (iv) information and inspection rights, and (v) exit rights. For more details, please see "**Capital Structure – Equity share capital history of our Company**" on page 80.

In view of the Offer, our Company and the shareholders have entered into the Amendment and Waiver Agreement with the aim of facilitating the Offer's implementation. Under the Amendment and Waiver Agreement, our Company and the shareholders have consented to amend specific clauses of the Shareholders' Agreement and to waive certain rights of the Selling Shareholders, including the right to appoint nominee directors by the Group 1 Investors, to streamline the initial public offer process. Furthermore, the Shareholders' Agreement shall automatically terminate in full with respect to each party immediately upon the occurrence of any of the following: (i) if such party and its affiliates cease to hold any securities in our Company; (ii) upon mutual written consent of the parties; or (iii) upon receipt of final listing and trading approval for commencement of trading of the Equity Shares from the stock exchanges (such termination will occur without requiring any additional corporate or other actions by the parties).

Further, under the Shareholders' Agreement, Dharmesh Anil Mehta and Boombucket Advisors Private Limited have, as Promoters of our Company, agreed to make best efforts, on a joint and several basis, to facilitate appropriate exit(s) for each of the Investor Selling Shareholders. In consideration for such and other obligations under the Shareholders' Agreement, upon any sale of Equity Shares of the Company by an Investor Selling Shareholder, an exit fee for such sale/exit is payable by such Investor Selling Shareholder to Dharmesh Anil Mehta or Boombucket Advisors Private Limited (as maybe jointly notified by Dharmesh Anil Mehta and Boombucket Advisors Private Limited to the relevant Investor Selling Shareholder) in the event the consideration received for such sale by the Investor Selling Shareholder less any costs and expenses incurred by such Investor Selling Shareholder in relation to such exit/sale (including any fees payable to its advisors) exceeds certain defined thresholds under the Shareholders' Agreement (such thresholds also being dependent on the timing of such exit/sale). Such exit fee, equal to 20% of the excess amount, is subject to applicable taxes and is payable for every tranche of sale/exit (including the Offer for Sale). The provision in relation to such exit fee under the Shareholders' Agreement shall survive the termination of the Shareholders' Agreement, subject to the approval of the public shareholders of the Company by way of an ordinary resolution post-listing.

Key terms of other subsisting material agreements

Except as under "**Shareholders' agreement and other key agreements**" above, our Company has not entered into any subsisting material agreements with strategic partners, joint venture partners and/or financial partners other than in the ordinary course of business of our Company.

Agreements with Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee

Except as set out above under “- *Shareholders’ agreement and other key agreements*”, as on the date of this Draft Red Herring Prospectus, there are no agreements entered into by our Key Managerial Personnel or Senior Management or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Holding company

As on the date of this Draft Red Herring Prospectus, our Company has no holding company.

Confirmations

There are no material clauses of our Articles of Association that have been left out from disclosures having a bearing on the Offer or this Draft Red Herring Prospectus.

OUR SUBSIDIARIES

Subsidiaries of our Company

As on the date of this Draft Red Herring Prospectus, our Company has two Subsidiaries.

1. DAM Capital (USA) Inc.

Corporate Information

DAM Capital (USA) Inc. was incorporated on August 3, 2009 under State of New York, Department of State bearing corporate identification number as S.E.C. #8-68685. It is a broker-dealer registered with the Securities Exchange Commission (the “SEC”) and is a member of the Financial Industry Regulatory Authority (“FINRA”). Its registered office is at 42, Broadway, New York, NY-10004-1617.

Nature of business

DAM USA’s principal business activity is to act as a registered broker-dealer with SEC in accordance with SEC Rule 15a-6(a)(3) under the Securities and Exchange Act of 1934, as amended, and to act as a chaperone pursuant to the Chaperoning Arrangement for the issuer. The clients of the Company transact their business on a delivery versus payment basis with settlement of the transactions facilitated by our Company in India for securities traded in Indian stock markets.

Capital Structure

The share capital of DAM Capital (USA) Inc is as follows:

Authorised common stock	Aggregate nominal value
100,000,000 common stock of USD 0.01 each	USD 1,000,000
Issued and outstanding common stock	
60,000,000 common stock of USD 0.01 each	USD 600,000

Shareholding pattern

Sr. No.	Name of the stockholders	Number of common stock at USD 0.01 par value	Percentage of common stock holding (%)
1.	DAM Capital Advisors Limited	60,000,000	100.00
	Total	60,000,000	100.00

Amount of accumulated profits or losses

There are no accumulated profits or losses of DAM Capital (USA) Inc. that have not been accounted for by our Company.

Summary Financial Information

<i>(₹ in million)</i>				
S. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
1.	Equity share capital	27.74	46.24	46.24
2.	Net worth	53.78	83.57	76.15
3.	Revenue from operations	9.04	8.79	8.38
4.	Profit after tax	2.27	1.14	0.51
5.	Total borrowings (including lease liabilities)	Nil	Nil	Nil

2. DAM Asset Management Limited

Corporate Information

DAM Asset Management Limited is a company incorporated on July 8, 2024, with a corporate identity number U66300MH2024PLC428442 as a public limited company under the provisions of the Companies Act, 2013.

Nature of business

DAM Asset Management Limited proposes to engage in the business of acting as managers, advisers, administrators, attorneys, agents, consultants, representatives, or nominees for mutual funds, unit trusts, venture capital funds, alternate investment funds, investment trusts, portfolio managers, foreign portfolio investors, and other securities or asset portfolios, including pension, provident, or superannuation funds, both in India and abroad, following applicable laws. Additionally, DAM Asset Management Limited aims to provide investment advisory services, financial planning, portfolio management, and financial consultancy to various clients, including offshore funds and non-residents, and to offer a wide range of financial advisory and management services, including those for mutual funds, venture capital, and other investment vehicles. DAM Asset Management Limited is currently not in operation and awaits certificate of commencement of business.

Capital Structure

The authorised capital of DAM Asset Management Limited is ₹100,000,000 divided into 10,000,000 equity shares of face value ₹10 each.

Shareholding pattern

DAM Asset Management Limited was incorporated on July 8, 2024 and our Company is in the process of subscribing to the shares of DAM Asset Management Limited. The initial subscribers to the memorandum of association are as follows.

Sr. No	Name of subscribers	Number of shares to be Subscribed	Capital Contribution (in %)
1.	DAM Capital Advisors Limited	9,940	99.40%
2.	Dharmesh Anil Mehta*	10	0.10%
3.	Sonali Dharmesh Mehta*	10	0.10%
4.	Jateen Madhukar Doshi*	10	0.10%
5.	Nitin Ajit Kapadia*	10	0.10%
6.	Dhvanil Sanjiv Dharia*	10	0.10%
7.	Sanjay Mahendra Valia*	10	0.10%
	Total	10,000	100.00%

* Nominee shareholders on behalf of DAM Capital Advisors Limited

Summary of financial information and amount of accumulated profits or losses

DAM Asset Management Limited is yet to commence business operations and accordingly, there are no financial information or accumulated profits or losses of DAM Asset Management Limited.

OUR MANAGEMENT

In terms of the Companies Act, 2013 and our Articles of Association, our Company is required to have a minimum of three Directors and a maximum of fifteen Directors, provided that our Company may appoint more than 15 directors after passing a special resolution in a general meeting of our shareholders.

As on the date of this Draft Red Herring Prospectus, our Board comprises seven Directors, of whom two are Executive Directors, one is a Non-Executive Director and four are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

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

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
<p>MV Nair</p> <p><i>Designation:</i> Chairperson and Independent Director</p> <p><i>Current term:</i> Five years with effect from August 19, 2024</p> <p><i>Period of Directorship:</i> Director since August 19, 2024</p> <p><i>Address:</i> 1902 A, Vivarea Hindustan Mill Compound, Satrasta, Mahalaxmi, Mumbai 400 011, Maharashtra, India</p> <p><i>Occupation:</i> Professional</p> <p><i>Date of Birth:</i> March 3, 1952</p> <p><i>Age:</i> 72</p> <p><i>DIN:</i> 02284165</p>	<p><i>Indian companies</i></p> <ul style="list-style-type: none"> • Bankers Quotient Learning Solutions Private Limited • Bluebear Technology Private Limited • BQ Digital Learning Private Limited • BQ Padmavathy Finance Academy Private Limited (under voluntary liquidation) • KFin Technologies Limited <p><i>Foreign companies</i></p> <p>Nil</p>
<p>Natarajan Srinivasan</p> <p><i>Designation:</i> Independent Director</p> <p><i>Current term:</i> Two years with effect from August 19, 2024</p> <p><i>Period of Directorship:</i> Director since August 19, 2024</p> <p><i>Address:</i> 9, North Avenue, Srinagar Colony, Saidapet, Chennai 600 015, Tamil Nadu, India</p> <p><i>Occupation:</i> Professional</p> <p><i>Date of Birth:</i> October 6, 1957</p> <p><i>Age:</i> 66</p> <p><i>DIN:</i> 00123338</p>	<p><i>Indian companies</i></p> <ul style="list-style-type: none"> • Godrej Agrovvet Limited • Computer Age Management Services Limited • CG Semi Private Limited <p><i>Foreign companies</i></p> <p>Nil</p>
<p>Rajendra Prabhakar Chitale</p> <p><i>Designation:</i> Independent Director</p> <p><i>Current term:</i> December 15, 2023 to December 14, 2026</p> <p><i>Period of Directorship:</i> Since, December 15, 2020</p> <p><i>Address:</i> 64th Floor, 6401, West Wing, Lodha World One, Senapati Bapat Marg, Upper Worli, Mumbai 400 013, Maharashtra, India</p> <p><i>Occupation:</i> Service</p> <p><i>Date of Birth:</i> April 10, 1961</p> <p><i>Age:</i> 63</p> <p><i>DIN:</i> 00015986</p>	<p><i>Indian companies</i></p> <ul style="list-style-type: none"> • Chitale Advisory Services Private Limited • Reliance General Insurance Company Limited • Everest Industries Limited <p><i>Foreign companies</i></p> <p>Nil</p>
<p>Balram Singh Yadav</p> <p><i>Designation:</i> Independent Director</p> <p><i>Current term:</i> Five years with effect from August 19, 2024</p> <p><i>Period of Directorship:</i> Director since August 19, 2024</p>	<p><i>Indian companies</i></p> <ul style="list-style-type: none"> • Astec LifeSciences Limited • Behram Chemicals Private Limited • Creamline Dairy Products Limited

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
<p><i>Address:</i> 3703, Vivarea, Sane Guruji Marg, Mahalaxmi, Near Jacob's Circle, Mumbai 400 011, Maharashtra, India</p> <p><i>Occupation:</i> Professional</p> <p><i>Date of Birth:</i> July 15, 1964</p> <p><i>Age:</i> 60</p> <p><i>DIN:</i> 00294803</p>	<ul style="list-style-type: none"> • Godrej Agrovet Limited • Godrej Tyson Foods Limited • SEALAC Agroventures Limited <p><i>Foreign companies</i></p> <ul style="list-style-type: none"> • ACI Godrej Agrovet Limited, Bangladesh
<p>Nithya Easwaran</p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>Current term:</i> June 10, 2023 to June 9, 2026 and liable to retire by rotation.</p> <p><i>Period of directorship:</i> Since June 10, 2020</p> <p><i>Address:</i> A-405, 4th Floor, Ashok Garden T-1, 180/188, T. J. Road, Sewree, Mumbai 400 015, Maharashtra, India</p> <p><i>Occupation:</i> Service</p> <p><i>Date of Birth:</i> August 19, 1973</p> <p><i>Age:</i> 51</p> <p><i>DIN:</i> 03605392</p>	<p><i>Indian companies</i></p> <ul style="list-style-type: none"> • Acko Technologies & Service Private Limited • APAC Financial Services Private Limited • Arvind Fashions Limited • Finnew Solutions Private Limited • Kogta Financial (India) Limited • Multiples Alternate Asset Management Private Limited • TI Clean Mobility Private Limited • Zerodha Asset Management Private Limited <p><i>Foreign companies</i></p> <ul style="list-style-type: none"> • Niyo Solutions Inc.
<p>Dharmesh Anil Mehta</p> <p><i>Designation:</i> Managing Director and Chief Executive Officer</p> <p><i>Current term:</i> June 10, 2023, to June 9, 2026</p> <p><i>Period of directorship:</i> Since June 10, 2020</p> <p><i>Address:</i> Vivarea Tower A, 20th Floor, Flat No. 2003, Sane Guruji Marg, Jacob Circle, Mumbai 400 011, Maharashtra, India</p> <p><i>Occupation:</i> Service</p> <p><i>Date of Birth:</i> May 24, 1970</p> <p><i>Age:</i> 54</p> <p><i>DIN:</i> 06734366</p>	<p><i>Indian companies</i></p> <ul style="list-style-type: none"> • Boombucket Advisors Private Limited <p><i>Foreign companies</i></p> <ul style="list-style-type: none"> • DAM Capital (USA) Inc.
<p>Jateen Madhukar Doshi</p> <p><i>Designation:</i> Executive Director</p> <p><i>Current term:</i> June 10, 2023 to June 9, 2026 and liable to retire by rotation.</p> <p><i>Period of directorship:</i> Director since June 10, 2020</p> <p><i>Address:</i> 1802, Raheja Regency, Plot 108, Road 29, Sion East, Mumbai 400 022, Maharashtra, India</p> <p><i>Occupation:</i> Service</p> <p><i>Date of Birth:</i> May 20, 1965</p> <p><i>Age:</i> 59</p> <p><i>DIN:</i> 08476768</p>	<p><i>Indian companies</i></p> <p>Nil</p> <p><i>Foreign companies</i></p> <p>Nil</p>

Brief profiles of our Directors

MV Nair is the Chairperson and an Independent Director on our Board. He has been associated with our Company since August 19, 2024. He holds a bachelor's degree in science from the University of Mysore. He is also a non-executive Chairperson on the board of directors of BQ Digital Learning Private Limited. He is also a non-executive Director on the board of Propelld (Bluebear Technology Private Limited). He is also an advisor to WestBridge

Advisors LLP and an advisor to Mountain Managers Private Limited and GrowX Venture Fund LLP and a senior advisor to New Street Technologies Private Limited and Progcap (Desiderata Impact Ventures Private Limited). He is also a board advisor to Credgenics (Analog Legalhub Technology Solutions Private Limited) and is engaged as a consultant by Trans Union LLC, USA and Perfios Software Solutions Private Limited. He has previously served as the non-executive chairman of SWIFT India Domestic Services Private Limited and Transunion CIBIL Limited; an independent director on the board of directors of Stock Holding Corporation of India Limited, Encore Asset Reconstruction Company Private Limited, Gujarat International Finance Tec-City Co. Ltd, GIFT SEZ Limited and L&T Investment Management Limited; and a director on the board of Aditya Birla Sun Life Insurance Company Limited. He was also an advisor to General Atlantic Services Co. LLC and a consultant advisor to CMS Info Systems Private Limited. He has also served as chairman and managing director on the board of Union Bank of India and Dena Bank, and as a non-executive chairman on the board of SUD Life Insurance Company Limited. He was also associated with the Indian Banks' Association as their chairman. He was the chairman of the committee constituted to re-examine the existing classification and suggest revised guidelines with regard to priority sector lending and related issues by the Reserve Bank of India.

Natarajan Srinivasan is an Independent Director of our Company. He has been associated with our Company since August 19, 2024. He is a member of the Institute of Chartered Accountants of India. He has previously been associated as a director on the board of directors of Cholamandalam Financial Holdings Limited, Cholamandalam Investment and Finance Company Limited, CG Power and Industrial Solutions Limited, Tamil Nadu Water Investment Company Limited, New Tirupur Area Development Corporation Limited, Cholamandalam MS General Insurance Company Limited and Cholamandalam MS Risk Services Limited. Currently, he is on the board of Godrej Agrovet Limited and Computer Age Management Services Limited (CAMS).

Rajendra Prabhakar Chitale is an Independent Director of our Company. He has been associated with our Company since December 15, 2020. He holds a bachelor's degree in law from University of Mumbai. He is a member of the Institute of Chartered Accountants of India. He has also served as a director on NSE Clearing Limited, Clearing Corporation of India Limited, Small Industries Development Bank of India and National Stock Exchange of India Limited. He has served as a member of the Insurance Advisory Committee of the IRDAI, the Financial Sector Legislative Reforms Commission, Government of India (the **FSLRC**) and the Investor Education and Protection Fund Committee established by the Government of India. He is the Managing partner of M.P Chitale & Co and Chitale & Co.

Balram Singh Yadav is an Independent Director of our Company. He has been associated with our Company since August 19, 2024. He holds a bachelor's degree in science from Haryana Agricultural University, Haryana and a post graduate diploma in management from Indian Institute of Management, Ahmedabad. He has completed agribusiness seminar from Harvard Business School. He began his career with the Godrej group in 1990 and over the years he has handled various roles across businesses and regions. He is the managing director of Godrej Agrovet Limited and Godrej Tyson Foods Limited.

Nithya Easwaran is a Non-Executive Director of our Company. She has been associated with our Company since June 10, 2020. She holds a bachelor's degree in electronics engineering from University of Bombay and a post graduate diploma in management from Indian Institute of Management, Lucknow. She is a director of Multiples Alternate Asset Management Private Limited and has been previously associated with CITIBANK N.A.

Dharmesh Anil Mehta is a capital market veteran with over 25 years of work experience. He is the Managing Director and Chief Executive Officer and one of the Promoters of our Company. He has extensive experience in leading transactions across capital market products, sectors and geographies. He has passed the examination of FY B.Com from H.R. College of Commerce and Economics, University of Mumbai and was awarded "The General Leadership Award" on January 25, 1991. He established the institutional equities business at ENAM Securities Private Limited ("**ENAM Securities**"), one of the leading capital market firms in India in terms of IPOs and QIPs between 2001 and 2007 as per Prime Database. Post the acquisition of ENAM Securities by Axis Bank Limited, in the year 2015 he undertook the role as the managing director and chief executive officer of Axis Capital Limited ("**Axis Capital**"). Under his leadership, Axis Capital was ranked as number one Investment Bank in Fiscal 2018 in terms of number of IPOs and QIPs as per Prime Database. He has led and completed various transactions including IPOs, QIPs, IPPs, OFSs, Rights Issues, Buybacks, Open Offers, REITs, preferential placements, secondary market blocks/placements, Private Equity and M&A. Over the years he has developed and built deep relationships with corporates, investors (on both, the public and private side) and various other intermediaries. After exiting Axis Capital in December 2018, Dharmesh Anil Mehta along with other investors acquired our Company (*formerly IDFC Securities Limited*). Over the years, under his leadership, DAM Capital has emerged as the fastest growing Investment Bank in India as per CRISIL Report¹. Leveraging his vast experience and domain expertise, he formulates the growth strategy of DAM Capital and provides mentorship to our leadership team.

Jateen Madhukar Doshi is an Executive Director of our Company. He has been associated with our Company since November 4, 2019. He holds a bachelor's degree in pharmacy from Maharaja Sayajirao University of Baroda, Gujarat and a master's degree in business administration from B. K. School of Business Management, Gujarat University. He is responsible for overseeing institutional equities division comprising of broking and research functions of our Company. Prior to joining our Company, he was associated with Axis Capital Limited and his last role in Axis Capital Limited was of Executive Director with the Financial Sponsors Group of the Investment Banking Division. He was also associated with Ketan S Shah, stock brokers prior to joining ENAM Securities Private Limited.

¹ DAM Capital is the fastest growing investment bank in India by revenue CAGR from Fiscals 2022 to 2024 with the highest profit margin in Fiscal 2024, among the peers considered (Source: CRISIL Report).

Relationship between our Directors

There is no relationship between our Directors, Key Managerial Personnel or Senior Management of our Company.

Terms of appointment of Directors

Terms of appointment of our Executive Directors

Dharmesh Anil Mehta

Dharmesh Anil Mehta was appointed as a Managing Director and Chief Executive Officer of our Company pursuant to resolutions dated June 10, 2020, by the Board and September 30, 2020, by the shareholders with effect from June 10, 2020, on such terms and conditions set out in the appointment letter dated June 10, 2020. Subsequently, he was re-appointed as the Managing Director and Chief Executive Officer of our Company pursuant to resolutions dated May 16, 2023 by the Board and July 20, 2023 by the shareholders for a period of three years till June 9, 2026. Pursuant to the Shareholder's Agreement dated June 10, 2020, Dharmesh Anil Mehta was appointed as a Managing Director, of our Company via an employment agreement dated June 10, 2020 ("**Employment Agreement**"). He is also entitled to 10% of our Company's pre incentive pre-tax profit in terms of the Employment Agreement.

He is entitled to a total remuneration of ₹ 80.00 million. He is also entitled to other employee benefits such as gratuity fund, provident fund, special allowance, term insurance benefits, club membership, etc.

Jateen Madhukar Doshi

Jateen Madhukar Doshi was appointed as an Executive Director of our Company pursuant to the resolution passed by our Board dated June 10, 2020, and the resolution passed by our Shareholders dated September 30, 2020, with effect from June 10, 2020. Subsequently, he was re-appointed as the Executive Director of our Company pursuant to resolutions dated May 16, 2023, by the Board and July 20, 2023, by the shareholders for a period of three years till June 9, 2026 and is liable to retire by rotation. He is entitled to a fixed remuneration of ₹ 16.32 million (inclusive of variable pay of ₹ 6.20 million). He is also entitled to benefits like gratuity fund, provident fund, special allowance, term insurance benefits, club membership, etc.

Terms of appointment of our Non-Executive and Independent Directors

Pursuant to resolution passed by our Board on August 19, 2024, our Non-Executive Directors are entitled to receive a sitting fee of ₹ 100,000 for attending each meeting of our Board and ₹ 100,000 as sitting fees for attending each meeting of the Audit committees and ₹ 25,000 sitting fees for attending each meeting of the other committees constituted by our Board, respectively.

Compensation paid to our Executive Directors

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2024 are set forth below.

Remuneration to our Executive Directors

Details of the remuneration paid to our Executive Directors in Fiscal 2024 is set forth below:

<i>(in ₹ million)</i>		
Sr. No.	Name of the Executive Director	Remuneration
1.	Dharmesh Anil Mehta	48.61
2.	Jateen Madhukar Doshi	10.66

Remuneration to our Non-Executive Director

Details of the remuneration paid to our Non-Executive Directors in Fiscal 2024 is set forth below:

<i>(in ₹ million)</i>		
Sr. No.	Name of the Non-Executive Director	Remuneration
1.	Nithya Easwaran	0.85

Remuneration to our Independent Directors

Details of the remuneration paid to our Independent Directors in Fiscal 2024 is set forth below:

<i>(in ₹ million)</i>		
Sr. No.	Name of the Independent Director	Remuneration
1.	MV Nair	Nil ⁽¹⁾
2.	Natarajan Srinivasan	Nil ⁽¹⁾
3.	Rajendra Prabhakar Chitale	0.90
4.	Balram Singh Yadav	Nil ⁽¹⁾

⁽¹⁾ No remuneration was paid in Fiscal 2024, as they were appointed in Fiscal 2025.

Compensation paid to our Directors by our Subsidiaries

None of our Directors are paid compensation by any of our Subsidiaries.

Bonus or profit-sharing plan for our Directors

Our Independent Directors are entitled to up to 1% of net profit as commission over and above the sitting fees, and Dharmesh Anil Mehta, who is entitled to profit-sharing plan of our Company at 10% of our Company's pre incentive

pre-tax profit in terms of the Employment Agreement and Jateen Madhukar Doshi is entitled to variable pay as determined by Board and approved by shareholders in General meeting.

Contingent and deferred compensation payable to our Directors

Except as disclosed below, there are no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Jateen Madhukar Doshi, Executive Director of our Company, has a variable compensation component determined by the Board or the Nomination and Remuneration Committee based on various performance metrics. As part of this variable compensation, Jateen Madhukar Doshi is entitled to a deferred payment of ₹1.75 million, which is scheduled to be paid next year.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as disclosed in “*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*” on page 88, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Arrangement or understanding with major shareholders, customers, suppliers or others

Except for Dharmesh Anil Mehta and Jateen Madhukar Doshi, our Executive Directors, none of our directors have been appointed to our Board pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others. Further, Nithya Easwaran was appointed as nominee Director of Multiples Alternate Asset Management Private Limited to our Board pursuant to the Shareholders’ Agreement. Subsequently, she was re-designated as a Non-Executive Director of our Company. For details, see “- *Changes in our Board during the last three years*” on page 179.

Service contracts with Directors

Our Company has not entered into any service contracts, pursuant to which any Directors are entitled to benefits upon termination of employment. Except statutory benefits upon termination of their employment in our Company or superannuation, no Directors are entitled to any benefit upon termination of employment or superannuation.

Interest of Directors

Our Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses, if any, payable to them.

Our Directors may also be interested to the extent of Equity Shares held by them or that may be subscribed by or allotted to any companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares, and to the extent of any directorships held by them in our Subsidiaries. For further details regarding the shareholding of our Directors, see “*Our Management - Shareholding of our Directors in our Company*”, “*Capital Structure – Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company*” and “*Risk Factors – Our Promoters, certain of our Directors and Key Management Personnel may be interested in us other than in terms of remuneration and reimbursement of expenses, and this may result in conflict of interest with us.*” on pages 178, 88 and 52, respectively.

Interest in land and property

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

Interest in promotion of our Company

Except Dharmesh Anil Mehta, who is the Promoter of our Company, none of our directors have any interest in the promotion or formation of our Company, as on the date of this Draft Red Herring Prospectus.

Loans to Directors

As on the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Confirmations

None of our Directors are or have been a director on the board of any listed company whose shares have been/were suspended from being traded on any of the stock exchanges, during his/her tenure, in the five years preceding the date of this Draft Red Herring Prospectus.

None of our Directors have been or are directors on the board of any listed companies which is or has been delisted from any stock exchange(s) during his/her tenure.

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 as a member 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/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Director	Date of Change	Reasons
Lalit Mohanlal Ratadia	May 11, 2022	Appointment as Independent Director
Lalit Mohanlal Ratadia	August 10, 2024	Resigned as Independent Director
MV Nair	August 19, 2024	Appointment as Independent Director
Natarajan Srinivasan	August 19, 2024	Appointment as Independent Director
Balram Singh Yadav	August 19, 2024	Appointment as Independent Director
Nithya Easwaran	August 19, 2024	Re-designated as a Non-Executive Director*

* Re-designated from being a nominee director appointed on behalf of Multiples Alternate Asset Management Private Limited.

Borrowing Powers

Pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and our Articles of Association, subject to applicable laws and pursuant to the resolution passed by our Board dated June 4, 2014 and the special resolution passed by our Shareholders on September 29, 2014, our Board has been authorised to borrow monies from time to time, whether secured or unsecured, for the purpose of the business of our Company, notwithstanding that such borrowings, together with money already borrowed (apart from temporary loans obtained, if any, from the bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of our Company, provided that the total amount borrowed shall not at any time exceed the limit of ₹ 10,000.00 million.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, there are seven Directors on our Board comprising of two Executive Directors, one Non-Executive Director and four Independent Directors. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance and undertakes to take all necessary steps to continue to comply with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

Committees of the Board

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act, 2013:

- (i) Audit Committee;
- (ii) Nomination and Remuneration Committee;
- (iii) Investor Grievances and Stakeholders' Relationship Committee; and
- (iv) Corporate Social Responsibility Committee;

Audit Committee

The Audit Committee was last reconstituted by a resolution passed by our Board dated August 19, 2024. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Rajendra Prabhakar Chitale	Independent Director	Chairperson
2.	MV Nair	Independent Director	Member
3.	Balram Singh Yadav	Independent Director	Member
4.	Nithya Easwaran	Non-Executive Director	Member

Terms of Reference

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- (i) to investigate any activity within its terms of reference;
- (ii) to seek information from any employee;
- (iii) to obtain outside legal or other professional advice;
- (iv) to secure attendance of outsiders with relevant expertise, if it considers necessary; and

(v) such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- (i) oversight of financial reporting process and the disclosure of financial information relating to DAM Capital Advisors Limited to ensure that the financial statements are correct, sufficient and credible;
 - (ii) recommendation to the Board of the Company for appointment, re-appointment, replacement, remuneration and other terms of appointment of statutory auditors of the Company and the fixation of the audit fee;
 - (iii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - (iv) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions; and
 - g. modified opinion(s) in the draft audit report.
 - (v) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
 - (vi) 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 utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.
 - (vii) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - (viii) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the independent directors who are members of the Audit Committee;
 - a. Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;
 - b. Make omnibus approval for related party transactions proposed to be entered into by the Company for every financial year as per the criteria approved;
 - c. Review of transactions pursuant to omnibus approval;
 - d. Make recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act, 2013.
- Explanation:** The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*
- (ix) scrutiny of inter-corporate loans and investments;
 - (x) valuation of undertakings or assets of the Company, wherever it is necessary;
 - (xi) evaluation of internal financial controls and risk management systems;
 - (xii) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 - (xiii) 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;
 - (xiv) discussion with internal auditors of any significant findings and follow-up thereon;
 - (xv) 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;

- (xvi) 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;
- (xvii) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xviii) reviewing the functioning of the whistle blower mechanism;
- (xix) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- (xx) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (xxi) reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary(/ies) exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary(/ies), whichever is lower including existing loans/ advances/ investments;
- (xxii) review the financial statements, in particular, the investments made by any unlisted subsidiary;
- (xxiii) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (xxiv) approving the key performance indicators (“KPIs”) for disclosure in the offer documents, and approval of KPIs once every year, or as may be required under applicable law; and
- (xxv) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was last reconstituted by a resolution passed by our Board dated August 19, 2024. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Natarajan Srinivasan	Independent Director	Chairperson
2.	Rajendra Prabhakar Chitale	Independent Director	Member
3.	Nithya Easwaran	Non-Executive Director	Member

Terms of Reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of the Company, a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”);
- (ii) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- (iii) Formulation of criteria for evaluation of performance of independent directors and the Board;
- (iv) Devising a policy on Board diversity;
- (v) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director’s performance (including independent director);
- (vi) Analysing, monitoring and reviewing various human resource and compensation matters;
- (vii) Determining the Company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

- (viii) 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;
- (ix) recommend to the board, all remuneration, in whatever form, payable to senior management
- (x) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
- (xi) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-
 - a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (xii) Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
 - a. administering any existing and proposed employee stock option schemes formulated by the Company from time to time (the “**Plan**”);
 - b. determining the eligibility of employees to participate under the Plan;
 - c. granting options to eligible employees and determining the date of grant;
 - d. determining the number of options to be granted to an employee;
 - e. determining the exercise price under the Plan; and
 - f. construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.
- (xiii) Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
- (xiv) Carrying out any other activities as may be delegated by the Board of Directors of the Company, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Investor Grievances and Stakeholders’ Relationship Committee

The Investor Grievances and Stakeholders’ Relationship Committee was constituted by a resolution of our Board dated August 19, 2024. The composition and terms of reference of Investor Grievances and Stakeholders’ Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Balram Singh Yadav	Independent Director	Chairperson
2.	Dharmesh Anil Mehta	Managing Director and Chief Executive Officer	Member
3.	Jateen Madhukar Doshi	Executive Director	Member

Terms of Reference

The Investor Grievances and Stakeholders’ Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

- (i) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders
- (ii) resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

- (iii) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- (iv) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- (v) review of measures taken for effective exercise of voting rights by shareholders;
- (vi) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent; and
- (vii) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- (viii) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013 or the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

The CSR Committee was constituted by a resolution of our Board dated August 19, 2024. The composition and terms of reference are in compliance with Section 135 and other applicable provisions of the Companies Act, 2013. The CSR Committee currently comprises:

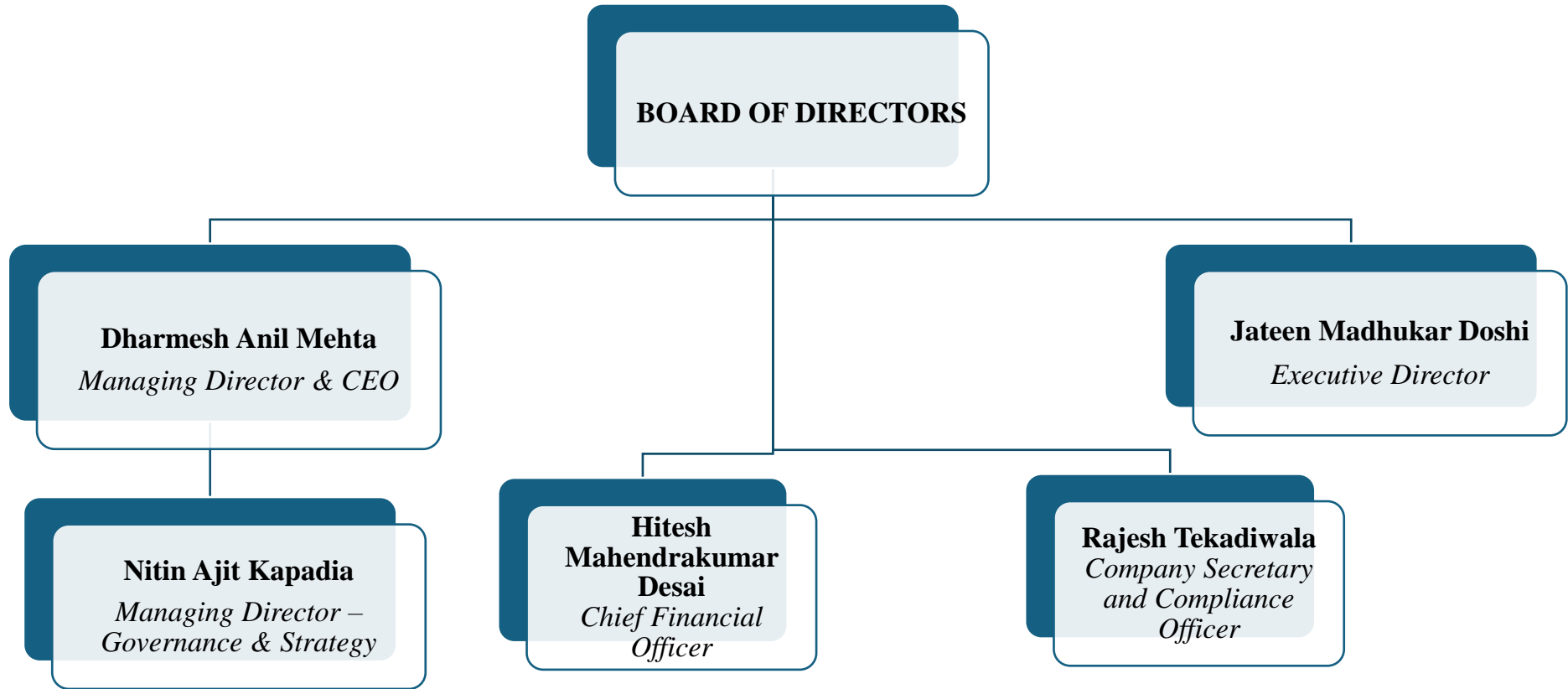
Sr. No.	Name of Director	Designation	Committee Designation
1.	MV Nair	Independent Director	Chairperson
2.	Dharmesh Anil Mehta	Managing Director and Chief Executive Officer	Member
3.	Jateen Madhukar Doshi	Executive Director	Member

Terms of Reference

The Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

- (i) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, and the rules made thereunder, each as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- (ii) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- (iii) monitor the Corporate Social Responsibility Policy of the Company from time to time;
- (iv) identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (v) the Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
- (vi) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;
- (vii) the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act, 2013;
- (viii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- (ix) monitoring and reporting mechanism for the projects or programmes; and
- (x) details of need and impact assessment, if any, for the projects undertaken by the Company.
- (xi) Provided that the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect; and
- (xii) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to our Executive Directors, Dharmesh Anil Mehta and Jateen Madhukar Doshi whose details are provided in “*Management- Brief Profiles of our Directors*” on page 175, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

Hitesh Mahendrakumar Desai is the Chief Financial Officer of our Company. He has been associated with our Company since August 1, 1994. He holds a bachelor’s degree in commerce with specialisation in financial accounting and auditing from St. Xavier’s College, University of Bombay. He also holds a post graduate diploma in finance management from Welingkar Institute of Management Development and Research. He is responsible for finance and operations of our Company. In Fiscal 2024, he received an aggregate compensation of ₹ 6.68 million.

Rajesh Tekadiwala is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since September 5, 2019. He holds a bachelor’s degree in commerce from University of Bombay. He is a company secretary and a member of the Institute of Company Secretaries of India. Additionally, He is a qualified chartered accountant certified by the Institute of Chartered Accountants of India. He was previously associated with Standard Chartered Securities India Limited. In Fiscal 2024, he received an aggregate compensation of ₹3.96 million.

Senior Management

In addition to our Company Secretary and Compliance Officer Rajesh Tekadiwala and our Chief Financial Officer, Hitesh Mahendrakumar Desai, whose details are provided in “*Our Management-Key Managerial Personnel*” on page 185, the details of our other Senior Management as on the date of this Draft Red Herring Prospectus are set forth below.

Nitin Ajit Kapadia is the Managing Director of Strategy and Governance of our Company. He has been associated with our Company since November 25, 2019. He holds a bachelor’s degree in commerce from Sydenham College of Commerce and Economics, University of Bombay. He also holds a bachelor’s degree in law from Government Law College, University of Mumbai and a master’s degree in financial management from Jamanlal Bajaj Institute of Management Studies, University of Mumbai. He was previously associated with Axis Securities Limited (Formerly ENAM Securities Direct Private Limited.) and last held the position of managing director and chief executive officer of Standard Chartered Securities (India) Limited. In Fiscal 2024, he received an aggregate compensation of ₹ 10.49 million.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are related to each other or to the Directors of our Company.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

Except as disclosed in “*-Bonus or profit-sharing plan for our Directors*”, there is no bonus or profit sharing plan for the Key Managerial Personnel and Senior Management.

Loans to Key Managerial Personnel and Senior Management

No loans have been availed by our Key Managerial Personnel and Senior Management from our Company as on the date of this Draft Red Herring Prospectus.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as disclosed in “*Capital Structure - Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company*” on page 88, none of our Key Managerial Personnel or Senior Management Personnel, hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Except as disclosed in “*Capital Structure - Employee stock options scheme of our Company*” on page 89, our Company has not granted any ESOPs as on the date of this Draft Red Herring Prospectus.

Service Contracts with Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management have variable compensation component determined by the Board or the Nomination and Remuneration Committee based on various performance metrics. As part of the variable compensation, Jateen Madhukar Doshi, Hitesh Mahendrakumar Desai, Nitin Ajit Kapadia and Rajesh Tekadiwala are entitled to a deferred payment of ₹1.75 million, ₹0.75 million, ₹1.50 million and ₹0.35 million, respectively, which is scheduled to be paid in Fiscal 2025.

Arrangements and understanding with major shareholders, customers, suppliers or others

Except for Dharmesh Anil Mehta and Jateen Madhukar Doshi, our Directors and Key Managerial Personnel, who have been appointed as directors pursuant to the Shareholders’ Agreement, none of the Key Managerial Personnel or Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in “*Our Management - Interest of Directors*” above, the Key Managerial Personnel and Senior Management of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Changes in Key Managerial Personnel or Senior Management during the last three years

There have been no changes in our Key Managerial Personnel or Senior Management in the three immediately preceding years.

Employee stock option and stock purchase schemes

For details of the employee stock option scheme of our Company, see “*Capital Structure – Employee Stock Option Scheme*” on page 89. As on the date of this Draft Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management of our Company are granted any employee stock options.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

Except as disclosed in “*Bonus or profit-sharing plan for our Directors*” and “*Terms of appointment of our Executive Directors*” on page 177, no non-salary related amount or benefit has been paid or given to any of our Company’s officers including our Directors, Key Managerial Personnel and Senior Management within the two preceding years of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

As on the date of this Draft Red Herring Prospectus, Dharmesh Anil Mehta, Sonali Dharmesh Mehta and Boombucket Advisors Private Limited are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters' shareholding in our Company is as follows:

Sr. No.	Name of the Promoter	No. of Equity Shares held of face value of ₹2 each	% of pre-Offer issued, subscribed and paid-up Equity Share capital
1.	Dharmesh Anil Mehta	18,561,350	26.26%
2.	Sonali Dharmesh Mehta ⁽¹⁾	6,304,350	8.92%
3.	Boombucket Advisors Private Limited	7,567,600	10.71%
	Total	32,433,300	45.88%

⁽¹⁾ Jointly with Dharmesh Anil Mehta

For details of the build-up of the Promoters' shareholding in our Company, please refer to "*Capital Structure – Shareholding of our Promoters, members of our Promoter Group and directors of our Corporate Promoter*", on page 84.

Details of our Promoter are as follows:



Dharmesh Anil Mehta, aged 54 years, is the Managing Director, Chief Executive Officer and the Promoter of our Company.

Date of Birth: May 24, 1970

Address: Vivarea Tower A, 20th Floor, Flat No. 2003, Sane Guruji Marg, Saat Rasta, Mumbai 400 011, Maharashtra, India.

Permanent Account Number: AACPM1169Q

For complete profile of Dharmesh Anil Mehta with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, please see "*Our Management – Board of Directors – Brief profiles of Directors*" on page 175.



Sonali Dharmesh Mehta, aged 54 years, is the Promoter of our Company.

Date of Birth: March 3, 1970

Address: Vivarea Tower A, 20th Floor, Flat No. 2003, Sane Guruji Marg, Saat Rasta, Mumbai 400 011, Maharashtra, India.

She holds a bachelor's degree in commerce from H.R. College of Commerce and Economics, University of Bombay. She holds a senior diploma in vocal from Prayag Sangit Samiti, Allahabad. She successfully completed a comprehensive diploma programme in fashion designing from JD Institute of Fashion Technology. She is a shareholder and director of Boombucket Advisors Private Limited.

Permanent Account Number: AANPM7994C

Our Company confirms that the permanent account number, bank account number, passport number, Aadhaar card number and driving license number of our Promoters will be submitted to the Stock Exchanges, at the time of filing of this Draft Red Herring Prospectus.

Details of our Corporate Promoter

Boombucket Advisors Private Limited

Boombucket Advisors Private Limited is a private limited company, incorporated on January 18, 2019, under the Companies Act, 2013. Its registered office is situated at Flat No 2003/A 20th Floor, Vivarea Tower, Jacob Circle, S G Marg, Satrasta, Mahalaxmi, Jacob Circle, Mumbai 400 011, Maharashtra, India. The PAN of Boombucket Advisors Private Limited is AAHCD0513H. The corporate identity number of Boombucket Advisors Private Limited is U74110MH2019PTC319868.

It is, inter alia, engaged in the business of investments.

Directors of Boombucket Advisors Private Limited

Sr. No.	Name of the Director	Designation
1.	Dharmesh Anil Mehta	Director
2.	Sonali Dharmesh Mehta	Director

Promoters of Boombucket Advisors Private Limited

The Promoters of Boombucket Advisors Private Limited are:

- (i) Dharmesh Anil Mehta
- (ii) Sonali Dharmesh Mehta

Capital Structure of Boombucket Advisors Private Limited

The authorized share capital of Boombucket Advisors Private Limited as on the date of this Draft Red Herring Prospectus is ₹70,000,000 divided into 7,000,000 equity shares of the face value ₹10 each.

Shareholding Pattern of Boombucket Advisors Private Limited

The shareholding pattern of Boombucket Advisors Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Sr. No.	Name of the Shareholder	No. of equity shares of the face value ₹10 each	Shareholding (%)
1.	Dharmesh Anil Mehta	3,570,000	51.00
2.	Sonali Dharmesh Mehta	3,430,000	49.00
	Total	7,000,000	100.00

Changes in management and control of Boombucket Advisors Private Limited

There has not been a change in control in Boombucket Advisors Private Limited during the preceding three years from the date of this Draft Red Herring Prospectus.

Boombucket Advisors Private Limited has not changed its activities since the date of its incorporation.

Our Company confirms that the permanent account number, bank account number, registration number, and address of the Registrar of Companies, where Boombucket Advisors Private Limited is registered, will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with the Stock Exchanges.

Change in Control of our Company

Our Promoters are not the original promoters of our Company. Dharmesh Anil Mehta and Boombucket Advisors Private Limited became Promoters of our Company pursuant to the share purchase agreement dated November 7, 2019, through which Dharmesh Anil Mehta, Hansa Anil Mehta, Boombucket Advisors Private Limited, Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited and Easyaccess Financial Services Limited (together as “**Purchasers**”) acquired the entire issued and paid-up share capital of our Company (formerly IDFC Securities Limited) from its erstwhile shareholder, IDFC Financial Holding Company Limited, for an aggregate consideration of ₹860 million. Subsequently, through the deed of gift dated March 15, 2024, Hansa Anil Mehta transferred 8.92% of her shareholding in our Company to Sonali Dharmesh Mehta, pursuant to which Sonali Dharmesh Mehta became a Promoter of our Company. For more details, please see “**Capital Structure – Equity share capital history of our Company**” and “**History and Certain Corporate Matters - Shareholders’ agreement and other key agreements**” on pages 80 and 170.

Interests of Promoters

Our Promoters are interested in our Company: (i) to the extent that they have promoted our Company; (ii) to the extent of their direct or indirect shareholding in our Company; and (iii) the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company, if any. For further details, see “**Capital Structure – Notes to the Capital Structure - History of the share capital held by our Promoters**” on page 83. Additionally, our Promoters may be interested in transactions entered by our Company with them, their relatives, or other entities (i) in which our Promoters hold shares, directly or indirectly or (ii) which are controlled by our Promoters.

Further our Promoter, Dharmesh Anil Mehta, who is also the Managing Director, may be deemed to be interested in the remuneration paid/ payable to him and the reimbursement of expenses incurred by him in his capacity as the Managing Director of our Company. For further details, see “**Our Management - Terms of appointment of Directors**” on page 177.

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise by any person, either to induce them to become or to qualify him, as a Director or Promoter or otherwise for services rendered by our Promoter, or by such firm or company, in connection with the promotion or formation of our Company.

Except Dharmesh Anil Mehta and Sonil Dharmesh Mehta who are spouses to each other, none of our Promoters are related to each other.

Interest in property, land, construction of building and supply of machinery

Our Promoters do not have any interest in any property acquired by our Company in the three years preceding from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company with respect to the acquisition of land, construction of building or supply of machinery.

There is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Promoters and members of our Promoter Group.

Payment or benefits to Promoter or Promoter Group

Except in ordinary course of business and as disclosed in “**Our Management - Terms of appointment of Directors**” and “**Restated Consolidated Financial Statements – Note 39 – Related Party Transactions**” on pages 177 and 238, respectively, there has been no payment or benefits by our Company to our Promoters or any of the members of our Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or any members of our Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoter have disassociated in the last three years

Our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Other ventures of our Promoter

As on date of this Draft Red Herring Prospectus, our Promoters have not been involved in any other venture that is in the same line of activities or business as that of our Company.

Confirmations

Our Promoters have not been declared as a Wilful Defaulter or a Fraudulent Borrower.

Our Promoters and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters are not and have never been promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There are no pending actions against our Promoters by any regulatory authority in India or overseas.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of our Promoter Group

The natural persons who are part of our Promoter Group, other than our Promoter, are as follows:

Name of the Promoter	Name of member of Promoter Group	Relationship with our Individual Promoters
Dharmesh Anil Mehta	Hansa Anil Mehta	Mother
	Sonali Dharmesh Mehta	Spouse
	Krish Dharmesh Mehta	Son
	Mitesh Anil Mehta	Brother
	Jagruti Shaunak Shah	Sister
	Kirit Ramanlal Dharia	Spouse’s father
	Pratima Kirit Dharia	Spouse’s mother
	Sanjiv Kirit Dharia	Spouse’s brother
Sonali Dharmesh Mehta	Kirit Ramanlal Dharia	Father
	Pratima Kirit Dharia	Mother
	Sanjiv Kirit Dharia	Brother
	Dharmesh Anil Mehta	Spouse

Name of the Promoter	Name of member of Promoter Group	Relationship with our Individual Promoters
	Krish Dharmesh Mehta	Son
	Hansa Anil Mehta	Spouse's mother
	Mitesh Anil Mehta	Spouse's brother
	Jagruti Shaunak Shah	Spouse's sister

Entities forming part of our Promoter Group

The entities forming part of our Promoter Group (other than our Corporate Promoter) are as follows:

- (i) Argo Capital
- (ii) Asian Tools and Hardware Store
- (iii) Chiron Capital Advisors LLP
- (iv) Hindustan Tapex Company
- (v) Kirit Ramanlal Dharia HUF
- (vi) Matchwell Electric Company
- (vii) Matchwell Engineering Co
- (viii) S&P Ventures
- (ix) Sanjiv Kirit Dharia HUF
- (x) Vivarea Advisors LLP

DIVIDEND POLICY

The dividend distribution policy of our Company was approved and adopted by our Board on May 11, 2022 (“**Dividend Policy**”). In terms of the Dividend Policy, the declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable laws including the Companies Act, 2013, read with the rules notified thereunder, each as amended.

Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of the Board and will depend on a number of factors, including but not limited to, (i) financial parameters such as profits earned during the year, future liquidity requirements and capital expenditure (ii) internal factors such as retained earnings and earnings outlook for the next three to five years; and (iii) external factors such as the macro-economic environment, legal and regulatory framework, and technological changes. In addition, the ability of our Company to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our funding requirements for our business activities.

Details of the dividend declared and paid by our Company on the Equity Shares during the last three Fiscals and the period from April 1, 2024 till the date of this Draft Red Herring Prospectus are set forth below:

Particulars	From April 1, 2024 to the date of this Draft Red Herring Prospectus	Fiscal 2024*	Fiscal 2023**	Fiscal 2022***
Number of Equity shares	70,686,000	14,137,200	14,137,200	14,137,200
Face value per equity share	2	10	10	10
Amount of Dividend (₹ in million)	Nil	35.34	14.14	21.21
Dividend per share (in ₹)	Nil	2.50	1.00	1.50
Rate of dividend (%)	Nil	25.00	10.00	15.00
Tax deducted on behalf of Shareholder (₹ in million)	Nil	3.53	1.41	2.12
TDS (%)	Nil	10	10	10
Mode of payment	Nil	NEFT/RTGS	NEFT/RTGS	NEFT/RTGS

* Dividend payable for the year ended March 31, 2024 is paid on 14.08.2024 @Rs.2.50 per equity share.

** Dividend payable for the year ended March 31, 2023 is paid on 20.07.2023 @Rs.1 per equity share.

*** Dividend payable for the year ended March 31, 2022 is paid on 15.07.2022 @Rs.1.50 per equity share.

The amount of dividend paid in the past is not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Offer. There is no guarantee that any dividends will be declared or paid in the future on the Equity Shares. For details in relation to risks involved in this regard, see “**Risk Factors – Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures**” on page 49.

SECTION V – FINANCIAL INFORMATION
RESTATED CONSOLIDATED FINANCIAL STATEMENTS

[Remainder of this page has been intentionally left blank]

To,
The Board of Directors,
DAM Capital Advisors Limited.
One BKC, Tower C, 15th Floor, Unit no. 1511
Bandra Kurla Complex, Bandra (East),
Mumbai- 400051
Maharashtra

Independent Auditor's Examination Report on Restated Ind AS Consolidated Financial Information as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Dear Sirs,

1. We have examined the attached Restated Ind AS Consolidated Financial Information of DAM Capital Advisors Limited (the "Company"), comprising the Restated Ind AS Consolidated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and as at March 31, 2022, the Restated Ind AS Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Ind AS Consolidated Statement of Changes in Equity, the Restated Ind AS Consolidated Cash Flow Statement for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 the Summary Statement of Material Accounting Policies, and other explanatory information (collectively, the "Restated Ind AS Consolidated Financial Information") of the Company and its subsidiaries, namely DAM Capital (USA) Inc & IDFC Securities Singapore Pte. Ltd. (together referred to as the "Group"), as approved by the Board of directors of the Company at their meeting held on August 09, 2024 for the purpose of inclusion in the Draft Red Herring Prospectus ("Offer Document") prepared by the Company in connection with its proposed Initial Public Offer of equity shares (the "Offer").

The Restated Ind AS Consolidated Financial Information is prepared in terms of the requirement of:

- a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") as amended;
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Ind AS Consolidated Financial Information for the purpose of inclusion in the Offer Document to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited and Registrar of Companies, Maharashtra situated in Mumbai in connection with the proposed Offer. The Restated Ind AS Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note no 2.1 to the Restated Ind AS Consolidated Financial Information. The Board of Directors of the companies included in the group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Ind AS Consolidated Financial Information. The Board of Directors of the companies included in the group are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Ind AS Consolidated Financial Information taking into consideration:
 - a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated July 15, 2024 in connection with the proposed Offer;
 - b. The Guidance Note, which also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Ind AS Consolidated Financial Information; and
 - d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Offer.

4. These Restated Ind AS Consolidated Financial Information have been compiled by the management from:
- a. Audited Consolidated Ind AS financial statements of the Company as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the 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 09, 2024, May 16, 2023 and May 11, 2022 respectively.

5. For the purpose of our examination, we have relied on:

- a. the Auditors' reports issued by us dated August 09, 2024, May 16, 2023 and May 11, 2022 on the Consolidated Ind AS financial statements of the Company as at and for year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively as referred in Paragraph 4 above;

6. We did not audit the special purpose financial statements of the subsidiary i.e. DAM Capital (USA) Inc, which reflect total assets of Rs. 55.10 million, Rs. 84.66 million, and Rs. 76.78 million (before consolidation adjustment), total revenue of Rs. 11.36 million, Rs. 9.73 million, and Rs. 8.42 million (before consolidation adjustment), and total Net cash flows of Rs. (8.53) million, Rs. (46.27) million, and Rs. 10.69 million (before consolidation adjustment), as at and for the years ended 31 March 2024, 31 March 2023, and 31 March 2022 respectively. These special purpose financial statements are Ind AS converged financial statements, prepared by the Management of the Company by applying Ind AS conversion adjustments to the Subsidiary Company's Financial Statements. The original financial statements of the Subsidiary were presented in US Dollars (\$), being the functional and presentation currency of the Subsidiary, and were prepared in accordance with the Generally Accepted Accounting Principles in the United States of America ("US GAAP"). These US GAAP financial statements were audited by Mercurius & Associates LLP (formerly known as AJSH & Co LLP). The purpose of these special purpose financial statements is to facilitate the preparation of the restated consolidated financial statements of the Company for the years ended 31 March 2024, 31 March 2023, and 31 March 2022. These special purpose financial statements were subsequently reviewed by Manoj Mundra and Associates ("Other Auditor"), and whose report has been furnished to us by the Company's management and our opinion on the restated consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the Other Auditor.

Another wholly-owned subsidiary of the Company namely IDFC Securities Singapore Pte. Ltd ("WOS"), incorporated in Singapore was dissolved and liquidated w.e.f. date November 16, 2021. The Company has filed an application to Reserve Bank of India for cancellation of Unique Document Identification Number. No financial statements of the aforesaid WOS is prepared by the Company post financial year 2019-20 and it is neither audited nor reviewed. Our opinion on the restated Consolidated Ind AS financial statements is not modified in respect of these matters.

The Other Auditor of the subsidiary DAM Capital (USA) Inc as mentioned above, have examined the restated financial information and have confirmed that the restated financial information of the said subsidiary:

- a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed by the Company as at and for the period ended March 31, 2024, March 31, 2023 and March 31, 2022;
- b. do not require any adjustment or modification; and
- c. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the Other Auditor of the subsidiary for the period mentioned in paragraph 5 and 6 above, we report that the Restated Ind AS Financial Information:

- a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022;

- b. do not require any adjustment for modification; and
- c. have been prepared in accordance with the Companies Act, ICDR Regulations and the Guidance Note.
8. The Restated Ind AS Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited Ind AS Consolidated financial statements mentioned in paragraph 5 above.
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Other Auditor, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document to be filed with Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited in connection with the proposed Offer. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Devang Doshi
Membership Number : 140056
UDIN: 24140056BKFFPV6864

Place: Mumbai
Date: August 09, 2024

DAM Capital Advisors Limited
CIN : U99999MH1993PLC071865
Restated Consolidated Statement of Assets and Liabilities

(Rs. in Millions)

Particulars	Note	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS				
Financial assets				
Cash and cash equivalents	3	845.61	256.06	211.41
Bank balances other than cash and cash equivalents	4	746.33	7,292.33	562.78
Receivables				
(i) Trade receivables	5A			
Billed		204.23	1,856.06	462.42
Unbilled		31.98	10.41	3.50
(ii) Other receivables	5B	0.51	2.29	6.09
Investments	6	39.93	60.46	80.01
Other financial assets	7	63.74	2,282.05	65.17
Non-financial assets				
Current tax assets (net)	8	65.64	72.85	70.31
Deferred tax assets (net)	9	20.66	29.00	26.66
Property, plant and equipment	10	93.90	110.25	137.63
Intangible assets under development	11	-	5.40	-
Other Intangible assets	12	4.75	3.25	3.60
Other non-financial assets	13	29.53	31.14	37.59
Total assets		2,146.81	12,011.55	1,667.17
LIABILITIES AND EQUITY				
LIABILITIES				
Financial liabilities				
Trade payables	14			
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		26.50	10,704.70	470.03
Borrowings (Other than Debt Securities)	15	49.29	32.94	14.06
Other Financial liabilities	16	24.63	58.83	85.35
Non-financial Liabilities				
Current tax liabilities (net)	17	20.89	-	-
Provisions	18	294.32	211.71	179.84
Other non-financial liabilities	19	105.07	52.11	38.17
EQUITY				
Equity share capital	20	141.37	141.37	141.37
Other equity	21	1,484.74	809.89	738.35
Total liabilities and equity		2,146.81	12,011.55	1,667.17

The accompanying notes are an integral part of these Restated Consolidated financial statements.

This is the Restated Consolidated Assets and Liabilities referred to in our report of even date.

For KKC & Associates LLP

Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

For and on behalf of the Board of Directors of
DAM Capital Advisors Limited

Devang Doshi

Partner
Membership No.: 140056

Dharmesh Mehta

MD & CEO
DIN : 06734366

Jateen Doshi

Director
DIN : 08476768

Place : Mumbai
Date : August 9, 2024

Rajesh Tekadiwala
Company Secretary

Hitesh Desai
CFO

DAM Capital Advisors Limited
CIN : U99999MH1993PLC071865
Restated Consolidated Statement of Profit and Loss

(Rs. in Millions)

Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from operations	22			
i) Interest Income		62.07	34.52	16.35
ii) Dividend Income		-	0.01	0.14
iii) Fees and commission Income		1,738.35	814.38	913.54
iv) Net gain on fair value changes		-	0.35	3.65
Total revenue from operations		1,800.42	849.26	933.68
Other income	23	19.58	1.15	11.40
Total income		1,820.00	850.41	945.08
Expenses				
Finance costs	24	12.12	10.99	11.52
Fees and commission expenses	25	66.00	59.09	55.43
Employee benefit expense	26	653.41	535.07	482.38
Depreciation and amortisation expense	27	63.37	53.78	50.71
Other expenses	28	70.42	72.82	64.58
Total expenses		865.32	731.75	664.62
Profit /(loss) before tax		954.68	118.66	280.46
Tax expense:	29			
- Current tax		241.09	34.12	61.80
- Deferred tax		8.36	(2.20)	(0.32)
Total tax expense		249.45	31.92	61.48
Profit /(loss) for the year		705.23	86.74	218.98
Other comprehensive income				
a) Items that will not be reclassified to profit and loss				
(i) Remeasurements of post-employment benefit obligations		(3.49)	(0.08)	3.78
(ii) Changes in fair value of FVOCI equity instruments		-	-	-
(ii) Income tax relating to the above		0.88	0.02	(0.95)
b) Items that will be reclassified to profit and loss				
(i) Exchange differences on translating the financial statements of a foreign operation		(13.63)	6.07	2.56
Other comprehensive income/(loss) for the year		(16.24)	6.01	5.39
Total comprehensive income /(loss) for the year		688.99	92.75	224.37
Earnings per equity share (Face value Rs 2/- per equity share)	32			
- Basic (Rs.)		9.98	1.23	3.10
- Diluted (Rs.)		9.98	1.23	3.10

The accompanying notes are integral part of these Restated Consolidated financial statements.

This is the Restated Consolidated financial statements of profit and loss referred to in our report of even date.

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

For and on behalf of the Board of Directors of
DAM Capital Advisors Limited

Devang Doshi
Partner
Membership No.: 140056

Dharmesh Mehta **Jateen Doshi**
MD & CEO Director
DIN : 06734366 DIN : 08476768

Place : Mumbai
Date : August 9, 2024

Rajesh Tekadiwala **Hitesh Desai**
Company Secretary CFO

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
CASH FLOW FROM OPERATING ACTIVITIES :			
Restated Consolidated financial statements Consolidated Profit/ (loss) before tax	954.68	118.66	280.46
Adjustments :			
Depreciation and amortisation	63.37	53.77	50.71
Interest income	(65.27)	(34.43)	(25.34)
Finance cost	12.11	10.99	11.52
Gain on sale of investments	-	(0.37)	(3.63)
Dividend income	-	(0.01)	(0.14)
(Gain) / Loss on sale of fixed assets	(0.33)	(0.31)	(0.01)
Provision for doubtful debts	-	4.93	-
Net (gain) / loss on investments measured at FVTPL	-	0.02	(0.02)
- Unrealised	-	0.02	(0.02)
Unrealised foreign exchange loss/(gain) (part of FCTR)	(13.65)	5.93	2.50
Allowance written off on doubtful debts	(34.05)	-	-
Doubtful debt recovery	-	-	(2.31)
Operating surplus /(deficit) before working capital changes	916.86	159.18	313.74
Adjustments for (increase) /decrease in operating assets:			
(Increase) / decrease in trade receivables	1,663.28	(1,405.47)	(324.23)
(Increase) / decrease in Other receivables	2.79	3.80	14.24
(Increase) / decrease in other financial assets	2,225.09	(2,215.40)	(8.77)
(Increase) / decrease in other non financial assets	(1.87)	6.36	(12.06)
Adjustments for increase /(decrease) in operating liabilities			
(decrease)/ increase in trade payables	(10,678.20)	10,234.67	315.10
(decrease)/ increase in other non financial liabilities	52.95	13.95	4.40
(decrease)/ increase in other financial liabilities	(1.57)	1.64	(2.48)
Increase/ (decrease) in provisions	82.61	31.87	124.11
Cash generated from operations	(5,738.06)	6,830.60	424.05
Less : Income tax (paid) / refund	(212.11)	(36.64)	(49.69)
Net cash (used in)/ generated from operating activities	(5,950.17)	6,793.96	374.36
CASH FLOW FROM INVESTING ACTIVITIES :			
Sale of investment measured at FVTPL	-	-	-
Purchase of property, plant and equipment	(44.28)	(32.09)	(16.31)
Proceeds from sale of property, plant and equipments	1.49	0.96	0.01
Movement in other Bank balances	6,715.38	(6,675.15)	59.71
Interest received	64.02	33.29	24.30
Dividend received	-	0.01	0.14
Payment to acquire investments	-	(95.47)	(1,250.81)
Proceeds from sale of investments	20.53	115.35	1,174.46
Bank deposits placed	(174.90)	(54.71)	(275.53)
Net cash (used in)/ generated from Investing activities	6,582.24	(6,707.81)	(284.03)
CASH FLOW FROM FINANCING ACTIVITIES :			
Interest paid	(8.29)	(4.46)	(2.65)
Repayment of borrowings	16.35	18.88	5.10
Repayment of lease liabilities	(36.44)	(34.71)	(33.05)
Dividend paid to company's shareholders (including DDT)	(14.14)	(21.21)	-
Net cash (used in)/ generated from financing activities	(42.52)	(41.50)	(30.60)
NET INCREASE/(DECREASE) IN CASH AND BANK BALANCES	589.55	44.65	59.73
Add : Cash and cash equivalents at beginning of the year	256.06	211.41	151.68
Cash and cash equivalents at end of the year	845.61	256.06	211.41

* The above Restated Consolidated statements of Cash Flows have been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.

* Components of cash and cash equivalents are disclosed in note no.3

* The accompanying notes are an integral part of these Restated Consolidated financial statements.

This is the statement of cash flow referred to in our report of even date.

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

For and on behalf of the Board of Directors of
DAM Capital Advisors Limited

Devang Doshi
Partner
Membership No.: 140056

Dharmesh Mehta **Jateen Doshi**
MD & CEO Director
DIN : 06734366 DIN : 08476768

Place : Mumbai
Date : August 9, 2024

Rajesh Tekadiwala **Hitesh Desai**
Company Secretary CFO

DAM Capital Advisors Limited
CIN : U99999MH1993PLC071865
Restated Consolidated Statement of changes in equity

(Rs. in Millions)		
Particulars	Number*	Amount
As at April 1, 2021	1,41,37,200.00	141.37
changes in equity share capital during the year	-	-
As at March 31, 2022	1,41,37,200.00	141.37
changes in equity share capital during the year	-	-
As at March 31, 2023	1,41,37,200.00	141.37
changes in equity share capital during the year	-	-
As at March 31, 2024	1,41,37,200.00	141.37

* Refer note no.32

B. Other equity (Rs. in Millions)

Particulars	Reserves and surplus				Other comprehensive income		Total other equity
	Retained earnings	General reserve	Capital reserve	Securities premium	Remeasurements of post-employment benefit obligations	Exchange differences on translating the financial statements of a foreign operation	
As at April 1, 2021	(73.34)	381.65	38.15	142.58	1.68	23.26	513.98
Profit / (Loss) for the year	218.98						218.98
Other comprehensive income					2.83	2.56	5.39
As at March 31, 2022	145.64	381.65	38.15	142.58	4.51	25.82	738.35
Profit / (Loss) for the year	86.74	-	-	-	-	-	86.74
Other comprehensive income	-	-	-	-	(0.06)	6.07	6.01
Dividend paid to shareholders	(21.21)	-	-	-	-	-	(21.21)
As at March 31, 2023	211.17	381.65	38.15	142.58	4.45	31.89	809.89
Profit / (Loss) for the year	705.23	-	-	-	-	-	705.23
Other comprehensive income	-	-	-	-	(2.61)	(13.63)	(16.24)
Dividend paid to shareholders	(14.14)	-	-	-	-	-	(14.14)
As at March 31, 2024	902.26	381.65	38.15	142.58	1.84	18.26	1,484.74

The accompanying notes are integral part of these Restated Consolidated financial statements.
This is the Restated Consolidated Statement of change in equity referred to in our report of even date.

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

Devang Doshi
Partner
Membership No.: 140056

For and on behalf of the Board of Directors of
DAM Capital Advisors Limited

Dharmesh Mehta
MD & CEO
DIN : 06734366

Jateen Doshi
Director
DIN : 08476768

Place : Mumbai
Date : August 9, 2024

Rajesh Tekadiwala
Company Secretary

Hitesh Desai
CFO

1. Background

The Company is engaged in the business of share and stock broking for both cash segment and Derivatives segment and is a member of the National Stock Exchange of India Limited (NSE) and the BSE Limited. The activities of the Company include providing equity research and stock broking services to Foreign Institutional Investors (FIIs) and Domestic Institutional Investors (DIIs). The Company is also registered with the Securities and Exchange Board of India (SEBI) as category – I, Merchant Banker, engaged in providing Investment Banking services like Advisory services, IPO Underwriting, Qualified Institutional Placement (QIP), fund raising and Structured finance.

The Company have a wholly owned subsidiary (WOS) in USA, DAM Capital (USA), Inc. The WOS is a broker-dealer registered with the Securities and Exchange Commission (the “SEC”) and is a member of the Financial Industry Regulatory Authority (“FINRA”) in USA.

The financial statement are of the Group consist of the Company and its subsidiaries in USA and Singapore.

2.1. Material accounting policies

a) Basis of preparation

The Restated Consolidated Financial Statements comprises of the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statement of Profit and Loss (including Other Comprehensive Income/(Loss)), Restated Statement of Changes in Equity and the Restated Statement of Cash Flows for the years ended March 31,2024, March 31,2023 and March 31, 2022 and the statement of material accounting policies and explanatory notes (hereinafter referred to as “Restated Consolidated Summary Statement” .

The Restated Consolidated Summary Statements have been prepared specifically for inclusion in this draft red herring prospectus to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) in connection with proposed Initial Public Offering.

These Restated Consolidated Summary Statements have been prepared by the company to comply in all material respects with the requirements of:

- (i) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
- (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“the SEBI ICDR Regulations”) issued by the Securities and Exchange Board of India ("SEBI"); and
- (iii) Guidance note on Reports in Company Prospectuses (Revised 2019) (“Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”).

These Restated Consolidated Summary Statements have been prepared by the management from:

Consolidated Financial Statements of the Company as at and for the years ended March 31, 2024, March 31,2023 and March 31, 2022, 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 from time to time and other accounting principles generally accepted in India (referred to as “Ind AS”) and presentation requirements of Division III of Schedule III of Companies Act, 2013, which have been approved by the Board of Directors at their meeting held August 09, 2024, May 16, 2023 and May 11, 2022 respectively.

(i) Historical cost convention

The Restated Consolidated summary statement have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amounts:

- Financial assets and liabilities- measured at fair value;
- Defined benefit plans assets– measured at fair value; and
- Share-based payments - measured at fair value.

(ii) Order of liquidity

The Group is registered Intermediary under the respective SEBI Regulations. Though for the classification purpose, the entity will be covered in the definition of Non-Banking Financial Group as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016, in view of the exemption granted under the RBI Regulations for SEBI registered intermediaries, the Group is exempted from the requirement of registration and applicable Rules under Non- Banking Financial Companies Regulations. Pursuant to Ind AS 1 and amendment to Division III of Schedule III to the Companies Act, 2013, the Group presents its balance sheet in the order of liquidity. Since the Group does not supply goods or services within a clearly identifiable operating cycle, therefore making such presentation more relevant. A maturity analysis of recovery or settlement of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note 36.

b) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of our Group assesses the financial performance and position of the Group, and makes strategic decisions. The board of directors, which has been identified as being the chief operating decision maker, consists of the directors of the Group (both executive and independent). Refer note 31 for segment information presented.

c) Foreign currency translation

(i) Functional and presentation currency

Items included in the Restated Consolidated statements, Consolidated summary statement of the Group is measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

The Restated Consolidated financial statements are presented in Indian Rupees (INR) except when otherwise stated.

(ii) Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of ex-change ruling at the date of the transaction. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot rate of exchange at the reporting date. All differences arising on non–trading activities are taken to other income/expense in the statement of Restated Consolidated profit and loss.

Non–monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

(iii) Subsidiary Company:

The results and financial position of foreign operations (none of which has the currency of a hyper inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

*assets and liabilities are translated at the closing rate at the date of that balance sheet

*income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and

*All resulting exchange differences are recognised in other comprehensive income.

d) Financial instruments

Initial Recognition and Measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset.

In the case of a financial asset or financial liability not at FVTPL, at initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit and loss.

Trade receivables that do not contain a significant financing component are measured at transaction price.

Determination of Fair value

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 categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurement 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.

Financial assets

(i) Classification and subsequent measurement of financial assets

The Group classifies its financial assets in the following measurement categories:

- Fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)
- Amortised cost

The classification requirements for debt and equity instruments are described below:

Debt Instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective such as loans, mutual fund units, venture capital fund and corporate bonds.

For investments in debt instruments, measurement will depend on the classification of debt instruments depending on:

- the Group's business model for managing the asset; and
- the cash flow characteristics of the asset.

Business model assessment

The business model reflects how the Group manages the assets in order to generate cash flows. The business model determines whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable or when performance of portfolio of financial assets managed is evaluated on a fair value basis, then the financial assets are classified as part of 'other' business model and measured at FVTPL.

Solely Payment of Principle and Interest ("SPPI") Assessment

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments cash flows represent solely payments of principal and interest (the 'SPPI test').

Based on these factors, the Group classifies its debt instruments into one of the following three measurement categories

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit and loss when the asset is derecognised or impaired.

Fair value through other comprehensive income: Debt instruments that meet the following conditions are subsequently measured at FVOCI:

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI, are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit and loss and presented in the statement of profit and loss within other gains/(losses) in the period in which it arises.

Equity Instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

Changes in fair value of equity investments at FVTPL are recognised in the statement of profit and loss, except where the Group's management has elected, at initial recognition, to irrevocably designate an equity investment at FVOCI.

Where the management has elected to present gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to statement profit and loss. Dividends from such investments are recognised in statement profit and loss.

Misdeal stock comprises of stock that has devolved on the Group due to erroneous execution of trades on behalf of the clients in the normal course of business. These securities are measured at fair value. A valuation gain or loss on a misdeal stock is recognised in profit and loss and presented in the statement of profit and loss within "gains/(losses) on misdeal stock" in the period in which it arises.

(ii) Impairment of Financial Assets

The Group assesses on a forward-looking basis the expected credit losses ('ECL') associated with its financial instrument measured at amortised cost. The impairment methodology depends upon whether there has been significant increase in credit risk of the investment. The Group recognises lifetime expected credit loss for trade receivables (also referred to as provision for doubtful trade receivables) and has adopted simplified approach of computation as per Ind AS 109. The Group considers outstanding overdue for more than 180 days for calculation of impairment loss.

(iii) Income recognition

Interest income

The Group calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Dividend income

Dividend income is recognised when the Group's right to receive the payment 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. This is generally when the shareholders approve the dividend.

(iv) De-recognition of financial assets

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss on disposal of that financial asset.

Financial liabilities and equity instruments

(i) Classification as debt or equity

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 instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

(ii) Classification and subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of a financial liability.

(iii) De-recognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

e) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

f) Investment in Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Investments in Subsidiaries are accounted at cost, net off impairment loss, if any.

g) Revenue recognition

Revenue is recognized to the extent that is probable that the economic benefits will flow to the Group and the amount based on performance obligation can be reliably measured. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

Ind AS 115, Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers:

The standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. A five-step process must be applied before revenue can be recognised:

- identify contracts with customers
- identify the separate performance obligation
- determine the transaction price of the contract
- allocate the transaction price to each of the separate performance obligations, and
- recognise the revenue as each performance obligation is satisfied.

i) Brokerage fees – point in time

Revenue from contract with customer is recognised at point in time when performance obligation is satisfied (when the trade is executed). These include brokerage fees which is charged per transaction executed.

ii) Fees, commission and other income

The Group provides investment banking services to its customers and earns revenue in the form of advisory fees on issue management services, mergers and acquisitions, debt syndication, corporate advisory services etc. In case of these advisory transactions, the performance obligation and its transaction price is enumerated in contract with the customer. For arrangements with a fixed term, the Group may commit to deliver services in the future. Revenue associated with these remaining performance obligations typically depends on the occurrence of future events or underlying asset values and is not recognized until the outcome of those events or values are known. In case of contracts, which have a component of success fee or variable fee, the same is considered in the transaction price when the uncertainty regarding the consideration is resolved.

iii) Contract assets

Contract assets are recognised when there are excess of revenues earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

iv) Dividend Income

Dividend income is recognized in the Statement of profit and loss on the date that the Group's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured.

h) Income Tax

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

(i) Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Restated Consolidated financial statements Consolidated summary statement and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity

i) Goods and service tax

Expenses and assets are recognised net of the goods and services tax paid, except:

- (i) when the tax incurred on a purchase of assets or services is not recoverable from the taxation 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;
- (ii) when receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

j) Leases - as a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group

At the inception of the contract, the Group assesses whether a contract is, or contains, a lease. 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. The Group assesses whether:

- The contract involves the use of an identified asset, this may be specified explicitly or implicitly
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use, and
- The Group has right to direct the use of the asset

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component based on their relative stand-alone prices

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received

Subsequently, Lease liability is measured at amortised cost using the effective interest method.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture."

k) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, 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.

l) Property, plant and equipment

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value :

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives prescribed in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in which case life of asset has been assessed based on the technical advice.

a) Computer	- 3 years
b) Servers and networks	- 6 years
c) Furniture	- 10 years
d) Office equipments	- 5 years
e) Vehicles	- 4 years
f) Mobile	- 2 years
g) Leasehold improvement	- Over the period of lease or useful life, whichever is lower

Depreciation on additions during the year is provided on a pro-rata basis. Assets costing less than Rs. 5,000 each are fully depreciated in the year of capitalisation.

The useful lives have been determined based on technical evaluation done by the management's expert which are lower than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period on prospective basis

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals and retirement are determined by comparing proceeds with carrying amount.

m) Intangible assets

Separately purchased intangible assets are initially measured at cost. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Estimated useful lives by major class of intangible assets are as follows:

Computer software	- 3 years
-------------------	-----------

The amortisation period and the amortisation method for intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of Profit and Loss when the asset is derecognised.

n) Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

o) Employee benefits

(i) Defined contribution plan

The contribution to provident fund is considered as defined contribution plans, and is charged to the Statement of Profit and Loss as it falls due, based on the amount of contributions required to be made as and when services are rendered. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plan and the contributions are recognised as employee benefit expense when they are due.

(ii) Defined benefit plan

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. Actuaries using the projected unit credit method calculate the defined benefit obligation annually.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

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 reclassified to surplus in statement of profit and loss under other equity.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

(iii) Compensated absences

Based on the leave rules of the Group companies, employees are not permitted to accumulate leave. Any unavailed privilege leave to the extent encashable is paid to the employees and charged to the Statement of profit and loss for the year. Short term compensated absences are provided based on estimates of availment / encashment of leaves.

p) Trade and other payable

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year, which are unpaid. They are initially recognised at their transaction price and subsequently measured at amortised cost using the effective interest method.

q) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, and 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. When the effect of the time value of money is material, the Group determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

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 the obligation or a reliable estimate of the amount cannot be made.

r) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted Earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

s) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

t) Rounding off

All amounts disclosed in the Restated Consolidated financial statements and notes have been rounded off to the nearest “thousands” as per the requirement of Schedule III, unless otherwise stated.

u) Equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceed.

v) Dividends

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Group’s Board of Directors. Income tax consequences of dividends on financial instruments classified as equity will be recognized accordingly.

2.2. Significant accounting judgments, estimates and assumptions

The preparation of Restated Consolidated financial statements requires the use of accounting estimates that, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group’s accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Restated Consolidated financial statements Consolidated summary statement.

- Estimation of current tax expense ,recognition of deferred tax assets– Note 29
- Estimation of defined employee benefit obligation – Note 30
- Impairment of investment in foreign subsidiary – Note 6
- Evaluation if an arrangement qualifies as 'lease' under Ind AS 116.
- Estimation of Impairment loss on trade receivables - Note 2.1(D)(ii) above

Estimates and judgements are evaluated continually. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

3 Cash and cash equivalents (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Cash on hand	0.01	0.00	0.01
Balances with banks:			
- In Current accounts	181.84	59.95	76.60
-In deposit accounts less than 3 months maturities [Refer note 4 (b)]	663.76	196.11	134.80
Total	845.61	256.06	211.41

4 Bank balance other than cash and cash equivalents (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balances with banks:			
- In Current accounts [Refer note 4 (a)]	2.27	6,717.64	42.49
- In deposit accounts more than 3 months maturities [Refer note 4 (b) and (c)]	744.06	574.69	520.29
Total	746.33	7,292.33	562.78

- a) Balances in current account includes client funds (including brokerage amount)
b) Balances with banks in deposit accounts include deposits amounting to Rs.1,080.32 Millions (March 31, 2023 Rs.610.49 Millions ; March 31, 2022 Rs.455.59 Millions) under Lien and deposits amounting to Rs.327.50 Millions (March 31, 2023 Rs.160.30 Millions ; March 31, 2022 Rs.199.50 Millions) is free of Lien. The Group has created the lien on bank deposits for availing bank guarantee of Rs.728.38 Millions (March 31, 2023 Rs.548.38 Millions ; March 31, 2022 Rs.302.38 Millions) and overdraft facility for meeting margin requirements of exchanges. The bank guarantees are issued by bank in favour of National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for exchange margin in both cash and derivatives segment.
c) Balances with banks include deposits of Rs.43.82 Millions (March 31, 2023 Rs.90 Millions ; March 31, 2022 Rs.33.75 Millions) having original maturity of more than 12 months.

5A. Trade receivables-Billed (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Trade receivables considered good - Unsecured	204.23	1,856.06	462.42
Trade receivables - credit impaired	6.89	39.92	35.00
Less: Allowance for credit impairment loss on credit impaired trade receivables	(6.89)	(39.92)	(35.00)
Total	204.23	1,856.06	462.42

Trade receivables ageing schedule (Rs. in Millions)

Particulars	Outstanding for following periods from due date of payment					Total As at March 31, 2024
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables-considered good	187.58	16.65			-	204.23
(ii) Undisputed Trade receivables-which have significant increase in credit risk.	-	-	-	-	-	-
(iii) Undisputed Trade receivables-credit impaired			0.61	4.32	1.96	6.89
Trade receivables-Billed	187.58	16.65	0.61	4.32	1.96	211.12
Trade receivables-Unbilled						31.98
Total trade receivable						243.10

Trade receivables ageing schedule (Rs. in Millions)

Particulars	Outstanding for following periods from due date of payment					Total As at March 31, 2023
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables-considered good	1,856.06	-	-	-	-	1,856.06
(ii) Undisputed Trade receivables-which have significant increase in credit risk.	-	-	-	-	-	-
(iii) Undisputed Trade receivables-credit impaired	0.61	4.32	-	1.96	33.03	39.92
Trade receivables-Billed	1,856.67	4.32	-	1.96	33.03	1,895.98
Trade receivables-Unbilled						10.41
Total trade receivable						1,906.39

Trade receivables ageing schedule						(Rs. in Millions)
Particulars	Outstanding for following periods from due date of payment					Total As at March 31, 2022
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables-considered good	462.42	-	-	-	-	462.42
(ii) Undisputed Trade receivables-which have significant increase in credit risk.	-	-	-	-	-	-
(iii) Undisputed Trade receivables-credit impaired				1.97	33.03	35.00
Trade receivables-Billed	462.42	-	-	1.97	33.03	497.42
Trade receivables-Unbilled						3.50
Total trade receivable		-	-			500.92

Reconciliation of impairment loss allowance on trade receivables				(Rs. in Millions)
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	
Impairment loss allowance as at beginning of the year	39.92	35.00	37.31	
Net Increase/(decrease) during the year	(33.03)	4.92	(2.31)	
Impairment loss allowance as at end of the year	6.89	39.92	35.00	

5B. Other receivables				(Rs. in Millions)
Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	
Other receivables considered good - Unsecured	0.51	2.29	6.09	
Other receivables - credit impaired	-	1.02	1.02	
Less: Allowance for credit impairment loss on credit impaired other receivables	-	(1.02)	(1.02)	
Total	0.51	2.29	6.09	

Other receivables ageing schedule						(Rs. in Millions)
Particulars	Outstanding for following periods from due date of payment					Total As at March 31, 2024
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Other receivables-considered good						-
(ii) Undisputed Other receivables-which have significant increase in credit risk.						-
(iii) Undisputed Other receivables-credit impaired						-
(iv) Disputed Other receivables-considered good						-
(v) Disputed Other receivables-which have significant increase in credit risk.						-
(vi) Disputed Other receivables-credit impaired						-
Other receivables-Billed	-	-	-	-	-	-
Other receivables-Unbilled						0.51
Total Other receivable						0.51

Other receivables ageing schedule						(Rs. in Millions)
Particulars	Outstanding for following periods from due date of payment					Total As at March 31, 2023
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Other receivables-considered good						-
(ii) Undisputed Other receivables-which have significant increase in credit risk.						-
(iii) Undisputed Other receivables-credit imapaired						-
(iv) Disputed Other receivables-considered good						-
(v) Disputed Other receivables-which have significant increase in credit risk.						-
(vi) Disputed Other receivables-credit imapaired						-
Other receivables-Billed	-	-	-	-	-	-
Other receivables-Unbilled						2.29
Total Other receivable		-	-	-	-	2.29

Other receivables ageing schedule						(Rs. in Millions)
Particulars	Outstanding for following periods from due date of payment					Total As at March 31, 2022
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Other receivables-considered good						-
(ii) Undisputed Other receivables-which have significant increase in credit risk.						-
(iii) Undisputed Other receivables-credit imapaired						-
(iv) Disputed Other receivables-considered good						-
(v) Disputed Other receivables-which have significant increase in credit risk.						-
(vi) Disputed Other receivables-credit imapaired						-
Other receivables-Billed	-	-	-	-	-	-
Other receivables-Unbilled						6.09
Total Other receivable		-	-	-	-	6.09

6 Investments (Rs. in Millions)

Particulars	At fair value through			Total
	Other comprehensive income	Profit and loss	Subtotal	
As at March 31, 2024				
Mutual fund units		39.93	39.93	39.93
Total (A) - Gross	-	39.93	39.93	39.93
Less : Impairment loss allowance	-	-	-	-
Total (A) - Net	-	39.93	39.93	39.93
Investments outside India		39.93	39.93	39.93
Investments in India	-	-	-	-
Total (B) - Gross	-	39.93	39.93	39.93
Less : Impairment loss allowance	-	-	-	-
Total (B) - Net	-	39.93	39.93	39.93
As at March 31, 2023				
Mutual fund units		60.46	60.46	60.46
Total (A) - Gross	-	60.46	60.46	60.46
Less : Impairment loss allowance	-	-	-	-
Total (A) - Net	-	60.46	60.46	60.46
Investments outside India		60.46	60.46	60.46
Investments in India	-	-	-	-
Total (B) - Gross	-	60.46	60.46	60.46
Less : Impairment loss allowance	-	-	-	-
Total (B) - Net	-	60.46	60.46	60.46
As at March 31, 2022				
Mutual fund units	-	80.01	80.01	60.46
Total (A) - Gross	-	80.01	80.01	60.46
Less : Impairment loss allowance	-	-	-	-
Total (A) - Net	-	80.01	80.01	60.46
Investments outside India				-
Investments in India	-	80.01	80.01	80.01
Total (B) - Gross	-	80.01	80.01	80.01
Less : Impairment loss allowance	-	-	-	-
Total (B) - Net	-	80.01	80.01	80.01

7 Other financial assets (Rs. in Millions)

Particulars	As at March 31 , 2024	As at March 31 , 2023	As at March 31 , 2022
Security deposits			
- With stock exchanges	29.95	29.95	28.95
- For lease premises	14.55	13.30	12.16
- Others	1.24	0.16	1.15
Margin money with Stock Exchange pending settlement	2.39	2,229.08	-
Recoverable from Gratuity fund	1.26	1.25	0.00
Advances to employees	0.70	0.19	-
Interest accrued on fixed deposits	13.65	8.12	7.80
Stock in trade	-	-	15.11
Total	63.74	2,282.05	65.17

8 Current tax assets (net)

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance tax and TDS	162.44	169.65	133.01
Less : Provision for tax	(96.80)	(96.80)	(62.70)
Total income tax asset	65.64	72.85	70.31

9 Deferred tax assets (net)

The balance comprises temporary differences attributable to the below items and corresponding movement in deferred tax

(Rs. in Millions)

Particulars	As at April 1, 2023	(Charged)/ Credited to profit and loss	As at March 31, 2024
Deferred tax asset			
Tax losses	1.55	(0.54)	1.01
Property, plant and equipments	15.01	-	15.01
Provision for doubtful debts	10.34	(7.80)	2.54
Right-of-use assets	2.10	-	2.10
Total deferred tax assets	29.00	(8.34)	20.66
Deferred tax liability			
Fair value adjustments	-	-	-
- Mutual fund units	-	-	-
Total deferred tax liability	-	-	-
Deferred tax asset (net)	29.00	(8.34)	20.66

(Rs. in Millions)

Particulars	As at April 1, 2022	(Charged)/ Credited to profit and loss	As at March 31, 2023
Deferred tax asset			
Tax losses	1.76	(0.21)	1.55
Property, plant and equipments	13.90	1.11	15.01
Provision for doubtful debts	9.10	1.24	10.34
Right-of-use assets	1.90	0.20	2.10
Total deferred tax assets	26.66	2.34	29.00
Deferred tax liability			
Fair value adjustments	-	-	-
- Mutual fund units	(0.00)	0.00	-
Total Deferred tax liability	(0.00)	0.00	-
Deferred tax asset (net)	26.66	2.34	29.00

(Rs. in Millions)

Particulars	As at April 1, 2021	(Charged)/ Credited to profit and loss	As at March 31, 2022
Deferred tax asset			
Tax losses	1.73	0.03	1.76
Property, plant and equipments	13.90	-	13.90
Provision for doubtful debts	9.10	-	9.10
Right-of-use assets	1.55	0.35	1.90
Total deferred tax assets	26.28	0.38	26.66
Deferred tax liability			
Fair value adjustments	-	-	-
- Mutual fund units	-	(0.00)	(0.00)
Total Deferred tax liability	-	(0.00)	(0.00)
Deferred tax asset (net)	26.28	0.38	26.66

10 Property, plant and equipment

(Rs. in Millions)

Particulars	Computers	Vehicles	Furniture & Fixtures	Office Equipment	Leasehold improvements	Right-of-use assets	Total
Year ended March 31, 2023							
Gross carrying amount							
Opening gross carrying amount	36.14	49.58	2.34	8.22	40.43	144.50	281.21
Additions	11.81	32.20	-	0.17	-	-	44.18
Disposals	(3.75)	(2.33)	-	-	-	-	(6.08)
Closing gross carrying amount	44.20	79.45	2.34	8.39	40.43	144.50	319.31
Accumulated depreciation							
Opening accumulated depreciation	27.70	17.94	0.73	4.86	23.74	95.99	170.96
Depreciation charge during the year	5.84	14.62	0.24	1.59	8.11	28.97	59.37
Disposals	(3.75)	(1.17)	-	-	-	-	(4.92)
Closing accumulated depreciation	29.79	31.39	0.97	6.45	31.85	124.96	225.41
Net carrying amount as at March 31, 2024	14.41	48.06	1.37	1.94	8.58	19.54	93.90
Year ended March 31, 2022							
Gross carrying amount							
Opening gross carrying amount	34.90	33.90	2.34	8.04	40.43	144.50	264.11
Additions	1.24	23.50	-	0.20	-	-	24.94
Disposals	-	(7.82)	-	(0.02)	-	-	(7.84)
Closing gross carrying amount	36.14	49.58	2.34	8.22	40.43	144.50	281.21
Accumulated depreciation							
Opening accumulated depreciation	21.76	18.18	0.50	3.37	15.65	67.02	126.48
Depreciation charge during the year	5.94	6.93	0.23	1.51	8.09	28.97	51.67
Disposals	-	(7.17)	-	(0.02)	-	-	(7.19)
Closing accumulated depreciation	27.70	17.94	0.73	4.86	23.74	95.99	170.96
Net carrying amount as at March 31, 2023	8.44	31.64	1.61	3.36	16.69	48.51	110.25
Year ended March 31, 2021							
Gross carrying amount							
Opening gross carrying amount	36.83	25.06	2.22	8.50	40.37	144.50	257.48
Additions	3.40	8.84	0.13	0.56	0.05	-	12.98
Disposals	(5.34)	-	-	(1.02)	-	-	(6.36)
Closing gross carrying amount	34.89	33.90	2.35	8.04	40.42	144.50	264.10
Accumulated depreciation							
Opening accumulated depreciation	20.92	13.94	0.26	2.79	7.56	38.05	83.52
Depreciation charge during the year	6.18	4.24	0.23	1.60	8.09	28.97	49.31
Disposals	(5.34)	-	-	(1.02)	-	-	(6.36)
Closing accumulated depreciation	21.76	18.18	0.49	3.37	15.65	67.02	126.47
Net carrying amount as at March 31, 2022	13.13	15.72	1.86	4.67	24.77	77.48	137.63

* There is no additions, disposals, acquisitions through business combinations, amount of change due to revaluation and other adjustments, related to depreciation and impairment losses or reversals.

11 Intangible assets under development (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Intangible assets under development	-	5.40	-
Total Intangible assets under development	-	5.40	-

Intangible assets under development (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening gross carrying amount	5.40	-	-
Additions	-	5.40	-
Disposals	-	-	-
Transfer to other intangible assets	(5.40)	-	-
Total Intangible assets under development	-	5.40	-

12 Other Intangible assets (Rs. in Millions)

Particulars	Computer Software	Tenancy Rights	Total
Year ended March 31, 2023			
Gross carrying amount			
Opening gross carrying amount	15.61	0.21	15.82
Additions	5.50	-	5.50
Disposals	-	-	-
Closing gross carrying amount	21.11	0.21	21.32
Accumulated amortisation			
Opening accumulated amortisation	12.36	0.21	12.57
Amortisation during the year	4.00	-	4.00
Disposals	-	-	-
Closing accumulated amortisation	16.36	0.21	16.57
Net carrying amount as at March 31, 2024	4.75	-	4.75
Year ended March 31, 2022			
Gross carrying amount			
Opening gross carrying amount	13.86	0.21	14.07
Additions	1.75	-	1.75
Disposals	-	-	-
Closing gross carrying amount	15.61	0.21	15.82
Accumulated amortisation			
Opening accumulated amortisation	10.26	0.21	10.47
Amortisation during the year	2.10	-	2.10
Disposals	-	-	-
Closing accumulated amortisation	12.36	0.21	12.57
Net carrying amount as at March 31, 2023	3.25	0.00	3.25
Year ended March 31, 2021			
Gross carrying amount			
Opening gross carrying amount	9.27	0.21	9.48
Additions	4.84	-	4.84
Disposals	(0.25)	-	(0.25)
Closing gross carrying amount	13.86	0.21	14.07
Accumulated amortisation			
Opening accumulated amortisation	9.12	0.21	9.33
Amortisation during the year	1.39	-	1.39
Disposals	(0.25)	-	(0.25)
Closing accumulated amortisation	10.26	0.21	10.47
Net carrying amount as at March 31, 2022	3.60	0.00	3.60

13 Other non-financial assets (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Prepaid expenses	19.02	14.07	12.52
Supplier advances	0.46	6.01	3.68
Recoverable from Gratuity fund	-	-	-
Advance to gratuity fund (net) (refer note 30)	-	3.48	6.97
Balances with government authorities	7.98	6.52	10.92
Others	2.07	1.06	3.50
Total	29.53	31.14	37.59

14 Trade payables

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	-	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	26.50	10,704.70	470.03
Total trade payables	26.50	10,704.70	470.03

Trade payables ageing schedule

(Rs. in Millions)

Particulars	Outstanding for following periods from due date for payment				As at March 31, 2024
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	26.50	-	-	-	26.50
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
Total trade payables	26.50	-	-	-	26.50

Trade payables ageing schedule

(Rs. in Millions)

Particulars	Outstanding for following periods from due date for payment				As at March 31, 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	10,704.70	-	-	-	10,704.70
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
Total trade payables	10,704.70	-	-	-	10,704.70

Trade payables ageing schedule

(Rs. in Millions)

Particulars	Outstanding for following periods from due date for payment				As at March 31, 2022
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	470.03	-	-	-	470.03
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
Total trade payables	470.03	-	-	-	470.03

The information as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has been determined to the extent such parties have been identified on the basis of information received from suppliers regarding their status under the said act as available with the Group and relied upon by the auditors, is as follows:

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Outstanding principal amount and interest due to suppliers registered under MSMED Act and remaining unpaid at the year end:			
- Principal amount	-	-	-
- Interest due thereon	-	-	-
Interest paid other than under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period.	-	-	-
Interest paid under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the period.	-	-	-
Amount of interest due and payable (where the principal has already been paid but interest has not been paid).	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act.	-	-	-

15 Borrowings (Other than Debt Securities)

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
At amortised cost			
Secured			
Term loans from banks*	49.29	32.94	14.06
Total	49.29	32.94	14.06

*The Group have availed Vehicle loan from HDFC Bank Limited and IDFC First Bank Limited for 5 years tenure with principal amount Rs.63.25 Millions (March 31, 2023 Rs.39 Milions and March 31, 2022 Rs.16.62 Millions) The loan is availed on different dates. None of the vehicle loan availed from HDFC Bank Limited and IDFC First Bank Limited is maturing within 12 months.

*All borrowings are issued in India.

Terms of repayment and rate of interest in case of borrowings

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Term loan from banks			
Interest rate	7.25%-9.90%	7.25%-9%	7.25%-7.70%
within one year	-	-	-
Later than One year and not later than five years	49.29	32.94	14.06
Total	49.29	32.94	14.06

16 Other Financial Liabilities

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Employee benefits payables	0.22	1.80	-
Lease Liabilities *	24.41	57.03	85.19
Others payables	-	-	0.16
Total	24.63	58.83	85.35

* Disclosure as required by Ind AS 116 " Leases " are stated below

A) Lease Liability movement

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Not later than one year	24.41	32.62	28.17
Later than One year and not later than five years	-	24.41	57.02
Total	24.41	57.03	85.19

B) Maturities analysis of lease liability

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Not later than one year	25.38	36.44	34.71
Later than One year and not later than five years	-	25.38	61.82
Total	25.38	61.82	96.53

C) The Group has taken offices on lease. Rental contracts are typically made for fixed periods of 5 years

D) Amounts recognised in the Statement of Profit and Loss

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Depreciation charge of right-of-use assets (included in depreciation and amortisation expenses)	28.97	28.97	28.97
Interest expense (included in finance costs)	3.82	6.53	8.87
Expense relating to short-term leases (included in other expenses)	0.40	-	-
Interest on Security deposits (included in interest income)	(1.25)	(1.14)	(1.04)
The total cash outflow for leases during the year	31.94	34.36	36.80

** Other payables includes CD balance payable to Oriental Insurance Company Limited

17 **Current tax liabilities (net)** (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Income tax	240.26	-	-
Less : Advance tax and TDS	(219.37)	-	-
Total income tax liabilities	20.89	-	-

18 **Provisions** (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
For Employee benefit			
- Provision for Bonus	275.50	199.16	168.88
- Provision for Gratuity	1.46	-	-
- Provision for Leave encashment	1.19	1.08	-
For Others			
- Provision for expenses	16.17	11.47	10.96
Total	294.32	211.71	179.84

19 **Other non-financial liabilities** (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Statutory dues	105.07	52.11	38.17
Total	105.07	52.11	38.17

20 Equity share capital

(Rs. in Millions)

Particulars	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number	Rs.	Number	Rs.	Number	Rs.
Authorised shares						
Equity shares of Rs. 10 each	5,20,00,000	520.00	5,20,00,000	520.00	5,20,00,000	520.00
Issued, subscribed & fully paid-up shares						
Equity shares of Rs. 10 each	1,41,37,200	141.37	1,41,37,200	141.37	1,41,37,200	141.37
	1,41,37,200	141.37	1,41,37,200	141.37	1,41,37,200	141.37

a) Reconciliation of number of shares and amount outstanding at the beginning and end of the year

(Rs. in Millions)

Particulars	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number	Rs.	Number	Rs.	Number	Rs.
Outstanding at the beginning of the year	1,41,37,200	141.37	1,41,37,200	141.37	1,41,37,200	141.37
Shares issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	1,41,37,200	141.37	1,41,37,200	141.37	1,41,37,200	141.37

b) Terms and rights attached to equity shares

- i) The Group has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.
- ii) In the event of liquidation of the Group, the holders of equity shares will be entitled to receive any of the remaining assets of the Group, after distribution of all preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5% of the shares in the Group

Equity shareholders	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number	% holding	Number	% holding	Number	% holding
Dharmesh A. Mehta	37,12,270	26.26%	21,62,270	15.29%	21,62,270	15.29%
Hansa A. Mehta	-	0.00%	28,10,870	19.88%	28,10,870	19.88%
Sonali Dharmesh Mehta	12,60,870	8.92%	-	0.00%	-	0.00%
Boombucket Advisors Private Limited	15,13,520	10.71%	15,13,520	10.71%	15,13,520	10.71%
Multiples Alternate Asset Management Pvt. Ltd	27,32,270	19.33%	27,32,270	19.33%	27,32,270	19.33%
Narotam Sekhsaria	21,85,870	15.46%	21,85,870	15.46%	21,85,870	15.46%
RBL Bank Ltd.	13,66,200	9.66%	13,66,200	9.66%	13,66,200	9.66%
EASYACCESS Financial Services Ltd	13,66,200	9.66%	13,66,200	9.66%	13,66,200	9.66%

d) Details of Shares held by Promoter

Equity shareholders	As at March 31, 2024			As at March 31, 2023			As at March 31, 2022		
	Number	% holding	% change in during the year	Number	% holding	% change in during the year	Number	% holding	% change in during the year
Dharmesh A. Mehta	37,12,270	26.26%	10.96%	21,62,270	15.29%	-	21,62,270	15.29%	-
Hansa A. Mehta	-	0.00%	-19.88%	28,10,870	19.88%	-	28,10,870	19.88%	-
Boombucket Advisors Private Limited	15,13,520	10.71%	-	15,13,520	10.71%	-	15,13,520	10.71%	-
Sonali Dharmesh Mehta	12,60,870	8.92%	8.92%	-	0.00%	-	-	0.00%	-

e) The Board of Directors in their meeting held on June 4, 2024, May 16, 2023 and May 11, 2022 have proposed final dividend of Rs.2.5 , Rs.1 and Rs.1.5 per equity share for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

f) During the preceding five years the Group has
-not allotted fully paid shares without payment being received in cash,
-not issued fully paid up Bonus shares
-bought back shares

21 Other Equity

(Rs. in Millions)

Particulars	As at	As at	As at
	March 31, 2024	March 31, 2023	March 31, 2022
Retained earnings	902.26	211.17	145.64
General reserve	381.65	381.65	381.65
Capital reserve	38.15	38.15	38.15
Securities premium	142.58	142.58	142.58
Other comprehensive income (OCI)	1.84	4.45	4.51
Forex Fluctuation reserves	18.26	31.89	25.82
Total	1,484.74	809.89	738.35

a) Retained earnings

(Rs. in Millions)

Particulars	As at	As at	As at
	March 31, 2024	March 31, 2023	March 31, 2022
Balance at the beginning of the year	211.17	145.64	(73.34)
Net profit/(loss) for the year	705.23	86.74	218.98
Less: Dividend paid to shareholders	(14.14)	(21.21)	-
Balance at the end of the year	902.26	211.17	145.64

DAM Capital Advisors Limited
 CIN : U99999MH1993PLC071865
 Notes forming part of Restated Consolidated Statement

b) **General reserve** (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	381.65	381.65	381.65
Changes during the year	-	-	-
Balance at the end of the year	381.65	381.65	381.65

c) **Forex Fluctuation reserves** (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	31.89	25.82	23.26
Changes during the year	(13.63)	6.07	2.56
Balance at the end of the year	18.26	31.89	25.82

d) Capital reserve (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	38.15	38.15	38.15
Changes during the year	-	-	-
Balance at the end of the year	38.15	38.15	38.15

e) Securities premium (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	142.58	142.58	142.58
Changes during the year	-	-	-
Balance at the end of the year	142.58	142.58	142.58

f) Other comprehensive income (OCI) (Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	4.45	4.51	1.68
Other comprehensive income (OCI) for the year	(2.61)	(0.06)	2.83
Balance at the end of the year	1.84	4.45	4.51

Nature and purpose of reserve

Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to statutory reserves, general reserve and dividend distributed to shareholders.

General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

Capital reserve

Capital reserve is the excess of net assets taken over cost of consideration paid in the financial year 2013-2014, in terms of the Scheme of Amalgamation (the scheme), IDFC Capital Limited, IDFC Distribution Group Limited and IDFC Pension Fund Management Group Limited, wholly owned subsidiaries of the Group (referred to as 'Transferor Companies'), have been amalgamated with the Group (Transferee Group).

Securities premium

It is used to record the premium on issue of shares. The reserve is to be utilised in accordance with the provisions of the Companies Act, 2013.

Other comprehensive income (OCI)

OCI Includes remeasurement of defined employee benefit plan on account of actuarial gains and losses as per Ind AS 19 Employee Benefits and translation gain / loss.

Forex Fluctuation reserves

Exchange difference arising on translation of foreign operations are recognised in other comprehensive income as described in accounting policy are accumulated in special reserve within equity.

22 Revenue from operations (Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
i) Interest Income			
- Interest on fixed deposits	58.50	32.45	15.27
- Interest on security deposits	1.25	1.14	1.04
- Other interest	2.32	0.93	0.04
	62.07	34.52	16.35
ii) Dividend Income			
- Dividend Income	-	0.01	0.14
	-	0.01	0.14
ii) Fees and commission Income			
- Brokerage	494.72	291.50	302.40
- Advisory Fee Income	1,243.63	522.88	611.14
	1,738.35	814.38	913.54
iv) Net gain on fair value changes			
Net gain/(loss) on fair value of investments measured at FVTPL			
On Mutual fund			
- Realised	-	0.37	3.63
- Unrealised	-	(0.02)	0.02
	-	0.35	3.65
Total	1,800.42	849.26	933.68

23 Other Income (Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on Income Tax Refund	5.52	0.84	9.03
Profit on sale of plant, property and equipment (net)	0.33	0.31	0.01
Recovery of doubtful debts (net)	-	-	2.31
Realised gain on foreign exchange (net gain on foreign exchange)	13.72	-	-
Miscellaneous income	0.01	0.00	0.05
Total	19.58	1.15	11.40

24 Finance cost (Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
On instruments measured at amortised costs			
Interest on Other Loans	3.25	1.37	0.81
Interest on Bank Overdraft	1.57	0.56	0.00
Interest on lease liability	3.82	6.53	8.87
Bank guarantee charges	3.48	2.53	1.84
Total	12.12	10.99	11.52

The bank guarantee facilities were availed from the nationalised/scheduled banks and were submitted to BSE/NSE (Exchanges) as margin deposit. The Bank overdraft are taken in the normal course of broking business.

The Group is not required to submit quarterly statements and financials with Banks.

25 Fees and commission expenses (Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Membership and subscription	62.89	58.29	54.64
Clearing house maintenance charges	0.21	0.21	0.21
Depository charges	0.36	0.36	0.36
Others	2.54	0.23	0.22
Total	66.00	59.09	55.43

26 Employee benefit expense (Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	622.53	507.06	458.91
Contribution to provident and other funds (also refer note 30a)	23.37	21.90	17.75
Gratuity (also refer note 30b)	3.45	3.41	3.89
Staff welfare expenses	4.06	2.70	1.83
Total	653.41	535.07	482.38

27 Depreciation and amortisation expense (Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation of property, plant and equipment	30.40	22.71	20.35
Amortisation of right-of-use assets (also refer Note 10)	28.97	28.97	28.97
Amortisation of intangible assets	4.00	2.10	1.39
Total	63.37	53.78	50.71

28 Other expenses

(Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Repairs and maintenance			
- Equipment	0.82	0.54	0.33
- Others	4.19	2.51	2.07
Insurance charges	0.60	0.68	0.70
Travelling and conveyance	20.03	13.46	2.68
Printing and stationery	1.88	0.84	0.60
Postage, telephone and fax	7.93	7.36	7.43
Advertising and publicity	4.90	4.58	1.30
Professional fees	14.18	10.64	33.87
Loss on foreign exchange fluctuation	-	1.53	0.41
Provisions for doubtful debts and recoverables	-	4.93	-
Rates and taxes	4.22	3.96	3.68
Miscellaneous expenses	4.50	2.45	3.39
Bad Debts written off	0.01	-	1.85
Donation	-	13.03	-
Loss / (Gain) on sale of misdeal stock (net)	0.65	0.77	1.85
Contribution towards corporate social responsibility (CSR)**	1.99	0.84	-
Directors' sitting fees	2.65	2.60	2.10
Auditor's remuneration *	1.87	2.10	2.32
Total	70.42	72.82	64.58

* Breakup of Auditors' remuneration

(Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Audit fees	1.60	1.91	2.18
Tax audit fees	0.15	0.15	0.10
Other Services	0.07	0.01	0.02
Out-of-pocket expenses	0.05	0.03	0.02
Total	1.87	2.10	2.32

** Contribution for corporate social responsibility (CSR)

The Group spent Rs.1.99 Millions on Corporate Social Responsibility (CSR) related activities during the year (March 31, 2023 Rs.0.84 Millions, March 31, 2022 Rs.Nil)

(Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Gross amount required to be spent by the Group during the year	1.99	0.84	-
Amount spent during the year on:			
(i) Construction/acquisition of an asset	-	-	-
(ii) On purposes other than (i) above	1.99	0.84	-
(Shortfall) / Surplus at the end of year	0.00	0.00	-
Surplus carried forward as per the proviso to section 135(5)	0.00	0.00	-

Nature of CSR activities :

Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

The expenditure incurred during the year March 31, 2024, March 31,2023 and March 31, 2022 has been recommended and approved by the Board of Directors.

29 Income tax

a) The components of income tax expense for the year ended March 31, 2024 and for the year ended March 31, 2023 and for the year ended March 31, 2022

(Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
I. Tax expense recognised in Statement of Profit and Loss			
Current tax			
Current tax on profit/(loss) for the year	241.15	34.12	61.80
Adjustments for current tax of prior period	(0.06)	-	-
Total current tax expense	241.09	34.12	61.80
Deferred tax			
Decrease / (Increase) in deferred tax assets	8.36	(2.20)	(0.32)
(Decrease) / Increase in deferred tax liabilities	-	(0.00)	0.00
Total deferred tax expense	8.36	(2.20)	(0.32)
Total tax expense for the year	249.45	31.92	61.48
II. Tax expense recognised in Other comprehensive income			
Items that will not be reclassified to profit and loss			
Remeasurements of post-employment benefit obligations	0.88	0.02	(0.95)
	0.88	0.02	(0.95)

Notes forming part of Restated Consolidated Statement

b) Reconciliation of the total tax charge

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 is, as follows:

(Rs. in Millions)			
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Accounting Profit/ (Loss) before Tax	954.68	118.66	280.46
Tax at India's statutory income tax rate of 25.17% (March 31, 2023 tax rate 25.17% ; March 31, 2022 tax rate 25.17%)	240.29	29.87	70.59
Tax effect of the amount which are not taxable in calculating taxable income :			
Expenses not deductible for tax purposes			
- Corporate social responsibility expenditure	0.50	1.74	-
- ROU Assets	(0.92)	0.20	1.21
Effect of reversal of deferred tax assets recognised because realization is not probable	8.57	-	-
Effect of unrecognised deferred tax assets	-	-	(0.58)
Income not subject to tax - Gratuity Exp/(write back) transferred to OCI	0.88	0.02	(0.95)
Effect of adjustments for current tax of prior period	(0.06)		-
Others	0.19	0.09	(8.80)
Income tax expense	249.45	31.92	61.48
Effective tax rate	26.13%	26.90%	21.92%

No aggregate amounts of current and deferred tax have arisen in the reporting periods which have been recognised in equity and not in Statement of Profit and Loss or Other Comprehensive Income.

30 Employee benefit obligations

a) Defined contribution plans

The Group has recognised the following amounts in the statement of profit and loss towards contribution to defined contribution plans which are included under contribution to provident and other funds:

(Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Provident fund	19.92	18.19	15.03
Pension fund	3.45	3.70	2.72
Labour Welfare Fund	0.00	0.00	0.00
Total	23.37	21.89	17.75

b) Defined benefit plans

The Group has a defined benefit gratuity plan in India (funded). The Group's defined benefit gratuity plan is a final salary plan for its employees, which requires contributions to be made to a separately administered fund. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

i) Balance Sheet

(Rs. in Millions)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at April 1, 2021	23.63	25.64	(2.01)
Current service cost	4.01	-	4.01
Past service cost	-	-	-
Interest expense/(income)	1.49	1.62	(0.13)
Return on plan assets	-	2.00	(2.00)
Remeasurements due to actual return on plan assets less interest on plan assets	-	-	-
Actuarial loss / (gain) arising from change in financial assumptions	(0.61)	-	(0.61)
Actuarial loss / (gain) arising from change in demographic assumptions	-	-	-
Actuarial loss / (gain) arising on account of experience changes	(1.16)	-	(1.16)
Reversal of the liability	-	-	-
Employer contributions	-	5.07	(5.07)
Benefit payments	(6.63)	(6.63)	-
As at March 31, 2022	20.73	27.70	(6.97)
Current service cost	3.87	-	3.87
Past service cost	-	-	0.00
Interest expense/(income)	1.39	1.86	(0.47)
Return on plan assets	-	2.14	(2.14)
Remeasurements due to actual return on plan assets less interest on plan assets	-	-	0.00
Actuarial loss / (gain) arising from change in financial assumptions	(1.45)	-	(1.45)
Actuarial loss / (gain) arising from change in demographic assumptions	-	-	-
Actuarial loss / (gain) arising on account of experience changes	3.68	-	3.68
Reversal of the liability	-	-	0.00
Employer contributions	-	-	-
Benefit payments	(1.23)	(1.23)	0.00
As at March 31, 2023	26.99	30.47	(3.48)
Current service cost	3.71	-	3.71
Past service cost	-	-	0.00
Interest expense/(income)	2.05	2.31	(0.26)
Return on plan assets	-	(0.19)	0.19
Remeasurements due to actual return on plan assets less interest on plan assets	-	-	0.00
Actuarial loss / (gain) arising from change in financial assumptions	0.75	-	0.75
Actuarial loss / (gain) arising from change in demographic assumptions	-	-	-
Actuarial loss / (gain) arising on account of experience changes	2.56	-	2.56
Reversal of the liability	-	-	0.00
Employer contributions	-	2.00	(2.00)
Benefit payments	(4.60)	(4.60)	0.00
As at March 31, 2024	31.46	29.99	1.47

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Present value of plan liabilities	31.46	26.99	20.73
Fair value of plan assets	(29.99)	(30.47)	(27.70)
Plan liability / (assets)	1.47	(3.48)	(6.97)

ii) Statement of profit and loss

(Rs. in Millions)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Employee Benefit Expenses:			
Current service cost	3.71	3.87	4.01
Past service cost	-	-	-
Expected return on plan assets	-	-	-
Net actuarial loss to be recognised	-	-	-
Past service cost	-	-	-
(Gains) / Losses on Settlement	-	-	-
Finance cost	(0.26)	(0.47)	(0.13)
Net impact on the surplus	3.45	3.40	3.88
Remeasurements of the net defined benefit liability:			
Return on plan assets excluding amounts included in interest expense/income	0.19	(2.14)	(2.00)
Actuarial loss / (gain) on Obligation for the period	3.31	2.22	(1.77)
Actuarial loss / (gain) arising from change in financial assumptions	-	-	-
Actuarial loss / (gain) arising from change in demographic assumptions	-	-	-
Actuarial loss / (gain) arising on account of experience changes	-	-	-
Actuarial gains/(losses) arising from changes in experience	-	-	-
Net impact on the other comprehensive income	3.50	0.08	(3.77)

iii) Defined benefit plans assets

(Rs. in Millions)

Category of assets (% allocation)	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Insurer managed funds	29.99	30.47	27.70
Total	29.99	30.47	27.70

iv) Actuarial assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Discount rate	7.21%	7.59%	6.71%
Salary escalation rate*	9.00%	9.00%	9.00%
Rate of Employee Turnover	For ages 40 years and below 12.00% p.a. For ages 41 years to 50 years 8.00% p.a. For ages 51 years and above 7.00% p.a.	For ages 40 years and below 12.00% p.a. For ages 41 years to 50 years 8.00% p.a. For ages 51 years and above 7.00% p.a.	For ages 40 years and below 12.00% p.a. For ages 41 years to 50 years 8.00% p.a. For ages 51 years and above 7.00% p.a.
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

* takes into account the inflation, seniority, promotions and other relevant factors

v) Sensitivity

(Rs. in Millions)

Sensitivity Analysis	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Defined Benefit Obligation on Current Assumptions	31.45	26.98	20.73
Delta Effect of +1% Change in Rate of Discounting	(1.90)	(1.51)	(1.38)
Delta Effect of -1% Change in Rate of Discounting	2.13	1.68	1.55
Delta Effect of +1% Change in Rate of Salary Increase	1.30	1.07	1.00
Delta Effect of -1% Change in Rate of Salary Increase	(1.37)	(1.10)	(1.02)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.26)	(0.25)	(0.24)
Delta Effect of -1% Change in Rate of Employee Turnover	0.25	0.25	(0.23)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet.

DAM Capital Advisors Limited
CIN : U99999MH1993PLC071865
Notes forming part of Restated Consolidated Statement

vi) Maturity

The defined benefit obligations shall mature after year end as follows:

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Within the next 12 months (next annual reporting period)	1.59	4.16	1.43
Between 2 and 5 years	12.08	8.30	6.31
Between 5 and 10 years	18.90	16.97	13.52
Beyond 10 years	22.22	17.50	14.96
Total expected payments	54.79	46.93	36.22

The weighted average duration of the defined benefit obligation is 8 years (March 31, 2023 - 8 years ; March 31, 2022 - 9 years)

31 Segment information

The Group has identified two reportable business segments. Business segments comprise of Stock broking services and Investment banking services. Revenues and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. The Group does not have any reportable geographic segment.

(Rs. in Millions)			
Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
a) Segment revenue			
Segment operating revenue			
(a) Stock Broking	514.60	304.04	308.60
(b) Investment banking	1,223.75	510.32	604.93
(c) Unallocated	62.07	34.90	20.15
Total	1,800.42	849.26	933.68
b) Segment results			
Segment results			
(a) Stock Broking	26.98	(147.84)	(116.59)
(b) Investment banking	845.93	230.46	365.50
(c) Unallocated	81.77	36.04	31.55
Profit before tax	954.68	118.66	280.46
Less: Provision for tax	249.45	31.92	61.48
Profit after tax	705.23	86.74	218.98
c) Segment assets and segment liabilities			
Segment assets			
(a) Stock Broking	1,691.99	11,747.02	1,331.66
(b) Investment banking	186.67	109.76	119.44
(c) Unallocated	268.15	154.77	216.07
Segment liabilities			
(a) Stock Broking	225.71	10,914.84	648.89
(b) Investment banking	272.64	145.45	138.56
(c) Unallocated	22.35	-	-
d) Capital employed			
Capital employed			
(a) Stock Broking	1,466.28	832.18	682.77
(b) Investment banking	(85.97)	(35.69)	(19.12)
(c) Unallocated	245.80	154.77	216.07
e) Capital expenditure (including capital work-in-progress)			
Capital expenditure (including capital work-in-progress)			
(a) Stock Broking	27.59	22.84	16.01
(b) Investment banking	22.09	9.25	1.83
f) Depreciation and amortisation			
Depreciation and amortisation			
(a) Stock Broking	38.12	32.56	30.24
(b) Investment banking	25.25	21.22	20.47
(c) Unallocated	-	-	-

32 Earnings per share (EPS)

The basic earnings per share has been calculated based on the following:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Net Profit / (Loss) (Rs. in Millions)	705.23	86.74	218.98
Weighted average number of equity shares (Face value of Rs 10 each)	1,41,37,200	1,41,37,200	1,41,37,200
Basic earnings per share (in Rs.)	49.88	6.13	15.49
Diluted earnings per share (in Rs.)	49.88	6.13	15.49

- 32.1. Earnings per share is computed in accordance with Ind AS 33 with taking the effect of the split of shares of the Company approved in the Board of Directors meeting held on July 23, 2024 of each Equity Share of Rs. 10 each into 5 equity shares of Rs.2 each and number of Shares has been considered after taking the above effect for calculating the Earnings per Share.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Net Profit / (Loss) (Rs. in Millions)	705.23	86.74	218.98
Weighted average number of equity shares (Face value of Rs 2 each)	7,06,86,000	7,06,86,000	7,06,86,000
Basic earnings per share (in Rs.)	9.98	1.23	3.10
Diluted earnings per share (in Rs.)	9.98	1.23	3.10

33 Contingent liabilities

(Rs. in Millions)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Claims not acknowledged as debts in respect of:			
- Income Tax matters under appeal	6.88	1.68	2.54
Total	6.88	1.68	2.54

34 Capital commitments

(Rs. in Millions)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for :			
- Tangible assets	-	0.70	-
- Intangible assets	-	0.10	-
Total	-	0.80	-

35 Capital management

The Group considers total equity as shown in the balance sheet including retained profit to be managed capital. The Group aim to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development. there are no non-compliance with any covenants of borrowings.

36 Maturity of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(Rs. in Millions)

Particulars	As at March 31, 2024			As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial assets									
Cash and cash equivalents	845.61	-	845.61	256.06	-	256.06	211.41	-	211.41
Bank balance other than cash and cash equivalents	702.50	43.83	746.33	7,202.33	90.00	7,292.33	529.04	33.74	562.78
Receivables									
(i) Trade receivables									
Billed	204.23	-	204.23	1,856.06	-	1,856.06	462.42	-	462.42
Unbilled	31.98	-	31.98	10.41	-	10.41	3.50	-	3.50
(ii) Other receivables	0.51	-	0.51	2.29	-	2.29	6.09	-	6.09
Investments	39.93	-	39.93	60.46	-	60.46	80.01	-	80.01
Other financial assets	18.01	45.73	63.74	2,237.63	44.42	2,282.05	22.91	42.26	65.17
Non-financial assets									
Current tax assets	-	65.64	65.64	-	72.85	72.85	-	70.31	70.31
Deferred tax assets (net)	-	20.66	20.66	-	29.00	29.00	-	26.66	26.66
Property, plant and equipment	19.53	74.37	93.90	-	110.25	110.25	-	137.63	137.63
Intangible assets under development	-	-	-	5.40	-	5.40	-	-	-
Other Intangible assets	-	4.75	4.75	-	3.25	3.25	-	3.60	3.60
Other non-financial assets	28.25	1.28	29.53	29.90	1.24	31.14	35.66	1.93	37.59
Total assets	1,890.55	256.26	2,146.81	11,660.54	351.01	12,011.55	1,351.04	316.13	1,667.17
Financial liabilities									
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	26.50	-	26.50	10,704.70	-	10,704.70	470.03	-	470.03
Borrowings (Other than Debt Securities)	11.79	37.50	49.29	6.52	26.42	32.94	3.06	11.00	14.06
Other Financial liabilities	24.63	-	24.63	34.42	24.41	58.83	28.33	57.02	85.35
Non-financial Liabilities									
Current tax liabilities (net)	-	20.89	20.89	-	-	-	-	-	-
Provisions	193.26	101.06	294.32	140.61	71.10	211.71	179.84	-	179.84
Other non-financial liabilities	105.07	-	105.07	52.11	-	52.11	38.17	-	38.17
Total liabilities	361.25	159.45	520.70	10,938.36	121.93	11,060.29	719.43	68.02	787.45
Net	1,529.30	96.81	1,626.11	722.18	229.08	951.26	631.61	248.11	879.72

Notes forming part of Restated Consolidated financial statements

37 Fair value measurement

Financial Instruments by Category

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Rs. in Millions)

As at March 31, 2024	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Cash and Cash Equivalents	-		845.61
Bank balances other than cash and cash equivalents	-		746.33
Trade receivables	-		
Billed			204.23
Unbilled			31.98
Other receivables			0.51
Investments	39.93		-
Other financial assets	-		63.74
Total financial assets	39.93	-	1,892.40
Financial Liabilities			
Trade payables	-	-	26.50
Borrowings (Other than Debt Securities)			49.29
Other Financial liabilities			24.63
Total financial liabilities	-	-	100.42

(Rs. in Millions)

As at March 31, 2023	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Cash and Cash Equivalents	-	-	256.06
Bank balances other than cash and cash equivalents	-	-	7,292.33
Trade receivables			
Billed			1,856.06
Unbilled			10.41
Other receivables			2.29
Investments	60.46		-
Other financial assets	-	-	2,282.05
Total financial assets	60.46	-	11,699.20
Financial Liabilities			
Trade payables	-	-	10,704.70
Borrowings (Other than Debt Securities)			32.94
Other Financial liabilities			58.83
Total financial liabilities	-	-	10,796.47

(Rs. in Millions)

As at March 31, 2022	At FVTPL	At FVOCI	Amortised Cost
Financial Assets			
Cash and Cash Equivalents	-	-	211.41
Bank balances other than cash and cash equivalents	-	-	562.78
Trade receivables			
Billed			462.42
Unbilled			3.50
Other receivables	-	-	6.09
Investments	80.01		-
Other financial assets	-	-	65.17
Total financial assets	80.01	-	1,311.37
Financial Liabilities			
Trade payables	-	-	470.03
Borrowings (Other than Debt Securities)			14.06
Other Financial liabilities			85.35
Total financial liabilities	-	-	569.44

Notes forming part of Restated Consolidated financial statements

a) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the Ind AS 113.

The Group uses the following hierarchy for determining and disclosing the fair value of financial assets by valuation

The fair value of financial instruments are classified into three categories i.e. Level 1, 2 or 3 depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

The hierarchies used are as follows:

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded equity securities and mutual funds) is based on quoted market prices at the end of the reporting period. The mutual funds are valued using the closing NAV. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

As the reporting date, there are no financial instruments which are measured at FVTPL or FVOCI

Further,

- i) There are no transfers between levels 1, 2 and 3 during the year March 31, 2024, March 31, 2023 and March 31, 2022.
- ii) The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

b) Valuation technique used to determine fair value

Fair value 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 a valuation technique.

Specific valuation techniques used to value financial instruments include:

- the fair value of the quoted equity instruments is determined using market price listed on stock exchange.
- the fair value of the unquoted mutual fund units is determined using observable NAV representing repurchase price issued by the mutual fund.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis and the discount rates used were adjusted for counterparty or own credit risk.

c) Valuation Process

The finance department of the Group performs the valuations of financial assets and liabilities required for financial reporting purposes. This team directly reports to the chief financial officer (CFO). Discussion on valuation processes are help periodically between CFO and the team.

d) Fair value of financial assets and liabilities measured at amortised cost

For financial assets and financial liabilities that have a short-term maturity, the carrying amounts are a reasonable approximation of their fair value. Such instruments include, cash and bank balances, bank deposits, trade and other receivables, security deposits, loans to employees, other financial assets and trade and other payables. Such amounts have been classified as Level 3 on the basis that no adjustments have been made to the balances in the balance sheet.

For financial assets and financial liabilities measured at fair value, the carrying amounts are equal to the fair values.

38 Financial risk management

38.1. Introduction

Risk management is an integral part of the business practices of the Group. The framework of risk management concentrates on formalising a system to deal with the most relevant risks, building on existing management practices, knowledge and structures. The Group's senior management has the overall responsibility for the establishment and oversight of the Group's risk management framework. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The risk management framework of the Group is enforced by the finance team and experts of business division that provides assurance that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The activities are designed to:

- protect the Group's financial results and position from financial risks;
- maintain market risks within acceptable parameters, while optimising returns;
- protect the Group's financial investments, while maximising returns.

38.2. Credit risk

Credit risk is the risk of suffering financial loss, should any of the Group's clients or market counterparties fail to fulfil their contractual obligations to the Group. Credit risk arises mainly from trade and other receivables.

i) Trade and other receivables

Trade and other receivables are reviewed and assessed for default on an individual basis. The credit risk is perceived to be low due to regular monitoring of receivables, historically low default rate and escrow mechanisms for capital market trades.

Reconciliation of impairment allowance on trade and other receivables

(Rs. in Millions)

	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Impairment allowance measured as per simplified approach			
Impairment allowance	40.94	36.01	38.32
Add/(less): changes during the year			
- Doubtful debts	(34.05)	4.93	(2.31)
Impairment allowance	6.89	40.94	36.01

ii) Other financial assets

The Group maintains exposure in cash and cash equivalents, deposits with banks, and other financial assets. Cash and cash equivalents and bank deposits are held with only high rated banks/financial institutions only, therefore credit risk is perceived to be low. Further, for debt instruments carried at fair value through profit and loss, the Group has no significant concentration of credit risk.

iii) Investments in mutual funds at fair value through profit and loss

All of the Group's investments in liquid mutual funds are considered to have low credit risk. Management considers instruments to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term. The exposure at the end of the reporting period is the carrying amount of these investments INR 39.92 Millions (31 March 2023: INR 60.46 Millions ; 31 March 2022: INR 80.01 Millions).

38.3. Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. Prudent liquidity risk management implies maintaining sufficient cash and liquid investments. The Group believes that current cash and bank balances, bank deposits and investments in liquid investments are sufficient to meet liquidity requirements. Moreover, the Group has no external borrowings. Accordingly, liquidity risk is perceived to be low. The following table shows the maturity analysis of financial liabilities of the Group based on contractually agreed undiscounted cash flows as at the balance sheet date:

The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows.

(Rs. in Millions)

Particulars	Note	Less than 12 months	More than 12 months	Total
As at March 31, 2024				
Trade payable	14	26.50	-	26.50
Borrowings (Other than Debt Securities)	15	11.79	37.50	49.29
Other Financial liabilities	16	24.63	-	24.63
As at March 31, 2023				
Trade payable	14	10,704.70	-	10,704.70
Borrowings (Other than Debt Securities)	15	6.52	26.42	32.94
Other Financial liabilities	16	34.42	24.41	58.83
As at March 31, 2022				
Trade payable	14	470.03	-	470.03
Borrowings (Other than Debt Securities)	15	3.06	11.00	14.06
Other Financial liabilities	16	28.33	57.02	85.35

38.4. Market Risk

Market risk is the risk of loss of future earnings, volatility of future cash flows and fluctuations in fair value of financial assets. The fair value of a financial asset may fluctuate because of changes in interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments.

i) Interest rate risk:

Interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to fair value changes due to interest rate risk from investments held in units of debt-oriented mutual funds. The Group's exposure in investment held in units of debt oriented mutual funds in Rs.Nil (March 31, 2023 Rs.Nil ; March 31, 2022 Rs.Nil)

ii) **Foreign currency risk:**

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP , EUR and SGD. Foreign exchange risk arises from commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency (INR) of the Group.

The management does not undertake any hedging activity or otherwise to offset or mitigate the foreign currency risk. Foreign currency exposure is partly balanced by purchasing of services in the respective currencies, which acts as a natural hedge for the Group.

Exposure

The Group's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows:

Particulars	As at			As at			(Rs. in Millions)	
	March 31, 2024			March 31, 2023			March 31, 2022	
	USD	SGD	EUR	USD	SGD	GBP	USD	SGD
Financial assets								
Trade receivables	17.16	-	0.45	0.92	-	0.01	0.52	-
Net exposure to foreign currency (assets)	17.16	-	0.45	0.92	-	0.01	0.52	-
Financial liability								
Trade payable	2.96	0.29	-	2.57	0.14	-	12.12	0.38
Net exposure to foreign currency (liabilities)	2.96	0.29	-	2.57	0.14	-	12.12	0.38

Sensitivity

The table below summarizes the sensitivity of profit and loss to changes in the exchange rates arising from above referred outstanding balances as at March 31. The analysis is based on the assumption that the increase & decrease by 5%, with all other variables constant would have lead to an approximate increase/(reduction) in profit & loss in the following:

Particulars	(Rs. in Millions)		
	Impact on statement of Profit & Loss		
	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
USD Sensitivity			
INR/USD -Increase by 5% (March 31, 2023-5%; March 31, 2022-5%)	0.71	(0.08)	(5.80)
INR/USD -Decrease by 5% (March 31, 2023-5%; March 31, 2022-5%)	(0.71)	0.08	5.80
SGD Sensitivity			
INR/SGD -Increase by 5% (March 31, 2023-5%; March 31, 2022-5%)	(0.01)	(0.01)	(0.19)
INR/SGD -Decrease by 5% (March 31, 2023-5%; March 31, 2022-5%)	0.01	0.01	0.19
EUR Sensitivity			
INR/EUR -Increase by 5% (March 31, 2023-5%; March 31, 2022-5%)	0.02	-	-
INR/EUR -Decrease by 5% (March 31, 2023-5%; March 31, 2022-5%)	(0.02)	-	-
GBP Sensitivity			
INR/GBP -Increase by 5% (March 31, 2023-5%; March 31, 2022-5%)	-	0.01	-
INR/GBP -Decrease by 5% (March 31, 2023-5%; March 31, 2022-5%)	-	(0.01)	-

iii) **Price risk**

Price risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices caused by factor affecting all similar instruments traded in the market. The Group's exposure to the price risk arises from investment in quoted equity instrument classified as FVTOCI as at March 31. The Group's exposure in quoted equity instrument classified as FVTOCI as at March 31, 2024 is Rs. Nil (March 31, 2023 Rs.Nil ; March 31, 2022 Rs.Nil)

39 Related party transactions

a) Subsidiary companies

Name	Place of incorporation	Ownership Interest		
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
DAM Capital (USA) inc.	USA	100%	100%	100%
IDFC Securities Singapore Pte Ltd*	Singapore	100%	100%	100%

* The Company was dissolved and Liquidated on November 16, 2021.

b) Key management personnel

Mr. Dharmesh Mehta - Managing Director and Chief Executive Officer
Mr. Jateen Doshi - Whole Time Director
Mr. Hitesh Desai - Chief Financial Officer
Mr. Rajesh Tekadiwala - Company Secretary

c) Directors

Mr. Rajendra Chitale - Independent Director
Ms. Nithya Easwaran - Nominee Director
Mr. Lalit Ratadia - Independent Director (w.e.f. May 11, 2022)

d) Individual owning directly or indirectly interest in voting power that gives him control or significant influence in the Company

Mr. Narotam S Sekhsaria

e) Transactions with related parties

(Rs. in Millions)				
Name of the related party	Nature of Transactions	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Key management personnel				
Mr. Dharmesh Mehta - Managing Director and Chief Executive Officer	Employee benefit expense	48.61	48.30	31.08
Mr. Jateen Doshi - Whole Time Director	Employee benefit expense	10.66	10.92	7.89
Mr. Hitesh Desai - Chief Financial Officer	Employee benefit expense	6.68	7.74	5.39
Mr. Rajesh Tekadiwala - Company Secretary	Employee benefit expense	3.96	4.10	3.50
Directors				
Mr. Rajendra Chitale - Independent Director	Directors' sitting fees paid	0.90	0.90	1.05
Ms. Nithya Easwaran - Nominee Director	Directors' sitting fees paid	0.85	0.85	1.05
Mr. Lalit Ratadia - Independent Director (w.e.f. May 11, 2022)	Directors' sitting fees paid	0.90	0.85	-
Individual owning directly or indirectly interest in voting power that gives him control or significant influence in the Company				
Mr. Narotam S Sekhsaria	Fees and commission Income received	3.19	0.04	0.22

f) Outstanding balances

(Rs. in Millions)				
Name of the related party	Nature of Transactions	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Key management personnel				
Mr. Dharmesh Mehta - Managing Director and Chief Executive Officer	Trade payables	0.38	-	-
Mr. Hitesh Desai - Chief Financial Officer	Employee benefits payables / Trade payables	0.39	0.74	-
Mr. Rajesh Tekadiwala - Company Secretary	Employee benefits payables / Trade payables	-	0.11	-
Directors				
Mr. Rajendra Chitale - Independent Director	Directors' sitting fees payable	0.18	0.18	0.18
Ms. Nithya Easwaran - Nominee Director	Directors' sitting fees payable	0.18	0.18	0.18
Mr. Lalit Ratadia - Independent Director (w.e.f. May 11, 2022)	Directors' sitting fees payable	0.18	0.18	-

g) The following related party transactions were carried out within the group in the ordinary course of business which are eliminated in the restated consolidated financial statements.

(Rs. in Millions)				
Name of the related party	Nature of Transactions	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Subsidiary company DAM Capital (USA) INC.	Professional fees	9.10	8.98	8.55

h) Outstanding balances

(Rs. in Millions)				
Name of the related party	Nature of Transactions	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Subsidiary company DAM Capital (USA) INC.	Payable for expenses	1.86	2.40	8.55

Related party relationships have been identified by the Management and relied upon by the Auditors.

All related party transactions entered during the year March 31, 2024, March 31, 2023 and March 31, 2022 were in ordinary course of the business and are on arm's length basis.

- 40 The Group, as a process, reviews and ensures to make adequate provisions for material foreseeable loss, if any, on all long-term contracts. As on the reporting date there is no material foreseeable loss on any long-term contract.
- 41 The Group, has no undisclosed transactions / income for the current financial year.
- 42 There are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year March 31, 2024, March 31, 2023 and March 31, 2022 in the tax assessments under the Income Tax Act, 1961.
- 43 The Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- 44 There is no proceedings initiated and pending against the Group for holding any Benami properties under the Benami transactions (Prohibitions) act, 1988. (45 of 1988) and the rules there made under.
- 45 The Group, has not traded or invested in Crypto Currency or Virtual Currency.
- 46 There no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) by the Group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- 47 There are no funds (which are material either individually or in the aggregate) have been received by the Group from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- 48 The Group does not have any transactions during the year March 31, 2024, March 31, 2023 and March 31, 2022 with the struck off companies or balance at the end of year with such companies.
- 49 **Statement of adjustments to the audited consolidated financial statements as at and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022**

Summarized below are the restatement adjustments made to the audited consolidated financial statements for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and their Impact on equity and the Profit/ (loss) of the group.

Part A: Statement of restatement adjustments to audited consolidated financial statements

Reconciliation between total equity as per audited statutory financial statements and restated consolidated financial information:

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total equity as per audited consolidated financial statement	1,484.74	809.89	738.35
Restatement adjustments:			
-Audit qualifications	-	-	-
-Other adjustments	-	-	-
Total equity as per restated consolidated statement of assets and liabilities	1,484.74	809.89	738.35

Reconciliation between profit for the year after tax as per audited statutory financial statements and restated profit after tax as per restated consolidated financial information:

(Rs. in Millions)

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total comprehensive Income/ (loss) as per audited consolidated financial statement	688.99	92.75	224.37
Restatement adjustments:			
-Audit qualifications	-	-	-
-Other adjustments	-	-	-
Restated total comprehensive Income/ (loss) as per restated consolidated statement of profit and loss	688.99	92.75	224.37

Notes forming part of Restated Consolidated Statement

Part B: regrouping/reclassifications

Appropriate regrouping/reclassification have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss & Restated Consolidated Statement of Cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Audited consolidated financial statement for year ended 31 March 2024 prepared in accordance with Schedule III (Division III) of the Act, as amended, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended

i) Impact on financial information line items:

(Rs. in Millions)

Particulars	Notes	Amount for the year ended 31 March 2024 (Reported)	Adjustments	Amount for the year ended 31 March 2024 (Restated)
Impact on Profit and Loss				
Revenue from operations	22	1,738.35	62.07	1,800.42
Other Income	23	81.65	62.07	19.58
Other expenses	28	69.77	0.65	70.42
Fees and commission expenses	25	66.65	0.65	66.00
Impact on Asset and Liabilities				
Other financial assets	7	50.09	13.65	63.74
Bank balance other than cash and cash equivalents	4	759.98	13.65	746.33
Property, plant and equipment	10	74.36	19.54	93.90
Right-of-use assets	-	19.54	19.54	-
Other Financial liabilities	16	0.22	24.41	24.63
Lease Liabilities	-	24.41	24.41	-

(Rs. in Millions)

Particulars	Notes	Amount for the year ended 31 March 2023 (Reported)	Adjustments	Amount for the year ended 31 March 2023 (Restated)
Impact on Profit and Loss				
Revenue from operations	22	814.38	34.89	849.26
Other Income	23	36.04	34.89	1.15
Other expenses	28	72.06	0.77	72.82
Fees and commission expenses	25	59.85	0.77	59.09
Impact on Asset and Liabilities				
Other financial assets	7	2,273.93	8.12	2,282.05
Bank balance other than cash and cash equivalents	4	7,300.45	8.12	7,292.33
Property, plant and equipment	10	61.74	48.51	110.25
Right-of-use assets	-	48.51	48.51	-
Other Financial liabilities	16	1.80	57.03	58.83
Lease Liabilities	-	57.03	57.03	-

(Rs. in Millions)

Particulars	Notes	Amount for the year ended 31 March 2022 (Reported)	Adjustments	Amount for the year ended 31 March 2022 (Restated)
Impact on Profit and Loss				
Revenue from operations	22	913.55	20.14	933.68
Other Income	23	31.54	20.14	11.40
Other expenses	28	62.73	1.85	64.58
Fees and commission expenses	25	57.28	1.85	55.43
Impact on Asset and Liabilities				
Other financial assets	7	57.37	7.80	65.17
Bank balance other than cash and cash equivalents	4	528.09	34.69	562.78
Cash and cash equivalents	3	253.90	42.49	211.41
Property, plant and equipment	10	60.15	77.48	137.63
Right-of-use assets	-	77.48	77.48	-
Other Financial liabilities	16	266.82	181.47	85.35
Provision	18		179.84	179.84
Other non-financial liabilities	19	36.54	1.63	38.17

The above reclassifications in previous year have been made, wherever necessary to confirm to the current year classification/disclosure and do not have any impact on the profit, hence there is no change in the restated basic and diluted earnings per share of the previous year. These reclassifications do not have any impact on the restated equity at the beginning of 31 March 2022

Part C: Non-adjusting items

A) Audit qualifications for the respective years, which do not require any adjustments in the restated consolidated financial information are as follows:

There are no audit qualification in auditor's report for the audited consolidated financial statements for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.

B) CARO related adjustments

There are no qualifications or adverse remarks per the requirements of the Companies (Auditor's Report) Order, 2020, in the auditor's report pertaining to the audited consolidated financial statements for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022.

**C) Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)
Auditor's Report on Consolidated Financial Statements as at and for the year ended 31 March 2024**

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The Group uses an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility except for audit trail (edit log) at the database level to document direct data changes. For accounting software for which audit trail feature is enabled, the audit trail facility has been operating throughout the year and the same has operated throughout the year for all relevant transactions recorded in the software..

The above matters do not require adjustment to Restated Consolidated Financial Information.

50 Post reporting date events

i)The Board of Director have passed a resolution on July 23, 2024 to split its Equity Shares having face value of of Rs. 10 each into new face value of Rs.2 each.

ii)The "Board of Directors of the Company had approved fund raising, subject to receipt of requisite approvals including the approval of the shareholders, market conditions and other considerations, by way of an initial public offer of its Equity Shares comprising of an offer for sale of Equity Shares by certain existing and eligible shareholders of the Company ("Offer") in accordance with the Companies Act, 2013 and the Rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable laws.

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Registration No.:105146W/W100621

For and on behalf of the Board of Directors of
DAM Capital Advisors Limited

Devang Doshi
Partner
Membership No.: 140056

Dharmesh Mehta **Jateen Doshi**
MD & CEO Director
DIN : 06734366 DIN : 08476768

Place : Mumbai
Date : August 9, 2024

Rajesh Tekadiwala **Hitesh Desai**
Company Secretary CFO

OTHER FINANCIAL INFORMATION

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company as identified in, for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 together with all the annexures, schedules and notes thereto (“**Audited Financial Statements**”) are available on our website at <https://www.damcapital.in/static/investor-relation.aspx>. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, its Subsidiaries or any entity in which it or its shareholders may have significant influence and should not be relied upon or used as a basis for any investment decision. Neither the Company, its Subsidiaries or any of its advisors, nor the Book Running Lead Manager or the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from the Restated Consolidated Financial Statements and other non-GAAP information required to be disclosed under the SEBI ICDR Regulations are set forth below:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated earnings per Equity Shares – Basic ⁽¹⁾ (in ₹)	9.98	1.23	3.10
Restated earnings per Equity Share – Diluted ⁽²⁾ (in ₹)	9.98	1.23	3.10
Return on net worth ⁽³⁾ (%)	43.37%	9.12%	24.89%
Net asset value per Equity Share ⁽⁴⁾ (in ₹)	23.00	13.46	12.45
EBITDA ⁽⁵⁾	1,010.59	182.28	331.29

Notes:

- ⁽¹⁾ Basic earnings per share (₹) is calculated by dividing the net profit or net loss for the year attributable to equity shareholders by the weighted average number of Equity Shares of face value of ₹2 each outstanding during the year.
- ⁽²⁾ Diluted earnings per share (₹) is calculated by dividing the net profit or net loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares of face value of 2 each outstanding during the year.
- ⁽³⁾ Return on net worth is calculated as net profit for the year divided by net worth as at the end of the year.
- ⁽⁴⁾ Net asset value per Equity Share (₹) is computed as the closing net worth divided by the equity shares outstanding as at the respective year end, as adjusted for the subdivision of equity shares from face value of ₹10 each to ₹2 each.
- ⁽⁵⁾ EBITDA is calculated as profit before tax, plus depreciation and amortization expenses, plus finance cost, less other income.

The Non-GAAP Measures presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the year/period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us because they are widely used measures to evaluate a company’s operating performance.

See “Risk Factors – We have included certain Non-GAAP Measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent measurement challenges. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry-related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward.” on page 55.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations is derived from and should be read in conjunction with the section “Restated Consolidated Financial Statements” on page 193. Certain non-GAAP financial and operational measures and certain other industry measures relating to our operations and financial performance have been included in this section and elsewhere in this Draft Red Herring Prospectus. Such measures may not have been computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry related statistical information of similar nomenclature that may be computed and presented by other similar companies. Such non-GAAP measures are not measures of operating performance or liquidity defined by generally accepted accounting principles and may not be comparable to similarly titled measures presented by other companies.

Our financial year ends on March 31 of each year, so all references to a particular financial year or Fiscal are to the 12-month period ended March 31 of that year. Unless the context otherwise requires, in this section, references to “we”, “us”, “our” or “Our Group” refers to DAM Capital Advisors Limited and its Subsidiaries on a consolidated basis and references to “the Company” or “our Company” refers to DAM Capital Advisors Limited on a standalone basis.

Unless otherwise indicated, industry and market data used in this section has been derived from industry publications, in particular, the report titled “Assessment of Investment Banking and Institutional Equities Industries in India” dated August 2024 (the “CRISIL Report”) prepared and issued by CRISIL MI&A, appointed by us on July 12, 2024 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CRISIL Report is available on the website of our Company at <https://www.damcapital.in/static/investor-relation.aspx>. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information relevant for the proposed Offer, that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see “Risk Factors – Industry information included in this Draft Red Herring Prospectus has been derived from an industry report exclusively commissioned and paid for by our Company” on page 53. Also see, “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data” on page 15.

OVERVIEW

DAM Capital is the fastest growing investment bank in India by revenue CAGR from Fiscals 2022 to 2024 with the highest profit margin in Fiscal 2024, among the peers considered (*Source: CRISIL Report*). We are one of the leading investment banks in India with a market share of 12.1% based on the number of initial public offerings and qualified institutional placements undertaken by us as the book running lead manager in Fiscal 2024 (*Source: CRISIL Report*). We provide a wide range of financial solutions in areas of (i) investment banking comprising equity capital markets (“ECM”), mergers and acquisitions (“M&A”), private equity (“PE”), and structured finance advisory; and (ii) institutional equities comprising broking and research.

We focus on the Indian capital markets, one of the most dynamic and high growth organised markets in the world (*Source: CRISIL Report*). We leverage our deep domain knowledge across sectors and products combined with vast experience of our team to provide strategic advisory and capital markets solutions to our diverse and marquee clientele including corporates, financial sponsors, institutional investors and family offices. From the date of the Acquisition till July 31, 2024, we have successfully executed 67 ECM transactions comprising 26 initial public offerings (“IPOs”), 15 qualified institutions placements (“QIPs”), 5 offer for sale (“OFS”), 6 preferential issues, 3 rights issues (“Rights Issues”), 7 buybacks (“Buybacks”), 4 open offers (“Open Offers”) and 1 initial public offer of units by a real estate investment trust (“REIT”). We have also advised on 20 advisory transactions including M&A advisory, private equity advisory and structured finance advisory and have also executed block trades since the Acquisition till July 31, 2024. The institutional equities business, as of July 31, 2024, comprises of 27 employees in research and 33 employees in our broking team. They service 257 active clients including registered FPIs spread across geographies such as India, USA, UK, Europe, Hong Kong, Singapore, Australia, Taiwan, South Korea, Middle East and South Africa.

Under the leadership of Dharmesh Anil Mehta, a veteran investment banker with over 25 years of work experience, our Company has achieved rapid growth with the total income being ₹1,820.00 million, ₹850.41

million and ₹945.08 million for Fiscals 2024, 2023 and 2022, respectively, representing a 38.77% CAGR over the same period. Our profit after tax was ₹705.23 million, ₹86.74 million and ₹218.98 million for Fiscals 2024, 2023 and 2022, respectively, representing a 79.46% CAGR over the same period. Our Company has declared a dividend of ₹35.34 million, ₹14.14 million and ₹21.21 million to our shareholders during Fiscals 2024, 2023 and 2022, respectively. We have achieved this growth by capitalising on strong relationships with our clients and our execution capabilities, successfully completing various landmark transactions, while navigating through market volatility.

India is projected to almost double its nominal GDP by Fiscal 2030 (*Source: CRISIL Report*). In Fiscal 2024, the equity markets in India have achieved record levels in terms of market capitalisation of listed companies and the benchmark index performance (*Source: CRISIL Report*). India's market capitalisation rose by a strong 52% year-on-year to ₹394 trillion as of March 31, 2024, marking it the second highest growth in a year in the last 14 years (*Source: CRISIL Report*). DAM Capital is strategically positioned to capitalize on India's growth story. By leveraging our deep industry expertise, robust research capabilities, and large investor distribution network in our institutional equities business, we provide tailored solutions to our clients. Our client retention demonstrates our personalized, solution-oriented approach and our proven execution capabilities.

Our intellectual capital is the cornerstone of our success, which allows us to be well-informed about market opportunities and adapt our business strategies efficiently. As on July 31, 2024, we had a team of 115 employees across businesses comprising seasoned personnel with experience in executing transactions across product lines and sectors. Our senior team is extensively involved in building client relationships and structuring and executing our clients' transactions. Our team has an average of over 16.4 years of work experience with 54 of 115 employees having over 18 years of work experience.

We are backed by marquee investors with varied backgrounds and a diverse board of directors. Our board of directors comprises industry leaders, financial experts and thought leaders from different sectors. Their combined expertise contributes to our strategic decision-making, fosters innovation and ensures strengthened governance.

Our wholly-owned Subsidiary, DAM Capital (USA) Inc. ("**DAM USA**") is incorporated in New York, USA and is registered as a Broker-Dealer with Securities and Exchange Commission ("**SEC**") and a member of Financial Industry Regulatory Authority ("**FINRA**") and Securities Investor Protection Corporation ("**SIPC**"). Through our Chaperoning Arrangement with DAM USA, we are able to broaden our access to serve clients in the United States of America and offer Rule 144A issuances of Indian companies to institutional investors in the United States of America.

The following table highlights certain of our financial and operational metrics as of the dates and for the period indicated:

(in ₹ million, unless otherwise indicated)

Particulars ⁽¹⁾	Fiscal 2024	Fiscal 2023	Fiscal 2022
Financial performance indicators			
Total Income ⁽²⁾	1,820.00	850.41	945.08
Investment Banking Revenue as a % of Total Income ⁽³⁾	67.24%	60.01%	64.01%
Broking Revenue as a % of Total Income ⁽³⁾	28.27%	35.75%	32.65%
Revenue per Employee ⁽⁴⁾	16.40	8.50	10.27
Employee cost as % of Total Income ⁽⁵⁾	35.90%	62.92%	51.04%
Profit After Tax	705.23	86.74	218.98
PAT Margin ⁽⁶⁾	38.75%	10.20%	23.17%
Return on Equity ⁽⁷⁾	54.72%	9.47%	28.53%
Operating performance indicators			
Total Number of Employees	111	100	92
Capital Market Issuances	21	13	12
Number of Stocks Covered by Research	168	153	128
Number of Sectors Covered by Research	19	20	19

Notes:

⁽¹⁾ Data is taken on a consolidated basis

⁽²⁾ For our Company, for calculating Broking Revenue % and Investment Banking Revenue %:(a) Investment Banking Revenue includes Investment Banking segment; (b) Broking Revenue includes stock broking segment as per the segment reporting in restated financials

⁽³⁾ Investment Banking Revenue %, Broking Revenue % and other income revenue % has been calculated based on 'Total Income'

⁽⁴⁾ Revenue / employee is calculated as total income / number of employees

⁽⁵⁾ Employee cost as % of total income is calculated as employee benefit expense / total income

⁽⁶⁾ PAT Margin is calculated as PAT / total income

⁽⁷⁾ Return on Equity is calculated as PAT / average total equity

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our business, prospects, results of operations and financial conditions are affected by a number of factors, including the following:

General economic and financial services industry in India

Our investment banking and institutional equities businesses are materially affected by conditions in the financial markets and the economic conditions in the world, especially in India. In Fiscal 2024, the equity markets in India have achieved record levels in terms of market capitalisation of listed companies and the benchmark index performance (*Source: CRISIL Report*). Markets tend to be volatile and can be adversely impacted by unfavourable or uncertain economic and market conditions caused by a myriad of factors, including decline in economic or GDP growth, changes in consumer spending, pandemics, high level of inflation, interest rate fluctuations, increase in savings rate, shift from equity to fixed bank deposits, debt and other investment products, growth in financial savings, exchange rate or basic commodity price volatility, uncertainty concerning fiscal or monetary policy, political instability, uncertainty about potential increases in tax rates and other regulatory changes, laws and regulations that limit trading, worsening of domestic or international geopolitical tensions or hostilities, terrorism, nuclear proliferation, cybersecurity threats or attacks and other forms of disruption to or curtailment of global communication, corporate frauds, political or other scandals that reduce investor confidence in capital markets, extreme weather events or other natural disasters, or a combination of these or other factors.

Unfavourable financial or economic conditions would likely reduce the volume and size of transactions in which we provide capital markets, mergers and acquisitions advisory and other services. Our investment banking revenues, in the form of commissions and left lead fee, are directly dependent on the number and size of the transactions in which we participate and would therefore be adversely affected by a sustained market downturn.

Extensive statutory and regulatory compliances and operation in a highly regulated environment

Our operations in the financial services industry are subject to extensive regulation. Our Company is registered with SEBI as a category I merchant banker, a stockbroker/proprietary trading member/ clearing member and as a research analyst. Our Company is also registered as a trading and a trading cum clearing member of BSE and a trading member in capital markets, futures and options, interest rate futures and currency derivatives by NSE. To undertake some of our business activities, we are required to obtain and renew registrations and approvals under regulations issued by regulatory authorities, especially SEBI.

We are subject to significant scrutiny and oversight by various regulatory authorities, especially SEBI. In many cases, our activities are subject to overlapping and divergent regulation in different jurisdictions and are dependent on law enforcement authorities, regulators or private parties who may challenge our compliance with existing laws and regulations, thereby prohibiting us from engaging in some of our business activities or subjected to limitations or conditions on our business activities. These limitations or conditions may limit our business activities and negatively impact our profitability.

We believe that significant regulatory changes in our industry are likely to continue, which is likely to subject industry participants to additional and generally more stringent regulations. The requirements imposed by SEBI and other regulators are designed to ensure the integrity of the financial markets and to protect investors and other third parties who deal with us and may not always align with the interests of our shareholders. Consequently, these regulations may serve to limit our activities and/or increase our costs, including through investor protection, compliance management and market conduct requirements. We are also dependent on changes in the interpretation or enforcement of existing laws and rules by SEBI and other governmental and regulatory authorities.

Volatility in the Indian equity capital markets

A significant amount of our revenue depends on the activity in the Indian equity capital markets. Factors such as trading volumes, regulatory environment, interest rates, liquidity and transparent and efficient functioning of the equity capital markets in India are important for the continuous growth of our business. For instance, 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 by us.

The investment banking and institutional equities industry has been materially and adversely affected in the past by significant declines in the values of nearly all asset classes, by a serious lack of liquidity and by high levels of

borrower defaults. For instance, the 2008 stock market crash was triggered by the collapse of the subprime mortgage market and the ensuing financial crisis, led to a severe global economic downturn across the globe. Major financial institutions faced huge losses due to exposure to toxic mortgage-backed securities, resulting in widespread bankruptcies and government bailouts. Major global and Indian stock indices, including the S&P 500 and Dow Jones Industrial Average, Sensex and NIFTY plummeted, erasing trillions in market value and eroding investor wealth. The crisis caused a deep recession, leading to significant job losses, reduced consumer spending, and prolonged economic instability (*Source: CRISIL Report*).

Our investment banking revenue, in the form of fees for management of equity issuances and financial advisory fees, is directly related to the number and size of transactions in which we participate. Changes in financial or economic conditions may lead to an increase or decrease in the number and size of transactions we manage and impact the opportunity to provide certain financial advisory services, which in turn will impact our revenue from these activities.

Execution capabilities in our business

We are expected to process and monitor, on a daily basis, a very large number of transactions, some of which are complex and occur at high volumes and frequencies. These transactions often must adhere to client-specific guidelines, as well as legal and regulatory standards. Compliance with these legal and reporting requirements can be challenging, and we have been and may in the future be subject to regulatory fines and penalties for failing to follow these rules or to report timely, accurate and complete information in accordance with these rules.

We are also dependent on human execution which could lead to an inability to comply with a regulatory requirement, operational delay and inefficiencies, data entry errors, incorrect trade executions, or misjudgments in financial analysis. These errors can arise from various sources, including inadequate experience, system malfunctions, or oversight failures. Human errors can lead to substantial financial losses, regulatory penalties, or reputational damage, affecting overall operational efficiency and investor confidence. Human errors and mistakes may lead to (i) non-compliance with regulatory requirements, resulting in fines, sanctions, or increased scrutiny from regulatory bodies, (ii) direct financial losses, impacting profitability and capital reserves, (iii) disruption of daily operations, leading to delays, inefficiencies, or the need for corrective measures that can be costly and time-consuming, (iv) damage our brand equity, potentially declining client trust and impacting future business opportunities, and (v) lead to legal disputes or litigation, with associated costs and potential settlements affecting our financial stability.

Competition

The financial services industry is intensely competitive. We compete on the basis of a number of factors, including the execution of transactions, our products and services, innovation, reputation and price. We experience price competition in our investment banking and institutional equities business.

The financial services industry is fragmented and is exposed to low barriers to entry. Accordingly, we face significant competition from companies seeking to attract our existing and potential clients. We compete with Indian and foreign brokerage houses, investment banks, institutional equity and structured finance businesses.

In terms of our investment banking business, we face increased competition from competitors who have various advantages over us, such as larger financial resources, broader geographic presence and stronger brand recognition.

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. Any material changes in our businesses mix, whether due to changes in our growth strategies, market conditions, clients or demand or other reasons, may affect our financial condition and results of operations.

Our future results of operations and financial condition could be materially affected if we cannot successfully increase business with existing clients, attract new clients and manage the new and expanded operations in an efficient manner.

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 increases in inflation, changes in laws and regulations, increased competition and personnel expenses amidst other factors. Personnel expense is one of the major components of our total expense. As we grow our business, we will require additional human resources including relationship managers, investment bankers, dealers and operational, management and technology staff. Changes affecting our expenses may impact our financial condition and results of operations.

MATERIAL ACCOUNTING POLICIES

1. Background

The Company is engaged in the business of share and stock broking for both cash segment and Derivatives segment and is a member of the National Stock Exchange of India Limited and BSE Limited. The activities of the Company include providing equity research and stock broking services to foreign institutional investors and domestic institutional investors. The Company is also registered with the Securities and Exchange Board of India as category – I Merchant Banker, engaged in providing investment banking services like advisory services, IPO underwriting, qualified institutional placement, fund raising and structured finance.

The Company has a wholly owned subsidiary (“**WOS**”) in USA, DAM Capital (USA), Inc. The WOS is a broker-dealer registered with the Securities and Exchange Commission and is a member of the Financial Industry Regulatory Authority in USA.

The financial statement of the Group consists of the Company and its subsidiaries in USA and Singapore.

1.1. Material accounting policies

(a) Basis of preparation

The restated consolidated financial statements comprises of the restated statement of assets and liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income/(loss)), restated statement of changes in equity and the restated statement of cash flows for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the statement of material accounting policies and explanatory notes (hereinafter referred to as “**Restated Consolidated Summary Statement**”).

The Restated Consolidated Summary Statements have been prepared specifically for inclusion in this draft red herring prospectus to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”) in connection with the proposed initial public offering.

These Restated Consolidated Summary Statements have been prepared by the company to comply in all material respects with the requirements of:

- (i) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “**Act**”);
- (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the “**SEBI ICDR Regulations**”) issued by SEBI; and
- (iii) Guidance note on Reports in Company Prospectuses (Revised 2019) (“**Guidance Note**”) issued by the Institute of Chartered Accountants of India (“**ICAI**”).

These Restated Consolidated Summary Statements have been prepared by the management from:

Consolidated financial statements of the Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, 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 from time to time and other accounting principles generally accepted in India and presentation requirements of Division III of Schedule III of Companies Act, 2013, which have been approved by the Board

of Directors at their meetings held on August 9, 2024, May 16, 2023 and May 11, 2022, respectively.

(i) *Historical cost convention*

The Restated Consolidated Summary Statement have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amounts:

- Financial assets and liabilities- measured at fair value;
- Defined benefit plans assets– measured at fair value; and
- Share-based payments - measured at fair value.

(ii) *Order of liquidity*

The Group is registered Intermediary under the respective SEBI Regulations. Though for the classification purpose, the entity will be covered in the definition of Non-Banking Financial Group as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016, in view of the exemption granted under the RBI Regulations for SEBI registered intermediaries, the Group is exempted from the requirement of registration and applicable Rules under Non- Banking Financial Companies Regulations. Pursuant to Ind AS 1 and amendment to Division III of Schedule III to the Companies Act, 2013, the Group presents its balance sheet in the order of liquidity. Since the Group does not supply goods or services within a clearly identifiable operating cycle, therefore making such presentation more relevant. A maturity analysis of recovery or settlement of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented in Note 36.

(b) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors, which has been identified as being the chief operating decision maker, consists of the directors of the Group (both executive and independent). Refer note 31 for segment information presented.

(c) Foreign currency translation

(i) *Functional and presentation currency*

Items included in the Restated Consolidated Financial Statements, consolidated summary statement of the Group is measured using the currency of the primary economic environment in which the entity operates (the ‘functional currency’). The Restated Consolidated Financial Statements are presented in Indian Rupees (INR) except when otherwise stated.

(ii) *Transactions and balances*

Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of exchange ruling at the date of the transaction. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot rate of exchange at the reporting date. All differences arising on non–trading activities are taken to other income/expense in the statement of restated consolidated profit and loss.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

(iii) **Subsidiary Company:**

The results and financial position of foreign operations (none of which has the currency of a hyper inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

*assets and liabilities are translated at the closing rate at the date of that balance sheet

*income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and

*All resulting exchange differences are recognised in other comprehensive income.

(d) **Financial instruments**

Initial Recognition and Measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset.

In the case of a financial asset or financial liability not at FVTPL, at initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit and loss.

Trade receivables that do not contain a significant financing component are measured at transaction price.

Determination of Fair value

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 categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurement 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.

Financial assets

(i) ***Classification and subsequent measurement of financial assets***

The Group classifies its financial assets in the following measurement categories:

- Fair value through profit and loss (“FVTPL”)

- Fair value through other comprehensive income (“FVOCI”)
- Amortised cost

The classification requirements for debt and equity instruments are described below:

Debt Instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer’s perspective such as loans, mutual fund units, venture capital fund and corporate bonds.

For investments in debt instruments, measurement will depend on the classification of debt instruments depending on:

- the Group’s business model for managing the asset; and
- the cash flow characteristics of the asset.

Business model assessment

The business model reflects how the Group manages the assets in order to generate cash flows. The business model determines whether the Group’s objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable or when performance of portfolio of financial assets managed is evaluated on a fair value basis, then the financial assets are classified as part of ‘other’ business model and measured at FVTPL.

Solely Payment of Principle and Interest (“SPPI”) Assessment

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments cash flows represent solely payments of principal and interest (the ‘SPPI test’).

Based on these factors, the Group classifies its debt instruments into one of the following three measurement categories

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit and loss when the asset is derecognised or impaired.

Fair value through other comprehensive income: Debt instruments that meet the following conditions are subsequently measured at FVOCI:

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI, are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit and loss and presented in the statement of profit and loss within other gains/(losses) in the period in which it arises.

Equity Instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets.

Changes in fair value of equity investments at FVTPL are recognised in the statement of profit and loss, except where the Group's management has elected, at initial recognition, to irrevocably designate an equity investment at FVOCI.

Where the management has elected to present gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to statement profit and loss. Dividends from such investments are recognised in statement profit and loss.

Misdeal stock comprises of stock that has devolved on the Group due to erroneous execution of trades on behalf of the clients in the normal course of business. These securities are measured at fair value. A valuation gain or loss on a misdeal stock is recognised in profit and loss and presented in the statement of profit and loss within "gains/(losses) on misdeal stock" in the period in which it arises.

(ii) *Impairment of Financial Assets*

The Group assesses on a forward-looking basis the expected credit losses ('ECL') associated with its financial instrument measured at amortized cost. The impairment methodology depends upon whether there has been a significant increase in credit risk of the investment. The Group recognises lifetime expected credit loss for trade receivables (also referred to as provision for doubtful trade receivables) and has adopted simplified approach of computation as per Ind AS 109. The Group considers outstanding overdue for more than 180 days for calculation of impairment loss.

(iii) *Income recognition*

Interest income

The Group calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Dividend income

Dividend income is recognised when the Group's right to receive the payment 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. This is generally when the shareholders approve the dividend.

(iv) *De-recognition of financial assets*

Financial assets, or a portion thereof, are derecognised when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss on disposal of that financial asset.

Financial liabilities and equity instruments

(i) *Classification as debt or equity*

Debt and equity instruments issued by our 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.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

(ii) **Classification and subsequent measurement**

Financial liabilities are subsequently measured at amortised cost using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of a financial liability.

(iii) **De-recognition of financial liabilities**

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

(e) **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(f) **Investment in Subsidiaries**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Investments in Subsidiaries are accounted at cost, net off impairment loss, if any.

(g) **Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the amount based on performance obligation can be reliably measured. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation.

Ind AS 115, Revenue from contracts with clients outlines a single comprehensive model of accounting for revenue arising from contracts with clients:

The standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. A five-step process must be applied before revenue can be recognised:

- *identify contracts with client;*
- *identify the separate performance obligation;*
- *determine the transaction price of the contract;*
- *allocate the transaction price to each of the separate performance obligations; and*
- *recognise the revenue as each performance obligation is satisfied.*

(i) **Brokerage fees – point in time**

Revenue from contract with customer is recognised at point in time when performance obligation is satisfied (when the trade is executed). These include brokerage fees which is charged per transaction executed.

(ii) Fees, commission and other income

The Group provides investment banking services to its clients and earns revenue in the form of advisory fees on issue management services, mergers and acquisitions, debt syndication, corporate advisory services etc. In case of these advisory transactions, the performance obligation and its transaction price is enumerated in contract with the customer. For arrangements with a fixed term, the Group may commit to deliver services in the future. Revenue associated with these remaining performance obligations typically depends on the occurrence of future events or underlying asset values and is not recognized until the outcome of those events or values are known. In case of contracts, which have a component of success fee or variable fee, the same is considered in the transaction price when the uncertainty regarding the consideration is resolved.

(iii) Contract assets

Contract assets are recognised when there are excess of revenues earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

(iv) Dividend Income

Dividend income is recognized in the Statement of profit and loss on the date that the Group's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured.

(h) Income Tax

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

(i) Current Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the restated consolidated financial statements, consolidated summary statement and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity

(i) Goods and service tax

Expenses and assets are recognised net of the goods and services tax paid, except:

- (i) when the tax incurred on a purchase of assets or services is not recoverable from the taxation 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;
- (ii) when receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

(j) Leases - as a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group

At the inception of the contract, the Group assesses whether a contract is, or contains, a lease. 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. The Group assesses whether:

- The contract involves the use of an identified asset, this may be specified explicitly or implicitly
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use, and the Group has right to direct the use of the asset.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component based on their relative stand-alone prices

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received. Subsequently, lease liability is measured at amortised cost using the effective interest method.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

(k) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, 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.

(l) Property, plant and equipment

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value:

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives prescribed in Schedule II to the Companies

Act, 2013 except in respect of following categories of assets, in which case life of asset has been assessed based on the technical advice.

- a) Computer - 3 years
- b) Servers and networks - 6 years
- c) Furniture - 10 years
- d) Office equipments - 5 years
- e) *Vehicles* - 4 years
- f) *Mobile* - 2 years
- g) *Leasehold improvement - Over the period of lease or useful life, whichever is lower*

Depreciation on additions during the year is provided on a pro-rata basis. Assets costing less than ₹5,000 each are fully depreciated in the year of capitalisation.

The useful lives have been determined based on technical evaluation done by the management's expert which are lower than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period on prospective basis

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals and retirement are determined by comparing proceeds with carrying amount.

(m) Intangible assets

Separately purchased intangible assets are initially measured at cost. Subsequently, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Estimated useful lives by major class of intangible assets are as follows:

Computer software - 3 years

The amortisation period and the amortisation method for intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of Profit and Loss when the asset is derecognised.

(n) Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(o) Employee benefits

(i) Defined contribution plan

The contribution to provident fund is considered as defined contribution plans, and is charged to the Statement of Profit and Loss as it falls due, based on the amount of contributions required to be made as and when services are rendered. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plan and the contributions are recognised as employee benefit expense when they are due.

(ii) Defined benefit plan

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. Actuaries using the projected unit credit method calculate the defined benefit obligation annually.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

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 reclassified to surplus in statement of profit and loss under other equity.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost.

(iii) Compensated absences

Based on the leave rules of the Group companies, employees are not permitted to accumulate leave. Any unavailed privilege leave to the extent encashable is paid to the employees and charged to the Statement of profit and loss for the year. Short term compensated absences are provided based on estimates of availment / encashment of leaves.

(p) Trade and other payable

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year, which are unpaid. They are initially recognised at their transaction price and subsequently measured at amortised cost using the effective interest method.

(q) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, and 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. When the effect of the time value of money is material, the Group determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

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 the obligation or a reliable estimate of the amount cannot be made.

(r) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted Earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(s) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

(t) Rounding off

All amounts disclosed in the restated consolidated financial statements and notes have been rounded off to the nearest “thousands” as per the requirement of Schedule III, unless otherwise stated.

(u) Equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceed.

(v) Dividends

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Group’s Board of Directors. Income tax consequences of dividends on financial instruments classified as equity will be recognized accordingly.

1.2. Significant accounting judgments, estimates and assumptions

The preparation of Restated Consolidated financial statements requires the use of accounting estimates that, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group’s accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the restated consolidated financial statements and consolidated summary statement.

- Estimation of current tax expense, recognition of deferred tax assets– Note 29
- Estimation of defined employee benefit obligation – Note 30
- Impairment of investment in foreign subsidiary – Note 6
- Evaluation if an arrangement qualifies as ‘lease’ under Ind AS 116
- Estimation of impairment loss on trade receivables – Note 2.1(D)(ii) above

Estimates and judgements are evaluated continually. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Description of our business

Our business operations include two principal business lines: (i) investment banking; (ii) institutional equities. We provide a wide range of financial solutions in areas of (i) investment banking comprising equity capital markets (“**ECM**”), mergers and acquisitions (“**M&A**”), private equity (“**PE**”), and structured finance advisory; and (ii) institutional equities comprising research and broking.

RESULTS OF OPERATIONS

The following table sets forth select financial data from our statement of profit and loss for the Fiscals 2024, 2023 and 2022, the components of which are also expressed as a percentage of total income for such periods:

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)
Income						
Revenue from operations						
(i) Advisory fee income	1,243.63	68.33%	522.88	61.49%	611.14	64.67%
(ii) Brokerage	494.72	27.18%	291.50	34.28%	302.40	32.00%
(iii) Interest income	62.07	3.41%	34.52	4.06%	16.35	1.73%
(iv) Dividend income	-	-	0.01	0.00%	0.14	0.01%
(v) Net gain on fair value changes	-	-	0.35	0.04%	3.65	0.39%
Total revenue from operations	1,800.42	98.92%	849.26	99.86%	933.68	98.79%
Other income	19.58	1.08%	1.15	0.14%	11.40	1.21%
Total income	1,820.00	100.00%	850.41	100.00%	945.08	100.00%
Expenses						
Finance costs	12.12	0.67%	10.99	1.29%	11.52	1.22%
Fees and commission expenses	66.00	3.63%	59.09	6.95%	55.43	5.87%
Employee benefit expense	653.41	35.90%	535.07	62.92%	482.38	51.04%
Depreciation and amortisation expense	63.37	3.48%	53.78	6.32%	50.71	5.37%
Other expenses	70.42	3.87%	72.82	8.56%	64.58	6.83%
Total expenses	865.32	47.55%	731.75	86.05%	664.62	70.32%
Profit/ (loss) before tax	954.68	52.45%	118.66	13.95%	280.46	29.68%
Tax expense						
(i) Current tax	241.09	13.25%	34.12	4.01%	61.80	6.54%
(ii) Deferred tax	8.36	0.46%	(2.20)	(0.26)%	(0.32)	(0.03)%
Total tax expense	249.45	13.71%	31.92	3.75%	61.48	6.51%
Profit/ (loss) for the year	705.23	38.75%	86.74	10.20%	218.98	23.17%
Other comprehensive income						
Items that are not be reclassified to profit and loss						
(i) Re-measurements of post-employment benefit obligations	(3.49)	(0.19)%	(0.08)	(0.01)%	3.78	0.40%

Particulars	Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)	(in ₹ million)	Percentage of total income (%)
(ii) Income tax relating to the above	0.88	0.05%	0.02	0.00%	(0.95)	(0.10)%
Items that will be reclassified to profit and loss						
(i) Exchange differences on translating the financial statements of a foreign operation	(13.63)	(0.75)%	6.07	0.71%	2.56	0.27%
Other comprehensive income/(loss) for the year	(16.24)	(0.89)%	6.01	0.70%	5.39	0.57%
Total comprehensive income /(loss) for the year	688.99	37.86%	92.75	10.91%	224.37	23.74%
Earnings per equity share (Face value ₹2 per equity share)						
(i) Basic (₹)	9.98	-	1.23	-	3.10	-
(ii) Diluted (₹)	9.98	-	1.23	-	3.10	-

Fiscal 2024 compared to Fiscal 2023

Total income

Total income increased by ₹969.59 million, or 114.01%, from ₹850.41 million for Fiscal 2023 to ₹1,820.00 million for Fiscal 2024, primarily due to increase in revenue from our investment banking and brokerage segments.

Revenue from operations

Total revenue from operations increased by ₹951.16 million, or 112.00%, from ₹849.26 million for Fiscal 2023 to ₹1,800.42 million for Fiscal 2024. The increase in revenue from operations is primarily attributable to the following:

- *Advisory fee income:* Advisory fee income increased by ₹720.75 million or 137.84% from ₹522.88 million in Fiscal 2023 to ₹1,243.63 million in Fiscal 2024, which was principally attributable to higher number of deals completed in equity capital markets.
- *Brokerage:* Brokerage increased by ₹203.22 million or 69.72%, from ₹291.50 million in Fiscal 2023 to ₹494.72 million in Fiscal 2024, which was principally attributable to an increase in active clients and trade volumes.
- *Interest income:* Interest income increased by ₹27.55 million or 79.81% from ₹34.52 million in Fiscal 2023 to ₹62.07 million in Fiscal 2024, which was principally attributable to an increase in fixed deposit and interest rate.

Other income

Other income increased by ₹18.43 million or 1,602.61%, from ₹1.15 million in Fiscal 2023 to ₹19.58 million in Fiscal 2024, which was principally attributable to an increase in interest on income tax refund and realised gain on foreign exchange (net gain on foreign exchange).

Expenses

Total expenses increased by ₹133.57 million, or 18.25%, from ₹731.75 million in Fiscal 2023 to ₹865.32 million in Fiscal 2024, primarily due to an increase in employee benefit expense. Our total expenses represented 47.55% and 86.05% of our total income in Fiscals 2024 and 2023, respectively. The details of changes in expenses are set forth below:

- *Finance costs:* Finance costs increased by ₹1.13 million or 10.28%, from ₹10.99 million in Fiscal 2023 to ₹12.12 million in Fiscal 2024, on account of an increase in bank guarantee charges, which are placed with the exchange for trade margin, from ₹548.38 million in Fiscal 2023 to ₹728.38 million in Fiscal 2024. Further, the interest on temporary bank overdraft availed from the bank increased from ₹0.56 million in Fiscal 2023 to ₹1.57 million in Fiscal 2024, on account of increased margin required at exchanges to support higher trading volumes.
- *Fees and commission expenses:* Fees and commission expenses increased by ₹6.91 million or 11.69%, from ₹59.09 million in Fiscal 2023 to ₹66.00 million in Fiscal 2024, on account of an increase in membership and subscription charges.
- *Employee benefit expense:* Employee benefit expense increased by ₹118.34 million or 22.12%, from ₹535.07 million in Fiscal 2023 to ₹653.41 million in Fiscal 2024, on account of an increase in headcount, salaries, wages and bonus, contribution to provident and other funds and staff welfare expenses.
- *Depreciation and amortisation expense:* Depreciation and amortisation expense increased by ₹9.59 million or 17.83%, from ₹53.78 million in Fiscal 2023 to ₹63.37 million in Fiscal 2024, on account of an increase in depreciation of property, plant and equipment and amortisation of intangible assets.
- *Other expenses:* Other expenses decreased by ₹2.40 million or 3.30%, from ₹72.82 million in Fiscal 2023 to ₹70.42 million in Fiscal 2024, which was principally attributable to a decrease in loss on foreign exchange fluctuation, provisions for doubtful debts and recoverable and donations, which was partially offset by an

increase in travelling and conveyance expenses, repairs and maintenance, printing and stationery, miscellaneous expenses and contribution towards corporate social responsibility.

Profit/ (loss) before tax

As a result of the factors outlined above, our profit before tax was ₹954.68 million for Fiscal 2024 compared to ₹118.66 million for Fiscal 2023.

Total tax expense

Total tax expense increased by ₹217.53 million or 681.48%, from ₹31.92 million for Fiscal 2023 to ₹249.45 million for Fiscal 2024, which was principally attributable to an increase in total income and profit before tax.

Profit/ (loss) for the year

As a result of the factors outlined above, our profit for the year was ₹705.23 million for Fiscal 2024 compared to ₹86.74 million for Fiscal 2023.

Fiscal 2023 compared to Fiscal 2022

Total income

Total income decreased by ₹94.67 million, or 10.02%, from ₹945.08 million for Fiscal 2022 to ₹850.41 million for Fiscal 2023, primarily due decrease in fund raising activities and advisory transactions on account of uncertainties in the global market.

Revenue from operations

Revenue from operations decreased by ₹84.42 million, or 9.04%, from ₹933.68 million for Fiscal 2022 to ₹849.26 million for Fiscal 2023. The change in revenue from operations was on account of the following:

- ***Advisory fee income:*** Advisory fee income decreased by ₹88.26 million or 14.44% from ₹611.14 million in Fiscal 2022 to ₹522.88 million in Fiscal 2023, which was principally attributable to a decrease in fund raising activities and advisory transactions on account of uncertainties in the global market.
- ***Brokerage:*** Brokerage decreased by ₹10.90 million or 3.60%, from ₹302.40 million in Fiscal 2022 to ₹291.50 million in Fiscal 2023 which was principally attributable to a decrease in capital market activities on account of uncertainties in the global market.
- ***Interest income:*** Interest income increased by ₹18.17 million or 111.13% from ₹16.35 million in Fiscal 2022 to ₹34.52 million in Fiscal 2023, which was principally attributable to an increase in quantum of fixed deposits and interest rates.

Other income

Other income decreased by ₹10.25 million or 89.91%, from ₹11.40 million in Fiscal 2022 to ₹1.15 million in Fiscal 2023. This was principally attributable to an increase in interest on fixed deposits and partially offset by a decrease in interest on income tax refund.

Expenses

Total expenses increased by ₹67.13 million, or 10.10%, from ₹664.62 million in Fiscal 2022 to ₹731.75 million in Fiscal 2023, primarily due to an increase in employee benefits expense and other expenses. Our total expenses represented 86.05% and 70.32% of our total income in Fiscals 2023 and 2022, respectively. The change in expenses is on account of the following:

- ***Finance costs:*** Finance costs decreased by ₹0.53 million or 4.60%, from ₹11.52 million in Fiscal 2022 to ₹10.99 million in Fiscal 2023, on account of a decrease in interest on lease liability.
- ***Fees and commission expenses:*** Fees and commission expenses increased by ₹3.66 million or 6.60%, from ₹55.43 million in Fiscal 2022 to ₹59.09 million in Fiscal 2023, on account of increase in membership and subscription charges.

- *Employee benefit expense*: Employee benefit expense increased by ₹52.69 million or 10.92%, from ₹482.38 million in Fiscal 2022 to ₹535.07 million in Fiscal 2023, on account of an increase in headcount, salaries, wages and bonus, contribution to provident and other funds and staff welfare expenses.
- *Depreciation and amortisation expense*: Depreciation and amortisation expense increased by ₹3.07 million or 6.05%, from ₹50.71 million in Fiscal 2022 to ₹53.78 million in Fiscal 2023, on account of an increase in depreciation of property, plant and equipment and amortisation of intangible assets.
- *Other expenses*: Other expenses increased by ₹8.24 million or 12.76%, from ₹64.58 million in Fiscal 2022 to ₹72.82 million in Fiscal 2023. This was on account of an increase in travelling and conveyance expenses, repairs and maintenance, printing and stationery, advertising and publicity, loss on foreign currency fluctuation, rates and taxes, provisions for doubtful debts and recoverables, donation, contribution towards corporate social responsibility and director's sitting fees. This was partially offset by a decrease in professional fees, miscellaneous expenses and bad debts written off.

Profit/ (loss) before tax

As a result of the factors outlined above, our profit before tax was ₹118.66 million for Fiscal 2023 compared to ₹280.46 million for Fiscal 2022.

Total tax expense

Total tax expense decreased by ₹29.56 million or 48.08%, from ₹61.48 million for Fiscal 2022 to ₹31.92 million for Fiscal 2023, which was principally attributable to a decrease in revenue from operations and other income.

Profit/ (loss) for the year

As a result of the factors outlined above, our profit for the year was ₹86.74 million for Fiscal 2023 compared to ₹218.98 million for Fiscal 2022.

Cash flows

The following table sets forth certain information relating to our cash flows for Fiscals 2024, 2023 and 2022:

Particulars	<i>(in ₹ million)</i>		
	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Net cash (used in)/ generated from operating activities	(5,950.17)	6,793.96	374.36
Net cash (used in)/ generated from investing activities	6,582.24	(6,707.81)	(284.03)
Net cash (used in)/ generated from financing activities	(42.52)	(41.50)	(30.60)

Net cash (used in)/ generated from operating activities

Fiscal 2024

Net cash used in operating activities for Fiscal 2024 was ₹5,950.17 million and our operating surplus before working capital changes was ₹916.86 million. The net cash (used in)/ generated from operating activities in Fiscal 2024 primarily consisted of (i) a decrease in trade receivables due to recovery of dues in Fiscal 2024; (ii) a decrease in other financial assets due to exchange settlement; (iii) a decrease in trade payables due to payment towards unsettled exchange obligation in Fiscal 2024; (iv) an increase in other non-financial liabilities due to statutory dues; (v) a decrease in other financial liabilities due to leasehold liability; and (vi) an increase in provisions due to employee related expenses.

Fiscal 2023

Net cash generated from operating activities for Fiscal 2023 was 6,793.96 million and our operating surplus before working capital changes was ₹ 159.18 million. The net cash (used in)/ generated from operating activities in Fiscal 2023 primarily consisted of (i) an increase in trade receivables on account of unsettled trades; (ii) a decrease in other receivables due to investment banking out-of-pocket expenses; (iii) an increase in other financial assets due to deposit placed with the exchange; (iv) a decrease in other non-financial assets; (v) an increase in trade payables due to unsettled trade; (vi) an increase in other non-financial liabilities due to statutory dues; and (vii) an increase in provisions due to employee benefits.

Fiscal 2022

Net cash generated from operating activities for Fiscal 2022 was ₹374.36 million and our operating surplus before working capital changes was ₹313.74 million. The net cash (used in)/ generated from operating activities in Fiscal 2022 primarily consisted of (i) an increase in trade receivables due to investment banking fees and unsettled trade receivables; (ii) a decrease in other receivables due to investment banking fees and out-of-pocket expenses; (iii) an increase in other financial assets due to exchange deposits for trade margin; (iv) an increase in other non-financial assets; (v) an increase in trade payables due to unsettled trade; (vi) an increase in other non-financial liabilities due to statutory dues; and (vii) an increase in provisions due to employee benefits.

Net cash (used in)/ generated from investing activities

Fiscal 2024

Net cash generated from investing activities in Fiscal 2024 was ₹6,582.24 million. This reflected (i) movement in other bank balances of ₹6,715.38 million; (ii) interest received of ₹64.02 million; (iii) proceeds from sale of investments of ₹20.53 million; and (iv) proceeds from sale of property, plant and equipment of ₹1.49 million. This was partially offset by (i) bank deposits placed of ₹174.90 million; and (ii) purchase of property, plant and equipment of ₹44.28 million.

Fiscal 2023

Net cash used in investing activities in Fiscal 2023 was ₹6,707.81 million. This reflected (i) movement in other bank balances of ₹6,675.15 million; (ii) bank deposits placed of ₹54.71 million; (iii) payment to acquire investments of ₹95.47 million; and (iv) purchase of property, plant and equipment of ₹32.09 million. This was partially offset by (i) proceeds from sale of investments of ₹115.35 million; (ii) interest received of ₹33.29 million; (iii) proceeds from sale of property, plant and equipment of ₹0.96 million; and (iv) dividend received of ₹0.01 million.

Fiscal 2022

Net cash used investing activities in Fiscal 2022 was ₹284.03 million. This reflected (i) payment to acquire investments of ₹1,250.81 million; (ii) bank deposits placed of ₹275.53 million; and (iii) purchase of property, plant and equipment of ₹16.31 million. This was partially offset by (i) proceeds from sale of investments of ₹1,174.46 million; (ii) movement in other bank balances of ₹59.71 million; (iii) interest received of ₹24.30 million; (iv) dividend received of ₹0.14 million; and (v) proceeds from sale of property, plant and equipment of ₹0.01 million.

Net cash (used in)/ generated from financing activities

Fiscal 2024

Our net cash used in financing activities was ₹42.52 million in Fiscal 2024. This was primarily due to (i) repayment of lease liabilities of ₹36.44 million; (ii) dividend paid to company's shareholders (including dividend distribution tax) of ₹14.14 million; and (iii) interest paid of ₹8.29 million.

Fiscal 2023

Our net cash used in financing activities was ₹41.50 million in Fiscal 2023. This was primarily due to (i) repayment of lease liabilities of ₹34.71 million; (ii) dividend paid to company's shareholders (including dividend distribution tax) of ₹21.21 million; and (iii) interest paid of ₹4.46 million.

Fiscal 2022

Our net cash used in financing activities was ₹30.60 million in Fiscal 2022. This was primarily due to (i) repayment of lease liabilities of ₹33.05 million; and (ii) interest paid of ₹2.65 million.

INDEBTEDNESS

As of March 31, 2024, we had ₹ 728.38 million as outstanding debt comprising bank guarantees. For further information on our indebtedness, see "**Restated Consolidated Financial Statements – Note 4 - Bank Balance**"

other than cash and cash equivalents” and ₹49.29 million as outstanding debt being vehicle loan. The total debt outstanding is ₹ 777.67 million as of March 31, 2024.

CONTINGENT LIABILITIES

The following table sets forth certain information relating to our contingent liabilities as of March 31, 2024, as determined in accordance with Ind AS 37:

		(₹ in million)
Particulars	As at March 31, 2024	
Contingent liabilities		
Claims not acknowledged as debts in respect of:		
- Income Tax matters under appeal		6.88
Total		6.88

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or which we believe are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, operating results, liquidity, capital expenditure or capital resources.

RELATED PARTY TRANSACTIONS

We have, in the course of our business and operations, entered into transactions with related parties, such as payment of professional fees, brokerage received, expense payables and employee benefits payables.

For further information on our related party transactions, see “*Restated Consolidated Financial Statements – Note 39 – Related Party Transactions*” on page 238.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ON MARKET RISKS

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. We are exposed to certain market risks, including credit risk, liquidity risk and market risk.

Credit risk

Credit risk is the risk of suffering financial loss, should any of the Group's clients or market counterparties fail to fulfil their contractual obligations to the Group. Credit risk arises mainly from trade and other receivables which are reviewed and assessed for default on an individual basis. The credit risk is perceived to be low due to regular monitoring of receivables, historically low default rate and escrow mechanisms for capital market trades.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. Prudent liquidity risk management implies maintaining sufficient cash and liquid investments. The Group believes that current cash and bank balances, bank deposits and investments in liquid investments are sufficient to meet liquidity requirements. Moreover, the Group has no external borrowings. Accordingly, liquidity risk is perceived to be low.

Market risk

Market risk is the risk of loss of future earnings, volatility of future cash flows and fluctuations in fair values of financial assets. The fair value of a financial asset may fluctuate because of changes in interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP, EUR and SGD. Foreign exchange risk arises from commercial transactions and recognized assets and liabilities denominated in a currency that is not the functional currency (₹) of our Group. The management does not undertake any hedging activity or otherwise to offset or mitigate the foreign currency risk. Foreign currency exposure is partly balanced by purchasing of services in the respective currencies, which acts as a natural hedge for the Group.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECTED OR ARE LIKELY TO AFFECT REVENUE FROM OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect our revenue from operations identified above in “*Management’s Discussion and Analysis of Financial Condition and Results of Operations — Significant factors affecting our Results of Operations and Financial Condition*” and the uncertainties described in “*Risk Factors*” on pages 246 and 28, respectively.

KNOWN TRENDS OR UNCERTAINTIES

Other than as described in “*Risk Factors*” on page 28 and this section, to our knowledge there are no known trends or uncertainties that have had or are expected have a material adverse impact on our sales, income or revenue from operations.

EXPECTED FUTURE CHANGES IN RELATIONSHIP BETWEEN COST AND REVENUE

Other than as described in this section and “*Our Business*”, and “*Risk Factors*” on pages 149 and 28, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CLIENTS OR SUPPLIERS

Given the nature of our business operations, we do not believe that our business is dependent on any single client or a few clients. Our total number of billed clients in investment banking business were 36, 27 and 30 in Fiscals 2024, Fiscal 2023 and Fiscal 2022, respectively. Our total number of billed clients in institutional equities business increased from 133 in Fiscal 2022 to 167 in Fiscal 2023 and 203 in Fiscal 2024. Our top 10 client concentration in broking has reduced from 45.09% in Fiscal 2022 to 36.44% in Fiscal 2024.

TOTAL TURNOVER OF EACH MAJOR INDUSTRY SEGMENT

Our Company is primarily engaged in investment banking activities (equity capital markets, M&A and PE advisory, corporate finance advisory, structured finance) and institutional equities. Our Group monitors the operating results of our business as two segments, namely brokerage income and advisory fee income and there are no other primary reportable segments. For further information, see “*Restated Consolidated Financial Statements*” on page 193.

NEW PRODUCTS OR BUSINESS SEGMENTS

Other than as disclosed in this section and in “*Our Business*” on page 149, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

COMPETITIVE CONDITIONS

We operate in a competitive environment. For further information, see “*Business – Competition*”, “*Industry Overview*” and “*Risk Factors*” on pages 160, 107 and 28, respectively.

SEASONALITY

Our business is affected by seasonal trends in the Indian economy. For details, see “*Risk Factors – Our investment banking and institutional equities business is highly dependent on market and economic conditions. Adverse market or economic conditions could have a significant economic and financial impact on our business*” on page 30.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

There have been no reservations, qualifications, adverse remarks or emphasis of matters highlighted by our Statutory Auditors in their examination report on the Restated Consolidated Financial Statements.

MATERIAL DEVELOPMENTS SINCE MARCH 31, 2024

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2024, as derived from our Restated Consolidated Financial Statements. This table should be read in conjunction with the sections titled "**Risk Factors**", "**Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 28, 193 and 244, respectively.

<i>(₹ in million, except ratios)</i>		
Particulars	Pre-Offer as at March 31, 2024	As adjusted for the proposed Offer ⁽¹⁾
Total Equity		
Equity share capital*	141.37	[●]
Other equity*	1,484.74	[●]
Total equity (A)	1,626.11	[●]
Total borrowings (B)	49.29	[●]
Total Capitalisation (A+B)	1,675.41	[●]
Total borrowings/ Total equity ratio	0.03	[●]

Notes:

⁽¹⁾ The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the Book Building Process and hence has not been furnished. To be updated upon finalization of the Offer Price.

* These terms shall carry the meaning as per Schedule III of the Companies Act, 2013.

FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of business for purposes such as, *inter alia*, meeting our working capital requirements, meeting marginal requirements with stock exchanges and vehicle loans.

For details of the borrowing powers of our Board, see “*Our Management - Borrowing powers*” on page 179.

Set forth below is a summary of our aggregate outstanding borrowings amounting to ₹ 777.67 million, as on March 31, 2024:

Particulars	Sanctioned amount	Amount outstanding as on March 31, 2024*
Vehicle loans	63.25	49.29
Overdraft facilities	352.30	Nil
Non-funded facilities – bank guarantees^	850.00	728.38
Total borrowings	1,265.55	777.67

*As certified by Shaparia Mehta & Associates LLP, Chartered Accountants by way of their certificate dated September 3, 2024.

^ The bank guarantees have been provided by RBL Bank Limited, which is also a selling shareholder in the Offer.

Key terms of our borrowings are disclosed below:

- **Tenure:** The tenure of the non-funded facilities by our Company typically range for 2 years including claim period.
- **Interest rate:** The interest rates for the working facility loan availed by the Company is fixed deposit rate plus 2% p.a. The interest rate ranges from 8.50% to 9.25% during the financial year ended March 31, 2024. The vehicle loans availed by our Company typically ranges from 7.25%-9.90% p.a. The bank commission for the bank guarantees typically ranges from 0.60% -0.75% p.a.

Additionally, the interest rate on our overdraft facilities are linked to the fixed deposit rate and are decided at the time of limit set-up.

- **Security:** Our borrowings are secured by way of bank fixed deposits and creating a security charge on movable assets of the Company.
- **Repayment:** Non funded facilities are terminated or renewed at the end of tenure and our availed overdraft facilities are repayable on demand.
- **Prepayment:** Some of the loans availed by our Company have prepayment provisions which allows for prepayment of the outstanding loan amount, subject to terms and conditions stipulated under the loan documents.
- **Penal interest:** We are typically bound to pay additional interest to our lenders for defaults in the payment of interest or other monies due and payable. This additional interest is charged as per the terms of our loan agreements and typically range 2.00% per annum, over and above the applicable interest rate.
- **Restrictive Covenants:** As per the terms of our borrowings, certain corporate actions for which our Company requires prior written consent of the lenders include:

Change in control/ownership/management/directorship including:

- a) Effecting any change in the constitutional documents of our Company;
- b) Effecting any changes to the capital structure, modification of combined ownership structure or shareholding pattern of our Company;
- c) Dilution of our Promoter’s equity shareholding below a specified threshold; or
- d) Undertaking any new line of business, operations or projects or substantial expansion or diversification of any current business, operations or projects;

- e) Undertaking additional charges on secured assets etc.
- **Events of Default:** As per the terms of our borrowings, the following, amongst others, constitute events of default for the relevant loan agreement:
 - (a) Default in repayment of loan facility;
 - (b) If all or any material part of our business is suspended or ceases;
 - (c) If the loan is used for any other purpose other than the purpose for which the loan is sanctioned;
 - (d) Bankruptcy, insolvency, dissolution;
 - (e) Default in creation of security;
 - (f) Initiation or threat of initiation of a criminal action against our Company, our group or guarantor or their directors;
 - (g) Jeopardise or likely to prejudice, impair, depreciate any security provided by our Company in relation to the facility;
 - (h) Asset is confiscated, attached, taken into custody by any authority or subject to any execution proceedings;
 - (i) Cross default i.e. default under any other financing arrangements entered by our Company;
 - (j) If the Company is adjudicated insolvent or is taking advantage of the law for relief of insolvent debtors;
or
- **Consequences of occurrence of events of default:** In terms of our borrowings, the following, *inter alia*, are the consequences of occurrence of events of default, whereby our lenders may:
 - a) recall credit facilities;
 - b) Convert, all or part of the outstanding dues into fully paid-up equity shares and/or any other securities;
 - c) Enforce security as per the terms and conditions of the facility documents;
 - d) Appoint nominee director(s) on the Board of our Company or
 - e) Repossess the hypothecated asset.

This is an indicative list of the terms and conditions of the outstanding facilities and there may be additional terms including those that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by us, and the same may lead to consequences other than those stated above.

Set forth below is a tabulation of our aggregate outstanding borrowings amounting to ₹ 777.67 million, as on the last three Fiscals:

(₹ in million)

Name of Borrower	Name of lender	Date of sanction of loan	Type of loan	Financial Year ended March 31, 2024				Financial Year ended March 31, 2023				Financial Year ended March 31, 2022			
				Opening balance as of April 1, 2023	Closing Balance as at March 31, 2024	Amount repaid during the Financial Year ended March 31, 2024	New loans sanctioned during the Financial Year ended March 31, 2024	Opening Balance as at April 01, 2022	Closing Balance as at March 31, 2023	Amount repaid during the Financial Year ended March 31, 2023	New loans sanctioned during the Financial Year ended March 31, 2023	Opening Balance as at April 01, 2021	Closing Balance as at March 31, 2022	Amount repaid during the Financial Year ended March 31, 2022	New loans sanctioned during the Financial Year ended March 31, 2022
DAM Capital Advisors Limited	HDFC Bank Limited	06-04-22 12-06-23	Non fund based-bank guarantee	358.38	538.38	-	180.00	182.38	358.38	-	176.00	187.38	182.38	5.00	-
DAM Capital Advisors Limited	HDFC Bank Limited	06-04-22	Fund Based-FD/OD	152.30	-	152.30	-	152.30	-	152.30	-	152.30	-	152.30	-
DAM Capital Advisors Limited	HDFC Bank Limited	*	Fund based-vehicle loan	32.94	25.67	11.03	3.76	14.06	32.94	4.42	23.30	8.96	14.06	2.07	7.17
DAM Capital Advisors Limited	RBL Bank Limited	14-06-21 23-05-22 03-11-23	Non fund based-bank guarantee (subject to capping limit of ₹3 million for OD and BG limit)	190.00	190.00	-	-	120.00	190.00	-	70.00	-	120.00	-	120.00
DAM Capital Advisors Limited	RBL Bank Limited	14-06-21 23-05-22 03-11-23	Fund Based-ODFD	-	-	-	-	-	-	-	-	-	-	-	-
DAM Capital Advisors Limited	RBL Bank Limited	14-06-21 23-05-22 03-11-23	Fund based-overdraft	-	-	-	-	-	-	-	-	-	-	-	-

Name of Borrower	Name of lender	Date of sanction of loan	Type of loan	Financial Year ended March 31, 2024				Financial Year ended March 31, 2023				Financial Year ended March 31, 2022				
				Opening balance as of April 1, 2023	Closing Balance as at March 31, 2024	Amount repaid during the Financial Year ended March 31, 2024	New loans sanctioned during the Financial Year ended March 31, 2024	Opening Balance as at April 01, 2022	Closing Balance as at March 31, 2023	Amount repaid during the Financial Year ended March 31, 2023	New loans sanctioned during the Financial Year ended March 31, 2023	Opening Balance as at April 01, 2021	Closing Balance as at March 31, 2022	Amount repaid during the Financial Year ended March 31, 2022	New loans sanctioned during the Financial Year ended March 31, 2022	
DAM Capital Advisors Limited	IDFC First Bank Limited	*	Fund Based-Vehicle Loan	-	23.62	1.60	25.22	-	-	-	-	-	-	-	-	-

Notes:

(1) *The company has several different vehicle loans and the numbers of loans taken during the preceding three financial years varies due to which the sanction dates for the same have not been disclosed for the purpose of the above table.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as disclosed in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) claims related to direct and indirect tax matters (disclosed in a consolidated manner); and (iv) other pending litigation as determined to be material by our Board pursuant to its resolution dated August 28, 2024 (“Materiality Policy”) in each case involving our Company, Subsidiaries, Promoters and Directors (“Relevant Parties”). Further, there are no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against our Promoters in the last five Financial Years including any outstanding action.

For the purpose of material litigation or arbitration under (iv) above, our Board has considered and adopted the Materiality Policy with regard to outstanding litigation to be disclosed by our Company involving the Relevant Parties, in this Draft Red Herring Prospectus. In terms of the Materiality Policy, the following shall be considered ‘material’ for the purposes of disclosure in this Draft Red Herring Prospectus:

- (i) Monetary threshold: The monetary amount of claim or amount involved by or against the Relevant Parties in any such pending proceeding is in excess of 1% of the net worth of our Company on a consolidated basis, as per the last full year Restated Consolidated Financial Statements. Accordingly, outstanding litigation involving the Relevant Parties have been considered material and disclosed in this section where the aggregate amount involved in such litigation exceeds ₹16.26 million; or*
- (ii) Subjective threshold: Such pending matters which are not quantifiable or do not exceed the monetary threshold, involving the Relevant Parties, whose outcome, in the opinion of the Board, would materially and adversely affect our Company’s business, prospects, performance, operations, financial position, reputation or cash flows or where a decision in one case is likely to affect the decision in similar cases even though the amount involved in the individual cases may not exceed the monetary threshold.*

Further, in the event any tax matters involve an amount exceeding the monetary threshold proposed in (i) above, in relation to the Relevant Parties, individual disclosures of such tax matters will be included.

It is clarified that for the purpose of the litigation approach, pre-litigation notices received by the Relevant Parties from third parties (excluding those notices and show cause notices issued by governmental, statutory, regulatory, judicial, quasi-judicial or taxation authorities or notices threatening criminal action or first information reports) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants or respondents in litigation proceedings before any judicial/arbitral forum or governmental authority.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has adopted the Materiality Policy for the purpose of disclosure of material creditors in this Draft Red Herring Prospectus. For identification of material creditors, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if the amounts due to such creditor exceeds 5% of the restated consolidated total trade payables of the Company as of the end of the latest financial period covered in the Restated Consolidated Financial Statements. For outstanding dues to micro, small or medium enterprise (“MSME”) and other creditors, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report.

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated otherwise, the information provided below is as on the date of this Draft Red Herring Prospectus.

Litigation involving our Company

Outstanding litigation against our Company

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

Nil

Other material pending proceedings

Nil

Outstanding litigation by our Company

Criminal proceedings

Nil

Other material pending proceedings

Nil

Litigation involving our Subsidiaries

Outstanding litigations against our Subsidiaries

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

Nil

Other material pending proceedings

Nil

Outstanding litigations by our Subsidiaries

Criminal proceedings

Nil

Other material pending proceedings

Nil

Litigation involving our Promoters

Outstanding litigations against our Promoters

Criminal proceedings

Nil

Disciplinary actions including penalties imposed by the Stock Exchanges in the last five Financial Years

Nil

Actions by regulatory/ statutory authorities

Nil

Other material pending proceedings

Nil

Outstanding litigations by our Promoters

Criminal proceedings

Nil

Other material pending proceedings

Nil

Litigation involving our Directors

Outstanding litigations against our Directors

Criminal proceedings

Nil

Actions by regulatory/ statutory authorities

1. The Registrar of Companies, Karnataka vide its order dated May 24, 2024 imposed a penalty on Zerodha Asset Management Company Private Limited (“ZAMCPL”) and its directors including Nithya Easwaran for failing to comply with section 203 of the Companies Act, 2013 in relation to appointment of chief financial officer of ZAMPCL. It was alleged that since ZAMPCL is a deemed public company, section 203 of the Companies Act, 2013 becomes applicable to it. The Registrar of Companies, Karnataka imposed ₹0.15 million penalty on Nithya Easwaran. Subsequently, ZAMPCL and its directors, including Nithya Easwaran have filed an appeal against the Registrar of Companies, Karnataka before the Regional Director for the South East Region of the Ministry of Corporate Affairs. The matter is currently pending.

Other material pending proceedings

Nil

Outstanding litigations by our Directors

Criminal proceedings

Nil

Other material pending proceedings

Nil

Tax proceedings

There are no outstanding tax proceedings involving our Company, Subsidiaries, Promoters or Directors except the ones mentioned below.

Nature of case	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ million)
<i>Company</i>		
Direct tax	5	15.51
Indirect tax	Nil	Nil
<i>Subsidiaries</i>		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
<i>Promoters</i>		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
<i>Directors</i>		
Direct tax	Nil	Nil

Nature of case	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ million)
Indirect tax	Nil	Nil

As certified by Shaparia Mehta & Associates LLP, Chartered Accountants, by way of their certificate dated September 3, 2024.

Outstanding dues to Creditors

In terms of the Materiality Policy, such creditors are considered ‘material’ to whom the amount due exceeds 5% of the restated consolidated trade payables of our Company, on a consolidated basis, as at March 31, 2024. Our Company owed a total sum of ₹26.50 million to a total number of 24 creditors as at March 31, 2024.

The details of outstanding dues owed to MSME creditors, material creditors and other creditors, as at March 31, 2024, are set out below:

Type of creditors	Number of creditors ⁽¹⁾	Amount involved ⁽¹⁾ (in ₹ million)
Micro, Small and Medium Enterprises	Nil	Nil
Material creditors	2	23.36
Other creditors	22	3.14
Total	24	26.50

⁽¹⁾ As certified by Shaparia Mehta & Associates LLP, Chartered Accountants, by way of their certificate dated September 3, 2024.

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website of our Company at <https://www.damcapital.in/static/investor-relation.aspx>.

Confirmation

Except as disclosed in this Draft Red Herring Prospectus, there are no findings or observations of any of the inspections by SEBI or any other regulatory authority in India, which are material and which needs to be disclosed, or non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer.

Material Developments

Except as stated in the section “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 244, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months from the date of the filing of this Draft Red Herring Prospectus.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals issued by relevant central and state authorities under various rules and regulations. Set out below is an indicative list of consents, licenses, registrations, permissions, and approvals obtained by our Company which is considered material and necessary for the purposes of undertaking their respective businesses and operations (“**Material Approvals**”). Some of these may expire in the ordinary course of business, the applications for renewal of which are submitted in accordance with applicable procedures and requirements.

Unless otherwise stated, these Material Approvals are valid as on the date of this Draft Red Herring Prospectus. Except as disclosed in this section, no further Material Approvals are required for carrying on the present business operations of our Company. For further details in connection with the regulatory and legal framework within which we operate, see “**Key Regulations and Policies in India**” on page 163.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see “**Risk Factors – We are required to maintain various licenses and permits for our business from time to time. Any failure or delay in obtaining or renewing licenses or permits may adversely affect our operations**” on page 39. For details of approvals and other authorisations obtained by the Company and the Selling Shareholders in relation to the Offer, see “**Other Regulatory and Statutory Disclosures – Authority for the Offer**” on page 282. For incorporation details of our Company, see “**History and Certain Corporate Matters - Brief history of our Company**” on page 168.

I. Material Approvals obtained in relation to the business and operations of our Company

We require various approvals, licenses and registrations under regulatory bodies, central and several state-level acts, rules and regulations to carry on our business activities and operations in India. Our Company have obtained the following Material Approvals pertaining to their respective businesses and operations, as applicable:

- (i) Registration as a stockbroker for carrying on the activities of buying, selling or dealing in securities/ clearing and settlement of trades dated August 26, 2020, issued by SEBI under SEBI Stock Brokers Regulations, 1992 with registration number INZ000207137.
- (ii) Registration as a Category I merchant banker for carrying on the activities of management of any issue, preparation of prospectus, determining financing structure, tie up of financiers, final allotment *inter alia*, dated September 21, 2020, issued by SEBI under SEBI Merchant Bankers Regulations, 1992 with registration number MB/INM000011336.
- (iii) Registration as a research analyst, dated October 5, 2020, issued by SEBI under SEBI Research Analysts Regulations, 2014 with registration number INH000000131.
- (iv) Registration as a trading and a trading cum clearing member by BSE dated August 26, 2020 and October 17, 2018 respectively.
- (v) Registration as a trading member in capital markets, futures and options, interest rate futures and currency derivatives by NSE dated September 8, 2020.

II. Tax related approvals obtained by our Company

- (i) The permanent account number of our Company is AAACK1586E issued by the Income Tax Department, Government of India.
- (ii) The tax deduction account number of our Company is MUMS17805E issued by the Income Tax Department, Government of India.
- (iii) Professional taxpayer enrolment and registration certificate under the Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975.
- (iv) Our Company has obtained the Goods and Services Tax registration certificate issued by the Government of India bearing the Registration No. 27AAACK1586E1ZN valid from July 1, 2017.

III. Labour and Employee related approvals obtained by our Company

- (i) Under the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 our Company has been allotted Employees Provident Fund (“**EPF**”) establishment code number MHBAN0037171000 on November 20, 2019 by the Employees Provident Fund Organisation.
- (ii) Registration to act as an employer under the provisions of Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975.
- (iii) Registration under the Maharashtra Shops and Establishments (Regulations of Employment and Conditions of Service) Act, 2017 for the Corporate Office in Mumbai.
- (iv) Intimation provided under the Maharashtra Shops and Establishments (Regulations of Employment and Conditions of Service) Act, 2017 for our Registered Office in Mumbai.

IV. Material Approvals pending in respect of our Company

Material Approvals or renewals applied for but not received

As on the date of this Draft Red Herring Prospectus, except as disclosed below, there are no material approvals of our Company that have been applied for but not received:

- (i) Our company has made an amendment application for the Shops and Establishments registration under the Uttar Pradesh Shops and Commercial Establishments Act, 1962 for our office in Noida.

Material Approvals expired and not applied for renewal


Nil

Material Approvals required but not applied for or obtained

Nil

V. Intellectual Property

As of the date of this Draft Red Herring Prospectus, our Company has made the following applications for obtaining trademark registrations:

Description	Class of trademark under the Trademarks Act	Application No	Date of Application
DAM CAPITAL	36	6550299	July 30, 2024
DAM CAPITAL 	36	6550300	July 30, 2024

For further details, see “*Our Business – Intellectual Property*” on page 162.

OUR GROUP COMPANY

Pursuant to a resolution of our Board dated August 28, 2024 and as per the SEBI ICDR Regulations, for the purpose of identification of group companies, our Company has considered the companies (other than our Corporate Promoter and Subsidiaries) with which (i) there were related party transactions as per Ind AS 24, as disclosed in the Restated Consolidated Financial Information; and (ii) any other companies considered material by our Board pursuant to the Materiality Policy.

With respect to point (i) above, and in accordance with our Materiality Policy, for the purpose of disclosure in this Draft Red Herring Prospectus, a company shall be considered 'material' and will be disclosed as a group company in this Draft Red Herring Prospectus if, it is a member of the Promoter Group (other than the Corporate Promoter and Subsidiaries) and has entered into one or more transactions with the Company during the most recent financial year and stub period, if any, as per the Restated Consolidated Financial Statements disclosed in this Draft Red Herring Prospectus, which individually or in the aggregate, exceed 10% of the total consolidated income of the Company for such period.

Accordingly, based on the parameters outlined above, our Company does not have any Group Company.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate approvals

- Our Board has authorised the Offer pursuant to a resolution dated August 9, 2024.
- Our IPO Committee has taken on record the consent and authorisation of the Selling Shareholders to participate in the Offer for Sale pursuant to its resolution dated September 3, 2024.
- This Draft Red Herring Prospectus was approved pursuant to resolutions passed by our Board and IPO Committee on August 28, 2024 and September 3, 2024 respectively.

Approvals from the Selling Shareholders

Each of the Selling Shareholders has, severally and not jointly, confirmed and authorised the transfer of its respective portion of the Offered Shares pursuant to the Offer for Sale, as set out below:

Name of the Selling Shareholder	Date of consent letter	Date of board resolution/corporate authorisation, if applicable	Maximum number of Offered Shares
Multiples Alternate Asset Management Private Limited	September 3, 2024	August 29, 2024	Up to 8,800,000 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
Narotam Satyanarayan Sekhsaria	September 3, 2024	N.A.	Up to 7,068,600 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
RBL Bank Limited	September 3, 2024	August 29, 2024	Up to 6,831,000 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
Easyaccess Financial Services Limited	September 3, 2024	August 27, 2024	Up to 5,123,250 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million
Dharmesh Anil Mehta	September 3, 2024	N.A.	Up to 4,241,160 Equity Shares of face value of ₹2 each aggregating up to ₹[●] million

Regulatory approvals received in relation to the Offer

- Our Company has made an intimation dated July 24, 2024 to BSE for, among others, undertaking the Offer.
- Our Company has made an intimation dated July 24, 2024 to NSE for, among others, undertaking the Offer.

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or governmental authorities

Our Company, Promoters, members of our Promoter Group, Directors, or persons in control of our Company and each of the Selling Shareholders are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority or court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Each of our Company, our Promoters, members of our Promoter Group and the Selling Shareholders, severally and not jointly, confirms that it is in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

The Directors on the Board of our Company are associated with the securities market. Further, except as stated below, none of our Directors are associated with entities (apart from our Company) that are engaged in securities market related business and are registered with SEBI.

S. No.	Name of the Director	Entities (other than our Company) they are associated with
1.	MV Nair	Director of KFin Technologies Limited
2.	Nithya Easwaran	Director of Zerodha Asset Management Private Limited and Multiples Alternate Asset Management Private Limited
3.	Natarajan Srinivasan	Director of Computer Age Management Services Limited
4.	Dharmesh Anil Mehta	Director of DAM Capital (USA) Inc.

There are no outstanding actions initiated by SEBI in the last five years preceding the date of this Draft Red Herring Prospectus against our Directors. We confirm that names of any Directors are not appearing in the list of directors of struck-off companies by RoC or the MCA.

Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each);
- our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- our Company has a net worth of at least ₹10 million in each of the three preceding full years (of 12 months each), calculated on a restated and consolidated basis; and
- there has been no change of name of our Company at any time during the one year immediately preceding the date of filing of this Draft Red Herring Prospectus.

Set forth below are our Company's net tangible assets, operating profit and net worth, derived from our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus.

Particulars	<i>(in ₹ million, except as stated)</i>		
	Financial year ended as on		
	March 31, 2024	March 31, 2023	March 31, 2022
Restated net tangible assets ⁽¹⁾	1,605.57	922.13	857.17
Restated operating profit ⁽²⁾	947.22	128.50	280.58
Average restated operating profit		452.10	
Net worth ⁽³⁾	1,567.86	876.77	811.24

⁽¹⁾ The restated net tangible assets mean the sum of all net assets of the issuer, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38, as applicable, issued by the Institute of Chartered Accountants of India and in accordance with Regulation 2(1)(gg) of the SEBI ICDR Regulations. The restated net tangible assets mentioned above excludes, Right of Use assets (related total lease liabilities), intangible assets, and deferred tax assets/liabilities (net).

⁽²⁾ Restated pre-tax operating profit means restated profit before tax excluding other income, finance cost, and other comprehensive income

⁽³⁾ Net-worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith.

We are eligible to undertake the Offer as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. The Offer also includes a reservation of up to [●] Equity Shares of face value ₹2 each aggregating up to ₹ [●] million (constituting up to [●]% of the post-offer paid-up equity share capital, for subscription by Eligible Employees). The Offer and the Net Offer shall constitute [●]% and [●]%, respectively, of the post-offer paid-up equity share capital of our Company. Accordingly, in accordance with Regulation 32(1) of the SEBI ICDR Regulations we are required to allot not more than 50% of the Net Offer to QIBs, 5% of which shall be allocated to Mutual Funds exclusively. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. In the event we fail to do so, the full application money shall be refunded to the Bidders.

Further, our Company confirms that it is eligible to make the Offer in terms of Regulation 5 and 7(1) of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the following conditions specified in Regulation 5 of the SEBI ICDR Regulations:

- (a) neither our Company, nor the Selling Shareholders, our Promoters, the members of our Promoter Group, or our Directors are debarred from accessing the capital markets by SEBI;
- (b) none of our Promoters or our Directors are promoters or directors of companies which are debarred from accessing capital markets by SEBI;
- (c) none of our Company, nor our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower;
- (d) none of our Promoters and our Directors are Fugitive Economic Offenders;
- (e) as on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares;
- (f) the Equity Shares of our Company held by the Promoters are in the dematerialised form; and
- (g) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

Each of the Selling Shareholders, severally and not jointly, confirm that the Equity Shares that will be offered by it in the Offer for Sale are eligible to be offered for sale in the Offer in compliance with Regulation 8 of the SEBI ICDR Regulation.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”)

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, BEING NUVAMA WEALTH MANAGEMENT LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD

MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, BEING NUVAMA WEALTH MANAGEMENT LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 3, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED 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 BOOK RUNNING LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, Promoters, the Selling Shareholders and the Book Running Lead Manager

Our Company, our Directors, Promoters, Selling Shareholders and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website at www.damcapital.in or any of the websites of the Subsidiaries or any affiliate of our Company or of any of the Selling Shareholders, would be doing so at his or her own risk.

Each of the Selling Shareholders, its respective directors, affiliates, partners, associates, employees and officers, accept no responsibility for any statements made or undertakings provided other than those specifically confirmed or undertaken by such Selling Shareholder, and only in relation to itself and/or to the respective Equity Shares offered by such Selling Shareholder through the Offer for Sale. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, each of the Selling Shareholders (only with respect to itself and its respective portion of the Offered Shares) and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Investors who Bid in the Offer will be required to confirm and would be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, designated partners, trustees, officers, employees, 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, partners, designated partners, trustees, officers, employees, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, its Subsidiaries, Selling Shareholders and their respective directors and officers, 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, its Subsidiaries, Selling Shareholders and their respective affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of jurisdiction

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, Hindu Undivided Families (“HUFs”), companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), systemically important Non-Banking Financial Companies (“NBFCs”) or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in equity shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority of India (“IRDAI”), permitted provident funds (subject to applicable law) and permitted pension funds (subject to applicable law), National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, Government of India (“GoI”) and permitted Non-Residents including Foreign Portfolio Investors (“FPIs”) and Eligible NRIs, Alternate Investment Funds (“AIFs”), and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India only.

Eligibility and transfer restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act, and shall not be offered or sold within the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

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.

Disclaimer clause of the BSE Limited

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer clause of the National Stock Exchange of India Limited

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares proposed to be Allotted pursuant to the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and the NSE. Applications will be made to the Stock Exchanges for obtaining permission for the listing and trading of the Equity Shares being issued and sold in the Offer and BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares are not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with 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. Any expense incurred by our Company on behalf of any of the Selling Shareholders with regard to interest on such refunds as required under the Companies Act, 2013 and any other applicable law will be reimbursed by such Selling Shareholder as agreed among our Company and the Selling Shareholders in writing, in proportion to its respective portion of the Offered Shares. Provided that no Selling Shareholder shall be responsible or liable for payment of any expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder and such liability shall be limited to the extent of its respective Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI. Each of the Selling Shareholders, severally and not jointly, shall extend commercially reasonable co-operation to our Company, as may be required solely in relation to its respective Offered Shares, in accordance with applicable law, to facilitate the process of listing the Equity Shares on the Stock Exchanges.

If our Company does not allot Equity Shares pursuant to the Offer within three Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate as may be prescribed by the SEBI.

Each of the Selling Shareholders undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from such Selling Shareholders in relation to its respective portion of Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents

Consents in writing of: (a) each of the Selling Shareholders, our Directors, our Promoters, Promoter Group, our Company Secretary and Compliance Officer, our Statutory Auditor, the legal counsel to the Company, the bankers to our Company, lenders to our Company (wherever applicable), industry report provider, Prime Database, VCCEdge, independent chartered accountant, practicing company secretary, the BRLM and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank, Refund Bank and to act in their respective capacities, will be obtained. Further, such consents obtained under (a) have not been withdrawn up to the date of this Draft Red Herring Prospectus.

Experts to the Offer

Our Company has received written consent dated September 3, 2024 from KKC & Associates LLP, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated August 9, 2024 relating to the Restated Consolidated Financial Statements and (ii) the statement of special tax benefits dated September 3, 2024 included in this Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated September 3, 2024 from Shaparia Mehta & Associates LLP, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues during the last five years

Our Company has not undertaken any public issue or any rights issue to the public, during the five years preceding the date of this Draft Red Herring Prospectus.

Commission or brokerage on previous issues in the last five years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares during the five years preceding the date of this Draft Red Herring Prospectus.

Capital issues in the preceding three years by our Company, our listed group companies, Subsidiaries and Associates of our Company

Our Company has not made any capital issue during the three years preceding the date of this Draft Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, none of our Subsidiaries are listed. As on the date of this Draft Red Herring Prospectus, we do not have any Group Company or associates.

Performance vis-à-vis objects – public/rights issue of our Company

There have been no public issues or any rights issues to the public during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects - public/rights issue of any listed subsidiary/Promoters of our Company

As on the date of this Draft Red Herring Prospectus, none of our Subsidiaries are listed on any stock exchange.

Price information of past issues handled by the Book Running Lead Manager

Nuvama Wealth Management Limited

1. Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Nuvama Wealth Management Limited.

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1	Allied Blenders and Distillers Limited	15,000.00	281.00 ^s	July 2, 2024	320.00	9.68% [3.43%]	NA	NA
2	Go Digit General Insurance Limited	26,146.46	272.00	May 23, 2024	286.00	22.83% [2.32%]	30.79% [7.54%]	NA
3	Popular Vehicles and Services Limited	6,015.54	295.00 ^{^^}	March 19, 2024	289.20	-15.59% [1.51%]	-13.67% [7.55%]	NA
4	Capital Small Finance Bank Limited	5,230.70	468.00	February 14, 2024	435.00	-25.25% [1.77%]	-26.09% [1.33%]	-31.44% [10.98%]
5	Mediassist Healthcare Services Limited	11,715.77	418.00	January 23, 2024	465.00	22.32% [3.20%]	15.66% [3.86%]	33.86% [14.54%]
6	Flair Writing Industries Limited	5,930.00	304.00	December 1, 2023	501.00	14.69% [7.22%]	-8.63% [8.31%]	1.12% [12.93%]
7	Gandhar Oil Refinery (India) Limited	5,006.92	169.00	November 30, 2023	298.00	61.51% [7.94%]	41.57% [10.26%]	22.99% [13.90%]
8	ESAF Small Finance Bank Limited	4,630.00	60.00 [^]	November 10, 2023	71.90	12.87% [7.58%]	31.18% [11.17%]	0.77% [13.26%]
9	Sai Silks (Kalamandir) Limited	12,009.98	222.00	September 27, 2023	230.10	8.09% [-4.49%]	25.09% [7.54%]	-12.30% [10.15%]
10	Jupiter Life Line Hospitals Limited	8,690.76	735.00	September 18, 2023	973.00	42.27% [-1.60%]	56.54% [6.57%]	51.67% [9.39%]

Source: www.nseindia.com and www.bseindia.com

^s Allied Blenders and Distillers Limited- A discount of ₹ 26 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹281 per equity share

^{^^} Popular Vehicles and Services Limited- A discount of ₹ 28 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹295 per equity share

[^] ESAF Small Finance Bank Limited- A discount of ₹ 5 per equity share was offered to eligible employees bidding in the employee reservation portion. All calculations are based on the offer price of ₹60 per equity share.

As per Prospectus

*** Pursuant to order passed by National Company Law Tribunal, Mumbai Bench dated April 27, 2023, the merchant banking business of Edelweiss Financial Services Limited (“Edelweiss”) has demerged and now transferred to Nuvama Wealth Management Limited (“Nuvama”) and therefore the said merchant banking business is part of Nuvama.*

Notes

1. *Based on date of listing.*
2. *% of change in closing price on 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. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.*
5. *Not Applicable. – Period not completed*
6. *Disclosure in Table-1 restricted to 10 issues.*

2. Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Nuvama Wealth Management Limited.

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million) #	No. of IPOs trading at discount – 30 th calendar days from listing			No. of IPOs trading at premium – 30 th calendar days from listing			No. of IPOs trading at discount – 180 th calendar days from listing			No. of IPOs trading at premium – 180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	2	41,146.46	-	-	-	-	-	2	-	-	-	-	-	-
2023-24*	9	68,029.67	-	1	1	1	1	5	-	1	2	1	1	3
2022-23	3	28,334.49	-	1	-	-	1	1	-	1	1	-	-	1

Notes:

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. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.
- * For the financial year 2023-24, 9 issues have completed 30 calendar days, 9 issues have completed 90 calendar days and 8 issues have completed 180 calendar days.
- # As per Prospectus

Track record of past issues handled by the BRLM

For details regarding the track record of the Book Running Lead Manager, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Manager, as set forth in the table below:

Sr. No.	Name of the BRLM	Website
1.	Nuvama Wealth Management Limited	www.nuvama.com

Stock market data of the Equity Shares

This being the initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks (“SCSBs”) for addressing any clarifications or grievances of application supported by blocked amount (“ASBA”) Bidders.

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

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, Unified Payments Interface Identity (“UPI ID”), Permanent Account Number (“PAN”), address of Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. For Offer-related grievances, investors may contact the BRLM, details of which are given in “**General Information – Book Running Lead Manager**” on page 73.

All Offer-related 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, Anchor Investor Application Form number, Bidders’ DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two 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 two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Pursuant to the SEBI master circular for Issue of Capital and Disclosure Requirements bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (“**SEBI ICDR Master Circular**”) and the circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 (“**March 2021 Circular**”), SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due

to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Separately, pursuant to the circular March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Bid Amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

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.

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 SCSBs in case of ASBA bidders for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company shall obtain authentication on the SCORES platform and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company has appointed Rajesh Tekadiwala, as the Company Secretary and Compliance Officer of our Company. See “**General Information – Company Secretary and Compliance Officer**” on page 72. Each of the Selling Shareholders, severally and not jointly, have authorised Rajesh Tekadiwala, Company Secretary and Compliance Officer and the Registrar to the Offer to redress any complaints received from Bidders solely to the extent of the statements specifically made, confirmed or undertaken by the Selling Shareholders in the Offer Documents in respect of themselves and their respective Offered Shares.

Our Company has also constituted Investor Grievance and Stakeholders’ Relationship Committee to resolve the grievances of the security holders of our Company. See “**Our Management – Investor Grievances and Stakeholders’ Relationship Committee**” on page 182.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by Securities and Exchange Board of India

Our Company has not sought any exemption from complying with any provisions of securities laws as on the date of this Draft Red Herring Prospectus.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to this Offer are and shall be subject to the provisions of the Companies Act, 2013, the SEBI ICDR Regulations, the Securities Contracts (Regulation) Act, 1956 (“SCRA”), the Securities Contracts (Regulation) Rules, 1957 (“SCRR”), the Memorandum of Association, the Articles of Association, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the Abridged Prospectus and other terms and conditions as may be incorporated in the Confirmation of Allotment Note (“CAN”), Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, transfer of securities and listing and trading of securities, offered from time to time, by SEBI, Government of India (“GoI”), the Stock Exchange, the Registrar of Companies, Maharashtra at Mumbai, the Reserve Bank of India, and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as maybe prescribed by SEBI, GoI, the Stock Exchange, the RoC, the RBI, and/or other authorities while granting its approval for the Offer.

The Offer

The Offer comprises an Offer for Sale by the Selling Shareholders.

Ranking of Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer will be subject to the provisions of the Companies Act, 2013, our Memorandum of Association and our Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment as per the applicable law. For further details, see “*Main Provisions of the Articles of Association*” beginning on page 329.

Mode of payment of dividend

Our Company will pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act, 2013, the SEBI Listing Regulations, our Memorandum of Association and our Articles of Association, and any guidelines or directives that may be issued by the Government of India in this respect or any other applicable law. Any dividends declared, after the date of Allotment in the Offer, will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, see “*Dividend Policy*” and “*Main Provisions of the Articles of Association*” beginning on pages 192 and 329, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹2 each and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the Cap of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company, in accordance with applicable laws and, in consultation with the BRLM, and published by our Company in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for Equity Shares offered by way of the Book Building Process.

At any given point in time there will be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders will have the following rights:

1. right to receive dividends, if declared;
2. right to attend general meetings and exercise voting powers, unless prohibited by law;
3. right to vote on a poll either in person or by proxy and e-voting in accordance with the provisions of the Companies Act, 2013;
4. right to receive offers for rights shares and be allotted bonus shares, if announced;
5. right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
6. right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
7. such other rights as may be available to a shareholder of a listed public company under the Companies Act, 2013, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see “*Main Provisions of the Articles of Association*” beginning on page 329.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in dematerialised form only. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form.

In this context, two agreements have been entered into and amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated September 29, 2016 among NSDL, our Company and the Registrar to the Offer.
- Tripartite agreement dated August 16, 2024 among CDSL, our Company and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares will be in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of [●] Equity Shares of face value of ₹ 2 each, subject to a minimum Allotment of [●] Equity Shares of face value of ₹2 each for QIBs and RIIs. For NIIs, allotment shall not be less than the Minimum Non-Institutional Application Size. For the method of Basis of Allotment, see “*Offer Procedure*” beginning on page 307.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Mumbai, Maharashtra, India.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination Facility

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, 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 to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Share Transfer Agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participants.

Bid/Offer Period

BID/OFFER OPENS ON*	[●]
BID/OFFER CLOSES ON**#	[●]

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

** Our Company, in consultation with the BRLM, may consider closing the Bid/Offer Period for Qualified Institutional Buyers ("QIB") one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

Unified Payments Interface ("UPI") mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	On or about [●]
INITIATION OF REFUNDS FOR ANCHOR INVESTORS/ UNBLOCKING OF FUNDS FROM ASBA ACCOUNT*	On or about [●]
CREDIT OF EQUITY SHARES TO DEMAT OF ALLOTTEES	On or about [●]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGES	On or about [●]

* In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, in accordance with applicable law. For (i) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (ii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iii) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB for such delay in unblocking, in accordance with applicable law. The Bidders shall be compensated by the manner specified in

the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, and the SEBI ICDR Master Circular and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, in case of delays in resolving investor grievances in relation to blocking/ unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the Self Certified Syndicate Bank(s) (“SCSB”), to the extent applicable. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, for which the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable. The BRLM shall, in its sole discretion, identify and fix liability on such intermediary or entity responsible for such delay in unblocking. The processing fee for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 read with SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.

The above timetable is indicative and does not constitute any obligation on our Company or any of the Selling Shareholders or the BRLM. 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 three Working Days of Bid/ Offer Closing Date or such time as may be prescribed by SEBI, with reasonable support and co-operation of each of the Selling Shareholders, as may be required in respect of its respective portion of the Offered Shares, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company, in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges or delay in receipt of final certificates from SCSBs, etc. 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, confirms that it shall extend commercially reasonable co-operation to our Company, as may be required solely in relation to its respective Offered Shares, in accordance with applicable law, to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such time as prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working days of Bid/ Offer Closing Date or such time prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis 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 of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIIs, other than QIBs, Non-Institutional Investors and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹ 0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST

Bid/Offer Period (except the Bid/Offer Closing Date)	
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories [#]	Only between 10.00 a.m. on the Bid/ Offer Opening Date and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. on the Bid/ Offer Opening Date and up to 5.00 p.m. IST on Bid/ Offer Closing Date

* UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/ withdraw their Bids.

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

- (i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors; 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 Investors and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the bid closure time from the Bid/Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the Registrar to the Offer on a daily basis.

It is clarified that Bids shall be processed only after the application monies are blocked in the application supported by blocked amount (“ASBA”) Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

To avoid duplication, the facility of re-initiation provided to members of the Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 12.00 p.m. (Indian Standard Time) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/ Offer Period and shall not be accepted on Saturdays and holidays as declared by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Further, as per letter no. list/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

Our Company, in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations provided that the Cap Price will be less than or equal to 120% of the Floor Price provided that the Cap Price shall be at least 105% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Banks, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

As this is an offer for sale by the Selling Shareholders, the requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI ICDR Regulations. In the event our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid/ Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/ Offer Closing Date, on account of withdrawal of applications; or after technical rejections or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Offer Closing Date; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered pursuant to the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with the applicable laws.

If there is a delay beyond two Working days, our Company, every Director of our Company, who is an officer in default, to the extent applicable, shall pay interest at the rate of 15% per annum, in accordance SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, the SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 and the SEBI ICDR Regulations. No liability to make any payment of interest shall accrue to the Selling Shareholders unless any delay in making any of the payments hereunder or any delay in obtaining listing and/or trading approvals or any other approvals in relation to the Offer is solely attributable to such Selling Shareholders.

Undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for disposal of odd Lots

Since the Equity Shares will be treated in dematerialised form only, and the market lot for the Equity Shares will be one Equity Share, there are no arrangements for disposal of odd lots.

New financial instruments

Our Company is not issuing any new financial instruments through the Offer.

Restrictions, if any on transfer and transmission of Equity Shares

Except for lock-in of pre-Offer equity shareholding of our Company, minimum Promoter's contribution and Anchor Investor lock-in in the Offer, as detailed in "*Capital Structure – History of the share capital held by our Promoters - Build-up of Promoters' shareholding in our Company*" on page 83 and except as provided in our Articles as detailed in "*Main Provisions of the Articles of Association*" beginning on page 329, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation/splitting.

Option to receive Equity Shares in dematerialized form

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

Our Company and the Selling Shareholders, in consultation with the BRLM, reserves the right not to proceed with the Offer, in whole or in part thereof, 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 and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLM, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Banks, in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company, in consultation with the BRLM withdraw the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/ Offer Closing Date or such other time period as prescribed under applicable law. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is of up to 32,064,010 Equity Shares of face value of ₹2 each, for cash at a price of ₹[●] per Equity Share aggregating up to ₹[●] million comprising an Offer for Sale by the Selling Shareholders.

The Offer comprises of a Net Offer of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million and Employee Reservation Portion of up to [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million. The Employee Reservation Portion shall not exceed [●]% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 31 of the SEBI ICDR Regulations.

Particulars	Eligible Employees [#]	Qualified Institutional Buyers ("QIB") ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment or allocation ^{*(2)}	Up to [●] Equity Shares of face value of ₹2 each	Not more than [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million	Not less than [●] Equity Shares of face value of ₹2 each aggregating up to ₹[●] million available for allocation or Offer less allocation to QIB Bidders and RIIs	Not less than [●] Equity Shares of face value of ₹2 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Investors
Percentage of Offer Size available for Allotment or allocation	The Employee Reservation Portion shall constitute up to [●]% of the post-Offer paid-up Equity Share capital of our Company.	Not more than 50% of the Net Offer shall be available for allocation to QIB Bidders. However, 5% of the Net QIB Category 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 Net QIB Category. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Category	Not less than 15% of the Net Offer or the Offer less allocation to QIB Bidders and Retail Individual Investors shall be available for allocation. One-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹1,000,000.	Not less than 35% of the Net Offer or the Offer less allocation to QIB Bidders and Non-Institutional Investors will be available for allocation
Basis of Allotment if respective category is oversubscribed [*]	Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000, subject to	Proportionate as follows (excluding the Anchor Investor Portion): a) [●] Equity Shares of face value of ₹2 each shall be available for allocation on a proportionate basis to Mutual Funds only; and b) [●] Equity Shares of face value of ₹2 each shall be available for allocation on a	The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Category shall be subject to the following: (a) One-third of the Non-Institutional Category will be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000; and (b) Two-thirds of the Non-Institutional	The allotment to each RII shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, " <i>Offer Procedure</i> " beginning on page 307

Particulars	Eligible Employees [#]	Qualified Institutional Buyers (“QIB”) ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
	total Allotment to an Eligible Employee not exceeding ₹500,000.	proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above Up to 60% of the QIB Portion (of up to [●] Equity Shares of face value of ₹2 each) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Category will be available for allocation to Bidders with a Bid size of more than ₹1,000,000. The unsubscribed portion in either of the aforementioned subcategories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The Allotment of Equity Shares to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability in the Non-Institutional Category, and the remainder, if any, shall be allotted in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations	
Mode of Bid	ASBA Process only (including the UPI Mechanism)	ASBA process only (excluding UPI Mechanism) (except in case of Anchor Investors) [^]	ASBA Process only (including the UPI Mechanism), to the extent of Bids up to ₹500,000	ASBA Process only (including the UPI Mechanism)
Minimum Bid	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹200,000.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each such that the Bid Amount exceeds ₹200,000	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares of face value of ₹2 each thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹500,000.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each not exceeding the size of the Net Offer (excluding the Anchor Portion), subject to applicable limits to each Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each not exceeding the size of the Net Offer (excluding the QIB Portion), subject to limits applicable to Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹2 each so that the Bid Amount does not exceed ₹200,000.
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares of face value of ₹2 each thereafter			
Allotment Lot	[●] Equity Shares of face value of ₹2 each and in multiples of one Equity Share thereafter	[●] Equity Shares of face value of ₹2 each and in multiples of one Equity Share thereafter	For NIIs allotment shall not be less than the minimum non-	[●] Equity Shares of face value of ₹2 each and in multiples of one Equity Share thereafter

Particulars	Eligible Employees [#]	Qualified Institutional Buyers (“QIB”) ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Trading Lot			institutional application size.	
Who can apply ⁽³⁾⁽⁴⁾⁽⁵⁾	Eligible Employees	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013 (“Companies Act”), scheduled commercial banks, Mutual Funds, Foreign Portfolio Investors (“FPIs”) (other than individuals, corporate bodies and family offices), Venture Capital Funds (“VCFs”), Alternate Investment Funds (“AIFs”), Venture Capital Investors (“VCIs”) registered with Securities Exchange Board of India (“SEBI”), multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with Insurance Regulatory and Development Authority of India (“IRDAI”), provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the Government of India (“GoI”) through resolution F. No.2/3/2005-DD-II dated November 23, 2005, the insurance funds set up and managed by army,	One Equity Share	Resident individuals, Non-Resident Individuals (“NRIs”), Hindu Undivided Families (“HUFs”) (in the name of the karta), corporate bodies, scientific institutions, societies, trusts, family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorised as category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI.

Particulars	Eligible Employees [#]	Qualified Institutional Buyers (“QIB”) ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
		navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies (“NBFCs”) in accordance with applicable laws.		
Terms of Payment	<p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁴⁾</p> <p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors), that is specified in the ASBA Form at the time of submission of the ASBA Form</p>			

Assuming full subscription in the Offer.

[#] Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. The undersubscribed portion, if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of undersubscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

[^] SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the Bidders. Accordingly, Stock Exchanges shall, for all categories of Bidders viz. QIBs, NIIs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis in accordance with the SEBI ICDR Regulations, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹500 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company, in consultation with the BRLM. In the event of under-subscription in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see “Offer Procedure” beginning on page 307.

(2) Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Category shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Category for proportionate allocation to all QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors, of which (a) one-third portion shall be reserved for applicants with a Bid size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds portion shall be reserved for applicants with a Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.

(3) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the Confirmation of Allotment Note (“CAN”).

(5) Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange, on proportionate basis as per the SEBI ICDR Regulations.

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 issued by the SEBI and the UPI Circulars (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, 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 BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, 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/Applicants; (v) issuance of CAN and allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) interest in case of delay in allotment or refund; and (xiii) disposal of applications. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for UPI Bidders 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 vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was 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, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measure for streamlining process for initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and SEBI master circular number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 9, 2024 to the extent relevant for RTAs, and rescinded these circulars. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar. This circular shall come into force for initial public offers opening on/or after May 1, 2022, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, 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.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two 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 two Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with Applicable Laws and did 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 Red Herring Prospectus and the Prospectus. Further, our Company, the Selling Shareholders and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Book Building Procedure

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category (other than the Anchor Investor Portion). Further, 5% of the Net QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Category shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Category, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Category for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors, in accordance with the SEBI ICDR Regulations, of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with a Bid size of more than ₹1,000,000 and under-subscription in either of these two sub-categories of the Non-Institutional Category may be allocated to Bidders in the other sub-category of the Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Portion, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, up to [●] Equity Shares of face value of ₹2 each, aggregating up to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any.

Undersubscription, if any, in any category, except the Net QIB Category, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company and in consultation with the BRLM and the Designated Stock Exchange, subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the Net QIB Category, will not be allowed to be met with spill-over from any other category or a combination of categories. In the event of an under-subscription 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.

Investors must ensure that their Permanent Account Number (“**PAN**”) is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and press release dated June 25, 2021 and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors 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 depository participant’s identity number (“**DP ID**”), client identification number (“**Client ID**”), PAN and unified payments interface identity number (“**UPI ID**”), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company has appointed the Sponsor Banks to act as a conduit between the Stock Exchanges and National Payments Corporation of India (“**NPCI**”) in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

NPCI through its circular (NPCI/UPI/OC No. 127/ 2021-22) dated December 9, 2021, inter alia, has enhanced the per transaction limit from ₹200,000 to ₹500,000 for applications using UPI in initial public offerings.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send short message service (“**SMS**”) alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post-Offer BRLM will be required to compensate the concerned investor.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders shall provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- (i) a syndicate member;
- (ii) a stockbroker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);
- (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity); or
- (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Electronic registration of Bids

- (i) The Designated Intermediary may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.
- (ii) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- (iii) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on 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.
- (iv) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE Limited (“BSE”) (www.bseindia.com) and the National Stock Exchange of India Limited (“NSE”) (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. UPI Bidders shall Bid in the Offer through the UPI Mechanism. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. For all initial public offerings opening on or after September 1, 2022, as specified in SEBI pursuant to its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor’s bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient credit balance such that an amount equivalent to full Bid Amount can be blocked therein, at the time of submitting the Bid. as the application made by a ASBA Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the investor’s bank accounts, pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which is effective from September 1, 2022.

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, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis [^]	[●]
Non-Residents including Foreign Portfolio Investors (“FPIs”), Eligible Non-Resident Investors (“NRIs”) applying on a repatriation basis, foreign Venture Capital Investors (“FVCIs”) and registered bilateral and multilateral institutions	[●]
Anchor Investors ^{^^}	[●]
Eligible Employees Bidding in the Employee Reservation Portion [#]	[●]

* *Excluding the electronic Bid cum Application Form.*

^ *Electronic Bid cum Application Form will be made available for download on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com).*

^^ *Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLM.*

Bid cum Application Forms for Eligible Employees will be available only at our branches and offices in India.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked. For RIIs using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

In case of ASBA Forms, the relevant Designated Intermediaries shall capture and 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.

The Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, Core Banking System (“CBS”) data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s).

The Sponsor Banks shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

Participation by the Promoters and Promoter Group of our Company, BRLM, the Syndicate Members and their associates and affiliates and the persons related thereto

The BRLM and the Syndicate Members shall not be allowed to purchase Equity Shares in the Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation.

Except as stated below, neither the BRLM nor any persons related to the BRLM can apply in the Offer under the Anchor Investor Portion:

- (i) mutual funds sponsored by entities which are associate of the BRLM;
- (ii) insurance companies promoted by entities which are associate of the BRLM;
- (iii) Alternate Investment Funds (“AIFs”) sponsored by the entities which are associate of the BRLM;
- (iv) Foreign Portfolio Investors (“FPIs”) other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLM; or
- (v) pension funds sponsored by entities which are associate of the BRLM;

Except to the extent of the Offered Shares, our Promoters and the members of our Promoter Group will not participate in the Offer. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

For the purposes of the above, a QIB who has the following rights shall be deemed to be a person related to our Promoters or Promoter Group:

- (i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or Promoter Group;
- (ii) veto rights; or
- (iii) right to appoint any nominee director on the 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 BRLM.

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, our Company, in consultation with the BRLM reserve the right to reject any Bid without assigning any reason thereof, subject to applicable laws.

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% of its net asset value ("NAV") in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Non-resident Indians ("NRIs")

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB to block their Non-Resident External ("NRE") accounts (including UPI ID, if activated), or foreign currency non-resident accounts ("FCNR Accounts"), and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Participation of Eligible NRIs in the Offer shall be subject to the Foreign Exchange Management Act ("FEMA") Non-debt Instrument Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and Overseas Citizen of India ("OCI") put together shall not exceed 10% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 10% of the

paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 328.

Bids by Hindu Undivided Families (“HUFs”)

Bids by Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or first bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs may be considered at par with Bids from individuals.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares of face value of ₹2 each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000 on a net basis. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000. Allotment in the Employee Reservation Portion will be as detailed in the section “*Offer Structure*” beginning on page 302.

However, Allotments to Eligible Employees in excess of ₹200,000 shall be considered on a proportionate basis, in the event of under-subscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000. Subsequent under-subscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form.
- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.
- In case of joint bids, the sole/ first Bidder shall be the Eligible Employee.
- Bids by Eligible Employees may be made at Cut-off Price.
- Only those Bids, which are received at or above the Offer Price would be considered for allocation under this portion.
- The Bids must be for a minimum of [●] Equity Shares of face value of ₹2 each and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹500,000 on a net basis.
- Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism
- If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
- Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids.
- Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000.

Bids by Foreign Portfolio Investors (“FPIs”)

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, 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. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. 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, in consultation with the BRLM reserves the right to reject any Bid without assigning any reason, subject to applicable laws.

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. In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as category I FPIs; (iii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with SEBI master

circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022, 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 multiple investment managers (“MIM”) Structure, and bear the same PAN, are 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, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- 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/sub-funds with identifiable differences and managed by a single investment manager;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the Applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form *“exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus.”*

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the “FPI Group”) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

Bids by Securities and Exchange Board of India (“SEBI”) registered Venture Capital Funds (“VCFs”), Alternate Investment Funds (“AIFs”) and Foreign Capital Investors (“FVCIs”)

SEBI VCF Regulations as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the SEBI

VCF Regulations, the venture capital funds 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. SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs 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 offering.

Category I and 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 whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall also be subject to the FEMA Non-Debt Instruments Rules.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

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 BRLM reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with 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, in consultation with the BRLM, reserves 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 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company.

Bids by Self-Certified Syndicate Banks ("SCSBs")

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012, and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

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 BRLM reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, read with the Investments – Master Circular dated October 27, 2022, each as amended, are broadly set forth below:

- (a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% 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.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM reserve the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, systematically important non-banking finance company (“NBFC-SI”), insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250,000,000 (subject to applicable laws) and pension funds with a minimum corpus of ₹250,000,000, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, 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 reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLM, may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below:

- (a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLM.
- (b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100 million. A Bid cannot be submitted for over 60% of the QIB Category. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100 million.
- (c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- (d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date and will be completed on the same day.
- (e) Our Company may finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLM, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:
 - (i) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;
 - (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and
 - (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.
- (f) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLM before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.
- (g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- (h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.
- (i) 50% of the Equity Shares Allotted to the Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- (j) Neither the BRLM nor any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLM) shall apply in the Offer under the Anchor Investor Portion. See “– *Participation by the Promoters and Promoter Group of our Company, BRLM, the Syndicate Members and their associates and affiliates and the persons related thereto*” above.
- (k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Category will not be considered multiple Bids.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the NBFC-SI, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

For more information, please read the General Information Document.

The above information is given for the benefit of the Bidders. Bidders are advised to make their independent investigations and ensure that any single Bid from it does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by it under applicable law or regulation or as specified in the Red Herring Prospectus and the Prospectus.

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
5. 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 and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
6. 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;

7. UPI Bidders Bidding using the UPI Mechanism in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
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. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 pm on the Bid/Offer Closing Date;
10. Ensure that the signature of the first bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;
11. 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;
12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
14. 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;
15. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
16. 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;
17. 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;
18. 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;
19. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
20. 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 UPI Bidders 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 UPI Bidders bidding through UPI mechanism) and the PAN entered into the online initial public offerings (“**IPO**”) system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with

the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI mechanism) and PAN available in the Depository database;

21. 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 www.sebi.gov.in);
22. 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 Banks, 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. In case of UPI Bidder Bidding through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
23. Ensure that the Demographic Details are updated, true and correct in all respects;
24. 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;
25. The ASBA Bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;
26. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Banks issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
27. 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 authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder Bidding through UPI Mechanism shall be deemed to have verified the attachment containing the application details of the UPI Bidding through UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;
28. UPI Bidders 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;
29. UPI Bidders 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 Banks to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.
30. Bids by Eligible NRIs HUFs and any individuals, corporate bodies and family offices which are recategorized as category II FPI and registered with SEBI for a Bid Amount of less than ₹200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Category for allocation in the Offer; and
31. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned on the list available on the website of SEBI and updated from time to time and at such other websites as may be prescribed by SEBI from time to time is liable to be rejected.

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 UPI Bidder;

3. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Investors and ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
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 Investors);
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 this Draft Red Herring Prospectus;
15. Do not Bid for Equity Shares more than specified by the respective Stock Exchanges for each category;
16. In case of ASBA Bidders (other than UPI Bidders using UPI mechanism), do not submit more than one Bid cum Application Form per ASBA Account;
17. If you are UPI Bidder 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 BRLM;
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 (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for Physical Applications);

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 Investor. Retail Individual Investors can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
27. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are UPI Bidder 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 UPI Bidder 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 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 UPI Bidders using the UPI Mechanism;
31. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;
32. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;
33. Do not Bid if you are an OCB; and
34. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Member shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “**General Information – Book Running Lead Manager**” on page 73.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “**General Information – Company Secretary and Compliance Officer**” on page 72.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 2 Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. Further, Investors shall be entitled to compensation in the manner specified in the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent applicable) in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLM shall continue to coordinate with intermediaries involved in the said process.

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 BRLM and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in the SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Net Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIIs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Category, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with a Bid size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with a Bid size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investor shall not be less than the minimum NII application size, subject to the availability of Equity Shares in the Non-Institutional Category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

The allotment of Equity Shares to each RII shall not be less than the minimum bid lot, subject to the availability of shares in Retail category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Account

Our Company, in consultation with the BRLM will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, real time gross settlement (“RTGS”), national automated clearing house (“NACH”) or national electronic fund transfer (“NEFT”) to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”
- (b) In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (a widely circulated Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located).

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

In accordance with RBI regulations, Overseas Corporate Body (“OCB”) cannot participate in the Offer.

Allotment Advertisement

The Allotment Advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the equity shares of the Issuer are proposed to be listed, then the Allotment Advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Our Company, the BRLM and the Registrar to the Offer shall publish an allotment advertisement not later than one Working Day after the commencement of trading, disclosing the date of commencement of trading in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and all editions of [●] (Marathi daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is located).

Signing of the Underwriting Agreement and Filing with the RoC

- a) Our Company, the Selling Shareholders and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price but prior to the filing of the Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which would then be termed as the Prospectus. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013, for fraud involving an amount of at least ₹1 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of our Company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- 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 such other time period as may be prescribed by the SEBI or applicable law will be taken;
- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- where release of block on the applicable amount for unsuccessful Bidders or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the applicants;
- adequate arrangements shall be made to collect ASBA applications;
- that if our Company or the Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
- that if our Company and/or the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event our Company or the Selling Shareholders subsequently decide to proceed with the Offer;
- that no further issue of securities shall be made till the securities offered through the Offer Document are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with applicable law.
- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders.

Undertakings by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, specifically undertakes and/or confirms the following in respect to itself as a Selling Shareholder and its respective portion of the Offered Shares:

- that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;
- it is the legal and beneficial owner of its respective portion of the Offered Shares with valid and marketable title, and shall be transferred pursuant to the Offer, free and clear of any encumbrances;
- it shall transfer its respective portion of the Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;
- it 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
- it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from the Stock Exchanges in accordance with applicable law.

Utilisation of proceeds from the Offer

Our Company and the Selling Shareholders, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

Our Company will not directly receive any Offer Proceeds and all the Offer Proceeds will be received by the Selling Shareholders, in proportion to the Offered Shares sold by them as part of the Offer. For details of the Offered Shares, see “***Other Regulatory and Statutory Disclosures***” beginning on page 282.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy and Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the “**Consolidated FDI Policy**”), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the current Consolidated FDI Policy, 100% foreign investment is permitted in ‘Other Financial Services’ sector under automatic route.

In terms of Press Note 3 of 2020, dated April 17, 2020 (“**Press Note**”), issued by the DPIIT, the Consolidated FDI Policy and the FEMA Non-Debt Instruments Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure – Bids by Eligible Non-resident Indians*” and “*Offer Procedure – Bids by Foreign Portfolio Investors (FPIs)*” on page 312 and 314, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any other applicable law of 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 U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction 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.

For further details, see “*Offer Procedure*” beginning on page 307.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company (“Articles”) are detailed below.

APPLICABILITY OF TABLE F

Subject as hereinafter provided and in so far as these presents do not modify or exclude them, the regulations contained in Table ‘F’ of Schedule I of the Companies Act, 2013, as amended, shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles.

The regulations for the management of the Company and for the observance of the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by Special Resolution as prescribed or permitted by the Companies Act, 2013, as amended, be such as are contained in these Articles. The Articles of Association of the Company, which have been adopted by the board of directors of the Company pursuant to a resolution dated August 19, 2024 and approved by the shareholders of the Company pursuant to a special resolution dated August 22, 2024 comprise two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the date of receipt of final listing and trading approvals from the stock exchanges in connection with its initial public offering of the equity shares of the Company (“**IPO**”). In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. All articles of Part B shall automatically terminate and cease to have any force and effect on and from the date of receipt of final listing and trading approvals from the stock exchanges and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.

PART A

I. DEFINITIONS AND INTERPRETATION

1. In these Articles:

- (i) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company. In these Articles:

“**Act**” means Companies Act, 2013 and any amendments, re-enactments or other statutory modifications thereof for the time being in force and rules made thereunder, as amended.

“**Alternate Director**” shall have the meaning assigned to it in Article 147 of these Articles.

“**Annual General Meeting**” means the annual General Meeting held in accordance with Section 96 of the Act.

“**Articles**” means the articles of association of the Company as amended from time to time in accordance with the Act.

“**Auditors**” shall mean and include those persons appointed as such for the time being by the Company.

“**Beneficial Owner**” means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996, as amended.

“**Board**” or “**Board of Directors**” means the board of directors of the Company as constituted from time to time in accordance with the applicable Law and the terms of these Articles.

“**Board Meeting**” means a meeting of the Directors duly called, constituted and held or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles and the Act.

“**Company**” means DAM Capital Advisors Limited, a company incorporated under the Companies Act, 1956.

“**Chairman**” or “**Chairperson**” means the chairperson of the Board of Directors for the time being of the Company or the person elected or appointed to preside over the Board and/ or General Meetings of the Company.

“**Debenture**” includes debenture stock, bonds or any other instrument evidencing a debt, whether constituting a charge on the assets of the Company, or not.

“**Depositories Act**” means the Depositories Act, 1996, as amended or any statutory modification or re- enactment thereof for the time being in force.

“**Depository**” means a Depository as defined under clause (e) of sub-Section (1) of Section 2 of the Depositories Act and includes a company registered under the Act, which has been granted a Certificate of Registration under sub section 1(A) of section 12 of the Securities and Exchange Board of India Act, 1992, as amended.

“**Director**” means a director of the Board appointed from time to time in accordance with the terms of these Articles and the provisions of the Act.

“**Dividend**” means the dividend including the interim dividend, as defined under the Act.

“**Equity Share Capital**” means in relation to the Company, its equity Share capital within the meaning of Section 43 of the Act, as amended from time to time.

“**Encumbrance**” means any encumbrance, including, without limitation, charge, claim, community property interest, pledge, hypothecation, condition, equitable interest, lien (statutory or other), deposit by way of security, bill of sale, option or right of pre-emption, beneficial ownership (including usufruct and similar entitlements), option, security interest, mortgage, easement, encroachment, public/ common right, right of way, right of first refusal, or restriction of any kind, including any restriction on use, voting, transfer, receipt of income or exercise of any other attribute of ownership, any provisional, conditional or executorial attachment and any other interest held by a third party.

“**General Meeting**” means any duly convened meeting of the Shareholders of the Company and includes an extra-ordinary General Meeting.

“**Independent Director**” shall have the meaning assigned to the said term under the Act and the applicable Law.

“**INR**” or “**Rs.**” means the Indian Rupee, the currency and legal tender of the Republic of India.

“**Law**” includes all Indian statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, determinations, directives, writs, decrees, injunctions, judgments, rulings, awards, clarifications and other delegated legislations and orders of any governmental authority, statutory authority, tribunal, board, court, stock exchange or other judicial or quasi-judicial adjudicating authority and, if applicable, foreign law, international treaties, protocols and regulations.

“**Managing Director**” means a director who, by virtue of these Articles or an agreement with the Company or a resolution passed in the General Meeting, or by the Board of Directors, is entrusted with substantial powers of management of the affairs of the Company and includes a director occupying the position of managing director, by whatever name called.

“**Member**” means a member of the Company within the meaning of sub-Section 55 of Section 2 of the Act, as amended from time to time.

“**Memorandum**” or “**Memorandum of Association**” means the memorandum of association of the Company, as may be altered from time to time.

“**Ordinary Resolution**” shall have the meaning assigned to it in Section 114 of the Act.

“**Original Director**” shall have the meaning assigned to it in Article 147 of these Articles.

“**Paid up Capital**” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of Shares issued by the Company and also includes any amount credited as paid-up in respect of Shares of the Company but does not include any other amount received in respect of such Shares, by whatever name called.

“**Person**” means any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, partnership, unlimited or limited liability company, joint venture, governmental authority, Hindu undivided family, trust, union, organization or any other entity that may be treated as a person under applicable Law.

“**Preference Share Capital**” means in relation to the Company, its preference Share capital within the meaning of Section 43 of the Act, as amended from time to time.

“**Proxy**” means an instrument whereby any person is authorized to vote for a member at a General Meeting on a poll and shall include an attorney duly constituted under a power-of-attorney.

“**Registrar**” or “**RoC**” or “**Registrar of Companies**” means Registrar of Companies, Maharashtra at Mumbai.

“**Seal**” means the common seal of the Company.

“**SEBI**” means Securities and Exchange Board of India.

“**Secretary**” or “**Company Secretary**” means company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980, as amended, who is appointed by the Company to perform the functions of a company secretary under the Act.

“**Securities**” means and includes equity Shares, scrips, stocks, bonds, Debentures or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for equity Shares, and any other marketable securities as may be defined and specified under Securities Contract Regulation Act, 1956, as amended.

“**Shares**” means a share in the Share Capital of the Company and includes stock.

“**Share Capital**” means the Equity Share Capital and Preference Share Capital of any face value together with all rights, differential rights, obligations, title, interest and claim in such Shares and includes all subsequent issue of such Shares of whatever face value or description, bonus Shares, conversion Shares and Shares issued pursuant to a stock split or the exercise of any option or other convertible security of the Company.

“**Shareholder**” shall mean a Member of the Company.

“**Special Resolution**” shall have the meaning assigned to it in Section 114 of the Act.

- (ii) The terms “*writing*” or “*written*” include printing, typewriting, lithography, photography and any other mode or modes (including electronic mode) of representing or reproducing words in a legible and non-transitory form.
- (iii) The headings hereto shall not affect the construction hereof.
- (iv) Any reference to a particular statute or provisions of the statute shall be construed to include reference to any rules, regulations or other subordinate legislation made under the statute and shall, unless the context otherwise requires, include any statutory amendment, modification or re-enactment thereof.
- (v) Any reference to an agreement or other document shall be construed to mean a reference to the agreement or other document, as amended or novated from time to time.

- (vi) Any reference to a decision of the Board and/ or any committee of the Board shall, in the absence of an express statement to the contrary, refer to a simple majority decision of the Board and/ or the relevant committee of the Board or of the Shareholders.
- (vii) Any reference to the Equity Shares or any class of Preference Shares held by the shareholders or persons holding a right to subscribe to Equity Shares, shall include the Equity Shares or such class of Preference Shares issued and allotted in relation to such Equity Shares or Preference Shares pursuant to any stock split, bonus issuance or consolidation undertaken by the Company.
- (viii) Notwithstanding anything to the contrary contained under these Articles, on and from the day the Company is converted from a private limited company to a public company, all the provisions as applicable to a public company under the Act shall apply to the Company and any provision under these Articles, only to the extent contrary to applicable Law, such provision shall be deemed to be modified only to the extent required for the purpose of compliance with applicable Law. For avoidance of doubt, unless contrary to applicable Law, the rights of the Investors as stated in these Articles shall not be affected by this provision.

II. PUBLIC COMPANY

- 2. The Company is a public company within the meaning of the Act.

III. SHARE CAPITAL AND VARIATION OF RIGHTS

- 3. The authorized Share Capital of the Company shall be as set out in clause V of the Memorandum of Association with the power to increase or reduce such capital from time to time in accordance with the Articles and the legislative provisions for the time being in force in this regard and with the power also to divide the Shares in the Share Capital for the time being into Equity Share Capital and Preference Share Capital, and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions, in accordance with the provisions of the Act and these Articles.
- 4. Subject to the provisions of the Act and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Board, who may issue, allot or otherwise dispose of the Shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with Sections 52 and 53 and other provisions of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any Shares so allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid-up Shares. Provided that, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting. As regards all allotments, from time to time made, the Board shall duly comply with Sections 23 and 39 of the Act, as the case may be.
- 5. Subject to these Articles and the provisions of the Act, the 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.
- 6. Subject to the provisions of the Act, the Company may from time to time by Ordinary Resolution, undertake any of the following:
 - (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 Shares, or any of them, into Shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; or

- (iv) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any Person, and diminish the amount of its Share Capital by the amount of Shares so cancelled. A cancellation of Shares pursuant to this Article shall not be deemed to be a reduction of the Share Capital within the meaning of the Act.
7. Subject to the provisions of these Articles, the Act, other applicable Law and subject to such other approvals, permissions or sanctions as may be necessary, the Company may issue any Shares with or without differential rights upon such terms and conditions and with such rights and privileges (including with regard to voting rights and dividend) as may be permitted by the Act or the applicable Law or guidelines issued by the statutory authorities and/ or listing requirements and that the provisions of these Articles.
 8. Subject to the provisions of the Act, any preference Shares may be issued on the terms that they are, or at the option of the Company are, liable to be redeemed on such terms and in such manner as the Company before the issue of the Shares may, by Special Resolution determine.
 9. The period of redemption of such preference Shares shall not exceed the maximum period for redemption provided under the Act.
 10. Where at any time, it is proposed to increase its subscribed Share Capital by the issuance/ allotment of further Shares either out of the unissued Share Capital or increased Share Capital then, such further Shares may be offered to:
 - (i) Persons who, at the date of offer, are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions: (a) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (b) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person and the notice referred to in (a) shall contain a statement of this right, *provided that* the Board may decline, without assigning any reason therefore, to allot any Shares to any Person in whose favour any Member may renounce the Shares offered to him; and (c) after 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 which is not disadvantageous to the Members and the Company;

Nothing in sub-Article (i)(b) above shall be deemed to extend the time within which the offer should be accepted; or 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. The notice referred to in sub- Article (i)(a) above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing Shareholders at least three days before the opening of the offer.
 - (ii) employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or
 - (iii) any Persons, if authorized by a Special Resolution, whether or not those Persons include the Persons referred to in (i) or (ii) above, either for cash or for a consideration other than cash, subject to the compliance with applicable Laws.
 11. Nothing in Article 10 above shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company or to subscribe for Shares in the 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 adopted by the Company in a General Meeting.

12. Save as otherwise provided in the Articles, the Company shall be entitled to treat the registered holder of the Shares in records of the depository as the absolute owner thereof as regards receipt of dividend or bonus or service of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction, or as by Law required, be bound to recognize any equitable or other claim to or interest in such Shares on the part of any other Person.
13. 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 the Company in General Meeting by a Special Resolution and subject to the provisions of the Act.
14. The Company shall, subject to the applicable provisions of the Act, compliance with all the Laws, consent of the Board, and consent of its Shareholders' by way of Special Resolution, have the power to issue American Depository Receipts or Global Depository Receipts on such terms and in such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of American Depository Receipts or Global Depository Receipts, including without limitation, exercise of voting rights in accordance with the directions of the Board.
15. If at any time the Share Capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied accordingly. To every such separate General Meeting of the holders of the Shares of that class, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply.
16. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.
17. Subject to the provisions of the Act, the 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.
18. Subject to the provisions of Sections 68 to 70 and other applicable provisions of the Act, the Company shall have the power to buy-back its own Shares or other Securities, as it may consider necessary.
19. Subject to the provisions of the Act, the Company shall have the power to make compromise or make arrangements with creditors and Members, consolidate, demerge, amalgamate or merge with other company or companies in accordance with the provisions of the Act and any other applicable Laws.
20. Subject to the provisions of the Act, the Company may, from time to time, by Special Resolution reduce in any manner and with, and subject to, any incident authorised and consent required under applicable Law:
 - (i) the Share Capital;
 - (ii) any capital redemption reserve account; or
 - (iii) any securities premium account.

IV. CAPITALISATION OF PROFITS

21. The 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 the 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 Article 22 below amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
22. The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provision contained in Article 23 below, either in or towards:
- (i) paying of any amounts for the time being unpaid on any Shares held by such Members respectively; or
 - (ii) paying up in full, un-issued Shares of the Company to be allotted and distributed, credited as fully paid, to and amongst such Members in the proportions aforesaid; or
 - (iii) partly in the way specified in Article 22(i) and partly in that specified in Article 22(ii);
 - (iv) a securities premium account and a capital redemption reserve account may, for the purposes of this Article, only be applied in the paying up of un-issued Shares to be issued to members of the Company as fully paid bonus Shares.
 - (v) the Board shall give effect to the resolution passed by the Company in pursuance of this Article.
23. 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.
24. The Board shall have power to:
- (i) make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares or Debentures becoming distributable in fractions; and
 - (ii) authorise any Person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing Shares.
25. Any agreement made under such authority shall be effective and binding on such Members.

V. COMMISSION AND BROKERAGE

26. The Company may exercise the powers of paying commissions conferred by Section 40(6) of the Act (as amended from time to time), *provided that* the rate per cent or amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
27. The rate or amount of the commission shall not exceed the rate or amount prescribed under the applicable rules.
28. 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.
29. The Company may also, on any issue of Shares or Debentures, pay such brokerage as may be lawful.

VI. LIEN

30. The Company shall have a first and paramount lien upon all the Shares/ Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) to the extent of monies called or payable in respect thereof, and upon the proceeds of sale thereof for all monies (whether presently payable or not) called or payable at a fixed time in respect of such Shares/

Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures. Fully paid up Shares shall be free from all liens. Unless otherwise agreed, the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/ Debentures. In case of partly-paid Shares, Company's lien shall be restricted to the monies called or payable at a fixed time in respect of such Shares. Provided that the Board may at any time declare any Shares/ Debentures wholly or in part to be exempt from the provisions of this Article.

31. Subject to the provisions of the Act, 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 -
- (i) unless a sum in respect of which the lien exists is presently payable; or
 - (ii) until the expiration of 14 (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.
32. A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien.
33. (i) To give effect to any such sale, the Board may authorise some Person to transfer the Shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the Shares comprised in any such transfer.
- (iii) 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.
34. (i) 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.
- (ii) 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.

VII. CALLS ON SHARES

35. Subject to the provisions of the Act, the Board may, from time to time, make calls upon the Members in respect of any money 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.
36. Each Member shall, subject to receiving at least 14 (fourteen) days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his Shares.
37. A call may be revoked or postponed at the discretion of the Board.
38. 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.
39. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.
40. 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 thereof from the day appointed for payment thereof to the time of actual payment at 10% (ten percent) per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.

41. Any sum which by the terms of the issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue, such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
42. The Board may, if it thinks fit, subject to the provisions of the Section 50 of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the monies due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at twelve per cent per annum. *Provided that* money paid in advance of calls on any Share may carry interest but shall not confer a right to dividend or to participate in profits. The Board may at any time repay the amount so advanced.

The Member shall not be entitled to any voting rights in respect of the monies so paid by him until the same would, but for such payment, become presently payable.

The provisions of these Articles shall *mutatis mutandis* apply to any calls on Debentures of the Company.

VIII. DEMATERIALIZATION OF SHARES

43. The Company shall be entitled to treat the Person whose name appears on the register of Members as the holder of any Share or whose name appears as the beneficial owner of Shares in the records of the Depository, as the absolute owner thereof. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of the Act.

Provided however that provisions of the Act or these Articles relating to distinctive numbering shall not apply to the Shares of the Company, which have been dematerialized.

44. Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act and offer its Shares, Debentures and other Securities for subscription in a dematerialized form. The Company shall be further entitled to maintain a register of Members with the details of Members holding Shares both in material and dematerialized form in any medium as permitted by Law including any form of electronic medium.

45. Every Person subscribing to the Shares offered by the Company shall receive such Shares in dematerialized form. Such a Person who is the beneficial owner of the Shares can at any time opt-out of a Depository, if permitted by the Law, in respect of any Shares in the manner provided by the

Depositories Act and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of Shares.

46. If a Person opts to hold his Shares with a depository, the Company shall intimate such Depository the details of allotment of the Shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the Shares.

47. All Shares held by a Depository shall be dematerialized and shall be in a fungible form.

(a) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the beneficial owner.

(b) Save as otherwise provided in (i) above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of Shares held by it.

48. Every Person holding Shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the owner of such Shares and shall also be deemed to be a Shareholder of the Company. The beneficial owner of the Shares shall be entitled to all the liabilities in respect of his Shares which are held by a Depository.

49. Notwithstanding anything in the Act or the Articles to the contrary, where Shares are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by Law from time to time.
50. In the case of transfer of Shares or other marketable Securities where the Company has not issued any certificates and where such Shares or Securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

IX. TRANSFER OF SHARES

51. Transferability of Shares

The Securities or other interest of any Member shall be freely transferable, *provided that* any contract or arrangement between 2 (Two) or more Persons in respect of transfer of Securities shall be enforceable as a contract. The instrument of transfer of any Share in the Company shall be duly executed by or on behalf of both the transferor and transferee. 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. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and shall be executed by or on behalf of both the transferor and transferee and shall be in conformity with all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and the registration thereof.

52. 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 the Company, and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.

53. Save as otherwise provided in the Act or any applicable Law, no transfer of a Share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or certificates of Shares, and if no such certificate is in existence, then the letter of allotment of the Shares. Application for the registration of the transfer of a Share may be made either by the transferor or by the transferee *provided that* where such application is made by the transferor, no registration shall, in the case of a partly paid Share be affected unless the Company gives notice of the application to the transferee in the manner prescribed under the Act, and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee, within 2 (two) weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. On giving not less than 7 (seven) days previous notice in accordance with the Act or any other time period as may be specified by Law, 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 30 (thirty) days at any one time or for more than 45 (forty-five) days in the aggregate in any year.

54. Subject to the provisions of the Act, these Articles, the Securities (Contracts) Regulation Act, 1956, as amended, any listing agreement entered into with any recognized stock exchange and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer,

or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. *Provided that* the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares or other securities.

55. Only fully paid Shares or Debentures shall be transferred to a minor acting through his/ her legal or natural guardian. Under no circumstances, Shares or Debentures be transferred to any insolvent or a person of unsound mind.
56. The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register, shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.
57. The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register—
 - (a) the transfer of a Share, not being a fully paid Share, to a person of whom they do not approve; or
 - (b) any transfer of Shares on which the Company has a lien.
58. The Board may decline to recognize any instrument of transfer unless—
 - (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 of the Act;
 - (b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of Shares
59. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.
60. The Company may close the register of Members or the register of debenture-holders or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at any one time, subject to giving of previous notice of at least 7 (seven days) or such lesser period as may be specified by SEBI.

X. TRANSMISSION OF SHARES

61. On the death of a Member, the survivor or survivors where the Member was a joint holder of the Shares, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only Person(s) recognised by the Company as having any title to his interest in the Shares. Nothing in this Article shall release the estate of the deceased joint holder from any liability in respect of any Share which had been jointly held by him with other Persons.
62. Any Person becoming entitled to a Share in consequence of the death or insolvency of a Member may, upon such evidence being produced as the Board may from time to time require, and subject as hereinafter provided, elect, either:
 - (a) to be registered as holder of the Share; or
 - (b) to make such transfer of the Share as the deceased or insolvent Member could have made.

All the limitations, restrictions and provisions of these Articles 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.

63. 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.
64. If the Person so becoming entitled shall elect to be registered as holder of the Shares, such person shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
65. If the Person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer in accordance with the provisions of these Articles relating to transfer of Shares.
66. All the limitations, restrictions and provisions contained in these Articles 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.
67. 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 the General Meetings of the Company, *provided that* the Board may, at any time, give notice requiring any such Person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share, until the requirements of the notice have been complied with.

XI. FORFEITURE OF SHARES

68. If a Member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
69. The notice issued under Article 68 shall:
 - (i) name a further day (not being earlier than the expiry of 14 (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 will be liable to be forfeited.
70. If the requirements of any such notice as aforesaid is 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.
71. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
72. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
73. 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 the Company all monies which, at the date of forfeiture, were presently payable by the Person to the Company in respect of the Shares.
74. The liability of such Person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares.
75. A duly verified declaration in writing that the declarant is a Director, the manager or the Secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Person claiming to be entitled to the Share.

76. The 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 otherwise disposed of.
77. The transferee shall there upon be registered as the holder of the Share.
78. The transferee shall not be bound to ascertain or confirm the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity to invalidity in the proceedings in reference to the forfeiture, sale or disposal of the Share.
79. The provision of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, become payable at a fixed time, whether on account of the nominal value of the Share or by way of premium, as the same had been payable by virtue of a call duly made and notified.

XII. SHARES AND SHARE CERTIFICATES

80. The Company shall cause to be kept a register of Members in accordance with Section 88 of the Act. The Company shall be entitled to maintain in any country outside India a “foreign register” of Members or Debenture holders resident in that country.
81. A Person subscribing to Shares of the Company shall have the option either to receive certificates for such Shares or hold the Shares with a Depository in electronic form. Where Person opts to hold any Share with the Depository, the Company shall intimate such Depository of details of allotment of the Shares to enable the Depository to enter in its records the name of such Person as the beneficial owner of such Shares.
82. Every person whose name is entered as a Member in the register of Members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or sub-division or consolidation or renewal of any of its Shares as the case may be or within a period of six months from the date of allotment in the case of any allotment of Debenture 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.
83. Every certificate of Shares shall be under the seal of the Company, if any, and shall specify the number and distinctive numbers of Shares to which it relates and amount paid-up thereon and shall be signed by two Directors or by a Director and the Company Secretary. Further, out of the two Directors there shall be at least one director other than managing or whole-time director, where the composition of the Board so permits. *Provided that* in respect of a Share or Shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all such holders. The Company may sub-divide or consolidate the share certificates.
84. If any Share stands in the names of 2 (Two) or more Persons, the Person first named in the Register of Members of the Company shall as regards voting at General Meetings, service of notice and all or any matters connected with the Company, except the transfer of Shares and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the Shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such Shares and for all incidents thereof according to these Articles.
85. The Board may subject to the provisions of the Act, accept from any Member on such terms and conditions as they think fit, a surrender of his Shares or stock or any part thereof.
86. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares, then upon production and surrender thereof to the 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 the Company and on execution of such indemnity as the Company deems adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued on payment of Rs. 20 for each certificate. *Provided that* no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other act or rules applicable in this behalf.

The provisions of this Article shall *mutatis mutandis* apply to issue of certificates for any other Securities, including Debentures, of the Company.

87. Subject to the provisions of Section 89 of the Act, a Person whose name is entered in the register of Members of the Company as the holder of the Shares but who does not hold the beneficial interest in such Shares shall file with the Company, a declaration to that effect in the form prescribed under the Act and the Company shall make necessary filings with the Registrar as may be required, within a prescribed period as set out in the Act and the rules framed thereunder.
88. Subject to provisions of Section 90 of the Act, every individual, who acting alone or together, or through one or more persons or trust, including a trust and Persons resident outside India, holds beneficial interests, of not less than twenty-five per cent. or such other percentage as may be prescribed under the Act, in Shares of the Company or the right to exercise, or the actual exercising of significant influence or control as defined in clause (27) of Section 2 of the Act, over the Company shall make a declaration to the Company, specifying the nature of his interest and other particulars, in such manner and within such period of acquisition of the beneficial interest or rights and any change thereof. The Company shall maintain a register of the interest declared by such individuals and changes therein which shall include the name of individual, his date of birth, address, details of ownership in the Company and such other details as may be prescribed under the Act.

XIII. SHAREHOLDERS' MEETINGS

89. An Annual General Meeting shall be held each year within the period specified by the Law. Not more than 15 (fifteen) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours on a day that is not a national holiday (declared as such by the Central Government) and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine. Every Member of the Company shall be entitled to attend every General Meeting either in person or by proxy.
90. All notices of, and other communications relating to, any General Meeting shall be forwarded to the auditor of the Company, and the auditor shall, unless otherwise exempted by the Company, attend either by himself or through his authorised representative, who shall also be qualified to be an auditor, any General meeting and shall have right to be heard at such meeting on any part of the business which concerns him as the auditor.
91. All General Meetings other than the Annual General Meeting shall be called extraordinary General Meetings.
92. The business of an Annual General Meeting shall be the consideration of financial statements and the reports of the Board of Directors and auditors; the declaration of any dividend; the appointment of Directors in place of those retiring; the appointment of, and the fixing of the remuneration of, the auditors; in the case of any other meeting, all business shall be deemed to be special.
93. No business shall be discussed at any General Meeting except election of a Chairperson while the chair is vacant.

94. (i) The Board may, whenever it thinks fit, call an extraordinary General Meeting.
- (ii) The Board shall on the requisition of such number of Member or Members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.
- (iii) A General Meeting of the Company may be convened by giving not less than clear 21 (Twenty-One) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, *provided that* a General Meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by majority in number of Members entitled to vote and who represent not less than 95% (ninety-five percent) of such part of the paid-up Share Capital of the Company as gives a right to vote at such General Meeting.
- (iv) Notice of every General Meeting shall be given to the Members and to such other Person or Persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act.
- (v) A General Meeting may be called after giving shorter notice if consent, in writing or by electronic mode, is accorded thereto in accordance to the provisions of Section 101 of the Act. Provided that where any Member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those Members shall be taken into account for the purposes of this Article in respect of the former resolution or resolutions and not in respect of the latter.
- (vi) Any accidental omission to give notice to, or the non-receipt of such notice by, any Member or other Person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.
- (vii) Subject to the provisions contained under Section 115 of the Act, where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the Company by such number of Members holding not less than one per cent of total voting power or holding Shares on which such aggregate sum not exceeding five lakh rupees, has been paid-up and the Company shall immediately after receipt of the notice, give its members notice of the resolution at least 7 (seven) days before the meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same manner as it gives notice of any General Meetings.

XIV. PROCEEDINGS AT SHAREHOLDERS' MEETINGS

95. No business shall be transacted at any General Meeting, unless a quorum of Members is present at the time when the meeting proceeds to transact business.
96. Save as otherwise provided herein, the quorum for the General Meetings shall be as provided in Section 103 of the Act.
97. 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 or to such other date and such other time and place as the Board may determine, *provided that* the agenda for such adjourned General Meeting shall remain the same. The said General Meeting if called by requisitionists under Section 100 of the Act shall stand cancelled.
98. In case of an adjourned meeting or of a change of day, time or place of meeting, the Company shall give not less than 3 (three) days' notice to the Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Company is situated.
99. The required quorum at any adjourned General Meeting shall be the same as that required at the original General Meeting.

100. If at the adjourned meeting also a quorum is not present within 30 (thirty) minutes from the time appointed for holding such meeting, the Members present shall be the quorum and may transact the business for which the meeting was called.
101. The Chairperson may, with the consent of Members at any meeting at which a quorum is present, and shall, if so directed at the meeting, adjourn the meeting, from time to time and from place to place.
102. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
103. When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
104. Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
105. Before or on the declaration of the results of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairperson of the meeting on his/ her own motion and shall be ordered to be taken by him/ her on a demand made in accordance with Section 109 of the Act.
106. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
107. Notwithstanding anything contained elsewhere in these Articles, the Company:
- (i) shall, in respect of such items of business as the Central Government may, by notification, declare or which are under any other applicable Law required to be transacted only by means of postal ballot; and
 - (ii) may, in respect of any item of business, other than ordinary business and any business in respect of which Directors or auditors have a right to be heard at any meeting, transact by means of postal ballot,
- in such manner as may be prescribed, instead of transacting such business at a General Meeting and any resolution approved by the requisite majority of the Members by means of such postal ballot, shall be deemed to have been duly passed at a General Meeting convened in that behalf and shall have effect accordingly.
108. Directors may attend and speak at General Meetings, whether or not they are Shareholders.
109. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act and the Articles.
110. The Chairperson of the Board of Directors or in his absence the vice-Chairperson of the Board shall, preside as chairperson at every General Meeting, annual or extraordinary.
111. If there is no such Chairperson or if he is not present within 15 (fifteen minutes) after the time appointed for holding the General Meeting or is unwilling to act as the Chairperson of the General Meeting, the Directors present shall elect one of their members to be the Chairperson of the General Meeting.
112. If at any General Meeting no Director is willing to act as the Chairperson or if no Director is present within 15 (fifteen) minutes after the time appointed for holding the General Meeting, the Members present shall choose one of their Members to be the Chairperson of the General Meeting. If a poll is demanded on the election of the Chairperson, it shall be taken forthwith in accordance with the provisions of the Act and the Chairperson elected on show of hands shall exercise all the powers of the Chairperson under the said provisions. If some other person is elected Chairperson as a result of the poll, he shall be the Chairperson for the rest of the meeting.

XV. VOTES OF MEMBERS

113. 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 1 (one) vote; and

- (ii) on a poll, the voting rights of Members shall be in proportion to their Share in the paid-up Share Capital.
114. The Chairperson shall not have a second or casting vote in the event of an equality of votes at General Meetings of the Company.
115. At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the voting on any resolution on show of hands) demanded by any Member or Members present in Person or by proxy, and having not less than one-tenth of the total voting power or holding Shares on which an aggregate sum of not less than Rs. 5,00,000 (Indian Rupees Five Lakh) or such higher amount as may be prescribed has been paid up.
116. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
117. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.
118. In case of joint holders, the vote of the senior who tenders a vote, whether in Person or 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 are stated in the register of Members of the Company.
119. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction, 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.
120. No Member shall be entitled to exercise any voting rights either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his/ her name on which any calls or other sums presently payable by him in respect of Shares in the Company have not been paid.
121. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such General Meeting and whether given personally or by proxy or otherwise shall be deemed valid for all purpose. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive.
122. A declaration by the Chairperson of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
123. Any poll duly demanded on the question of adjournment shall be taken forthwith. A poll demanded on any other question (not being a question relating to the election of a Chairperson or adjournment of the meeting) shall be taken at such time not exceeding 48 hours from the time when the demand was made, as the Chairperson may direct.
124. The Chairperson of a General Meeting, may with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
125. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll has been demanded.
126. Where a poll is to be taken, the Chairperson of the meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him/ her in accordance with Section 109 of the Act.
127. The Chairperson shall have power, at any time before the result of the poll is declared to remove a scrutiniser from office and to fill vacancies in the office of scrutiniser arising from such removal or from any other cause.
128. Of the two scrutinisers, one shall always be a Member (not being an officer or employee of the Company) present at the meeting, provided such a Member is available and willing to be appointed.

129. The Chairperson of the meeting shall have power to regulate the manner in which a poll shall be taken.
130. The result of the poll shall be deemed to be decision of the meeting on the resolution on which the poll was taken.
131. The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.
132. On a poll taken at meeting of the Company, a Member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
133. Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
134. At every Annual General Meeting of the Company, there shall be laid on the table the Directors' report, audited statements of accounts, auditor's report (if not already, incorporated in the audited statements of accounts), the proxy register with proxies and the register of Directors' holdings.

XVI. PROXY

135. Subject to the provisions of the Act and these Articles, any Member of the Company entitled to attend and vote at a General Meeting of the 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.
136. The proxy shall not be entitled to vote except on a poll.
137. 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 not less than 48 (forty eight) 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 (twenty four) hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
138. An instrument appointing a proxy shall be in the form as prescribed under the Act and the rules framed thereunder.
139. 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 the Company at its office before the commencement of the meeting or the adjourned meeting at which the proxy is used.

XVII. DIRECTORS

140. The business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company and may exercise all such powers of the Company as are not restricted by the Act or by these Articles.
141. Subject to the provisions of the Act, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen), *provided that* the Company may appoint more than 15 (fifteen) directors after passing a Special Resolution. At least one Director shall reside in India for a total period of not less than 182 (One hundred and eighty-two) days in each financial year.
142. The Directors need not hold any qualification Shares in the Company.
143. Subject to the provisions of the Act, each Director shall be paid sitting fees for each meeting of the Board or a Committee thereof attended by him, subject to the ceiling prescribed under the Act.

144. The Directors may also be paid travelling and other expenses for attending and returning from meeting of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as Directors, subject to the provisions of Section 197 of the Act.
145. Subject to the applicable provisions of the Act, if any Director, being willing shall be called upon to perform extra services for the purposes of the Company, the Company shall remunerate such Director by such fixed sum or percentage of profits or otherwise as may be determined by the Directors and such remuneration may be either in addition to or in substitution for his remuneration provided above.
146. Subject to the provisions of Section 197 and the other applicable provisions of the Act, the remuneration of Directors may be fixed at a particular sum or a percentage of the net profits or partly by one way and partly by the other.
147. In the event that a Director is absent for a continuous period of not less than 3 (three) months from India (an “**Original Director**”), subject to these Articles, the Board may appoint another Director (an “**Alternate Director**”), not being a person holding any alternate directorship for any other Director or holding directorship in the Company, for and in place of the Original Director. The Alternate Director shall be entitled to receive notice of all meetings and to attend and vote at such meetings in place of the Original Director and generally to perform all functions of the Original Director in the Original Director’s absence. No Person shall be appointed as an Alternate Director to an Independent Director unless such Person is qualified to be appointed as an Independent Director of the Company. Any Person so appointed as Alternate Director shall not hold office for a period longer than that permissible to the Original Director and shall vacate the office if and when the Original Director returns to India.
148. The office of a Director shall automatically become vacant, if he is disqualified under any of the provisions of the Act. Further, subject to the provisions of the Act, a Director may resign from his office at any time by giving a notice in writing to the Company and the Board shall on receipt of such notice take note of the same and the Company shall intimate the Registrar and also place the fact of such resignation in the report of Directors laid in the immediately following General Meeting. Such Director may also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within 30 (thirty) days of resignation. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later.
149. At any Annual General Meeting at which a Director retires, the Company may fill up the vacancy by appointing the retiring Director who is eligible for re-election or some other Person if a notice for the said purpose has been left at the office of the Company in accordance with the provisions of the Act.
150. No Person shall be appointed as a Director unless he furnishes to the Company his Director Identification Number under Section 154 of the Act or any other number as may be prescribed under Section 153 of the Act and a declaration that he is not disqualified to become a Director under the Act.
151. No Person appointed as a Director shall act as a Director unless he gives his consent to hold the office as a Director and such consent has been filed with the Registrar within 30 (Thirty) days of his appointment in the manner prescribed in the Act.
152. Subject to the provisions of the Act, the Directors shall have the power, at any time and from time to time to appoint any Persons as Additional Director in addition to the existing Directors so that the total number of Directors shall not at any time exceed the number fixed for Directors in these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for re-appointment as Director.
153. The Company may by Ordinary Resolution, of which special notice has been given in accordance with the Section 169 of the Act, remove any Director including the Managing Director, if any, before the expiration of the period of his office. Notwithstanding anything contained in these Articles or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.

154. If the office of any Director appointed by the Company in General Meeting, is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any Person so appointed shall retain his office so long only as the vacating Director would have retained the same if such vacancy had not occurred.
155. In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them the lender concerned may have and may exercise the right and power to appoint, from time to time, any Person or Persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, subject however, to the limits prescribed by the Act. Any Person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of Person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not hold any qualification Shares.
156. The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/ or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly or reasonably.

XVIII. MANAGING DIRECTOR OR WHOLE TIME DIRECTOR

157. The Board may, from time to time, subject to Section 196 and other applicable provisions of the Act, appoint one or more of their bodies to the office of the Managing Director or whole time Director for such period and on such remuneration and other terms, as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
158. Subject to the provisions of any contract between him and the Company, the Managing Director/ whole-time director, shall be subject to the same provisions as to resignation and removal as the other Directors and his appointment shall automatically terminate if he ceases to be a Director.
159. Subject to the provisions of the Act, a Managing Director or whole time director may be paid such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in other) as the Board may determine.
160. The Board, subject to Section 179 and any other applicable provisions of the Act, may entrust to and confer upon a Managing Director or whole time director any of the powers exercisable by them upon such terms and conditions and with such transfers, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.

XIX. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

161. Subject to the provisions of the Act, a chief executive officer, manager or a company secretary may be appointed by the Board on such terms and conditions and remuneration as it may deem fit and the chief executive officer, manager or company secretary so appointed may be removed by means of a resolution of the Board.

XX. MEETINGS OF THE BOARD

162. The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
163. A Director may, and the manager or the Secretary of the Company upon the requisition of a Director shall, at any time convene a meeting of the Board.
164. Subject to the provisions the Act, the Board shall meet at least 4 (four) times in a year in such a manner that not more than 120 (one hundred and twenty) days shall intervene between 2 (two) consecutive meetings of the Board.

165. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means shall also be counted for the purpose of quorum. *Provided that* where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.
166. The continuing Directors may act notwithstanding any vacancy in the Board; but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.
167. If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) Persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.
168. Subject to the provisions of the Act allowing for shorter notice periods, a meeting of the Board shall be convened by giving not less than 7 (seven) days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.
169. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
170. The Board may elect a Chairperson for its meetings and determine the period for which he is to hold office. The Board may likewise appoint a vice-chairman of the Board of Directors to preside over the meeting at which the chairman shall not be present. If at any meeting the Chairperson is not present within 5 (five) minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairperson of the meeting.
171. In case of equality of votes, the Chairperson of the Board shall have a casting vote at Board meetings of the Company.
172. 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.
173. 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.
174. A committee may elect a Chairperson of its meetings and may also determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 5 (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.
175. A committee may meet and adjourn as it thinks fit.
176. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Directors present. The chairperson of the committee, if any, shall not have any second or casting vote.
177. Subject to these Articles and Sections 175, 179 and other applicable provisions of the Act, a circular resolution in writing, executed by or on behalf of a majority of the Directors or members of the Committee, shall constitute a valid decision of the Board or committee thereof, as the case may be, *provided that* a draft of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

178. 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 his appointment was invalid by reason of any defect for disqualification or had terminated by virtue of any provisions contained in the Act, or in these Articles, be as valid as if every such Director or such Person had been duly appointed and was qualified to be a Director.
179. Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director contracting or being so interested be liable to account to the Company for any profit realized by any such contract by reason only of such Director holding that office or of the fiduciary relations thereby established; *provided that* every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement, entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board and shall not participate in such meeting as required under Section 184 and other applicable provisions of the Act, and his presence shall not count for the purposes of forming a quorum at the time of such discussion or vote.

XXI. POWERS OF THE DIRECTORS

180. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general directions, management and superintendence of the business of the Company with full power or do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company and to make and sign all such contracts, and other government papers and instruments that shall be necessary, proper or expedient, for the authority and direction of the Company except only such of them as by the Act or by these Articles are expressly directed to be exercised by the Members in the General Meeting.
181. Subject to Section 179 of the Act, the Directors shall have the right to delegate any of their powers covered under Section 179(3)(d) to Section 179(3)(f) to any committee of the Board, managers, or any other principal officer of the Company as they may deem fit and may at their own discretion revoke such powers.
182. The Board of Directors shall, or shall authorize Persons in their behalf, to make necessary filings with governmental authorities in accordance with the Act and other applicable Law, as may be required from time to time.
183. Subject to the provisions of the Act and these Articles, the Board shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorized to exercise and do; *provided that* the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act, or any other statute or by the Memorandum of Association or by these Articles or otherwise, to be exercised or done by the Company in a General Meeting; provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
184. Subject to the provisions of the Act and the and any other applicable Law for the time being in force, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for and on behalf of the Company in such manner and upon such terms and conditions in all respects as they think fit and through the issue of Debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital then available.
185. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, *hundies* and bills or may authorise any other Person or Persons to exercise such powers.

XXII. BORROWING POWERS

186. 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 the 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.
187. The Board of Directors shall not except with the consent of the Company by way of a Special Resolution, borrow monies where the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of paid-up Share Capital, free reserves and securities premium of the Company.

XXIII. DIVIDEND AND RESERVES

188. The Company in a General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
189. Subject to the provisions 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 the Company.
190. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Board may, from time to time, think fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
191. Subject to the rights of Persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares.
192. No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of these Articles as paid on the Share.
193. 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.
194. The Board may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares.
195. Any dividend, interest or other monies payable in cash in respect of Shares may be paid by electronic mode or by cheque or demand draft 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 of the Company, or to such Person and to such address as the holder or joint holders may in writing direct.
196. Every such cheque shall be made payable to the order of the Person to whom it is sent.
197. Any one of two or more joint holders of a Share may give effectual receipts for any dividends, bonuses or other payments in respect of such Share.

198. Notice of any dividend, whether interim or otherwise, that may have been declared shall be given to the Persons entitled to Share therein in the manner mentioned in the Act.
199. No dividend shall bear interest against the Company.
200. A Shareholder can waive/ forgo the right to receive the dividend (either final and/ or interim) to which he is entitled, on some or all the equity Shares held by him in the Company. However, the Shareholder cannot waive/ forgo the right to receive the dividend (either final and/ or interim) for a part of percentage of dividend on Share(s).
201. Where a dividend has been declared by the Company but has not been paid or claimed within thirty days from the date of the declaration to any Shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called the 'Unpaid Dividend Account'.
202. Any money transferred to the 'Unpaid Dividend Account' of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company along with the interest accrued, if any, to the Fund known as Investor Education and Protection Fund established under Section 125 of the Act. There shall be no forfeiture of unclaimed or unpaid dividends before the claim becomes barred by law.
203. All Shares in respect of which the Dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed. Provided that any claimant of Shares so transferred shall be entitled to claim the transfer of Shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.
204. The Company shall comply with the provisions of the Act in respect of any dividend remaining unpaid or unclaimed with the Company.

XXIV. INSPECTION OF ACCOUNTS

205. (i) The Board shall cause proper books of account to be maintained under Section 128 and other applicable provisions of the Act.
- (ii) The Board shall, from time to time, in accordance with the Act, determine whether and to what extent and at what times and places and under what conditions or regulations all books of the Company or any of them, shall be open to the inspection of Members not being Directors.
- (iii) No Member (not being a Director) or other Person shall have any right of inspecting any account book or document of the Company except as conferred by Law or authorised by the Board or by the Company in General Meetings.
- (iv) Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company.

XXV. SECRECY

206. Every manager, auditor, trustee, member of a Committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Board, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all *bona fide* transactions of the Company with its clients and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the Law of the country and except so far as may be necessary in order to comply with any of the provisions in these Articles and the provisions of the Act.

XXVI. WINDING UP

207. The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016, as amended. (to the extent applicable).

XXVII. THE SEAL

208. (i) The Board shall provide for the safe custody of the seal of the Company.
- (ii) The seal shall not be affixed to any instrument except by the authority of resolution of the Board or a committee of the Board authorised by it in that behalf, and except in the presence of at least 1 (One) Director or Company Secretary or any other official of the Company as the Board may decide and that 1 (One) Director or Company Secretary or such official shall sign every instrument to which the Seal of the Company is so affixed in their presence. The Share certificates will, however, be signed and sealed in accordance with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, as amended.

XXVIII. AUDIT

209. Subject to the provisions of the Act, the Company shall appoint an auditor at an Annual General Meeting to hold office from the conclusion of that Annual General Meeting until the conclusion of the sixth Annual General Meeting from such Annual General Meeting, and every auditor so appointed shall be informed of his appointment within 15 days.
210. The Directors may fill up any casual vacancy in the office of the auditors within 30 (Thirty) days subject to the provisions of Section 139 and 140 of the Act and the rules framed thereunder.
211. The remuneration of the auditors shall be fixed by the Company in the Annual General Meeting or in such manner as the Company may in the General Meeting determine.

XXIX. GENERAL AUTHORITY

212. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company cannot carry out any transaction unless the Company is so authorized by its Articles then in that case, these Articles hereby authorize and empower the Company to have such rights, privilege or authority and to carry out such transaction as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

XXX. INDEMNITY

213. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the National Company Law Tribunal.

PART B

Part B of the Articles of Association provides for, amongst other things, the rights and obligations of certain Shareholders pursuant to the Shareholders' Agreement. For more details of the Shareholders' Agreement, see "*History and Certain Corporate Matters – Shareholders' agreement and other key agreements*" on page 170.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and subsisting 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 and includes contracts entered into until the date of this Draft Red Herring Prospectus) which are, or may be deemed material will be attached to the copy of the Red Herring Prospectus and Prospectus filed with the RoC (except for such contracts and documents executed after the filing of the Red Herring Prospectus). Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our registered office, from 10.00 am to 5.00 pm on all Working Days and will also be available on the website of our Company at <https://www.damcapital.in/static/investor-relation.aspx> from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement dated September 3, 2024 entered into among our Company, the Selling Shareholders and the BRLM.
2. Registrar Agreement dated September 3, 2024 entered into among our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Selling Shareholders, the BRLM, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.
4. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate Agreement dated [●] entered into among the Members of the Syndicate, our Company, the Selling Shareholders and the Registrar to the Offer.
6. Underwriting Agreement dated [●] entered into among our Company, the Selling Shareholders and the Underwriters.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.
2. Certificates of incorporation dated May 7, 1993.
3. Certificate of incorporation dated April 22, 1994 upon change of name from S.S. Kantilal Ishwarlal Sharebrokers and Investors Private Limited to S.S. Kantilal Ishwarlal Securities Private Limited.
4. Certificate of incorporation dated October 24, 2007 upon change of name from S.S. Kantilal Ishwarlal Securities Private Limited to IDFC – SSKI Securities Private Limited.
5. Certificate of incorporation dated March 10, 2008 upon conversion into a public company.
6. Certificate of incorporation dated March 12, 2010 upon change of name from IDFC – SSKI Securities Limited to IDFC Securities Limited.
7. Certificate of incorporation dated July 28, 2020 upon change of name from IDFC Securities Limited to DAM Capital Advisors Limited.
8. Resolution of our Board dated August 9, 2024 approving the Offer and other related matters.

9. Resolution of our Board dated August 28, 2024 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
10. Resolution of our IPO Committee dated September 3, 2024 approving this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.
11. Resolution of our IPO Committee dated September 3, 2024 taking on record the consent and authorisation of the Selling Shareholders to participate in the Offer for Sale.
12. Resolution of the board of directors of Multiples Alternate Asset Management Private Limited dated August 29, 2024, consenting to participate in the Offer for Sale.
13. Approval of the treasury investment committee of RBL Bank Limited dated August 29, 2024, consenting to participate in the Offer for Sale.
14. Resolution of the board of directors of Easyaccess Financial Services Limited dated August 27, 2024, consenting to participate in the Offer for Sale.
15. Consent letter dated September 3, 2024 from the Promoter Selling Shareholder, consenting to participate in the Offer for Sale.
16. Consent letter dated September 3, 2024 from Narotam Satyanarayan Sekhsaria, consenting to participate in the Offer for Sale.
17. Consent letter dated September 3, 2024 from Multiples Alternate Asset Management Private Limited, consenting to participate in the Offer for Sale.
18. Consent letter dated September 3, 2024 from RBL Bank Limited, consenting to participate in the Offer for Sale.
19. Consent letter dated September 3, 2024 from Easyaccess Financial Services Limited, consenting to participate in the Offer for Sale.
20. Shareholders' agreement dated June 10, 2020, entered into between Dharmesh Anil Mehta, Hansa Anil Mehta, Boombucket Advisors Private Limited, Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited and Easyaccess Financial Services Limited.
21. Share purchase agreement dated November 7, 2019 as amended pursuant to the amendment agreement dated June 10, 2020, entered into between Dharmesh Anil Mehta, Hansa Anil Mehta, Boombucket Advisors Private Limited (*formerly DAM Capital Private Limited*), Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited, Easyaccess Financial Services Limited, our Company and IDFC Financial Holding Company Limited.
22. Company deed of adherence dated June 23, 2020 executed by our Company (*formerly IDFC Securities Limited*).
23. Deed of adherence dated March 15, 2024 executed by Sonali Dharmesh Mehta.
24. Amendment and waiver agreement to the Shareholders' Agreement dated September 3, 2024, entered into between our Company, Dharmesh Anil Mehta, Sonali Dharmesh Mehta, Boombucket Advisors Private Limited, Multiples Alternate Asset Management Private Limited, Narotam Satyanarayan Sekhsaria, RBL Bank Limited, Easyaccess Financial Services Limited.
25. Employment agreement dated June 10, 2020, entered into between Dharmesh Anil Mehta and DAM Capital Advisors Limited.
26. Resolution of our Board dated May 16, 2023 and shareholders' resolution dated July 20, 2023 appointing Dharmesh Anil Mehta as the Managing Director and Chief Executive Director of our Company.
27. Resolution of our Board dated May 16, 2023, and shareholders' resolution dated July 20, 2023, appointing Jateen Madhukar Doshi as an Executive Director of our Company.

28. Copies of the annual reports of our Company for the Fiscals 2024, 2023 and 2022.
29. The examination report dated August 9, 2024, of the Statutory Auditor on our Restated Consolidated Financial Statements.
30. The report dated September 3, 2024, on the statement of special tax benefits available to the Company and its shareholders from the Statutory Auditor.
31. Consent dated September 3, 2024 from KKC & Associates LLP, Chartered Accountants, Statutory Auditor, holding a valid peer review certificate from ICAI, to include their name as required under section 26 (5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated August 9, 2024 on our Restated Consolidated Financial Statements; and (ii) their report dated September 3, 2024 on the statement of special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
32. Consent dated September 3, 2024 from Shaparia Mehta & Associates LLP, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the various certifications issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.
33. Certificate dated September 3, 2024 from Shaparia Mehta & Associates LLP, Chartered Accountants, certifying the KPIs of our Company.
34. Resolution of our Audit Committee dated August 28, 2024, approving the KPIs of our Company.
35. Consents of: (a) each of the Selling Shareholders, our Directors, our Promoters, Promoter Group, our Company Secretary and Compliance Officer, our Statutory Auditor, previous auditor, the legal counsel to the Company, the bankers to our Company, lenders to our Company (wherever applicable), industry report provider, Prime Database, VCCEdge, independent chartered accountant, the BRLM and Registrar to the Offer.
36. Consent letter dated August 29, 2024 from CRISIL to rely on and reproduce part or whole of the industry report and include their name in this Draft Red Herring Prospectus.
37. Industry report titled “*Assessment of Investment Banking and Institutional Equities Industries in India*” dated August 2024 prepared and issued by CRISIL, commissioned and paid for by our Company and engagement letter dated July 12, 2024.
38. In-principle listing approvals dated [●] and [●] from the BSE and the NSE, respectively.
39. Tripartite Agreement dated September 29, 2016 among our Company, NSDL and the Registrar to the Offer.
40. Tripartite Agreement dated August 16, 2024 among our Company, CDSL and the Registrar to the Offer.
41. Due diligence certificate to SEBI from the BRLM dated September 3, 2024.
42. SEBI final observation letter number [●] dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

MV Nair

Designation: Chairperson and Independent Director

Date: September 3, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Natarajan Srinivasan

Designation: Independent Director

Date: September 3, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Rajendra Prabhakar Chitale
Designation: Independent Director
Date: September 3, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Balram Singh Yadav

Designation: Independent Director

Date: September 3, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Nithya Easwaran
Designation: Non-Executive Director
Date: September 3, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Dharmesh Anil Mehta

Designation: Managing Director and Chief Executive Officer

Date: September 3, 2024

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Jateen Madhukar Doshi
Designation: Executive Director
Date: September 3, 2024
Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations and guidelines issued by SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus are contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 each as amended, or the rules, regulations and guidelines issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Hitesh Mahendrakumar Desai

Date: September 3, 2024

Place: Mumbai

DECLARATION

I, Narotam Satyanarayan Sekhsaria, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as an Investor Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, any other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.

Narotam Satyanarayan Sekhsaria

Date: September 3, 2024

Place: Mumbai

DECLARATION

We, Multiples Alternate Asset Management Private Limited, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to ourselves, as a Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of MULTIPLES ALTERNATE ASSET MANAGEMENT PRIVATE LIMITED

Authorised Signatory

Name: Kalpesh Jain

Designation: Managing Director & CFO

Date: September 3, 2024

Place: Mumbai

DECLARATION

We, RBL Bank Limited, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to ourselves, as a Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of RBL BANK LIMITED

Authorised Signatory

Name: Jaideep Iyer

Designation: Head - Strategy

Date: September 3, 2024

Place: Mumbai

DECLARATION

We, Easyaccess Financial Services Limited, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to ourselves, as a Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of EASYACCESS FINANCIAL SERVICES LIMITED

Authorised Signatory

Name: Sudarsan Kasturi

Designation: Chief Financial Officer

Date: September 3, 2024

Place: Chennai

DECLARATION

I, Dharmesh Anil Mehta, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, any other Selling Shareholders or any other person(s) in this Draft Red Herring Prospectus.

Dharmesh Anil Mehta

Date: September 3, 2024

Place: Mumbai